

Bath & North East Somerset Council	
MEETING/ DECISION MAKER:	Charitable Trust Board
MEETING/ DECISION DATE:	10 June 2016
TITLE:	Agree the current Terms of Reference and work plan for the coming year and create the Alice Park Sub-Committee and determine its Terms of Reference
WARD:	All
AN OPEN PUBLIC ITEM	
<p>List of attachments to this report:</p> <p>Charitable Trust Board Terms of Reference (Appendix A)</p> <p>Draft Advert for Independent Member (Appendix B)</p> <p>Draft role of the Independent Member (Appendix C)</p> <p>Suggested work plan and timeline for actions (Appendix D)</p> <p>Proposed terms of reference for the Alice Park Sub-Committee (Appendix E)</p>	

1 THE ISSUE

1.1 To agree :

1.1.1 the Charitable Trust Board Terms of Reference and work plan for the coming year.

1.1.2 the formation of Alice Park Sub-Committee its membership and Terms of reference

2 RECOMMENDATION

2.1 Appoint Chair and Vice Chair

2.2 Agree the Terms of Reference (TOR) (Appendix A)

- 2.3 Agree the proposed advert for the Independent Member to be co-opted to support the Board in its work (Appendix B)
- 2.4 Agree the role of the Independent Member (Appendix C)
- 2.5 Consider and agree the draft work plan for the coming year (Appendix D)
- 2.6 Agree the formation of the Alice Park Sub-Committee and the appointment of its membership and terms of reference (Appendix E)

3 RESOURCE IMPLICATIONS (FINANCE, PROPERTY, PEOPLE)

- 3.1 The Independent Member will be entitled to travel and subsistence expenses which will be reimbursed in accordance with the council's expenses scheme. These will be managed within the existing budget for member allowances.

4 STATUTORY CONSIDERATIONS AND BASIS FOR PROPOSAL

- 4.1 The Board will need to form, decide its priorities and prepare to comply with the obligations imposed upon it by its Terms of Reference. In particular ensuring that the Trust files annual returns with the Charities Commission and that it reports annually to full Council.

THE REPORT

- 4.2 The Council is sole trustee for a number of Trusts including the Alice Park Trust in Bath (Schedule 1 of the ToR). There has been a lack of clarity in how the Council has previously dealt with these Trusts. The Board will in future ensure the clear separation of the Council's interest as sole trustee of these charities and the Council's interests as a Local Authority.
- 4.3 The Board is required to investigate and consider the other assets it holds (Schedule 2 of the ToR) and determine which it holds as sole charitable trustee which may be subject to further reports to Council to request it to delegate to the Board the powers to discharge the Council's functions as sole trustee in respect of those other assets.
- 4.4 The Board need to appoint a Chair and Vice Chair and then will need to agree its Terms of Reference and keep these under review as the investigation into the properties listed in Schedule 2 progresses
- 4.5 In order to fill its membership the Board will need to agree the advert for the independent person and agree the process for selection of the independent person.
- 4.6 It is proposed that the Board once constituted would be independently trained as part of wider member development training in sitting on outside bodies and in charities legislation.
- 4.7 As the work of the Board progresses it needs to ensure:
 - 4.1.1 that it investigates the legal basis for the Council's involvement in the Land and Trusts listed in Schedule 2 of the ToR

- 4.1.2 that all Trusts for which it discharges the council's functions as sole trustee have complied with the Charity Commissions registration and reporting requirements
 - 4.1.3 that it periodically consider if Trusts or assets could be consolidated and more efficiently /effectively used in conjunction with another Trust. Where appropriate it should consult on consolidation proposals with the Trusts, the Charity Commission and interested parties and make any recommendations for consolidation to the Trusts and in its annual report to Council.
- 4.8 The proposed work plan at Appendix D sets out an indicative timetable for the Board to consider and approve to ensure that it meets its responsibilities as set out in its Terms of Reference.
- 4.9 This report also proposes the setting up of the Alice Park Sub-Committee (para 5.3, Schedule 1). Appendix E proposes the membership and terms of reference for this sub-committee.

5 RATIONALE

- 5.1 The Board, is a committee of the Council, and will need to create sub committees to manage each Trust for which the council is sole corporate trustee and thereby demonstrate the decisions taken on their behalf, as sole trustee, are being independently taken in accordance with each Trust's objects and the duties it owes pursuant to the Charities legislation.
- 5.2 The Board must ensure that each Trust complies with its objects and charities legislation. To do this it will receive an annual report from each sub-committee which it forms to manage a specific Trust. The Board will then report to full council on an annual basis to provide reassurance that the Council as sole corporate trustee is complying with its obligations.
- 5.3 As sole trustee of the Alice Park Trust (schedule 1) the Council will form the Alice Park sub-committee to ensure the objectives detailed in 5.2 above are being met.
- 5.4 The Council will also have oversight of the work of the charitable trusts listed in Schedule 2 for which the council holds any land/buildings to ensure the Council can demonstrate periodic consideration of and accountability for any responsibilities it may have in respect of such assets.

6 OTHER OPTIONS CONSIDERED

- 6.1 None

7 CONSULTATION

- 7.1 Those consulted in preparing this report include the Leader of the Council, Council Cabinet Member for Communities, Section 151 Officer and Council Monitoring Officer.

8 RISK MANAGEMENT

- 8.1 A risk assessment related to the issue and recommendations has been undertaken, in compliance with the Council's decision making risk management guidance.

Contact person	<i>Maria Lucas, Council Monitoring Officer</i> <i>Carol Maclellan, Group Manager Neighbourhood Environmental Services.</i>
Background papers	<i>None</i>
Please contact the report author if you need to access this report in an alternative format	

Charitable Trust Board Terms of Reference

The purpose of the Charitable Trust Board is to facilitate the management of the charitable Trust for which the Council is the sole trustee; independently, in accordance with their governing documents and in the best interests of the charity.

In respect of the charities listed in Schedule 1 the Charitable Trust Board shall have the following powers delegated to it.

The Role of the Board is to exercise the powers delegated to it for the management of the trust, namely;

- to manage the charity in pursuit of the charitable purposes,
- to manage the finances of the charity and ensure its solvency,
- to ensure the charity acts within the governing documents,
- to ensure the charity deals with their regulatory and public accountability obligations, and
- to identify and manage potential conflicts of interest.

In respect of the charities listed in Schedule 2 the Charitable Trust Board shall investigate the governing documents of each charity and recommend to Council the inclusion of any Charity suitable for incorporation into Schedule 1 and until such time as the Council decides to delegate its functions in respect of such Trust to the Charitable Trust Board it shall advise the Council as trustee on;

- the strategic direction of those Trusts,
- the financial resources needed to operate those Trusts;

The Charitable Trust Board shall, in respect of all Trusts, ensure compliance with the Charity Commissions registration and reporting requirements and periodically consider if Trust's assets could be consolidated and more efficiently /effectively used in conjunction with another Trust. Where appropriate it should consult on consolidation proposals with the Charity Commission and interested parties and make any recommendations for consolidation in its annual report to Council.

The Board will comprise:

- Five councillors
(to include the Cabinet member responsible for Community Services and at least one councillor who is not a member of the controlling group but who's appointment is determined by the controlling group), and
- One independent person with suitable skills, experience or interests to be appointed by the Board from applicants who wish to be considered following advertisement of the role.

The Board will elect a Chair and Vice-Chair. Decisions will be by a majority of the councillors present. Quorum will be three councillors.

The Board shall have the power to create a sub-committee for each charity listed in Schedule 1 to ensure that each charity shall be separately administered. Each sub-committee shall consist of at least 3 councillors and co-opted non-voting members consisting of the ward councillor(s) for the area where any land subject to the Trust is situated and any other non-voting members who may be able to assist it in its work. The Trust Board and each sub-committee shall undertake its duties through meetings as required and will meet at least twice annually.

In any meeting, the affairs of each Trust will be considered separately and in relation to the purpose and governing document of each Trust.

Each sub-committee will report annually to the Trust Board after submitting any annual report to the Charity Commissioners and the Trust Board shall thereafter provide an annual report to Council on the financial standing of each Trust and update the Council on the work undertaken by each Trust in the preceding year

Support for the Board and sub-committees as necessary will be provided through the relevant Council sections. Lead advisors will be identified for each charitable Trust in Schedule 1.

Schedule 1
Charitable Trust for which the Council is sole trustee

The Alice Park

Schedule 2
Charitable Trust for which the Council is responsible

Weston Recreation Ground
No.4, Circus
Firs Field
Free Fields (Rainbow Woods)
Beechen Cliff
Newbridge Meadows (Queen Elizabeth the Second Fields)
Blackstones
Innox Park
Post Office Museum
Former Radstock Infant School

Draft Advert for Independent Member

BATH & NORTH EAST SOMERSET COUNCIL

**APPOINTMENT OF INDEPENDENT MEMBER FOR THE CHARITABLE TRUST
BOARD**

The Council intends to appoint an Independent Member to assist the Charitable Trust Board in its oversight of Charities for which the Council is Sole Corporate Trustee and in support of its more general work in supporting Charities which have historic links to the Council.

The Board wishes to strengthen its expertise and seeks applications from candidates with experience in a senior leadership role in a charity or with knowledge and experience of the legislation applicable to charities.

Travel and subsistence expenses will be reimbursed in accordance with the council's expenses scheme.

For further details including information pack and eligibility criteria please visit the Council's website or contact Martin Shields:

Tel: 01225 396888

E-mail: martin_shields@bathnes.gov.uk

www.bathnes.gov.uk

The closing date for applications is XX XXXXX 2016

Interviews will be held on XX 2016

Role of the Independent member

Overall Purpose

The Council has recently created a Charitable Trust Board as a committee of the council which is responsible for the overall governance and strategic direction of the charities for which the Council is Sole Corporate Trustee. The Board on behalf of the Council is in the process of establishing those charities for which it is sole corporate trustee or is otherwise responsible for supporting in some way either as Landowner or with the power to nominate members.

The Board needs to ensure that it has the competencies necessary to govern the charities for which it is sole corporate trustee effectively, in line with Charity Commission requirements and best practice, as well as populating its Charitable Sub-Committees with trustees.

The Board has identified that there is a need to strengthen its expertise and skills in the following areas:

- Experience in a senior leadership role in a charity
- Knowledge and experience of the legislation applicable to charities

Applications would therefore be particularly welcome from people with the skills and experience to contribute to the Boards work in these areas.

Main Responsibilities

To ensure that the charities reporting to the Board, and their representatives, function within the legal and regulatory framework of the charitable sector and in line with each organisations' governing document.

To provide an oversight function on behalf of the Council and assurance to the Council on the overall direction and development of the charities reporting to the Board.

Ensure good governance and clear strategic planning of the Charities for which the Council is sole corporate trustee.

As a member of the Board to consider and provide advice to Council on the benefits of merging or amalgamating charities for which it is sole corporate trustee to ensure efficiency of resources and continued relevance in modern society.

The terms of reference of the board are set out in Appendix A.

The Role

The Independent member will be a co-opted member of the Board with non-voting rights and entitled to reimbursement of expenses in line with the members' allowance scheme

To attend up to 4 board meetings per annum

Suggested Work Plan

The work plan of the Board will need to be agreed in conjunction with the sub-committees it creates to discharge the Council's functions as sole corporate trustee in respect each Trust. The following work plan therefore provides an indicative timetable for the Alice Park Trust. The work plan will need to be enlarged over time to incorporate other committees that it creates for which the Council is sole corporate trustee.

Suggested Timeline

	Charitable Trust Board timeline	Alice Park Trust Sub-Committee timeline
June	Agree Terms of Reference Agree advert for Independent Member Appoint Chair & Vice Chair Create sub-committee for Alice Park Trust	
June/July		Agree Terms of Reference Appoint Chair & Vice Chair Determine criteria for appointment of members of public Receive report from S.151 officer & agree finances Liaise with Charity Commissioners to reassure it they are properly run
August/September		Determine Alice Park Skate park proposal & report to Charitable Trust Board.
September	Training for Board members as part of wider member development training for members, co-opted members and officers sitting on outside bodies/ companies/ Charities legislation and duties of charitable trustees. Receive report from Alice Park Trust sub-committee. Consider report on other trust assets detailed in Schedule 2 and decide how to deal with those other trusts.	Annual Report to Charitable Trust Board.

November	Receive report on No. 4 Circus. Report to full Council.	
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Proposed Alice Park Trust Sub Committee Terms of Reference

The Sub-Committee shall discharge the Council's functions as sole corporate trustee in respect of the Alice Park Trust, the site and its resources in accordance with Trust's objects and the duties it owes pursuant to the Charities legislation.

To report to the Board on an annual basis in September of each year detailing the work undertaken by the Trust in the preceding year and confirming to the Board that the Trust has complied with the objects of the charity and the Charities Legislation.

Appointed by: The Charity Trust Board

Quorum: Two

Membership: 3 Councillors:

The Sub- Committee may co-opt non-voting independent members as appropriate.

Lead Officer,	Head of Parks & Green Spaces
Deputy Officers	Team Leader Parks & Green Spaces Project Manager, Parks.

Decision Making Powers:

- 1.1 To discharge the Council's role as Corporate Trustee for the Alice Park Trust, in line with Charities Commission guidance.
- 1.2 To agree the Trust's annual budget and business plan.
- 1.3 To approve the use of any reserves.
- 1.4 To agree the Trust's annual accounts.
- 1.5 To receive and respond to the audit findings relating to the annual accounts
- 1.6 To receive reports on the effective day to day management and financial performance of the Trust.
- 1.7 To allow interested parties to give their view on the performance and direction of the Trust.