

Bath & North East Somerset Council	
MEETING	Charitable Trust Board
MEETING DATE	9 December 2025
TITLE:	To report to the CTB the investigation into the Charity of Frances Georgina Cooke (charity number 266101) re No.4 Circus
WARD:	Kingsmead
AN OPEN PUBLIC ITEM	
List of attachments to this report:	
Appendix 1: Briefing note '4 Circus and the Charity of Frances Georgina Cooke' (2025)	

1 THE ISSUE

- 1.1 The Council created the Charitable Trust Board to discharge its functions in respect of charities for which it is the sole corporate trustee to ensure the clear separation of the Council's interest as sole trustee of those charities and the Council's interests as a Local Authority.
- 1.2 The Charity of Frances Georgina Cooke (charity number 266101) is a charity that owns No.4 The Circus. The Scheme of arrangement for the charity provides for 4 trustees. Additional trustee appointments are required as none are currently appointed. This will allow the Trust to settle final financial obligations and allow the Trust to appropriately dispose of the property and be wound up.
- 1.3 The Trust has operated minimally to date, and the Trust is not fulfilling its charitable objects. The inability of the Trust to finance the maintenance of the property makes it unlikely that the Trustees would ever be able to fulfil the objects of the Trust. The Trustees would look to dispose of the property either to an organisation who will better fulfil the Charitable objectives of the trust or to sell the property on the open market. Once the property has been sold, the Trustees would seek to pay the funds to an organisation with similar objects. Both routes would then enable the closure of the Trust.
- 1.4 The Council is often required, or invited, to nominate or appoint councillors to act as trustees on the boards of local charities. such appointments can be beneficial, promoting collaboration between the council and the charitable sector, and supporting the discharge of public functions. however, trusteeship

may expose councillors to personal liability in the event of breach of trust or other claims arising out of their role as trustees.

- 1.5 The councils may, under certain circumstances, provide indemnities to protect their councillors from personal liability. It is important for the council to ensure that any indemnity offered is legally compliant, does not conflict with the duties that apply to charity trustees, and is clear in scope and effect.
- 1.6 It is in the Council's interest to finalise any dilapidations case with the Trust and ensure that the charity can be wound up, as noted above, provided that this is undertaken with the Charity Commissions approval and agreement.

2 RECOMMENDATION

- 2.1 To request the Board to agree to the nomination of four Council members to be appointed as trustees with the purpose of supporting the dissolution of the charity (nominations to be provided by political groups in due course).
- 2.2 To delegate to the Monitoring Officer the power to negotiate with lawyers acting for the Council Members appointed as Trustees and to provide a Council indemnity to those members on the terms of that indemnity.

3 RESOURCE IMPLICATIONS (FINANCE, PROPERTY, PEOPLE)

- 3.1 The Frances Georgina Cooke Charity is a registered Charity. Its only asset is the property No.4 The Circus but it has no other resources. It is an established charity with trustees nominated by the Council. The Charity will continue to be resourced and supported by officers to undertake these functions.
- 3.2 The property is managed by Heritage Services and in 2024/25, total property costs came to £18,606.15. Maintenance is undertaken through the Council's Project Delivery Team and in 2025 this cost will be circa £6,500 as no major works are required. With the end of the Council's lease of the property in 2019, dilapidations and repair liability has not been settled between the Trust and the Council.

4 STATUTORY CONSIDERATIONS AND BASIS FOR PROPOSAL

- 4.1 Under the Local Authorities (Indemnities for Members and Officers) Order 2004 (the "Indemnities Order"), councils may provide indemnities to their members and officers when acting in connection with the discharge of their functions. The indemnity may cover:
 - Legal costs in defending proceedings brought against the member or officer
 - Liability incurred in relation to such proceedings, subject to certain exclusions (e.g., criminal acts, fraud, or deliberate wrongdoing)

However, indemnity cannot cover liabilities arising from deliberate wrongdoing, fraud, or recklessness.

5 THE REPORT

- 5.1 No.4 Circus is a mid-eighteenth-century town house set within the south-west segment of the Circus, the first of the three segments to be built. It was designed by John Wood the Elder (who died in 1754 before its completion) and built by his son John Wood the Younger. No.4 was completed in 1760. The house is Grade I listed. It was recently featured on the David Olusuga series for the BBC 'Empire' which noted its initial occupation by people with wealth derived from transatlantic enslavement and the plantation economy.
- 5.2 In 1958 Mr. Charles Allan Cooke and his wife Frances Georgina Cooke made mutual wills leaving their house, 4 Circus, to the survivor for life and, thereafter, to the Bath Preservation Trust (BPT). In 1960 Mr. Cooke died. At odds with the intention set out in the mutual wills signed by the Cookes, Mrs. Cooke approached Bath City Council (BCC) with a view to the Council taking over 4 Circus to make it available to the general public and, in particular, as a Georgian exhibition house. Discussions took place between BCC and BPT as to the situation which would arise on Mrs. Cooke's death and whether BPT would be prepared to take the house on lease from BCC for the use intended by her late husband. BPT eventually decided that it would not contest the passing of the house to BCC and renounced all claim on it, particularly as they had recently acquired the more suitable No.1 Royal Crescent to develop as a Georgian exhibition house.
- 5.3 In 1970 Mrs. Cooke died. In the absence of a joint scheme between BCC and BPT to realise the wishes of her late husband, the matter passed to the Official Custodian for Charities. In December 1973 the Charity Commissioners for England and Wales ('the Charity Commission') published a Scheme for a charity in the name of Frances Georgina Cooke.
- 5.4 The Charity Commission's Scheme requires the Council to appoint up to four trustees to the Charity. The trustees need not be, but invariably are, elected members of the local authority. The most recent trustees, all elected members of this authority, were:
- Councillor Paul Crossley;
 - Councillor Susan Craig;
 - Councillor Alison Born;
 - Councillor Dine Romero.
- 5.5 Councillor Susan Craig was not returned to the Council after the May 2023 elections. Councillors Crossley, Born and Romero remain members of the Council however, the charity's governing document stipulates that trustees only serve for up to four years before they are re-nominated or replaced. Their term limits have all expired.
- 5.6 New trustees need to be in place to approve and manage the disposal of the property and dissolution of the charity. One of the first tasks that the trustees will need to undertake is the procurement of a dilapidations survey and property valuations. One valuation based on the value of the property in a state of repair and the second valuation based on the property in its existing condition.

6 RATIONALE

- 6.1 There is no requirement to create a sub-committee to manage the Frances Georgina Cooke Charity. The charity is currently managed pursuant to the Charity Commission's Scheme; it can demonstrate that the Council is not a sole corporate trustee and the assets of the Trust are separately managed from the assets of the Council. However, the Charity does require new trustees to be nominated by the Council to provide continuity for the Charity and for those nominated councillors to be appointed by the Trust and indemnified by the Council in undertaking that role.

7 OTHER OPTIONS CONSIDERED

- 7.1 None.

8 CONSULTATION

- 8.1 The monitoring Officer, Michael Hewitt and acting Deputy s151 Officer, Gary Adams, have been consulted during the preparation of this report.

9 RISK MANAGEMENT

- 9.1 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	Robert Campbell, Managing Director, Culture & Heritage
Background papers	<i>FGC Scheme 1973</i>
Please contact the report author if you need to access this report in an alternative format	

Briefing Note:

4 Circus and the Charity of Frances Georgina Cooke (charity number 266101)
August 2013

4 Circus is a mid-eighteenth-century town house set within the south-west segment of the Circus, the first of the three segments to be built. It was designed by John Wood the Elder (who died in 1754 before its completion) and built by his son John Wood the Younger. No.4 was completed in 1760. The house is Grade I listed.

1 BACKGROUND TO THE CHARITY

1.1 In 1958 Mr. Charles Allan Cooke and his wife Frances Georgina Cooke made mutual wills leaving their house, 4 Circus, to the survivor for life and, thereafter, to the Bath Preservation Trust (BPT).

1.2 In 1960 Mr. Cooke died. At odds with the intention set out in the mutual wills signed by the Cookes, Mrs. Cooke approached Bath City Council (BCC) with a view to the Council taking over 4 Circus to make it available to the general public and, in particular, as a Georgian exhibition house.

1.3 Discussions took place between BCC and BPT as to the situation which would arise on Mrs. Cooke's death and whether BPT would be prepared to take the house on lease from BCC for the use intended by her late husband. BPT eventually decided that it would not contest the passing of the house to BCC and renounced all claim on it, particularly as they had recently acquired the more suitable No.1 Royal Crescent to develop as a Georgian exhibition house.

1.4 BCC considered converting the house for housing purposes but decided that it would be better used as a much-needed adjunct to the Museum of Costume which, at that time, lacked space in the Assembly Rooms for storage, public research and study purposes.

1.5 In 1970 Mrs. Cooke died. In the absence of a joint scheme between BCC and BPT to realise the wishes of her late husband, the matter passed to the Official Custodian for Charities. In December 1973 the Charity Commissioners for England and Wales ('the Charity Commission') published a Scheme for a charity in the name of Frances Georgina Cooke.

2 THE CHARITY OF FRANCES GEORGINA COOKE

2.1 The Charity Commission's scheme required the Council to appoint up to four trustees to the charity. These do not have to be elected members of the local authority, but to date, invariably have been. At the time of writing, the trustees are:

- Councillor Paul Crossley;

- Councillor Susan Craig;
- Councillor Alison Born;
- Councillor Dine Romero.

2.2 The Trust's sole asset is No. 4 The Circus. It has no funds or staff of its own and is wholly administered by the Council which maintains the building.

2.3 The Object of the Charity is:

"The preservation and exhibition to the public of the building on the said land as a place of architectural and historic interest."

2.4 The Trust's sole asset is No. 4 The Circus. It has no funds or staff of its own and is wholly administered by the Council which maintains the building.

2.5 A Scheme drawn up by the Charity Commission in 1973 permitted the Trustees to grant a lease to BCC

"For purposes not inconsistent with the Object of the Charity which purposes may include use as a museum of costume."

2.6 In March 1976 a lease was granted to BCC for a period of twenty-one years.

3 THE USE OF 4 THE CIRCUS BY THE COUNCIL

3.1 In 1995 the contractual term of the original lease expired. The Council, which became Bath and North East Somerset Council (B&NES) the following year, continued to occupy the building under the terms of that lease on the usual basis of security of tenure for business leases.

3.2 In 1998 the Charity Commission created a new Scheme for the Charity and, in 2003, a new twenty-one-year lease was granted to B&NES.

3.3 Also, in 2003 the FRC's collections and services were merged with those of the Museum of Costume at the Assembly Rooms. This released space at 4 Circus and the search started for a partner tenant whose function would be compatible with that of the Museum and consistent with the Object of the Charity.

3.4 In 2019, B&NES' lease of the property expired and was not renewed.

4 USE OF 4 THE CIRCUS BY BATH SPA UNIVERSITY (BSU)

4.1 In 2003 discussions took place between Heritage Services and BSU (then Bath Spa University College) to explore the feasibility of a working partnership between the Museum of Costume and BSU in the delivery of a new BA course in Fashion Design Skills.

- 4.2 In the same year a three-year lease for the ground floor and basement of 4 Circus was awarded by the Council to BSU. The Museum of Costume remained in control of the upper floors which were used in particular for the storage of collections for which there was no space available at the Assembly Rooms. Rental income helped serve the Object of the Charity, i.e. the preservation of the building. The then Trustees agreed with the proposal but were concerned to ensure that the Object of the Charity should still be met as far as was possible.
- 4.3 The use of parts of the building for teaching the Fashion Design Skills course was deemed to be in keeping with the Object of the Charity in that it made the building accessible to BSU students and staff. In addition, the house was opened for accompanied public viewing at certain times of year such as National Heritage Open Days. In theory members of the public could request sight of the interior at any time and would have to be admitted, although the ability to do this has never been made public.
- 4.4 Under these working arrangements, the Fashion Museum Manager would teach a given number of hours per week on the course, for which the Council would be paid by BSU. In return the students would enjoy privileged access to the Museum's collections for the purposes of study and handling.
- 4.5 BSU was keen to consolidate the partnership under a Memorandum of Co-operation as this would attract funding for the Fashion Design Skills course. In October 2004 a three-year Memorandum of Co-operation was signed by Frank Morgan, the Director and Chief Executive of Bath Spa University College, and Councillor Nicole O'Flaherty, the Council's Executive Member for Tourism, Leisure and Culture.
- 4.6 In subsequent years a further lease permitted BSU to occupy all of the first floor and some rooms on the second floor was awarded by the Council. The Fashion Museum retained its stores on the second and top floors, both out of necessity and to retain a foothold in the building for the Council as a means of fulfilling its duty of care for it.
- 4.7 Upon the expiry of the Memorandum of Co-operation in 2007, further discussions took place with the intention of signing a new agreement. A new Memorandum was drawn up in December 2009 but a combination of staff turnover in BSU and protracted negotiations over a new lease between the Council and BSU meant that by 2013 it had not been signed.
- 4.8 In 2019, BSU vacated the premises when the Council lease came to an end. Dilapidations between BSU and B&NES were agreed and settled.

5 COMPLIANCE WITH THE OBJECT OF THE CHARITY

5.1 A recurring discussion amongst the Trustees has been the extent to which the activities taking place within the property fulfil the Object of the Frances Georgina Cooke Trust. To recap, the Object of the Charity is:

“The preservation and exhibition to the public of the building on the said land as a place of architectural and historic interest.”

5.2 Throughout the fifty years of the Council’s responsibility for the administration of the Charity, fulfilling the Object has only been achieved in part.

5.3 The “preservation” element of the responsibility has been discharged satisfactorily, and the building has been subject to the same high standards of care afforded by the Council to its own historic properties through its professional building surveyors. The house has been maintained and subjected to the same inspection and testing regimes as the Council’s own historic buildings. Since its excavation and reinstatement, the garden has been much better cared for than it was when the Council first assumed responsibility for the property.

5.4 The “exhibition to the public of the building as a place of architectural and historic interest” has been altogether more challenging. The interiors of the houses in the Circus vary considerably and no.4 is one of the more austere examples, with few internal architectural features of note. It does not bear comparison with the size and grandeur of Bath Preservation Trust’s No.1 Royal Crescent which, throughout the period in question, has provided Bath with an excellent example of a furnished eighteenth-century town house. Nor has the Council had the collections furniture and fine and decorative arts with which to adorn the interior. Moreover, the William Herschel Museum at 19 New King Street, also run by BPT, presents another opportunity to see the interior of a period town house.

5.5 When the house was used as the Fashion Research Centre there was a regular traffic of students and researchers through the building. They were able to enjoy the large first-floor rooms which are the most ornate in the building.

5.6 The tall, narrow nature of the house compounds the problems of accessibility that are encountered when considering ways of making it available to public view on a regular basis. Its Grade I listing would be likely to preclude the drastic measures needed to provide step-free access both to the basement and to the upper floors. Even if it were possible, in 2016, the estimated cost of such access measures, combined with the cost of furnishing and interpreting the house, was in the region of £300,000 to £500,000. A 2025 estimate would likely reflect a vast increase. Without provision for full accessibility, a scheme to convert the house for use as a visitor attraction would be ineligible for funding from the Heritage Lottery Fund.

- 5.7 The most successful element of the “exhibition to the public” requirement has been the developing and opening to the public of the Georgian Garden. More generally this has been a major addition to the public understanding of the eighteenth-century city, and it complements the furnished house at No.1 Royal Crescent nearby very well. The garden provides the visitor with the opportunity to observe the rear elevation of the house and its neighbours, and it demonstrates the practical role of Gravel Walk in the later eighteenth century.
- 5.8 No. 4 The Circus is always included in the annual Heritage Open Days scheme. This is a nation-wide scheme which arranges public access to buildings not normally open to the public. It was a requirement of the lease with BSU that the house was included in the programme each year. BSU staff were aware that, in the unlikely event that a member of the public asked to look around the house, that they should have been allowed to do so.
- 5.9 Nevertheless, despite these measures the “exhibition to the public” requirement remains difficult to achieve.
- 5.10 Legal advice to the Trustees over the years has advised them that the previous arrangements were only tangentially compliant with the Object of the Charity. As the previous principle lessee of the Charity, the Council’s foothold in the property through collection storage and regular staff visits that they necessitate was an important means of retaining a practical interest in the house and discharging the Council’s responsibility towards it. However, this has no longer been the case since 2019.

6 SUMMARY OF CURRENT POSITION

- 6.1 The Council remains responsible to the Trustees for the upkeep of the building. Rent from BSU mitigated, but did not completely cover, the running costs. The property, including the Georgian Garden, costs the Council circa £25,000pa excluding building insurance which is covered under the Council Block policy
- 6.2 The Council manages the Georgian Garden through its Heritage Services and Parks & Open Spaces teams. The Council retains a presence in the building through inspections and repairs organised by Heritage Service’s Operations staff and through the Corporate Estate
- 6.3 BSU had a lease on the basement, ground and first floors and part of the second floor. The lease has expired and BSU have vacated the premises.
- 6.4 The Charity Commission Scheme of 1973, referred to again in the 2003 lease, permits the Trustees to lease 4 Circus to the Council

“For purposes not inconsistent with the Object of the Charity which purposes may include use as a museum of costume”

- 6.5 The current arrangement is no longer compliant with these purposes as BSU, and the Fashion Museum no longer have a presence in the building.
- 6.6 The Council has a duty to reinstate the property pursuant to its obligations for dilapidations during the period of its occupancy. The estimated cost for a full remediation, based on a survey conducted in August 2017 was £291,430. A new survey will need to be procured to bring this figure up to date.