

**EPC/EVRT Liaison Group meeting, 3<sup>rd</sup> March 2022**  
**Village Room, KGV Hall at 7.30 pm**  
**NOTE**

This meeting was held in compliance with the Terms of Reference for the Group adopted by EPC on 25<sup>th</sup> January 2022. This Note offers a brief description of the issues discussed on 3<sup>rd</sup> March. For brevity, 'councillor' in the Note refers to a parish councillor who is not also a trustee.

### **In attendance**

Liaison Group members:

Trustees: Cllr Paula Moss (Co-Chair and EVRT Lead on Governance), Dr Christopher John Hogger (EVRT Chairman)

Parish Councillors: Cllr Liz Hogger (Co-Chair), Cllr Jerome Muscat, Cllr Bronwen Roscoe

Other parish councillors:

Cllr Ian Symes (EPC Chairman), Cllr Jeremy Palmer

Apologies were received from Cllr Charles Thorne (EVRT Treasurer), Cllr Arnold Pindar (EPC Vice-Chairman), Cllr Keith Cornwell, Cllr Cliff Hackett,

### **1. Discussion and amendment of the Arrangements document, including revised charity scheme.**

LH gave a brief summary of the draft document 'Proposed administrative and financial arrangements for EPC as sole trustee of EVRT', which includes the suggested revised EVRT charity scheme:

- The administrative and financial arrangements proposed for EPC to take on the role of sole trustee of EVRT were based on Charity Commission Operational Guidance and the ACRE Information Sheet 36 'Village Halls run by parish councils as sole trustee'.
- The aim is to make the structure similar to the present EVRT structure, but with the Board of Managing Trustees replaced by the Executive Board, whose members are not themselves managing trustees, so they have no personal liability. (The Executive Board is the name given to the committee defined in clause 4 (2) of the revised charity scheme.)
- The formal decisions of the charity are made by EPC as the sole trustee, and are based mainly on recommendations from the Executive Board. Individual parish councillors are not themselves managing trustees, rather they are members of the corporate managing trustee, in the same way as councillors are currently members of the custodian trustee but are not themselves trustees.
- Proper administrative support to the Board would be provided by paid employees, so that being a member of the Executive Board is rewarding and not unduly time-consuming.

The Arrangements document and the proposed revised charity scheme were discussed in detail, as described below. Some amendments were agreed and some questions raised on which we should take advice. The amended Arrangements document and charity scheme as agreed is available on the EPC website at <https://www.effinghamparishcouncil.gov.uk/evrt/>.

- a) Currently EPC is the custodian trustee of EVRT. We need to clarify whether when EPC takes on the role of sole trustee that automatically means that EPC continues to act as custodian trustee as well as managing trustee. **Take advice.**

- b) How does EPC as Local Authority (LA) provide funding to EPC as trustee? Is it sufficient to simply agree the funding at an EPC as LA meeting? Is there any need for declarations of interest or dispensations when this is done, as members of EPC as LA are also members of EPC as trustee? It was thought there would be no necessity for declarations or dispensations, since individual councillors are members of the corporate bodies of EPC and the trustee, so can have no personal conflict of interest. However this is an important question and we should **take advice**.
- c) The Executive Board is intended as a vehicle to allow non-councillor volunteers from the community to be involved in running the KGV and planning projects and improvements. There was a discussion about how many members the Board should have. Some expressed the view that a smaller number of members (5 or 7) would allow more efficient operation, but a majority agreed the Board could have up to 10 members, including at least 2 parish councillors. This will enable most councillors to be members of the Board if they so wish, whilst still allowing space for non-councillor volunteers (since it is unlikely that all 10 councillors will wish to be on the Board). The quorum for the Board, to be set out in the Terms of Reference, should be either 3 or 50% of the members of the Board, whichever is greater. **Amend the Arrangements document and charity scheme.**
- d) It was thought that the Chairman and Vice-Chairman of EPC as LA should also be the Chairman and Vice-Chairman of EPC as trustee. **Amend the Arrangements document and charity scheme.**
- e) The Chairman and Vice-Chairman of the Board should be elected by the Board, not appointed by the trustee. **Amend the Arrangements document and charity scheme.**
- f) It is important that the Terms of Reference of the Board, as adopted by EPC as trustee, should be clear and precise. The Board must not be able to make major decisions which would make the members of the Board 'managing trustees' by default, according to charity law. The ToR should be prepared in advance of the transition, and adopted at the first meeting of EPC as trustee.
- g) It should be possible for EPC as trustee to have online meetings, via Zoom or email discussion, and this will need to be clarified in the revised charity scheme. **Amend the Arrangements document and charity scheme.**
- h) EPC as trustee must approve and sign-off all contracts, licences and other legal agreements, and this task needs to be added to the list of trustee decisions. **Amend the Arrangements document.**
- i) The job specification of any new EVRT employee, appointed to provide administrative support to the trustee and to the Board, is a matter for the Executive Board to consider once it is appointed. The current managing trustees, Chris Hogger, Paula Moss, and Charles Thorne, will be the initial members of the Executive Board until the trustee meets to appoint a new Board.
- j) As members of the trustee, councillors will be obliged to declare any conflict of interest, e.g. through holding a management position in a user group with a licence to use KGV premises, and must withdraw from meetings when relevant decisions are made. This is set out in the revised charity scheme. It was agreed that it is not necessary to exclude anyone with a management position in a user group from being a member of the Executive Board, since EPC as trustee could ensure when appointing that no user group gained a majority on the Board. Instead, all members of the Board will be reminded that they must act according to the best interest of the charity, and they must follow the same procedure for dealing with

conflicts of interest as councillors will do as members of the trustee. **Amend the charity scheme.**

- k) The Area of Benefit of EVRT is defined in the current charity scheme to be ‘the Parish of Effingham and its immediate neighbourhood’. We discussed whether to change this to simply ‘the Parish of Effingham’. There were mixed views on this, so it was decided to leave that unchanged for now.

## **2. What advice do we need on the Arrangements document, and from whom**

- EVRT should consult the Charity Commission about the acceptability of the revised charity scheme.
- EPC should consult a solicitor about whether the proposed arrangements are appropriate for EPC to take on the role of sole trustee.

In accordance with the decision of EPC at the meeting on 22<sup>nd</sup> February, the following will be done:

LH will draft a document to be used to instruct an appropriate solicitor, setting out the proposed arrangements and seeking advice on that and on the further questions raised above. This must be agreed by IS, AP, PM and LH.

Once agreed, the Clerk will be asked to request a new quote from the solicitor with considerable local government experience who quoted to give advice on the possible CIO constitution last year. If the quote is below £2000 as agreed by EPC, the Clerk will instruct the solicitor to advise us.

The solicitor’s advice will be provided to EPC and to EVRT.

## **3. Format and timing of the consultation exercise**

A joint statement should be prepared by EPC and EVRT explaining the proposal, to be posted on the EPC and KGV websites, on notice boards and distributed to appropriate email lists. Email comments will be invited, to be sent to the Clerk to EPC with a deadline of four weeks.

LH and PM will then prepare a full report summarising the advice received from the Charity Commission and from the solicitor, and any emailed comments, with a recommendation for decision by EVRT and by EPC.

The meeting closed at 9.45 pm.