



EFFINGHAM VILLAGE RECREATION TRUST

Minutes of the Ordinary Meeting of the Trustee

Thursday 16th February 2023, at 7.30 pm, The Parish Room

In attendance:

Trustee members: Ian Symes (IS, Chairman), Cliff Hackett (CH), Keith Cornwell (KC), Liz Hogger (LH), Paula Moss (PM), Jeremy Palmer (JP), Bronwen Roscoe (BR)

1. Apologies for Absence

Apologies were received from Jerome Muscat.

2. Declarations of interests

CH, KC and BR completed and signed their Declarations of Interests [Policy Document 11a]. Other members present had already completed their declarations at a previous meeting.

KC declared an interest in item 6a and did not take part in the debate or vote on this item.

3. Minutes

a) The minutes of the Ordinary Meeting of the Trustee 25th August 2022 and the minutes of the Special Meeting of the Trustee 23rd October 2022 were agreed and signed by the Chairman as being an accurate record.

b) The minutes of meetings of the Executive Board on 14 Sept, 9 Nov 2022 and 17 Jan 2023 were noted.

4. To ratify email decisions between meetings

The following decisions taken by email vote were ratified:

12 Oct To agree the process for appointment of the KGV Manager and allow the interview panel of IS, PM, Christopher Hogger (member of the Executive Board) and LH to offer the post to the candidate they think most appropriate. (The appointment of Sarah Montgomery was agreed at the Special Meeting of the Trustee on 23rd October.)

14 Oct To authorise the Executive Board to proceed with the appointment of a Finance and Compliance Officer on the basis of the Service Description, permitting the Board to make minor amendments to the Description as they see fit.

26 Oct To approve a request from Effingham Cricket Club to undertake an overhaul of the clubhouse and kitchen, to be funded by grants and ECC funds. (Permission of the Trustee was required for this work under the terms of the Club's lease of the cricket ground.) The Trustee requested evidence that the chosen contractors had suitable insurance, which was subsequently supplied.

5. EVRT Budget 2023/24

To CONSIDER the recommendation from the Executive Board and APPROVE the Budget for EVRT for the financial year 2023/24

The draft budget for 2023/24, agreed by the Executive Board on 17 January, was recommended to the Trustee. The budget is one of the items required to be submitted to the Independent Examiner (Tudor John) when preparing the year-end accounts for the current financial year, so that they can see that the Trust has planned realistically for the next year. There are three components to the budget: an income budget with postulated year's total of £181,879; an expenditure budget, excluding repairs, with postulated year's total of £158,093; and a Repair Fund budget with postulated year's total of at least £9,800.

During discussion, members of the Trustee considered the following points. The income figures included are conservative estimates and there is an expectation that some would increase in reality. Nevertheless, it is clear that the budget remains very tight. It was pointed out that the role of the

Trustee is to approve the overall budget, and authorise the Executive Committee to operate within the constraints of the approved budget, but it is not necessary to 'vire' funds formally between detailed budget headings. Any significant changes to income or expenditure during the financial year should be brought back to the Trustee for consideration.

DECISION

The Trustee approved the EVRT Budget for 2023/24 as recommended by the EVRT Executive Board. The Executive Board is hereby authorised to manage the Trust's finances in line with this budget during the 2023/24 financial year. Any significant departure from this budget, either a significant shortfall in income or significant unexpected expenditure, should be brought back to the Trustee for consideration.

ACTION Executive Board

The approved budget is Appendix A to these minutes, and is confidential since it contains personal data about EVRT staff and confidential financial information.

The Trustee discussed two urgent items of expenditure which are likely to fall within the current financial year, and were not included in the approved budget for 2022/23. Urgent repairs are needed to the roof over the premises licenced to the rugby club, at a cost of approximately £5,000 which would be paid for out of the rugby club's Capital Replacement Fund contribution during the period of their licence. Urgent tree work is necessary to fell trees affected by Ash Dieback, as required following inspection of trees on the KGV by the Forestry Commission. The work must be completed before the end of March or delayed until September to avoid the bird nesting season. Three quotations have been received from specialist arboriculturist firms, and the work is likely to cost around £25,000 plus VAT.

DECISION

The Trustee agreed that both items of expenditure were essential and should go ahead.

ACTION Executive Board

6. Licences

a) Effingham and Leatherhead Rugby Football Club Licence Renewals

A briefing document was tabled which explained that the current ELRFC licences run from July 1st 2018 to June 30th 2023, including one licence for the use of rugby pitches and one for the use of the clubroom and other facilities within the KGV building, including the changing rooms and showers. Under the terms of the licences, if they wish to renew, ELRFC are required to offer proposed new terms and fees for new licences at least 6 months before the end date of the current licence. To facilitate this process, Arnold Pindar, PM and LH met with ELRFC in November to discuss licence renewal and the expectations of both sides as to acceptable terms. ELRFC made a preliminary offer in principle on 29th December. Following a further meeting and email discussion, draft licences were agreed in principle, subject to some minor clarification on wording. The Trustee was invited to consider these drafts and decide whether renewal of the licences for a further five years on the offered terms is in the best interests of the charity.

The main changes compared to the current licences include a 10% increase in the fee for both the pitch and clubroom licences in the first year, to be increased by CPI in each subsequent year; increase to the service charge for the clubroom licence, to cover an appropriate share of the cost of services such as water, insurance, security systems, refuse disposal and cleaning; a separate energy charge to cover electricity and gas use (which is fixed on the current energy contract until 2025 and will be revised when a new energy contract is taken out); and an increase to the capital replacement fund contribution to cover the cost of the new hot water system already installed and building repairs including roof repair. The details of these changes are set out in Appendix B (confidential).

Members of the Trustee considered the proposals, and agreed that the new licences were acceptable.

DECISION

The Trustee agreed to accept the proposed new licences, and authorised LH and PM to make any necessary minor changes and clarifications to the wording after further discussions with ELRFC. Once finalised, IS and PM are authorised to sign the new licences on behalf of the Trustee.

ACTION LH, PM

It was explained that there are on-going discussions about the provision of additional car parking space for licenced users along the 'cinder track' from the Scout HQ entrance. The possibility of changes to the pitch layout to optimise use of the available land is also under discussion. Any firm proposals will be brought to the Trustee for consideration.

b) 1st Effingham Scouts

Following discussions by Board members with scout leaders, the 1st Effingham Scouts have indicated that they are willing in principle to sign up to a licence with EVRT for their use of the Scout HQ and outdoor space on the KGV. It is anticipated that the income from any outside users of the HQ, whether arranged by the scouts or by EVRT, would be shared proportionately between the two parties.

After discussion, PM and LH were authorised to continue negotiations with a view to preparing Heads of Terms and a new licence for consideration by the Trustee.

ACTION PM, LH

c) Loolabells

Discussions have been held with the proprietor of Loolabells Outdoor Kitchen about her proposal for an enlarged 'kitchen' facility and covered seating area. Having considered the proposal, the Executive Board do not recommend accepting this proposal as it stands. After discussion, the Trustee agreed that the current proposal was not acceptable, but there should be further discussions with Loolabells regarding the appropriate location and design of an improved facility together with a new energy supply arrangement taken from the main KGV building.

ACTION Executive Board

Loolabells currently has a one-year licence for the facility, which runs from 1st April. The proprietor has indicated her willingness to renew this licence for a further year, on similar terms but with a fee increased by CPI (10%).

DECISION

The Trustee agreed to renew the Loolabells licence for a further year, and authorised LH to prepare the new licence for signing by IS and PM on behalf of the Trustee.

ACTION LH

7. Standing Orders of the Trustee

Proposed revisions to the Standing Orders (SO) of the Trustee were discussed, which aimed to improve the transparency of the Trust's operations for Effingham residents. The revisions include the publication of the agendas and minutes of Trustee meetings (with confidential information redacted), publication of the Trust's policies and procedures on the EVRT website, and clarification of how the public can communicate with the charity. It was noted that the SO must be consistent with the EVRT Charity Scheme and should follow Charity Commission guidance as to charity law.

After discussion, it was agreed that SO 11.6 should include an intention that the draft AGM minutes will be published no later than a set date following the AGM; the revised wording was subsequently agreed by email. Subject to that change, the members of the Trustee agreed to adopt the revised SO. LH was authorised to make the necessary changes and publish documents as appropriate on the EVRT website and / or notice board. The SO as adopted are attached as Appendix C to these minutes.

DECISION

The revised Standing Orders of the Trustee (Appendix C to these minutes) were adopted.

ACTION LH

8. Appointments to Executive Board

Christopher Hogger (CJH) stepped down from the Executive Board at the end of January. The Trustee thanked Chris for all his hard work for the Trust over many years.

The Trustee congratulated Paula Moss on her election as Chairman of the Executive Board.

PM proposed that Liz Hogger should be appointed to the Board, seconded by IS. On her agreement to take on the role, LH was formally appointed as a member of the Board.

9. Financial matters

- a) The Trustees considered CJH's offer to assist the KGV Manager with the preparations and submissions for the charity's year-end accounts in association with Tudor John, which will require him to have continuing access to the Xero system and (as with the payment authorisations) to the bank accounts. CJH was thanked for the offer, which was accepted.
- b) It was agreed that Executive Board members Mark Edser, Arnold Pindar and Paula Moss should be additional 'co-authorisers' to authorise CAF Bank Account payments.

PM reported that a local resident had offered their services to prepare grant applications for projects at the KGV, in return for a small commission if the application is successful. It was agreed that this was a sensible initiative, and the offer should be accepted when appropriate projects were identified.

10. EVRT Outline Strategy 2023 –2028

The Executive Board reported that they are collating ideas for an outline 5-year strategy document for EVRT, to be brought to the Trustee for consideration and decision in April.

Initial ideas included more community use of the KGV building, improvements to playgrounds and woodland areas, encouraging more sporting clubs to use the Fields, improved parking provision, and increasing the income of the Trust in ways that support the charity objectives.

Members of the Trustee are invited to feed in their own ideas to the Executive Board.

ACTION ALL

11. Schedule of Trustee Meetings for 2023

Members consider the draft schedule of Trustee meetings for 2023. The dates suggested for the Ordinary Meetings were agreed, and it is anticipated that Special Meetings to consider and agree matters relating to other responsibilities of the Trustee could normally be held either before or immediately after ordinary meetings of Effingham Parish Council. It was noted that such meetings of the Trustee must be kept entirely separate from meetings of the Parish Council.

DECISION

The Schedule of Trustee Meetings set out in Appendix D to these minutes was agreed.

ACTION LH (as Acting Clerk)

12. Any Other Business

The Executive Board reported on the situation regarding the appointment of a Finance and Compliance Officer (see Item 4 on this agenda.) It was suggested that the job description of the KGV Manager could be extended to cover most of this role, with appropriate additional remuneration. Members of the Trustee agreed that this was a sensible approach. LH volunteered to continue to cover the role of temporary acting Clerk to the Trustee, and expressed the hope that once a full year's schedule of meetings had been completed, so that the routine operations of the Trustee were clear, it would be possible to make a different arrangement for the Clerk.

APPENDICES

Appendix A: EVRT Budget for 2023/24 [CONFIDENTIAL]

Appendix B: Report for the Trustee on renewal of Licences for ELRFC [CONFIDENTIAL]

Appendix C: Standing Orders for the Trustee, as adopted

Appendix D: Schedule of Trustee Meetings 2023

Effingham Village Recreation Trust

Standing Orders for the Trustee

These standing orders regulate the proceedings of meetings of the Trustee of EVRT, and have been made in accordance with the provisions of the EVRT Charity Scheme 2009 (as revised in 2022).

Definitions

‘the charity’ means Effingham Village Recreation Trust (EVRT), registered charity number 305018

‘the area of benefit’ means the Parish of Effingham and its immediate neighbourhood.

‘the Trustee’ means Effingham Parish Council as the sole trustee of the charity

‘member’ means a member of Effingham Parish Council as the sole trustee of the charity.

1. Object of the Charity

The object of the charity is, for the public benefit, to provide or assist in the provision, support and or maintenance of facilities for recreation and other leisure-time occupation for the inhabitants of the area of benefit, in particular through the provision of a village hall and recreation grounds.

2. The role of members

- 2.1. Members should be clear that Effingham Parish Council when acting as the charity trustee acts as a corporate body. Individual members are not themselves charity trustees.
- 2.2. At all meetings of the Trustee, members must act solely in the best interests of the charity, and make decisions which are consistent with the object of the charity.

3. Chairman and Vice-Chairman

- 3.1. The chairman and vice-chairman of Effingham Parish Council shall be the chairman and vice-chairman of the Trustee.
- 3.2. The chairman, or the vice-chairman if the chairman is not present, will chair meetings of the Trustee.
- 3.3. The members present at a meeting of the Trustee must elect one of their number to chair the meeting if neither the chairman nor the vice-chairman is present, or if the offices of chairman and vice-chairman are vacant.

4. Proper record of meetings

- 4.1. The Trustee may appoint a clerk to keep a proper record (minutes) of meetings and carry out other duties as explained in the Appendix.

- 4.2. If no clerk is appointed, or the clerk is not present at a meeting of the Trustee, the members present must elect one of their number to prepare the minutes of that meeting.
- 4.3 The final minutes of meetings of the Trustee shall be published on the EVRT website and / or noticeboard with any confidential or personal information redacted. Draft minutes of a meeting may be published before formal agreement of the Trustee if authorised by the Chairman of that meeting.
- 4.4 The full minutes (the proper record) will be held securely by the charity.

5. Meetings of the Trustee

- 5.1. Meetings of the Trustee may be held in person or by electronic means.
- 5.2. Members of the Executive Board will be invited to attend meetings of the Trustee unless there are items on the agenda which concern issues that should be confidential to the Trustee.
- 5.3. Meetings of the Trustee will be held in private.

6. Quorum

No business may be transacted at a meeting unless one-third of the whole number of members are present and in no case shall the quorum of a meeting be less than 3.

7. Voting

- 7.1. Every matter must be decided by majority decision of the members present and voting at a duly convened meeting of the Trustee.
- 7.2. The chairman of the meeting may cast a second or casting vote only if there is a tied vote.
- 7.3. Urgent matters may be provisionally decided by a majority email vote between meetings and such decisions must be ratified at the next ordinary meeting of the Trustee.

NOTE: Charity Commission Guidance on decision-making can be found at <https://www.gov.uk/government/publications/its-your-decision-charity-trustees-and-decision-making>

8. Ordinary meetings and the Annual Meeting

- 8.1. The Trustee must hold at least 3 ordinary meetings in each 12-month period.
- 8.2. Ordinary meetings require at least 7 days' notice.
- 8.3. The agenda for an ordinary meeting shall be published in advance on the EVRT website and/or noticeboard.
- 8.4. The chairman, or the vice-chairman, or any 2 members, may call an ordinary meeting at any time.

- 8.5. Key responsibilities of the Trustee for which meetings must be held in a timely manner include:
- Approval of the Annual Return to the Charity Commission before the 31 January in the following financial year.
 - Approval of the charity budget for the next financial year
 - Calling the Annual General Meeting of the charity as in 11. of these standing orders
 - Review and adoption of policies and procedures of the charity
- 8.6. The Annual Meeting of the Trustee shall be the first ordinary meeting held after the Annual Meeting of Effingham Parish Council.

9. Special meetings

- 9.1. The chairman, or the vice-chairman, or any 2 members, may call a special meeting at any time.
- 9.2. Special meetings require at least 4 days' notice.
- 9.3. The agenda for a special meeting shall be published in advance on the EVRT website and/or noticeboard.
- 9.4. The notice calling a special meeting must include details of the business to be transacted at the meeting.
- 9.5. A special meeting may, but need not, be held immediately before or after an ordinary meeting.

10. Conflicts of Interest

- 10.1. All members must declare any interest that he or she has by reason of:
- (a) membership of any organisation which holds a licence with the charity or a lease of the charity's premises.
 - (b) management responsibility in any organisation which holds a licence with the charity or a lease of the charity's premises.
 - (c) pecuniary interest in any organisation which holds a licence with the charity or a lease of the charity's premises or a business contract with the charity.
 - (d) Any other interest which might conflict with the obligations of the member in acting for the charity.
- 10.2. The declarations of interest shall be entered into a register of interests.
- 10.3. At any meeting of the Trustee members must declare any new interest that he or she has which has not previously been declared, and this must be added to the register of interests.
- 10.4. If there is a matter for discussion at a meeting of the Trustee which relates to a registered interest held by a member and declared under clauses 10.1 (b), (c) or (d) above, or some other personal interest which could give rise to a conflict with his or her duty to act solely in the best interest of the charity on the matter, then the member

must absent themselves from discussion on that matter and must not vote or be counted as part of the quorum in any decision of the Trustee on the matter.

11. Annual General Meeting of the charity

- 11.1. The Trustee must call an Annual General Meeting of the charity in June of each year, or as soon as possible thereafter.
- 11.2. All inhabitants of the area of benefit of 18 years and upward must be allowed to attend and speak at the Annual General Meeting. The Trustee may allow inhabitants who are under 18 to attend, and to speak at the chairman's discretion.
- 11.3. Public notice of the Annual General Meeting must be given in the area of benefit at least 14 days before the meeting, on the EVRT website and/or noticeboard.
- 11.4. The chairman of the Trustee, or the vice-chairman if the chairman is not present, will chair the Annual General Meeting. The members present must elect one of their number to chair the meeting if neither the chairman nor the vice-chairman is present.
- 11.5. At the Annual General Meeting the Trustee must present the report of the Trustee and the accounts for the last financial year.
- 11.6. The final minutes of the Annual General Meeting shall be published once agreed and signed at the next Annual General Meeting. The draft minutes, once they are agreed by the chairman of the meeting, will normally be published within six weeks of the Annual General Meeting.

12. The Executive Board

- 12.1. The Trustee may appoint a committee (the Executive Board) using the power of the Trustee set out in clause 4. (2) of EVRT Charity Scheme 2009 (as revised in 2022) to delegate the performance of any act consistent with the rules and regulations made by the trustee, subject always to the authority of the Trustee, to a committee.
- 12.2. The Trustee shall adopt Terms of Reference for the Executive Board which are consistent with the terms of clause 4. (2) of the EVRT Charity Scheme 2009 (as revised in 2022).
- 12.3. The Executive Board shall consist of up to 10 members, including at least 2 members of the Trustee together with up to 8 persons who are not members of the Trustee, where:
 - (a) Members of the Board will be appointed at a meeting of the Trustee; and the Board membership will be confirmed annually at the Annual Meeting of the Trustee. Other than in exceptional circumstances, it is anticipated that a member's appointment will be confirmed at the Annual Meeting unless they notify the chairman of the Trustee of their wish to resign.
 - (b) The Trustee must be satisfied that all appointed members of the Board are fit and proper persons to be given a responsible role within the charity.
 - (c) All members of the Board must act according to the best interest of the charity on all matters and must observe the same procedure for dealing with any conflicts of interest as that which is set out for members of the Trustee in clause 11 of the EVRT Charity Scheme 2009 (as revised in 2022).

- 12.4. Recommendations made by the Executive Board shall be considered at either an ordinary meeting or a special meeting of the Trustee, or in the case of an urgent matter the Trustee may agree to delegate the decision on the matter to the chairman or vice-chairman of the Trustee, or to an email vote of members of the Trustee.

13. Advisory Committees

- 13.1. The Trustee may appoint advisory committees using the power of the Trustee set out in clause 4. (3) of the EVRT Charity Scheme 2009 (as revised in 2022).
- 13.2. An advisory committee shall make recommendations to the Trustee and shall not have any delegated powers.
- 13.3. The Trustee shall adopt terms of reference for the advisory committee which are consistent with the terms of clause 4. (3) of the EVRT Charity Scheme 2009 (as revised in 2022).
- 13.4. Members of an advisory committee shall be appointed by the Trustee and may include non-members of the Trustee.

14. Policies and Procedures of the Charity

- 14.1. The Trustee shall at all times act in accordance with the adopted policies and procedures of the charity.
- 14.2. The policies and procedures of the charity may be published on the EVRT website at the discretion of the Trustee.

15. Public communication with the Charity

- 15.1. Information about how to contact the Trustee and the KGV Manager will be available on the EVRT website and / or noticeboard.
- 15.2. The structure and organisation of the Charity will be explained on the website, and the Charity Scheme and Standing Orders of the Trustee will be published.
- 15.3. Members of the public wishing to raise operational issues should contact the KGV Manager initially who may pass issues on to the Executive Board if appropriate.
- 15.4. Members of the public wishing to raise strategic issues should contact the Trustee by email or letter. If the matter raised is not appropriate for consideration by the Trustee, it will be referred back to the Executive Board or the KGV Manager.

Appendix: Clerk to the Trustee

The tasks of the person acting as Clerk to the Trustee (SO 4.1) will include:

1. Preparing papers, agendas and minutes for Trustee meetings, in consultation with the Chairman of the Trustee and the Chairman of the Executive Board, and publishing agendas and minutes as required on the EVRT website and / or noticeboard. All papers, agendas and signed minutes should be printed out and stored in the KGV Office, and electronic copies kept and backed-up.
2. Scheduling meetings of the Trustee to ensure that key decisions are made at the appropriate time, including
 - [May] Annual Meeting of the Trustee to confirm the members of the Executive Board and any advisory committees, and to ensure that all members complete a declaration of interests
 - [June/July] Approval of the Annual Return to the Charity Commission before the 31 January in the following financial year
 - [June/July] Calling the Annual General Meeting of the charity, as in 11. of these standing orders
 - [October] Submitting a proposal for EVRT Funding in the next financial year to EPC
 - [February] Approval of the charity budget for the next financial year
3. Maintaining the Register of Interests for the Trustee.

STANDING ORDERS adopted at the Meeting of the Trustee 16 February 2023

EVRT Trustee

Schedule of meetings 2023, with key decisions for that meeting

FEB 16th Thursday at 7.30 pm Parish Room

EVRT Budget 2023/24

To CONSIDER the recommendation from the Executive Board and APPROVE the Budget for EVRT for the financial year 2023/24

MAY 30th Tuesday at 7.30 pm

Annual Meeting of the Trustee

To confirm the members of the Executive Board and ensure all members of the Trustee complete a Declaration of Interests

To agree date and arrangements for Annual General Meeting of the Charity

To CONSIDER and APPROVE the 'Report of the Trustee' as part of the Annual Return

To consider the draft Annual Accounts 2022/23

JUNE ? Annual General Meeting of the Charity

Public meeting in accordance with Clause 15 of the Charity Scheme

OCT 17th Tuesday at 7.30 pm

EPC Funding for 2024/25

To CONSIDER and APPROVE the submission to EPC of a proposal for funding in 2024/25

Special meetings to be held as necessary, either at 7.15 pm before EPC meetings, immediately after EPC meetings, or on separate evenings, to consider and agree matters relating to other responsibilities of the Trustee, including:

- Approval and signing all significant contracts, licences and any other legal agreements
- Signing off grant applications
- Creation of, and appointment of members to, any 'advisory committee' that may be required at the strategic level e.g. a committee for the KGV rebuild project
- Approval of a business plan for EVRT, and any other strategic policies that may be required
- Adoption of new or revised EVRT policies and procedures, including the terms of reference for the Executive Board
- Employment of EVRT staff, and approval of any change in their employment contracts, whether proposed as a result of appraisal, or otherwise. (EPC as sole trustee does not have a role in line-management, but EVRT staff have the right to take employment grievances to EPC as trustee.)

AGREED at meeting of the Trustee 16th Feb 2023