

## CEREDIGION COUNTY COUNCIL

<b>Report to:</b>	<b>Charity Trustee Committee</b>
<b>Date of meeting:</b>	<b>22<sup>nd</sup> March 2023</b>
<b>Title:</b>	<b>Proposed Amendments to the Terms of Reference of the Charity Trustee Committee</b>
<b>Purpose of the report:</b>	<b>To receive recommendations to amend the wording as set out in the Council's Constitution</b>
<b>For:</b>	<b>Decision</b>

### **Background**

At a meeting of the Charity Trustee Committee dated 26<sup>th</sup> September 2022, it was agreed to amend the Terms and Reference of the Charity Trustee Committee, replacing the first sentence which reads "to act as trustee in respect of all assets held by the Council on charitable trusts" to "**To act as trustee in respect of all trusts that the Council is the trustee of**" and to include the following within the Constitution after the line '10 members: 5 voting and 5 non-voting': "**It is the Chairs of the Overview and Scrutiny Committees who hold the voting rights but in the absence of a Chair the Vice-Chair of that same Overview and Scrutiny Committee can then exercise the voting right**". The first change was approved by Council and a shortened version of the second proposal being "**Chairs are voting members and Vice-Chairs may vote in their absence**" at its meeting dated 20 October 2022 and Part 3.3, Table 3 of the Constitution amended accordingly.

Following a request at short notice for approval to place a Christmas Tree at the site held in trust at Uplands, New Quay, it is proposed that the Terms and References of the Charity Trustee Committee are further revised to include sections on:

- a) Delegation of trustee responsibilities; and
- b) Declarations of interest.

### **Delegation of Trustee Responsibilities**

Trustees can generally delegate certain powers however they must always retain the ultimate responsibility for running the charity. If a trustee does decide to delegate, they should set out the terms of the delegation in writing recording the following information:

- Details of the powers delegated;
- To whom the power is delegated; and
- Procedure for reporting back to the trustees.

The trustees should keep the decision to delegate under constant review.

It is proposed that a power be delegated to the Chair of the Charity Trustee Committee (or to the Vice-Chair in the absence of the Chair) to decide upon any matters arising which require authorisation within a timeframe of 10 working days, as it would not be possible to convene a meeting and to prepare and publish reports within this short period of time. The following conditions would apply:

- a) The relevant power is to be exercised exclusively by the Chair (or Vice-Chair in the absence of the Chair); and
- b) No expenditure may be incurred on behalf of the charity unless it relates to emergency works on a trust asset to include, but not be limited to, making the same safe or avoiding harm to the public or neighbouring land.

**Declarations of interest**

In accordance with Section 81 of the Local Government Act 2000, all Councillors are required to complete a Register of Members Interests within 28 days of their election or appointment to office (whichever is the latter), and to register any new personal interest within 28 days of becoming aware of it.

Members are also required to declare their interests verbally during the meeting, stating which agenda item their declaration relates to, and stipulate whether their declaration is ‘personal’ or ‘personal and prejudicial’. Members who declare a ‘personal and prejudicial’ interest will leave the Council Chamber (if attending in person) or leave the meeting if attending remotely for the duration of the discussion on said agenda item. Members should also confirm if they have been given dispensation to speak or to speak and vote, as this would allow Members to remain in the meeting.

The wording of the Terms and References of the Charity Trustee Committee have been amended in Appendix A to reflect the proposed changes.

- Recommendation(s):**
- 1. That Members of the Charity Trustee Committee note the Terms of Reference in Appendix 1 ;
  - 2. That Members of the Charity Trustee Committee recommend that Council considers the amendments made to the Terms and References in Appendix 1 relating to:
    - a) Delegation of trustee responsibilities;
    - b) Declaration of interest.

**Reasons for decision:** **To clarify the function of the Charity Trustee Committee as set out in the Council’s Constitution**

**Appendices:** **Appendix 1 – Terms of Reference of CTC**

**Head of Service:** **Ein Prysor – CLO Legal & Governance Services**

**Reporting Officer:** **Louise Harries – Solicitor**

**Date:** **28.02.2023**

## Appendix 1

### Terms of reference of the Charity Trustee Committee

#### **Role:**

- To act as trustee in respect of all trusts that the Council is the trustee of
- To make decisions in relation to charitable assets in the best interests of the charity.
- To receive reports on charitable issues and to ensure the requirements of the Charity Commission and charity law are adhered to in so far as they relate to the charitable assets held by the Council on trust.

Charitable trustees are required to act in the best interests of the charity when making decisions in respect of it and must exercise reasonable skill and care in doing so. The decisions of the Committee and responsibility for them will be collective. Members of the Committee will benefit from the general indemnity granted by the Council to Members and Officers, provided that they act honestly, within their powers and that of the charity, and in good faith.

#### **Membership:**

The 5 Chairmen of the Council's Overview and Scrutiny Committees will be members of the Committee, with voting rights. The 5 Vice Chairmen of the Overview and Scrutiny Committees will be observers however in the absence of the Chairman of a particular Overview and Scrutiny Committee during a Charity Trustee Committee meeting, the Vice-Chairman of that particular Overview and Scrutiny Committee shall have a voting right during that Committee.

The Chairman and Vice-Chairman of the Council's Overview and Scrutiny Coordinating Committee shall be the Chairman and Vice-Chairman of the Charity Trustee Committee.

#### **Meetings:**

Meetings of the Charity Trustee Committee be provisionally scheduled to take place immediately following each Overview and Scrutiny Co-ordinating Committee but not held if there is no trustee business to attend to.

#### **Delegation of trustee responsibilities:**

A power is delegated to the Chair of the Charity Trustee Committee (or the Vice-Chair in the Chair's absence) to decide on any matters arising which require authorisation within a timeframe of 10 working days subject to the following conditions:

- a) The relevant power is to be exercised exclusively by the Chair (or Vice-Chair during the Chair's absence);
- b) No expenditure may be incurred on behalf of the charity unless it relates to emergency works on a trust asset to include, but not be limited to, making the same safe or avoiding harm to the public or neighbouring land;

- c) The Chair (or Vice-Chair, where they Chair was absent during the time when the decision was taken) must report back the decision at the next meeting of the Charity Trustee Committee; and
- d) The trustees should keep the decision to delegate under constant review.

**Declarations of interest:**

All Councillors must complete a Register of Members' Interests within 28 days of their election or appointment of office and to register any new personal interest within 28 days of becoming aware of it. Members of the Charity Trustee Committee must also consider whether there are any conflicts between their personal interests and their role on the Committee and include this information in the Register.

Members of the Charity Trustee Committee must declare any interests verbally during the meeting, stating which agenda item their declaration relates to, and stipulate whether their declaration is 'personal' or 'personal and prejudicial'. Members who declare a 'personal and prejudicial' interest will leave the Council Chamber (if attending in person) or leave the meeting if attending remotely for the duration of the discussion on said agenda item. Members should also confirm if they have been given dispensation to speak or to speak and vote, as this would allow Members to remain in the meeting.