

Lincolnshire County Council

Trusteeship of Bourne Town Hall

Terms of reference for the trust committee

1. Overview

- 1.1 Lincolnshire County Council (“the Council”) is trustee of Bourne Town Hall (“the Hall”). The Council has a number of duties in respect of its trusteeship of the Hall and has established a trust committee to whom certain of its responsibilities for managing the trusteeship of Bourne Town Hall (“the Charity”) is delegated.
- 1.2 This document sets out the terms to which the trust committee (“the Committee”) should refer.
- 1.3 In addition, by way of background information it should be noted that the Council has instructed Geldards LLP (“Geldards”) to provide legal advice in respect of its duties as a trustee and the options available to it, which are set out in the options paper dated 27 October 2014 (“the Options”).

2. Duties as a trustee

- 2.1 The Council as the corporate charity trustee is responsible for the control and management of the administration of the Charity independently of its duties as a local authority. In exercising its duties, the Council must act in the best interests of the Charity whilst ensuring that it complies with charity law and other relevant legislation (including health and safety legislation and the Equality Act 2010), and also the governing documents of the Charity.
- 2.2 The terms of the trusts of the Charity are contained in an indenture dated 11 October 1821 (“the Governing Document”).
- 2.3 The Council must at all times seek to deliver the charitable purposes of the Charity for the benefit of the public and must act in the best interests of the Charity.
- 2.4 This duty to the Charity may conflict with its duty as a local authority. For this reason, in order to minimise such conflict and to demonstrate a degree of independence, the Council has agreed this delegation of charity functions to the Committee.
- 2.5 Generally, a charity trustee owes a duty of care, prudence and compliance to the Charity and this will be the responsibility of the Committee to the extent of the matters delegated to it.
- 2.6 Charity trustees also have a duty to avoid conflicts of interest and of confidentiality. The individuals who serve on the Committee must bear this in mind.

3. Delegated functions of the Committee

3.1 The Committee shall ~~have the authority carry out to undertake~~ the following ~~activities~~ (“~~Delegated Activities~~”) ~~should they be required~~the following ~~tasks~~ (“~~the Tasks~~”) on behalf of the Council as trustee of the Charity:

- (a) ~~Undertake an appraisal of the Options;~~Monitor the progress of the steering group established to explore options for the future use of the ~~building~~Hall.
- (b) ~~Undertake public consultation with the residents of Bourne town in respect of the Options and future use of the Hall;~~Determine the ~~ultimate viability of any proposals presented by the steering group or any other body in relation to the future use of the Town Hall and any potential transfer of ownership of the building.~~
- (c) ~~Deliver a comprehensive report to the Council setting out the Committee’s recommendations as to the future use of the Hall, such recommendations to have regard to the outcome of the Committee’s public consultation with the residents of Bourne (“the Report”), in accordance with paragraph 8.3 below~~Oversee the transfer of the Hall to another organisation or entity.
- (d) ~~Determine whether or not the options for the transfer of the Hall to another charity or charitable trust are viable.~~
- (e) ~~After all options for the transfer of the Hall to another charity or charitable trust have been reasonably considered and exhausted, to determine whether or not selling the Hall is the only viable option remaining.~~
- (f) ~~Oversee the sale of the Hall and make any necessary arrangements for the sale proceeds to be used for the benefit of the residents of Bourne, including corresponding with the Charity Commission.~~
- (g) ~~Continue to take specialist legal advice as may reasonably be required.~~

3.2 In carrying out the ~~Tasks~~~~Delegated Activities~~ the Committee shall consider the following documents annexed to this document:

- (a) the Governing Document;
- (b) report on the Council’s duties as corporate trustee provided by Geldards dated 27 October 2014;
- (c) options paper provided by Geldards dated 27 October 2014; and
- (d) correspondence with the Charity Commission relating to the Hall.

3.3 The Council may determine any other functions to be carried out by the Committee from time to time and shall notify the Committee accordingly.

4. Retained responsibilities of the Council

- 4.1 The Council shall retain the following trustee responsibilities in respect of the Charity and the Hall:
- (a) all general trustee duties, and especially the duty of compliance with regulatory requirements;
 - (b) day to day management of the Charity and the Hall;
 - (c) carrying out any repairs to the Hall as may be required;
 - (d) maintaining appropriate insurance policies;
 - (e) management of the Charity bank accounts and maintenance of financial records;
 - (f) overall supervision and authority over the Committee.

5. Committee membership

- 5.1 The Committee shall consist of:
- (a) a minimum of 5 Councillors (“the Voting Members”) as selected by the Council, so long as the Voting Members have not been elected by the residents of Bourne town; and
 - (b) such members of staff and supporting officers as selected and considered reasonable and appropriate by the Council from time to time, having regard to all relevant circumstances (“the Supporting Members”).
- 5.2 The Voting Members and Supporting Members shall collectively be referred to as “the Members”.
- 5.3 The Supporting Members shall not have voting rights and as such, shall not be able to vote on any decision of the Committee.
- 5.4 The Council shall be entitled to review the Committee membership from time to time and to remove and appoint members as it sees fit.

6. Committee meetings

- 6.1 The Committee shall hold such meetings as required from time to time. ~~monthly meetings.~~ Notice of such meetings must be given at least 14 days in advance and must specify the date, time and place of the meeting.
- 6.2 Notice may be given electronically but the Members may agree to accept a lesser period of notice by way of simple majority.
- 6.3 A quorum at a Committee meeting shall be 3 Voting Members present in person or by proxy.
- 6.4 Committee meetings shall also be attended by such Supporting Members as may be required (but no less than two to include a note taker), having regard to the matters to be considered at such meetings from time to time.

6.5 A chairperson (“Chairperson”) and (“Vice Chairperson”) shall be selected by the Voting Members at the beginning of the first meeting of the Committee by way of simple majority.

7. Decision-making

7.1 Any decisions required shall be put to a vote of the Voting Members. Decisions shall be made by way of simple majority on a show of hands and each Voting Member shall have one vote.

7.2 Where there are equal votes for and against a decision the Chairperson (or in the Chairperson’s absence the Vice Chairperson) shall have a casting vote.

8. Reporting obligations

8.1 The Committee shall ensure that accurate minutes of Committee meetings are circulated to all Members

8.2 The Committee ~~may refer to~~ shall update the Council any matter falling within the Delegated Activities for recommendation or decision as it sees fit. on a regular monthly basis as to its progress of completing the Tasks and delivering the Report, to include advising on the timescales involved and key dates.

~~8.3 The Report should include:~~

~~(a) significant issues considered by the Committee in respect of each of the Options;~~

~~(b) an explanation of how the Committee has reached its recommendation;~~

~~(c) any issues that may have arisen during the public consultation;~~

~~8.4 The Report should be delivered within a timescale agreed with the Council of the date on which the Committee is established.~~

~~8.5 The Council shall consider the Report and decide on the course of action to be taken in respect of the Hall; however, following its consideration of the Report the Council may raise further queries or instruct the Committee to undertake additional tasks before reaching its decision.~~

~~8.6~~8.3 The Council shall provide appropriate and reasonable officer support to the Committee as may be required to enable the Committee to carry out the Delegated Activities~~Tasks~~.

9. General duties of the Members

9.1 The Members have the following general duties that they must comply with when carrying out the Delegated Activities~~Tasks~~:

(a) duty to disclose and manage any conflicts of interests that may arise during the course of a Committee meeting (in this regard Voting Members shall not be entitled to vote on any matter in which they

have an interest unless the other Voting Members agree that the conflict may be disregarded for the purposes of the meeting);

- (b) duty to comply with the Governing Document;
- (c) duty to carry out the Delegated Activities~~Task~~ with due skill and care;
- (d) duty to maintain accurate minutes of all Committee meetings and records of decisions taken by the Committee;
- (e) duty of confidentiality;

Signed:

Name:

Position:

Date:

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