



Outside Bodies Sub (Policy and Resources) Committee

Date: TUESDAY, 18 OCTOBER 2016
Time: 10.00 am
Venue: COMMITTEE ROOMS, WEST WING, GUILDHALL

Members: Simon Duckworth (Chairman)
Deputy John Barker
Mark Boleat
Edward Lord
Jeremy Mayhew
John Scott
James Tumbridge
Alderman Sir David Wootton

Enquiries: Philippa Sewell
tel. no.: 020 7332 1426
philippa.sewell@cityoflondon.gov.uk

Lunch will be served in the Guildhall Club at 1pm
NB: Part of this meeting could be the subject of audio or video recording

John Barradell
Town Clerk and Chief Executive

AGENDA

1. **APOLOGIES**

2. **MEMBERS' DECLARATIONS UNDER THE CODE OF CONDUCT IN RESPECT OF ITEMS ON THE AGENDA**

3. **TERMS OF REFERENCE**

To approve the Terms of Reference, as agreed at the 19 May 2016 meeting of the Policy and Resources Committee.

For Decision
(Pages 1 - 2)

4. **OUTSIDE BODIES SCHEDULE**

To review the Schedule of Outside Bodies (circulated separately).

For Decision

5. **ST ANDREW HOLBORN AND STAFFORD CHARITIES**

To consider a report of the Town Clerk.

For Decision
(Pages 3 - 20)

6. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE SUB-COMMITTEE**

7. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT**

8. **EXCLUSION OF THE PUBLIC**

MOTION - That under Section 100A(4) of the Local Government Act 1972, the public be excluded from the meeting for the following items of business on the grounds that they involve the likely disclosure of exempt information as defined in Paragraph 3 of Part I of Schedule 12A of the Local Government Act.

9. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE SUB-COMMITTEE**

10. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERED URGENT AND WHICH THE SUB-COMMITTEE AGREE SHOULD BE CONSIDERED WHILST THE PUBLIC ARE EXCLUDED**

Outside Bodies Sub-Committee (of the Policy and Resources Committee)

Terms of Reference

To be responsible for overseeing the City Corporation's Outside Bodies Scheme, to include:-

- developing the Corporation's policy towards outside body appointments;
- keeping under review the effectiveness and appropriateness of the organisation's participation in individual bodies;
- giving initial consideration to new requests from outside bodies for nominations;
- advising the Court on the needs and requirements of the outside body in respect of any vacancy; and
- periodically reviewing the City Corporation's Outside Bodies protocol.

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Committee: Outside Bodies Sub-Committee	Date: 18 October 2016
Subject: St Andrew Holborn Charity and Stafford's Charity Merger	Public
Report of: Town Clerk	For Decision
Report Author: Sacha Than, Committee and Members' Services Officer	

Summary

The purpose of this report is to consider the proposed merger of the St Andrew Holborn Charity and Stafford's Charity. In July 2016 the Director and Clerk to the Trustees of St Andrew Holborn Charity and Stafford's Charity wrote to the City of London Corporation to inform Members of the proposed merger and to ask for comments, see Appendix one. As the City of London Corporation is a Stakeholder of St Andrew Holborn, it is in this capacity that Members are invited to comment on the proposed merger.

Recommendations

It is recommended that Members consider the proposed changes and their impact upon the City's rights of nomination clause 8(1) of the draft Scheme, and consent or object to the proposals.

Main Report

Background

1. The St Andrew Holborn Charity and Stafford's Charity at present are two separate Charities that are managed by the same administrative team, they support similar projects and have Trustees in common. The Trustees of the charities have decided that it would be in the best interest of the Charities and beneficiaries to merge which will lead to a streamlining of administration with no loss and a potential increase in grant funding going forward.
2. A merger Committee has been set up which consists of the two chairmen of the Charities and a Trustee from each Charity. The Charity Commission have given their consent for the merger to take place. The proposal for the new Charity Scheme is attached to this report, see appendix 2.

Current Position

3. At present the City of London Corporation appoints two Trustees to the St Andrew Holborn Charity, the current Trustees are:
 - John Fletcher
 - Jeremy Simons

4. Following receipt of the letter from the Director and Clerk to the Trustees of St Andrew Holborn Charity and Stafford's Charity, the views on the proposed merger were sought from the two current Trustees.
5. Mr Simons confirmed that he is a City nominee to St Andrew Holborn Charity, and is also a Trustee of Stafford's Charity, but not in a City capacity. Mr Simons noted that the City does not nominate Trustees to Stafford's Charity.
6. Mr Fletcher commented that he has been supportive of this merger was part of the working group of Trustees from both charities to put these proposals together.
7. At present both the City and Camden appoint two trustees each to St Andrews Holborn and none to Stafford. Under the new proposals both will only appoint one, so the City will retain the same proportional interest from a Local Authority perspective. Though its overall influence might be slightly diluted, the amount of money it will be able to "influence" will increase with the contribution from Stafford. The City should not be compromised by these proposals providing the appointed Trustee has the commitment and local knowledge to represent the interests of the City residents and organisations who are eligible to benefit from the Charities.
8. The Comptroller and City Solicitor's Department has had sight of the proposal and requested further clarification from the Charities on how the proposed Scheme will be completed i.e. which of the City Corporation nominated Trustees would continue as the City Corporation's nominated Trustee on the Board, and their term of office, and whether the Charities intend that the other City Corporation nominee continue as a co-opted Trustee until the end of their current term. The Charities responded that it has been proposed that one of the current nominated Trustees will be co-opted for the remainder of their term and the other will continue to be nominated. The decision on which of the Trustees will be the nominated Trustee would be agreed by discussion with the two currently nominated Trustees.

Appendices

Appendix A – Letter received from the Director and Clerk to the Trustees St Andrew Holborn Charity and Stafford's Charity

Appendix B – The proposal for the new Charity scheme.

Contact:

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Bromfield Education Foundation: Charity No. 312795
St Andrew Holborn Charity: Charity No.1095045
Stafford's Charity: Charity No. 206770

St Andrew Holborn Group of Charities

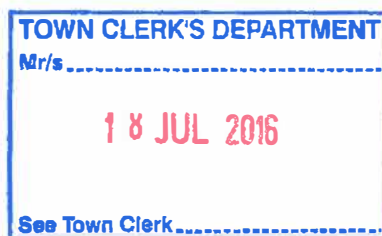


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Town Clerk's Office
City of London
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EC2P 2EJ



14th July 2016

Dear Sir,

I am writing to you on behalf of the Trustees of the St Andrew Holborn and Stafford Charities. Both charities are administered at St Andrew Holborn and have Trustees in common. The Stafford area of benefit is within the St Andrew Holborn Charity's area of benefit and the Charities support similar projects.

The Trustees of the charities are considering a merger and are writing to you as a Stakeholder of the Charities.

The Trustees consider that as both Charities are managed by the same administrative team, support similar projects and have Trustees in common it would be in the best interest of the Charities and the beneficiaries to merge. This will lead to a streamlining of administration with no loss and a potential increase in grant funding going forwards. A merger Committee has been set up and this consists of the two chairmen and a Trustee from each Charity.

The Charity Commission have given consent for the merger to take place and attached is the proposal for the new Charity Scheme.

As a stakeholder we are inviting your comments / views on the proposal and would like to receive these by 1st September for consideration by the Trustees at the meeting on 26th September 2016.

I look forward to hearing from you.

Yours faithfully

[Redacted Signature]

Alison Shaw
Director and Clerk to the Trustees
St Andrew Holborn Charity and Stafford's Charity

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES

Under the power given in the Charities Act 2011

Order that from today, the

.....

The following

SCHEME

will govern the charities

previously known as

1. Isaac Duckett Charity (St Andrew Holborn Branch) (213717)
2. Hoxton Charity (213722)
3. Elizabeth Palmer Charity for Poor Widows (213724)
4. Williams Williams Charity (213713/1)
5. St Andrew Holborn City Foundation The St Andrew Holborn Charity (213714)

Now known as St Andrew Holborn Charity (1095045)

and

6. Stafford's Charity (206770)

ST ANDREW HOLBORN and STAFFORD CHARITY

In

Greater London

Commission References:

Sealing:

Case No:

SCHEME

Page 7

1 Definitions

In this scheme:

“the charity” means the charity created by clause 2 of this scheme.

“the charities” means the charities identified at the beginning of this scheme.

“the beneficiaries” means people who are in need, hardship or distress.

“the trustees” means the trustees of the charity acting under this scheme.

“the former trusts” means:

the charities numbered 1-5 above: schemes of the Commissioners of 19th November 2002

the charity numbered 6 above: schemes of the Commissioners of 7th January 1890, subsequently varied by Schemes dated 27th January 1893, 30th June 1950, 9th July 1963, 7th November 1963, 9th June 1964, 22nd November 1989 and 22nd September 1998.

2 Administration

The charities are to become one charity administered in accordance with this scheme. This scheme replaces the former trusts of the charities.

3 Name of the charity

The name of the charity is the St Andrew Holborn and Stafford Charity.

4 Object of the charity

The object of the charity is the relief either generally or individually of the beneficiaries resident in the following areas of benefit:

- (1) the ancient Parish of St Andrew, Holborn;
- (2) the Parishes of St George the Martyr, Queen Square with Holy Trinity Gray's Inn Road and St Bartholomew, Gray's Inn Road.
- (3) the Parish of St Pancras and that part of the Parish of Holy Cross, Cromer Street which is to the south of Euston Road; and
- (4) the City of London as not defined elsewhere.

POWERS OF THE TRUSTEES

5 Powers of the trustees

In addition to any other powers which they have, whether under the Trustee Act 2000 or otherwise, the trustees may exercise the following powers in furtherance of the object of the charity:

- (1) Power to borrow money and to charge the property of the charity as security for any loan. (The trustees must comply with the restrictions on mortgaging imposed by section 124 of the Charities Act 2011.)
- (2) Power to delegate the performance of any act, including the exercise of any power or discretion, to a committee consisting of any two or more of the trustees and others. (The trustees must exercise reasonable supervision over the committee and the committee must promptly report their acts and proceedings to the trustees.)
- (3) Power to co-operate with other charities, voluntary bodies and statutory authorities. The trustees may exchange information and advice with them.
- (4) Power to raise funds. (The trustees must not undertake any permanent trading activity.)
- (5) Power to insure against public liability and, if appropriate, employers' liability; and to insure the buildings of the charity to their full value against fire and all other usual risks (except to the extent that the buildings are insured against any of these risks by a tenant).
- (6) Power to make rules and regulations consistent with this scheme for the management of the charity.
- (7) Power to acquire, buy, take on, lease or hire property and to maintain and equip it for use. (The property must be needed to further the object of the charity.)
- (8) Power to sell, lease or otherwise dispose of all or any part of the property belonging to the charity.
- (9) Power to appoint staff (who must not be trustees) and pay them reasonable remuneration, including pension provision for them and their dependants.

- (10) Power to establish, support, acquire, merge with or enter into any partnership or joint venture arrangement with any charitable trusts, associations or institutions formed for any of the object of the charity.
- (11) Power to do any lawful thing that is necessary or desirable for the achievement of the object.

6 Trustees

- (1) There should be:
 - 4 ex officio trustees
 - 3 nominated trustees
 - 5 co-opted trustees with the option for the trustees to nominate up to 2 further trustees to meet a skills shortage.
- (2) The first nominated and co-opted trustees are the persons listed in part 2 of the schedule to this scheme. Subject to clause 13 (termination of trusteeship) they will hold office for the periods stated in the schedule.
- (3) Subsequent nominated and co-opted trustees will hold office for the periods stated in clauses 8 and 9.

7 Ex officio trustees

- (1) The ex officio trustees shall be:
 - a. The St Andrew Holborn Guild Vicar;
 - b. One churchwarden of St Andrew Holborn;
 - c. The Incumbent of St Alban the Martyr Holborn.
 - d. The Incumbent of St George the Martyr, Queen Square with Holy Trinity Gray's Inn Road and St Bartholomew, Gray's Inn Road.
- (2) Where an incumbent is unwilling to act as an ex officio trustee, the office holder may give notice in writing to the trustees that he nominates a person to represent him for a four year term which nomination shall be renewable for a further four year term.

- (3) If when a four year nomination term ends there is no nominator in office, the trustees shall elect a person to fill the nominated place for a four year term.
- (4) Where in (2) above a person has been nominated to represent an ex officio Trustee for a four year term and a new incumbent is appointed, the new incumbent may give notice in writing to the trustees that he revokes The nomination and will serve in person.
- (5) The churchwardens shall agree which of them is to serve under (1) (b) above, and in the event of their being unable to agree, the Guild Vicar shall nominate one of them to serve.
- (6) In the event of the Guild Church or one of the above named benefices being suspended, being dissolved or becoming part of a team ministry, the provisions of Part 1 of the Schedule shall apply.

8 Nominated trustees

- (1) The nominated trustees must be appointed as follows:

One trustee nominated by [] the Guild Church Council of St Andrew Holborn for a four year term;

One trustee nominated by the London Borough of Camden for a four year term;

One trustee nominated by the Corporation of the City of London for a four year term.
- (2) Any appointment must be made at a meeting held according to the ordinary practice of the appointing bodies.

Each appointment must be made for:

 - (a) four years; or
 - (b) if the appointment is being made to fill a casual vacancy, the unexpired terms of the appointee's predecessor.

The appointment will be effective from the later of:

 - (a) the date of the vacancy; and
 - (b) the date on which the trustees or their secretary or clerk are informed of the appointment.

The person appointed need not be a member of the relevant appointing bodies.

9 Co-opted trustees

- (1) The appointment of a co-opted trustee must be made by the trustees at a special meeting called under clause 17.
- (2) An appointment may, but need not, be made before the date on which the term of office of an existing co-opted trustee comes to an end, to take effect on that date. In these circumstances:
 - a) the appointment may not be made more than three months before the date on which the existing co-opted trustee's term of office is due to end; and
 - b) any co-opted trustee whose term of office is about to come to an end must not vote in favour of their own re-appointment.
- (3) Each appointment must be made for the shorter of:
 - a) four years; or
 - b) if the appointment is being made to fill a casual vacancy, the unexpired term of the appointee's predecessor.

10 New trustees

The trustees must give each new trustee, on their first appointment:

- (1) a copy of this scheme and any amendments made to it;
- (2) a copy of the charity's latest report and statement of accounts.

11 Register of trustees

- (1) The trustees must keep a register of the name and address of every trustee and the dates on which their terms of office begin and end. Every trustee must sign the register before acting as a trustee, whether on their first appointment or on any later re-appointment.
- (2) The trustees must promptly report any vacancy in the office of nominated trustee to the body entitled to appoint the trustee.

12 Trustees not to have a personal interest

Except with the prior written approval of the Commissioners no trustee may:

- (1) receive any benefit in money or in kind from the charity; or
- (2) have a financial interest in the supply of goods or services to the charity; or
- (3) acquire or hold any interest in property of the charity (except in order to hold it as a trustee of the charity).

13 Termination of trusteeship

A trustee will cease to be a trustee if he or she:

- (1) is disqualified from acting as a trustee by section 178 of the Charities Act 2011; or
- (2) is not an ex officio trustee and is absent without the permission of the trustees from three consecutive trustee meetings and the trustees resolve that his or her office be vacated; or
- (3) gives not less than 1 month's notice in writing of his or her intention to resign (but only if at least 5 trustees will remain in office when the notice of resignation is to take effect).

OFFICERS

14 Chairman

- (1) At their first ordinary meeting in each year the trustees must elect from their number:
 - a. a chairman to be chairman of their meetings; and
 - b. a vice chairman.
- (2) The vice chairman will chair the meeting if the chairman is not present.
- (3) The trustees present at a meeting must elect one of their number to chair the meeting if the chairman or vice-chairman is not present or the office of chairman or vice-chairman is vacant.

15 Secretary or clerk

The trustees may appoint a secretary or clerk. The office may be held by:

- (1) a trustee (who must not receive any reward for acting and who may be dismissed as secretary or clerk at any time); or
- (2) some other suitable person (who may be employed upon such reasonable terms, including terms as to notice, as the trustees think fit).

MEETINGS OF TRUSTEES

16 Ordinary meetings

- (1) The first meeting after the date of this scheme must be called by the Guild Vicar of St Andrew Holborn or, if the Guild Vicar does not do so within 3 months from that date, by any 2 trustees.
- (2) The trustees must hold at least 3 ordinary meetings in each 12 month period.
- (3) Ordinary meetings require at least 10 days' notice.
- (4) The chairman, or any 2 trustees, may call an ordinary meeting at any time.

17 Special meetings

- (1) The chairman, or any 2 trustees, may call a special meeting at any time.
- (2) Special meetings require at least 4 days' notice, except that meetings to consider:
 - a. the appointment of a co-opted trustee; or
 - b. the amendment of this scheme under clause 23require at least 21 days' notice.
- (3) The notice calling a special meeting must include details of:
 - a. the business to be transacted at the meeting; and

- b. any amendment to be made to this scheme (under clause 23).

- (4) A special meeting may, but need not, be held immediately before or after an ordinary meeting.

18 Quorum

No business may be transacted at a meeting unless at least 4 trustees are present.

19 Voting

- (1) Every matter must be decided by majority decision of the trustees present and voting at a duly convened meeting of the trustees.
- (2) The chairman of the meeting may cast a second or casting vote only if there is a tied vote.

20 Recording of meetings

The trustees must keep a proper record of their meetings.

21 Trustees to act jointly

The trustees must exercise their powers jointly, at properly convened meetings.

CHARITY PROPERTY

22 Use of income and capital

- (1) The trustees must firstly apply:
 - a. the charity's income;
 - b. if the trustees think fit, expendable endowment; and
 - c. when the expenditure can properly be charged to it, its permanent endowmentin meeting the proper costs of administering the charity and of managing its assets (including the repair and insurance of its buildings).
- (2) The trustees may also apply for the object of the charity:

- a. expendable endowment; and
- b. permanent endowment, but only on such terms for the replacement of the amount spent as the Charity Commission may approve by order in advance.

AMENDMENT OF SCHEME

23 Amendment of scheme

- (1) Subject to the provisions of this clause, the trustees may amend or add to the provisions of this scheme.
- (2) Any decision to amend or add to the provisions of the scheme must be made by a resolution passed by not less than two thirds of the trustees voting at a special meeting of the trustees, of which not less than 21 days' notice has been given. The notice of the special meeting must include notice of the resolution, setting out the terms of the amendment proposed.
- (3) Whenever the trustees exercise the power of amendment, or addition, contained in sub-clause (1) above, and whenever the trustees exercise any powers acquired (or amended) as a consequence of an earlier exercise of the power of amendment or addition, then the trustees must exercise such care and skill as is reasonable in the circumstances, having regard in particular:
 - a. to any special knowledge or experience that they have or hold themselves out as having, and
 - b. if a person acts as trustee in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- (4) The trustees must not make any amendment or addition which would:
 - a. have the effect of altering or extending the object of the charity;

- b. authorise the trustees to transfer the property of the charity to another charity if that involves the alteration or extension of the object of the first-mentioned charity;
 - c. have the effect of making the charity cease to be a charity at law;
 - d. alter the power which is conferred by this clause (clause 23).
- (5) The trustees must obtain the prior written approval of the Charity Commission before making any amendment:
- a. which would enable them to spend permanent endowment of the charity;
 - b. which would enable them to capitalise income of the charity;
 - c. which would enable them to determine the analysis of incoming resources of the charity between capital and income;
 - d. which benefits all or any of the current trustees OR their successors;
 - e. which would restrict the existing right of any person (other than the trustees) to appoint or remove a charity trustee, or trustee for the charity, or to intervene in the administration of the charity, without the consent of that person;
- (6) The trustees must keep a copy of any such amendment with this scheme.
- (7) The trustees should promptly send to the Charity Commission a certified copy of the relevant document after each occasion when the power of amendment has been used.

24 Questions relating to the scheme

The Charity Commission may decide any question put to it concerning:

- (1) the interpretation of this scheme; or

- (2) the propriety or validity of anything done or intended to be done under it.
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SCHEDULE

PART 1

Reason	Trustee
there is no incumbent	the priest in charge for the time being of the benefice.
the benefice has been dissolved	the incumbent for the time being of any new benefice which includes the whole or the major part of the present benefice.
a team ministry has been established for an area which includes the whole or the major part of the present benefice	any member of the team ministry to whom a special cure of souls is for the time being assigned in respect of an area which includes the whole or the major part of the present benefice or, if there is no such person, the rector for the time being.

PART 2

Nominated trustees (to be considered)

Name	Term of Office

Co-opted trustees (to be considered)

Name	Term of Office

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