

Report – Bridge House Estates Board

Protocol for Co-option to the Bridge House Estates Board and Sub-Committees

To be presented on Thursday, 9th September 2021

*To the Right Honourable The Lord Mayor, Aldermen and Commons
of the City of London in Common Council assembled.*

SUMMARY

This report sets out matters for decision which will support the Bridge House Estates Board in the effective administration and governance of Bridge House Estates (Charity Reg. No. 1035628) consistent with the City Corporation's legal obligations as trustee of the charity. The report proposes a Protocol for Co-option of External Members to the Board and its sub-committees, which reflects best practice in the charity sector and also the City Corporation's ambitions to draw upon wider external skills, experience and knowledge, and to increase diversity and inclusion. The proposed protocol has been approved by your Bridge House Estates Board and is recommended to the Court of Common Council for adoption.

RECOMMENDATIONS

The Court of Common Council is **recommended**, as being considered to be in the best interests of the Bridge House Estates (Charity No. 1035628) to:

1. Approve the protocol for Co-option of External Members to the Bridge House Estates Board and its Sub-committees; and
2. In approving the Co-option Protocol, agree to waive the requirements of the protocol on a one-time basis in order to allow the two previous external members of the City Bridge Trust Committee to be appointed to the Grants Committee of the Bridge House Estates Board until the next civic year.

MAIN REPORT

Background

1. On 15 April 2021, the Court of Common Council (“Court”) - for the City of London Corporation (“the City Corporation”) acting in its capacity as charity trustee of Bridge House Estates (“BHE”) - formally constituted the Bridge House Estates Board (“the BHE Board”/ “the Board”) to exercise the day-to-day management and administration of the charity solely in its best interests, on behalf of and under the oversight of the Court. The creation of the BHE Board consolidates oversight of administration and management of the charity’s strategic and operational activities to support its more effective governance to help ensure that decisions can clearly be demonstrated to be taken in the best interests of the charity. Reflecting that the City Corporation acting by the Court of Common Council is the Trustee, and remains ultimately responsible for the discharge of these functions and compliance with the relevant duties of a charity trustee, the Court must retain sufficient oversight of the BHE Board’s activities and finances. Some matters have therefore been reserved to the Court.
2. The BHE Board has the express delegated authority from the Court to appoint such sub-committees as are considered necessary for the most effective discharge of BHE functions within the remit of the Board. This allows the Board the freedom to determine how best to administer its charitable functions in compliance with the Trustee’s legal obligations. It provides flexibility for the Board and allows those arrangements to be adapted expediently as required for the charity’s good administration.
3. The Terms of Reference of the BHE Board allow for the appointment of up to two external Co-opted Members to the Board, with full voting rights, and also for the appointment of Co-opted Members to sub-committees of the Board. The appointments are required to be made by the Board in accordance with a process approved by the Court, and ensuring that those appointed have regard to diversity and inclusion on the Board.
4. The City Corporation’s current Standing Orders apply to the new Board and its sub-committees, and thus the quorum for any sub-committee meeting will normally be three. However, the Board’s Terms of Reference include an additional safeguard for the Trustee, having regard to the power given to the Board to appoint any number of voting Co-opted (external) Members to its sub-committees, in that (unconflicted) Members of the Court (Commoners or Aldermen) must form the majority of those in attendance at any sub-committee meeting to form a quorum.

Current Position

5. To support continuity of the charity’s business, the Board have constituted one sub-committee, the Grants Committee of the Bridge House Estates Board, to have responsibility for activities associated with the charity’s ancillary object (delivered in the name of City Bridge Trust). The Board has also given

consideration to the skills, knowledge and experience required on that sub-committee.

6. Your BHE Board has agreed that a sub-committee to facilitate the discharge of the charity's primary object, the support and maintenance of the charity's five bridges, will be required from April 2022. The Board has agreed to retain these functions with the Board for the time being as the Board establishes itself in its first year, rather than to delegate them to a sub-committee so it can develop a strong grasp of the delivery of the charity's primary object, also having regard to the previous dispersal of these functions between Court Committees.
7. The Board has given careful consideration to the skills, knowledge and experience required on the Board and its sub-committees. The Board expressed a desire to undertake a comprehensive recruitment process to appoint external Co-opted Members with the appropriate knowledge, skills and experience to work alongside City Corporation Members. This was identified particularly in relation to structural bridge expertise, and recognising that this process may take significant time, that this further supported the proposal to establish a Bridge Management Committee from April 2022 rather than now. In constituting the Grants Committee of the BHE Board, the Board was strongly of the view that it was in the best interests of the charity, and the continuity of those charitable activities under the ancillary object, to appoint Co-opted Members to the new sub-committee as soon as possible.

Proposal

8. The BHE Board has taken the view that for the time being it is more beneficial to appoint external co-opted Members to the Grants Committee of the Board, rather than to the BHE Board itself, and are not recommending the recruitment of Co-opted Members to the BHE Board at this time. However, it was agreed that external Co-opted Members would be valuable to the work of both the BHE Board's Grants Committee, and its prospective Bridge Management Committee.
9. Your Board has therefore, at its meeting on 14 July 2021, considered a formal protocol for co-option, which is appended to this report and is recommended to this Honourable Court for approval.
10. Additionally, in the interests of expediency in constituting the Grants Committee as soon as possible, and to help ensure continuity of the charity's activities, it is recommended that in approving the co-option protocol, the Court agrees to waive the requirements of the protocol on a one-time basis in order to allow the two previous external members of the City Bridge Trust Committee to be appointed immediately to the Grants Committee until the next civic year, without requiring a further open recruitment process to be undertaken now.
11. Those individuals were initially appointed to the City Bridge Trust Committee in May 2019 on an initial two-year term, with an optional third year which had been

endorsed by that Committee prior to its dissolution. Consistent with the requirements of the proposed co-option protocol, those individuals were recruited to the City Bridge Trust Committee at the relevant time through a fair and transparent recruitment process and their skills, knowledge and experience remain directly relevant to the functions of the Grants Committee.

Duties and Powers of the Trustee

12. It is important that those who serve on committees and sub-committees of the Court charged with responsibilities in relation to BHE, operating within the City Corporation's own internal governance framework, understand the governing documents of BHE, the relevant charity law requirements and expected standards of charity good governance, and the extent and limits of the City Corporation's powers in relation to BHE and the particular duties which apply.
13. All appointments to the BHE Board and its sub-committees shall be made having regard to the skills, knowledge and experience required for the proper discharge of the Trustee's functions by the BHE Board (and its sub-committees).

Conclusion

14. Your BHE Board has given detailed consideration as to the appropriate governance arrangements for its sub-committees in the best interests of the charity. Recognising that the appointment of external Co-opted Members will be of significant benefit to the work of the Board and its Sub-committees, your BHE Board now recommends this Honourable Court approves for adoption the appended co-option protocol. Further, should the co-option protocol be agreed, the Board also recommends that those requirements be waived to enable the previous two Co-opted Members appointed to the City Bridge Trust Committee be appointed immediately to serve as Co-opted Members on the Board's Grants Committee until the next civic year.

Appendix – Protocol for Co-option of External Members to the Bridge House Estates Board and its Sub-committees

All of which we submit to the judgement of this Honourable Court.

DATED this 14th day of July 2021

SIGNED on behalf of the Board.

Deputy Dr Giles Robert Evelyn Shilson
Chair, Bridge House Estates Board