

Committee	Date
Bridge House Estates Board	27 April 2022
Subject: Appointment of Committees: Grants Committee of the Bridge House Estates Board	Public
Which outcomes in the <i>BHE Bridging London 2020 – 2045 Strategy</i> does this proposal aim to support?	1, 2 and 3
Report of: David Farnsworth, Managing Director of Bridge House Estates	For decision
Report Author: Milly Ehren, BHE Head of Strategy & Governance	

Summary

This report sets out matters for decision which are recommended to support the Bridge House Estates Board (“the BHE Board”/ “the Board”) in the ongoing effective administration and governance of Bridge House Estates (“BHE”), consistent with the City Corporation’s legal obligations as Trustee of the charity. The appointment, composition and terms of reference of the BHE Board’s Committees are formally considered annually – noting that these matters have been kept under continuous review throughout the Board’s first year. At its meeting in February 2022, the BHE Board endorsed the proposal to reconstitute the Grants Committee of the Bridge House Estates Board (“the Grants Committee”) for the ensuing year. This report therefore formally asks the BHE Board to consider the appointment of the Grants Committee, and to approve its composition and Terms of Reference for 2022/23. The details of the composition and Terms of Reference of the Grants Committee are set out in full at Appendix 1. The report also sets out the process for appointment of Members to the Grants Committee, as well as to the positions of the Chair and Deputy Chair.

Recommendations

It is recommended that the Bridge House Estates Board, in the discharge of functions for the City Corporation as Trustee of Bridge House Estates (charity no. 1035628) and solely in the charity’s best interests:

1. Appoint the Grants Committee for the ensuing year and approves the Terms of Reference for the Grants Committee detailed at Appendix 1;
2. Appoint one Member of the Bridge House Estates Board to the Grants Committee for the balance of the 4-year term of the current vacant position (for three years, expiring April 2025), and note that in April 2022 the Court of Common Council approved the extension of the two current co-opted Members of the Grants Committee by 12-and 18 months respectively; and,
3. Delegate to the Grants Committee the appointment of the Chair and Deputy positions for 2022/23.

Main Report

Background

1. At its meeting on 21 April 2022, the Court of Common Council agreed to establish its Grand Committees, including the BHE Board, for the ensuing year. The BHE Board (in accordance with its Terms of Reference) has the express delegated authority from the Court to appoint such Committees of the Board 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 discharge its charitable functions, to assess the charity's operation and activities as a whole, and to determine the best Member structure for the expedient and effective administration of the charity's business by the Board in compliance with the trustee's legal obligations.
2. In February 2022, the BHE Board considered a report which set out matters for decision which were recommended to support the Board in the ongoing effective administration and governance of BHE, consistent with the City Corporation's legal obligations as Trustee of the charity. The options in the report were intended to help set the future direction of travel for the charity but were recommended to be kept under regular review.
3. Within the report, amongst several other recommendations, the BHE Board considered options in relation to its Committees of the Board. The BHE Board endorsed the proposal to re-establish its Grants Committee, agreed to defer a decision on whether or not to establish a Bridge Management Committee (see paper 7b on the agenda today), and agreed to retain all other functions (e.g., its finance and investment functions) at Board level.

Grants Committee

4. As the BHE Board have previously endorsed re-appointing the Grants Committee, this report presents to the BHE Board details of the appointment, terms of reference and composition of the Grants Committee for formal approval for 2022/23.
5. The Grants Committee was established by the BHE Board in July 2021, with its first meeting taking place in September 2021. The Grants Committee is responsible for discharging operational functions in advancing the ancillary object of BHE. The BHE Board continues to retain responsibility and accountability for all decisions taken by the Grants Committee, with ultimate responsibility and oversight for the City Corporation as Trustee of BHE remaining vested in the Court.
6. The proposed Terms of Reference of the Grants Committee for 2022/23 can be found at **Appendix 1**. The Terms of Reference incorporate a minor amendment from the 2021/22 version in relation to financial thresholds which was endorsed by the BHE Board in February 2022.

Vacancies and Appointment of the Chair and Deputy Chair

7. As per the Terms of Reference, four Commoners/ or Aldermen are appointed for a 4-year term to the Grants Committee by the BHE Board, from the Board itself in the first instance or otherwise from the wider Court of Common Council if vacancies remain. Currently there is one vacant position on the Grants Committee owing to the former Deputy Chair, Dhruv Patel, stepping down from the Court of Common

Council in December 2021. The BHE Board are therefore asked to appoint today a Member to the Grants Committee for the remaining 3-year term of that position. Expressions of interest for the vacancy on the Grants Committee were sought prior to the meeting, and the Board are asked to appoint to the vacant position accordingly.

8. Two external co-opted members (with full voting rights, recruited by the BHE Board in accordance with its Protocol for Co-Option of External Members) are to be appointed to the Grants Committee. In February 2022, the BHE Board endorsed a proposal to extend the terms of the current co-opted members (on a staggered basis of one 12-month term and one 18-month term) to ensure continuity during this transition period, and to provide the continued mix of skills and experience required. This extension was agreed by the Court of Common Council in April 2022, in accordance with the BHE Protocol for Co-option of External Members.
9. It is recommended that the appointment of the Chair and Deputy Chair of the Grants Committee is delegated to the Grants Committee itself. This would enable the two co-opted members to vote. If agreed, the vote will be done at the next meeting of the Grants Committee in June 2022. To note, the Deputy Chair position has been filled on an interim basis since December 2021 by Sheriff and Alderman Gowman since the former Deputy Chair, Dhruv Patel, stood down from the Court of Common Council.

Conclusion

10. This report recommends the BHE Board consider the appointment of its Grants Committee for the ensuing year, and to approve its composition and Terms of Reference as set out at Appendix 1. The BHE Board are also asked to appoint one Member of the BHE Board to the Grants Committee to fill the vacant position, and are recommended to delegate the appointment of the Chair and Deputy roles to the Grants Committee itself.

Appendices

- Appendix 1 – Terms of Reference for the Grants Committee of the Bridge Board

Milly Ehren

BHE Head of Strategy and Governance

E: amelia.ehren@cityoflondon.gov.uk

Appendix 1 – Terms of Reference for the Grants Committee of the Bridge House Estates Board

GRANTS COMMITTEE OF THE BRIDGE HOUSE ESTATES BOARD 2022/23

1. Constitution

A Committee of the Bridge House Estates Board, and a sub-committee of the Court of Common Council, responsible for discharging functions of the Board in furthering the ancillary object of Bridge House Estates (charity reg. no. 1035628), consisting of:

- 4 Commoners or Aldermen appointed by the Bridge House Estates Board, either directly from the Bridge House Estates Board or from the wider Court of Common Council.
- 2 external co-opted members (with full voting rights, recruited by the Board in accordance with the procedure approved by the Court) to be appointed on a staggered basis of a 12-month term and an 18-month term during 2022/23.

and each is a “Member”.

Each Member to be elected to the Grants Committee of the Bridge House Estates Board on a 4-year term.

2. Quorum

The quorum consists of three members, although Members of the Court (Commoners or Alderman) must form the majority of those in attendance to form a quorum.

3. Membership 2022/23

Sheriff and Alderman Alison Gowman	2 (2)
Judith Lindsay Pleasance	2 (2)
Paul Martinelli	2 (2)

plus one Member to be appointed.

together with the two external co-opted members referred to in paragraph 1 appointed by the Bridge House Estates Board, in accordance with the procedure for their appointment approved by the Court which provides that co-opted members will be selected on the basis of their skills, knowledge and experience in order to ensure that the Board and its Committees have an appropriate balance of skills, knowledge and experience necessary to administer the charity on behalf of the Court.

4. Terms of Reference

In accordance with the Charities (The Bridge House Estates) Order 1995 (as amended) for the following purposes: -

- In or towards the provision of transport and access to it for the elderly or disabled people in the Greater London area; and/or,
- For other charitable purposes for the general benefit of the inhabitants of Greater London,

to be responsible for:

- (a) Implementing the policy settled by the Trustee for the application of funds allocated to further the ancillary object of Bridge House Estates ("the policy"), including to determine the application of funds in accordance with that policy other than decisions to apply £500,001 or more for a grant, project or activity, which decisions are reserved to the Bridge House Estates Board ("the Board") upon this Committee's recommendation;
- (b) Determining terms, conditions and other requirements to be imposed in applying the charity's funds in accordance with the policy; and
- (c) Reviewing and analysing the amounts, nature and spread of funding approved or refused by way of grants or otherwise applied under the policy;
- (d) Reviewing and making recommendations to the Board on the policy, and in so doing to undertake consultation with appropriate persons as required by Order of the Charity Commissioners, dated 10 July 1997;
- (e) Making recommendations on the management and the operation of administrative arrangements as they relate to furthering the ancillary object.