

BROADS SOCIETY

Minutes of the Special Meeting of the Main Committee held on 10 June 2008 at Broad House Hotel, Wroxham

This meeting had been convened to discuss the Norfolk & Suffolk Broads Charitable Trust (N&SBCT).

ATTENDANCE

Committee Members: Nick Barne, Keith Bacon, Richard Baguley, Gordon Craig, Martin George, Anne Horsefield, Peter Horsefield, Paul Howes, Patrick Larner, Derek Rae, Peter Waller and Jill Wickens

By invitation: Bryan Read (President) In attendance: Carol Palfrey (Administrator)

Nick Barne had asked Keith Bacon to chair the meeting to avoid any conflict of interest with his position as as one of the Trustees of the N&SBCT.

There were no apologies for absence

PREAMBLE

On 4 June the Chairman had notified Committee members that a response had been received from the Charity Commission confirming that the Norfolk & Suffolk Broads Charitable Trust had been granted charitable status.

The Chairman had prepared and sent to members an agenda which included, for consideration, a resolution concerning the Lady Mayhew bequest. Members had also been provided with the final versions of the Prospectus (March 2008) and the Constitution (as amended on 16 May).

The following Committee members had also circulated additional papers:

Martin George:

A detailed history of the events leading to the formation of the Charitable Trust (4 June 2008)

Peter Horsefield:

A discussion paper including extracts from the Charity Commission publication "The Essential Trustee", excerpts from Broads Authority papers, a note on advice received during a telephone call to the Charity Commission (6 June 2008)

Paul Howes:

A list of questions relating to the transfer of the Lady Mayhew bequest (5 June 2008)

Richard Baguley:

A detailed analysis of the current situation regarding the Norfolk & Suffolk Broads Charitable Trust (5 June 2008)

Introducing the main business, Keith Bacon pointed out that the formation of a new Charitable Trust was for the benefit of the Broads. The Lady Mayhew bequest needed to be used properly to this end. Committee members had endorsed the principle of establishing such a Trust and agreed that it was appropriate for the Broads Society to take the initiative. He therefore hoped that meeting could resolve the problems that had subsequently arisen.

Nick Barne stressed that his purpose in circulating the agenda was to provide a structure for the meeting; there had been no intention of preventing members from debating any issues which they wished to raise.

MAIN AGENDA

1 Report on the approval of the Constitution of the Norfolk & Suffolk Broads Charity by the Charity Commission.

Peter Howe informed members that Charitable status had been granted on the basis of the revised Constitution submitted in accordance with advice received from the Charity Commission. The Charity would be known as the Norfolk & Suffolk Broads Charitable Trust.

Formal notification of the Charity Registration number was awaited.

Responding to members' comments that there had been a lack of transparency, Keith referred to the detailed history provided by Martin George which gave full details of the events leading up to the present situation.

2 Review of approved Constitution and Prospectus

The following detailed points on the wording of the constitution were raised:

Para 5 (v) – This paragraph referred to the conditions relating to grants to charities, voluntary bodies and statutory authorities. The wording had been changed at the behest of the Charity Commission. Richard Baguley considered that the phrase “do not relieve them of their statutory duties” did not have the same force as the wording in the prospectus: “Public bodies, including the Broads Authority, will only be eligible for added value projects and not for work towards their statutory duties.”

There was some debate about the implications of such a change of wording. However, bearing in mind the complex procedures involved in making further amendments at this stage, it was agreed, reluctantly by some members, to take no further action.

Para 3 (iv) – Paul Howes expressed concern that the provision “for such other purposes as the Trustees may from time to time determine” was too far reaching and went far beyond the purposes of the Broads Society. It was explained that this was standard terminology used in model constitutions by the Charity Commission.

Para 9 – It was confirmed that procedures for appointing Trustees could commence now that charitable status had been achieved.

Para 20 – It was confirmed that the steering group had kept minutes to record actions taken in setting up the Trust.

Para 24 – A bank account had been set up in the name of the Broads Charitable Trust. Amendments would be required to change the name once the Registered Charity number had been notified.

3 Matters of concern about the new Trust raised by members

Peter Horsefield, in his circulated paper, had raised the issue of the involvement of the Broads Authority in setting up the Charitable Trust and the presentation within the BA by the Chief Executive of the Authority which implied that the Authority and the Society would together consider the establishment of a Charitable Trust and that such a Trust could provide additional funding for the Authority's core activities.

To deal with this latter point, Bryan Read gave a detailed account of the Authority's involvement in the formation of the Trust: -

The initial suggestion had come from Aitken Clarke, then Chief Executive of the Authority, in 1996 and had been revived by the Society in 2003. In November 2003 the Society agreed to set up a steering group which would include a representative from the Authority. The BA Chief Executive and Chairman were aware that the idea was being pursued and were supportive but had no direct involvement; no formal meetings with anyone from the BA had ever taken place. Advice had been sought through CNP and an attempt made to involve the tourist industry through an informal meeting with the BA Tourist Officer and the Chairman of the Broads Tourism Forum. The Broads Society Chairman had also attended this meeting but in his capacity as a Steering Group member.

At John Packman's suggestion, Holger Schiller, part time funding officer for the Broads Authority, had been invited to take part in the discussions in an advisory capacity. Peter Howe then joined the Steering Group who were guided in drafting a Declaration of Trust by Sally Kelly of The Guild.

From the outset it had been acknowledged by all parties that the new Charity must be independent and operating for the public benefit. However, as both the Broads Authority and the Broads Society had a major stake in securing the future welfare of the Broads, it was agreed that they should be represented on the Board of Trustees. For this reason both the Society and the Authority were invited to comment on the draft documentation.

The Broads Authority considered the draft documentation in September 2007 and welcomed the proposal to set up a Charitable Trust. They also agreed to appoint two Trustees, initially nominating Tony Stapleton and, after his resignation from the BA, Stephen Johnson who had already made a valuable input towards the setting up the Trust. A second nomination had not yet been made.

The draft documentation had been sent to the Charity Commission, once the necessary funding had been made available and, as reported by Peter Howe, charitable status had been granted after modification to some of the wording.

Bryan hoped that this detailed history would make matters clear, particularly the apparent misunderstanding about the involvement of the Broads Authority in setting up the Charity and any suggestion that funds could be used by the Authority to carry out its statutory responsibilities.

Discussion then resumed.

Paul Howes supported the principle of establishing the Trust but still had concerns over the transfer of the Lady Mayhew bequest.

This issue was discussed at some length, in particular the resolution at the January 2008 meeting to change the terms of the transfer from a grant (as agreed in October 2007) to a loan, a decision triggered by the discussion at the AGM in November 2007. In the event, members agreed that further discussion of what had already happened would not be fruitful and agreed to move to the next substantive item which was to consider the resolution which had been circulated in advance.

4 Resolution

The Chairman invited members' comments on the resolution included in the agenda:

"In view of the approval by the Charity Commission of the governing documents of the Norfolk and Suffolk Broads Charity, the Broads Society Committee endorses the resolution passed by the Committee on 30 October 2007 to donate the full amount of the Lady Mayhew Legacy to the Norfolk and Suffolk Broads Charity and revokes the decision of 22 January 2008 that the money be given as a loan."

Peter Horsefield stated that the requirement was for the Trustees to assure themselves that the money would be used for the purposes of the Society, in which case it should be allocated as a grant. He believed that, provided the money was used to fund the setting up of the new Charitable Trust, this requirement should be satisfied. Peter therefore suggested that if agreement could be reached that the money would be **ring fenced to set up the Trust and not for the purposes of the Trust** this should alleviate any concerns about the way it might be allocated. Richard Baguley concurred, adding that a sensible use of the money would be for initial fund raising during the first year and for administration.

There was general agreement that the setting up of a Charitable Trust would further the aims of the Broads Society and that funding its set-up was an acceptable use of Society funds. After some discussion of the exact wording, it was proposed by Patrick Larnar and seconded by Peter Horsefield that the resolution be amended by the addition of the words "provided that the money is used solely for the purpose of the setting up and administration of the new Trust".

This amendment was passed – seven in favour, one against and one abstention. [Peter Waller was ineligible to vote].

It was proposed by Pat Larnar and seconded by Peter Horsefield that the following final resolution be put to the vote:

"In view of the approval by the Charity Commission of the governing documents of the Norfolk and Suffolk Broads Charitable Trust, the Broads Society Committee endorses the resolution passed by the Committee on 30 October 2007 to donate the full amount of the Lady Mayhew Legacy to the Norfolk and Suffolk Broads Charitable Trust and revokes the decision of 22 January 2008 that the money be given as a loan, provided that the money is used solely for the purpose of the setting up and administration of the new Trust." *[For the sake of clarity, "setting up" and "administration" refer to the **internal** financial affairs of the Trust, thus **external** funding is precluded.]*

This resolution was passed – 7 in favour, 1 abstention and 1 against.