

Stradbroke Parish Council's response to Stradbroke Sports & Community Centre's Proposed Draft CIO Foundation Constitution

The Parish Council has twice given land to the Community Centre's Management Committee in trust, once in 1965 when it was the Village Hall Trust and again in 1994 when it became the Stradbroke Sports & Community Centre. This trust is reflected in the 1965 Conveyance which acts as the Community Centre's current constitution.

The Parish Council supports the decision by Trustees to convert to a CIO only where the 1965 constitution is replicated. The measures that are important to this support include:

1. that all Trustees are equal,
2. that proper governance is adhered to, and
3. that any consequences of a variation to the current Constitution are fully addressed.

The most important aspect to the Parish Council's support is that the conversion should not lead to any Trustee being given more power or status than any other Trustee, nor should any current Trustee be placed at a disadvantage from any conversion or constitutional change.

Proposed Constitution

The tabled draft constitution is based on the Charity Commission's model template for a foundation CIO. However, there have been significant alterations made to this model to enable it to reflect the workings of a village hall or community centre committee.

The most notable changes which give the Parish Council cause for concern are as follows:

A. Clause 4 has been altered and is now overly complicated and wordy.

Impact: The revised wording may not be acceptable to the Charity Commission as it varies significantly from their model.

B. Clause 9 has been amended as follows:

- Clause 9.3.1 notes there will be a maximum number of 12 Trustees.
- Clause 9.3.2 states that these 12 Trustees will consist of up to: 5 "elected", 4 "appointed" and 3 "co-opted" Trustees.
- Clause 9.4 notes that the "first charity trustees" will be those "elected" to the predecessor Charity.

Impact: The suggested wording significantly changes the intention of the original 1965 Constitution where 19 Trustee positions are classified, with Appointed Trustees making up approximately 60% of the committee. If there are to be a maximum of 12 Trustees, a ratio that would better reflect the current constitution is: up to 7 "appointed", 3 "elected" and 2 "co-opted" Trustees. With regards to the "first charity trustees" only the current "elected" Trustees are mentioned and this is unacceptable and an unequal treatment of all the current Trustees at the point of conversion.

C. Clause 10 has been rewritten and is confusing.

- Clause 10.1.1 states that "elected" Trustees shall be *appointed* at the Annual Meeting.
- Clauses 10.2.1 to 10.2.3 lay out the procedure for "Appointed Trustees".
- Terms of office: The "elected" Trustees will be appointed for a term of three years; all other Trustees will have one year terms.

Impact: “Elected” Trustees should always be elected by a majority vote and not appointed. Clauses 10.2.1. to 10.2.3 give some Trustees more power and influence than others. The clauses state that all Trustees will decide which groups will be considered as a “nominating body” but that it is only the “elected” Trustees who will annually decide which candidates will be “appointed” from these nominating bodies. Not only is this undemocratic, it may lead to a lack of proper governance as it could give rise to a situation where no Trustees can be “appointed” should there be no “elected” Trustees in position. To avoid this situation, the nominating bodies should be named in the Constitution; thus enabling Trustees to be appointed by these bodies and the work of the Community Centre to continue. There is no explanation as to why “elected” Trustees should have a longer term of office than any other Trustee.

D. Clause 12.1.4 has been added and is not included in the template.

Impact: This clause could lead to a situation where any Trustee could be removed from office at a meeting called at short notice with only two other Trustees required for the meeting to be quorate.

E. Clause 16 has had to be added to accommodate an Annual Meeting to allow for the “election” of Trustees etc.

Recommendations:

The Parish Council recommends that the Management Committee does not proceed with the current draft constitution but instead looks to adopt the model template for converting a Village Hall or Community Centre Charity to a CIO which was prepared by ACRE in 2016 with the approval of the Charity Commission. This model template reflects the current constitution and already includes the clauses required to hold an AGM at which Trustees can be elected, it allows for nominating bodies to be named in the constitution and for co-options to take place. It also allows for Trustees to be removed at members’ meetings if necessary. The Parish Council reiterates the request that the current ratio of Trustees is maintained in any new constitution. The ACRE model allows for all Trustees to be treated equally in terms of naming “first trustees” from the predecessor Charity and their subsequent length of terms of office. If required, Clause 17 from the model template for a foundation CIO could be added, this would allow for non-voting members (or associates) to be included.

Finally, the Parish Council questions the need to be undertaking such a significant change in governance during a global pandemic when an appropriate level of consultation with village and user groups has clearly proved to be challenging, as many people seem to be either unaware of the plans or have little understanding of what is being decided.

Odile Wladon (Clerk to Stradbroke Parish Council)

The review of the draft constitution has taken place under the Parish Council’s Scheme of Delegation.