

**MINUTES OF A MEETING OF THE TRUSTEES OF THE PAROCHIAL CHARITY IN THE  
ANCIENT PARISH OF SMISBY ("The Charity")**

**held at 7pm on 27 August 2024 at Cedar Lawns, Forties Lane, Smisby**

- 1. Present** Mr. S. J. Barnett (SB), Ms. C.E. Hynam (CH), Mr. P. Cooper (PC) and Ms. G. Dickens (GD)  
Attending: Mrs S. Heap (Clerk)
- 2. Chairman** It was proposed by Mr. Barnett and seconded by Mr. Cooper that Ms. Dickens  
be Chairman of the meeting.
- 3. Minutes** Minutes of the previous meeting had been signed by the Chairman and the Clerk  
was instructed to forward a signed copy to Nuvo Accountants. Meeting minutes had been  
amended between agreeing the version circulated and agreed on 12 July and shared on 14 Aug-  
24 and subsequently issued to the solicitor. These meeting minutes also incorrectly state an  
amendment to the 1982 schedule of amendment as noted by Jayne Adams who suggested that  
we add the following to the next meeting minutes: *'The trustees noted that the minutes of 1 July  
2024 recorded in error a resolution regarding the amendment of the 1982 Scheme. The trustees  
did not intend to make such an amendment, therefore had not and would not implement that  
resolution.'*

**It was agreed that the Charity's Operating Guidelines and Ad-hoc items shown on the Agenda be  
discussed at a further meeting to be arranged and that this meeting be purely to  
discuss the CIO Constitution**

**4. Matters Arising**

**CIO Constitution:**

**1) Communications provided by CH to GD in relation to the CIO**

During a review of documentation related to the CIO, inconsistencies and edits were identified within a chain of email correspondence with solicitors Thomson Snell & Passmore LLP. These emails, provided by CH on 23.08.24 at 20.30 in zip file 'Confidential – CIO Correspondence', had been compiled into several Word documents. CH explained that these modifications were intended to streamline the information for GD's review and confirmed her willingness for these communications to be shared with the Charity Commission if needed.

**2) Discuss Points raised in Gemma's email of 13.08.2024**

**Trustee Allocation**

GD proposed options for trustee allocation for the CIO. All options included two nominative trustees from the Parish Council. SB, CH and PC stated their opposition to this on the grounds of needing to widen the catchment of nominative trustees. Voted: 1 for and 3 against to the proposals

**Representation of Beneficiaries**

GD expressed her opinion that the Parish Council, rather than the Village Hall Committee, should provide nominations for The Charity and requested a discussion as to the merits of including the Village Hall Committee. SB, CH and PC expressed their view that the Village Hall Committee members are already charity trustees and, through their governance and operation of the Village Hall facilities, come into contact with a wider public body than the Parish Council and are therefore just as suited to provide a nominee for the Parochial Charity Trustee. Voted: 1 for and 3 against to the proposals

**Common Trustees**

GD expressed her view that having two trustees from the Village Hall Committee was a 'self-interest risk'. This was agreed and it was decided that PC would resign from the Village Hall Committee. [Post Meeting Note: The Charities Commission confirmed PC had been removed as a trustee of the Village Hall Committee on 29th August 2024]



### **A Proposed Solution**

GD proposed the CIO proposal is amended to include two Parish Council Nominative Trustees, one Village Hall Nominative Trustee and two co-opted Trustees. SB, CH and PC expressed that the original proposal was made on a firm legal basis with the interests of Smisby Parishoners being a priority and, in their opinion, was a more appropriate option. Voted: 1 for and 3 against the proposal.

### **Reputation of the Parochial Charity**

GD expressed that, with regard to The Charity, there is '*a perceived lack of openness*' citing conversations with several parishoners. GD was unwilling to identify the individuals concerned in order to protect their privacy. SB, CH and PC stated that they had not been made directly aware of any such concerns and were always open to queries and interest from members of the public regarding the governance of the Parochial Charity.

GD also stated, inter alia, '*I have been nominated by the Parish Council, in part to put forward their views on the conversion to CIO*' and that she and CH '*are current Parish Council nominees (and) we have a duty to reach out to the Parish Council*'. In the view of SB, CH and SB this belief was evidence of a misunderstanding or misconception by GD of the role of a Trustee and the advice from the Charity solicitors was read out to all '*Every trustee, whether nominated or co-opted, serves on the board to represent their own views. A charity trustee's legal duties and responsibilities are borne by the charity trustee as a private individual. Even where nominated by another body, a trustee is not a lobbyist or shop steward for the nominating body: the trustee is on the board to represent their own views, not the views of the nominating body. A nominated trustee has the same fundamental duties to act at all times in the best interests of the charity and in pursuit of its charitable objects as all other trustees and is not appointed to oversee the interests of the nominating body. This is a well-established and important principle of charity governance and I am concerned that it should be emphasised to all the trustees*'. This information was not provided to GD previously as part of her induction as a new Trustee but is noted going forward. It was also noted that she shares the concerns of the Parish Council with regards to the proposed CIO.

### **Advertising for a Co-opted Trustee**

It was agreed to advertise in the Smisby Village Newsletter, WhatsApp group and Facebook page. It was also agreed that if there were no suitable candidates coming forward, the position would be advertised more widely.

### **3) Discussion of Points raised in Smisby Parish Council's letter dated 25.08.2024**

(It was noted GD is not partaking in direct communication with the Smisby Parish Council due to a conflict of interest as a Parish Councillor, the same position she takes from the other side).

1. **Feedback** – SB reiterated that The Charity has a duty of care to the Smisby community. The Parish Council's role is to provide a Nominative trustee only.
2. **Parish Resident Consultation** - It was agreed that consultation was reasonable. SB, CH and PC were in favour of a mailed consultation paper.
3. **Village Hall Committee.** Already discussed above under Representation of Beneficiaries
4. **Extending Terms to 5 years/Number of Terms.** Agreed to five years per term and maximum of 2 terms unless the Charity were not able to get a replacement.
5. **Probationary Period.** The Charity's solicitors see the introduction of a probationary period as legal. Voted: 3 for (SB, CH, PC) and 1 against (GD).
6. **Clarification of solution between Smisby Village Hall and Smisby Parish Council.**  
The statement in Charity letter to Parish Council dated 27th March 2024 was reiterated:- '*We strongly support our original idea, but in the spirit of compromise would be happy to state that if one of the organisations were unable to find a suitable candidate, then the other organisation could fill both positions, if mutually agreeable. This would involve a conversation*

*and recorded notes between the Chairman of the Parish Council and the Chairman of the Village Hall Committee.'*

**7. Representation.**

Noted – refer to point 1 above.

**8. Transparency and Governance.**

Administrative error was made regarding the renewal or otherwise of Trustees nominated by the Parish Council in that both nominees' terms overran. COVID was mentioned as being partly to blame. Nevertheless, corrective actions were made at the time. It was noted that the Parish Council also forgot that the terms of their nominated trustees had come to an end.

**Final paragraphs**– SB considered it would not be beneficial to hold a public meeting. It was agreed by SB, CH and PC to issue a consultation paper to Smisby parish residents by mail.

**4) Discuss feedback from legal team re points raised.**

Claire to circulate once received from Solicitors on what the legal position of a Trustee is.

**5) Trustee re-vote on the split between co-optative and nominative Trustees (3:2)**

Voted: 3 for and 1 against - for 3 co-opted and 2 nominative.

**6) Trustee re-vote on the split of nominative trustees between Smisby Parish Council and Smisby Village Hall (1:1)**

No decision

**7) Next stage of the legal process**

Claire to inform the Solicitors of the voting.

**8) Response to letter from Smisby Parish Council to the Parochial Charity dated 27.08.2024**

Draft completed, being circulated for comment. Later revised and sent to a letter proposed by Jayne Adams until further consultation.

**8) Advertising the 5<sup>th</sup> Trustee**

Agreed that this be through the Village Newsletter, WhatsApp Group and the Facebook page. It was also agreed that if there were no suitable candidates coming forward, the position would be advertised more widely.

**CIO Operating Guidelines:**

**9) Confidentiality Agreement**

For consideration.

**10) Sharing of Information with Nominative Bodies**

To be addressed at a further meeting.

**11) Potential Conflicts of Interest**

To be discussed.

**12) Discussion on the Probationary and Handover Period**

To be discussed.

**13) Perception of the Parochial Charity**

To be discussed.

**14) Protection of Capital**

To be discussed.

**15) Feedback to Smisby Parish Council from Gemma Dickens**

Statement to be read by GD at forthcoming Parish Council meeting will be circulated to Trustees for comment and agreement prior to the meeting.

**Next Meeting**

It was decided that a meeting to discuss the additional items on the agenda be on the 9<sup>th</sup> September 2024 but would await Claire's availability.

As there was no further business the meeting closed at 9.45pm



Signed.......... Dated.....17.9.2024.....

[POST MEETING NOTE:-

The trustees have subsequently decided to set aside the following decisions: Trustee Allocation, probationary period. These will be re-considered, if and to the extent required, at a future meeting]