

**APPENDIX A**

**SLOUGH BOROUGH COUNCIL  
THE COUNCIL ACTING AS CORPORATE TRUSTEE  
TERMS OF REFERENCE FOR THE COMMITTEE**

<b>Key Provision</b>	<b>Terms of Reference</b>
<b>Role</b>	<p>The Council will continue to act as the corporate trustee in relation to the relevant charities.</p> <p>However, rather than requiring all decisions to be reached by full Council, the Council will appoint the committee to discharge its responsibilities as corporate trustee.</p>
<b>Current Charities</b>	<p>The Council acts as corporate trustee in relation to the following three charities:</p> <ul style="list-style-type: none"><li>• The War Memorial Garden at Slough – Charity No. 1010350</li><li>• The Salt Hill Playing Fields – Charity No. 215385</li><li>• Langley War Memorial Fields – Charity No. 1055955</li></ul> <p>A brief summary of these charities is set out at <b>Appendix 1</b>.</p> <p>There may be other charities in the future.</p>
<b>Terms of Reference</b>	<p>The terms of reference for the committee are:</p> <ul style="list-style-type: none"><li>• To act on behalf of the Council in relation to the land and assets held by the Council as corporate trustee</li><li>• To maintain a register of such property and assets and ensure that this is up to date at all times</li><li>• To ensure that any corresponding details held by the Charity Commission and/or Land Registry are, also, up to date</li><li>• To discharge the duties of the Council in its capacity as the corporate trustee</li><li>• The six main duties of a charity trustee are summarised below:<ul style="list-style-type: none"><li>• Ensure each charity is carrying out its</li></ul></li></ul>

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	<p data-bbox="730 412 1011 439">purposes for public benefit</p> <ul style="list-style-type: none"> <li data-bbox="671 465 1182 521">• Ensure strict compliance with each charity is the governing document</li> <li data-bbox="671 548 1182 604">• Act in the best interests of each relevant charity</li> <li data-bbox="671 631 1182 687">• Manage each charity's resources responsibly</li> <li data-bbox="671 714 1086 741">• Act with reasonable care and skill</li> <li data-bbox="671 768 1182 846">• Ensure each charity is accountable and, specifically, comply with statutory accounting and reporting requirements</li> </ul> <ul style="list-style-type: none"> <li data-bbox="576 880 1182 1014">• To ensure clear accountability for all income derived by each charity and ensuring robust mechanisms are in place to ensure that all charity income is only used for the particular charity's objects</li> <li data-bbox="576 1041 1182 1120">• To ensure accountability and, specifically, to ensure adherence to statutory filing and accounting requirements</li> <li data-bbox="576 1146 1182 1202">• To file the annual returns on behalf of the Council with the Charity Commission</li> <li data-bbox="576 1229 1182 1337">• To establish effective risk management procedures, having regard to the range of risks associated with each charity and having particular regard to reputational risk</li> <li data-bbox="576 1364 1182 1442">• To effectively manage conflicts of interest and conflicts of loyalty and have robust procedures for both</li> <li data-bbox="576 1469 1182 1603">• To continuously review the land and assets held by the Council as corporate trustee, to ensure that each charity is up to date and fit for purpose and continues to meet the public benefit tests</li> <li data-bbox="576 1630 1182 1821">• To specifically consider whether the constitution or governing document for each charity requires updating and/or if there are more appropriate or efficient means of using the charity's assets and/or achieving the charity's objects, including for example, collaboration with other charities and/or merger</li> </ul>

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	<ul style="list-style-type: none"> <li>• To ensure that in all correspondence with third parties it is made explicitly clear when the Council is acting in the capacity as corporate trustee as opposed to a local authority dealing with its own corporate assets</li> <li>• To ensure that the Council otherwise complies with best practice regarding local authorities acting as corporate trustees, as set out in the joint publication between the Charity Commission and the Local Government Association dated May 2013 (a summary of which is set out at <b>Appendix 2</b>)</li> </ul>
<b>Duties of Charity Trustees</b>	<p>Charity Commission Guidance CC3 – Charity Trustee: What is Involved – sets out in more detail the six main duties of trustees.</p> <p>For ease of reference, a link to the publication is set out at <b>Appendix 3</b>.</p> <p>In summary, when making decisions on behalf of the Council as corporate trustee, committee members must:</p> <ul style="list-style-type: none"> <li>• Act within the powers of the governing document</li> <li>• Act in good faith and only in the interests of the charity</li> <li>• Ensure committee members are fully informed, taking any advice needed</li> <li>• Take into account all relevant factors</li> <li>• Disregard any irrelevant factors</li> <li>• Effectively manage conflicts of interest and conflicts of loyalty</li> <li>• Make decisions which are reasonable in the circumstances</li> </ul>
<b>Membership</b>	<p>The committee will comprise of 7 elected members nominated by the Council.</p> <p>Members should be selected and appointed having regard to particular skills and expertise, including:</p> <ul style="list-style-type: none"> <li>• Property</li> </ul>

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	<ul style="list-style-type: none"> <li>• Finance</li> <li>• Charity law</li> <li>• Compliance</li> <li>• Sector specific knowledge and expertise, e.g. education, health, recreation</li> </ul>
<b>Duties and Responsibilities</b>	<p>The Council is, itself, the corporate trustee.</p> <p>The committee members are not trustees in their own capacity.</p> <p>Committee members are, however, responsible for discharging the Council's duties and responsibilities as corporate trustee.</p> <p>It is good practice, therefore, for the individual members to comply in full with duties and responsibilities of Charity Trustees.</p> <p>Committee members should have particular regard to the duties and responsibilities of trustees in relation to the treatment of charity assets and, in particular, the disposal of charity land.</p> <p>A summary of the restrictions in relation to the disposal of charity land is attached to these terms of reference (<b>Appendix 4</b>).</p>
<b>Induction and Training</b>	<p>All committee members will be given a full induction and briefing on their duties and responsibilities as charity trustees.</p> <p>The induction should include the provision of an induction manual which should contain the following details:</p> <ul style="list-style-type: none"> <li>• A copy of the constitution / scheme / deed for each of the charities</li> <li>• Briefing note on duties and responsibilities of charity trustees</li> <li>• Specific guidance in relation to the disposal of charity assets</li> <li>• Guidance in relation to managing conflicts of interest and a conflicts of interest policy</li> <li>• Guidance in relation to compliance issues and, in particular, the filing of the annual report and</li> </ul>

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	<p>accounts and annual return</p> <ul style="list-style-type: none"> <li>Charity Commission guidance in relation to good governance</li> </ul>
<p><b>Meetings</b></p>	<p>The committee will meet as regularly as required to fulfil its terms of reference and not less than two times per annum.</p> <p>Meetings will be held at a time of day to suit the members of the committee.</p> <p>The committee meetings must, however, be wholly distinct from Council meetings and should not, therefore, form part of a Council meeting.</p> <p>The Committee must make independent, impartial decisions in the best interest of the charities.</p> <p>However, it must, also, make informed decisions.</p> <p>To achieve both these requirements, it is recommended that the Committee consider holding its meetings in two parts:</p> <ul style="list-style-type: none"> <li>Part 1 – Open</li> <li>Part 2 – Closed</li> </ul> <p>Key stakeholders, including ward members, could be invited by the Committee members to attend and speak at the Part 1 meeting.</p> <p>Key stakeholders would not be allowed to attend the Part 2 meeting.</p> <p>This will enable key stakeholders, including ward members, to attend the Part 1 meeting and share their views and/or concerns relating to a particular charity.</p> <p>This will also, however, enable the Committee members in the Part 2 meeting to discuss the business of the charities in confidence and, therefore, without in any way inhibiting their discussions.</p> <p>This will enable Committee members to make independent but informed decisions in the best interest of the charities.</p> <p>For the avoidance of doubt, it is not recommended that key stakeholders be entitled to attend but not speak during the Part 2 meeting as “observers”.</p>

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	This is expressly referred to in Charity Commission Guidance RR7 as a characteristic of a charity which is <b>not independent</b> .
<b>Chair</b>	The Council will appoint a Chair who will be reappointed on an annual basis.
<b>Quorum</b>	The quorum will be fixed at 3.
<b>Minutes</b>	<p>The committee will prepare minutes.</p> <p>These will make it expressly clear that these are minutes of the committee meeting to discharge the Council's duties and responsibilities as corporate trustee.</p> <p>These are not minutes of the Council.</p> <p>These minutes are not, therefore, available for public inspection.</p> <p><del>For the avoidance of doubt, members of the public are not entitled to attend meetings of the committee.</del></p> <p><del>The committee may, however, wish to publish certain information in relation to the activities of each charity, which will be in the public domain.</del>The Committee may wish to consider notifying key stakeholders, including ward members of key agenda items for forthcoming Committee meetings and to invite key stakeholders / ward members to attend and speak at the Part 1 meetings, if there are issues of interest.</p> <p>The Committee may, also, wish to consider circulating the minutes of Part 1 meetings.</p> <p>It is not recommended that the minutes of the Part 2 meetings and, in particular, the confidential discussions between the Committee members be made available in the public domain.</p> <p>The Committee may, however, wish to release a summary of key decisions / actions in relation to the various charities, as well as information relating to the activities of each of the charities and, in particular, their contribution to the health and wellbeing of the local area.</p> <p>The report and accounts that are filed at the Charity Commission will, in any event, be in the public domain.</p>
<b>Attendance at Meetings</b>	Only members of the committee are entitled to attend

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	<p>committee meetings.</p> <p>As stated above, the meetings are not public meetings and members of the public will not be entitled to attend.</p> <p>The committee may, however, invite key stakeholders to attend to participate in discussions with regards to particular agenda items.</p> <p>This will, however, be entirely at the discretion of the committee.</p> <p>To manage this effectively, it is suggested that the Committee holds its meetings in two parts, as detailed above.</p>
<b>Administrative Support</b>	<p>The Council may provide administrative support to the committee.</p> <p>The Council may wish to waive the cost of any such administrative support.</p>
<b>Legal and Other Professional Support</b>	<p>The committee is likely to require legal and other professional support services, particularly in relation to the disposal of any land.</p> <p>Such advice and support can be provided by Council officers.</p> <p>Great care must, however, be taken to ensure that any potential conflicts of interest are effectively managed.</p> <p>It would be preferable if the legal team advising the committee was distinct from the legal team advising the Council generally in relation to corporate matters, where there is a potential conflict of interest.</p>
<b>Audit and Annual Return</b>	<p>The finances of the charity must be kept separate from those of the Council.</p> <p>Charitable assets must be accounted for separately and the income and expenditure ring fenced for the specified charitable purposes.</p> <p>The committee will be responsible for complying with Charity Commission requirements for audit and annual return.</p> <p>The committee must, therefore, produce annual statements of account under charity law.</p> <p>The financial size of the charity will determine the nature</p>

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	<p>of the accounts</p> <p>The accounts will be filed at the Charity Commission and subject to, both, Charity Commission and stakeholder scrutiny.</p> <p>The committee will, also, be responsible for preparing and filing the annual return at the Charity Commission.</p>
<b>Remuneration</b>	<p>The committee members will not be entitled to be paid for their services unless there is clear authority in the governing document or express approval from the Charity Commission (or Courts).</p>
<b>Correspondence</b>	<p>It would be extremely helpful to create separate letter headed notepaper for correspondence dealing with the charity assets.</p> <p>Such letter headed notepaper should clearly state the charity name and registration number and be signed "Slough Borough Council, Corporate trustee of [        ] Charity".</p>