

# **Stoke Mandeville Parish Council**

## **Terms of Reference for the Charity Committee**

### **1. Purpose of the Committee**

1.1 The Parish Council is the sole charity trustee of the **Stoke Mandeville Village Community Association** (registered charity number: 277618) (the “**Charity**”) in accordance with the Charity’s governing document dated 12 December 1977 as amended on 27 October 1978, 26 January 1979, 14 October 2004 and 25<sup>th</sup> April 2023 (the “**Governing Document**”).

1.1 (the “**Governing Document**”).

1.2 As such the Parish Council has responsibility for general control and management of the Charity.

1.3 The Parish Council has resolved to delegate the exercise of its powers as sole charity trustee of the Charity to the Charity Committee.

### **2. Membership of the Committee**

2.1 There shall be at least three members of the Charity Committee.

2.2 Membership of the committee will be as decided at the Annual Parish Council meeting each year.

2.3 Any changes in the membership of the committee after the Annual Parish Council meeting shall be subject to approval at the next full council meeting.

2.4 The quorum of the Charity Committee shall be one-third of its members or two whichever is the greater.

2.5 The Parish Council shall use its reasonable endeavours to ensure that at least one-third of the members or two (whichever is the greater) are independent of the Parish Council (i.e., they are not Parish Councillors or otherwise connected to the Parish Council).

### **3. Chair**

3.1 The chair of the Charity Committee will be elected by the Charity Committee at its first meeting after the Annual Parish Council meeting.

### **4. Conduct of Meetings**

4.1 All meetings of the Committee will be convened following the Parish Council’s standing orders.

4.2 Minutes of the meetings will be taken by the Clerk to the Council, another member of staff or a member of the Charity Committee.

4.3 Meetings of the Charity Committee shall be kept separate from other meetings of the Parish Council (or other Parish Council committees).

4.4 Minutes of the Charity Committee shall record that the minutes are:

*“Minutes of a meeting of the Charity Committee of Stoke Mandeville Parish Council in exercise of the Stoke Mandeville Parish Council’s powers as sole charity trustee of the Stoke Mandeville Village Community Association (registered charity number: 277618) held on [DATE] at [PLACE]”*

## **5. Powers of the Charity Committee**

5.1 The Charity Committee shall be empowered to:

5.1.1 Make decisions on behalf of the Parish Council (in its capacity as sole charity trustee of the Charity) concerning the operation and management of the Charity.

5.1.2 Prepare and approve the annual accounts and annual report for the Charity and ensure that annual Charity Commission filings are made on behalf of the Charity.

5.1.3 Make arrangements for the annual public meeting of the residents on behalf of the Charity (as required under the governing documents of the Charity).

5.1.4 Approve expenditure of up to £5,000 from the Charity’s bank account.

## **6. Matters reserved to the Parish Council**

6.1 The following decisions cannot be taken by the Charity Committee and must be referred to the Parish Council (acting through its full council) in its capacity as sole charity trustee.

6.1.1 A decision to amend the Charity’s Governing Document.

6.1.2 Approval of expenditure of over £5,000.

6.1.3 A decision to dispose of the Charity’s interest in land/property.

## **7. Management of conflicts of interest**

7.1 Members of the Charity Committee must act solely in the best interests of the Charity.

7.2 Whenever a member of the Charity Committee has a personal interest in a matter to be discussed at a Charity Committee meeting or has an interest in another organisation whose interests are reasonably likely to conflict with those of the Charity in relation to a matter to be discussed at a meeting, he or she must.

7.2.1 Declare an interest before discussion on the matter begins.

7.2.2 Withdraw from that part of the meeting unless expressly invited to remain.

7.2.3 Not be counted in the quorum for that part of the meeting; and

7.2.4 Withdraw during the vote and have no vote on the matter.

7.3 The matter can be discussed and voted on by the remaining members of the Charity Committee, provided that there are enough members of the Charity Committee who do not have a conflict of interest in relation to the matter, to form a quorum in accordance with paragraph.

- 7.4 Subject to paragraph 7.5, these provisions apply where there is a conflict of interest between the Charity and the Parish Council in relation to a decision to be taken on behalf of the Charity. Parish Councillors (and members who are otherwise connected to the Parish Council) shall not vote or count towards the quorum in relation to such decisions.
- 7.5 Where there are insufficient members of the Charity Committee who are independent from the Parish Council to form a quorum in accordance with paragraph and a decision needs to be taken in relation to which there is a conflict of interest between the Charity and the Parish Council, the quorum shall be one or the total number of independent members of the Charity Committee (whichever is the higher).
- 7.6 If there are no members of the Charity Committee who are independent of the Parish Council, and a decision needs to be taken in relation to which there is a conflict of interest between the Charity and the Parish Council, the Parish Council must apply to the Charity Commission for an order under s105 Charities Act 2011 to authorise the conflict.