

Walberswick Common Lands Charity

Founded 1901 - Registered Charity No. 206095

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Mr Mark Knight
Clerk
Walberswick Parish Council
The Heritage Hut
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Dear Mark

CONSULTATION – FORMATION OF A CORPORATE TRUSTEE AND CHANGES TO CHARITABLE SCHEME

Thank you for the email of 13 October from Cllr Lewis concerning the above matter. Thank you also for the Council's well considered response and broad support for this initiative.

The Trustees met on 21 October and their response is as follows:

Board of Directors - Composition

The Trustees were persuaded by the Council's arguments and have resolved to revert to seven Directors.

Appointment of Nominated Directors

The Council's feedback caused the Trustees to reflect on clause 23.8 of the proposed Articles of Association. This clause deals with the appointment of Nominated Directors, i.e. those appointed by the Parish Council. The current drafting states:

Walberswick Parish Council shall endeavour to appoint Nominated Directors that fit into the skills matrix adopted by the Directors from time to time following consultation with the Parish Council.

This wording was derived from the existing Scheme and reflects the understanding reached between the Parish Council and the Charity when the Scheme was last revised in 2009. The thinking at the time was that appointments should be made with reference to a pre-agreed skills matrix. The objective being that the Trustees between them would encompass all the

skills necessary to successfully operate the Charity. This remains important as the Charity relies on volunteer Trustees who are willing to take on executive tasks. However, the Trustees now believe that a better approach would be to deal with each vacancy on a case by case basis, which allows for flexibility to suit circumstances prevailing at the time, rather than operating within the constraints of a more static skills matrix.

It is also proposed to broaden the clause beyond skills by including experience. This allows wider considerations to be taken into account, rather than just skills which are normally associated with some kind of qualification. By including experience, account can be taken of a candidates' life experience and circumstances. This is relevant in areas such as pastoral care within the community, where empathy with prospective beneficiaries and Village-wide networks are important. It also allows consideration of factors such as maintaining diversity reflective of the community, which the Trustees consider vital.

Accordingly the proposed wording of clause 23.8 is now:

Walberswick Parish Council shall endeavour to appoint Nominated Directors who have the particular skills and experience identified by the Directors following consultation with the Parish Council, and shall arrange for the vacancy to be advertised as widely as possible, including on the Walberswick Village web site (or equivalent).

The Trustees have included wording on the advertisement of vacancies to encourage the net to be spread as widely as possible. Technology means that Trustees no longer have to attend Charity meetings in person, which broadens potential applicants to include those residents who may work away from Walberswick.

For the avoidance of doubt, the objective of the new clause 23.8 is not to limit the powers of appointment of the Council. It is to encourage constructive engagement between the Charity and the Council at the outset of any recruitment process. Policy on appointment of Directors, and the choice of candidate would remain as it is today, entirely a matter for the Councillors.

It is also worth noting that the proposed Articles of Association increase the powers of the Parish Council by permitting the removal of existing Nominated Directors. Clause 23.9 states:

Walberswick Parish Council shall have the right from time to time by written notice delivered to the Company to remove any Nominated Director and to appoint a replacement Nominated Director in accordance with Article 23.12.

This power does not exist under the current Scheme, where Nominative Trustee appointments can only be reviewed by the Parish Council at the end of their term.

Finally, as further reassurance on the influence of the Parish Council, removal of the variable number of Directors (6-9) provision clarifies that the Parish Council will, unless there is a vacancy, always have appointed the majority of Directors.

Appointment of Co-Opted Directors

Given the proposed changes to the Nominated Director clause, it is also proposed to reflect those changes in the equivalent Co-Opted Directors clause (i.e. the two Directors appointed by the Directors themselves). Clause 23.15 of the current draft states:

In appointing Co-Opted Directors, the Directors shall endeavour to appoint Co-Opted Directors that fit the skill matrix adopted by the Directors in consultation with Walberswick Parish Council.

The proposed wording is now:

When appointing Co-Opted Directors, the Directors shall endeavour to appoint Co-Opted Directors who have the particular skills and experience identified by the Directors, and shall arrange for the vacancy to be advertised as widely as possible, including on the Walberswick Village web site (or equivalent).

Next steps

We would be very grateful if the Council could consider these final amendments at their meeting of 8 November and provide written feedback. Assuming a positive response, this would allow the Trustees to meet their target of submitting the required application to the Charity Commission ahead of Christmas.

Best wishes



James Darkins
Chairman