



TODMORDEN TOWN COUNCIL

Report to Full Council

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Date	20 th September 2023
Subject	Todmorden Emergency Support Governance update and Ratification of Trustee Appointments

PURPOSE OF REPORT

1. To remind Members that Todmorden Town Council, under a Governing Deed of Trust dated 8th November 1920 is responsible for appointing up to 12 Trustees, of which up to 8 can be Town Councillors, on a rotational basis to the following trusts under the umbrella organisation of Todmorden Emergency Support:-
 - Abraham Ormerod Reg Charity No. 252036
 - Todmorden War Memorial Fund Reg Charity No. 219673
2. To provide an update of the introduction to these Trusts of improved governance processes including more transparency fairness and potentially less bias in decision making when awarding grants.
3. To inform Members that some Trustees have not been supportive of these changes.
4. To inform Members that some Trustees have queried the validity of appointment of recent new Trustees involving the signing of a Declaration of Willingness to Act as a Trustee
5. To inform Members that on investigating this process it could very well be that those Trustees querying the appointment of recent Trustee may themselves have not signed such a Declaration.
6. To ask Members to ratify all appointments made to regularise matters and provide the opportunity for all Trustees to sign a Declaration of Willingness to act as a Trustee – see Appendix 1 for all serving Trustee appointments
7. To seek Members approval to seek external professional advice as to the Governance Arrangements in place and to establish a budget of up to £2000 - see a proposed brief Appendix 2.

Background

8. Whilst it is not specific in the Deed of Trust as to why Todmorden Council was placed with the obligation to appoint Trustees, it is reasonable to interpret that in asking democratically elected Councillors, (by virtue of their selection they were deemed to be of good character and standing), this ensured a fairness in approach to such appointments.

9. It is also reasonable to interpret that in being able to appoint up to 8 Town Councillors this also allowed a measure of control to ensure fair distribution of funds.
10. Some Trustees have sought to interpret Clause 18 of the Governing deed to interpret that recently appointed Trustees have been deemed to have resigned as they did not complete a Declaration of Willingness to act as a Trustee within a “one month period”, and therefore acting in effect “Ultra Vires” when continuing to make awards.
11. The Project Managers interpretation is different, and the rationale behind this difference in opinion is explained in Appendix 3. It is the process of notifying when the one month period starts to apply that has not been followed, not the decision to appoint, which remains in place and not needing to be revisited under Standing Order 7a.
12. All Trustees when appointed should sign this “Declaration” and it is not apparent that any have for some time, with custom and practice being that after being advised of appointment they just then act as Trustees.
13. Logically therefore in the absence of some Trustees being able to evidence that they on their appointment to have signed such a “Declaration”, the very process being used to question the validity of recently appointed Trustees must also apply to them.
14. To seek to remedy this a pragmatic approach has been adopted to provide the opportunity for all Trustees (recently appointed and longstanding) to sign their Declaration and if so at or ahead of their next scheduled meeting, all Trustees will have met this requirement specified in Clause 18 of the Governance Deed of Trust. See Appendix 4a and 4b covering letters to all Trustees.
15. It is only at this stage that consideration should be given to triggering the need for the Town Clerk to formally write and provide the one month’s notice to sign the Declaration or be deemed to have resigned.
16. At the request of Trustees (a motion again not fully supported by all Trustees) the Town Clerk was invited to act in an advisory capacity to the trust as has previously occurred, since then the following policies have been adopted:-
 - Data Retention
 - Complaints
 - GDPR Policy
 - Disclosure and Barring
 - Health and Safety
 - Safeguarding
 - Code of Conduct
17. The Trust have also introduced a new Governance Process which has not been supported by some Trustees.
18. The Trustees also asked the Project Manager, given previous experience, to carry out an Internal Audit following which recommendations have been made, that again have not received support of some Trustees, who also challenged the objectivity of the Project Manager in carrying out this Audit.
19. The nature of the ongoing resistance to these changes by some and the need for openness, transparency and fairness to resolve this situation will hopefully lead to all Trustees working

towards the objectives of the Trusts. However, to avoid any difficulties, it is proposed to ratify all of those Trustees appointed from when appointed, as detailed in Appendix 1.

20. In appointing Town Councillors to the role of Trustees, the Town Council itself has a Duty of Care to such Town Councillors, and that includes being aware of good governance arrangements in place to any external body that they appoint Town Councillors as Trustees.
21. Given the challenge internally from other Trustees to changes in governance, introduction of policies and challenges to the appointment process it is felt necessary to seek an independent professional view as to compliance with all of these matters. In accordance with the brief as outlined in Appendix 2.

FINANCIAL CONSIDERATIONS

22. Quotations will be sought from professionals (likely with a legal background) which specialises in Charities advice, with a budget provision of up to £2,000 made from General Reserves

RECOMMENDATIONS

23. That Full Council receives the update report.
24. That Full council ratifies the appointment of Trustees as detailed in Appendix 1
25. That Full Council approves a budget of £2000 and authorises the Town Clerk to appoint an independent professional to advise on matters as outlined in Appendix 2.

REASONS FOR RECOMMENDATION

26. Full Council approval is required to commission external advice of this nature.

POLICY IMPLICATIONS:

27. None

DETAILS OF CONSULTATION:

28. None

CLIMATE CHANGE:

29. None arising for this report

IMPACT EQUALITY ASSESSMENT

30. None arising for this report

SUPPORTING PAPERS:

31. Appendix 1 - Table of Trustee Appointments
- Appendix 2 - Brief for appointment of professional advice
- Appendix 3 - Interpretation rationale for Clause 18
- Appendix 4a and 4b - Letter to all Trustees – Aug 2023

For further information please contact: Colin Hill