

DUNSFOLD PARISH COUNCIL

KING GEORGE'S FIELD, DUNSFOLD MANAGEMENT COMMITTEE

Terms of Reference

The Charity

The **King George's Field, Dunsfold** is a charity registered with the Charities Commission with registration number 305017 (the "Charity"). The Charity is a trust and therefore is not itself an entity (e.g. a company) with a separate legal personality. Dunsfold Parish Council (referred to as DPC, or the Council) is registered with the Charities Commission as the trustee of the charity (the "Trustee"). The Trustee is registered as the legal title holder to the land known as the King George V Playing Fields, registered with the Land Registry title number SY426870 (the "Charity Land"). The objectives of the Charity (and restrictions) are contained in the documents referred to below.

The Charity was registered with the Charities Commission on 29 October 1962. According to the Charities Commission, DPC is noted as having been appointed as the trustee of the Charity on 27 May 2011. Absent any further details to the contrary, this registration appears to have superseded any original arrangement of DPC as the "custodian" trustee of the land itself, with a separately constituted "management" group acting as a charitable trustee in charge of operation and management. As a result, the presumption now (absent indications to the contrary) is that DPC is the sole (corporate) trustee of the Charity, both holding the Charity Land and also responsible for managing the Charity Land in accordance with its charitable objectives and subject to its restrictions.

Background

By a conveyance dated **24 November 1937**, the Charity Land was originally conveyed to the National Playing Fields Association by a Joseph Godman and others, on trust to permit the **land to be used as a playing field and recreation ground for the parish of Dunsfold forever**, under the management and direction of the "Managers" (as defined in that conveyance) or any other person or persons to whom management may be transferred (with the consent of the NPFA and the Charities Commission). The conveyance contained a number of covenants by NPFA, now noted on the Land Registry title¹.

On **9 August 1972**, the Charity Land was conveyed to DPC also on trust to permit **its use as a playing field and recreation ground for the parish of Dunsfold for ever**, and subject to the covenants in clause 5 of the 1937 conveyance (see footnote).

¹ A Conveyance of the land in this title dated 24 November 1937 made between (1) Joseph Godman (Vendor) (2) Sherard Houghton Godman and others (3) The National Playing Fields Association and (4) Stratford Watson Robinson and others contains the following covenants:- "*THE National Association hereby covenants with the Vendor that the National Association will not use the land hereby conveyed for any other purpose than as a playing field or for the purposes hereinbefore referred to and will erect and at all times thereafter maintain a stock proof fence along the North East boundary of the said property where marked with a "T" within the boundary delineated on the said plan and will likewise erect and maintain an entrance gate at the Southernmost end of the said boundary AND the Managers hereby covenant with the National Association that they will at all times hereafter save harmless and keep indemnified the National Association from and against all claims costs charges and expenses which may at any time hereafter be made against or charged upon the National Association in respect of the foregoing covenant by the National Association to erect and maintain the fence and gate aforesaid.*"

DPC also undertook (subject to the terms of the trust) all care, maintenance and management of the Charity Land for the purposes of the relevant legislation regarding open spaces² and to do so for the benefit of the inhabitants of Dunsfold.

That 1972 conveyance also contained some restrictions applying to the Charity Land, to which DPC as the legal owner is subject –

- The transfer was subject to the NPFA covenants contained in the 1937 conveyance (as noted above), and was also subject to a lease between the NPFA and certain individuals dated 16 January 1968 (no details have been found of that lease).
- The Council is permitted to **close the Charity Land to public access** for no more than 12 days total in any one year (and no more than 4 consecutive days), excluding Sundays, for the Charity Land to be used for a special event, e.g. a fete or agricultural show or sports matches, whether or not such special use is charged for. All monies received by DPC from such special use shall be applied solely towards the maintenance of the Charity Land.

Over time, buildings and structures have been erected on the Charity Land, supporting its recreational use and enjoyment. The buildings now comprise of the area known as the bar and games hall, and the Foulston Hall (once separate buildings but now joined). It also contains changing rooms and shower/toilet facilities. In addition, tennis courts and a children's play area have more recently been added.

On **1 June 2017**, new restrictions were added on the Land Registry entry for the Charity Land. One of these restrictions requires that any "disposition" (e.g. a sale or grant of a registrable lease) of the Charity Land by DPC has the written consent of Fields in Trust (formerly NPFA). The other restriction concerns a general restraint imposed on charity trustees in relation to sales, leases or mortgages of land held for charitable purposes, replacing an earlier restriction.

The installation of the bar and related activities and alcohol licensing requirements precipitated the formation of the separate KGV Sports & Social Club (the "Club"). The Club has a separate constitution and rules of membership, independent to the Charity (or Trustee). The Club (not the Charity) holds a members' club alcohol license from Waverley Borough Council. The intention appears to have been that the Club would lease, on a commercial basis, the bar and games hall area from the trustees on terms that would allow it to run a members' bar, with the Club paying over substantially the whole of the bar's net profit as rent to the trustee under that lease. Minutes of a meeting from 1995 suggest, following legal advice at the time, that a lease was to be prepared between the Club and the "management committee" (described in those minutes as the "trustee" of the charity, with DPC noted simply as the legal owner of the Charity Land, i.e. the custodian trustee), but a copy of such a lease has not been located. Nevertheless, payments have been made periodically by the Club to the Charity which would be consistent with that arrangement.

² Open Spaces Act 1906, section 10:

"Maintenance of open spaces and burial grounds by local authority.

A local authority who have acquired any estate or interest in or control over any open space or burial ground under this Act shall, subject to any conditions under which the estate, interest, or control was so acquired— (a) hold and administer the open space or burial ground in trust to allow, and with a view to, the enjoyment thereof by the public as an open space within the meaning of this Act and under proper control and regulation and for no other purpose: and (b) maintain and keep the open space or burial ground in a good and decent state. and may inclose it or keep it inclosed with proper railings and gates, and may drain, level, lay out, turf, plant, ornament, light, provide with seats, and otherwise improve it, and do all such works and things and employ such officers and servants as may be requisite for the purposes aforesaid or any of them"

The formal status of the “management committee” referred to in those minutes as it currently stands is not clear, as no current written terms of reference appear to be in place for this to be a separate committee of the Council with decision-making powers in relation to the KGV.

As noted above, DPC has been registered with the Charities Commission as the Trustee of the Charity since 2011, indicating that it is has been appointed, and therefore has sole responsibility, as corporate trustee (both as bare ownership and management/operation of the Charity Land for the charitable purposes).

A Charities Commission/LGA note about local authorities as charity trustees can be found here:

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/352409/Local_authorities_as_charity_trustees.pdf

An NALC note about basic charities law can be found here:

<https://www.nalc.gov.uk/library/members-library/legal-topic-notes/charities/595-28-basic-charity-law/file>

These notes recommend that a separate committee for the management of the charity is established by the Council to facilitate separation between charity management and ordinary Council business.

However, charitable trustee responsibilities remain with the Council as a corporate body.

Purpose

In light of the above, the purpose of these Terms of Reference is to constitute a committee of Dunsfold Parish Council to be called the KING GEORGE’S FIELD, DUNSFOLD MANAGEMENT COMMITTEE (the “Committee”).

The purpose of the Committee is to facilitate the execution of Dunsfold Parish Council’s responsibilities as Trustee of the Charity in accordance with relevant charities law. On the basis that DPC is the sole corporate trustee of the Charity, it should therefore set up a committee under s.101(1) of the Local Government Act 1972. See the NALC recommendation above.

As a committee of the Dunsfold Parish Council, the Committee is subject to applicable Financial Regulations and Standing Orders, as amended from time to time.

However, all decisions by the Trustee (DPC) in relation to the Charity are a separate matter from ordinary DPC business and must be made in furtherance of the Charity’s purposes (and not for any other purposes), and within any applicable restrictions in the terms of the Charity. Those considerations would equally apply to the decisions of the Committee.

A note for Councillors on a council as a charity trustee can be found here, including about dealing with conflicts of interest between the Charity and other DPC business:

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/351608/council_as_charity_trustee_overview.pdf

These Terms of Reference may be amended or withdrawn at any time by Dunsfold Parish Council.

Membership

Membership of the Committee shall consist of all members of the Parish Council (Councillors). The Committee shall appoint a person to act as a Booking Secretary to deal with the ad hoc hire of any part

of the Charity Land. The Parish Clerk shall be an ex-officio member of the Committee in the capacity of Treasurer of the Charity.

Membership of the Committee is open to non-Councillors (although note that non-Councillors will not be voting members). Membership of the Committee by a representative of each of the sports and user groups of the Charity Land is warmly encouraged.

Meetings

The Committee shall meet at least once per year. The Committee shall be free to determine the number and timing of any ordinary meetings of the Committee, however the expectation is that the Committee will meet bi-monthly unless there is no business to be transacted.

All business will be transacted at ordinary or special meetings. At least three clear days' notice is required to be given in respect of ordinary meetings which are to be convened by the Clerk. An agenda will be set including the time and place at which the meeting will be held and details of the items to be discussed.

The Chair or two members may call a special meeting by sending each member of the Committee at least 3 clear days' notice of the meeting stating the time, place and details of the purpose for which the meeting is to be held.

The minutes of meetings will be recorded by the Clerk and signed by the Chair at the next meeting.

Members of the public may attend such meetings and will be given the opportunity to speak on matters of concern to them as allowed under the Council's Standing Orders. 'Stand-ins' for user-group representatives are very welcome at Committee meetings as they provide a valuable service in maintaining communication between the various groups using the facilities. Councillors who are not members of the Committee may attend such meetings but are not entitled to vote.

Quorum

The quorum of a meeting of the Committee shall be three Councillors.

Chair

The Committee shall appoint a Councillor member of the Committee to be Chair of the Committee at the first meeting of the Committee by a show of hands. The elected Chair shall hold the position for 12 months and can be re-elected with no maximum term. If the Chair is unable to attend a Committee meeting, then assuming that the meeting would otherwise be quorate, the voting members present will appoint a Committee Chair for that meeting from one of the Councillors present.

Voting

Decisions shall be made by a majority vote. Each member of the Committee shall have one vote, provided that non-Councillor members of the Committee shall not have a vote. The Chair shall have a casting vote.

Voting members of the Committee are reminded of the LGA/CC and NALC guidance in relation to charitable trustee decision making and the management of potential conflicts of interest between the Charity and ordinary Council business.

Delegated powers of the Committee

The Committee shall have delegated decision-making powers and responsibility for all matters in relation to the Charity Land and Charity, including (without limitation) the following matters:

- The care and maintenance of the playing fields as a recreational ground including grass-cutting, maintenance of hedges, trees, shrubs etc.
- The care and maintenance of the outdoor children's play equipment.
- The care and maintenance of the buildings and structures situated on the Charity Land.
- The care and maintenance of fencing, seats and other street furniture including noticeboards.
- Determining the terms and conditions for the hire of any and all parts of the Charity Land (whether grounds or buildings), including those for all user groups and one-off hires.
- Taking appropriate action against any hirer not complying with the terms of hire.
- Determining all the hire charges for the Charity Land (including for all user groups and one-off hire of the pitch, grounds or buildings).
- Arranging and carrying out repairs to any part of the Charity Land as deemed appropriate by the Committee.
- The engagement, management and dismissal of any contractors or staff as considered necessary in relation to the above matters.
- Organising any events to raise funds in support of the Charity.
- Approving expenses and authorising payments to be made from the Charity Bank Account in relation to any of the above matters.
- Submitting grant applications to any bodies/organisations.
- Appointing and determining the terms of reference of any sub-committees or working groups.
- Making recommendations to the Council for any capital projects concerning the Charity Land.
- Making recommendations to the Council concerning the management of risks and insurance in relation to the Charity Land.
- Producing written reports to the Council regarding the matters above on a periodic basis as determined by the Committee.
- Make a disposition (sale or lease) of the whole or any part of the Charity Land, and seek any such consents as may be necessary or desirable in connection with the same
- Insure the Charity Land

The Committee shall be a duly delegated committee for the purposes of Regulation 4.1 and 4.2 of the Financial Regulations, and therefore:

- Subject always to the maximum amount included for the KGV in the approved budget:
 - the Committee shall, in accordance with Regulation 4.1, have authority to determine expenditure in relation to the KGV for revenue items over £500 (subject to the requirement for full council for amounts over £5,000), to be minuted at the appropriate meeting; and
 - the Chair of the Committee shall, in conjunction with the Clerk, have authority to determine expenditure in relation to the KGV for revenue items under £500, such authority to be evidenced in writing.
- The Committee shall, in accordance with Regulation 4.2, be entitled to authorise expenditure in relation to the KGV that will exceed the amount included for the KGV within the approved budget, by passing a resolution for the same.

Working group

The Committee shall be free to constitute any one or more working groups of the Committee on terms it sees fit, which may include a working group to be responsible for day-to-day liaison with KGV stakeholders and user-groups and to make reports and recommendations for items to bring to the Committee for decision.

Finances and other filings

All income and expenditure of the Charity will be accounted for by the Treasurer of the Charity, who will keep a full set of accounts in accordance with relevant charities law. These accounts will be audited by the Auditor, an independent person to ensure their veracity at the end of the accounting year (end March).

The Treasurer shall be responsible for preparing and submitting all applicable returns, reports, statements and filings with the Charities Commission and other applicable authorities concerning the Charity.

Date: October 2023