

READING BOROUGH COUNCIL

REPORT BY ASSISTANT DIRECTOR OF LEGAL AND DEMOCRATIC SERVICES

<b>TO:</b>	MAPLEDURHAM PLAYING FIELDS TRUSTEES SUB COMMITTEE		
<b>DATE:</b>	15 OCTOBER 2019		
<b>TITLE:</b>	MAPLEDURHAM PLAYING FIELDS		
<b>LEAD COUNCILLORS:</b>	CLLR D EDWARDS	<b>PORTFOLIO:</b>	CHAIR OF MPF TRUSTEES SUB-CITTE
<b>SERVICE:</b>		<b>WARDS:</b>	MAPLEDURHAM
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**1. PURPOSE AND SUMMARY OF REPORT**

- 1.1 A report of 20<sup>th</sup> June 2018 identified that concerns had been expressed by some users of the Ground about the composition and role of the Mapledurham Playing Fields Management Committee. The report also recommended that the officers institute a review of the remit and membership of the Management Committee and report back to a future meeting.
- 1.2 The Sub Committee resolved that the Head of Legal & Democratic Services be instructed to review the remit and membership of the Management Committee and to report back to the Sub-Committee on the options that could be adopted in relation to the composition of the Management Committee.
- 1.3 This report sets out proposals for amendments to the Management Committee composition and has attached:
- Appendix 1 - Proposed new Paragraph 5 for the Charity Commission Scheme on the Committee of Management
  - Appendix 2 - Proposed new Mapledurham Management Committee Terms of Reference
- 1.4 The report also sets out the latest progress on developments relating to the Mapledurham Playing Fields.

**2. RECOMMENDATION**

- 2.1 That the proposed new Paragraph 5 for the Charity Commission Scheme on the Committee of Management (Appendix 1) and proposed new Mapledurham Management Committee Terms of Reference (Appendix 2) are adopted.

### 3 POLICY CONTEXT

- 3.1 Reading Borough Council holds the Ground in its capacity as charity trustee (Trustee) of the Charity (the Charity). The Charity is registered with (and therefore regulated by) the Charity Commission. The charitable object of the Charity is:

"the provision and maintenance of a recreation ground for the benefit of the inhabitants of the Parish of Mapledurham and the Borough of Reading without distinction of political, religious or other opinions."

The beneficiaries of the Charity, therefore, are the inhabitants of the Parish of Mapledurham and the Borough of Reading. The Ground is an asset of the Charity and is held in order to advance the Charity's object.

- 3.2 The Sub-Committee has delegated authority, with the support of the Officers, to discharge Reading Borough Council's functions as charity trustee of the Charity. The Sub-Committee has a duty to make all decisions in what it considers to be the best interests of the Charity and in order to advance the object referred to above and any such decision must be in line with all relevant charity law and other legal restrictions.

### 4. CURRENT POSITION

- 4.1 The Charitable Scheme of September 1985 registered charity number 304328 contains provisions in relation to the Management Committee as follows :

- (1) The Trustee may delegate such of its powers, duties and functions as relate to the day to day administration and management of the Charity, in such manner and subject to such rules as the Trustee prescribes, to a Committee of Management (hereinafter referred to as the Committee) consisting when complete of five persons (hereinafter referred to as Members) who shall be appointed as follows:-

Three by the Reading Borough Council at least one of whom shall be a member of that Council elected for the Electoral Ward in which the land belonging to the Charity is from time to time situated;

One by the Mapledurham Parish Council and

One jointly by the members of the governing bodies of such associations as are approved by each of the said councils:

Provided that if a person who has been appointed to be a Member by the Borough Council was appointed by reason of qualification as aforesaid but subsequently ceases to be so qualified then that person shall cease to be a Member if no other Member appointed by the Borough Council is so qualified.

- (2) Each appointment of a Member shall be made for a term of three years. Any competent Member may be re-appointed.

- (3) All acts and proceedings of the Committee shall be reported in due course to the Trustee.
- 4.2 The lease made between the Council acting as Trustee and the secretary of State for Housing, Communities and Local Government was granted on 18<sup>th</sup> February 2019 and the premium payable under the lease being £1.36m was released to the Council on 19<sup>th</sup> August 2019.
- 4.3 Planning permission was granted on 14<sup>th</sup> August 2018. A further planning permission was granted on 25<sup>th</sup> February 2019 and a planning contribution of £380k was paid to the Council as the Planning Authority in respect of the mitigation in respect of the loss of 1.231 acres which constitutes the site for the Heights school.
- 4.4 On the 17<sup>th</sup> June 2019 the mitigation and enhancement works commenced in respect of the Recreation Ground.

## **5. PROPOSED COMPOSITION OF THE MANAGEMENT COMMITTEE**

- 5.1 The development of the proposal to build the school resulted in a number of requests for the management committee make up to be reviewed and changes made to reflect the involvement of organisations representing beneficiaries and making use of the Playing Fields and its facilities.
- 5.3 There is a formal and long term relationship with Mapledurham Lawn Tennis Club who have been investing in facilities at the Playing Fields. Over recent years the relationship with Caversham Trents Football Club has grown alongside their increased use of facilities. It is anticipated the involvement with both these organisations will continue to grow and participation in the management committee would be beneficial.
- 5.2 In recent years the local residents association, Warren and District Residents Association has fund raised to support improvements to the pavilion and has been involved in the development of proposals to refurbish and extend the pavilion.
- 5.3 When the school opens another large group of beneficiaries will be making use of the playing fields introducing a range of both opportunities and pressures. A close and constructive relationship between the Trust and School will be mutually beneficial.
- 5.4 Reflecting on this greater involvement by local groups the management committee are best able to advise the Trustees and provide facilities to better serve the Trustees. The Sub Committee are asked to consider the following:-
- 5.4.1 A proposed number of members of a revised Management Committee of between 7 and 9.
- 5.4.2 A proposed composition of the Management Committee considering the potential representation for the following groups:-
1. Two individuals appointed by Reading Borough Council
  2. An individual appointed by Reading Borough Council who is a Reading Borough Councillor from the ward in which the playing fields are situated

3. A representative of Mapledurham Parish Council
4. A representative of the Football Club
5. A representative from Tennis Club
6. A representative of other major users of the Playing Fields
7. A representative from the local residents association (WADRA )
8. A representative from the School Head teacher/Governor/Parents

5.4.3 Consider the representations from the present Mapledurham Management Committee about the future composition of a revised Management Committee.

5.4.4 Whether the Chair of the Management is rotated annually through the membership. The Charitable scheme does not at the present time stipulate who chairs the Management Committee.

5.4 A draft set of provisions reflecting the proposals set out above is attached. These also address other aspects of the composition of the Management Committee and conflicts of interest.

## **6. EQUALITY IMPACT ASSESSMENT**

6.1 As per previous reports.

## **7. FINANCIAL IMPLICATIONS**

7.1 There are no cost implications identified in/associated with changing the composition of the management committee.

## **8. LEGAL IMPLICATIONS**

8.1 Under section 280 of the Charities Act 2011, the Council (as charity trustee of the Charity) has the power to amend the administrative provisions of the Scheme dated 20 September 1985 which presently governs the Charity.

8.2 This statutory power can be exercised by way of a resolution of the Council. A resolution will be prepared once the final form of the revised administrative provisions has been approved by the Sub-Committee. The consent of the Charity Commission is not required, although a copy of the resolution must be filed with the Commission once it has been passed.

## **9. BACKGROUND PAPERS**

9.1 Reports to Mapledurham Trustee sub Committee 20<sup>th</sup> June 2018

## Appendix 1

### Proposed new Paragraph 5 for the Charity Commission Scheme on the Committee of Management

#### 5. Committee of Management

(1) The Trustee may delegate to a Committee of Management (the "**Committee**") such of its powers, duties and functions as relate to the day to day administration and management of the Charity and in such manner as the Trustee may from time to time specify in written terms of reference ("**Terms of Reference**"). Such Terms of Reference shall specify the scope and extent of the authority conferred on the Committee in exercising the powers, duties and functions delegated to it.

#### Composition of the Committee

(2) The Committee shall be made up of a minimum of [7] and a maximum of [9] individuals (each a "**Member**") who shall be appointed as follows:

- (a) up to [2] individuals appointed in writing by Reading Borough Council (the "**Borough Council**");
- (b) [1] individual appointed in writing by the Borough Council who shall also be a Borough Council member elected for the electoral ward in which the recreation ground belonging to the Charity is from time to time situated;
- (b) [1] individual appointed in writing by Mapledurham Parish Council;
- (c) [1] individual appointed in writing by the Caversham Treants Football Club;
- (d) [1] Individual appointed in writing by the Mapledurham Lawn Tennis Club;
- (e) [1] individual appointed in writing by the Major Users in accordance with paragraph 5(3) of this Scheme;
- (f) [1] individual appointed in writing by the Warren and District Residents Association; and
- (g) [1] individual appointed in writing by The Heights Primary School (an exempt charity and registered company number 08334593);

(3) The Trustee shall from time to time confirm such organisations, clubs and other groups (whether formally constituted or not) which it regards as major users (the "**Major Users**") of the facilities and amenities at the recreation ground referred to in paragraph 6 of this Scheme. The Chair of the management committee shall invite Major Users to appoint the [1] individual referred to in paragraph 5(2)(e) of this Scheme in accordance with rules set out in the Terms of Reference.

#### Term of office

(4) Subject to the provisions of paragraph 5(5) of this Scheme, each Member shall hold office for a term of three years from the date of his or her appointment and shall be eligible for re-appointment following the end of their period of office.

#### Termination of office

- (5) A Member's term of office automatically terminates if he or she:
- (a) is absent from [two] consecutive meetings of the Committee without the consent of the other Members of the Committee and those Members resolve that his or her office is vacated;
  - (b) resigns by written notice to the Trustee and the Committee;
  - (c) is convicted of an offence and the Trustee shall resolve that it is undesirable in the interests of the Charity that he or she remains a Member of the Committee;
  - (d) conducts him or herself in a way which in the reasonable opinion of the Trustee will or may damage the reputation or other assets of the Charity and the Trustees resolves that it is undesirable in the interests of the Charity that he or she remains a Member of the Committee; or
  - (e) being an individual appointed pursuant to paragraph 5(2)(b) of this Scheme, ceases to hold office as a Borough Council member elected for the electoral ward in which the recreation ground belonging to the Charity is from time to time situated.
- (6) All acts and proceedings of the Committee shall be reported to the Trustee in the manner specified in the Terms of Reference.

#### Proceedings of the Committee

- (7) The Committee must hold at least [2] meetings in each year.
- (8) The quorum necessary at a meeting of the Committee may be determined from time to time by the Trustee and specified in the Terms of Reference but unless and until so determined shall be the greater of [3] and one-half of the total number of Members.
- (9) The Members shall appoint one of their number to act as chair of the Committee (the "**Chair**") for a term of 1 year. A retiring Chair shall be eligible for reappointment as Chair.
- (10) A meeting of the Committee may be held either in person or by suitable electronic means agreed by the Members in which all Members participating in the meeting may communicate with all the other participants.
- (11) The Chair or (if the Chair is unable or unwilling to act) some other Member chosen by the Members present at the meeting will preside as Chair at each meeting.
- (12) Every decision of the Committee shall be by a simple majority of the votes cast at a meeting.

- (13) Every Member has one vote on each issue except for the Chair of the meeting who, in the event of an equality of votes, has a second or casting vote (unless the Chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes because of any Conflict of Interest).

#### Conflicts of interest

- (14) Each Member must avoid any situation or matter (including a transaction or arrangement with the Charity) in which he or she has, or can have, a Conflict of Interest. For the purposes of this Scheme, a "**Conflict of Interest**" means any interest of a Member (or any person connected to a Member) that conflicts, or may conflict, with the interests of the Charity and includes a conflict of interest and duty and a conflict of duties.
- (15) Each Member must declare the nature and extent of any interest at the beginning of any meeting at which the authorisation is to be discussed (or, at the latest, before such discussion begins).
- (16) The Committee may authorise a transaction or arrangement or situation or matter in which a Member (or any person connected to that Member) has, or may have, a Conflict of Interest provided that the relevant Member must:
- (a) withdraw from that part of the meeting at which the authorisation is to be discussed unless expressly invited to remain in order to provide information;
  - (b) not be counted in the quorum for that part of the meeting during which the authorisation is discussed; and
  - (c) withdraw during the vote and have no vote on the authorisation for that part of the meeting.
- (17) In giving the authorisation referred to in paragraph 5(16) of this Scheme, the Members will decide:
- (a) whether or not the relevant Member should withdraw from that part of any meeting at which the relevant transaction or arrangement or situation or matter is to be discussed unless expressly invited to remain in order to provide information;
  - (b) whether or not the relevant Member should be counted in the quorum for that part of any meeting during which the relevant transaction or arrangement or situation or matter is discussed; and
  - (c) whether or not the relevant Member should withdraw during the vote and have no vote on the relevant transaction or arrangement or situation or matter at the relevant part of any meeting; and
- the relevant Member shall comply with the decisions of the Committee.
- (18) The Committee may also exclude the relevant Member from the receipt of information in relation to the relevant transaction, arrangement, situation or matter.

- (19) The Trustee may from time to time determine in writing the manner in which any Conflict of Interest should be addressed and any such determination shall be binding on the Committee.



## Appendix 2

### Proposed: MAPLEDURHAM PLAYING FIELDS MANAGEMENT COMMITTEE TERMS OF REFERENCE

#### 1. Duties and Powers of the Management Committee

- a) The Committee will exercise a general supervision over the activities at the playing fields.
- b) The Committee shall conform to the regulations and practices of Reading Borough Council with regard to finance and the conditions of service of employees.
- c) Subject to the objects of the charity and to the Reading Borough Council's statutory and financial requirements, the Management Committee shall determine the charges to be applied to the hire of the Pavilion.
- d) The Committee shall review on a regular basis the terms and conditions for lettings and monitor the bookings received and the use of the Pavilion.

#### 2. Membership of the Management Committee

2.1 The Committee shall be made up of a minimum of [7] and a maximum of [9] individuals (each a "**Member**") who shall be appointed as follows:

- (a) up to [2] individuals appointed in writing by Reading Borough Council (the "**Borough Council**");
- (b) [1] individual appointed in writing by the Borough Council who shall also be a Borough Council member elected for the electoral ward in which the recreation ground belonging to the Charity is from time to time situated;
- (b) [1] individual appointed in writing by Mapledurham Parish Council;
- (c) [1] individual appointed in writing by the Caversham Trents Football Club;
- (d) [1] Individual appointed in writing by the Mapledurham Lawn Tennis Club;
- (e) [1] individual appointed in writing by the Major Users in accordance with paragraph 5(3) of the Charity Scheme;
- (f) [1] individual appointed in writing by the Warren and District Residents Association;  
and
- (g) [1] individual appointed in writing by The Heights Primary School (an exempt charity and registered company number 08334593);

2.2 The Trustee shall from time to time confirm such organisations, clubs and other groups (whether formally constituted or not) which it regards as major users (the "**Major Users**") of the facilities and amenities at the recreation ground referred to in paragraph 6 of the Charity Scheme. The Chair of the management committee shall invite Major Users to appoint the [1] individual referred to in paragraph

5(2)(e) of the Charity Scheme in accordance with rules set out in the Terms of Reference.

#### Term of office

2.3 Subject to the provisions of paragraph 5(5) of the Charity Scheme, each Member shall hold office for a term of three years from the date of his or her appointment and shall be eligible for re-appointment following the end of their period of office.

#### Termination of office

2.4 A Member's term of office automatically terminates if he or she:

- (a) is absent from [two] consecutive meetings of the Committee without the consent of the other Members of the Committee and those Members resolve that his or her office is vacated;
- (b) resigns by written notice to the Trustee and the Committee;
- (c) is convicted of an offence and the Trustee shall resolve that it is undesirable in the interests of the Charity that he or she remains a Member of the Committee;
- (d) conducts him or herself in a way which in the reasonable opinion of the Trustee will or may damage the reputation or other assets of the Charity and the Trustees resolves that it is undesirable in the interests of the Charity that he or she remains a Member of the Committee; or
- (e) being an individual appointed pursuant to paragraph 5(2)(b) of the Charity Scheme, ceases to hold office as the Borough Council member elected for the electoral ward in which the recreation ground belonging to the Charity is from time to time situated.

2.5 All acts and proceedings of the Committee shall be reported to the Trustee in the manner specified in the Terms of Reference.

### 3. Meetings of the Management Committee

3.1 The Committee must hold at least [2] meetings in each year.

3.2 The quorum necessary at a meeting of the Committee may be determined from time to time by the Trustee and specified in the Terms of Reference but unless and until so determined shall be the greater of [3] and one-half of the total number of Members.

3.3 The Members shall appoint one of their number to act as chair of the Committee (the "Chair") for a term of 1 year. A retiring Chair shall be eligible for reappointment as Chair.

- 3.4 A meeting of the Committee may be held either in person or by suitable electronic means agreed by the Members in which all Members participating in the meeting may communicate with all the other participants.
- 3.5 The Chair or (if the Chair is unable or unwilling to act) some other Member chosen by the Members present at the meeting will preside as chair at each meeting.
- 3.6 Every decision of the Committee shall be by a simple majority of the votes cast at a meeting.
- 3.7 Every Member has one vote on each issue except for the chair of the meeting who, in the event of an equality of votes, has a second or casting vote (unless the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes because of any Conflict of Interest).

#### Conflicts of interest

- 3.8 Each Member must avoid any situation or matter (including a transaction or arrangement with the Charity) in which he or she has, or can have, a Conflict of Interest. For the purposes of this Scheme, a "**Conflict of Interest**" means any interest of a Member (or any person connected to a Member) that conflicts, or may conflict, with the interests of the Charity and includes a conflict of interest and duty and a conflict of duties.
- 3.9 Each Member must declare the nature and extent of any interest at the beginning of any meeting at which the authorisation is to be discussed (or, at the latest, before such discussion begins).
- 3.10 The Committee may authorise a transaction or arrangement or situation or matter in which a Member (or any person connected to that Member) has, or may have, a Conflict of Interest provided that the relevant Member must:
  - (a) withdraw from that part of the meeting at which the authorisation is to be discussed unless expressly invited to remain in order to provide information;
  - (b) not be counted in the quorum for that part of the meeting during which the authorisation is discussed; and
  - (c) withdraw during the vote and have no vote on the authorisation for that part of the meeting.
- 3.11 In giving the authorisation referred to in paragraph 5(16) of the Charity Scheme, the Members will decide:
  - (a) whether or not the relevant Member should withdraw from that part of any meeting at which the relevant transaction or arrangement or situation or matter is to be discussed unless expressly invited to remain in order to provide information;
  - (b) whether or not the relevant Member should be counted in the quorum for that part of any meeting during which the relevant transaction or arrangement or situation or matter is discussed; and

- (c) whether or not the relevant Member should withdraw during the vote and have no vote on the relevant transaction or arrangement or situation or matter at the relevant part of any meeting; and

the relevant Member shall comply with the decisions of the Committee.

- 3.12 The Committee may also exclude the relevant Member from the receipt of information in relation to the relevant transaction, arrangement, situation or matter.
- 3.13 The Trustee may from time to time determine in writing the manner in which any Conflict of Interest should be addressed and any such determination shall be binding on the Committee.

#### 4. Consultation with Users

The Management Committee shall ensure that adequate consultation is carried out with the major users of the playing fields by liaison with the Users' Organisations, a meeting with whom shall be organised at least once a year. The major users identified will be reported to the Trustee for confirmation.

#### 5. Reports to Reading Borough Council

The proceedings of each meeting of the Management Committee shall be reported to the Mapledurham Playing Fields Trustee Sub Committee of Reading Borough Council (meeting as Trustees).