

At the Extraordinary Council Meeting of **COLEHILL PARISH COUNCIL** held at COLEHILL VILLAGE HALL on **22nd March 2023**, at **7.15pm**.

PRESENT

Cllr Leslie Gibson, (Vice-Chair - Chair for the meeting)
Cllrs Clare Davison, Ann Edwards, Michael Gibbs, Mark Keniston, KD Johnson, Ken Murgatroyd, Andy Todd and Emma Urquhart

APOLOGIES

Cllrs Nigel Bridle (Chair) - (Non-business) It was RESOLVED to accept the reasons for the apologies.

IN ATTENDANCE

Mrs Z Caddy – Clerk.

336.23 DECLARATIONS OF INTEREST

Cllr Todd declared a non-pecuniary interest in agenda item 6 as current Reef trustee.

337.23 PUBLIC PARTICIPATION

No members of the public attended.

338.23 MINUTES

The Minutes of the Council Meeting held on 14th March 2023 were submitted.

RESOLVED that the Minutes be approved and signed.

339.23 MATTERS ARISING ON THE MINUTES

There were no matters arising.

340.23 WIMBORNE YOUTH & COMMUNITY CENTRE ‘THE REEF’

1. Business of the meeting

Cllr Andy Todd declared a non-pecuniary interest as a current trustee and did not enter the debate or vote

Following the current Reef trustees approaching the Council to ask them to consider taking over the Colehill & Wimborne Youth & Community Centre Charity and building, the Chair reported that the business of the meeting was to consider, and if thought fit, approve:

- (a) the proposed acquisition of Colehill and Wimborne Youth and Community Centre, a charitable company limited by guarantee with charity registered number 1120361 and registered company number 05928187 (the “Charity”) by way of the Council applying to become the sole member of the Charity and guaranteeing to contribute a sum not exceeding £10 as may be demanded of it

towards the Charity's debts and liabilities upon its winding up (the "Acquisition"); and

- (b) the Council's entry into heads of terms between the Council and the current members of the Charity setting out the terms of the Acquisition (the "Heads of Terms").

2. Consideration

- 2.1 The Councillor's carefully considered the Acquisition and the applicable legislation, including the Local Authorities Companies Order 1995 and applicable charities and Companies legislation, in relation to the Acquisition and the Charity.
- 2.2 The Heads of Terms were carefully considered, it was noted in particular that:
 - (a) that the current members are to resign as members of the Charity upon appointment of the Council as a member of the Charity;
 - (b) there would be nil consideration paid to the current members of the Charity upon their resignation;
 - (c) that upon the appointment of the Council as a member of the Charity, the Council shall appoint five currently serving Councillors to become directors of the Charity and the current directors of the Charity shall resign;
 - (d) that upon acquisition of the Charity by the Council, the Charity directors shall approve and adopt revised articles of association (the "Articles");
 - (e) that it is a binding obligation on both parties to keep the terms of the Acquisition confidential.
- 2.3 The Councillors considered that upon completion of the Acquisition, five currently serving Parish Councillors are to be appointed as directors of the Charity. The Councillors considered how there may be instances in which these directors would have a conflict of interest as a result of their appointment as a Parish Councillor. The Councillors considered appointing two independent directors to act on matters upon which the council directors would be conflicted in this manner would address this.
- 2.4 The Councillors also carefully considered the due diligence exercise that had been carried out on the business, assets (including, in particular, the lease of the Reef Youth & Community Centre, Colehill Lane, Wimborne BH21 7AB) and liabilities of the Charity and any information which the Council had come to be aware of due to it.

3. Resolutions

3.1 After careful consideration of the Acquisition, IT WAS RESOLVED to:

- (a) proceed with the Acquisition; (power to accept the Charity and property falls under the Local Government Act 1972 s139 – ‘power to accept, hold and administer gifts of property for the benefit of the inhabitants of their area gifts made for that purpose; and may execute any work incidental to or consequential on the exercise of the powers conferred by this section’)
- (b) enter into the Heads of Terms;
- (c) to appoint up to five currently serving Parish Councillors to act as directors of the Charity upon completion of the Acquisition in line with the Articles; These directors will be Cllrs Ken Murgatroyd, Emma Urquhart, Andy Todd, Mark Keniston and Leslie Gibson.
- (d) upon completion of the Acquisition, to provide if requested, administrative support for the Charity as requested by the Charity’s directors, to be charged at the going rate to the Charity as agreed with the Charity’s directors; Power to charge falls under the Local Government Act 2003 s39 – ‘power to charge on a cost recovery basis if the Council has discretion to provide a service’.

341.23

STAFF MATTERS

The Council considered the question of taking on a full-time deputy Clerk to help with the administration of the Council and the Reef. The Role evaluation was considered in terms of salary point against the NALC/SLCC guidelines as well as the possible day-to-day responsibilities of the role. The Council considered a recruitment timeline and the need for the recruitment to be delegated to the Clerk and a ‘recruitment panel’ to conduct the end to end process. The most suitable candidate and recommendation from the recruitment panel will be brought before Council on 23rd May 2023 for Council ratification.

It was RESOLVED that:

- (a) upon completion of the Acquisition, to make available funding from general reserves and recruit a full-time Deputy Clerk at LC1 salary point 13 – 17 and Local Government Pension Scheme; and
- (b) to appoint up to three Councillors and the Clerk to a recruitment panel to manage and conduct recruitment as detailed above. The Councillors will be Cllrs Leslie Gibson, Emma Urquhart and Cllr Davison who will be asked if she would like to be involved.

Power to appoint staff falls under the Local Government Act 12972 s112 Appointment of staff – ‘power to appoint officers as they think necessary for the proper discharge by the authority’

It was further RESOLVED to agree to a further £4,000 of funding from general reserves towards legal fees likely to be charged for the legal investigative and preparatory work. Spending for this work must fall as expressly stated in the Local Government Act 12972 s.139(2) under the Local Government Act 1972 s.137 – ‘power to incur expenditure for certain purposes not otherwise authorised’

The Meeting ended at 9:13 pm.

CHAIR