



## STRENGTHENING THE GOVERNANCE OF CASTLE BROMWICH HALL & GARDENS

### 1. Introduction

- 1.1 In May 2023, I was asked by the Castle Bromwich Hall & Gardens Trust Board to undertake a review of the governing documents of Castle Bromwich Hall & Gardens Trust. My commission to undertake this assignment is from the Association of Independent Museums (AIM) of which the Trust is a member. My past experience for undertaking this assignment is provided at Annex 3.
- 1.2 In starting this review, I provided all Trust Board members with the opportunity to communicate their views to me on the state of the governing documents. I am grateful for the inputs received.
- 1.3 The presenting reason for this review was to consider how changes might be made in the governing documents that would enhance the ability of the Trust to raise income and limit or reduce the need to establish subsidiary non-charitable structures and to register for VAT.
- 1.4 In the course of the review, it has become apparent to me that there are significant underlying issues with the Trust's governing documents and governance arrangements. These militate against effective governance of the Trust including its abilities to raise funds. Attention needs to be given to resolving these matters with some urgency in order that the Trust has governing documents and arrangements without delay that are fit for purpose.
- 1.5 In the version of this report dated 23<sup>rd</sup> June 2023 I undertook to consider feedback on the report. The feedback that I have received has been clearly positive, recognising that the current governance arrangements of the Trust do need to be changed along the lines of the report, and that such changes are probably overdue, and should be taken forward on a timely basis. This version of the report (2<sup>nd</sup> August 2023) includes some limited additions to the text of the earlier version in response to specific feedback.

- 1.6 This report presents my review and recommendations to the Board of Castle Bromwich Hall & Gardens Trust, the Trust membership and the nominating bodies for their consideration and decision. At Annex 1, I provide a full list of the nominating bodies as set out in the Memorandum & Articles of the Trust.
- 1.7 This report proposes significant changes in the governance arrangements of the Trust. Establishing effective governance is not a magic bullet that resolves all the challenges facing a charity. At the same time, ensuring that the Trust secures governance that is fit for purpose in the future is an essential foundation to success and a powerful protection against dysfunctional working that has dragged other charities into administration.

## **2. Legal status**

- 2.1 The current legal status of the Bromwich Hall & Gardens Trust is that of a charitable company. That means that the Trustees of the Trust (all members of the Board) are also Directors of the Trust, enjoying the protection of limited liability under company law. The prime and most active regulator of the charity is the Charity Commission. Trustees are expected to follow the instructions, regulations and guidance issued by the Charity Commission.
- 2.2 Charitable Incorporated Organisation (CIO) status was established under the 2006 and 2011 Charities Act. Since this legal status became available in the mid-2010s, a significant number of charitable companies, including in the museum and heritage sector, have become CIOs.
- 2.3 CIO status requires the charity to report to just one regulator, the Charity Commission, rather than two regulators (Charity Commission and Companies House) in the case of the charitable companies. There are very marginal differences in some specific aspects of decision making between CIOs and charitable companies.
- 2.4 I am not convinced that there would be a significant benefit to the Trust in moving from charitable company to CIO status. The Trust would probably incur significant legal fees in the process. There would be a minor benefit in not having to report to Companies House, but the reality is that the Charity Commission is the dominant regulator of incorporated registered charities, including the Trust, whether charitable companies or CIOs.
- 2.5 It is my view that the Trust as a charitable company can reasonably oversee the risks and opportunities of running the gardens. Given this conclusion, I now turn my attention to the detail of the existing governing (charitable company) documents.

### **3. Charitable Objects**

- 3.1 Charitable Objects are a broad high level statement of what the charity is legally permitted to undertake. The Objects are not a statement of the organisation's mission, vision or values, nor are they really a statement of objectives as you would expect to find in a strategic or business plan. A charity is not obliged to undertake activities in all areas of the Objects at any one time – rather it has the legal permission to undertake those activities as charitable activities, should it choose to do so.
- 3.2 It is a well recognised healthy process for bodies such as the Trust to review whether their existing charitable Objects should be updated to reflect their current and future plans and what the charity's beneficiaries want. Such a review has not been undertaken of the Trust's Objects in the recent past.
- 3.3 In my view, there are three good reasons for the Trust to consider enlarging its existing charitable Objects – to extend the range of its primary purpose activities, to improve its attractiveness for raising funds, and to make a positive statement of what it is for.
- 3.4 There is a strong financial argument for considering widening the charitable Objects. The activities of the Trust that can be deemed charitable are restricted to what is set out in its charitable Object. These are deemed the primary purpose activities of the Trust and enjoy the financial benefits of charitable status. Even if there is other activity that the Trust might undertake that could be deemed wholly charitable but was outside its Objects, the Trust as a charity would not be able to undertake such work itself. Such activity would have to be undertaken on a non-charitable basis, probably through a subsidiary trading company. Undertaking a volume of work on a non-charitable basis brings extra workload of setting up and managing a trading subsidiary, and above a certain non-charitable income level being required to register for and charge VAT on a wide range of services.
- 3.5 There is an important fundraising argument for widening the Objects to fully reflect what the Trust is doing and plans to do. Funders, particularly charitable Trusts and Foundations, study the Objects of charities they might support. The Objects of all registered charities are public documents that can be accessed on the Charity Commission website. Many charities with whom the Trust is competing for funding have changed their Objects to underline the breadth and depth of the work they undertake, knowing that this increases their appeal to funders. The Hall and Gardens Trust has lagged behind.
- 3.6 The establishment of the Trust in 1980s was strongly motivated by the wish to protect the land from development and to preserve the Gardens. The current Objects make specific reference to the land, and by comparison with similar organisations are rather limited in what the Trust is 'for' as distinct from what it is 'against'. The Trust and its partners have been successful in preventing development, so the preventative element has worked. It is now timely to

consider whether more positive additional high level text should be added to the existing Object to better reflect what the Trust is doing or plans to do.

3.7 Consistent with the Trust's ethos and founding orientation, there are several areas where there could be additions to the Trust's charitable Objects:

- Education/learning– both more widely of the public and more specifically of children and young people through educational institutions
- Engaging local communities
- Health and wellbeing
- Biodiversity/ecological and environmental sustainability
- Leisure, culture and the arts

Some examples of such additional text in the charitable Objects of other charities are highlighted in Annex 2.

3.8 Any change in the charitable Objects requires the agreement of the Charity Commission as well as of the charity's membership. There is no guarantee that the Charity Commission will agree, but the Trust could point out to the Commission that:

- (a) No revision of the Objects has been carried out since the 1980s, and that it is reasonable to update these now;
- (b) The proposed change in the Objects cover wholly charitable activities;
- (c) The proposed change is essentially incremental based on the Trust's learning and insights from visitors and partners. The text of the existing Objects would remain in place as part of the Objects.

3.9 As a matter of good practice, the Commission should be approached prior to formal adoption of new Objects to indicate that the Trust is minded to make such changes and to seek the Commission's feedback and agreement. The Commission will therefore need to be given the text of the proposed additions.

3.10 In summary, while the process of changing the charitable Objects will take some months, the benefits it will deliver to the Trust in extending the range of primary purpose activities, limiting requirements to put non charitable structures and arrangements in place, and increasing the appeal for funders are definitely worth the effort.

#### **4. Nominating bodies**

4.1 Under its current governing documents, 8 members of the Board are nominated by 6 nominating organisations out of a maximum of 25 potential Board members. The other members are elected from individual members or by co-option. Relative to the size of the Garden's turnover, this is an extremely large Board.

4.2 Over the last 20 years, I have witnessed a significant shift away from nominating bodies, particularly local authorities, exercising nominating rights. There are several reasons for this:

- Where local authorities or other funders have had such rights, they have found it far more effective to use contracts, service level agreements or grant agreements to secure their interests and intentions in any funds given rather than through the presence of a nominee on the Board of the charity. Equally where major policy issues are concerned, these can usually be better secured through written agreements or protocols that outline understandings, set clear objectives and build in effective review mechanisms.
- The richness and diversity of local charities and community groups means that it is not realistic for local authorities to have nominees on all local charity Boards. Moreover, having nominees on some charity Boards raises concern about favouritism and lack of objectivity, particularly where resources or partnership initiatives might be involved. The safest course for local authorities has increasingly been to dispense with nominated places on the Boards of what are, after all, independent organisations.
- Local authorities in particular have been concerned about the risk of liability that any nominee of theirs, whether Officer or Elected Member, might incur as a Board member, notably should the charity go into administration, be subject to investigation by the Charity Commission or another regulator, or where the charity might be sued for reckless actions (where Trustees will not be protected by limited liability). Local authorities have been concerned about what responsibility they have to protect their nominees from liability in these instances.
- Many nominating bodies have been unable or unwilling to exercise nominating rights through a lack of suitably skilled individuals to take such places. This is already the case for some nominating bodies to the Trust. Equally, there has been an increasing awareness that such nominees can face substantial conflicts of interest that disqualify them from being able to exercise the Trustees' role.
- There has been increasing recognition that the independence of charities from any statutory bodies requires Board members to come substantially from the individual membership, whether elected or co-opted, and to be able to exercise independent judgement separate from any third party.
- Through its direction, guidance, and increased powers of investigation, the Charity Commission has worked to raise governance standards. This has underlined that any nominees to the Board cannot be representatives of their nominating organisations. The first loyalty of all charity Trustees/Directors is to the charity. Were any Trustees to maintain that they are representatives of their nominating organisation to the Trust, they would need to withdraw from all Trust meetings business forthwith and stand down immediately from the Board on grounds of substantial conflict of loyalty. There can be no exceptions to this.

4.3 Castle Bromwich Hall and Gardens Trust is an independent charity but its current Board structure is more akin to that of a hybrid partnership organisation. It is understandable that the founding bodies were written into the governing documents with nomination rights to the Board then being established. It is regrettable that such nomination rights were not then withdrawn on a timely basis with an individual membership of the Trust being built up alongside. This weakness has left a structure where the primary relationship of most Board members appears to be to their nominating bodies rather than the charity itself.

4.4 Good governance these days, particularly as exemplified by the Charity Commission supported Charity Governance Code, requires charity Boards that are single minded in their focus on pursuing the charity's Objects and plans. My conclusion is that the nominated places on the Trust Board should be phased out by the 2024 AGM and replaced by a standard Board composition:

- 3 to 15 members of the Board elected for 3 year terms;
- The power to co-opt a minority of the Board – co-optees would be selected on the basis of their knowledge, skills and experiences, filling areas where the Board has skill gaps or weaknesses – this would be particularly helpful in any areas to help with income generation;
- One third of the Board to resign each year, usually those who have served the longest time since their last election.

In the transition period to the new arrangements, I would advise the Board to establish a Nominations Group to seek suitable Board members ensuring a strong cross section of knowledge, skills and abilities combined with local connection.

4.5 In line with Lord Hodgson's recommendations in his 2012 review for the Government of the 2006 Charities Act, I would ask the Board to give consideration to instituting term limits for Trustees. These would require any Board member to stand down for at least a year, having served a number of consecutive terms on the Board. To balance continuity and renewal of the Board, I would suggest term limits be set at 3 consecutive terms of 3 years (i.e. 9 years).

4.6 The removal of nomination rights is not a reflection on nominees who have given long service to the Trust. They would be free as individuals to put themselves forward for election or co-option to the Board, and to continue to contribute in this way, should they wish.

4.7 Equally, it is important to point out that nominating bodies retain their membership rights and ability to vote for members of the Board of Trustees. They would just not have the nominating rights for the Trust Board that they have at present.

## 5. Powers of veto

5.1 The existing purposes of the Trust are well protected in charity law and practice:

- Changes to the charitable Objects require the agreement of the Charity Commission;
- The assets of charities, notably land, are subject to asset locks and sale of land would require the agreement of the Charity Commission;
- The affairs of the Trust are subject to the guidance of the Charity Commission on conflicts of interest and loyalty;
- Charity law lays down minimum 75% majorities of the membership present at a quorate General Meeting for the adoption of special resolutions; special resolutions will be necessary for any changes to the Memorandum & Articles;
- The Charity Commission has substantial legal powers of intervention in the event of any malpractice, and established systems for whistleblowing, together with firm guidance to all registered charities in the event of serious incidents. In an increasing number of cases over the last 5 years, the Commission has intervened, including removing Trustees where it has deemed this necessary.

5.2 These elements provide substantial protections against the threat of development of the land in ways that are inconsistent with the terms of the 1984 agreements. It is therefore necessary to ask why there should be further blocks in the governing documents, notably the power of veto of certain members on decisions taken by the Board.

5.3 The power of veto provided to certain members in the governing documents of the Trust is highly unusual in charity governing documents. It is extremely doubtful that were such a veto power to be presented to the Charity Commission today as part of a new application for charitable status that it would be agreed. There are at least three reasons why this is likely to be the case:

- The protections already provided under charity law and by the role of the Commission make such veto powers unnecessary. In addition, there are more effective ways in which the objectives of the founding members can be secured (see 5.5 below);
- The provisions on veto power create two classes of Trustee – one with veto power and one without. This undermines the effective practice of collective decision making by all Trustees, which is a fundamental part of charity governance;
- The veto arrangements with the powers they give to statutory bodies significantly weaken the independence of the Trust and its separation from those statutory bodies.

5.4 It is also worth pointing out that these veto arrangements are deeply unattractive to individuals joining the Board through election or co-option who

will be excluded from final decision making on matters where nominated Board members so choose.

- 5.5 It is my view that the provision of veto power should be removed from the governing documents. There are other ways in which the interests of the statutory bodies and other major interests could be secured with regard to the business of the Trust. In place of the veto power, I would propose:
- A long-term written agreement between the Trust and all interested statutory and non-statutory bodies affirming the protection of the land;
  - The creation of a stakeholder council, comprising representatives of all interested statutory and non-statutory bodies to meet with representatives of the Trust Board and the General Manager on at least an annual basis to oversee the agreement and to receive updates on the work and progress of the Gardens.
- 5.6 Such provisions would not be referenced in the governing documents, allowing them to be adjusted by mutual consent, should this prove necessary.

## **6. Chair of the Board**

- 6.1 As indicated in 5.3 above, under charity law collective decision making by Trustees is central to the way a charity Board works. While it is highly desirable that the Trust has an established Chair, this is not a requirement for the Trust Board to be able to conduct business. A Chair of a registered charity is genuinely 'first amongst equals', and under the Trust's Articles has a single extra right to those held by fellow Trustees – the ability to use a casting vote in the unlikely event of a tied vote.
- 6.2 In the absence of an established Chair, charity governing documents allow a temporary Chair to step in. This is the current position for the Trust. The Trust is currently advertising for a new Chair of the Board with a clear specification of the role. It is to be hoped that this advertisement attracts suitable applicants.
- 6.3 In my view, this recruitment exercise would be greatly aided by the Trust agreeing to make the substantial changes recommended in this report, particularly the removal of nomination rights and veto powers and their replacement by contemporary arrangements for consultation and engagement with external stakeholders. These changes will give confidence to applicants that as Chair they would be leading a normally structured charity Board singly focused on the Trust's objectives.

## **7. Audit and inspection of accounts**

- 7.1 The Articles bind the Trust to follow the accounting requirements of the 2006 Charities Act and successor legislation. Under these terms, charities with a



gross income of more than £25,000 and less than £1million can choose to have their accounts independently examined rather than audited. This is what the Trust has chosen to do.

- 7.2 It has been suggested that the Trust's accounts should instead be audited. In my view, this would be both an unnecessary and expensive course of action to take. If the Board as a whole has specific concerns about particular aspects of the accounts, it is always open to it to take extra financial advice. This does not require a change in the Articles.
- 7.3 The gross income of the Trust is considerably below £1million and there is no realistic prospect that it might exceed £1million in the foreseeable future. It is very difficult to see how requiring an audit rather than inspection of the Trust's accounts would represent value for money, not least given the many other purposes that the Trust needs to devote its limited resources to.

## **8. Other suggested changes in the governing and associated documents**

- 8.1 **Powers:** The Memorandum & Articles of the Trust include powers that set out the permitted activities of the Board to deliver the Objects. These existing powers do not explicitly include the power to merge. While there is a catch all power "generally to do any things necessary for the attainment of the Trust's Objects", I would advise adopting an explicit power to merge on the following lines:

"To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity."

- 8.2 In the event that the Trust should wish to merge with another organisation at some future date (unknown), having adopted this amendment would mean that the Trust could pursue such an option without any question that it had to secure the agreement of the Charity Commission. Merger would still require a 75% majority of the membership at a quorate General Meeting adopting a special resolution notified to all members at least 21 clear days in advance.

- 8.3 **Virtual meetings:** The current governing documents do not allow the Board to conduct its meetings virtually, should it choose or need to. The experience of the pandemic has underlined how important the ability to meet virtually is. For a brief time during the pandemic, the Charity Commission allowed charity Boards to meet virtually even if there was no provision in their governing documents to allow this. This period of grace has now ended and charities need to adopt appropriate wording in their governing documents. Standard wording most commonly used is:

"A meeting may be held by suitable electronic means agreed by the trustees/directors in which each participant may communicate with all the other participants."

- 8.4 **Company Secretary:** It is no longer a legal requirement that companies have a Company Secretary. Notwithstanding this change, the tasks of the Company Secretary still require to be done. One of the most important tasks is the registration of names of Trustees/Directors with the Charity Commission and Companies House. The Trust does not have a Company Secretary at present and the tasks involved have effectively fallen to the General Manager.
- 8.5 **Membership:** It is well known and observed that many individual supporters of charities in the heritage field do not wish to participate in the governance of those charities. Their intention is rather to support the charity financially or by volunteering and/or to use specific services that the charity offers. It is burdensome on those charities to provide supporters with formal paperwork for governance business that those supporters have no intention of participating in. Having supporters as members who do not wish to participate in the governance can also be problematic when the charity needs quorate General Meetings to conduct its business.
- 8.6 The practice that is increasingly followed by heritage charities is to avoid any automatic assumption that supporters will become members for the purpose of the charity. Those who wish to become members for the purposes of governance are required to positively opt in, having read a clear statement that governance members are expected to be active in the business of the Trust and wherever possible to attend the charity's General Meetings. Instituting this arrangement does not require any amendment to the governing documents.
- 8.7 **Bye-laws:** In 2010, the Trust adopted a set of bye-laws. These bye-laws are a subsidiary document and not part of the Memorandum & Articles. My assessment of the bye-laws is that they are in part an anomalous document containing provisions (e.g. quorum, classes of membership) which are matters for the governing documents of the Trust, not any subsidiary documents. They also contain matters that should be the subject of separate policies and Codes.
- 8.8 Due to the changes proposed in this report, and current accepted good practice in charity governance, it is my view that these bye-laws should be replaced by:
- Full terms of reference for any Sub Committees of the Board, including any delegated powers from the Board
  - A specific policy for financial management and control covering management of income, control of expenditure, banking arrangements and authorisation levels for expenditure
  - A separate volunteering policy covering recruitment and selection, training and support, and grievance and disciplinary matters
  - A Code of Conduct for Trustees – NCVO has a model Code of Conduct for Trustees which could be easily tweaked for the purposes of the Trust

**8.9 Updating the Charity Commission and Companies House:** It is essential that there should be consistent recording by the Trust with the Charity Commission and Companies House of all appointments and resignations of Trustees/Directors. This registration role can only be carried out by one person, in practice the General Manager. In any case, access to the Trust's entry on the Charity Commission website is already limited to one person, the General Manager. To act in any other way would be chaotic and to invite the adverse interest of the regulators. No other persons should be filing or seeking to file any documents on Companies House or Charity Commission website. Steps should be taken to ensure that all Companies House entries go through the General Manager.

## **9. Process for considering this report**

- 9.1 I am aware that the recommendations in this report involve significant changes in governance arrangements. As such, nominating bodies have been specifically invited to share their views on the 23<sup>rd</sup> June version of this report. I have taken those views into account in this current version of the report. As this consultation has now been completed, my current consultancy is concluded.
- 9.2 Now that the process of consultation is complete, it is essential for the Board or a sub group acting on its behalf to consider the precise wording of changes to the governing document. In some areas, I have provided draft text which can be agreed or amended. In other areas, notably expending the existing charitable Objects, I have indicated lines on which they could be amended. Precise wording will need to be drafted, the Charity Commission consulted, and special resolutions drawn up. My advice to the Trust is to complete that drafting and consultation process by the end of 2023.
- 9.3 If the Trust accepts the recommendations of this report (or at least some recommendations), my advice is that the Trust Board then calls an Extraordinary General Meeting (EGM) of the members by Easter 2024 to consider and vote on the special resolutions. This will mean that the EGM's decisions can be operative from the 2024 AGM onwards.
- 9.4 It will be essential throughout this process to maintain momentum and to make sure the changes are agreed and then implemented on a timely basis. The process set out in this section should provide sufficient time for a Nominations Group to search for, interview and identify suitable individuals to join the Board from the 2024 AGM onwards.

## **10. Summary recommendations**

This report sets out recommendations which I would advise should be treated as a package. Those recommendations are:

- 10.1 In the governing documents, to consider and agree an extended charitable Object, which will be presented to the Charity Commission for their agreement.
- 10.2 To remove the nomination rights of external bodies as presently set out in the governing documents.
- 10.3 To remove the veto power of external bodies as presently set out in the governing documents; and its place to have a written long-term agreement between the Trust and statutory bodies to be overseen by a stakeholder council.
- 10.4 To amend the governing documents to establish a Board of between 3 and 15 members who will be elected by the membership in thirds on the basis of the knowledge, skills and experience they can make to the governance of the Trust and the benefit that the charity delivers to the public.
- 10.5 To retain the Board's power to co-opt a minority of Board members, who can supplement the skills of the Board in such areas as income generation.
- 10.6 In the governing documents, to add the power to merge to the powers of the Trust.
- 10.7 In the governing documents, to include the power of the Board to meet virtually as and when required.
- 10.8 To consider whether to introduce term limits for continuous service of Trustees in the governing documents as referenced in para 4.5.
- 10.9 To institute the arrangements for individual governance membership as set out in paras 6.5 and 6.6
- 10.10 To replace the existing bye-laws of the Trust as set out in para 6.8.
- 10.11 To ensure that all filings of appointments and resignations of Trustees/ Directors are undertaken by the General Manager acting on the authorisation of the Board.

## **11. Acknowledgements**

- 11.1 I would like to thank the following people for their time and thought in talking with me in depth as part of this review:
  - Helen Johnson, Trustee
  - Ted Richards, Trustee
  - Ian Wykes, Trustee
  - Glynis Powell, General Manager
  - Deborah Merry and Andrew Kinsey, Solihull MBC
- 11.2 I would like to thank all those who provided feedback on the 23<sup>rd</sup> June 2023 version of this report.

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## **Annex 1: Full list of the nominating bodies to the Trust Board**

Under Article 25 of the Memorandum & Articles of the Trust, there are six nominating bodies with the following nomination rights:

- Birmingham City Council (right to nominate 2 persons)
- Castle Bromwich Parish Council (right to nominate 1 person)
- National Trust ((right to nominate 1 person)
- St.Mary & St.Margaret Castle Bromwich Parochial Church Council (right to nominate 1 person)
- Solihull Metropolitan Borough Council (right to nominate 2 persons)
- Earl of Bradford (1 person)

## **Annex 2: Adapting the charitable Objects of other charities**

This section sets out the charitable Objects of other charities that are relevant in considering the enlargement of the charitable Objects of the Trust. Some relevant phrasing is highlighted in yellow.

### **The Mertoun Gardens Trust**

to promote for the public benefit the planting, maintenance, improvement and preservation of Mertoun Gardens at St Boswells, Melrose, Roxburghshire ("the gardens");

to advance the education of the public, in particular in relation to the history, design and horticultural significance of the gardens;

such other charitable purposes as the trustees shall think fit.

### **Lowther Gardens Lytham**

to promote for the benefit of the inhabitants of Lytham and the surrounding area the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

### **The Cholmondeley Gardens Trust**

The preservation of the walled garden at Houghton Hall, Norfolk;

The preservation of the gardens at Cholmondeley Castle;

The advancement of education for public benefit of the historical and horticultural importance of the gardens;

Such other charitable purposes beneficial to the community consistent with the objects above as the trustees shall in their absolute discretion determine.

### **Aberglasney Restoration Trust**

to restore and preserve for the public benefit land and buildings of beauty or historic interest in particular that at Llangathen in the county of Dyfed known as Aberglasney.

to promote the benefit of the inhabitants of Wales and its visitors without distinction of sex, sexual orientation, race or of political, religious or other opinions, by associating the local authorities, voluntary and other organisations and inhabitants in a common effort to advance education and provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life of the said inhabitants.

to establish or to secure the establishment of community gardens that will be planned, maintained and managed by members of the trust for the benefit of the inhabitants of Wales and its visitors.

## **Exbury Gardens**

(a) to maintain, improve, develop and preserve for the public benefit and to open to the public Exbury Gardens in Hampshire.

(b) to advance horticultural science, knowledge and learning for the public benefit.

(c) to promote such other objects or purposes which are exclusively charitable according to the laws of England for the time being in force.

## **Birmingham Botanical & Horticultural Society**

to further public education in botany, horticulture and zoology and to encourage and provide facilities for scientific study and research therein and to increase and diffuse knowledge thereof and interest therein and to provide, maintain and preserve gardens, grounds, buildings and lands in or about the city of Birmingham for the said purposes and for the recreation of the public

## **Jubilee Gardens Trust**

to further public education in botany, horticulture and zoology and to encourage and provide facilities for scientific study and research therein and to increase and diffuse knowledge thereof and interest therein and to provide, maintain and preserve gardens, grounds, buildings and lands in or about the city of Birmingham for the said purposes and for the recreation of the public

## **London Historic Parks & Gardens Trust**

to promote the education of the public on matters connected with arts and sciences of historic garden land. to preserve enhance and re create for the education and enjoyment of the public whatever historic garden land may exist or have existed in and around London

## **Martineau Gardens**

a) to advance the general education of the public of Birmingham in particular, but not exclusively in

i) environment issues

ii) the sustainable uses of resources

iii) horticultural therapy and

iv) the value of organically grown food and other crops.

b) to protect and preserve good health for the benefit of the general public, in particular but not exclusively, through horticulture and complementary therapies.

c) to promote the conservation, protection and improvement of the physical and natural environment of the Martineau Gardens



## **The Sir Harold Hillier Gardens & Arboretum**

(1) to provide for the public benefit an arboretum and botanic garden known as the Sir Harold Hillier Gardens as a public facility to be enjoyed by people of all ages and, in particular but not exclusively, as a means to promote:

(a) the conservation, protection and improvement of the collection of plant species of the temperate world for the public benefit by the cultivation and maintenance of such plants;

(b) the education of the public about the cultivation, preservation, propagation and conservation of such plants and their impact upon biodiversity and the conservation of the physical and natural environment.

## **The High Beeches Garden Conservation Trust**

Use of Trust land for a gardens and arboretum for the enjoyment of the public and for the purpose of research by the growth and propagation of trees and plants with a view to the furtherance of the study and science of botany and the increase and dissemination of knowledge in respect thereof and the improvement of the methods and practice of horticulture and the promotion of the conservation of nature and especially those rarer species of plants and trees in danger of loss to cultivation for the benefit of the public.

## **The Solihull Manor House Charity**

the preservation of the manor house in Solihull, West Midlands with its ancillary buildings and gardens, as a building of historic and natural beauty for the benefit and enjoyment of inhabitants of Solihull and the neighbourhood for the advancement of education, recreation and community cohesion.

## **Trebah Garden Trust**

1) to preserve enhance and re-create for the education of the public the gardens of Trebah, Mawnan Smith Cornwall and such other properties which the trust may acquire

2) to promote the education of the public on matters connected with the arts and sciences of garden land

## **Chafford Gorges**

a. for the benefit of the public to look after and further the conservation, maintenance and protection of:

- (i) the area known as Chafford hundred gorges comprising approximately 200 acres of land in the borough of Thurrock, Essex, including Warren Gorge, Lion Gorge, Gibbs Wood, Wouldham Cliff, Grays Gorge, Sandmartin Cliff and any additional land that is contiguous with this area;
- (ii) the wildlife and habitats of this area;
- (iii) the natural beauty of this area;

(iv) the zoological, botanical, historical, biodiversity, archaeological, scientific, geological, amenity and landscape interest of this area, in any area which are charitable in law.

b. to advance the education of the public in:

(i) the principles and practices associated with the conservation, maintenance and protection of areas like Chafford Hundred Gorges;

(ii) the principle and practices of sustainable development;

(iii) the principles and practices of biodiversity conservation, in any ways which are charitable in law.

### **South West Environmental Parks**

for the public benefit:

to advance scientific knowledge of plants, animals and the natural world.

to advance the education of students and the public on the conservation of the physical and natural world and the promotion of biodiversity.

to promote the conservation of the physical and natural environment and the maintenance of biological diversity. in particular, but not limited to, the provision of public education, scientific study and the maintenance of endangered animals, plants and habitats in both protected and natural environments.

### **Yorkshire Sculpture Park**

a) the advancement of education in the United Kingdom and in particular in the area of Yorkshire by the provision of access to and facilities for the study and practice of the arts in general but with particular regard to sculpture, painting and other visual arts

b) to promote arts in the society, particularly the visual arts , for the benefit of the inhabitants of Yorkshire and elsewhere by developing public appreciation of the arts and by improving public access to and the quality of the arts

c)the preservation and public display of a collection of sculpture and allied material for the benefit of the public,

d) the preservation and protection of the historic landscape and natural environment of Yorkshire Sculpture Park in order to promote (a), (b) and (c).

### **Annex 3: Brief biographical details of the report author**

Hilary Barnard is a highly experienced governance consultant working with charities and not for profits, including museums and heritage organisations. He is the co-author of Successful Museum Governance (Association of Independent Museums, AIM, 2020), the leading current source of governance advice to museums and heritage organisations.

Hilary has conducted over 60 governance reviews, and advised extensively on revisions to charity governing documents. He has been a member of the AIM Higher/Prospering Boards panel since its inception. He is also a consultant for the National Governance Association (schools/Academies).

Hilary is a former Senior Visiting Fellow at Cass (now Bayes) Business School. He is the co-author of Strategies for Success (NCVO Publications). He can be contacted at [hilarybarnard@aol.com](mailto:hilarybarnard@aol.com)