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Contact Officer:

John Armstrong, Democratic Services &  
Elections Manager

10 March 2023

Dear Councillor

Your attendance is requested at a meeting of the **EXECUTIVE SHAREHOLDER AND TRUSTEE COMMITTEE** to be held in the Council Chamber, Millmead House, Millmead, Guildford, Surrey GU2 4BB on **MONDAY, 20 MARCH 2023** at 6.00 pm.

Yours faithfully

Tom Horwood  
Joint Chief Executive  
Guildford & Waverley  
Borough Councils

**MEMBERS OF THE EXECUTIVE SHAREHOLDER AND TRUSTEE  
COMMITTEE**

Chairman:

Councillor Julia McShane (Leader of the Council)

Vice-Chairman:

Councillor Joss Bigmore (Deputy Leader of the Council)

Councillor John Redpath

**Replacement Members:**

Councillor Tim Anderson

Councillor Tom Hunt

Councillor John Rigg

Councillor James Steel

Councillor George Potter

### **WEBCASTING NOTICE**

This meeting will be recorded for live and/or subsequent broadcast on the Council's website in accordance with the Council's capacity in performing a task in the public interest and in line with the Openness of Local Government Bodies Regulations 2014. The whole of the meeting will be recorded, except where there are confidential or exempt items, and the footage will be on the website for six months.

If you have any queries regarding webcasting of meetings, please contact Committee Services.

### **QUORUM 3**

## THE COUNCIL'S STRATEGIC FRAMEWORK (2021- 2025)

### **Our Vision:**

A green, thriving town and villages where people have the homes they need, access to quality employment, with strong and safe communities that come together to support those needing help.

### **Our Mission:**

A trusted, efficient, innovative, and transparent Council that listens and responds quickly to the needs of our community.

### **Our Values:**

- We will put the interests of our community first.
- We will listen to the views of residents and be open and accountable in our decision-making.
- We will deliver excellent customer service.
- We will spend money carefully and deliver good value for money services.
- We will put the environment at the heart of our actions and decisions to deliver on our commitment to the climate change emergency.
- We will support the most vulnerable members of our community as we believe that every person matters.
- We will support our local economy.
- We will work constructively with other councils, partners, businesses, and communities to achieve the best outcomes for all.
- We will ensure that our councillors and staff uphold the highest standards of conduct.

### **Our strategic priorities:**

#### Homes and Jobs

- Revive Guildford town centre to unlock its full potential
- Provide and facilitate housing that people can afford
- Create employment opportunities through regeneration
- Support high quality development of strategic sites
- Support our business community and attract new inward investment
- Maximise opportunities for digital infrastructure improvements and smart places technology

#### Environment

- Provide leadership in our own operations by reducing carbon emissions, energy consumption and waste
- Engage with residents and businesses to encourage them to act in more environmentally sustainable ways through their waste, travel, and energy choices
- Work with partners to make travel more sustainable and reduce congestion
- Make every effort to protect and enhance our biodiversity and natural environment.

#### Community

- Tackling inequality in our communities
- Work with communities to support those in need
- Support the unemployed back into the workplace and facilitate opportunities for residents to enhance their skills
- Prevent homelessness and rough-sleeping in the borough

## AGENDA

### ITEM NO.

#### **1 APOLOGIES FOR ABSENCE AND NOTIFICATION OF REPLACEMENTS**

#### **2 DISCLOSURE OF INTERESTS**

In accordance with the Councillors' Code of Conduct, a councillor is required to disclose at the meeting any disclosable pecuniary interest (DPI) that they may have in respect of any matter for consideration on this agenda. Any councillor with a DPI must not participate in any discussion or vote regarding that matter and they must also withdraw from the meeting immediately before consideration of the matter.

If that DPI has not been registered, the councillor must notify the Monitoring Officer of the details of the DPI within 28 days of the date of the meeting.

Councillors are further invited to disclose any non-pecuniary interest which may be relevant to any matter on this agenda, in the interests of transparency, and to confirm that it will not affect their objectivity in relation to that matter.

#### **3 MINUTES (Pages 5 - 6)**

To confirm the minutes of the meeting of the Committee held on 22 September 2022 as a correct record.

#### **4 ARUNDEL HOUSE (HAMILTON FELLOWES) (Pages 7 - 10)**

##### Key Decisions:

Any item on this agenda that is marked with an asterisk is a key decision. The Council's Constitution defines a key decision as an executive decision which is likely to result in expenditure or savings of at least £200,000 or which is likely to have a significant impact on two or more wards within the Borough.

Under Regulation 9 of the Local Authorities (Executive Arrangements) (Meetings and Access to Information) (England) Regulations 2012, whenever the Executive intends to take a key decision, a document setting out prescribed information about the key decision including:

- the date on which it is to be made,
- details of the decision makers,
- a list of the documents to be submitted to the Executive in relation to the matter,
- how copies of such documents may be obtained

must be available for inspection by the public at the Council offices and on the Council's website at least 28 clear days before the key decision is to be made. The relevant notice in respect of the key decisions to be taken at this meeting was published as part of the Forward Plan 16 February 2023.

## **EXECUTIVE SHAREHOLDER AND TRUSTEE COMMITTEE**

- \* Councillor Joss Bigmore (Chairman)
- \* Councillor Julia McShane (Vice-Chairman)
  
- \* Councillor John Redpath

Councillor John Rigg was in attendance

**Action By**

**10. APOLOGIES FOR ABSENCE AND NOTIFICATION OF REPLACEMENTS**

There were no apologies for absence.

**11. DISCLOSURE OF INTERESTS**

There were no disclosures of interest.

**12. MINUTES**

The minutes of the meeting held 23 June 2022 were approved as a correct record. The Chairman signed the minutes.

**13. THE FUTURE OF GUILDFORD BOROUGH HOLDINGS**

The Leader of the Council introduced the report.

There was a correction to the published report which was set out in the Supplementary Information Sheet. Paragraph 3.49(a) should read 'revision of the Articles of Association'.

On 23 February 2016 the Executive resolved to establish North Downs Housing Limited ("NDHL") and a parent company, Guildford Borough Council Holdings ("GBCH"). The Council was the sole shareholder in GBCH. At the time it was resolved to establish one company for the purpose of acquisition and management of housing and a holding company to act as a parent company should further companies be necessary for specific development projects in the future.

To date there were no additional companies and no current proposals for any further companies. Therefore, GBCH was redundant and a waste of administrative resources. It was proposed that GBCH be wound up and that NDHL would report directly to the Council along with a complete review of the proper governance processes.

Concern was expressed over the financial implications as set out in the report which anticipated that the legal costs for the Council will be in the region of £6,000. It was also anticipated that there will be legal costs to GBCH of £10,000 and to NDHL of £15,500. It was explained that the costs covered not just winding up GBCH but also the transfer of shares back to the Council which would also require amendments to the Articles

Claire  
Beesly

of Association and subsequently to the delegation's matrix to ensure appropriate governance going forward. A breakdown of costs was available should members wish to see it. There was no requirement to go out to tender for this work under the Council's procurement rules. The solicitors who would be instructed were those who set up the company and there be a saving to the Council due to their familiarity with the company and access to relevant information.

**RESOLVED:**

To delegate authority to the Joint Strategic Director of Transformation and Governance in consultation with the Monitoring Officer and Leader of the Council the power to take all steps necessary to implement the winding-up of Guildford Borough Council Holdings Limited and to enter all agreements necessary to enable this matter to be completed.

Reason:

To fulfil the Council's corporate governance duties in respect of its subsidiary company.

The meeting finished at 6.08 pm

Signed .....

Date .....

Chairman

Executive Shareholder and Trustee Committee Report

Ward(s) affected: All

Report of Joint Strategic Director of Transformation and Governance

Author: Ian Doyle

Tel: 01483 444669

Email: ian.doyle@guildford.gov.uk

Lead Councillor responsible: Tom Hunt

Email: tom.hunt@guildford.gov.uk

Date: 24 February 2023

## **Arundel House (Hamilton Fellowes)**

### **Executive Summary**

A charitable trust of the land known as Arundel House was created on 18 June 1919 by deed of conveyance and declaration of trust (the Vesting Deed) executed by Frank Knight and Margery Hamilton Fellowes. GBC was named as the trustee in the Vesting Deed and GBC is the registered owner of the freehold, which should be as charitable trustee.

The unincorporated charity was registered with the Charity Commission as Arundel House (Hamilton Fellows) charity number 200497 on 22 November 1961. However, GBC is not recorded as a trustee of the charity at the Charity Commission and the charity have now requested that Guildford Borough Council are appointed as a trustee to regularise the position.

### **Recommendation to Committee**

That the Committee:

1. Agree to the appoint of Guildford Borough Council as a trustee of Arundel House (Hamilton Fellowes)
2. Delegate authority to the Joint Strategic Director of Transformation to arrange for an Officer to attend the Trustee meetings and take day to day decisions about the operation of the Charity and any applications made to the Charity.

### Reason(s) for Recommendation:

To fulfil the Council's governance duties in respect of land it is holding on trust.

**Is the report (or part of it) exempt from publication? No**

## **1. Purpose of Report**

The purpose of this report is to seek approval to Guildford Borough Council being appointed as a trustee of Arundel House (Hamilton Fellowes)

## **2. Strategic Priorities**

2.1 Guildford Borough Council is the registered owner of property on behalf of the charity.

## **3. Background**

3.1 A trust is a legal relationship created when assets are placed under the control of one or more trustees for the benefit of a beneficiary, or for a specified purpose. A charitable trust is created when the purposes for which the trustees must hold the trust property are recognised as exclusively charitable in law.

3.2 The trust was created by the Vesting Deed which sets out the charitable purpose for which the land should be used as being for the welfare and benefit of the children of the borough the but does not provide any further details as to how the terms of the trust but does not set out how the trust is to be administrated.

3.3 A charitable trust is a type of unincorporated charity and does not therefore have its own legal personality. This means that the charity cannot hold property or enter into contracts as a separate entity and instead the trustees have to do this on behalf of the charity. Where property is held, or liabilities entered into by individuals as trustees of a charitable trust, it is necessary to transfer legal title to the property and liabilities every time there is a change of trustee. The land belonging to Arundel House (Hamilton Fellowes) is registered as being held by Guildford Borough Council on trust for the charity.

3.4 To regularise the position it is appropriate for Guildford Borough Council to accept the appointment as a trustee.

## **4. Consultations**

4.1 No consultations have been undertaken in relation to this report.

## **5. Key Risks**

5.1 It is important that appropriate governance arrangements are in place for the charity.



**6. Financial Implications**

- 6.1 Guildford Borough Council already provides resources as it holds the property and therefore it is not anticipated that this will have any financial implications.

**7. Legal Implications**

- 7.1 The Council, acting through the Executive Shareholder and Trustee Committee, has the power to act as trustee and accepting this appointment will regularise the position in respect of ownership of the land.

**8. Human Resource Implications**

- 8.1 No Human Resource implications apply to this report.

**9. Equality and Diversity Implications**

- 9.1 This duty has been considered in the context of this report and it has been concluded that there are no equality and diversity implications arising directly from this report

**10. Climate Change/Sustainability Implications**

- 10.1 No Climate Change and Sustainability Implications apply to this report

**11. Executive Advisory Board comments**

- 11.1 Not applicable

**12. Suggested issues for overview and scrutiny**

- 12.1 Not applicable

**13. Summary of Options**

- 13.1 The Committee may
- a. Accept the request for Guildford Borough Council to be appointed as a Trustee of Arundel House (Hamilton Fellowes) which will regularise the current situation.
  - b. Refuse the appointment and further consideration will need to be given to transfer of the land to a trustee of the charity.

**14. Conclusion**

- 14.1 The Committee is asked:

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1. Agree to Guildford Borough Council becoming a Trustee of Arundel House (Hamilton Fellowes)
2. Delegate authority to the Joint Strategic Director of Transformation to arrange for an Officer to attend the Trustee meetings and take day to day decisions about the operation of the Charity and any applications made to the Charity.

**15. Background Papers**

None

**16. Appendices**

None