

Executive Shareholder and Trustee Committee Report

Report of Director of Environment

Author: Paul Stacey (Parks and Landscape Manager)

Tel: 01483 444720

Email: [Paul.Stacey@guildford.gov.uk](mailto:Paul.Stacey@guildford.gov.uk)

Lead Councillor responsible: Councillor Paul Spooner

Tel: 07970 953232

Email: [Paul.Spooner@guildford.gov.uk](mailto:Paul.Spooner@guildford.gov.uk)

Date: 25 September 2018

## **Consultation: Making the most of Guildford Sports Ground at Woodbridge Road**

### **Trustee and Shareholder Committee Summary**

Guildford Borough Council, is the Sole Trustee of the Guildford Sportsground charitable trust, (Charity Number 305056) (The Trust). The Sole Trustee has undertaken a consultation in respect of the options available to manage the venue now the pavilion has been refurbished. This report sets out the background to the site, the consultation undertaken and the consultation responses received. It then makes recommendations for the Trustee and Shareholder Committee to consider to further the aims and objectives of the Trust.

### **Recommendation to Trustee and Shareholder Committee**

It is recommended that the Trustee and Shareholder Committee agrees to lease the Sportsground to a management company or committee to deliver its day to day management responsibilities in accordance with the charitable objects of the site, subject to:

- i) agreement between the trustee and company or committee, and,
- ii) in accordance with the requirements of the Charities Act 2011.

### Reasons for Recommendations:

To fulfil the role of sole trustee considering the vesting deed and to further the purposes of the trust.

## **1. Purpose of Report**

- 1.1 This report is to ensure that the Sole Trustee fulfils its duty under the Charities Act 2011.

- 1.2 The Council is the registered proprietor, but we do not own the land and are not able to manage or dispose of it in the same way as other Council-owned land and buildings. As the sole trustee, we hold the buildings and land in trust for all borough residents for sporting and recreational uses. We are required to make all decisions in relation to the sports ground in the best interests of the trust and its charitable aims.
- 1.3 This report provides the background to the site and seeks approval from the Trustee and Shareholder Committee to grant a new lease to a management company or committee to undertake the day to day management of the site in accordance with the charitable objects of the site.

## **2 Background**

- 2.1 A charitable trust of the Guildford Sportsground land was created on 9<sup>th</sup> August 1912 by a deed of conveyance and declaration of trust (the Vesting Deed) executed on that date by Sir Harry Waechter who several months earlier acquired two parcels of leasehold land from the Earl of Onslow to form the sportsground.
- 2.2 Guildford Borough Council owns the freehold of the Guildford Sportsground (including its associated land and buildings) as the sole charitable trustee under a charitable trust (registered charity number 305056). The site became an unincorporated charity which was registered with the Charity Commission on 15<sup>th</sup> September 1964.
- 2.3 The larger part of the sportsground has been the home of Guildford Cricket Club since 1922 and a formal lease was entered in to from 1<sup>st</sup> April 2002 for a period of 25 years. The club have delivered an annual cricket festival for 75 years at the site. The club enables players from under 9 years old right through to senior cricket for both males and females.
- 2.4 Along with a pavilion a small number of outbuildings have been developed since the 1960's including a scorers hut and garages for grounds maintenance equipment.
- 2.6 Guildford Borough Council continues to subsidise the charity by maintaining the site and buildings.
- 2.7 Most of the site is currently leased to Guildford Cricket Club, including the outfield, the pavilion and the car park. The Sea Cadets lease their premises on the river. In addition, a section of the grounds in the designated area is a public convenience.
- 2.8 The current annual revenue cost to the Council is about £140,000, including a contribution to the Cricket Festival of £20,000. This cost is borne by Guildford Borough Council in subsidising the activities of the charity.
- 2.9 In 2017, the Council refurbished and extended the pavilion to ensure it was fit for purpose. This includes modern changing facilities and club room space.
- 2.10 The refurbished pavilion is in keeping with the charitable objectives of the trust. These charitable objectives require that the sports ground is used for a wide variety of amateur sporting activities, including cricket, as well as other community events. Currently, cricket is the major activity, and other uses of the

pavilion and ground are limited, partly due to the former poor facilities, and partly due to the existing lease and management arrangements.

- 2.11 The current lease to Guildford Cricket Club expires on 31 March 2027, so along with a refurbished pavilion, it is a suitable time to consider the future management and operation of the venue.
- 2.12 Options for the future day-to-day management and use of the ground have been explored to ensure:
  - i. Compliance with the charitable objects of the site delivering public benefit
  - ii. Appropriate governance and control of the trust's activities
  - iii. Appropriate financial systems are in place for the charity to meet those objectives
  - iv. Whether a lower level of subsidy from Guildford Borough Council can be delivered.

### **3.0 The Vesting Deed and Charitable Purposes**

- 3.1 The Vesting Deed dated 9<sup>th</sup> August 1912 stipulates a number of uses and restrictions which the trustee must comply with as follows:

*.....DO hereby covenant with the Donor his heirs executors administrators and assigns that the land hereby assured shall not at any time hereafter be used for any purposes other than as a ground for playing cricket football hockey lawn tennis or other games or pastimes or as a ground on which cycling foot racing jumping or other athletic sports may take place or on which military manoeuvres or drill may take place or on which agricultural flower or other shows or exhibitions promenade or other concerts and entertainments firework displays bazaars meetings conferences or other assemblies of a like nature and that no buildings shall at any time hereafter be erected thereon except buildings such as pavilions drill halls club rooms for territorials or other national reserve or such other buildings as may be usual or necessary on grounds devoted to outdoor recreation PROVIDED ALWAYS that such buildings shall be and remain under the control of the Trustees subject as hereinafter mentioned and in particular with the exception of an entrance lodge or dwelling accommodation for any persons employed as groundsmen or caretakers of the buildings to be erected as aforesaid no buildings to be used as a dwelling house shall be erected on the said premises or any part thereof.....*

### **4. The Consultation**

- 4.1 The Council acting as the sole trustee must comply with the Charities Act 2011. Following advice and guidance from the Charity Commission, we are required to consult on the future management of the site, before entering in to any new agreements or leases.
- 4.2 A number of options and their advantages and disadvantages were set out in the consultation document (shown at Appendix 1) together with the Trustees preferred option). The options were as follows:

- 4.2.1 Option One - Maintain the status quo; grant a new lease to Guildford Cricket Club. The operation of the venue would continue in a similar way to the existing arrangements.
- 4.2.2 Option Two - Remove the charitable restriction on the land; this would no longer see the site managed as a charitable trust, giving us the opportunity to manage the venue differently as a public open space or leased to a sports club.
- 4.2.3 Option Three - Grant a new lease to a management company or committee to manage the site in accordance with the charitable objects of the site and its day to-day management.
- 4.2.4 Option Four - Grant a new lease to another organisation within the restrictions of the charitable trust
- 4.2.5 Option Five - The Council acting as sole trustee takes on full management of the site in the same way as our other public open spaces.
- 4.3 The trustees preferred option is option 3, grant a new lease to a management company or committee. It offers the best opportunity for the effective day-to-day operation of the trust, opening up the venue's usage as well giving us control over the venue and operator, and the Council's subsidy to the trust.
- 4.4 This option allows for a number of safeguards and controls to be put in place to ensure the charitable objects are met while bringing together key partners and stakeholders to support the management of the venue.
- 4.5 The consultation took place between 6<sup>th</sup> August 2018 and 17<sup>th</sup> of September 2018 using on site, online and advertisement in the local press (Appendix 2) methods.

## **5. Consultation Responses**

- 5.1 There has been one consultation response received for the Trustee to consider. This was submitted by Guildford Sea Cadets seeking clarification that there would be no change in status of their lease. (Appendix 3)
- 5.2 The proposed future management has no impact on the lease held by Guildford Sea Cadets.

## **6. Trustee Implications**

- 6.1 As the Trustee has received no consultation responses of consequence to the proposals, it is recommended that the trustee agrees to lease the Sportsground to a management company or committee subject to agreement between the trustee and company or committee, and, in accordance with the requirements of the Charities Act.

## **7. Financial Implications**

- 7.1 Once a company/committee is formed, a business plan and heads of terms for a new lease will be agreed. The Trust will also agree a subsidy with Guildford Borough Council as part of its budget setting process.

## **8. Legal Implications**

- 8.1 The bulk of charity law is contained in Charities Act 2011. The Charity Commission registers and regulates charities in England and Wales. The Commission is responsible for ensuring that charities meet their legal requirements, including providing information on their activities each year.
- 8.2 In terms of granting a new lease, once this is agreed, the trustee will follow the process set down in section 119 and 121 of the Charities Act.
- 8.2 The Commission has powers to take enforcement action against charities where there is malpractice or misconduct.

## **9. Conclusion**

- 9.1 It is recommended that the Trustee and Shareholder Committee agrees to lease the Sportsground to a management company to deliver its day to day management in accordance with the charitable objects of the site subject to:
  - i) agreement between the trustee and company or committee, and,
  - ii) in accordance with the requirements of the Charities Act.
- 9.2 It offers the best option to broaden and increase community use with a refurbished pavilion to further public benefit with key stakeholders committed to furthering the trust.
- 9.3 The trustee will be able to put in place effective controls and monitoring to ensure that public benefit is delivered.

## **11. Background Papers**

- 11.1 Charities Act 2011  
[http://www.legislation.gov.uk/ukpga/2011/25/pdfs/ukpga\\_20110025\\_en.pdf](http://www.legislation.gov.uk/ukpga/2011/25/pdfs/ukpga_20110025_en.pdf)

## **12. Appendices**

- 12.1 Appendix 1 – Consultation document.
- 12.2 Appendix 2 – Advertisement
- 12.3 Appendix 3 - Response from Guildford Sea Cadets

## Appendix 1

### Consultation: Making the most of Guildford Sports Ground at Woodbridge Road

#### 1.0 Background

- 1.1 Guildford Borough Council is the sole trustee of Guildford Sports Ground at Woodbridge Road under the provisions of a charitable trust, registered with the Charity Commission on 15 September 1964.
- 1.2 Sir Harry Waechter donated the sports ground to the people of Guildford borough on 9 August 1912 under the terms of a conveyance (the vesting deed) stating that the land was to be used for sporting and recreational purposes.
- 1.3 The Council is the registered proprietor, but we do not own the land and are not able to manage or dispose of it in the same way as other Council-owned land and buildings. As the sole trustee, we hold the buildings and land in trust for all borough residents for sporting and recreational uses. We are required to make all decisions in relation to the sports ground in the best interests of the trust and its charitable aims.
- 1.4 Most of the site is currently leased to Guildford Cricket Club, including the outfield, the pavilion and the car park. The Sea Cadets lease their premises on the river. In addition, a section of the grounds in the designated area is a public convenience.
- 1.5 The current annual revenue costs to the Council are about £140,000, including a contribution to the Cricket Festival of £20,000. This cost is borne by Guildford Borough Council in subsidising the activities of the charity.
- 1.6 We believe the refurbished pavilion is in keeping with the charitable objectives of the trust. These charitable objectives show that the sports ground is to be used for a wide variety of amateur sporting activities, including cricket, as well as other community events. Currently, cricket is the major activity, and other uses of the pavilion and ground are limited, partly due to the former poor facilities, and partly due to the existing lease and management arrangements.
- 1.7 In addition, the current lease to Guildford Cricket Club expires on 31 March 2027, so along with a refurbished pavilion, it is a suitable time to consider the future management and operation of the venue.
- 1.8 As a result, we need to explore options for the future day-to-day management and use of the ground, to ensure:
  - v. Compliance with the charitable objects of the site delivering public benefit
  - vi. Appropriate governance and control of the trust's activities

- vii. Appropriate financial systems are in place for the charity to meet those objectives
- viii. Whether a lower level of subsidy from Guildford Borough Council can be delivered.

1.9 The Council acting as the sole trustee must comply with the Charities Act 2011. Following advice and guidance from the Charity Commission, we are required to consult on the future management of the site, before entering in to any new agreements or leases.

1.10 Below are the options and recommendations that we are considering. To have your say, email or write to the address at the end of this document (section 6.0).

## 2.0 Options

2.1 The summary range of options available to the Council as trustee are as follows:

2.1.1 Option One - Maintain the status quo; grant a new lease to Guildford Cricket Club. The operation of the venue would continue in a similar way to the existing arrangements.

Advantages	Disadvantages
<ul style="list-style-type: none"> <li>• Cricket and cricket/sports development continues on the site</li> </ul>	<ul style="list-style-type: none"> <li>• We would still fully subsidise the trust, unless a new full repairing and insuring lease was entered in to by the club.</li> <li>• Wider community benefit may not be delivered - the only sport taking place would be cricket.</li> </ul>

2.1.2 Option Two - Remove the charitable restriction on the land; this would no longer see the site managed as a charitable trust, giving us the opportunity to manage the venue differently as a public open space or leased to a sports club.

Advantages	Disadvantages
<ul style="list-style-type: none"> <li>• The Council would no longer have to subsidise the charity</li> <li>• Greater freedom in determining how a site can be used, leased and managed</li> </ul>	<ul style="list-style-type: none"> <li>• Venue would have to be run on a more commercial basis, limiting public use</li> <li>• The aims of the charity are still relevant to Guildford, so replacement land would need to be found to deliver the charity</li> <li>• Finding new replacement land is likely to be cost prohibitive, and the availability of replacement land is limited. Could see the loss of the established use of cricket.</li> </ul>

2.1.3 Option Three - Grant a new lease to a management company or committee to manage the site in accordance with the charitable objects of the site and its day to-day management.

Advantages	Disadvantages
<ul style="list-style-type: none"> <li>• Company would be bound to deliver the charitable</li> </ul>	<ul style="list-style-type: none"> <li>• Different form of management for the Council to consider to ensure the company</li> </ul>

<p>objects of the site through a management agreement</p> <ul style="list-style-type: none"> <li>• The Council can actively control the charity effectively and the subsidy paid to the management company</li> <li>• Company would have a level of independence in running the venue</li> <li>• Company would be able to develop income to fund its day-to-day operation and provide protection from funding reductions by the Council</li> <li>• Current community use would be continued and public benefit would be widened</li> </ul>	<p>delivers the trustee's requirements. A greater scrutiny and monitoring role for the Council.</p>
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2.1.4 Option Four - Grant a new lease to another organisation within the restrictions of the charitable trust

Advantages	Disadvantages
<ul style="list-style-type: none"> <li>• Council's funding could reduce through a full repairing and insuring lease</li> </ul>	<ul style="list-style-type: none"> <li>• It is likely that the Council would still have to provide significant funding to the Trust to maintain the grounds and premises</li> <li>• Wider community benefit may not be delivered as an organisation's interest could be one particular sport or activity</li> <li>• Could see the loss of the established use of cricket.</li> </ul>

2.1.5 Option Five - The Council acting as sole trustee takes on full management of the site in the same way as our other public open spaces.

Advantages	Disadvantages
<ul style="list-style-type: none"> <li>• The trust would be under the Council's direct control</li> </ul>	<ul style="list-style-type: none"> <li>• The Council would fully subsidise the trust to maintain the grounds and premises</li> <li>• Possibility of further administration costs</li> <li>• The trust could be at risk from direct/indirect funding reductions which may limit the delivery of the charitable objects</li> <li>• Possible reduction in sports development opportunities Festivals currently held would be at risk.</li> </ul>



## 2.2 Preferred Option:

2.3 Our preferred option is option three, to grant a new lease to a management company or committee. It offers the best opportunity for the effective day-to-day operation of the trust, opening up the venue's usage as well giving us control over the venue and operator, and our subsidy to the trust.

2.4 We have explored this option and developed a proposal. This involves the establishment of a management company between Guildford Borough Council, Guildford Cricket Club and Surrey County Cricket Club. The reason for selecting these partners is as follows:

**Guildford Borough Council:** Local government, governance, asset management and maintenance, sports and community development expertise.

**Surrey County Cricket Club:** Commercial, event and venue management and sports development expertise, and a key partner in the delivery of the cricket festival.

**Guildford Cricket Club:** A key local club for sports development, delivery of community events and festivals, as well as the longstanding occupation by the club for the delivery of cricket at the venue.

2.5 The management company will be responsible for;

- managing the ground in a way that complies with the charitable objectives enforced through a management agreement and lease
- managing the premises
- coordinating and managing the ongoing use of the site
- coordinating the collaborative delivery through the parties and,
- reporting to the trustee on its activities.

2.6 The benefits will include:

- greater revenue generation through hiring the venue
- greater public benefit through wider use by amateur sports and community groups of the sports ground
- increased local public health and wellbeing.

2.7 Establishing a management company does present a number of further considerations for the trustee, which are set out below:

### 2.7.1 Type of Company:

Following legal advice about the range of options available, and after consultation with the Charity Commission, we propose that a private management company take on the future management of the sports ground. This would be in the form of a company limited by guarantee between the three parties, namely the Council as trustee, Guildford Cricket Club, and Surrey County Cricket Club. The benefits of this are:

- the charitable interests of wider community benefit, health and wellbeing are maintained
- a joint venture bringing together three dynamic organisations with expert knowledge in different areas
- the creation of a flexible and motivated private company to increase the number and a range of sports ground users, This will develop sustainable income streams to fund the operation of the venue, while at the same time maintaining the long term relationship with cricket.

Other options were considered, such as community amateur sports clubs, and charitable trusts but these options did not give the flexibility, appropriate controls and governance to operate a venue of this scale.

## **2.7.2 Trustee controls and safeguards over the company**

*2.7.2.1 Grant aid.* Under any circumstances, it is anticipated that the trust will operate at an annual deficit. It will look to the Council as trustee to discharge that deficit, by way of an annual grant. As grant-giver, this puts the Council as trustee in the strong position of ensuring agreed objectives are met, that the deficit is managed and minimised and that probity and equity are maintained.

*2.7.2.2 Agreed Objectives.* The Council as trustee will want to agree objectives that reflect our policies and procedures along with the requirements of charity law. These agreed objectives will be translated into targets with key performance indicators, and continued financial support will be dependent on the achievement of these targets.

*2.7.2.3 Regular reporting.* The company will have to report regularly to the Council's Executive and Shareholder Trustee committee on its activities and business plans, and how they are furthering the trust, which the committee shall approve, adjust or reject.

*2.7.2.4 Targeted funding.* Specific and individual courses of action may be subject to targeted funding, with the funding required to be separately accountable for specific purposes. This ensures that the action required by the funder (the Council as trustee) is actually delivered on the ground.

*2.7.2.5 Charitable law.* The Charities Act 2011 determines by statute how charitable trusts are to operate. The legislation and its enforcing authority, the Charity Commission, provide a set of guidelines against which activities can be measured. If necessary, the Council as trustee could challenge the activities of the management company.

*2.7.2.6 Conflicts of Interest.* With the Council being a member of the proposed company and the trustee there is the potential for conflicts of interest to arise. This will be managed through a conflicts of interest policy and through the Executive Shareholder and Trustee Committee process where interests will have to be disclosed. Equally, the Council as a member of the company will be more than aware of the importance of delivering the charitable objectives, good governance,

transparency and probity in the delivering the requirements of the company. It is advised that elected members of the Council ought not to be appointed to the board of the management company.

*2.7.2.7 Charity Commission.* The Charity Commission looks after the interests of individual charities, including the Guildford Sports Ground Charitable Trust. If the interests of the charitable trust were being breached, the Council as trustee can take the matter to the Commission for its consideration, determination, and if necessary, enforcement.

### **3.0 Financial Implications**

3.1 More amateur sport and increased numbers of community events should result in a higher income for the management company and the trust, and a reduction in the subsidy provided by the Council.

3.2 The management company will need to be alert to charging policies to encourage key target groups to use the sports ground and pavilion, and become part of the regular activities. These target groups will be identified together with the Council as trustee. Key performance indicators may be used to measure the success of implementation and to determine future levels of grant aid.

3.3 With the new lease to the management company, and the expected increase in use, we anticipate the management costs reducing and our contribution falling by £50,000 to £80,000 a year, subject to the final business plan, lease and management agreement.

### **4.0 Views of Local Residents**

4.1 The Charity Commission has asked that views of local residents are sought through a Public Consultation in relation to these proposals before any option is developed further. The consultation dates and details are in section 6. Comments will be considered by the trustee through the Council's Executive Shareholder and Trustee Committee.

### **5.0 Conclusion**

5.1 The Council as the sole trustee believes that the existing charitable objectives, as broadly interpreted, still deliver 'public benefit' to borough residents, and that they accurately reflect how we would like to see the sports ground used in future. We recommend it may be worthwhile to revise the current charitable objectives into more up-to-date language.

5.2 We also believe that the proposed management company is the best option for the day-to-day management of the trust. It will reduce the costs and give the venue a vibrant future following the redevelopment of the pavilion. Therefore, subject to consultation, the trustee recommends that a management company is formed and a new lease and management agreement entered in to.

### **6.0 Consultation dates and details**

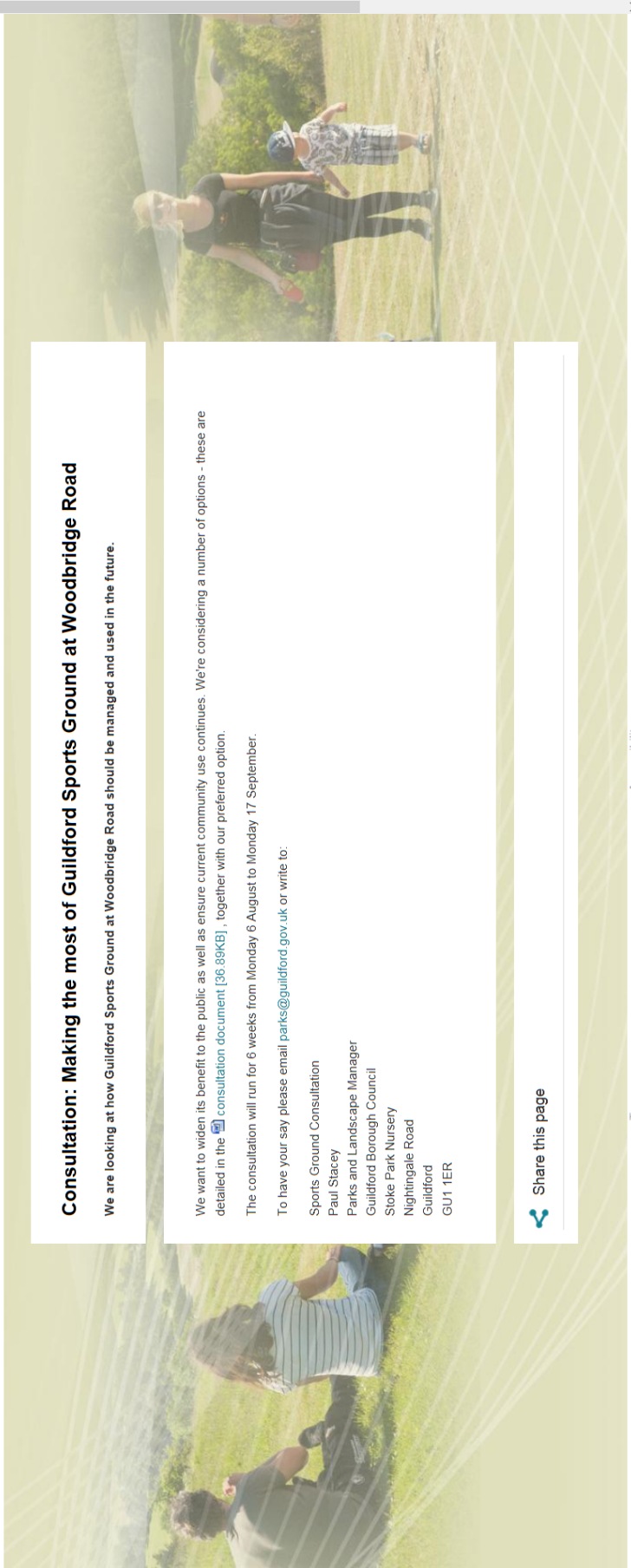
The consultation lasts for 6 weeks, from Monday 6 August 2018 until Monday 17 September 2018.

Please send or email comments to:

Sports Ground consultation  
Paul Stacey  
Parks and Landscape Manager  
Guildford Borough Council  
Stoke Park Nursery  
Nightingale Road  
Guildford  
GU1 1ER

or

[Parks@guildford.gov.uk](mailto:Parks@guildford.gov.uk)



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### Consultation: Making the most of Guildford Sports Ground at Woodbridge Road

We are looking at how Guildford Sports Ground at Woodbridge Road should be managed and used in the future.

We want to widen its benefit to the public as well as ensure current community use continues. We're considering a number of options - these are detailed in the [consultation document \[36.89KB\]](#), together with our preferred option.

The consultation will run for 6 weeks from Monday 6 August to Monday 17 September.

To have your say please email [parks@guildford.gov.uk](mailto:parks@guildford.gov.uk) or write to:

Sports Ground Consultation  
Paul Stacey  
Parks and Landscape Manager  
Guildford Borough Council  
Stoke Park Nursery  
Nightingale Road  
Guildford  
GU1 1ER

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**GUILDFORD BOROUGH COUNCIL**

**PUBLIC NOTICE UNDER SECTION 121(2) OF THE CHARITIES ACT 2011**

Guildford Borough Council is the Sole Trustee of the Woodbridge Road Sportsground Charitable Trust, Registered Charity Number 305056.

The Trustee hereby gives notice in accordance with Section 121(2) of the Charities Act 2011 that it proposes to consider the future use of the Sportsground. The Trustee proposes to establish a management company to run the venue on behalf of the Trustee to deliver public benefit and broader community use in accordance with the vesting deed. A Consultation Document is available for residents of the Borough to view and comment on, this can be accessed on the Council's website <https://www.guildford.gov.uk/woodbridgecons>

Any representation about the proposed future use of Woodbridge Road Sportsground should be made in writing or by email to: Paul Stacey, Parks & Landscape Manager, paul.stacey@guildford.gov.uk – Parks & Leisure Services, Guildford Borough Council, Stoke Park Nursery, Nightingale Road, Guildford GU1 1ER.

Responses should be received by Monday the 17th of September 2019.

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**Guildford Borough Council, Sole Trustee, Woodbridge Road Sportsground Charitable Trust**

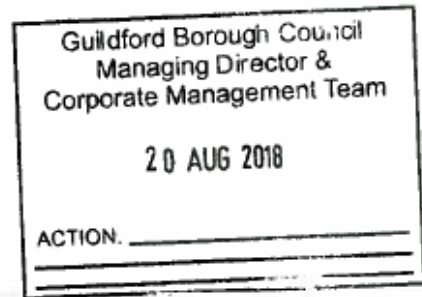


Guildford Sea Cadets  
Charity No 1171483

Reply to:

13 August 2018

Mr James Whiteman  
Managing Director  
Guildford Borough Council  
Millmead House



*Dear Mr Whiteman*

**Woodbridge Road Sportsground Public Consultation**

I am writing to you in my capacity of Chair of Guildford Sea Cadets which, as I am sure you are aware, holds a lease on a small part of the land donated in trust by Sir Harry Waechter in 1912 which is now the Woodbridge Road Sportsground. You will also be aware that, following protracted negotiations, we completed a new lease with the Council of the Borough of Guildford as Trustee of the Guildford Sports Ground Trust on 12th September last year.

I should be grateful for your confirmation that no change is proposed in the status of our lease. I can only conclude that this is the intention of GBC officials since we had no prior notice of the consultation and only learned about it through social media.

I am copying this to the Leader of the Council.

Kind regards

James Robertson OBE  
Chair Guildford Sea Cadets

c.c. Cllr Paul Spooner, Leader of the Council



Patron: HM The Queen  
A charity registered in England and Wales  
313013 and in Scotland SC037808