



# Michael and Christine Foulger Charitable Trust



## Managing Document

### 1. Preamble

- 1.1 This document is intended to cover the day to day running of the charitable trust set up under the terms of the last will and testament ("the will") of Michael Lawrence Foulger proven on 11<sup>th</sup> November 2015.
- 1.2 The trust was created by a trust deed, signed on 14th December 2015 and references to the trust deed are shown as TDyy (where yy is the relevant paragraph number). In the unlikely event of the trust deed and this document conflicting, the trust deed takes precedence.
- 1.3 Any reference in this document to gender shall equally be read as male or female; the singular tense shall equally be read in the plural tense; and the Clerk shall equally be read as the Treasurer and Secretary as appropriate.
- 1.4 The use of "must" in this document conveys a requirement that has to be satisfied by the Trustees. The use of "should" conveys a requirement that ought to be satisfied by the Trustees unless there is a good reason for that requirement not to be satisfied for the time being. Such reasons, the decision taken and the consequences thereof must be recorded in the minutes of the charitable trust.

### 2. Appointment of Trustees.

- 2.1 Other than the First Trustees, who are the executors of the will, Trustees must be appointed in accordance with the Trust Deed (TD9).
- 2.2 The Trustees must also ensure that there is representation from both the Civil and Ecclesiastical Councils of Chelveston-cum-Caldecott or their successor bodies. If either or both Councils are unrepresented then nominations should be sought from the respective bodies (TD9). However, the Trustees have absolute discretion over the number of vacancies and over who is appointed to each (TD9).
- 2.3 In making appointments, the Trustees should give consideration to appointing at least one Trustee from each of the beneficiary organisations ("the representative Trustees").
- 2.4 In making appointments, the Trustees should also give consideration to appointing one or more Trustees who are not part of, or associated with, any of the beneficiary organisations ("the independent Trustees"). Given the organisational relationships between at least three of the beneficiary organisations, it is possible that conflicts of interests could create a situation where a Trust meeting was inquorate unless the independent Trustees were present.
- 2.5 Any independent Trustees so appointed should serve for a term of 4 years, and would be eligible for re-appointment. If an independent Trustee subsequently joins or is elected to one of the beneficiary organisations then the independent Trustee will cease to hold office as a Trustee.

### 3. Meetings.

- 3.1 The Trustees must meet at least twice a year (TD13). The first ordinary meeting in any calendar year should be deemed the Annual Meeting, where the Chair for the coming year must be elected by the Trustees (TD16). If the Chair has not arrived within 10 minutes of the start of the meeting, the

Trustees present must elect one of their number to be the Chair for the meeting (TD16).

- 3.2 At the Annual Meeting, the Trustees should appoint one of their number to be the Secretary/Treasurer ("the Clerk"). The Clerk and Chair of the Trust should not be representatives of the same beneficiary organisation. On a day to day basis, the Clerk will be the main point of contact for other parties e.g. statutory bodies, banks, other charities, applicants for grants, etc.
- 3.3 Meetings may be called by a previous meeting of the Trustees, by the Chair, or by any two Trustees (TD14). In the latter two instances, not less than 10 days' notice shall be given to the other Trustees (TD14).
- 3.4 Notice of the meeting and agenda should be by e-mail (or if the Trustee does not use e-mail, by post) to the e-mail address (or postal address) provided by the Trustee to the Clerk for that purpose.
- 3.5 Meetings will normally commence at 7:30 pm and conclude by 9:30 pm unless otherwise notified.
- 3.6 The Trustees alone must decide whether or not the public should be admitted to any meeting or part thereof.
- 3.7 A Trustee with a conflict of interest must declare it at the start of the meeting and withdraw from that part of the meeting and not take part in the discussion and voting on that item (TD18). If the Chair declares such a conflict of interest, then the meeting should elect a temporary Chair to act in their absence.
- 3.8 For the meeting to be quorate at least one-half of the total number of Trustees at the time, or two Trustees (whichever is the greater) must be present throughout the meeting (TD17). Care should be taken in selecting Trustees for appointment to ensure that no situation can arise where the Trust becomes inquorate through conflicts of interest when dealing with requests for grants from any of the beneficiary organisations.
- 3.9 Decisions must be made by the majority of the voting trustees (TD18). The Chair of the meeting (or the temporary Chair for that item) shall have a casting vote in the event of a tie (TD18).
- 3.10 The Clerk should normally be present at all meetings to record the business of the Charitable Trust. If the Clerk has withdrawn due to a conflict of interest, one of the Trustees should take a note of the decision taken and the reason for that decision. The Chair should sign and date that note as a true record of the decision so that it can be included in the minutes of the meeting.
- 3.11 The Clerk must record the attendance, declarations of interest, decisions and actions in the minutes of the meeting. A draft electronic copy of the minutes shall be sent to all Trustees within one month of the meeting. At the next meeting following, the Trustees will approve or amend the minutes and the Chair will sign the adopted minutes (TD21).
- 3.12 Not less than 21 days notice must be given to the other Trustees of all Special meetings called for the purpose of appointing Trustees (TD15). The notice of the meeting must include the names of potential candidates for each of the vacant Trustee positions.
- 3.13 Not less than 21 days notice must be given to the other Trustees of all Special meetings called for the purpose of changing the Trust Deed (TD15) or this Managing Document. The notice of the meeting must include details of the changes proposed.
- 3.14 Special Meetings would normally be chaired by the Chair of the Trust, already elected at a previous meeting (TD16).
- 3.15 All Special Meetings must be held in person with all attendees present, in a location within the geographic boundaries in which the Trust operates (TD3).
- 3.16 In the event that a substantive Chair of the Trust is not in post (either because it is the first meeting of the First Trustees or because the previous Chair has vacated their position as Trustee), then the

Special Meeting should elect a Chair Pro-Tem as its first item of business (TD16). The Chair Pro-Tem will continue in post until the end of the first item of business of the next ordinary meeting of the Trustees which would be the election of a substantive Chair of the Trust.

3.17 If the substantive Chair of the Trust is not available to attend a Special Meeting, then the Trustees present (provided that they are quorate) would elect one of their number to be Chair for that meeting only (TD16).

#### 4. Administration.

4.1 Where possible, the administration between meetings should be conducted by electronic media. This should include approval for expenditure for administration and governance items, but must not involve decisions on the awarding of grants. Approvals for administrative and governance expenditure must have the support of a minimum of half the Trustees (effectively a quorum). Such approvals must be noted in the minutes of the next meeting, together with the names of the Trustee that gave the necessary approval.

4.2 The Clerk must maintain a public register of all grants made by the Trust and record the public benefit delivered by that grant.

4.3 The Clerk must publish the approved minutes of the meetings of Trustees (suitably redacted to remove items that the Trustees consider, at their absolute discretion, to be confidential)

#### 5. Banking.

5.1 The Trust must operate a bank current account, held in the name of the Trust, which will be administered by the Clerk (TD26). All Payments to all third parties must be made from this account.

5.2 Any payment must be authorised by two Trustees (TD26), neither of whom represent an organisation which is a beneficiary of that payment.

5.3 The Trust should also operate one or more investment accounts held in the name of the Trust which will be administered by the Clerk (TD26). Other than banking or investment fees, no payments to third parties must be made from these accounts.

#### 6. Policies.

6.1 Trustees will formulate a policy for reserves as recommended by the Charity Commission notice CC19.

6.2 Trustees will formulate a policy for investments as recommended by the Charity Commission notice CC14.

6.3 Trustees will formulate a policy for grant-making as recommended under the Charities SORP2005.

Signed by the Trustees on 29<sup>th</sup> Jan 2018

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*[Signature]*

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*[Signature]*

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