

**Minutes of Electronic Correspondence of the Trustees of the  
Educational Foundation of Abigail Bailey and Ann Levett  
On 21<sup>st</sup> August 2024**

**Participating:**

Melvyn Wooding (Chair), Raymond Dyer, Andrew Seaman, Arthur Wright, Sharen Hegarty, Louise Bishop, Mark Hunter (Trustees), Adrian Dale (Clerk)

**2024.16 Foundation Management and Governance Arrangements**

In previous electronic correspondence, the Clerk had reported on the outcome of the Parish Council Meeting on 12<sup>th</sup> August 2024. In this meeting the Parish Council agreed to take on the role of managing the Foundation when the existing Trustees and Clerk stand down in 2025. In order to do this, the Foundation needs to incorporate as a Charitable Incorporated Organisation (CIO) a structure authorised under the Charities Act 2011.

Adopting this structure removes liability from individual trustees and allows the charity to enter directly into contracts in its own right. This is necessary to allow the Foundation to employ staff directly.

In order to enact this change, the existing Trustees of the Foundation have **unanimously** passed the following resolutions:

**Resolution 1**

Under the terms of the Governing Document of 4<sup>th</sup> June 2010, modified on 11<sup>th</sup> November 2015, the three existing Elected Resident Trustees have now exceeded their maximum permitted terms of office, even disregarding the periods of closure during the COVID-19 pandemic. Of the four permitted ex-officio Trustees, only three are prepared to serve. Clause 8 of the Governing Document requires a quorum of four Trustees to take all decisions. The Trustees have been unable to find sufficient volunteer residents to stand for election and so cannot stand down until provision has been made to ensure a quorum can be maintained. Clause 2 of the Governing Document allows the Trustees to co-opt Trustees to fill vacancies as required. Therefore, the Trustees have **RESOLVED** to co-opt the Parish Council of Chelveston-cum-Caldecott as a corporate Trustee with immediate effect to ensure that a quorum of Trustees can always be maintained.

**Resolution 2**

The Trustees of the Foundation recognise that it is no longer sustainable to rely on volunteers to manage and administer the operations of the Foundation, employees need to be appointed. However, the existing registered charity is not incorporated and cannot enter into employment contracts. The Trustees have therefore **RESOLVED** to work with the Charity Commission to restructure the Foundation to become a Charitable Incorporated Organisation. The target date for incorporation is 1<sup>st</sup> January 2025.

**Resolution 3**

The restructuring process will involve the creation of a newly registered Charitable Incorporated Organisation with the same charitable purpose, and then the merger of the existing charity into the Charitable Incorporated Organisation. The transfer of assets from the existing charity to the new organisation will require a pre-merger vesting declaration to be prepared and signed as a deed by two Trustees on behalf of the Foundation. The Trustees have therefore **RESOLVED** to draw up and execute a

vesting declaration transferring all the assets and liabilities of the Foundation to the new Charitable Incorporated Organisation.

**Resolution 4**

The existing Head Caretaker has completed her notice period and is standing down at the end of August. Transitional arrangements need to be put in place to ensure that the Village Hall can remain open for the remainder of the year prior to the incorporation of the new Charitable Incorporated Organisation. The Trustees have therefore **RESOLVED** that the Clerk to the Trustees has the authority to appoint interim self-employed contractors as required. Their work will be covered by the existing contractor insurance.



Adrian Dale (Clerk)



Melvyn Wooding (Chair)