

Agenda Item No:

Report To: Cabinet

Date of Meeting: 22 February 2024

Report Title: Ashford Parks Foundation

Report Author: Roger Batho, HLF Project Manager

Job Title: James Laidlaw, Aspire & Parks Portfolio Operations Manager

Portfolio Holder: Cllr. Kate Walder

Portfolio Holder for: Cabinet Member for Recreation and Open Spaces



Summary:

This report (and detailed intrinsic appendix) follows the Cabinet report of July 2023. At that time Cabinet supported the exploration of the opportunity of a Parks Foundation for Ashford, via a cross party task and finish group. The work of that group has now concluded and brings back this recommendation to Cabinet to pursue the creation of the Foundation.

This report (alongside the essential appendix which must be read in conjunction with this report) details the considerations of the Task and Finish Group and why the creation of an Ashford Parks Foundation is the recommended model. The creation of an Ashford Parks Foundation provides the Borough Council with a vehicle to deliver 'added value' to parks across the Borough, starting with Victoria Park. The Ashford Parks Foundation will also meet the required legacy criteria that was committed to when receiving the National Heritage Lottery Fund (NHLF) grant. **Now please read the essential detailed appendix before returning to the body of this report.**

Key Decision: YES

Significantly Affected Wards: Victoria Ward

The Cabinet is recommended to:-

- I. **Agree in principle to create an Ashford Parks Foundation, together with suitable agreements/memoranda between the Foundation and the Council, and if necessary also other relevant bodies.**
- II. **Delegate authority to the Deputy Chief Executive/S.151 Officer, Solicitor to the Council & Monitoring Officer, Corporate Director (Place, Space & Leisure) and Assistant Director of**

Environment, Property & Recreation working together as a Steering Group, in consultation with the Portfolio Holder for Recreation & Public Spaces, to take all necessary legal advice and determine the organisational structure, constitution and all related documentation appropriate to implement the above decision.

- III. Note the intention to recruit to the three vacant posts identified within the EPR Restructure (April 2023) in such a way as to enable the incorporation/transfer of one or more post(s) into the Foundation in due course.**

Policy Overview:

This proposal aligns with each of the three Ashford Borough Council Corporate Plan Themes of Green Pioneer, Caring Ashford and Targeted Growth. An Ashford Parks Foundation would support urban communities to value, enjoy and respect nature; promote and increase biodiversity; increase awareness and understanding of the local environment; and work to deliver aspirational green projects. Additionally, a Foundation would help communities feel safe in their parks; enable and encourage community involvement; support local people to develop new skills and knowledge; activate the value of open spaces in improving people's wellbeing; and bring communities together through managed cultural activities. Further, a Foundation would support the growth of the visitor economy; and facilitate opportunities for community fundraising.

This proposal also conforms to the responsibilities placed on Ashford Borough Council through the funding agreement with the National Lottery Heritage Fund by facilitating the high levels of maintenance required to sustain the standards needed to retain Green Flag status in Victoria Park until at least 2031.

Financial Implications:

External legal advice will be required (approx. £8,000) and this will be funded from allocated revenue budget for project feasibility.

Legal Implications:

*Text agreed by
Principal Solicitor
(Strategic
Development) on
13/2/24*

The structure and creation of an Ashford Parks Foundation requires specialist external legal advice on the organisational model, Constitutional documents, and governance arrangements, including agreements/memoranda between the Foundation and the Council to ensure independence and mutual support while avoiding conflicts of interest. The Task & Finish Group did not have time or resources to receive and consider such advice, although a potential Objects clause was discussed. Therefore, the recommendation is that agreement in principle to create an Ashford Parks Foundation be implemented by a small steering group of

Officers, working closely in consultation with the Portfolio Holder for Recreation & Open Spaces, commissioning this advice from Bevan Brittan, an experienced firm of local government/charity solicitors, and acting on the advice through to set-up. If it is desired that the Council should appoint any Member and/or Officer as an initial Trustee, an appropriate recommendation will be brought to the Selection & Constitutional Review Committee in line with usual practice.

Equalities Impact Assessment: See attached assessment.

Data Protection Impact Assessment: N/A

Risk Assessment (Risk Appetite Statement): Our parks and open spaces are very much valued by the residents of our borough. They form an integral part of our support for the mental and physical health and well being of our residents. The creation of a parks foundation, will provide a unique opportunity and vehicle to deliver “added value” to parks across the Borough and in turn the health and well being of our residents. The ownership and day to day management of the parks and green spaces will remain with the council.

A number of expected outcomes, which have been identified within the Task And Finish Group report can be directly be linked to the corporate strategic objectives of our emerging borough plan, providing a low risk opportunity to realise our strategic ambitious in the delivery of high quality parks and open spaces.

Sustainability Implications: An Ashford Parks Foundation has the potential to become a net contributor to sustainability across the borough. Its programme of work and activities will protect the environment and combat the effects of a changing climate by enhancing biodiversity, developing the character of the landscape in response to local need, spotlighting sites and subjects of cultural importance, and role modelling practical actions to mitigate climate change. Opportunities for social inclusion, improved health and quality of life will be central to the Foundation’s work, which will support social progress and be responsive to the growth of local infrastructure.

Other Material Implications: N/A

Exempt from Publication: NO

**Background
Papers:**

- a) Parks Foundation Cabinet Report 27th July 2023. <https://ashford.moderngov.co.uk/ieListDocuments.aspx?CId=136&MId=4476&Ver=4>
- b) Task and Finish Group Report (attached)

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Agenda Item No.

Report Title: Ashford Parks Foundation

Introduction and Background

Victoria Park Project

1. Through 2019-2023 Ashford Borough Council (ABC) have been working in partnership with the National Lottery Heritage Fund (NLHF) to deliver a £5.1m improvement project to Victoria Park (figure inclusive of uplift, contingencies, and separate British Cycling pump track works). These works have included a new café, refurbished toilets and nursery, a new playground, sensory garden, seasonal wetland, and a new improved bike track.
2. Throughout the delivery of the project there has been a complementary and extensive activity programme aimed at engaging the community with the park, to build a proactive audience for the upgraded facilities. This programme has been coordinated and delivered by two members of staff who were funded through the project for a fixed term. Subsequently these staff are no longer in post. The events programme has been well received and has shown that there is a genuine appetite for events and engagement. Highlights include the Christmas Fair, Wassailing, Harry Potter book trail, Scarecrow trails, the Mystery of the Missing Stags, and Mr Harpers Fantastical Fountain.
3. Spending time in open spaces is proven to be good for physical and mental health. For example, people with access to a park are 24% more likely to meet the government's physical activity recommendations of 30 minutes vigorous activity five times a week, and spending as little as ten minutes in a green space has been proven to reduce stress. Connection to nature and green spaces has also been shown to enhance positive youth development. Parks provide benefits to broader communities too, providing spaces where people gather and interact to build social cohesion and foster social capital.
4. The importance of local green spaces for communities was highlighted during the Covid-19 pandemic with visitors to urban parks doubling during the period of UK lockdowns. Lockdowns exposed the inequalities that exist in the distribution of private and public greenspace and emphasised how green public realm can impact on health at a population level.

Project Legacy

5. The staffing budget for the Parks Foundation Team (3 x FTE) is being carried within EPR structure and recruitment is recommended from April 24. Regardless of the creation of a foundation, these vacancies will need to be filled to support the application and management of both the green flag award as well as more widely the ongoing strategic direction and planning of parks and open spaces across the Borough. However, providing Members support the recommendation of the creation of a Parks Foundation, the new staff will

work to deliver the principles of the foundation and all the benefits that will bring.

6. Part of the agreement between ABC and NLHF is to secure the legacy of the project by pursuing a Green Flag Award for Victoria Park, and sustaining future arrangements for the ongoing management of the space along with the engagement of the local community. This includes involving communities, ensuring their representation within decision-making processes and day-to-day running of the park, studying user patterns, delivery of a communications plan, maintaining up to date interpretation, providing access for outdoor education, enhancing the wildlife value, maintaining buildings, linking with national open space strategies, and aspiring to become carbon-negative.
7. The Park is fortunate to have an established Friends group with a passion for conservation, improving wildlife value and new and improved facilities across the park. Building on the legacy of the project aligns with ABC's Corporate Plan themes of Green Pioneer and Caring Ashford, as well as being a fundamental element of the Green Flag Award where such groups should be encouraged and nurtured as part of the overarching scheme of certification.
8. In addition to the conservation-focused volunteers, there are also enthusiastic and skilled individuals who pursue opportunities around gardening, heritage and trees in Victoria Park as they arise. This provides opportunities for future training and upskilling of those volunteers through the Royal Horticultural Society (RHS) approved training accreditation that Aspire already have obtained. This will provide valued opportunities for offering training whilst using propagated plants or seeds for future enhancement projects within parks and open spaces across the Borough.

Task and Finish Group

9. In July 2023 a report was brought to Cabinet presenting a proposal to build on the legacy of the Victoria Park Project and its work to maximise the social and natural value not only for Victoria Park but also the potential for this to be extended across ABC's entire portfolio of parks.
10. The proposal sought to follow on from the success of a small number of pioneering UK local authorities who have successfully trialled a Parks Foundation model. These local authorities have created foundations (charity organisations) which focus on "additionality" in parks and open spaces, enabling community groups to realise their neighbourhood ambitions, fundraising for the delivery of improvement projects, supporting community volunteering programmes, and managing a calendar of community events.
11. Cabinet authorised the creation of a cross-party Member and officer Task and Finish Group to investigate and understand the feasibility, practicality and implications of setting up an Ashford Parks Foundation. This group met regularly through September to November 2023 and its findings are laid out in the appended, detailed Task and Finish Parks Foundation Report. The primary conclusion was to recommend that the creation of an Ashford Parks Foundation is pursued.

12. The ownership and day to day management of our green space assets will remain with the borough council. The Ashford Parks Foundation will provide the opportunity to deliver additionality and enhanced experiences in our parks and green spaces that the borough council could not possibly deliver on its own.

Proposal

13. The Task and Finish Group recommend that ABC undertake the work to register an Ashford Parks Foundation within the scope of the information provided within Task and Finish Group's report and its appendices, contingent to the advice required from external charity law specialists.

Equalities Impact Assessment

14. Members are referred to the attached assessment.
15. The Task and Finish Group identified that an Ashford Parks Foundation has the capability to become a net contributor to improving access and inclusion within open spaces across all protected characteristics.

Consultation Planned or Undertaken

16. During the period of the Task and Finish Group officers have engaged with a small number of Friends and community groups within the Ashford Green Corridor to preliminarily examine the potential support for an Ashford Parks Foundation. As part of this, and the likely early sole focus of a Foundation in Victoria Park, the Friends of Victoria Park were invited to participate in the Task and Finish Group's workshops. All groups consulted were supportive of the proposal.
17. Whilst the Group were engaging with the Bournemouth Parks Foundation [Home - The Parks Foundation](#) they also took the opportunity to consult with the relevant officers within the local Unitary Authority who were unstinting in their support for the principal of Parks Foundations and the impact that their local charity had had.

Other Options Considered

18. Don't create an Ashford Parks Foundation. If an Ashford Parks Foundation is not created the parks development function will be in place but without the additional capability and option to fundraise from alternative charity sources and effectively "enable" community groups to participate in their local open spaces to enhance the experience for all. The Parks Foundation's role is one of 'additionally'.

Reasons for Supporting Option Recommended

19. The Task and Finish Group, comprised of cross party membership, relevant officers and friends of Victoria Park, concluded that the creation of an Ashford Parks Foundation was a vehicle and tool that would add value to their open space. It would provide a platform of opportunity for creating a brand identity for parks which in turn would nurture support to enhance the experience of the open space for all users. Whilst maximising opportunities to fund raise, allowing additional value to be delivered.
20. An Ashford Parks Foundation will offer specific benefits comprising:
 - a. Access to additional funding streams not available to local authorities
 - b. A single point of collaboration for communities in Ashford's parks "enabling" them to take greater ownership of open spaces and the way these are shaped in the future.
 - c. Allowing ABC to become facilitators in enabling community groups and volunteers to realise their aspirational plans for improvements to open spaces where these fit with ABC strategic plans for the space.
 - d. A focus for delivering and managing social value enhancement through volunteer and events programmes, and;
 - e. A focus for an ecosystem-wide approach to enhancing the value of Ashford's open spaces for nature.

Next Steps in Process

21. Should Cabinet agree the recommendations within this report to create an Ashford Parks Foundation the next steps will be to:
 - a. Formerly instruct external lawyers to provide the governing documents, the constitution and the most suitable structure of the vehicle to create an Ashford Parks Foundation whilst providing sufficient oversight by the Borough Council through appropriate agreements, memoranda and other documentation.
 - b. Recruit into the vacant posts (the vacant posts will be recruited into with or without the enhancement of an Ashford Parks Foundation).
 - c. Deliver an Ashford Parks Foundation in line with the recommendations within this report with the aim of registration to be complete with the Charities Commission by March 2025.

Conclusion

22. It should be noted that Ashford is not the first Council to create a Parks Foundation. Other Council's including Bournemouth, Leeds, Bristol and Bath, Ealing have already created Foundations and their experience and journey has been and will continue to be used whilst creating the Ashford Parks Foundation.
23. The creation of an Ashford Parks Foundation, supported by the cross party Task and Finish Group along with the Friends of Victoria Park, will create an

opportunity to enhance the experience for all users of Victoria Park in the short term and all parks across the Borough in the medium to long term.

Portfolio Holder's Views

24. My sincere thanks go to everyone involved in the Task & Finish exercise (the local residents and businesses who make up the Friends of Victoria Park, my fellow Borough Councillors and all the officers who gave us the benefit of their expertise across a whole range of disciplines). The Parks Foundation model was thoroughly interrogated and tested from the broadest possible range of perspectives.
25. A Parks Foundation model provides a solution to the current significant commitment that ABC has to the National Lottery Heritage Fund to secure the legacy of the Victoria Park & Watercress Fields Project through the award of a Green Flag Award. It also presents the flexibility and potential for ABC to engage with and help enable a whole new set of projects and initiatives brought to us by the community. We have flexible models for our built assets and now need the same agility for our green and open spaces. A Parks Foundation is all about additionality - there will be no transfer of ownership, nor will there be any alteration in the day-to-day management of our parks and open spaces.
26. I fully endorse the proposal for the creation of an Ashford Parks Foundation, and believe this report shows that the Task and Finish Group have already provided a range of valuable insights and recommendations to enable its success.

Shadow Portfolio Holder's Views

27. Based on my involvement in the Task and Finish Group meetings, I believe that the creation of an Ashford Parks Foundation is not only feasible but also worth pursuing. The group robustly explored this possibility and I am confident that the Foundation provides a pragmatic and inspiring way to maximise community support and participation. It fosters a sense of ownership among local residents and offers multiple ways to enrich their lives.
28. The Foundation also presents an opportunity to generate revenue to support its own activities, which would not otherwise be possible. It creates the possibility of establishing a strong identity for parks, starting with Victoria Park. This identity can be used to build support, engagement, and pride, and also to open up further opportunities such as merchandising, plant sales, more events, educational activities, and so much more.
29. In conclusion, based on the extensive ground covered in the Task Group meetings, I am very happy to recommend pursuing the creation of an Ashford Parks Foundation. I believe it will bring significant benefits to our community and enhance the lives of our residents.

Cllr Diccon Spain, Labour Group Spokesperson for Planning, Recreation, Public Spaces, and Culture.

30. I have studied the proposal to create an Ashford Parks Foundation, and believe that this is a pragmatic and considered solution to preserving the quality of our green spaces. I believe that this Foundation will be greatly beneficial to the local community around Victoria Park, and potentially across our entire borough.
31. The team have made extensive use of best practice, showing a willingness to learn from the experience of others and a desire to ensure a secure future for Ashford's parks. I am particularly pleased with the potential for this Foundation to grow and expand to incorporate other spaces in time. By developing a unique brand, this project will further entrench civic pride in our green and open spaces.
32. I firmly believe that this proposal represents the best possible solution in the long term, both for Ashford Borough Council and the people of Ashford. Properly supported, a Parks Foundation will enhance the lives of our residents for years to come. I fully endorse the recommendations of this report.

Cllr Johnny Shilton, Conservative Group Spokesperson for Recreation & Public Spaces.

Contact and Email

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Equalities Impact Assessment

1. An Equality Impact Assessment (EIA) is a document that summarises how the council has had due regard to the public sector equality duty (Equality Act 2010) in its decision-making. Although there is no legal duty to produce an EIA, the Council must have **due regard** to the equality duty and an EIA is recognised as the best method of fulfilling that duty. It can assist the Council in making a judgment as to whether a policy or other decision will have unintended negative consequences for certain people and help maximise the positive impacts of policy change. An EIA can lead to one of four consequences:
 - (a) No major change – the policy or other decision is robust with no potential for discrimination or adverse impact. Opportunities to promote equality have been taken;
 - (b) Adjust the policy or decision to remove barriers or better promote equality as identified in the EIA;
 - (c) Continue the policy – if the EIA identifies potential for adverse impact, set out compelling justification for continuing;
 - (d) Stop and remove the policy where actual or potential unlawful discrimination is identified.

Public sector equality duty

2. The Equality Act 2010 places a duty on the council, when exercising public functions, to have due regard to the need to:
 - (a) Eliminate discrimination, harassment and victimisation;
 - (b) Advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it;
 - (c) Foster good relations between persons who share a relevant protected characteristic and persons who do not share it (i.e. tackling prejudice and promoting understanding between people from different groups).
3. These are known as the three aims of the general equality duty.

Protected characteristics

4. The Equality Act 2010 sets out nine protected characteristics for the purpose of the equality duty:
 - Age
 - Disability
 - Gender reassignment
 - Marriage and civil partnership*
 - Pregnancy and maternity
 - Race
 - Religion or belief
 - Sex
 - Sexual orientation

*For marriage and civil partnership, only the first aim of the duty applies in relation to employment.

Due regard

5. Having 'due regard' is about using good equality information and analysis at the right time as part of decision-making procedures.

6. To 'have due regard' means that in making decisions and in its other day-to-day activities the council must consciously consider the need to do the things set out in the general equality duty: eliminate discrimination, advance equality of opportunity and foster good relations. This can involve:
 - removing or minimising disadvantages suffered by people due to their protected characteristics.
 - taking steps to meet the needs of people with certain protected characteristics when these are different from the needs of other people.
 - encouraging people with certain protected characteristics to participate in public life or in other activities where it is disproportionately low.
7. How much regard is 'due' will depend on the circumstances. The greater the potential impact, the higher the regard required by the duty. Examples of functions and decisions likely to engage the duty include: policy decisions, budget decisions, public appointments, service provision, statutory discretion, decisions on individuals, employing staff and procurement of goods and services.
8. In terms of timing:
 - Having 'due regard' should be considered at the inception of any decision or proposed policy or service development or change.
 - Due regard should be considered throughout development of a decision. Notes shall be taken and kept on file as to how due regard has been had to the equality duty in research, meetings, project teams, consultations etc.
 - The completion of the EIA is a way of effectively summarising this and it should inform final decision-making.

Armed Forces Community

9. As part of the council's commitment to the Armed Forces Community made through the signing of the Armed Forces Covenant the council's Cabinet agreed in November 2017 that potential impacts on the Armed Forces Community should be considered as part of the Equality Impact Assessment process.
10. Accordingly, due regard should also be had throughout the decision making process to potential impacts on the groups covered by the Armed Forces Covenant:
 - Current serving members of the Armed Forces (both Regular and Reserve)
 - Former serving members of the Armed Forces (both Regular and Reserve)
 - The families of current and former Armed Forces personnel.

Case law principles

11. A number of principles have been established by the courts in relation to the equality duty and due regard:
 - Decision-makers in public authorities must be aware of their duty to have 'due regard' to the equality duty and so EIA's must be attached to any relevant committee reports.
 - Due regard is fulfilled before and at the time a particular policy is under consideration as well as at the time a decision is taken. Due regard involves a conscious approach and state of mind.
- A public authority cannot satisfy the duty by justifying a decision after it has been taken.

- The duty must be exercised in substance, with rigour and with an open mind in such a way that it influences the final decision.
- The duty is a non-delegable one. The duty will always remain the responsibility of the public authority.
- The duty is a continuing one so that it needs to be considered not only when a policy, for example, is being developed and agreed but also when it is implemented.
- It is good practice for those exercising public functions to keep an accurate record showing that they have actually considered the general duty and pondered relevant questions. Proper record keeping encourages transparency and will discipline those carrying out the relevant function to undertake the duty conscientiously.
- A public authority will need to consider whether it has sufficient information to assess the effects of the policy, or the way a function is being carried out, on the aims set out in the general equality duty.
- A public authority cannot avoid complying with the duty by claiming that it does not have enough resources to do so.

The Equality and Human Rights Commission has produced helpful guidance on “Meeting the Equality Duty in Policy and Decision-Making” (October 2014). It is available on the following link and report authors should read and follow this when developing or reporting on proposals for policy or service development or change and other decisions likely to engage the equality duty. [Equality Duty in decision-making](#)

Lead officer:	Roger Batho
Decision maker:	Cabinet
Decision: <ul style="list-style-type: none"> • Policy, project, service, contract • Review, change, new, stop 	Creation of Ashford Parks Foundation
Date of decision: The date when the final decision is made. The EIA must be complete before this point and inform the final decision.	22 nd February 2024
Summary of the proposed decision: <ul style="list-style-type: none"> • Aims and objectives • Key actions • Expected outcomes • Who will be affected and how? 	Ashford Borough Council is considering creating an Ashford Parks Foundation with the objective of delivering “additionality” and added value with parks and open spaces. Aim: The Foundation would focus on supporting, enabling and facilitating local communities, volunteers and Friends groups in

- How many people will be affected?

delivering their aspirations for enhancing their local parks.

Actions: Ensure diverse and representative membership of the Foundation's Trustee Board.

Endeavour to especially include and engage with groups representing those with protected characteristics during formal consultations.

Deploy the ABC EIA tool to guide decision-making as to the activities and priorities of the Foundation.

Champion the inclusion of accessibility within the ABC LMP model.

Refer to best practice for accessibility and inclusion in parks across the UK.

Context: In Kent and Ashford currently as of data provided by the Director of Public Health for Kent within the Active Kent and Medway Team (conference October 2023), there are significant health challenges in our communities and those with protected characteristics that also represent the least active.

Spending time in open spaces is proven to be good for physical and mental health. For example, people with access to a park are 24% more likely to meet physical activity recommendations, and spending as little as ten minutes in a green space has been proven to reduce stress hormones.

Connection to nature and green spaces has also been shown to enhance positive youth development. Parks provide benefits to broader communities too, providing spaces where people gather and interact to build social cohesion and foster social capital.

The importance of local green spaces for communities was highlighted during the Covid-19 pandemic with visitors to urban parks doubling during the period of UK lockdowns. Lockdowns exposed the inequalities that exist in the distribution of private and public greenspace and emphasised how green public

	<p>realm can impact on health at a population level.</p>
<p>Information and research:</p> <ul style="list-style-type: none"> • Outline the information and research that has informed the decision. • Include sources and key findings. 	<p>Key facts: Ashford is the 8th most deprived district in Kent and Medway. (Or 6th least deprived) Life expectancy at birth is slightly higher than both the Kent and England averages at 80.8 years and 84.5 years for males and females respectively. In the most deprived areas, life expectancy for men is 6.8 years lower. The percentage of adults classified as overweight or obese is 64.9%, worse than the England average (62.8%) The prevalence of overweight children in reception and year 6 are both above the average for England and the South East. Smoking is significantly worse than the England average during pregnancy and for those in routine and manual occupations. The percentage of physically active adults is slightly lower than the regional average at 66.9% compared to 69.5%.</p> <p>The key features of the local demographics:</p> <ul style="list-style-type: none"> • An older population, with 61% being over the age of 45 compared to England and Wales (44%) • The population is predominantly white, with only 2.3% of the population declaring themselves to be black, Asian, mixed heritage or other. • A high percentage of car owners, with 85% of households having access to at least one car, 9% higher than the national average. • A very high percentage of retired people, with 49.3% declaring themselves economically inactive. • A high level of employment, with only 2.4% people unemployed in comparison with a national level of 3.5% • A population that is relatively healthy (80% very good or good), although a slightly higher number of people with a disability 19.5% compared to an England average of 17.3%, as expected in an area with a higher proportion of elderly people.

	<p>Partnerships / Agencies/Organisations :</p> <ul style="list-style-type: none"> • Ashford Borough Council attended the Move Together conference 2023 • Committed/Pledged to the Strategy • Partnership Active Kent and Medway Active Team • Freedom Leisure have designated Every Day Active Champions leading community programmes and providing reports • Working with National Sports i.e. FA on community sports delivery outcomes for at risk communities in the borough • Part of the Kent Wide Live Longer Better Network • Freedom Leisure as part of their contract have developed an annual Ashford Active Communities Development Plan
<p>Consultation:</p> <ul style="list-style-type: none"> • What specific consultation has occurred on this decision? • What were the results of the consultation? • Did the consultation analysis reveal any difference in views across the protected characteristics? • What conclusions can be drawn from the analysis on how the decision will affect people with different protected characteristics? 	<p>A cross party Task and Finish group was set up to investigate the practicality and feasibility of creating an Ashford Parks Foundation. Membership of this Group included portfolio holders, ward Members, local businesses, active stakeholders and the Friends of Victoria Park.</p> <p>The Task and Finish Group's conclusion that the creation of an Ashford Park Foundation should be pursued.</p> <p>No difference in views was revealed across the protected characteristics, but the Group concluded that an Ashford Parks Foundation has the potential to act as a positive change agent in open spaces across the borough. By endeavouring to especially include and engage with groups representing those with protected characteristics during formal consultations a Foundation has the capability to become a net contributor to improving access and inclusion within open spaces.</p>

Assess the relevance of the decision to people with different protected characteristics and assess the impact of the decision on people with different protected characteristics.

When assessing relevance and impact, make it clear who the assessment applies to within the protected characteristic category. For example, a decision may have high relevance for young people but low relevance for older people; it may have a positive impact on women but a neutral impact on men.

Protected characteristic	Relevance to Decision High/Medium/Low/None	Impact of Decision Positive (Major/Minor) Negative (Major/Minor) Neutral
<u>AGE</u> Elderly	High	Positive
Middle age	High	Positive
Young adult	High	Positive
Children	High	Positive
<u>DISABILITY</u> Physical	High	Positive
Mental	High	Positive
Sensory	High	Positive
<u>GENDER RE-ASSIGNMENT</u>	High	Positive
<u>MARRIAGE/CIVIL PARTNERSHIP</u>	Medium	Positive
<u>PREGNANCY/MATERNITY</u>	High	Positive
<u>RACE</u>	High	Positive
<u>RELIGION OR BELIEF</u>	High	Positive
<u>SEX</u> Men	High High	Positive Positive
Women	High	Positive
<u>SEXUAL ORIENTATION</u>	High	Positive

ARMED FORCES COMMUNITY Regular/Reserve personnel	Medium	Positive
Former service personnel	High	Positive
Service families	High	Positive

Mitigating negative impact: Where any negative impact has been identified, outline the measures taken to mitigate against it.	N/A	
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Is the decision relevant to the aims of the equality duty?		
Guidance on the aims can be found in the EHRC's Essential Guide , alongside fuller PSED Technical Guidance .		
Aim	Yes / No / N/A	
1) Eliminate discrimination, harassment and victimisation	Yes	
2) Advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it	Yes	
3) Foster good relations between persons who share a relevant protected characteristic and persons who do not share it	Yes	

Conclusion:	<p>Regard has been had for the equality duty during the period of investigation by the Task and Finish Group. No areas of discrimination were identified, and the decision is not expected to have any negative impact on equality.</p> <p>No adjustments have been recommended, and the Group identified that an Ashford Parks Foundation has the capability to become a net contributor to improving access and inclusion within open spaces across all protected characteristics.</p> <p>Additionally, to the role of scrutiny provided by the Board of Trustees, the foundation will also do the following to monitor ongoing impact:</p>
<ul style="list-style-type: none"> Consider how due regard has been had to the equality duty, from start to finish. There should be no unlawful discrimination arising from the decision (see guidance above). Advise on whether the proposal meets the aims of the equality 	

<p>duty or whether adjustments have been made or need to be made or whether any residual impacts are justified.</p> <ul style="list-style-type: none"> • How will monitoring of the policy, procedure or decision and its implementation be undertaken and reported? 	<ul style="list-style-type: none"> • Involve communities, including through forums, questionnaires, surveys, as well as outreach work to schools, youth organisations, faith groups and organisations that represent people with disabilities. Consultation will include 13–19 age group, often one of the hardest groups to engage with. • Ensure fair representation and equitably balance conflicting demands when decisions, particularly those involving significant redesign and investment, are made. • Involve groups in the day-to-day running of the site, with particular emphasis towards the interests of the groups, which might include, horticulture, arboriculture, conservation, heritage, etc. • Study patterns of use across different seasons, days of the week and times of day to better understand sources of potential conflict between different user groups and make sure that play and recreational opportunities are fairly provided for all potential user groups.
<p>EIA completion date:</p>	<p>24th January 2024</p>

feasibility and practicality of an Ashford Parks Foundation



Executive Summary

Ashford Borough Council (ABC) and the National Lottery Heritage Fund (NLHF) agreed in July 2019 to jointly fund the Victoria Park and Watercress Fields Project. This encompassed an extensive activity programme engaging with the local community alongside improvements to key assets such as the playground, and a new café, wetland and pump track.

Due to the impact of the Covid-19 pandemic, capital works didn't begin until June 2022. The park was officially reopened to the public in July 2023 in time for the school summer holidays and has been well received by the community.

Part of the agreement between ABC and NLHF is to secure the legacy of the project by pursuing a Green Flag Award for Victoria Park. As part of the work to understand the opportunities and impact presented by this commitment, as well as how the long-term impact of the project could benefit open spaces and communities more widely, ABC have been researching options to more effectively and efficiently enable continuous improvement throughout the borough's open spaces.

During 2014-16, a Nesta and NLHF programme called Rethinking Parks helped 11 projects to test new ideas for supporting public parks in the UK, for which the emergence of Parks Foundations in the UK was a highlight. Foundations are common in Europe and the US and focus on "additionality" in open spaces; they do not get involved directly with day-to-day management and maintenance, but lead fundraising efforts, enable community projects, oversee volunteering programmes and deliver calendars of events.

In July 2023 Cabinet set up a cross-party Task and Finish Group to oversee work to understand if creating an Ashford Parks Foundation would be feasible and practical. This report presents their conclusions and recommends that Ashford does create its own Parks Foundation.

The Task and Finish Group were particularly enthusiastic about the way in which a Foundation could act as an enabler for community groups, helping them to secure funding for improvements or additions to their local open spaces which ABC would otherwise not be able to collaborate on. The framework of the Victoria Park volunteering programme also offers additional opportunities through expansion to other open spaces, and through becoming the foundation for a skills programme for local volunteers and potentially a social prescribing project.

The Task and Finish Group produced an extensive Risk-Benefit Analysis and highlighted the value of clear governance structures and qualitative as well as quantitative success criteria. The group discussed ways of mitigating threats and magnifying enablers and concluded that the benefits outweigh the risks.

There is a choice of different charity structures available, and the Group recommended that a Foundation Charitable Incorporated Organisation may be the best option for an Ashford Parks Foundation. Compared to other choices, this model would not require transfer of assets like a Trust model would, comes with a lower

administrative burden than that of the Charitable Company model, but still allows for direct employment and ownership of resources, unlike the Unincorporated Association model.

Reflecting this preference in model, the Group also drafted a charitable objects statement in the format of the associated template constitution. This statement is a requirement which sets out the physical and occupational scope of the Ashford Parks Foundation, which the Group focused on the enhancement of the public open spaces in the borough and the improvement of the wellbeing of the communities they serve.

The Group discussed options for staffing arrangements and recommends that the three parks development roles already within ABC are designated to work on the creation of the Ashford Parks Foundation and then the delivery of its work. ABC should continue to support these staff internally until such time as the Foundation can demonstrate its self-sufficiency.

There are drafts of defined processes and systemised working groups for decision-making, themselves based upon the successful trials of other pioneer UK Parks Foundations.

Although their recruitment is not yet necessary, as a minimum, three named trustees must be included in the registration with the Charities Commission. The Group have produced a set of criteria of professional experience, personal qualities, and representation as a Team Specification for when recruitment begins.

The Group also identified a range of early impact and income opportunities. These are conservatively set at a community level so as not to burden the Foundation with unrealistic early targets but also in recognition that other UK Parks Foundations have shown £20 of impact for every £1, they invest in open spaces. In addition, the group agreed a draft three-year plan building on the good work in Victoria Park and securing a Green Flag Award as the primary focus of an Ashford Parks Foundation.

As an alternative, the Group considered the continuation of ABC's current structure for open space development but were particularly concerned that this would restrict the capability to enable and empower community groups to lead the development of their local open spaces. This was reflected during collaboration with the Bournemouth Parks Foundation with the Strategic Lead for Greenspace and Conservation at Bournemouth Council saying that "I cannot see any downsides".

The Group recommend that work is undertaken to allow for registration documents to be submitted to the Charities Commission around October 2024, with an expected response no later than January 2025.

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BACKGROUND

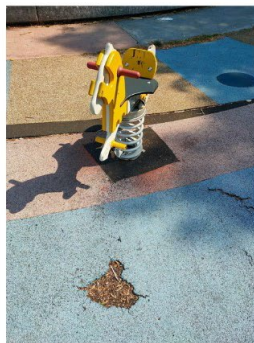
- **Victoria Park Project**
- **Project Legacy**
- **Land Management Plans**
- **Rethinking Parks**
- **Foundations**
- **Ashford Parks Foundation Feasibility**

Victoria Park Project

Ashford Borough Council (ABC) formally agreed to the delivery of the Victoria Park and Watercress Fields Project (the project) with the National Lottery Heritage Fund (NLHF) in July 2019 with a funding split of 31% to 69% (ABC/NLHF) for a total project budget of £4.6m. This agreement covered:

- Recruitment of a project team,
- Restoration and enhancement of heritage assets,
- Enhancement of horticultural features,
- Improvement of facilities,
- Delivery of an activity Programme,
- Support for the Friends of Victoria Park,
- Contribution to increased M&M costs.

“Old” Victoria Park – pre works



In early 2020, as a direct consequence of the Covid-19 pandemic, ABC capital projects were paused whilst the council focused on delivering immediately required frontline services. In February 2021 the Quantity Surveyor was instructed to undertake the final pre-tender estimate (PTE) whilst the first stage of procurement was underway. The PTE was presented to ABC and NLHF in May 2021 showing an increased projected cost. In August 2021 ABC and NLHF agreed to take the capital works to market following some small changes to the plans, and the final stage of procurement was launched in November 2021 with tenders returned in February 2022. The cost of the preferred contracts pushed the total value of the project to £5.1m which was accommodated through extensive value engineering, and an uplift in contributions from ABC and NLHF.

Project works

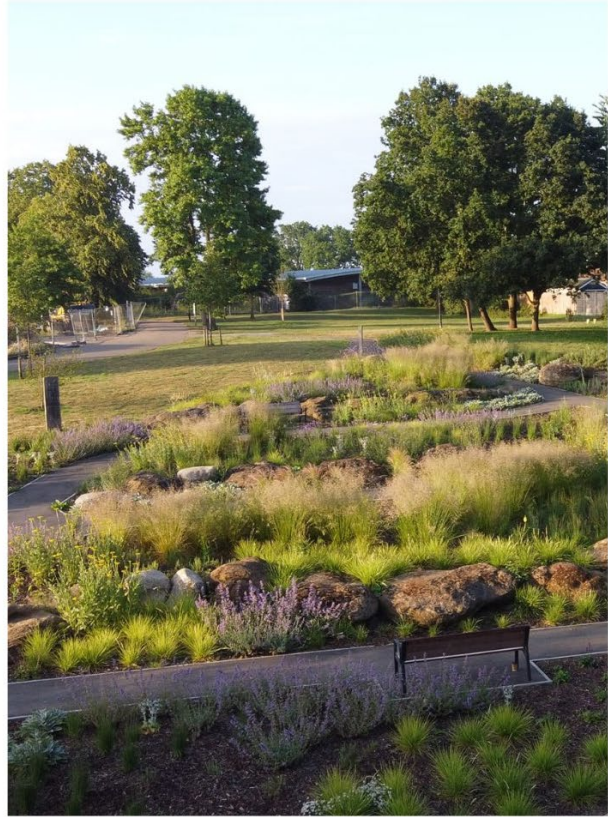


Capital works began in Victoria Park in June 2022 and the park was officially reopened to the public in July 2023 in time for the school summer holidays. There are a small number of remedial works to be carried out by the contractors in early 2024 with the NLHF funding agreement reaching its end in June 2024.

Events and activities in Victoria Park



Rejuvenated Victoria Park



Project Legacy

Part of ABC's agreement with the National Lottery Heritage Fund (NLHF) is to secure the legacy of the project by pursuing a Green Flag Award for Victoria Park and sustaining future arrangements for the ongoing management of the space along with the engagement of the local community.

The Green Flag Award brand and some of the Victoria Park litter picking volunteers






In particular, to achieve and retain a Green Flag Award, work will need to be undertaken to:

- Involve communities, including through forums, questionnaires, surveys, as well as outreach work to schools, youth organisations, faith groups and organisations that represent people with disabilities. Consultation should be aimed at the 13–19 age group, often one of the hardest groups to engage with.
- Ensure fair representation and equitably balance conflicting demands when decisions, particularly those involving significant redesign and investment, are made.
- Involve groups in the day-to-day running of the site, with particular emphasis towards the interests of the groups, which might include, horticulture, arboriculture, conservation, heritage, etc.
- Study patterns of use across different seasons, days of the week and times of day to better understand sources of potential conflict between different user groups and make sure that play and recreational opportunities are fairly provided for all potential user groups.
- Maintain and deliver a communication and marketing plan for the park to promote facilities, including, where appropriate, an annual calendar of community events.
- Offer up to date interpretation and signage around the park and online detailing the social and built heritage and unique biodiversity features of the site.
- Provide opportunities for outdoors activities such as nature walks, green gym programmes, creative conservation, or links with local history or other interest groups, as well as welcoming or providing Forest Schools or equivalent outdoor learning experiences for local schools.

- Enhance sites to form part of a network for wildlife, as natural floodways or open spaces so that they are better able to adapt to a changing climate.
- Ensure buildings or structures identified as in need of maintenance or restoration should have a vision and a plan to maintain them.
- Build on links to wider local and national strategies – including Local Nature Partnerships, National Pollinator Strategy, health and wellbeing and nature, natural play, involving people in ‘growing their own’, green infrastructure and climate change adaptation.
- Monitor and improve environmental impact, seeking out opportunities to become “carbon-negative”.

Building on the legacy of the project also strongly aligns with ABC’s Corporate Plan themes and offers opportunities to align future shaping of the park with future shape of the Open Spaces Strategy.

Theme	Challenges	Objectives	Outcomes
<p>Green Pioneer Our long term aim: Every community and individual plays their part in becoming a carbon neutral borough, through a more sustainable way of life. And the natural environment is protected and enhanced.</p> 	<p>Tackling climate change by achieving carbon neutrality.</p> <p>Enabling development whilst protecting the environment.</p> <p>Reducing the carbon footprint of our services and operations.</p>	<p>GP2 Increased biodiversity and educational opportunities encouraging sustainable lifestyles.</p>	<p>Supports the communities in urban areas, value, enjoy and respect the natural environment and the abundance of wildlife.</p> <p>Supports the objective of promoting and increasing biodiversity in local open spaces through the development of bespoke maintenance programmes that the local community support.</p> <p>Increase awareness of the local environment, good work and wildlife, accessible locally to residents.</p> <p>Provides opportunities for community led aspirational “green projects” that enhance the biodiversity of local open spaces.</p> <p>Educational programmes enhancing skills, knowledge and understand around biodiversity, ecology and how to care for, enhance and improvement local spaces and the wider environment.</p>
<p>Caring Ashford Our long term aim: Towns, villages and rural communities are welcoming, safe places for all who live and work in them, offering a high quality of life where everyone is valued and respected.</p> 	<p>Improve the wellbeing and opportunities for people living in the most disadvantage areas.</p> <p>Raising educational attainment and skills level of local population.</p>	<p>CA2: Local people have access to life learning to ensure they have knowledge and skills to take up local employment.</p> <p>CA3: Reduce health inequalities and improve the wellbeing of local people.</p> <p>CA4: Communities celebrate their heritage and diversity of their population to build a more connected</p>	<p>Communities feel safe and secure within their local parks and open spaces.</p> <p>Provides a vehicle for enabling and encouraging local communities, friends’ groups and volunteers, passionate about their local amenity spaces become enabled to realise their aspirations for enhancing their local space, whilst in collaboration with the council.</p>

		community and strengthen social responsibility	<p>Allows the Borough council to become a facilitator to support community groups.</p> <p>Local people seek positive change for themselves and others through their knowledge and skills, improving their social inclusion and employment through volunteering and skill enhancements offered by the community led workshops and training programmes around horticulture and ecology.</p> <p>The lives of people's health and wellbeing are improved through the use of their local park and open space and becoming actively involved in community led park projects and events</p> <p>Cultural activities and events bringing communities together, increasing tolerance, respect and understanding which in turn drives increased interest and community buy in to the good work of the foundation and a reason for becoming involved.</p>
<p>Targeted Growth</p> <p>Our long term aim: A thriving, productive local economy supporting a range of business and industry offering good work to local people and is recognised as a high quality visitor destination.</p> 	<p>Ensuring our towns remain vibrant places and adapt to changing consumer habits.</p> <p>Attracting new industries to establish in the borough and retain and grow existing business</p>	<p>TG1: Increased productivity and job opportunities and the establishment of sustainable, knowledge base and creative industries in the borough</p> <p>TG3: Strengthen local supply chains and increase the resilience of the local economy.</p> <p>TG4: Support growth and visitor economy</p>	<p>The borough is a “year-round” visitor designation renowned for offering quality visitor experiences and high quality parks and open spaces</p> <p>Opportunities for community fund raising to support enhancements.</p>

Victoria Park is very fortunate to have an established Friends group with a passion for conservation and improving wildlife value across the park. Further to the group of conservation-focused volunteers there are also enthusiastic and skilled individuals who pursue opportunities around gardening, heritage and trees in Victoria Park as they arise.

A recent corporate restructure forming the Environment, Property and Recreation (EP&R) Service has allowed the opportunity to challenge and review a number of roles and responsibilities in order to ensure that when vacancies arise, overlap, synergies and need, (in line with Corporate aims), have already been identified. During this process the need was identified for roles to support the ongoing development, strategic direction, and shaping of our parks and open space across the borough. This also presents the opportunity, whilst retaining ownership of the asset, to exploit the social and economic benefits of these assets, ensuring engagement with our communities. Also aligning more closely with the management and maintenance of open spaces (as delivered by Aspire) and overall, the work to improve and capture value from these spaces.

As part of the work to understand the opportunities presented by the long-term impact of the Victoria Park Project and its legacy, the Borough Council have been researching options to more effectively and efficiently enable the work detailed above. There is not only value now but additional future value to support the expected increase in residential development and population growth of almost 20,000 over the next 20 years, by moving to a foundation model. The strategic development of Ashford's open spaces is essential to make sure they not only reflect the existing heritage and character of the Borough but also cater for the needs and preferences of its growing communities and the health and wellbeing of the borough's residents.

Rethinking Parks

The financial challenges facing the public sector since 2010 have necessitated innovation and experimentation, particularly from local government who have sought new ways of generating income and for delivering services. One such innovation programme was Rethinking Parks, a joint Nesta and National Lottery programme investigating new ways of managing and financing the UK's public parks to make sure, as non-statutory services, they are sustainable and remain impactful for their local communities.

Images from innovative parks in the Rethinking Parks report



During 2014-16, the Rethinking Parks programme offered £1 million to support 11 projects to test new ideas for supporting public parks. The fund worked with teams across the UK, providing grant funding, specialist support, networking opportunities, and time for reflection and challenge, to test which approaches had the most promise. The emergence of Parks Foundations in the UK, starting with Bournemouth

Parks Foundation, was a highlight for the programme which has led to other towns and cities adopting the model.

Foundations

Parks Foundations are common in Europe and the US but are a relatively new model in the UK. They are charity organisations which focus on “additionality” in parks and open spaces; they do not get involved with day-to-day management and maintenance, but lead fundraising efforts, enable community projects, oversee volunteering programmes and deliver calendars of events.

Excerpt from *How to Set Up a Parks Foundation*, published by the Rethinking Parks programme.

Parks Foundations are collaborative platforms: they work with local businesses, communities and landowners to protect, preserve and develop parks. This can incorporate any number of fundraising and income-generating activities, as well as supporting community groups and volunteering projects that take place in parks themselves. To function, Parks Foundations do not need to take on ownership or overall management of public parks.

Parks Foundations open up new options within financing and funding. Unlike other existing bodies they are solely and completely focused on additionality and quality improvement for parks. They also enable government bodies, funders, local councils, and communities to work together towards common goals.

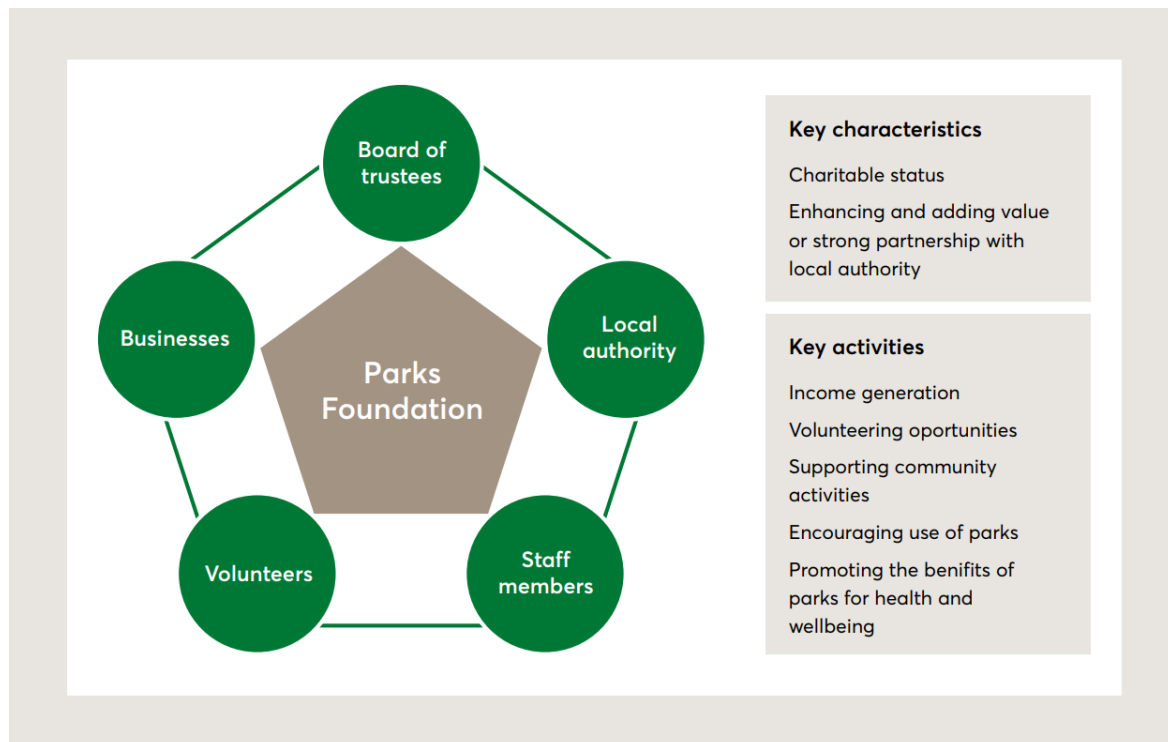


Diagram One.

Bournemouth Parks Foundation, for example, has raised hundreds of thousands of pounds through support from donors, grants, individual donations and crowdfunding: £300,000 to rebuild a bird sanctuary, £20,000 to help rebuild a run-

down Victorian shelter and a further £2,000 from a single contactless donation point.

A Parks Foundation acts as a focal point, making efforts and actions around parks less dispersed and more focused.

As you can see from the diagram above, they provide an open platform for collaboration between all those interested in public parks. Parks Foundations act as a facilitator, helping parks managers and communities – and the parks they care for – work together to release their full potential.

Parks Foundations focus on ‘additionality’ – in other words, they bring extra benefits to a community space rather than just providing basic maintenance or upkeep, which would remain a local authority’s responsibility. This could be running creative activities in parks, encouraging more diverse visitors, fundraising, maintaining a space above the general standard, working with groups to improve planting and habitats, or running community enterprises.

They are not the same as a trust that owns or manages parks and greenspaces – they do not necessarily hold or control any land. Whilst some Parks Foundations’ charitable objects state that they could manage green spaces, this is not their primary vision. They do not replace existing friends’ groups for individual parks or other community led efforts, but support them and provide a place for collaboration and creativity.

This is an important point. Indeed, as a report on public donations in parks and greenspaces from the University of Leeds noted, it would be difficult to tap into public support of time and money if donations were used to fund general maintenance rather than additionality.

Fundamentally, the goal of a Parks Foundation is to help a range of parties collaborate around a common desire to make parks wonderful places for local people to use. Parks Foundations bring these diverse skills into one place and support fundraising and income generation, community outreach and volunteering with the express aim of making parks better places to ‘meet, play, learn, grow, breathe and enjoy nature together’.

They are not encumbered with other priorities: they are fully focused on supporting public parks to thrive. They are not designed as political vehicles or community campaigning groups, as this would fundamentally undermine them as a common space. A strong Parks Foundation would help focus resources and energy on the importance of public parks whilst enabling and embracing local communities.

Foundations offer:

- Increased options for finance and funding (e.g. ring-fenced income, donations and 25% giftaid, grants only available to charities, charity tax benefits)
- A focus for unlocking value (e.g. events focus solely in parks, joined-up volunteering programme, licencing/contracting commercial opportunities, partnerships with social prescribers)

- Controlled, arms-length collaboration (coherent “face of parks” in their district/borough, focus for community group and business input, forum for pitching ideas/projects, platform to share challenges and influence direction)

Possibly the biggest strength the Foundation model offers is its flexibility. The model is not a prescriptive approach, so a Foundation’s aims and focus are entirely locally-driven. For example, the Bournemouth Foundation prioritises asset development, Bristol and Bath aims to improve access to parks, Leeds focus on improving green credentials, and the Lake District Foundation fundraises for others to invest.

Detailed below are some example Park Foundations, along with an overview of their objectives and operating parameters



<https://parksfoundation.org.uk/>

First set up as a CC (ltd) in January 2015 as the Bournemouth Parks Foundation before the administrative area amalgamated with Christchurch and Poole. The Parks Foundation focuses on enhancing aspects of open spaces to advance “green” education and to provide facilities to improve quality of life.

During 2022/23 the Parks Foundation generated income of over £700k, including through the direct operating of four parks cafes, and received almost £285k from government grants between 2020-2022. Recent projects have included restoring an aviary, a social prescription programme, reintroduction of native wildflowers, and “greening” inner-urban parks.



<https://yourpark.org.uk/>

Your Park was set up as a CIO in February 2019 as part of the Rethinking Parks Programme, and covers both Bristol and Bath. This foundation also focuses on enhancing parks for people by advancing “green” education and to providing facilities to improve quality of life.

During 2022 Your Park generated income of almost £200k, and has received £160k in government grants between 2020-2022. Recent projects include enhancing open space for pollinators, supporting mental health groups, making spaces safer for girls and improving disabled access.



Parks Alive was registered as a CIO in October 2019 covering the Redcar and Cleveland district, and closed in August 2022. There is no clear indication why this Foundation closed, and efforts to contact officers who worked on this in Redcar and Cleveland have proven unsuccessful.

Ealing Parks Foundation

<https://www.ealingparks.foundation/>

EPF was registered as a CIO in January 2020 covering London Borough of Ealing. This foundation has a focus towards conservation of natural and heritage assets, and providing facilities to improve quality of life.

During 2021/22 EPF generated income of almost £17k. Recent projects include converting a disused allotment into a community garden, and a summer holidays forest school programme.



<https://loveleedsparks.org.uk/>

Love Leeds Parks was registered as a CIO in January 2021 covering all "green spaces" in the city of Leeds. This foundation focuses on providing or assisting in the provision of accessible "green space" in the interests of social welfare.

During 2022 LLP generated income of almost £9k. Projects appear to all be at arms-length, providing small grants to community groups for them to deliver their own projects in local parks.



<https://www.lakedistrictfoundation.org/>

The Lake District Foundation was registered as a CIO in August 2017 covering Lake District National Park. This foundation focuses on promoting the interests of the park through grant funding and community engagement.

During 2021/22 LDF generated over £640k of income, almost wholly through donations. Current projects include cleaning up lakes, expanding hedging, renovating paths, and raising awareness of carbon monoxide poisoning with campers.



The Royal Parks Foundation was registered as a CC (ltd) in May 2003 and closed in May 2018 when it was superseded by the Royal Parks Charity which is a Trust.

During 2016/17 the RPF generated income of almost £6.4m.

Ashford Parks Foundation Feasibility

In July 2023 it was proposed that work was undertaken to investigate and understand the feasibility, practicality and implications of setting up an Ashford Parks Foundation. The scope of this included understanding the context and work to ensure that the following could be completed:

- a. Risk benefit analysis,
- b. Legal consultation,
- c. Collating feedback for parks' Friends' groups
- d. Lessons learned from other Local Authorities
- e. Equalities impact assessment
- f. Review of the process to register a charity
- g. Recommendations for:
 - i. Type of charity structure
 - ii. Staffing structure
 - iii. Workflow
 - iv. Resourcing,
 - v. Objectives and KPIs
 - vi. Three-year plan
- h. Draft constitution.

A cross-party Member and officers Task and Finish Group was established to direct the work. The Victoria Park Project Manager role was extended to the end of April 2024 (with Cabinet support) to lead on the delivery of this work and any subsequent outcomes, alongside their duties to complete and close down the Victoria Park capital project. This post also supported the volunteer groups to maintain continuity throughout the Autumn and Winter months whilst projects were delivered in the park.

DISCUSSION

- **Task and Finish Group**
- **Structure**
- **Charitable Objects**
- **Staffing & Resourcing**
- **Decision-Making**
- **Trustees**
- **Income Opportunities**
- **Impact Opportunities**
- **Workflow**
- **Three-Year Plan**
- **Risks and Benefits**
- **Alternatives**
- **Feedback from Friends Groups**
- **Collaboration with Bournemouth**
- **Registration Process**
- **Conclusions and Recommendations**

Task and Finish Group

The Task and Finish Group was created to allow Members from each of the Council's parties to investigate together the practicality and feasibility of setting up an Ashford Parks Foundation. The group was also attended by a small number of Council Officers and community leaders within Victoria Park to provide specific guidance and context relating to the proposal. A full register of the invitees follows:

- Councillor Kate Walder *Green Party Attendee and Cabinet Member for Recreation and Public Spaces*
- Councillor Diccon Spain *Labour Party Attendee and Deputy Leader of the Labour Group*
- Councillor Johnny Shilton *Conservative Party Attendee*
- Tony Knell *Operator of Harper's Café*
- *Two rotating committee members of the Friends of Victoria Park*
- Councillor Charles Suddards *Member for the Victoria Ward*
- Councillor Tania Gauder *Member for the Victoria Ward*
- Jo Fox *Assistant Director of Environment, Property & Recreation*
- James Laidlaw *Aspire & Parks Portfolio Operations Manager*
- Roger Batho *Victoria Park Project Manager*
- Robin Jones *Head of IT & Digital*
- Jeremy Baker *Principal Solicitor - Strategic Development, and Deputy Monitoring Officer*
- Lee Foreman *Service Lead Finance*
- Dean Spurrell *Communications & Marketing Manager*
- Laurel Niven *Community Safety and Resilience Team Leader*
- Victoria Fannon *Victoria Park Project Volunteer and Community Engagement Officer*

The group met throughout the autumn/winter 2023, working through a series of workshops in the new Victoria Park community hub. The group also collaborated with the Bournemouth Parks Foundation to discuss their successes and lessons-learnt since their creation in 2015.

Risks and Benefits

A full risk-benefit analysis is attached in the appendices.

A detailed Risk-Benefit Analysis was produced by the group which highlighted a number of pertinent threats and enablers to the success of an Ashford Parks Foundation. The group discussed ways of mitigating threats and magnifying enablers and were comfortable with the results to conclude that **the benefits outweigh the risks**.

A light touch forcefield analysis (FA) was produced to help visualise the factors which might work for or against a Foundation if one were set up. The first of these emphasised the breadth of risks and benefits but was difficult to draw any emerging themes from. Consequently, a second FA was drafted in which the individual risks/benefits were categorised which allowed the group to identify the areas most likely to contribute to a Foundation's success.

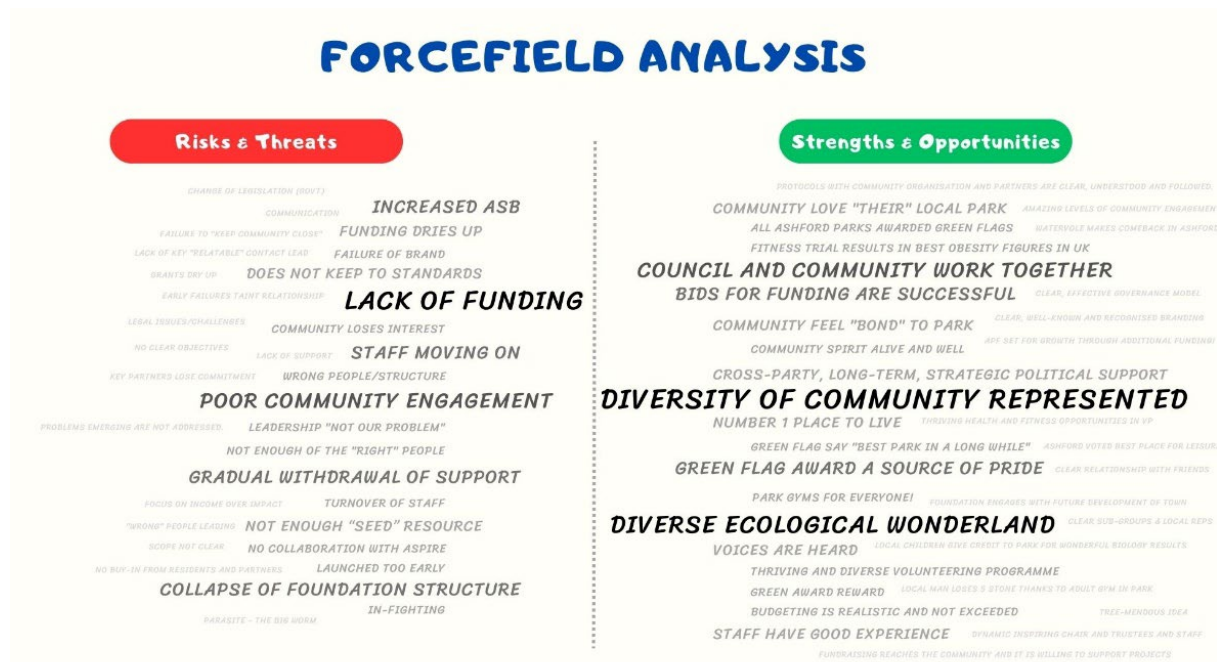


Diagram two

During discussions the group spent a lot of time focusing on funding for a Foundation and although this came out on both sides of the FA it was the smallest on both too. Instead, this second FA highlighted the importance of both good governance and good community engagement, as well as reiterating the positive impact that a Foundation could have in placemaking throughout the public realm.

FORCEFIELD ANALYSIS II



Diagram three

Although not necessarily teased out in the analysis, two dominant themes emerged throughout the discussions around the risks and benefits posed by the creation of an Ashford Parks Foundation. These can be summarised as:

1. *The success of an Ashford Parks Foundation should not be solely judged on the level of income it secures*

The Group concluded that the depth of community impact does not always have a direct correlation to the level of investment.

Access to grant funding unavailable to local authorities was presented as a key benefit of the Parks Foundation model, so income levels were discussed at length. Early years are likely to show only modest returns which the group accepted in the understanding that this would help deliver grassroots improvements to open spaces which would otherwise not be prioritised.

If Cabinet approve the creation of an Ashford Parks Foundation, early work should include producing a small number of qualitative performance indicators to combat the risk that the Foundation be evaluated solely on the more easily quantified, but less impactful measures such as income levels.

2. *Good governance and good staffing arrangements will enable the highest impact*

In workshopping the risks and benefits of a Foundation, the group highlighted how important both good governance arrangements and good recruitment of staff will be. The recruitment of the right people for the roles to launch and lead the Foundation is especially important to its future

success, and having effective and efficient processes for organisational administration such as decision-making are essential for giving these staff the scope to do their work.

Specifically, the group highlighted the things to get right were:

- Strong partnership and continued support and collaboration protocols with ABC
- Clear oversight and effective trustees
- Robust recruitment and retention of staff
- Template MOU documents to mobilise community groups within public open spaces
- Concise, formal policies and procedures describing processes for the above

All Members and officers involved with the Task and Finish Group were unanimous in their recognition of the positive impact an Ashford Parks Foundation could have and keen for mutual support between the two organisations to be incorporated into the documents outlining the relationship. This cannot come at the expense of the independence of an Ashford Parks Foundation as this would not be acceptable to the Charities Commission, but the Group discussed formalising the relationship based on processes used by other Parks Foundations.

The Group also recognised that to be successful, an Ashford Parks Foundation would need to work in partnership with more than just ABC, and that these other partnerships are likely to be with either community groups or third sector organisations. This is particularly true for any volunteering programmes. Again, the Group discussed basing any formal frameworks on processes used by other Parks Foundations, but also incorporating the effective systems used in working alongside the Friends of Victoria Park.

Oversight of the activities and decisions of an Ashford Parks Foundation would be incorporated within the formalisation of its relationship with ABC who would, at launch, be the Foundation's primary land-owning partner. The Group also drafted the requirements of both professional experience and personal qualities for an effective Trustee board.

The Group stressed that as an Ashford Parks Foundation would be launching with a small team that recruiting to these roles and then retaining the appointees would be crucial for making and sustaining an impact.

The group concluded that the identified risks were not insurmountable and were outweighed by the potential benefits. An illustrative example is presented below.

Volunteering Programme	
Risks	Benefits
<ul style="list-style-type: none"> • Insufficient, under-skilled or unreliable volunteers undermine objectives of the programme. • Poor planning leads to low-value work being undertaken meaning little help to the open space and loss of interest from volunteers. • Volunteer(s) injure themselves whilst working leading to legal action and reputational damage for ABC. 	<ul style="list-style-type: none"> • “Free” labour to help deliver a broader programme of works to manage open spaces. • Fostered “ownership” and “belonging” within the local community combats ASB. • Training opportunities for local community up-skills the local workforce. • “Nice to have” projects delivered such as propagation of local trees (mitigating risk of imported disease, transport carbon impact, and financial costs) • Provides a model and framework for social prescribing.

Potential Charity Structures

There are a small number of structures which are available for a charity to adopt within the UK. The group discussed these options with an intention to be able to recommend a preferred model. The choice of appropriate structure was led by a small number of important criteria:

- ABC have no appetite to transfer property.
- The Foundation would aspire to complete independence (at some point).
- It needs to be agile enough to react to opportunities.
- It needs a clear strategic purpose.

ABC officers had been working to the assumption that an Ashford foundation would be registered as a Charitable Incorporated Organisation (CIO), which they explained during this session. This is the model that most charities have chosen since it has been available, including other park foundations.

Specifically, ABC are interested in the Foundation CIO model, rather than the Association CIO model. Although fundamentally very similar, Foundation CIOs restrict voting to trustees, while Association CIOs allow wider members to vote (which could restrict a small Foundation's capability to react quickly to threats or opportunities as they arise). Other models which we discussed by the group include:

Charitable Trust

Trusts are primarily ways to hold and protect assets (money, property, etc). ABC are not looking to transfer ownership of their open spaces and as such this model is unattractive.

Charitable Company

A CC is registered with both the Charities Commission and Companies House, and requires Trustees to also act as Directors. This additional layer of administration makes it less attractive than a CIO.

Unincorporated Association

This is most often used for voluntary or community groups, and they are prohibited from owning assets or employing staff, which excludes it from this exercise on the grounds of being impractical.

The group, including ABC Legal Officer, were supportive of the preferred model as a Foundation CIO. However it should be noted that charity law is a particular specialism and ABC will take independent legal advice to validate this.

There was a lot of discussion that physical assets in open spaces were not the dominant theme which emerged from this, but rather that people were. The group felt that this emphasis was a reflection of their hope for the potential for an Ashford Parks Foundation to have a deep and genuine impact on the community. Diagram four presents the common topics which were raised throughout this exercise

Building on this, **the group drafted the objects statement (diagram 5) to mirror the agreed priorities of Place, Community, Character and Wellbeing.**

Staffing and Resourcing

Following the amalgamation of EPR services there have been a number of changes to roles and responsibilities. It is clear that a resource is still required to support the strategic development and shaping of open space across the borough, and three roles have been identified within the structure for this. An Ashford Parks Foundation would represent a significant suite of new tools for these three roles to be more effective and as such, the recruitment to these roles has been postponed until after this report is to be presented to better allow the outcome to shape their JDs.

The group discussed what might be the best option for staffing an Ashford Parks Foundation. Three principal options were presented to the group for discussion:

Option 1: These roles are retained within the council and only TUPEd across at such time as the foundation meets certain threshold/gateway conditions that the trustees set as indicators to demonstrate that the foundation is then capable of being self-sufficient. Once this has happened the foundation no longer receives back office support from ABC and will be expected to self-fund salaries, and ABC will no longer be able to access these roles to support their own work.

Pros:

- The foundation avoids needing to prioritise the pursuit of unrestricted grants/income to resource its staff.
- The foundation will be an established organisation before being expected to be completely self-supported.
- Supports the work required with the initial setup requirements.

Cons:

- The Charity Commission may not be entirely comfortable with this as sufficiently independent, even with policy documents in place describing the relationship*.
- If the foundation never meets its gateway conditions the Charity Commission may not accept indefinite hybrid arrangements.

Option 2: As soon a charity is registered these roles are TUPEd across from ABC along with an agreement for an annual unrestricted grant to cover the costs of their salaries and committing to provide all necessary back office support functions (IT, HR, etc). In return the foundation will agree an SLA with ABC to provide (e.g.) a service centred on data gathering and public consultations to be fed into LMP, and the delivery of a number of public events in open space venues.

Pros:

- Charity Commission likely to be satisfied by demonstrable independence.
- ABC have control over financial contribution and receive value in return.

Cons:

- Cost of back-office support added to budget for officer salaries may make this unpalatable to ABC.
- Any grant is unlikely to be in perpetuity and the foundation will still need to be self-funding at some point.

Option 3: These roles are permanently retained within ABC and only “loaned” to the Foundation through an informal secondment arrangement when there is specific additionality work to be delivered in parks.

Pros:

- No complicated grant and SLA arrangements.
- ABC retain the value of staff they have employed.
- Greater security for staff if Foundation fails.

Cons:

- The Charity Commission may not accept this as sufficiently independent, even with policy documents in place describing the relationship.
- Growth of the Foundation may be stunted by lack of own employed resources.

The group’s preferred model is option one, contingent upon final specialist legal advice.

The staff identified to deliver these roles are included within the service and the base budget so no additional funding is being requested..

Workflow and Decision-Making

Land Management Plans (LMPs) should provide the primary framework for setting out specific and high-level community and landowner aspirations for the open spaces falling within the scope of an Ashford Parks Foundation.

LMPs categorise the typology and quantify the value of an open space and include a range of ambitions for improving its capital, natural and/or social value. They then feed into ABC's Open Spaces Strategy to inform the future development priorities for public open space across the borough.

ABC adopts LMPs rather than a borough-wide landscape management plan in recognition that each open space is different. Bespoke plans allow for more effective management of spaces than a blanket application of more generic actions could achieve. The Green Corridor is a good example, comprising of a series of open spaces, which join together to become a contiguous landscape. Despite this the Green Corridor hosts a variety of habitats, changing from amenity grassland, to woodland, to scrub, to marginal green space, and back again. To treat each the same would fail to meet the needs of the space, its wildlife, and its people.

LMPs also provide the opportunity for the local community to contribute meaningfully to the management of their neighbourhood spaces. This will be enhanced by the creation of a Foundation which would consult with local groups on local plans, and then either seek out the resources to deliver these itself or support and enable these groups to do so for themselves.

These qualities of an LMP mean that the decision-making concerning which Ashford Parks Foundation projects should or should not go ahead has a simple pass/fail test; do they deliver explicitly on the agreed aspirations for an open space or contribute towards the broad objectives to which they strive.

This methodology will allow for consultation and collaboration with local communities, oversight and a system of explicit consent for landowners, and minimal red-tape for the Parks Foundation Team. Other frameworks were discussed for decision-making which might fall outside of the scope of LMPs and for formalising the relationship between ABC and an Ashford Parks Foundation; these were broadly agreed to in principle, with the condition that as these might serve as part of the governance framework they were contingent on independent legal advice.

The group discussed how decisions would be made by an Ashford Parks Foundation. In most cases the Foundation would likely to be undertaking work in open spaces owned by ABC and as such the group's assumption was that ABC would want to be involved in decision-making, but again, an Ashford Parks Foundation would still need to demonstrate independence in its decision-making.

The group was presented with a draft system for decision-making which borrows heavily from arrangements used by other Parks Foundations. This model provides enough independence and governance to satisfy the Charities Commission, however also ensures suitable and sufficient consultation with key stakeholders, who have a

particular interest for a land holding perspective are suitably consulted to ensure any suggestions or additionality projects, fit with the overarching strategic aims and objectives for the space and factor any long term commitments to maintenance of new or existing assets.

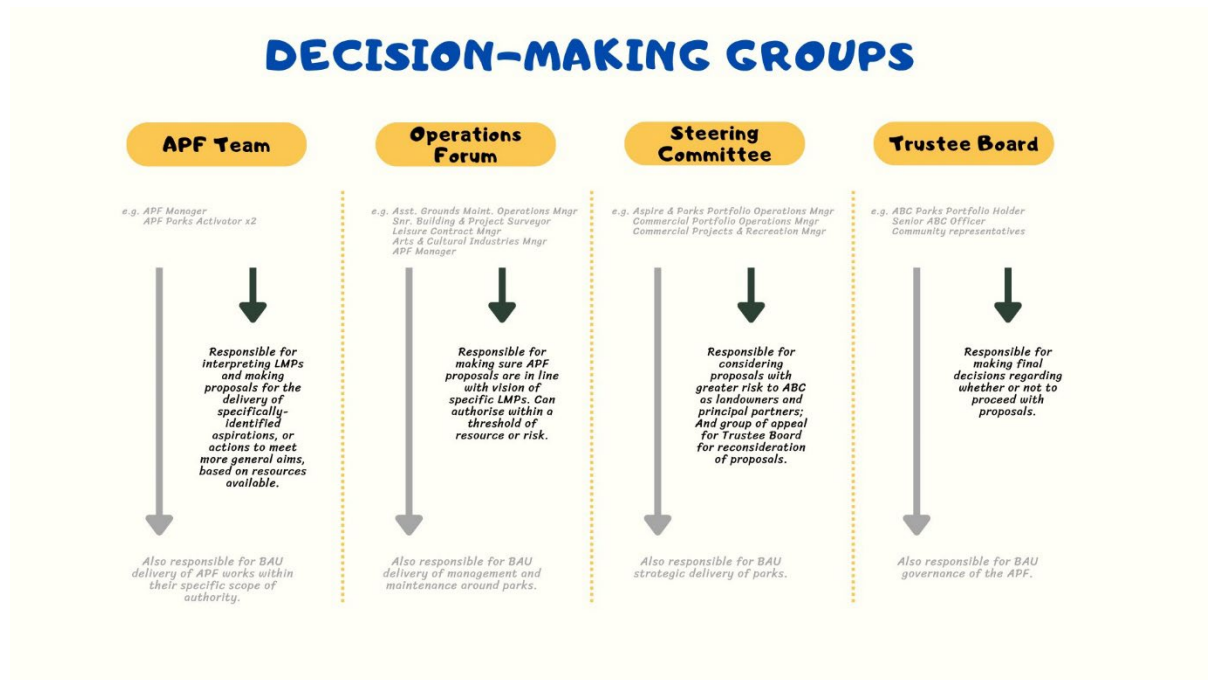


Diagram six.

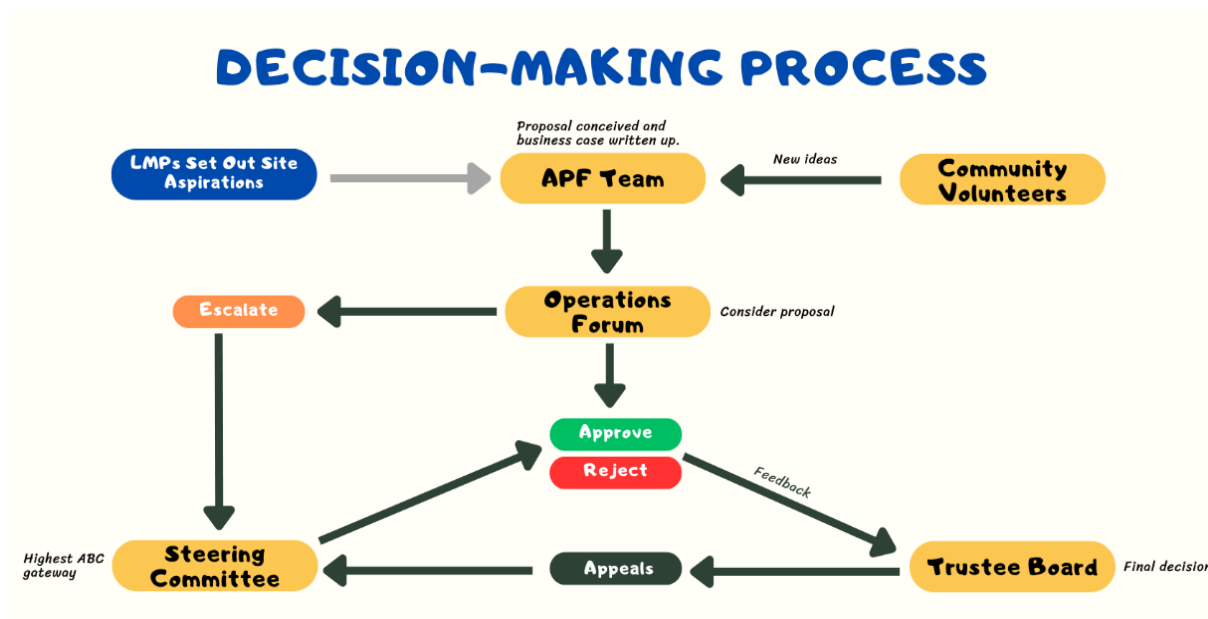


Diagram seven.

The group broadly agreed with the proposed system, with the understanding that the priority be confirmation that this would meet the Charities Commissions' test for independence.

Trustees

To register as a CIO (and for most charity models) the Ashford Parks Foundation would need to include at least three nominated trustees at the time of application. Existing Parks Foundations have an average of seven trustees which still allows for a quorum if not all trustees are available, and the Charities Commission recommends no more than twelve to mitigate the risk of the board becoming unmanageable.

The group looked at what a board of trustees might look like in terms of the skills, knowledge, background and experience they would ideally bring to an Ashford Parks Foundation. The output from this will be taken forward to create a “team specification” for when recruitment of trustees begins.

The Ashford Parks Foundation structure needs verification, however **the Task and Finish Group have drafted a “board of Trustees specification”** they feel is appropriate, irrespective of the detail of the governance documents.



Diagram eight.



Diagram nine.

Irrespective of the detail of the governance documents, the Task and Finish Group feels the board should include:

- (A) *Professional experience*
 - Community engagement
 - Legal services
 - Administrative support
 - Financial skills
 - Environmental expertise
- (B) *Personal qualities*
 - Dynamic characters
 - Diverse backgrounds
 - Resourcefulness
 - People skills
 - Disciplined
- (C) *Representation*
 - ABC
 - Parishes/Towns
 - Ethnic minorities
 - LGBTQ+
 - Friends/Community Groups
 - Business Community

Impact Opportunities

Discussion throughout the sessions included how much additional income a Foundation might be able to access and for which a local authority would not be eligible. The group sought to reframe the conversation away from only whether a Foundation could offer enough additional income to also whether a Foundation could offer enough additional impact.

Bournemouth are the go-to example of a successful Parks Foundation in the UK. Partly this is because they can demonstrate the largest income – over £600k in 2020-21 and 2021-22; however, they struggled to break £100k of income over their first three years despite being funded as the pilot charity. They are still buoyed up by “special interest” from NLHF and Nesta through a small number of large grants. Their unrestricted funds are still too low to cover all their staff costs, although their recent launch of a subsidiary Trading Company opens up new opportunities.

Income generation 2015 - 2023

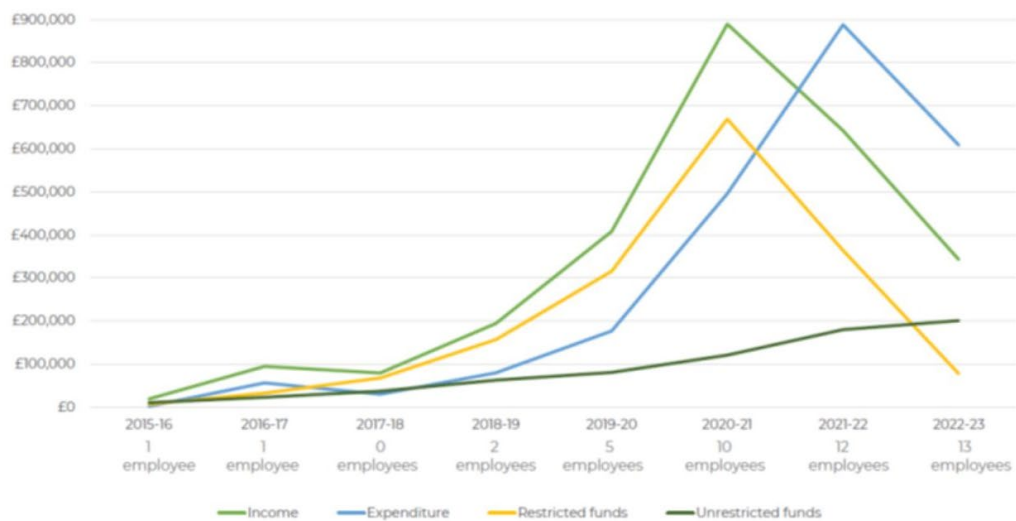


Diagram ten

The group also discussed the different incomes achieved by the different UK Foundations, which in 2022/23 range from £700k+ for Bournemouth and £9k for Love Leeds Parks.

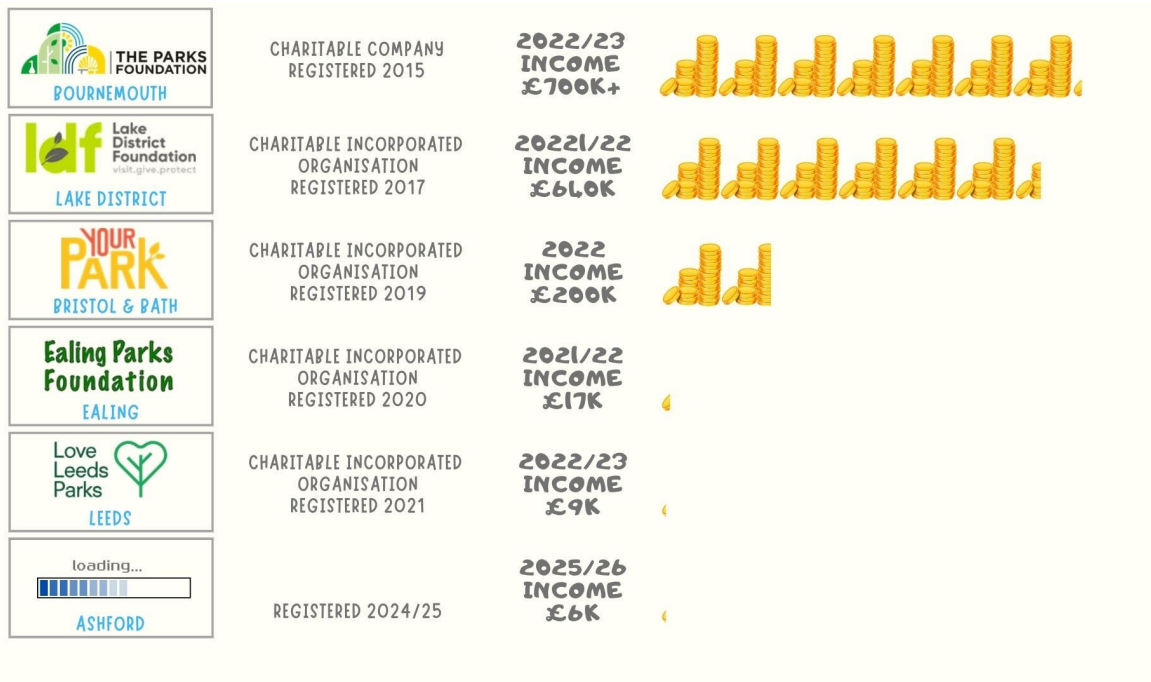


Diagram eleven

Understanding that Bournemouth capture 80% of their income through grants and that they receive special attention from at least one of the UK’s biggest grant funders, the group were presented with a conservative indicative income target for the first year of an Ashford Foundation of £6,000. This is speculative based on assumptions towards the priorities the Board of Trustees might set and can only be based on those grants currently available, but broken down, this target is:

£2,000	National Lottery Awards for All Grant <i>For expansion of the woodchip footpath network through Victoria Park woodland.</i>
£1,500	Hope Community Arts Fund Grant <i>For activities towards raising awareness around suicide and mental health, and the help that people can access.</i>
£1,500	Tesco Stronger Starts Grant <i>For expansion of the community orchard and activities aimed at supporting people to grow their own food.</i>
£500	Donations income target
£500	Events income target

While this target is conservative it is focused on delivering community-level improvements identified within the Victoria Park Management and Maintenance Plan which would otherwise not be a priority for ABC to fund or deliver.

During the visit to Bournemouth the group questioned the Chief Executive Officer about how they monitor the impact of their work when so many of their outputs are unquantifiable (e.g. better youth engagement and lower ASB due to focused wildlife walks and star gazing “safaris”). Bournemouth have recently commissioned an external consultant to examine their work to determine a financial value to their impact, which showed a figure of £20 of value returned for every £1 invested in

parks. Following this conclusion, £6,000 spent in an open space is actually delivering £120,000 of value to residents.

To illustrate that low income does not have to represent low impact, the group were presented with two new assets recently opened in Victoria Park: the new flagship playground and the new pump track (diagram twelve). Each demonstrate similar levels of use and attract users from across the borough, however, the difference in total cost is 10:1 and the difference in direct contribution from ABC is 103:1. Both are great assets which the community genuinely love and use every day of the week in all seasons, but they do also present a good example that high investment is not required to achieve high impact.

**VICTORIA PARK
PUMP TRACK**



- Users travelling from across the borough,
- “Queues” during busy periods,
- Low M&M costs,
- Approx. £65k investment,
- Approx. 97% contribution from grant funders.

**VICTORIA PARK
PLAYGROUND**



- Users travelling from across the borough,
- “Queues” during busy periods,
- High M&M costs,
- Approx. £650k investment,
- Approx. 69% contribution from grant funders.

Diagram twelve

Below is a list of further examples of relatively low-cost improvements to Victoria Park contained within the Maintenance and Management Plan (M&MP) which could become funding targets for a Foundation but which might otherwise not be a priority for ABC to deliver.

Improvement	Approx. Cost
One additional woodland woodchip path	£2,000
Bat-friendly planting on new wetland islands	£1,500
Desilting one of the backwater river pools	£3,000
Two additional bins in the new playground	£2,000
Improve community orchard companion planting	£1,500
Supply, install and broadcast 3x webcam bird boxes	£3,000
Expand spring bulb planting along Jemmett Road	£1,500
Lay native hedgerow along Leacon Road boundary	£7,000

Income Opportunities

The group brainstormed some of the different income opportunities that a Foundation would offer Ashford.

Donations

Other UK Parks Foundations have found that individuals are much more likely to donate directly to a project promoted by themselves rather than the same project supported by a local authority. One Foundation cited an example of an individual who openly told them: "I was walking past your stall because I thought you were the council. I'd never give money to them. But then I saw you were a charity so I can trust you'll spend the money properly". Regardless of the reasoning, this does present a useful insight into the likely attitudes and actions of individuals when they might be asked to donate towards work of an Ashford Parks Foundation. This also emphasises the importance of getting branding and engagement right, to properly communicate that the Foundation is not the Council.

- Events in parks present an opportunity to collect in-the-moment donations from users, whether by directly approaching people in the park or more passively at promotional stands around the event.
- Some open spaces in the UK have also begun trialling permanent cashless donation points positioned near to key assets alongside interpretation materials curated to prompt donations.
- Parks are prime locations for memorials to lost friends, family and pets. Some of Ashford's parks already offer memorial benches or trees to varying success. A campaign to publicise this could improve uptake, and a Foundation might explore options such as public sculptures to which people could add names. A further, enhanced service could be the offer of a "green plaque" format offered online, providing a greater depth to the eulogy.
- A Foundation might also take a more commercial approach to donations, such as organising festive refreshments for the Christmas Day Parkrun in Victoria Park in return for donations.

Grants

The annual financial summaries of current Parks Foundations demonstrate the importance of grants to early successes.

- One of the key advantages promoted with the Parks Foundation model is that of eligibility for grants otherwise not available to local authorities. A simple desktop research exercise identified over 400 grants worth almost £9-million available to charities in the Southeast of England focusing on environment and community.

- An Ashford Parks Foundation team would be proficient at bid writing, and available to help community groups to submit their own grant bids. This would increase the impact of the Foundation while keeping the workload low.
- Following the Covid-19 pandemic and subsequent increase in the attention that public open spaces receive, there has been an accompanying increase in funds available to trial innovative projects in parks. This includes cashless donation points, new management models, climate change mitigation, renewable energy, rewilding, mental wellbeing, and forest schools. This provides more interesting proposals for collaboration with leading organisations like the Rowntree Foundation or the King's Fund.
- The Bournemouth Parks Foundation have been encouraging about early inquiries regarding joint-working on projects which cross administrative boundaries. If a project which might benefit both Bournemouth and Ashford (such as potentially a *Journeyman*-style youth programme with an exchange/nights-away element) could be identified this would likely receive positive attention from high-profile funders such as Nesta.

Commercial

Commercialisation is not unique to charities, but the work of an Ashford Parks Foundation would provide a new framework to build upon.

- Events are a considerable source of potential income. The Victoria Park Project has hosted successful largescale events in the park. Due to the nature of the funding arrangements with NLHF it has not been palatable to run most of these for a profit, but they do provide an insight into the feasibility of such events. These could become sources of income through donations, booking fees, ancillary sales, entrance fees, etc.
- Events offer a secondary income stream through licencing others, which also transfers some of the risk. ABC currently already leverage this through a small number of fairs and circuses which visit their open spaces each year, but this could be expanded to other operators offering different activities such based around music, food, ice skating, etc.
- Away from large-scale events, smaller activities have also proven to be popular throughout the Victoria Park Project and are worth investigating for commercialisation. This include:
 - Children's crafting activities
 - Bat walks
 - River walks
 - Stargazing
 - Cycling classes
 - Street art
 - Willow sculpting
 - Practical conservation
 - Species ID

- A strong brand would present merchandising opportunities along the route of sales of reusable mugs, picnic blankets, rain cagoules, etc within parks and online.
- Some annual events such as Wassail or Mr Harper's Birthday offer their own, separate merchandising opportunities.
- Developing activities such as parks photo competitions presents opportunities for sales of postcards, Christmas cards and calendars.
- Crossing-over from grant income and volunteer programmes, Foundations elsewhere have captured income through working with local health agencies as providers of activities for social-prescribing.
- Few open spaces across the borough have the available assets or operators to offer food or drinks. A Foundation could target grants to provide pop-up spaces to then contract out as concessions throughout the more popular parks.
- Facilities with relatively low-overheads such as seasonal mini-golf are an untapped opportunity in Ashford (Bournemouth receive over £100k in annual income through mini-golf in their flagship park).

Hubert Fountain Case Study

When speaking with the local community around Victoria Park, the subject of the renovation of the Hubert Fountain is often raised. The public understand that the money required to fully refurbish the fountain is significant with the responsibility lying with ABC, they would like to see a different way found to do this work. A Foundation could help in this respect by bringing a series of income streams into play.

- *Events Commercialisation* – Develop Mr Harper's Day at the end of July into a more established and commercial event. Charge a booking fee for exhibitors; develop a theme such as "Tall Tales" (reflecting Mr Harper's assurances the fountain was musical) to grow activities around; run stalls; take donations; lobby potential donors.
- *Philanthropy* – Build relationships with key public figures and organisations around the borough to lobby for large donations towards public works (an anonymous donor gave a six-figure sum to Bournemouth for the restoration of their Aviary).
- *Campaigns* – Create a growing awareness of the need for funding by associating the works with another workstream. Manage a specific programme around raising awareness for mental health (Mr Harper unfortunately died of suicide shortly after donating the fountain).

- *Adopt a Stone* – Offer the paving stones across the fountain piazza for “adoption” from the general public. They could have their names engraved in the stones for a pre-agreed fee.
- *Wishing Well* – Develop the association of wishing wells and fountains by selling tokens for making wishes in the fountain (thereby avoiding having to harvest the wishing coins and the risk that others may do so first).
- *Grants* – Pursue alternative funding grants unavailable to ABC for the works.
- *Publicity* – Combine all of the above, and the impressive heritage and network of personal histories surrounding the fountain; invite the BBC Repair Shop team to come and film a special programme uncovering the history and following the works to bring the fountain back to top condition.

Alternatives

The group were presented with an alternative to a Parks Foundation. Whilst there is no formal counter proposal in place the group explored the variances of both a foundation and non-foundation approach.

The two options under consideration were (1) create a Parks Foundation to provide additional avenues of support for the continuous improvement of Ashford's open spaces, or (2) do not create a Parks Foundation and continue with the tools and resources already available to ABC. The options were presented as:



Diagram thirteen.

Further work was undertaken to present the alternatives in diagrammatic form, to illustrate the differences in work and collaboration opportunities.

No Foundation Scenario

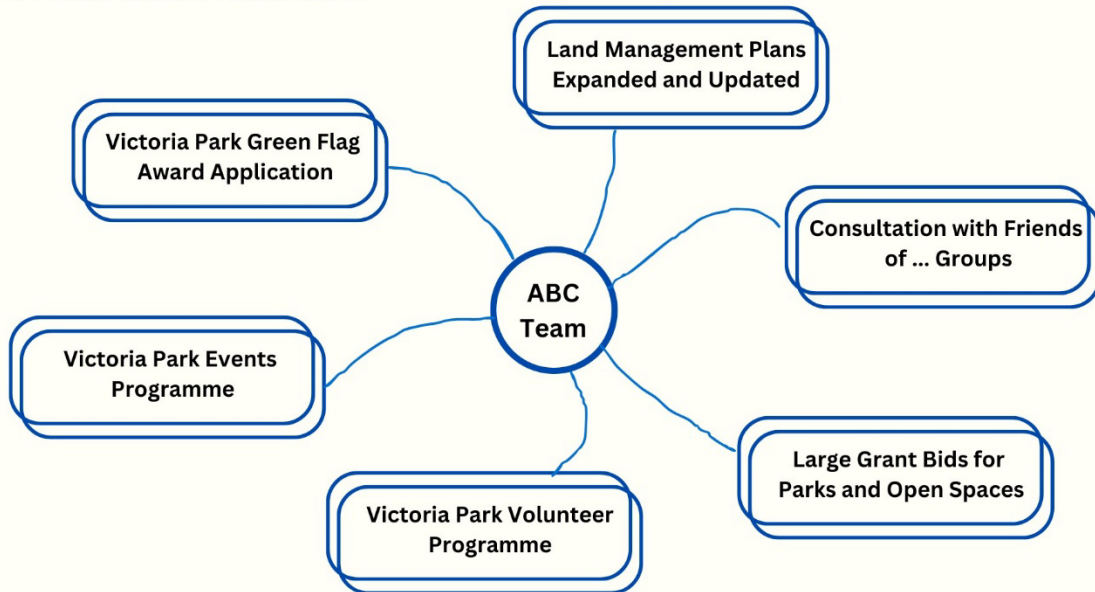


Diagram fourteen.

Foundation Scenario

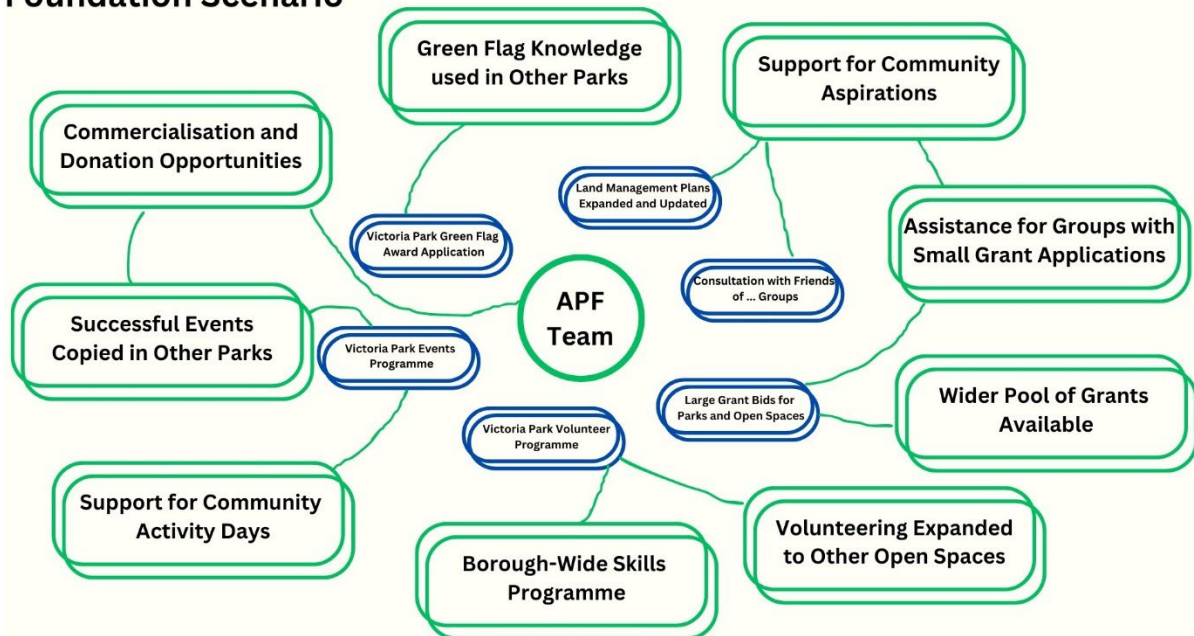


Diagram fifteen

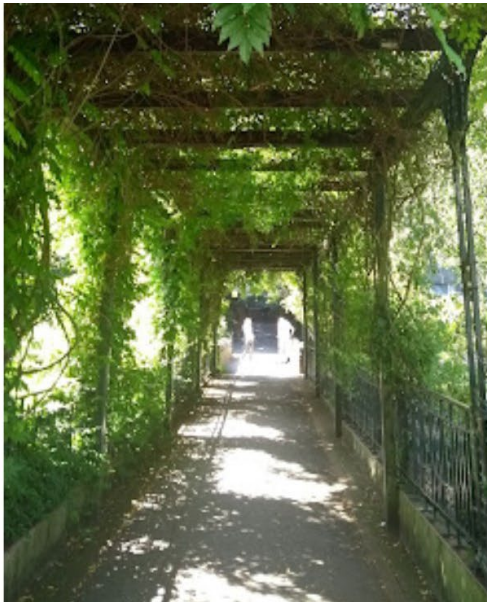
The group recognised and preferred the benefits that the creation of an Ashford Parks Foundation would bring

Collaboration with Bournemouth Parks Foundation

Throughout the process, officers have been actively working with Bournemouth Parks Foundation, who have been most accommodating in providing value insight, help and support in us understanding if a parks foundation is right for Ashford.

A small number of the group visited Bournemouth to pose the task and finish group's foremost questions to the team working for and alongside the Parks Foundation there. The group decided to accept this invitation to Bournemouth as they are the longest-running UK Parks Foundation, they are held up as the exemplar Foundation by both NLHF and Nesta, and they had a number of tangible examples of their work which they could share.

Bournemouth parks and events



The visit began with a visit to two of the Foundation's smaller community parks. These have both benefited from the Foundation being able to repurpose "heirloom" structures into busy community cafes which also had the secondary benefit of reducing ASB in these parks by 44%. The Bournemouth Parks Foundation team were also able to show the group where they had started to make small ecological improvements to these spaces, engage with youth groups, offer wildlife "safaris" and tackle funding issues surrounding popular but expensive to maintain heritage assets.

The third and final open space that the group visited was Bournemouth's flagship town centre park which follows the course of the river Bourne through the town centre to the pier on the town's seafront. Whilst there a large team were working on erecting a major festive "experience" market which includes stalls, extensive lights, inflatables and decorations, food and drink vendors, ice skating, music and carol singing, craft workshops, and a grotto. The annual Christmas market attracts approximately one million visitors with each visitor spending on average £34 each.

This final park also hosts a 1930's aviary which had become disused and fallen into disrepair until the Bournemouth Parks Foundations led a crowdfunding effort which raised over £400k to rebuild it, and which now houses more than 200 rescue birds.

During the visit, the ABC team were able to speak with a range of people involved with the Parks Foundation including the CEO, trustees and council officers. The Strategic Lead for Greenspace and Conservation at Bournemouth Council was very positive in their feedback about the impact that Parks Foundations can have, saying that in their view as an officer of the council "*I cannot see any downsides*" and expanded on some of the positives as follows:

- *Doing the nice to haves. A Parks Foundation can do things on the ground BCP cannot resource (time or money) and therefore reach out and provide added value to the local community using our greenspaces, whilst involving the community*
- *As council cuts tighten, so the role of the Parks Foundation is enhanced, without them BCP would not be planting trees and other nature recovery work, creating ponds or a broad range of parks activation (nature tots, walks and talks, volunteering, schools and clubs' engagement and so much more)*
- *Different and independent voice for Cllrs and the community, stakeholders. A Parks Foundation can back up and support Council aims, but through their own voice and aims where these are aligned to the councils strategic visions for improvements.*
- *Enhanced funding opportunities, by being a charity accessing grants BCP cannot, but also as partners leveraging funds like levelling up, Lottery and public health, often match funding and sharing in different schemes for collective benefits. £2m+ via the Parks Foundation over the last 4-5 years.*
- *The perception of local government can be a barrier for participation for some individuals or groups who will otherwise happily engage with a charity.*

- *The Parks Foundation offers great benefits and are fantastic partners in pushing forward the green space agenda with volunteers and community group championing the work of the council in supporting open space enhancements.*
- *The Foundation is set up using a simple governance model, supported by audit/procurement that enables proactive decision making and simplifying route to delivering activity and partnership working with BCP.*

Officers will continue to engage with Bournemouth colleagues and their Parks Foundation in order to pursue opportunities to share experiences, good ideas, and funding with other local authorities whose area includes a Parks Foundation.

Charity Registration Process

The registration process for a new charity is relatively straightforward, depending upon the model of charity for which the registration is submitted. The Charities Commission host an online portal for applications which asks for:

- Upload of the governing document (constitution, etc)
- Confirmation of particular details
- Contact information
- Any property ownership (not applicable in this case)
- Estimated income
- Connections and details of trustees

Once an application is made the Commission have a standard three-month period to respond, although this can be much shorter, or much longer if it wishes to challenge any details.

The draft timeline for submission of an Ashford Parks Foundation registration application is October 2024, with an expected outcome in January 2025. This will allow sufficient time to receive the specialist legal advice required to make any remaining decisions and complete the draft of a constitution and undertake a public consultation.

Whilst this work is ongoing, there are other workstreams that must be completed to allow for the effective and appropriate running of the Ashford Parks Foundation. These include: separated financial accounts, separate IT, policies and procedures and recruitment of Trustees.

Three-Year Plan

A draft three-year plan for Victoria Park is appended to this report. Works funded by grants and other additional means of income are only broadly included before the Victoria Park Management and Maintenance Plan can be consulted on with partners and the community to better understand their priorities.

The plan will be a working document and regularly updated to include specific actions and goals. The emerging plan shows a clear **focus on the creation of the Ashford Parks Foundation and the submission of a Green Flag application** for Victoria Park in year one. **Beyond this the emphasis moves towards sustaining and learning from the volunteer and events programmes in Victoria Park to be able to grow the model to other open spaces and growing additional income streams to support the delivery of improvements** in the park.

Conclusion and Recommendations

The Task and Finish Group unanimously supports the creation of an Ashford Parks Foundation and have drafted a range of supporting plans and guidelines outlining the scope of the Foundation and the direction of its work.

The Group's conclusion that the creation of an Ashford Park Foundation should be pursued is with the stipulation that a steering group is assembled, in line with legal advice, to oversee the creation and mobilisation. This steering group may hold some continuity of relationship with the final board of trustees so effort should be made to ensure the group reflects the aspirations for future trustees (e.g. representation from key stakeholders and the community).

The Group recommends that when their final report is presented to Cabinet that they:

1. Agree delegated authority to Deputy Chief Executive/S151 officer, Solicitor to the Council & Monitoring Officer, relevant Corporate Director and Assistant Director along with Portfolio Holder to create a parks Foundation with noting the preferred vehicle of delivery.
2. Agree that the relevant Portfolio Holder is appointed to the steering group.
3. Note recruitment to the three identified posts identified within the EPR Restructure (May 2023).

Diagrams

Diagram 1 (Page 15); excerpt from *How to Set Up a Parks Foundation*, published by the Rethinking Parks programme.

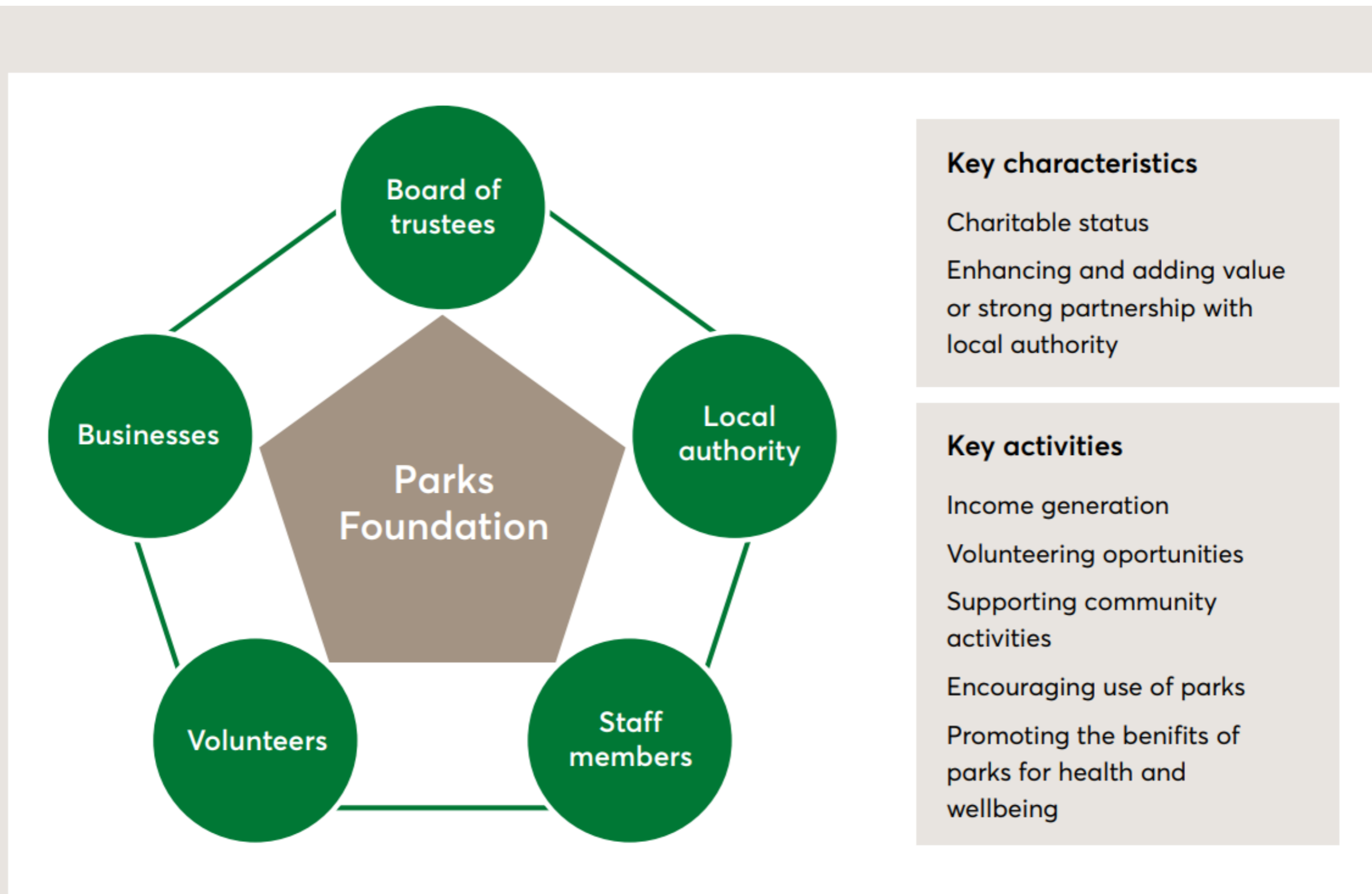


Diagram 2 (Page 22); Forcefield Analysis (one)

FORCEFIELD ANALYSIS

Risks & Threats

CHANGE OF LEGISLATION (ROVT)
 COMMUNICATION **INCREASED ASB**
 FAILURE TO "KEEP COMMUNITY CLOSE" **FUNDING DRIES UP**
 LACK OF KEY "RELATABLE" CONTACT LEAD **FAILURE OF BRAND**
 GRANTS DRY UP **DOES NOT KEEP TO STANDARDS**
 EARLY FAILURES TAINT RELATIONSHIP **LACK OF FUNDING**
 LEGAL ISSUES/CHALLENGES **COMMUNITY LOSES INTEREST**
 NO CLEAR OBJECTIVES **STAFF MOVING ON**
 LACK OF SUPPORT
 KEY PARTNERS LOSE COMMITMENT **WRONG PEOPLE/STRUCTURE**
POOR COMMUNITY ENGAGEMENT
 PROBLEMS EMERGING ARE NOT ADDRESSED **LEADERSHIP "NOT OUR PROBLEM"**
NOT ENOUGH OF THE "RIGHT" PEOPLE
GRADUAL WITHDRAWAL OF SUPPORT
 FOCUS ON INCOME OVER IMPACT **TURNOVER OF STAFF**
 "WRONG" PEOPLE LEADING **NOT ENOUGH "SEED" RESOURCE**
 SCOPE NOT CLEAR **NO COLLABORATION WITH ASPIRE**
 NO BUY-IN FROM RESIDENTS AND PARTNERS **LAUNCHED TOO EARLY**
COLLAPSE OF FOUNDATION STRUCTURE
 PARASITE - THE BIG WORM **IN-FIGHTING**

Strengths & Opportunities

PROTOCOLS WITH COMMUNITY ORGANISATION AND PARTNERS ARE CLEAR, UNDERSTOOD AND FOLLOWED.
COMMUNITY LOVE "THEIR" LOCAL PARK AMAZING LEVELS OF COMMUNITY ENGAGEMENT
 ALL ASHFORD PARKS AWARDED GREEN FLAGS **WATERSOLE MAKES COMEBACK IN ASHFORD**
 FITNESS TRIAL RESULTS IN BEST OBESITY FIGURES IN UK
COUNCIL AND COMMUNITY WORK TOGETHER
BIDS FOR FUNDING ARE SUCCESSFUL CLEAR, EFFECTIVE GOVERNANCE MODEL
COMMUNITY FEEL "BOND" TO PARK CLEAR, WELL-KNOWN AND RECOGNISED BRANDING
 COMMUNITY SPIRIT ALIVE AND WELL **APF SET FOR GROWTH THROUGH ADDITIONAL FUNDING!**
CROSS-PARTY, LONG-TERM, STRATEGIC POLITICAL SUPPORT
DIVERSITY OF COMMUNITY REPRESENTED
 NUMBER 1 PLACE TO LIVE **THRIVING HEALTH AND FITNESS OPPORTUNITIES IN VP**
GREEN FLAG SAY "BEST PARK IN A LONG WHILE" ASHFORD VOTED BEST PLACE FOR LEISURE
GREEN FLAG AWARD A SOURCE OF PRIDE CLEAR RELATIONSHIP WITH FRIENDS
PARK GYMS FOR EVERYONE! FOUNDATION ENGAGES WITH FUTURE DEVELOPMENT OF TOWN
DIVERSE ECOLOGICAL WONDERLAND CLEAR SUB-GROUPS & LOCAL REPS
VOICES ARE HEARD LOCAL CHILDREN GIVE CREDIT TO PARK FOR WONDERFUL BIOLOGY RESULTS
THRIVING AND DIVERSE VOLUNTEERING PROGRAMME
GREEN AWARD REWARD LOCAL MAN LOSES 5 STONE THANKS TO ADULT GYM IN PARK
BUDGETING IS REALISTIC AND NOT EXCEEDED TREE-MENDOUS IDEA
STAFF HAVE GOOD EXPERIENCE DYNAMIC INSPIRING CHAIR AND TRUSTEES AND STAFF
 FUNDRAISING REACHES THE COMMUNITY AND IT IS WILLING TO SUPPORT PROJECTS

Diagram 3 (Page 23); Forcefield Analysis II (two)

FORCEFIELD ANALYSIS II

Risks & Threats

POOR ENGAGEMENT;
INCREASED ASB;
LOSS OF INTEREST;
NO BUY-IN

[16] COMMUNITY

LACK OF GRANTS;
UNSUCCESSFUL BIDS;
DRAIN TO ABC

[11] FUNDING

POOR STRUCTURE;
LOSS OF ABC SUPPORT;
LAUNCH RUSHED;
NO COLLABORATION;
NO "SEED" FUNDING

[30] GOVERNANCE

HIGH TURNOVER;
POOR RECRUITMENT;
"WRONG" TRUSTEES

[13] STAFFING

Strengths & Opportunities

COMMUNITY [24]

DIVERSITY OF REPRESENTATION;
BOND & OWNERSHIP;
IMPACTFUL ASSETS;
FEEL HEARD;
AMAZING VOLUNTEERS

FUNDING [8]

WELL-WRITTEN BIDS;
GOOD BUDGETING;
SUSTAINABLE GROWTH;
SHARE WITH COMMUNITY

GOVERNANCE [17]

UNIVERSAL SUPPORT;
GOOD OVERSIGHT;
CLEAR IDENTITY;
PARTNERSHIP PROTOCOLS

PLACE [27]

RESURGENT NATURE;
GREEN FLAG AWARDS;
COMMUNITY PRIDE;
PLACE-MAKING LEADER

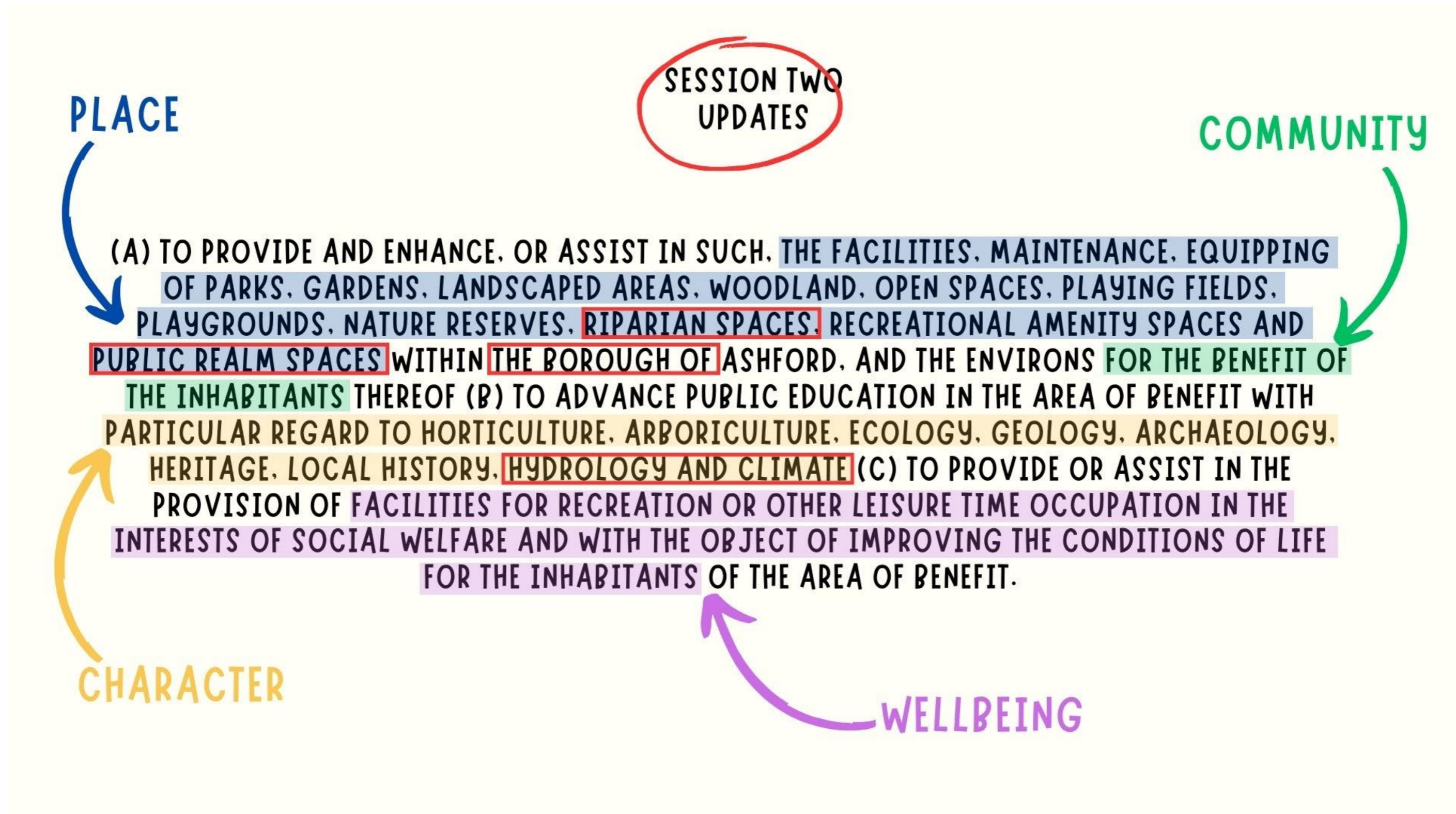


Diagram 6 (page 32); Decision-making groups

DECISION-MAKING GROUPS

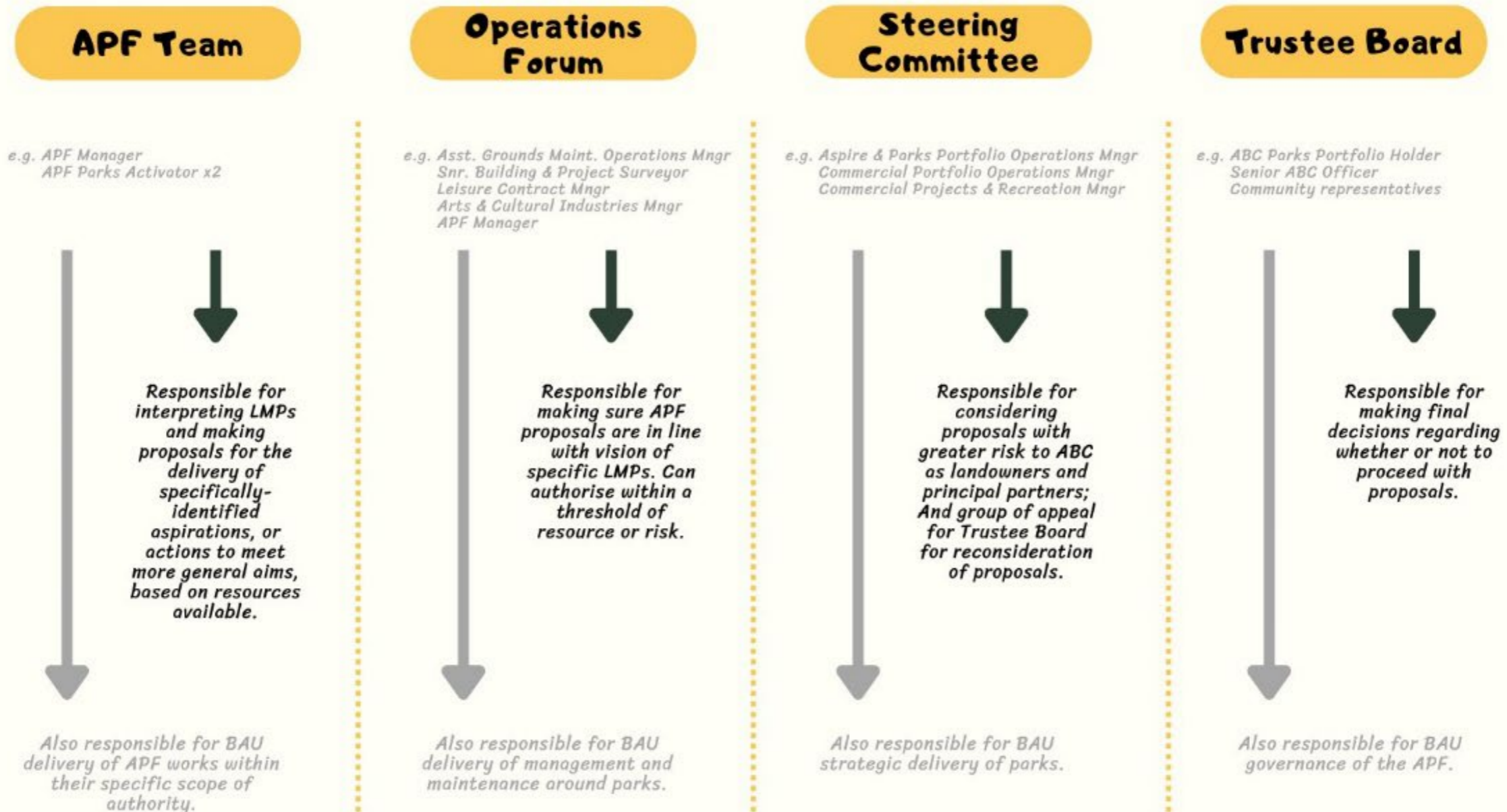


Diagram 8 (page 33); Professional experience (trustees)



Diagram 9 (page 34); Personal qualities (trustees)



Diagram 10 (page 35); Bournemouth Parks Foundations Income generation 2015-2023

Income generation 2015 - 2023

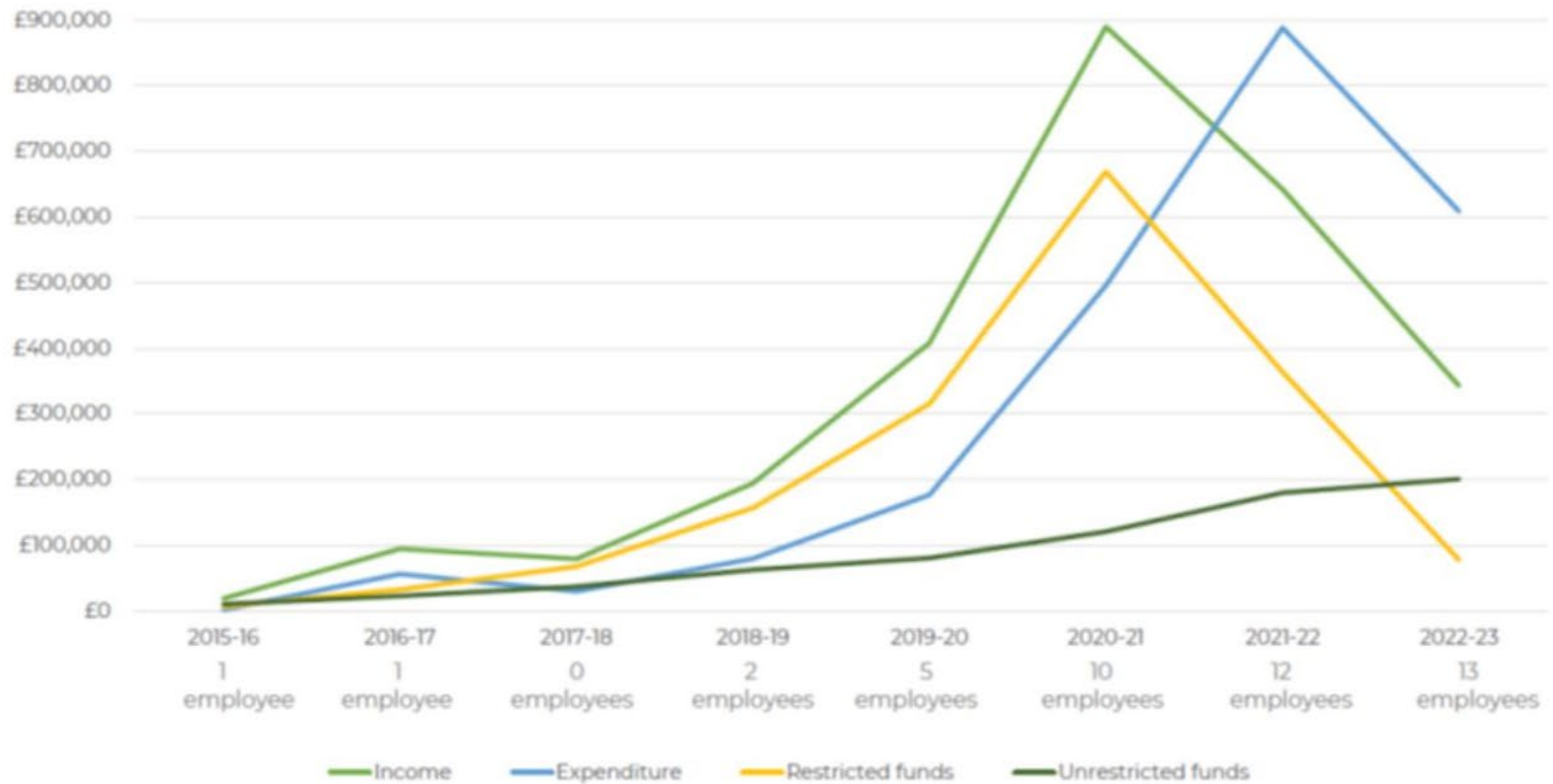
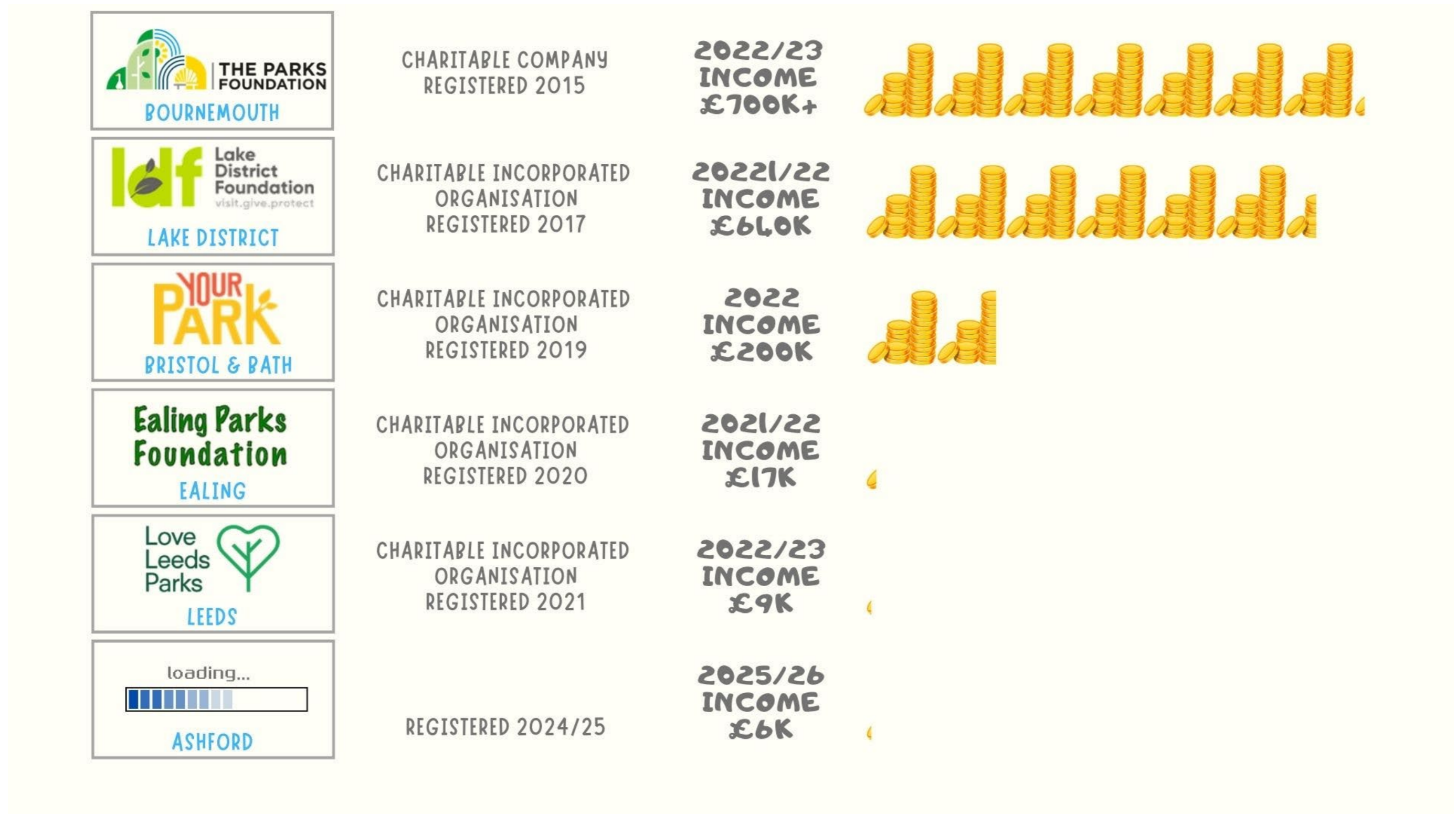


Diagram 11 (Page 36); Different Park Foundations' recent income



VICTORIA PARK PUMP TRACK



- Users travelling from across the borough,
- “Queues” during busy periods,
- Low M&M costs,
- Approx. £65k investment,
- Approx. 97% contribution from grant funders.

VICTORIA PARK PLAYGROUND



- Users travelling from across the borough,
- “Queues” during busy periods,
- High M&M costs,
- Approx. £650k investment,
- Approx. 69% contribution from grant funders.

FOUNDATION

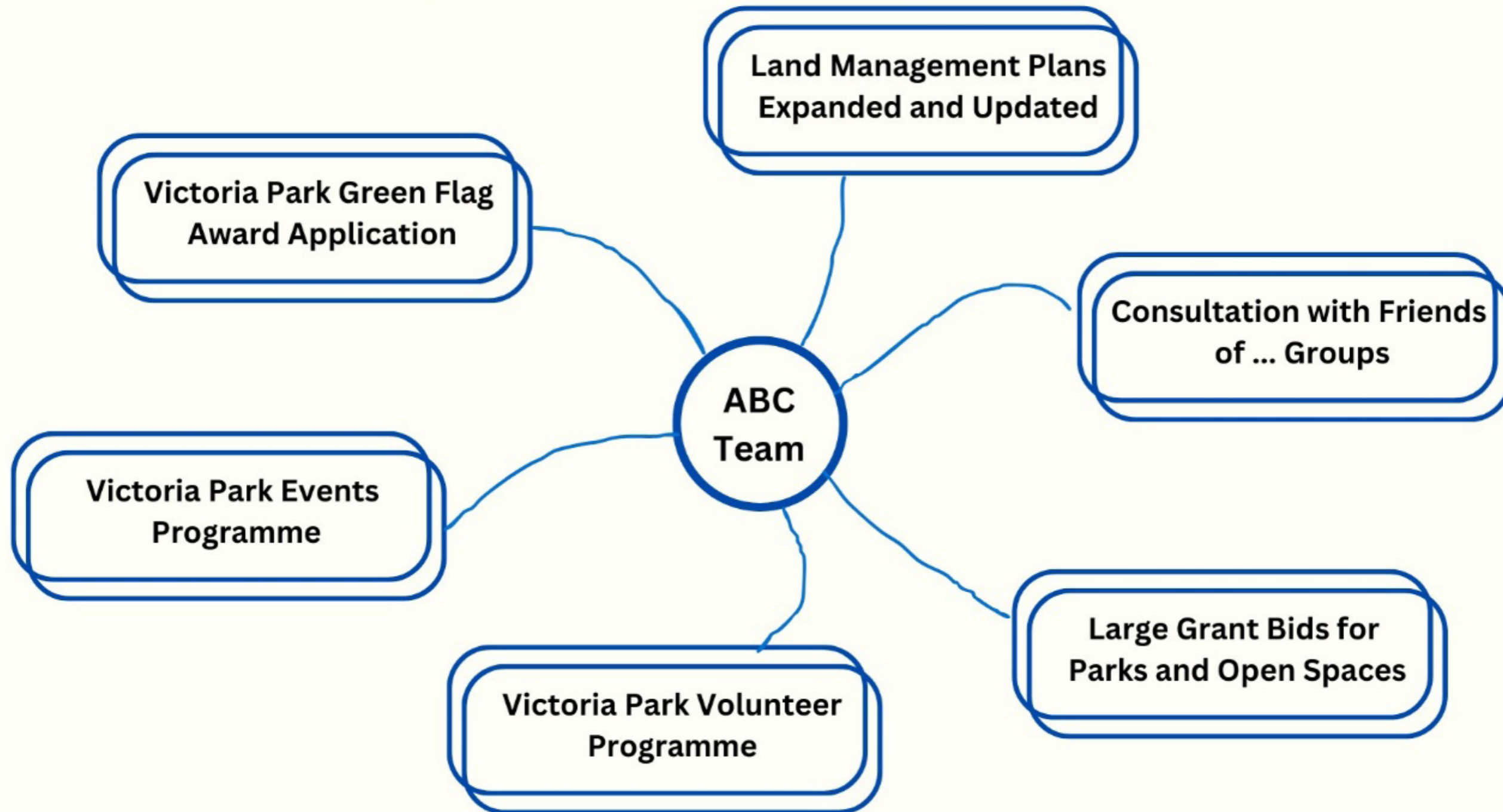
NO FOUNDATION



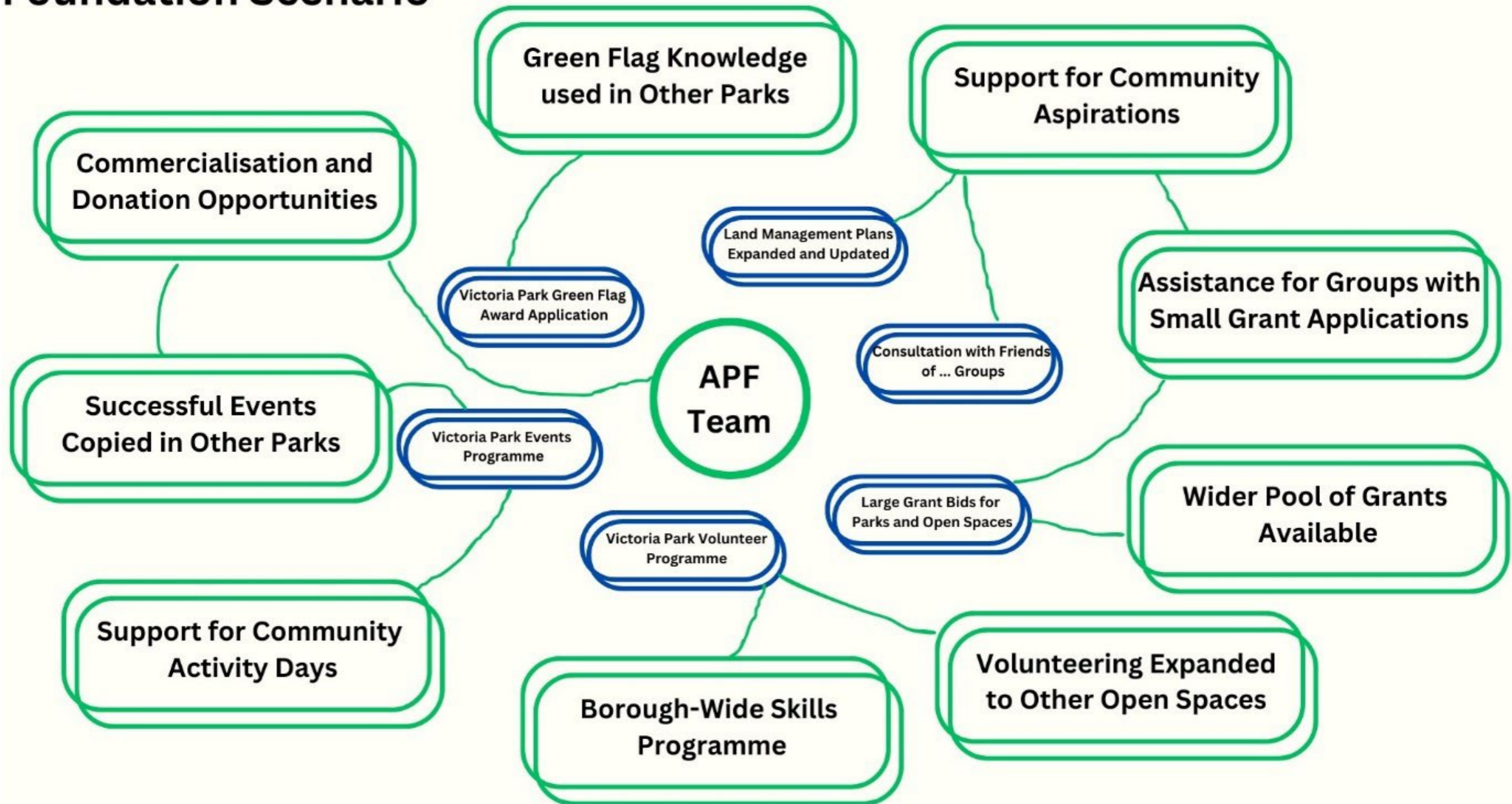
- APRIL 2024: THREE OFFICERS RECRUITED TO WORK ON PARKS DEVELOPMENT IN ASHFORD
- SCOPE TO GROW THE "PARKS DEVELOPMENT TEAM" IN THE FUTURE
- GREEN FLAG APPLICATION SUBMITTED FOR VICTORIA PARK
- LAND MANAGEMENT PLANS ROLLED OUT ACROSS ALL ABC OPEN SPACES
- COMMUNITY GROUPS ACROSS SUPPORTED DIRECTLY
- VOLUNTEER PROGRAMME SUPPORTED IN VICTORIA PARK
- VOLUNTEER PROGRAMME EXPANDED TO INCLUDE OTHER OPEN SPACES
- LARGE CAPITAL GRANT BIDS SUBMITTED TO IMPROVE "FLAGSHIP" PARKS IN ASHFORD
- SMALL GRANT BIDS SUBMITTED IN COLLABORATION WITH COMMUNITY GROUPS TO IMPROVE NEIGHBOURHOOD SPACES
- EVENTS PROGRAMME MANAGED IN VICTORIA PARK
- COMMUNITY ACTIVITIES & ENGAGEMENT PROGRAMME MANAGED IN VICTORIA PARK
- EVENTS AND ACTIVITIES PROGRAMMES EXPANDED TO INCLUDE OTHER OPEN SPACES
- INCOME FROM EVENTS REINVESTED BACK INTO OPEN SPACES
- OPPORTUNITIES FOR COMMERCIALISATION PROVIDE INCOME TO REINVEST BACK INTO OPEN SPACES



No Foundation Scenario



Foundation Scenario



Appendix One: Risk Benefit Analysis

Likelihood (how likely is something to occur) scored 1-5 where 5 is highly likely and 1 is very unlikely.			Impact (how much impact would something have on an open space/users/wildlife) scored 1-5 where five is a substantial impact and 1 is a negligible impact.				Score: 0-8 Low 9-15 Medium 16-25 High			
Risk or Benefit?	Category	Description	Likelihood	Impact	Score	Intervention(s)	Change to Likelihood	Change to Impact	Final Risk Score	Responsible Person(s)
Benefit	Community	Amazing Volunteers: Community produce high levels of motivated, skilled and engaged individuals to participate in volunteer programmes.	3	5	15	<ul style="list-style-type: none"> Clear communication of volunteering opportunities. Training for volunteers. Celebrate volunteers. 	4	5	20	
Benefit	Community	Bond and Ownership: The local community build a strong sense of belonging to and with a space that they also feel a sense of responsibility.	2	5	10	<ul style="list-style-type: none"> Meaningful volunteering opportunities. Effective consultation. Events and activities highlighting value of spaces. 	3	5	15	
Benefit	Community	Diversity of Representation: The mix of different backgrounds, experience and perspectives enables the Foundation to implement innovative and effective improvements to public open spaces.	2	5	10	<ul style="list-style-type: none"> Clear effort made to recruit a diverse mix of Trustees and employees. Broad-ranging consultation processes put in place to engage with all users. 	3	5	15	
Benefit	Community	Feel Heard: Community groups and individuals continue to engage with and support the Foundation because they feel listened to.	2	4	8	<ul style="list-style-type: none"> Consistently deploy a range of engagement methods including online, face-to-face, and in-park to ask for comment and share action. 	3	4	12	
Benefit	Community	Impactful Assets: The improvements that the Foundation deliver offer the biggest impact to the community.	3	4	12	<ul style="list-style-type: none"> Consult with users of different backgrounds, experience and perspectives. Do not be distracted by “big-ticket” improvements. 	4	4	16	
Risk	Community	Increased ASB: New assets and facilities become a magnet for anti-social behaviour. Cost and repetition of replacement distract the Foundation and make it financially unsustainable.	3	4	12	<ul style="list-style-type: none"> Risk assess plans for new assets to include mitigation for ASB. Formal policy re: response to ASB (particularly vandalism). 	2	4	8	
Risk	Community	Loss of Interest: Community partners slowly disengage because of poor results or better opportunities.	3	4	12	<ul style="list-style-type: none"> Early drafting and adoption of formal collaboration protocols. Consultation with community partners to identify shared aspirations for open spaces to then be included within LMPs. 	2	4	8	

Risk	Community	No buy-in: Residents and partners do not understand what a Foundation is and do not engage from the start.	3	4	12	<ul style="list-style-type: none"> • Early launch of, and consistent comms about what the Foundation is. • Clear routes for contacting the Foundation. • Emphasis on maintaining two-way communication with residents and partners. 	2	4	8	
Risk	Community	Poor Engagement: Communication and marketing fail; recruitment of volunteers fail; others take credit for good work; improvements do not meet community needs.	4	5	20	<ul style="list-style-type: none"> • Collaboration with ABC comms team to develop and deliver professional comms plan. • Clear communication of volunteering opportunities. • Meaningful volunteering opportunities. • “shouting about” successes. • Consultation with community partners to identify shared aspirations for open spaces to then be included within LMPs. 	2	5	10	
Risk	Funding	Drain to ABC: Funding challenges result in over-commitment of resources from ABC.	2	3	6	<ul style="list-style-type: none"> • Effective trustee recruitment. • Effective application of decision-making process. 	1	3	3	
Benefit	Funding	Good Budgeting: The Foundation works within its means and seeks out best value in all its work.	3	4	12	<ul style="list-style-type: none"> • Effective trustee recruitment. • Effective application of decision-making process. • Audit process in place for finances. 	4	4	16	
Risk	Funding	Lack of Grants: Not enough grants are available to deliver Foundation work.	2	5	10	<ul style="list-style-type: none"> • Diversification of income where possible. • Emphasise impact of work over financial value. • “shouting about” successes. • Horizon-scanning for grant funding opportunities. • Develop relationships with key funding bodies. 	1	5	5	
Benefit	Funding	Share with Community: The Foundation successfully enables the community by sharing opportunities for grant funding and assisting with bids; the community can deliver ancillary improvements, magnifying the Foundation’s impact.	3	4	12	<ul style="list-style-type: none"> • Emphasis on maintaining two-way communication with residents and partners. • Broad-ranging consultation processes put in place to engage with all users. • Consistently deploy a range of engagement methods including online, face-to-face, and in-park to ask for comment and share action. • Seek to understand partners’ aspirations which are not included within LMPs. 	4	4	16	
Benefit	Funding	Sustainable Growth: The Foundation team and aspirations grow at a rate				<ul style="list-style-type: none"> • Effective trustee recruitment. 				

		which does not outstrip their financial or human resource availability.	4	4	16	<ul style="list-style-type: none"> • Effective application of decision-making process. • Diversification of income where possible. 	4	4	16	
Risk	Funding	Unsuccessful Bids: Foundation team fail to secure grant funding, despite bidding for appropriate funds.	4	5	20	<ul style="list-style-type: none"> • Effective recruitment of Foundation team. • Training for Foundation team. • Develop relationships with key funding partners. 	3	5	15	
Benefit	Funding	Well-Written Bids: The Foundation drafts and submits bids which are well-written and have a higher chance of success.	3	5	15	<ul style="list-style-type: none"> • Effective recruitment of Foundation team. • Training for Foundation team. • Develop relationships with key funding partners. 	4	5	20	
Benefit	Governance	Clear Identity: The Foundation is clearly branded, allowing it to engage with the community in a more egalitarian way and demonstrate its successes more easily.	3	4	12	<ul style="list-style-type: none"> • Collaboration with ABC comms team to develop and deliver professional comms plan. • Early launch of, and consistent comms about what the Foundation is. • Clear routes for contacting the Foundation. • Consultation with community partners to identify shared aspirations for open spaces to then be included within LMPs. 	4	4	16	
Benefit	Governance	Good Oversight: The Trustees bring sufficient experience and qualities to offer valuable guidance to the Foundation.	3	5	15	<ul style="list-style-type: none"> • Effective trustee recruitment. • Effective application of decision-making process. • Audit process in place for finances. 	4	5	20	
Risk	Governance	Launch Rushed: The creation and launch of the Foundation happens sooner than it is ready to deliver on its duties.	3	4	15	<ul style="list-style-type: none"> • Early launch of, and consistent comms about what the Foundation is. • Collaboration with ABC comms team to develop and deliver professional comms plan. • Effective recruitment of Foundation team. • Effective trustee recruitment. 	2	4	8	
Risk	Governance	Loss of ABC Support: ABC reprioritises other work and withdraws in-kind or funding support				<ul style="list-style-type: none"> • Consult with users of different backgrounds, experience and perspectives. • Do not be distracted by “big-ticket” improvements. • Early drafting and adoption of formal collaboration protocols. • Consultation with community partners to identify shared aspirations for open spaces to then be included within LMPs. 				

			2	5	10	<ul style="list-style-type: none"> • Maintain clear links between work and LMPs. • Ensure cross-party and officer support throughout development and work. 	1	5	5	
Risk	Governance	No "Seed" Funding: The Foundation does not have enough funding to launch.	1	5	5	<ul style="list-style-type: none"> • Ensure cross-party and officer support throughout development and work. • Effective trustee recruitment. • Effective application of decision-making process. • Audit process in place for finances. 	1	5	5	
Risk	Governance	No Collaboration: A failure to work together between the Foundation, landowners, and community groups. No improvements can get delivered.	3	4	16	<ul style="list-style-type: none"> • Early drafting and adoption of formal collaboration protocols. • Consultation with community partners to identify shared aspirations for open spaces to then be included within LMPs. • Clear effort made to recruit a diverse mix of Trustees and employees. • Broad-ranging consultation processes put in place to engage with all users. • Develop relationships with key funding partners. 	2	4	8	
Benefit	Governance	Partnership Protocols: The Foundation has an effective suite of pre-drafted documents to formalise collaboration relationships.	2	5	10	<ul style="list-style-type: none"> • Early drafting and adoption of formal collaboration protocols. • Consultation with community partners to identify shared aspirations for open spaces to then be included within LMPs. • Effective recruitment of Foundation team. • Effective trustee recruitment. 	3	5	15	
Risk	Governance	Poor Structure: Insufficient roles identified; bureaucracy acts a barrier; no mechanism for forward planning; unclear scope.	3	5	15	<ul style="list-style-type: none"> • Effective recruitment of Foundation team. • Effective trustee recruitment. • Effective application of decision-making process. • Consultation with community partners to identify shared aspirations for open spaces to then be included within LMPs. • Ensure cross-party and officer support throughout development and work. 	2	5	10	
Benefit	Governance	Universal Support: All partners and community groups support the principles and work of the Foundation.				<ul style="list-style-type: none"> • Consultation with community partners to identify shared aspirations for open spaces to then be included within LMPs. • Broad-ranging consultation processes put in place to engage with all users. 				

			2	4	8	<ul style="list-style-type: none"> • Early drafting and adoption of formal collaboration protocols. • Collaboration with ABC comms team to develop and deliver professional comms plan. • Early launch of, and consistent comms about what the Foundation is. • Clear routes for contacting the Foundation. • Ensure cross-party and officer support throughout development and work. 	4	4	16	
Benefit	Place	Community Pride: The community have a growing sense of pride with talking about and using “their” local open space.	3	3	9	<ul style="list-style-type: none"> • Meaningful volunteering opportunities. • Effective consultation. • Events and activities highlighting value of spaces. • Clear effort made to recruit a diverse mix of Trustees and employees. • Broad-ranging consultation processes put in place to engage with all users. 	4	3	12	
Benefit	Place	Green Flag Awards: National awards offer external validation to the worth brought by the Foundation.	3	3	9	<ul style="list-style-type: none"> • Emphasis on supporting delivery of LMP aspirations. • Broad-ranging consultation processes put in place to engage with all users. • Meaningful volunteering opportunities. • Use experience from Victoria Park award to support future applications. 	4	3	12	
Benefit	Place	Placemaking Leader: The Foundation becomes a strong proponent for the impact well planned places can have on social health.	3	2	6	<ul style="list-style-type: none"> • Ensure cross-party and officer support throughout development and work. • Consultation with community partners to identify shared aspirations for open spaces to then be included within LMPs. • Broad-ranging consultation processes put in place to engage with all users. • Effective recruitment of Foundation team. • Effective trustee recruitment. 	4	2	8	
Benefit	Place	Resurgent Nature: Open spaces across the borough welcome back a wider variety of species in greater abundance.	3	5	15	<ul style="list-style-type: none"> • Emphasis on supporting delivery of LMP aspirations. • Consultation with community partners to identify shared aspirations for open spaces to then be included within LMPs. • Collaboration with local and regional conservation partners. 	4	5	20	
Risk	Staffing	"Wrong" Trustees: Board unable to provide necessary strategic direction and support.				<ul style="list-style-type: none"> • Effective trustee recruitment. • Clear effort made to recruit a diverse mix of Trustees. 				

The Task and Finish Group discussed a broad range of topics concerning what could go well or not in launching an Ashford Parks Foundation. To make sure that each of the participants had the opportunity to raise their hopes and concerns for a Foundation, the workshops included an activity where feedback on these was captured in written form. These are collated and presented above in the risk-benefit analysis table.

As originally presented the risks slightly outweigh the benefit of launching a Foundation by 196 to 194 and equating to value scores of 13 (medium risk) and 11 (medium benefit). Further discussion produced a range of actions that the team launching a Foundation could carry out to mitigate risks and enhance the likelihood of benefit. Once this was complete the score had changed to 123 (risks) to 265 (benefits), equating to 8 (low risk) and 16 (high benefit).

Once this was done and the feedback was collated, everyone then also had the chance to score, or vote, for the hopes and concerns which they felt we most likely to occur, which was then fed into the forcefield analysis. During discussions the group spent a lot of time focusing on funding for a Foundation and although this came out on both sides of the analysis it was the smallest on both too. Instead, this analysis highlighted the importance of both good governance and good community engagement, as well as reiterating the positive impact that a Foundation could have in placemaking throughout the public realm.

FORCEFIELD ANALYSIS II



Two dominant themes emerged throughout the discussions around the risks and benefits posed by the creation of an Ashford Parks Foundation which were not reflected within the analyses, but which the group felt should be emphasised to mirror the time spent discussing them

- 1. The success of an Ashford Parks Foundation should not be solely judged on the level of income it secures**

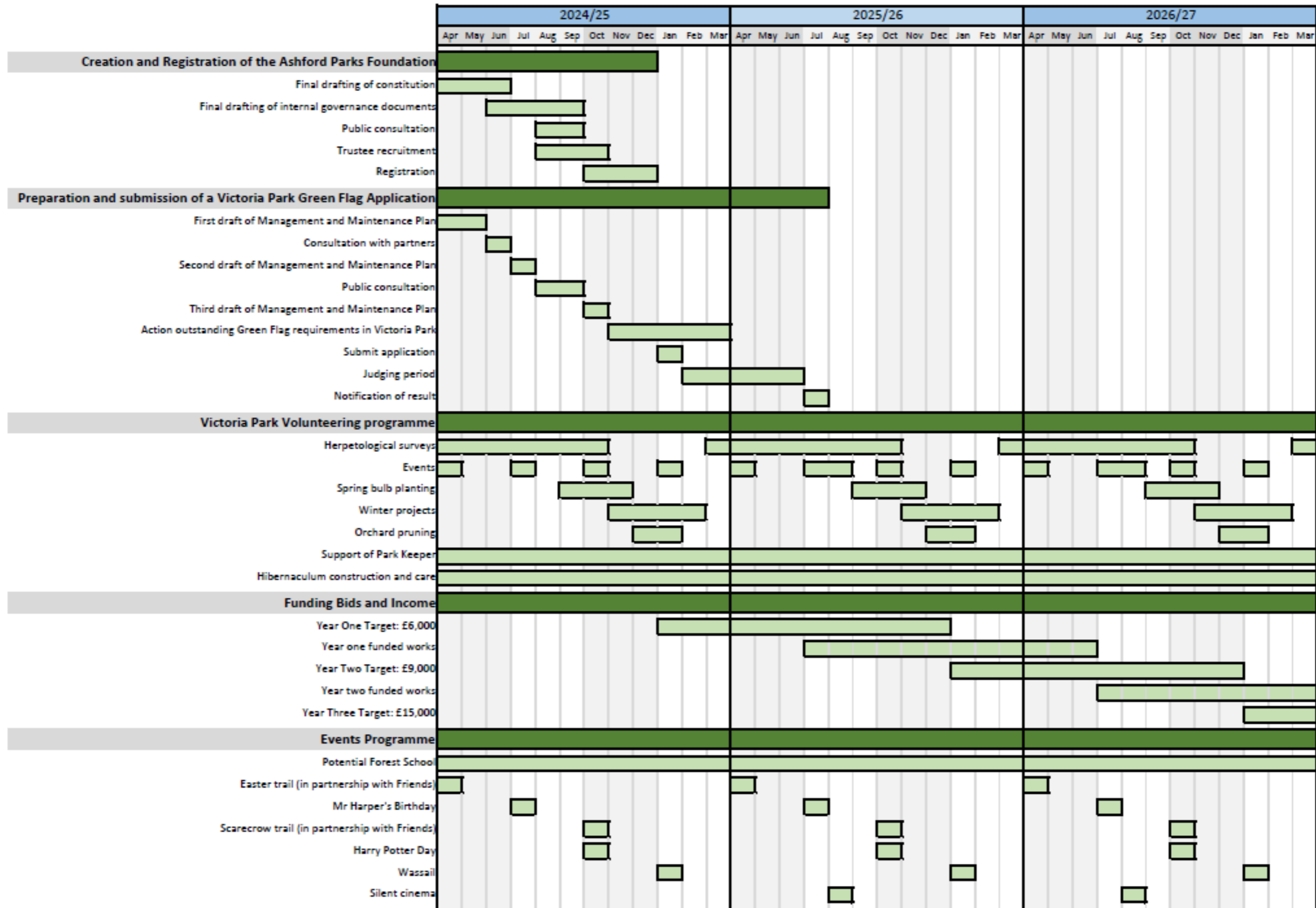
The Group concluded that the depth of community impact does not always have a direct correlation to the level of investment, and to monitor its performance as such would devalue the genuine impact it could have for the community.

2. Good governance and good staffing arrangements will enable the highest impact

In workshopping the risks and benefits of a Foundation, the group highlighted how important both good governance arrangements and good recruitment of staff will be. The recruitment of the right people for the roles to launch and lead the Foundation is especially important to its future success, and having effective and efficient processes for organisational administration such as decision-making are essential for giving these staff the scope to do their work.

These subjects are discussed more widely in the main report

Appendix Two: Draft Three-Year Plan



Appendix Three
Template Foundation CIO Constitution



CHARITY COMMISSION
FOR ENGLAND AND WALES

**Constitution of a Charitable
Incorporated Organisation whose
only voting members are its charity
trustees (foundation model
constitution)**

Charitable Incorporated Organisation: Model constitution for a CIO whose only voting members are its charity trustees

(‘Foundation’ model constitution)

This document is a Charity Commission model constitution for a Charitable Incorporated Organisation (CIO).

This guidance briefly explains:

- What a CIO is
- How to decide whether the CIO is the right form for your charity
- How to choose the right model constitution
- How to complete the model constitution and register as a charity
- Where to get more information and advice

In Appendix 2, there are notes explaining key points about each clause in the model constitution, to help you decide how to complete it.

We also have more [detailed guidance on CIOs available on our website](#).

What is a Charitable Incorporated Organisation?

The Charitable Incorporated Organisation (CIO) is a legal form for a charity. It is an incorporated form of charity which is not a limited company or subject to company regulation.

The Charities Act 2011 creates the basic legal framework for the CIO. This framework is completed by regulations:

- the Charitable Incorporated Organisations (General) Regulations 2012 (‘General Regulations’); and
- the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012 (‘Dissolution Regulations’).

Is the CIO the right structure for our charity?

Choosing the right legal structure and governing document is one of the first and most important decisions that the founders of a charity need to make. It will affect:

- how easy it will be to set up and run the charity
- how easy it will be to make changes in the future
- whether the charity can have a voting membership
- whether the charity can itself own premises, employ staff or enter contracts, or whether the trustees will have to do this personally.

There are four main legal forms that charities may take. We produce model governing documents for each of these forms:

- Trust (governing document: trust deed; could also be created by a will);
- Unincorporated association (governing document: constitution or rules);
- Company limited by guarantee (governing document: memorandum and articles of association for company formed before September 2009; articles of association for company formed since then);
- CIO (governing document: constitution).

An incorporated form, CIO or company limited by guarantee, may be suitable for a charity that will:

- own land in its own name
- control substantial funds or assets
- enter into contracts, for example by employing staff, or
- engage in charitable activities involving financial risks

Some points to note about CIOs:

- A CIO is a corporate body (like a company) that can own property, employ staff and enter into other contracts in its own name (rather than in the names of the trustees).
- Members of a company limited by guarantee have limited liability for its debts if it winds up (they only have to pay a fixed amount). Members of a CIO may either have no liability at all or (like a company) limited liability for its debts.
- Because they have additional legal protection, members of a corporate body (Company or CIO) must comply with extra regulations.
- Unlike companies, CIOs do not have to register with Companies House.
- Unlike companies, CIOs will not be fined for administrative errors like late filing of accounts, but some breaches of the CIO Regulations are legal offences.
- All CIOs must register with the Commission, regardless of their income. It follows that an exempt charity cannot be a CIO, and CIO may be unsuitable for other types of charity that don't have to register. (See our [guidance on types of charity that don't have to register](#).)
- CIOs must produce accounts under charity law, not company law. This allows smaller CIOs (income below £250,000) to produce simpler receipts and payments accounts.
- To simplify the CIO framework, there is currently no provision for CIOs to issue debentures, or for a register of charges (mortgages etc) over CIO property.

For more information on other legal forms, see our [guidance on choosing your charity's governing document](#).

Why are there two different model constitutions for a CIO?

Like companies (which must have both members and company directors) all CIOs must have members and charity trustees. Some CIOs may want

the only members to be the charity trustees; others may want a wider membership open to other people.

We have produced two model constitutions for CIOs:

- the **‘foundation’** model (this model) is for charities whose **only** voting members will be the charity trustees;
- the **‘association’** model is for charities that will have a wider membership, including voting members other than the charity trustees.

In practice a CIO using the ‘foundation’ model will be like an incorporated charitable trust, run by a small group of people (the charity trustees) who make all key decisions. Charity trustees may be appointed for an unlimited time and they will probably appoint new charity trustees.

A CIO using the ‘association’ model will have a wider voting membership who must make certain decisions (such as amending the constitution), will usually appoint some or all of the charity trustees (who will serve for fixed terms), and may be involved in the work of the CIO.

There are not two different forms of CIO. A CIO with the ‘foundation’ model could change its constitution to the ‘association’ model if it wanted a wider voting membership. (This could also happen the other way around, but members who were not trustees would have to agree to give up their membership.) Some changes would need our approval.

Using the Commission’s model CIO constitutions

A CIO’s constitution **must** be in the form to be specified by Commission regulations (or as near to that form as the circumstances allow). These regulations specify that the constitution should be in the form of one of our model constitutions. This still allows some flexibility, as explained in the guidance notes on the model. The constitution **must** be in English if the CIO’s principal office is in England, but may be in English or Welsh if the principal office is in Wales.

A CIO’s constitution **must** include certain provisions to comply with the Charities Act 2011 (the 2011 Act) and the General Regulations. However, the 2011 Act and General Regulations do not prescribe an exact wording.

There are other provisions that **must** be included **if** they apply to a particular CIO. If they do not fully apply, the constitution **must** explain to what extent or how they apply.

We have included other provisions in this model constitution because:

- they reflect good practice that we recommend
- they remind the trustees about a legal requirement
- the constitution would not work properly without them, or
- charities have said that it would be a useful option and it would be helpful to have standard wording

Using one of the Commission's models will help to ensure that you include all of the constitutional provisions that your CIO will need:

- to meet the requirements of the law
- to comply with good practice, and
- to be practical and workable

The guidance notes will prompt you to think about whether you may need to include particular powers.

How do we become a CIO?

i) New charities

To set up and register a new CIO, follow the procedure set out below under Next Steps.

ii) Existing charitable trusts and unincorporated associations

An existing unincorporated charity can only change to a CIO by:

- setting up and registering a new CIO (in the same way as for a new charity), then
- transferring its property and operations to the CIO.

You should check whether your charity can transfer its property in this way, or whether you need authorisation from the Commission. Once the transfer is complete, the original charity can normally be wound up and removed from the register, but different arrangements may apply to charities with permanent endowment (see below).

iii) Existing charities with permanent endowment

Put simply, permanent endowment is property that a charity must keep rather than spend. There are two main types of permanent endowment:

- Money or other assets given to your charity for investment. Only the investment income can be spent.
- Property given to your charity which must be used only for a particular purpose. For example, land or buildings given for use as a school or recreation ground.

Often, these charities have no power to wind up or transfer their permanent endowment.

CIOs cannot hold permanent endowment as part of their own (corporate) property.

The General Regulations make special provision to enable charities with permanent endowment to transfer to a CIO. The trustees of the permanently endowed charity need to:

- set up and register a new CIO with the Commission, then
- make a vesting declaration under section 310 of the 2011 Act (as amended by the General Regulations), transferring all property of the original charity to the new CIO.

The vesting declaration will:

- transfer expendable property to the CIO as part of its corporate property
- vest legal title to the permanent endowment in the CIO, to be held on its original trusts
- appoint the CIO as trustee for the permanent endowment trust and

give it the powers of a trust corporation for that trust

- mean that the CIO and the permanent endowment trust are treated as a single charity for registration and accounting purposes (they won't need to register separately or produce separate accounts).

If charities use a vesting declaration to carry out a merger, they must record it in the [Register of Mergers](#). Vesting declarations are legal documents, so you may need advice from a solicitor or other professional. Read our guidance for more information.

For further information see our general guidance on CIOs.

iv) Existing charitable companies and registered societies

It is also possible for an existing charitable company or registered society to convert directly into a CIO; there are specific procedures for this.

What guidance should we consider before we begin?

- There is comprehensive guidance on [setting up and registering a charity](#) on our website.
- We also have more detailed **guidance on CIOs**.
- [The Essential Trustee](#) sets out the basics that all charity trustees need to know.

Next steps

1. Completing the constitution

Once you have decided to apply to register a CIO and have chosen the correct model constitution, please read the constitution and accompanying guidance notes carefully. In the guidance notes we say that something '**must**' be included in the constitution if it is a legal requirement in the 2011 Act or the General or Dissolution Regulations. We say that something '**should**' be included if we consider it to be minimum good practice. We 'recommend' that you include other provisions to help ensure the smooth running of the CIO in future.

There are guidance notes on each clause explaining what it is for, and whether you **must** or **should** include (all or part of) it, and whether it **may**

or **should** be amended to fit the circumstances. Even where clauses are completely optional, however, we advise you to follow the model provisions or suggested alternatives unless there is a particular need, in the interests of your charity, to do otherwise.

Some clauses contain options for you to choose from and blank spaces that you will need to fill in.

If you want to add any special or complex provisions that you have drafted yourself, you may need advice from a solicitor or other adviser. We may need more time to look at any specialist changes. Please make clear what changes you make, and why they are necessary. This will help us to consider your application as quickly as possible. We cannot guarantee to accept every organisation which uses one of our models as charitable. We must consider each case separately.

When you have finished, please check that you have:

- filled in all the blanks,
- deleted any clauses which you don't need; and
- numbered the remaining clauses (and sub-clauses) in sequence (including cross-references).

2. Applying to register

To register a new charity, you must [apply online via the Charity Commission Website](#).

3. How long will it take?

We can normally make a decision in 40 working days if an organisation:

- can use our model wording for its objects ([Example charitable objects](#) on our website);
- shows that its activities are or will be consistent with the objects;
- shows that any private benefit is only incidental and is properly managed; and
- uses our model governing document.

Other applications will need closer consideration and so will take longer.

Constitution of a Charitable Incorporated Organisation whose only voting members are its charity trustees

('Foundation' model constitution)

Date of constitution (last amended):

.....

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is

.....

2. National location of principal office

The CIO must have a principal office in England or Wales. The principal office of the CIO is in [England][Wales].

3. Object[s]

The object[s] of the CIO [is][are]

.....

.....

.....

.....

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with [section 7 of the Charities and Trustee Investment (Scotland) Act 2005] and [section 2 of the Charities Act (Northern Ireland) 2008].

4. Powers

The CIO has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the CIO has power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services and/or goods to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- (c) A charity trustee or connected person may receive interest on

money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

- (d) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) In sub-clause (2) of this clause:

- (a) “the CIO” includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will

arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

Option 1

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

Option 2

- (1) If the CIO is wound up, each member of the CIO is liable to contribute to the assets of the CIO such amount (but not more than £[...]) as may be required for payment of the debts and liabilities of the CIO contracted before that person ceases to be a member, for payment of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributing members among themselves.
- (2) In sub-clause (1) of this clause “member” includes any person who was a member of the CIO within 12 months before the commencement of the winding up.
- (3) But subject to that, the members of the CIO have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

9. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and,
 - (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No individual may be appointed as a charity trustee of the CIO:
 - if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause [12(1)(e)].
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

[(d) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.]

(3) **Number of charity trustees**

Option 1

(a) There must be at least [three] charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

Option 1a

(b) The maximum number of charity trustees is [12]. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

Option 1b

(b) There is no maximum number of charity trustees that may be appointed to the CIO.

Option 2

(a) There should be:

[Not less than... nor more than] ... appointed trustees;
[... ex officio trustee[s]; and

[Not less than... nor more than] ... nominated trustees.]

(b) There must be at least [three] charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(c) The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these

provisions.

(4) First charity trustees

The first charity trustees are as follows [, and are appointed for the following terms] –

..... [for [4] years]

..... [for [3] years]

..... [for [2] years]

10. Appointment of charity trustees

Option 1

- (1) Apart from the first charity trustees, every trustee must be appointed [for a term of [three] years] by a resolution passed at a properly convened meeting of the charity trustees.
- (2) In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

Option 2

(1) Appointed charity trustees

- (a) Apart from the first charity trustees, every appointed trustee must be appointed [for a term of [three] years] by a resolution passed at a properly convened meeting of the charity trustees.
- (b) In selecting individuals for appointment as appointed charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

[(2) Ex officio Trustee[s]]

- (a) The [insert role] for the time being (“the office holder”)

shall automatically (“ex-officio”) be a charity trustee, for as long as he or she holds that office.

- (b) If unwilling to act as a charity trustee, the office holder may:
 - (i) before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
 - (ii) after accepting appointment as a charity trustee, resign under the provisions contained in clause [12] (Retirement and removal of charity trustees).

The office of ex officio charity trustee will then remain vacant until the office holder ceases to hold office.]

[(3) Nominated Trustee[s]

- (a) [insert name of appointing body] (“the appointing body”) may appoint [insert number] charity trustees.
- (b) Any appointment must be made at a meeting held according to the ordinary practice of the appointing body.
- (c) Each appointment must be for a term of [three] years.
- (d) The appointment will be effective from the later of:
 - i. the date of the vacancy; and
 - ii. the date on which the charity trustees or their secretary or clerk are informed of the appointment.
- (e) The person appointed need not be a member of the appointing body.
- (f) A trustee appointed by the appointing body has the same duty under clause 9(1) as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the CIO]

11. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of the current version of this constitution; and
- (b) a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

12. Retirement and removal of charity trustees

- (1) A charity trustee ceases to hold office if he or she:
 - (a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (e) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) Any person retiring as a charity trustee is eligible for reappointment.
- [(3) A charity trustee who has served for [three] consecutive terms may not be reappointed for a [fourth] consecutive term but may be reappointed after an interval of at least [one year].]

13. Taking of decisions by charity trustees

Any decision may be taken either:

- at a meeting of the charity trustees; or

- by resolution in writing [or electronic form] agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
 - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve [within 28 days of the circulation date].

14. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - (c) the charity trustees shall from time to time review the

arrangements which they have made for the delegation of their powers.

15. Meetings of charity trustees

(1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) [In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.]

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may

communicate with all the other participants.

(b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

16. Membership of the CIO

(1) The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.

(2) Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

[17. Informal or associate (non-voting) membership

(1) [The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

(2) Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.]

18. Decisions which must be made by the members of the CIO

(1) Any decision to:

(a) amend the constitution of the CIO;

(b) amalgamate the CIO with, or transfer its undertaking to, one

or more other CIOs, in accordance with the Charities Act 2011; or

(c) wind up or dissolve the CIO (including transferring its business to any other charity)

must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).

(2) Decisions of the members may be made either:

(a) by resolution at a general meeting; or

(b) by resolution in writing, in accordance with sub-clause (4) of this clause.

(3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause [28] (amendment of constitution), clause [29] (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.

(4) Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

(a) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(b) the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on

the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated.

19. General meetings of members

(1) Calling of general meetings of members

The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause [18] (Decisions which must be made by the members of the CIO).

(2) Notice of general meetings of members

- (a) The minimum period of notice required to hold a general meeting of the members of the CIO is [14] days.
- (b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.
- (c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(3) Procedure at general meetings of members

The provisions in clause 15 (2)-(4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

20. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

- (1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.
- (3) [If the CIO has a seal:
 - (a) it must comply with the provisions of the General Regulations; and
 - (b) the seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two charity trustees.]

22. Use of electronic communications

[(1) General]

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

24. Minutes

The charity trustees must keep minutes of all:

- (1) [appointments of officers made by the charity trustees].
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records,

to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

- (2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules

The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

27. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

As provided by sections 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:

- (a) by resolution agreed in writing by all members of the CIO;
or
- (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members).

- (2) Any alteration of the CIO's objects, of any provision of the CIO's constitution directing the application of property on its dissolution or any provision of the CIO's constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution.

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting,
or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
 - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall

be applied.

- (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- (a) the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “**Communications Provisions**” means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

“**charity trustee**” means a charity trustee of the CIO.

A “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.

Appendix 1 – Optional provisions

The following provisions do not form part of the ‘Foundation’ model constitution but are available as options under clauses 19 (General meetings of members) and 22 (Use of electronic communications).

For CIOs intending to include these powers in their constitutions, we recommend that you use the following wording. Notes on these clauses are included in Appendix 2.

General meetings of members

(4) Proxy voting

- (a) Any member of the CIO may appoint another person as a proxy to exercise all or any of that member’s rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a “proxy notice”) which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
 - (iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- (b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(d) Unless a proxy notice indicates otherwise, it must be treated as:

- (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

(e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member.

(f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

(g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

(5) Postal Voting

(a) The CIO may, if the charity trustees so decide, allow the members to vote by post or electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.

(b) The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.

- (c) If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than [21] days before the deadline for receipt of votes cast in this way:
 - (i) a notice by email, if the member has agreed to receive notices in this way under clause [22] (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - (ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- (d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for [name of CIO]', at the CIO's principal office or such other postal address as is specified in the voting procedure.
- (e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- (f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- (g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- (h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which

were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

- (i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- (j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- (k) The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- (l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- (m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons

independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

Use of electronic communications

(2) To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(3) By the CIO

- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - (i) provide the members with the notice referred to in clause 19(2) (Notice of general meetings);
 - (ii) give charity trustees notice of their meetings in accordance with clause 15(1) (Calling meetings); [and
 - (iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 18 (Members' decisions), 18(4) (Decisions taken by resolution in writing), or [[the provisions for postal voting] (if you have included this optional provision, please insert the correct clause number here)].
- (c) The charity trustees must –
 - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such

notice or proposal;

- (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

Appendix 2 – Guidance notes

These explanatory notes are for advice and reference only and do not form part of the text of the constitution.

Date of constitution

Inserting the date of the constitution is good practice, and helps to ensure everyone has the same document. The date to enter here is the date the constitution, or any amendment to it, has taken effect. Leave this undated until the constitution has been registered or insert the date that the last amendment to the constitution took effect.

Clause 1 - Name

You must include the name of the CIO in the constitution. In general, the Commission can accept any charity name unless it would be misleading, offensive or too similar to the name or working name of an existing charity (unless the CIO is replacing that charity). The Commission has powers to require a charity to change its name if this happens. Further information on this is provided in our publication [How to choose a charity name](#) and [Registering as a charity \(CC21\)](#) which are available on our website. There are also legal restrictions on using the same name as an existing company (unless it is a charitable company that is converting to a CIO) or as a former company or CIO that underwent insolvent liquidation – if in doubt seek professional advice.

Clause 2 - Principal office

The constitution must state whether the CIO's principal office is in England or Wales.

Clause 3 – Objects

The CIO must have exclusively charitable objects which you must set out in the constitution. Guidance on appropriate wording is [available on our website](#). The key elements to include are:

- the purpose or purposes for which the CIO is being established;
- the people who can benefit; and, if appropriate;
- any geographic limits defining the area of benefit. If you include an area

of benefit, it is common to define it by reference to a local government area: this has the advantage of clarity and simplicity, but can create problems if the area is subsequently altered or abolished. If this happens in future, contact the Commission for advice on amending the objects.

NB. If you cannot fit your objects in the space provided, please include them on a separate piece of paper and submit this with the constitution

If the CIO needs to be recognised as a charity in Scotland and/or Northern Ireland, you will need to include the relevant parts of the wording in square brackets to meet the requirements of charity law in those countries.

Clause 4 - Powers

The Charities Act 2011 ('2011 Act') gives a CIO power to do 'anything which is calculated to further its purposes or is conducive or incidental to doing so'. Strictly speaking, this is the only power a CIO needs. It can, however, be helpful to state certain powers explicitly in the constitution. In particular, a stated power to borrow [(1)] may reassure potential lenders. For this reason, we recommend that you include the example powers set out in the model (these include powers to buy, sell and lease property, employ staff and delegate investment management to a professional fund-manager). You may add other express powers here if you wish to.

You may include a constitutional provision restricting the general power in the 2011 Act. You must only include such a restriction if it is in the CIO's interests. You must not restrict the CIO's powers in a way that prevents it from disposing of its property. Restrictions on the powers are not provided for in this model and we recommend that you seek appropriate advice if you are considering this.

Clause 5 – Application of income and property

- (1) reflects the provisions in the 2011 Act about a CIO charity trustee's entitlement to reasonable expenses and that they may benefit from trustee indemnity insurance. We recommend that you include it in the constitution, to inform people involved with the charity.
- (2) reflects charity law requirements that the income and property of a CIO must be applied solely to further its objects and not to benefit the members or charity trustees (except as permitted by the governing

document (see clause 6) or other express power). The trustees have a duty to ensure that the funds are correctly applied in accordance with this principle.

Clause 6 - Benefits and payments to charity trustees and connected persons

Charity trustees may only benefit from their charity if they have express legal authorisation to do so (such as a clause in the constitution). This restriction extends to people closely connected to a trustee ('connected persons' – this term is defined in the interpretation clause). You should include this clause so that charity trustees are clear about the restrictions that apply to them; and unless you include it, the statutory provisions will apply. Even where trustees are allowed to benefit from the CIO, this must only happen where the benefit is in the interests of the CIO. Our guidance [Trustee expenses and payments \(CC11\)](#) provides more information about trustee benefits.

The model clause permits a minority of the charity trustees or connected persons to receive payments and other benefits in certain instances (such as for goods and services they supply to the CIO), subject to the stated controls. The option also allows other types of trustee benefit, subject to the Commission's prior consent.

You may restrict the benefits that the charity trustees will be allowed receive by altering these clauses, but if you later need to undo any of the restrictions it will require the Commission's consent to do so. Trustees do not have to use these powers just because they have them – we suggest you may find it simpler to keep to the model wording.

None of these options allows trustees to receive payment for acting as a trustee.

(2)(a) If all of the trustees will benefit from the activities of the CIO (for example, by using facilities available to all inhabitants of the area, such as a community centre), you may wish to substitute the following wording: "A charity trustee or connected person may receive a benefit from the CIO as a beneficiary provided that it is available generally to the beneficiaries of the CIO"

(2)(c) – The CIO should document the amount of, and the terms of, the trustee's or connected person's loan.

Clause 7 – Conflicts of interest and conflicts of loyalty

The General Regulations provide that a charity trustee of a CIO must not take part in any decision from which they would directly or indirectly benefit personally, unless they cannot reasonably be regarded as having a conflict of interest. This clause reminds the trustees of this requirement and also reflects wider good practice on managing conflicts of interest and conflicts of loyalty.

Clause 8 – Liability of members

The constitution must state whether members of the CIO *either*:

(a) have no liability to contribute to the assets of the CIO if it is wound up [option 1]

or.

(b) will be liable to contribute up to a maximum amount each if the CIO cannot meet its financial obligations when it is wound up [option 2].

Choose one option and delete the other. There is no preference or requirement in the legal framework for members to be liable to contribute anything.

If you choose option 2, you must insert the maximum amount (normally a nominal sum such as £1 or £10) for which members will be individually liable.

Clause 9 - Charity trustees

(1) This clause explains the charity trustees' legal function, legal duty to act in good faith, and statutory duty of care. We recommend that these should be set out in the constitution. The trustees cannot adopt a lower duty of care.

(2) You should include provisions setting out who is eligible to be a charity trustee of the CIO.

Sub-clause (a) requires all trustees to be individuals. It is legally permissible for a corporate body to be a charity trustee, but we would advise against a trustee body including both individuals and one or more corporate bodies.

Clauses 9-13 are drafted on the basis that the CIO will be governed by a trustee body made up of a number of individuals. If there is a good reason why the CIO will be administered by a single trustee (e.g., a corporation) or have any other trusteeship arrangement, you will need to amend these clauses, and should seek your own professional advice.

The suggested provisions in (b) reflect the law and (c) is based on good practice. Note that there are offences under the General Regulations concerning legally disqualified individuals acting as trustees.

If there are to be additional conditions for eligibility to be a charity trustee (beyond the legal restrictions), these must be stated in the constitution. For example, some charities add requirements to ensure that trustees have particular knowledge or experience (e.g., of the locality in which the CIO operates or of issues relevant to the people that the CIO serves).

(2)(d) Contains an optional restriction on the proportion of charity trustees who are under 18. The Commission encourages charities to involve young people in their governance in whatever ways are appropriate in the circumstances, but advises against having a board made up entirely of people under 18. CIO trustees cannot be under 16.

(3) The General Regulations require that the constitution must state the minimum number of charity trustees, if more than one.

We recommend setting and including minimum and maximum numbers of charity trustees.

A CIO can have a fixed number of trustees or a range between a maximum and minimum (which will give the CIO more flexibility). Option 1a provides for a specified maximum number. Option 1b provides for no maximum limit. Option 2 provides for other trustee appointment arrangements in accordance with clause 13 (see below).

Choose:

- Clause 9(3) Option 1 (and Option 1a *or* b) and Clause 10 Option 1

or

- Clause 9(3) Option 2 and Clause 10 Option 2 (selecting the relevant parts of each section).

Delete the options that you have not chosen.

For good practice, a CIO should have at least three charity trustees. If the number of trustees falls below the minimum specified in the constitution, the provisions in clause 12(3) will enable the remaining charity trustees to appoint new trustees and prevent the CIO from becoming inoperable.

A CIO should have enough charity trustees to effectively carry out their duties, but not too many so that it becomes impractical to hold effective trustee meetings where everyone can participate in decision making. We suggest a maximum of 12 trustees, but you may choose a higher or lower number depending on the CIO's needs.

(4) The General Regulations require that the constitution must state the names of the first charity trustees.

We recommend that you 'stagger' the terms of office of the first trustees to ensure that they do not all stand down at the same time. For example, if there are three trustees, one might be appointed for four years, one for three years and one for two years.

Clause 10 – Appointment of charity trustees

The constitution must make provision about the appointment of one or more persons to be Charity trustees.

This clause contains two options. Choose the corresponding options in Clause 9(3) and Clause 10.

Option 1 provides for new trustees to be appointed by the current trustees. This is the simplest, and likely to be the usual, arrangement for most foundation CIOs.

Option 2 provides for new trustees to be appointed in different ways including appointment by the current trustees, ex-officio (i.e., by virtue of holding a certain office, e.g., the local vicar) and nomination by another organisation. If you use option 2 you will need to amend it to meet the CIO's particular circumstances depending on the combination of different methods of appointment that will apply. These additional appointment methods are usually only appropriate for charities operating in particular local areas or with links to particular bodies, and where it is desired to

involve members of local councils, local churches or other external organisations on the trustee body.

It is good practice for trustees to be appointed for a fixed term, but you may instead provide for appointed trustees to be appointed indefinitely (i.e., for life or until they retire), in which case, delete the words in square brackets in clauses 9(4) and 10(1).

Clause 11 – Information for new charity trustees

This clause represents good practice; we recommend that you include it. It is vital for new trustees to have easy access to the information and training that they need in order to become effective members of the trustee body.

Clause 12 – Retirement and removal of charity trustees

The General Regulations require that the constitution must contain provisions setting out how charity trustees (and members) may retire or otherwise cease to hold office. The provisions in the model follow recommended good practice. There is an optional provision (sub clause (3)) to ensure that trustees do not serve for more than three consecutive terms, which may help to encourage regular turnover and change on the trustee board. (It is good practice to aim for a balance between continuity and change.)

If the trustees consider it appropriate for their charity to include a power to remove a trustee in specified circumstances, include it in this clause. You will need to explain why the trustees consider it appropriate to include this power and any safeguards on the exercise of this power suitable in the context of your charity. For example, the trustees of a religious charity may consider it appropriate to require the consent of the charity's religious authority before a trustee is removed.

Clause 13 - Taking of decisions by charity trustees

The power to take decisions by resolution in writing or electronic form outside meetings is optional, but if the trustees intend to use it, it must be included in the constitution. This sub-clause sets out the procedure for written resolutions.

Clause 14 - Delegation by charity trustees

This power is optional. We recommend you include it for the smooth-running of the CIO. The General Regulations give charity trustees of a CIO automatic power to delegate tasks to sub-committees, staff or agents; but without this additional constitutional power, the trustees will be unable to delegate any power to make decisions.

Sub-clauses (2)(a)-(c) reflect minimum good practice and are safeguards that should not be removed or diminished.

Clause 15 – Meetings of charity trustees

The General Regulations require that the Constitution must include provisions for the calling and running of meetings including the minimum number of trustees who shall form a quorum, appointment of a chair and, if trustees will be able to demand a poll (a counted vote, normally with voting papers), the procedure for conducting such a poll. The provisions in this model are good practice recommendations.

We have not included provision for trustees to demand a poll in this model constitution as feedback from our consultations suggested that most charities did not feel it was appropriate.

(3)(a) We recommend that the quorum for trustee meetings should not be less than one third of the number of trustees.

(3)(c) It is common, but not obligatory, for the Chair to have a casting vote. You may include or delete this power.

(4) – This clause is strongly recommended but will be required if one or more of the CIO's trustees may from time to time participate in meetings by telephone or other electronic means where participants may not all be able to see and hear each other.

Clause 16 – Membership of the CIO

A CIO must have one or more members. In this model constitution the charity trustees are the only members and become members automatically. If the CIO is going to have a wider voting membership you will need use the Association Model Constitution.

The constitution must set out who is eligible for membership and how someone becomes a member. The constitution must contain provision for

retirement and termination of membership. This model clause fulfils these requirements.

The General Regulations have been drafted on the basis that all members of a 'foundation' CIO will be charity trustees, and they will cease to be members of the CIO when they cease to be trustees.

Clause 17 – Informal or associate (non-voting) membership

We advise CIOs to include this power if they contemplate having an informal (associate) membership. Membership of this kind does not count as membership for legal purposes, for example in terms of voting rights, legal obligations to act in the interests of the charity or any liability to contribute to the assets of the CIO on dissolution.

Clause 18 – Decisions which must be made by the members of the CIO

We recommend that you include these powers and provisions in full.

(1) This sub-clause acts as a reminder that certain decisions must be made by the members, rather than by the trustees (although in practice they are the same persons).

(2) This sub-clause allows decisions of the members to be made at a general meeting or by written resolution.

(3) The decisions specified in (1) are subject to special requirements; this sub-clause acts as a reminder of those requirements.

(4) This sub-clause sets out the procedure for written resolutions.

Clause 19 - General meetings of members

The General Regulations state that the constitution must make provision about the holding and calling of general meetings, and procedure at such meetings including the minimum number of members who shall form a quorum, whether members can demand a poll, and the procedure for conducting such a poll. The provisions in this clause are good practice recommendations.

(1) In a CIO with the 'foundation' model constitution, all of the members are trustees, so the trustees may decide which of their meetings should

be treated as a general meeting of the members (subject to the notice requirements in (2)).

(2)(a) The minimum period of notice for general meetings should be reasonable in the CIO's particular circumstances, to enable as many members (trustees) as possible to participate in such decisions. For the decisions mentioned in clause 18(1) the period of notice is specified as 14 days in the General Regulations.

(3) This sub-clause means that the usual procedural provisions for trustees' meetings will also apply when they meet as members.

Proxy voting – The General Regulations stipulate that members can only vote by proxy if there is a specific provision in the constitution, which must set out:

- (a) how a member appoints a proxy;
- (b) the rights of the proxy; and
- (c) how the appointment is terminated.

For recommended wording (which does not form part of this model), please see Appendix 1 to this constitution.

Postal voting – The General Regulations stipulate that members can only use postal votes if there is a specific provision in the constitution, which must make provision about the circumstances in which, and the way in which, such votes may be given.

For recommended wording (which does not form part of this model), please see Appendix 1 to this constitution.

Clause 20 – Saving provisions

We recommend that you include this clause, to reduce the risk of trustees' decisions being declared invalid for purely technical reasons.

Clause 21 – Execution of documents

We recommend that you include this clause, for clarity about how documents may be validly executed on behalf of the CIO. It includes provision for use of a seal, which the General Regulations stipulate must

be included if the CIO is to have a seal (but there is no requirement to have one). The General Regulations require the full name of the CIO to be clearly written on the seal, and failure to comply with this is an offence.

Clause 22 – Use of electronic communications

The General Regulations include provisions governing the use of electronic communication, and we recommend that CIO trustees familiarise themselves with the requirements. Failure to comply with the requirement to provide a hard copy would constitute an offence.

The General Regulations state that if the CIO intends to automatically use electronic communication or a website to send formal communications to members, this must be stated in the constitution, which must also set out the circumstances in which this will happen. For suggested wording, please see Appendix 1 to this constitution.

Clause 23 – Keeping of registers

This clause reflects the requirements in the General Regulations that the CIO keeps registers of members and charity trustees and makes this information available for inspection by interested persons. This does not have to be stated in the constitution but is included to serve as a reminder.

Clause 24 – Minutes

This clause reflects the requirements of the General Regulations regarding record keeping. We recommend that this clause is included, to remind the trustees of their responsibilities. However, clause 24(1) should only be retained if the constitution includes other provisions on the appointment of officers.

Clause 25 – Accounting records (etc)

This clause reflects the trustees' duties under the 2011 Act. We recommend that this clause is included, to remind the trustees of their responsibilities.

Clause 26 - Rules

We recommend that this power should be included for clarity, but charities automatically have this power and it does not have to be stated

in the constitution. It is important that members are made aware of, and can easily obtain, copies of any rules.

Clause 27 – Disputes

It is good practice to include provisions for dealing with any disputes that arise between members of the CIO. Litigation can be expensive, and litigation about the internal affairs of a charity would almost certainly constitute “charity proceedings”, which can be taken only with the Commission’s authority. We would usually require the parties to a dispute to have tried mediation first.

Clause 28 – Amendment of constitution

Before phase 3 of the Charities Act 2022 comes into force, this clause reflects the CIOs’ statutory power of amendment in sections 224-227 of the Charities Act 2011. A CIO’s constitution should include these provisions for ease of reference. The constitution of a CIO cannot extend the statutory power of constitutional amendment, but the General Regulations provide that you may include additional restrictions in some or all cases, for example requiring a longer period of notice before the meeting, or a higher majority, for certain changes. Additional restrictions are not provided for in this model and if you are considering this, we recommend that you take appropriate advice. To request the Commission’s consent to an amendment or to inform the Commission of an amendment, [please complete our online form](#).

After phase 3 of the Charities Act 2022 comes into force, a regulated alteration of the CIO constitution under s.226 and 227 of the Charities Act 2011 does not take effect until it has been registered or later if the resolution containing the amendment specifies this. Any other amendment to the CIO’s constitution takes effect on the date that the resolution containing the amendment is passed or a later date if the resolution containing the amendment specifies this.

Clause 29 - Voluntary winding up or dissolution

This clause reflects the provisions of the 2011 Act and the General Regulations and Dissolution Regulations. We recommend that it is included in the constitution for ease of reference. It also highlights that there are other requirements in the Dissolution Regulations that the trustees must comply with, as there are offences for non-compliance.

To inform the Commission of your CIO's dissolution, please [complete our online form](#).

(2) The constitution must contain directions about how its property will be applied if it is wound up. Any assets remaining after the payment of debts must be applied for charitable purposes that are similar to those of the CIO.

(4) It is essential for trustees to be aware that if the CIO is unable to meet its financial obligations in full when it is wound up, the provisions in sub-clauses (1)-(3) do not apply, and the relevant provisions of the Dissolution Regulations must be followed. Failure to do so is not only an offence, but could lead to personal liability for the trustees.

Clause 30 - Interpretation

This clause explains some terms used in the rest of the constitution.