



SAINTBRIDGE TRUST

MEETING : Tuesday, 15th December 2020

PRESENT : Cllrs. Haigh (Chair), Lugg (Vice-Chair), Bhaimia, Bowkett, Brazil, Brooker, D. Brown, J. Brown, Cook, Coole, Dee, Derbyshire, Field, Finnegan, Gravells, Hampson, Hanman, Hansdot, Hilton, Hyman, Lewis, Melvin, Morgan, D. Norman, H. Norman, Organ, Patel, Pullen, Ryall, Stephens, Taylor, Toleman, Tracey, Walford, Watkins, Williams and Wilson

Others in Attendance (from Gloucester City Council unless otherwise stated)

Managing Director

Solicitor, One Legal

Matthew Waters, Partner at Bevan Brittan LLP

Policy and Governance Manager

Property Commission Manager

City Growth and Delivery Manager

Democratic and Electoral Services Team Leader

APOLOGIES : None

1. DECLARATIONS OF INTEREST

- 1.1 Councillor Gravells clarified that he would be acting as a trustee and not as the City Council's Cabinet Member for Planning and Housing Strategy.
- 1.2 Councillor Coole declared a personal interest as a sitting ward Councillor for the area of which the trust land was a part and also as a local resident. They confirmed that they would not be acting as a Councillor and was not pre-determined in any way.
- 1.3 Councillor Derbyshire declared a personal interest as a local resident but that she would be acting as a trustee.
- 1.4 The Chair declared an interest as a ward Councillor for the area of which the trust land was a part but that she was not pre-determined.
- 1.5 Councillor Taylor declared a personal interest as he lived close to the land.

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1.6 Councillor Lugg declared an interest as a ward Councillor for the area of which the trust land was a part but that she was not pre-determined.

2. CONSIDERATION OF REPORT BY THE MANAGING DIRECTOR ON THE SUBJECT OF THE FUTURE OF THE SAINTBRIDGE RECREATION GROUND, RESERVOIR ROAD, MATSON

2.1 The Managing Director introduced the report and highlighted that all members of the Trust had received training as trustees.

2.2 The document provided background as to how Gloucester City Council became the corporate trustee. The Managing Director outlined that, the reason for meeting was that the Council had been approached by Gloucester City Homes (GCH) which had identified the site as a critical site. GCH was asking if the trust would be willing to dispose of the land to it to further its regeneration objectives. There was also the possibility that GCH may consider an alternative parcel of land. An independent valuation of both sites had been secured by Council officers in recent weeks.

2.3 The Managing Director outlined the recommendations with particular reference to consideration of whether acquiring a suitable alternative parcel of land to replace Saintbridge Recreation Ground would enable the purpose of the Trust to continue to be delivered.

2.4 Councillor Coole asked, in reference to the first proposed recommendation, whether mentioning a specific alternative entity be viewed as prejudicial by the Charity Commission and could such reference be kept neutral. He also asked why GCH was asking the Council to transfer the Banebridge Road site to the trust.

2.5 The Managing Director stated that his understanding, according to advice, was that when seeking advice from the Charity Commission on disposal, it would be advantageous to provide as much detail about the nature of the request. As such, this would not prejudice the Trust's approach to the Charity Commission. In respect of the suggested transfer of the Banebridge Site, the Managing Director stated that this alternative option was presented as it was not likely that disposal of the Saintbridge site would meet the charitable objectives of the trust.

2.6 Councillor Coole noted, at 8.1 of the report that GCH had carried out investigations and was unable to identify a suitable alternative site to the Saintbridge Recreation Ground and that this research had been shared with Council officers. The Managing Director stated that this information could be circulated to Trust members.

2.7 Councillor Coole also noted that costs had already been incurred and queried how the income and expenditure of the Trust could be managed but not by the City Council. The Managing Director confirmed that the Council had agreed to absorb costs as a way of supporting the regeneration project. He provided assurance that the Council could set up a separate cost centre.

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- 2.8 Responding to queries regarding whether the Trust had the ability to receive an alternative parcel of land, Matthew Waters of Bevan Brittan LLP confirmed as per Appendix 1 that this was possible as it would constitute an amendment to the current Trust documents. With regard to whether Trust could apply to the Charity Commission for registration, Mr Waters confirmed that an approach could be made but that, in practice, the Commission does not typically manage to complete the registration of those bodies that do not reach the financial reporting threshold.
- 2.9 Councillor Wilson queried whether as trustees, would they be acting ultra vires if the fact that development would reduce availability of green space was considered. Mr Waters advised that the strategy of the Council as the local planning authority was not material and therefore could not be considered.
- 2.10 Councillor Stephens stated that even while supporting the regeneration in the local area, the project itself should not be considered. He further stated that the land was valuable and noted that there was no suggestion that the Trust put it out to market to raise significant monies in order, for example, to buy other open space.
- 2.11 The Managing Director reiterated that the only matters available for consideration were those which were in the interests of the Trust. Regarding Councillor Stephens second point, the Managing Director stated that the suggestion was available for consideration, particularly in the context of the third recommendation to seek the Charity Commission's advice. Such an open market valuation could therefore be considered.
- 2.12 In relation to the second parcel of land referred to in the report, the Chair noted that this land was given to the Trust as compensation for a breach by way of inadvertently building on Trust land. It was her view that this land was not suitable for the aims of the Trust and queried whether the Trust could consider acquiring another piece of land. It was confirmed that the Trust could do so.
- 2.13 The Chair also queried if the proposals were the only way for GCH to achieve the planned regeneration. The Council's City Growth and Delivery Manager advised that GCH's research had been shared with ward Councillors and relevant Council officers. He stated that it was his understanding that, if it was the wish of the Trust for the work to be carried out, it could be done so.
- 2.14 Councillor Pullen noted the fourth recommendation stated his view that such a decision on any disposal should not be made until such a time that the views of the residents had been sought and considered. He shared his concern that such a consultation would be overseen by Council officers. Councillor Pullen expressed his desire that the Trust oversee the format and questions and that this be agreed with the Charity Commission prior to the consultation.

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- 2.15 The Managing Director advised that this was in the rights of the Trust to request this. He stated that, in drafting the report, it was necessary to have the recommendations in a form of sequence and that the Trust could determine the sequencing of recommendation 2 to 4.
- 2.16 Councillor Tracey queried how long such a consultation period would take and who would incur the associated costs. The Managing Director stated that the Trust could await the advice of the Charity Commission prior to commencement but that the usual timescale was approximately 12 weeks. Regarding the incurring of costs, the Managing Director stated that this would require discussions between the Trust and the City Council as corporate trustee. It would be reasonable to seek the advice of the Council's political administration, a key consideration being whether the Trust itself could meet the costs.
- 2.17 Councillor Lugg queried whether, if the corporate trust were to do nothing, the Trust would be able to apply to other bodies such as Sport England for funds for the benefit of the Trust. The Managing Director stated that he did not believe there was any provision preventing this.
- 2.18 Councillor Stephens noted that the report had been prepared as a result of an approach by GCH and that, as trustees, there may be other options available. He queried whether a disposal to another organisation at market value would be possible. He stated that it would be difficult to make a decision based on one approach when alternative options had not been considered. The recommendations in front of Trust members were solely in respect of GCH and he queried whether other opportunities should be explored.
- 2.19 Mr Waters advised that, in terms of coming to a final decision, the Trust would want to consider what alternatives there were. As a starting point to make progress on this specific matter, it was appropriate to consider that which was before the Trust.
- 2.20 Councillor Coole noted that expenditure was dependent on the sequencing of the recommendations should they be approved. They queried how the Trust could ask the Council to underwrite costs. The Managing Director stated that to request this from the Council would be a decision for the Trust and that Council could consider it through the usual democratic process.
- 2.21 In response to a query from Councillor Patel, the Council's Property Commissioning Manager advised that there were not any restrictive covenants on the Saintbridge site but there might be a historic right of way farmers. The Solicitor from One Legal advised that there were no such restrictive covenants on the Banebridge Road site.
- 2.22 Councillor Melvin queried why the Council was paying for research conducted on behalf of a third party and how much had already been spent. She shared her view that, if the land was sold, the Council should be reimbursed for these costs. The Managing Director said such matters of

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officer time and resources was, by its nature, difficult to quantify. He further advised that the Council had been assisting GCH for a number of years.

- 2.23 Councillor Melvin noted the proximity of Robinswood Hill to the site and shared her view that this land could be used for recreation. She also queried whether the Trust aims were specifically related to the provision of recreational land or recreational facilities more broadly.
- 2.24 Mr Waters advised that the provision in the Trust documents was for recreational ground (i.e. land) but that the suggestion that the provision be for recreational facilities was a reasonable one and one that could be looked on favourably by the Charity Commission. This could be done by way of an amendment to the Trust objects on the basis that the intention was to serve the local residents when the original donation of land was made.
- 2.25 Councillor Hilton indicated that he was minded to vote against the recommendations as set out. He stated that to make a decision to dispose of Trust land on the basis that the Trust would get different land would not fulfill the duties of the trust.
- 2.26 Councillor Dee stated that he had assumed that the intention of the Trust was in respect of purely land. He suggested that, if the recommendations were approved, it would be logical to wind up the Trust.
- 2.27 Councillor Patel noted GCH's intention (contained at 5.1 of the report) to build 73 homes for sale at market value and 26 affordable homes. Operating on the assumption that the properties would increase in value, he queried whether a claw back clause could be inserted so the Trust could recuperate some funds from GCH in the future.
- 2.28 The Managing Director advised that the Trust could proceed in whatever way it saw appropriate. The Property Commissioning Manager stated that it might be possible to insert such a clause but that it may not be advisable. If the Trust decided to consider disposal, such a provision could form part of negotiations.
- 2.29 Councillor Organ queried whether there was any legal requirement to request more than one market valuation on both parcels of land and whether the valuation process would include technical reports on the land.
- 2.30 Mr Waters advised that there was no general requirement to seek a particular number of valuations. The general requirement was that the Trust get reasonable market terms. In terms of matching up values (ensuring that the two values for the two pieces of land are the same) the Charity Commission would consider the amenity value to the Trust. This would be a question of how the two pieces of land match up in terms of use to the Trust. The Council's Property Commissioning Manager stated that it was very early to be considering further reports. The valuation report in front of Trust members was commissioned to assist in guiding any decision on disposal. Were disposal to take place, further work would be required such as consideration of s. 106 agreements.

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- 2.31 Councillor Gravells queried whether the Trust could apply to the City Council for planning permission to build 26 affordable houses by way of fulfilling its duties to achieve best value. The Managing Director stated that the Trust could if it could raise the funds for an application but if it was to achieve best value, it would have to be aligned with the Trust's charitable objectives.
- 2.32 Following suggestions that either a working group be formed or that amendments to recommendations be circulated for Trust members to respond individually, it was noted that such an approach would be highly unusual particularly given there were no governance arrangements in place to facilitate either approach but that were such arrangements in place, a working group could be considered.
- 2.33 Councillor Coole proposed a recommendation that the Trust request from the Council additional information relating to paragraph 8.1 of the report, namely the research conducted by GCH into alternative ways to enable the regeneration. This recommendation was agreed by the Trustees.
- 2.34 Councillor Coole proposed a recommendation that the Trust put in place established and codified procedures for governance and financial management, including consideration of provisions relating to the creation of a working group or sub-group of the Trust. This recommendation was agreed by the Trustees.
- 2.35 Councillor Pullen proposed an amendment to the recommendations contained within the report to insert at the end of recommendation 1 '**subject to the following.**' He also proposed that, at recommendation 4, after 'a public consultation' and before 'by Council officers' '**exercise that has the prior agreement of the trustees**' be inserted. Both amendments were agreed by the Trustees.
- 2.36 Councillor Stephens proposed an amendment to the recommendations contained within the report to add after recommendation 4:

5. exploring alternative options for the land including enhanced recreational facilities, building applications and using these capital receipts to enable the obligations of the trust.

This recommendation was agreed by the Trustees.

- 2.37 The following resolution was put to the vote and was carried:

It is recommended that the Trust explores the disposal of the Saintbridge Recreation Ground to Gloucester City Homes by:

1. considering a suitable alternative parcel of land that could be acquired to replace Saintbridge Recreation Ground to enable the purpose of the Trust to continue to be delivered **subject to the following;**
2. taking advice on the charity law implications of the disposal and

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acquisition proposals;

3. seeking the views of the Charity Commission on the disposal and acquisition proposals;

4. obtaining the views of the community in Matson and Robinswood, through a public consultation **exercise that has the prior agreement of the trustees** to be overseen by Council officer;

5. exploring alternative options for the land including enhanced recreational facilities, building applications and using these capital receipts to enable the obligations of the trust.

2.38 **RESOLVED that:** - The Trust explores the disposal of the Saintbridge Recreation Ground to Gloucester City Homes by:

1. considering a suitable alternative parcel of land that could be acquired to replace Saintbridge Recreation Ground to enable the purpose of the Trust to continue to be delivered subject to the following;

2. taking advice on the charity law implications of the disposal and acquisition proposals;

3. seeking the views of the Charity Commission on the disposal and acquisition proposals;

4. obtaining the views of the community in Matson and Robinswood, through a public consultation exercise that has the prior agreement of the trustees to be overseen by Council officers;

5. exploring alternative options for the land including enhanced recreational facilities, building applications and using these capital receipts to enable the obligations of the trust.

2.39 **RESOLVED that:** - The Trust request from the Council additional information relating to paragraph 8.1 of the report, namely the research conducted by GCH into alternative ways to enable the regeneration.

2.40 **RESOLVED that:-** That the Trust puts in place established and codified procedures for governance and financial management, including consideration of provisions relating to the creation of a working group or sub-group of the Trust.

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Time of commencement: 6.00 pm hours
Time of conclusion: 8.05 pm hours

Chair