



MARNHULL VILLAGE HALL

‘REQUEST FOR CHANGE’

TO DEED OF GOVERNANCE

1. Purpose:

- 1.1 The purpose of this document is to:
 - a. formally, under clause 8(2) of the Marnhull Village Hall governing (Trust) document, request the approval of the Charities Commission (CC) to change the list of organisations who may appoint a Representative Member of the (management) Committee as is currently set out within clause 8(1) of the governing document
 - b. present the above request within a comprehensive document describing the current situation, background, the reasons for the change, the logical approach taken to analyse the changes required and including an evidence-based and compelling case in support of approval
 - c. inform the CC of the availability and access to copies of any or all of the preparatory or supporting material referred to in the submission or used during the preliminary processes or to talk directly with the authors who have led the work on behalf of the Trustees
 - d. request advice and guidance from the CC about any further action needed by the Marnhull Village Hall Committee of Trustees in order to gain approval of, or in implementing, the requested changes

2. Current Situation & Background

- 2.1 The village hall in Marnhull, North Dorset is managed through a Trust that was established by Scheme No. 6585 L, dated 5th August 1970, made by the Secretary of State for Education and Science under section 18 of the Charities Act 1960.
- 2.2 Oversight of this Trust now resides with the CC and is registered under Charity No. 810142.
- 2.3 The “Scheme” forms the governing document for the Trust. It states, in clause 6, that the village hall shall be administered by the Committee of Management who will be the Trustees of the charity.
- 2.4 Clause 8(1) of the Scheme establishes the Committee of Management which it refers to thereafter as “the Committee”. It defines the Committee as comprising (unless authorised elsewhere in the Scheme) the following 3 elements:
 - Six (6) Elected Members
 - Eighteen (18) Representative Members (RM)
 - Not more than three (3) Co-optative Members
- 2.5 For many months the Trustees of the village hall have felt increasingly uncomfortable about their understanding of the governing document and how it is then being implemented.
- 2.6 Initial contact with the CC about this was made in February 2019 when advice was sought about what aspects of the Scheme could be changed. The principal aspirations were to:
 - Significantly revise or replace the whole governance document with a more modern form being less antiquated, cumbersome; written in plain English rather than legalese, making it more readable and, therefore, easier for lay people to understand and apply

- Re-establish good governance which had become compromised, partly as a result of the above but also compounded by changes in local circumstances over many years
- 2.7 Advice received from the CC explained the limitations which would constrain the changes that might be permitted. It was quickly recognised that significantly revising or replacing the whole governance document was non-viable and therefore this aspiration was not pursued.
- 2.8 Since then, the Trustees have focussed attention on the second aspiration which involves several approaches:
- Improving the engagement and visibility of the activities of the village hall Committee with the local residents
 - Increasing the involvement with the village hall management and decisions by current key stakeholders including regular or significant users of the hall
 - Seeking to update the list within clause 8(1) of the Scheme, identifying organisations who may nominate a RM to become a Trustee and take a seat on the Committee.
- 2.9 A lot of local effort has been successfully applied to the first two of these approaches, encouraging large numbers of residents to attend recent meetings and open days in connection with a building project to extend the village hall. This culminated with our Annual General Meeting (AGM) on 15th November 2019 which was attended by nearly 100 people to hear about the building project and about proposals to re-establish good governance.
- 2.10 At the AGM, the acting chairman explained the deficiency and concerns with the current governance situation and obtained the support of the meeting for the Committee to undertake the work to address it. Four specific resolutions were unanimously approved to facilitate this and these were forwarded to the CC on 27th January 2020 for inclusion on the register.
- 2.11 This submission now seeks to address the third of the above bullet points; that of updating the list of organisations in clause 8(1) of the Scheme who may nominate a RM to join the Committee. The approval of this submission is also key to making further progress with the second bullet point and, therefore, supporting the re-establishment of good governance.

3. Reasons for Change

- 3.1 The current list within clause 8(1) of the Scheme, identifies eighteen (18) organisations who may nominate a RM to become a Trustee and take a seat on the Committee.
- 3.2 This list is no longer fit for its intended purpose. It is significantly out of date, irrelevant and unrepresentative of the reality within Marnhull. In recent years, this has undermined its credibility which has impacted on the capability of the village hall Committee, leading to the adequacy of governance being compromised.
- 3.3 Enquiries (as explained later within this document) have revealed that 8 of the 18 listed organisations are no longer in existence. A further 4 organisations have provided written confirmation that they no longer wish to continue on this list.
- 3.4 This results in 12 entries on the list of 18 entries being unable or unwilling to provide a contribution to the management of the village hall as was perceived (we assume) by those engaged in setting up the Trust prior to August 1970. This reduces the ‘pool’ of potential RMs available to contribute to the work of the Committee by over 60%.

- 3.5 Whilst life in Marnhull has moved on since 1970, resulting in the demise of some organisations, other interests, pastimes, activities etc. have evolved or been introduced and new clubs, societies or organisations have become established. A number of these are significant users of the village hall and several have already been contributing, for some while, to the current events necessary to manage, maintain and update the village hall and its administration. Research has readily identified 10 such contemporary organisations which are suitable for providing a RM to become a Trustee of the village hall. This list is agreed by the current Trustees and forms part of this submission.
- 3.6 Over time, the numbers of RMs available has reduced and, of the remaining organisations eligible to appoint a RM, the numbers doing so declined. A few Elected Members continued resulting in a handful of about 5 Trustees remaining to manage the hall. For reasons now rather blurred through the mists of time, this group became referred to as the “Executive Committee” and input from groups using the hall was limited to the AGMs, but few attended.
- 3.7 The adequacy of governance was compromised and it was not long before the credibility of those who remained, doing their best to provide a service to the community, was undermined.
- 3.8 Things started to change when a number of representatives of village hall user groups became concerned about the situation and raised several challenges at the 2018 AGM. The existence of a problem was clearly recognised and the (few) Trustees that formed the Committee thereafter determined to address it.
- 3.9 The Committee raised initial enquiries with the CC, with whom there has been a follow-on dialogue and a number of local discussions were pursued. All of these helped in understanding the scale of the problem, the options and the complexities of a resolution.
- 3.10 During this period the village hall has also been going through a fund raising and building extension project involving over £180,000 of community funds, for which sound governance is a very desirable feature.
- 3.11 The Committee soon had a better understanding of the scale of compromise impacting on adequate governance; the complexity, effort and time likely required to resolve it and the importance of appropriate buy-in by representatives of the community to the on-going building project. As a result of this, the Trustees decided to manage the village hall through meetings which included user group representatives and manage key decisions about the building project through open meetings with the community.
- 3.12 There was an increasing concern about the constitutional validity of the existing Committee. Therefore, it was decided to bring the whole issue of the building project and the compromised governance to the attention of the 2019 AGM for their decisions. That meeting was very well attended by local residents and it gave approval for the Committee to start the work leading to this submission and unanimously agreed 4 specific motions to facilitate that. This included allowing user groups to continue on the Committee for the coming 12 months.

4. Options for Change

- 4.1 From the early work undertaken it was believed that eight (8) of the eighteen (18) organisations listed in clause 8(1) of the Scheme as being eligible to appoint a RM, were no longer in existence. It was also thought likely that some of the other listed organisations may no longer wish to continue on the list. It was also clear that since 1970

there had been a considerable change in the leisure activities of the Marnhull community such that there were now a number of other groups, societies or organisations for whom inclusion on the list might be appropriate and beneficial to the village hall and to the community.

- 4.2 This indicated that significant change was required which would be viewed as a ‘once in a lifetime’ type of change. A change to overwrite and fully replace the current list providing a ‘pool’ of current, capable, respected and relevant Representative Organisations which, each year, could be invited by the village hall Committee to nominate one of their members as a RM of the village hall to become a Trustee and take their place on the Committee.
- 4.3 Advice provided by the CC, over recent months, has pointed us towards clause 9 of the Scheme. This clause provides that: ***“The Committee may, by a resolution passed at a duly constituted meeting by the votes of not less than two-thirds of the Members for the time being, allow any organisation operating in the area of benefit which is not empowered to appoint a Representative Member by or under clause 8 of this Scheme to appoint such a Member.”***
- 4.4 While this clause makes provision for the Committee to appoint additional RMs, these appointments will only endure until the next AGM when they will cease to hold office by virtue of clause 11(2). Any such appointment made in one year that is deemed sufficiently important to carry forward into future years will need to be re-presented to the committee on an annual basis.
- 4.5 At this point it is likely that a large number of organisations will fall into this category and to proceed via this route will immediately become unwieldy. It is also clear that this clause will not resolve those organisations of the current list which appear to no longer exist or no longer wish to remain listed; and it does not appear to be an action that sits comfortably within the spirit of clause 9 or the whole governance document.
- 4.6 However, clause 8(2) of the Scheme provides that: ***“The constitution of the Committee as in this clause before provided may, on the application of the Committee, be altered from time to time by Order of the Secretary of State for Education and Science (hereinafter called “the Secretary of State”).”***
- 4.7 This clause refers directly to changes to the list of eighteen (18) RMs. This would be an ‘enduring’ change, representing a point in time when the content of the list of 18 RMs could be reviewed and revised in its entirety and endure until such time as any future such change may be approved.
- 4.8 The nature and construct of clause 8(2) suggests that it is intended to deal with the scale of change now needed to redress the compromise affecting the governance of the Marnhull Village Hall.
- 4.9 The current Trustees of the Scheme applicable to Marnhull Village Hall have agreed that a ‘Request for Change’ (RfC), under clause 8(2), to the appropriate authority, is the approach they wish to take to redress the current situation and this document sets out the case for that change and formally submits the “Request for Change” to do so.

5. Approach & Analysis

- 5.1 Initial enquiries were made to the CC in early 2019. These enquiries led to a number of local discussions during which the scale, scope and complexities of the problem were explored, informally.

- 5.2 This initial work outlined a route forward. As a result of the compromise to existing governance, several motions necessary to facilitate the work of taking this forward were put at the village hall AGM of 15th November 2019. These motions were unanimously agreed and were sent to the CC on 27th January 2020 where, we understand, the register has been updated. The three motions most relevant to this submission are as follows:
- a) *Approval for the Committee to replace the existing (1970) ‘User Group’ Organisations listing with the current list (for the year 2018/2019) and for the following year.*
 - b) *Approval for the Committee to request Representative Organisations to put forward a Representative Member for the coming year, each of whom must be prepared to take on the role of Trustee and take a seat on the Committee.*
 - c) *Approval for the Committee to create a definition of a Representative Organisation for future use.*
- 5.3 In March 2020 the village hall Committee agreed for two of the Trustees to start the work leading directly to the preparation of this submission. The Committee has been kept aware of progress since that date and a substantial updating document, which included 8 key questions, was circulated, discussed and approved at a special meeting of the Committee on 16th June 2020.
- 5.4 It was clear from the initial research that the work necessary would require a plan of sufficient scale and detail that it could lead the work through a number of logical and essential steps which would each contribute progressively to the evidence required. Integral to this plan were reviews of some of the key evidence and of the plan itself, which has consequently undergone several iterations. The most recent version of that plan is included with this submission as **Appendix A**.
- 5.5 It was already established that the plan would involve the review of, and proposed revisions for, the list of eighteen organisations in clause 8(1) who can appoint a RM to join the village hall Committee.
- 5.6 In order to undertake that assessment, it was first necessary to determine a definition of what constitutes an eligible organisation as no such definition previously existed and there was no known evidence of the basis upon which the selection was made when drawing up the Scheme, originally.
- 5.7 The first two steps of the plan, therefore relied on the authority of the third motion approved at the AGM, which provided: ***“Approval for the Committee to create a definition of a Representative Organisation for future use”***.
- 5.8 This work started with a ‘brainstorming’ session between the authors to establish the essential, desirable, undesirable and excluding features and characteristics for determining the eligibility of potential Representative Organisations.
- 5.9 The output from that work was then used to create a “Definition of Eligible Representative Member Organisations & Groups”. That definition has been used as the basis of the assessments conducted throughout this analysis. The definition itself has also undergone several iterations as it has been reviewed and revised, in accordance with the plan, to ensure it retained relevance, throughout this process. The most recent version of that definition is included with this submission as **Appendix B**.
- 5.10 The next four steps of the plan (steps 3 to 6, inclusive) involved assessments of all eighteen of the organisations listed in clause 8(1).

- 5.11 The first of these assessments was at step 3 which determined those organisations which met the criteria of the definition and those that did not. Those meeting the criteria were noted for retention and those not meeting the criteria were further assessed in step 4.
- 5.12 All organisations passing into step 4 were first researched to see if they still existed. Where there was evidence that an organisation no longer existed, a note was made for that organisation to be removed and the evidence was retained. Organisations that were apparently still in existence, or where it was unclear whether they existed or not, were moved into step 5 of the plan.
- 5.13 Step 5 started with a review and revision of the definition to ensure the criteria remained valid, when further considered against those organisations presenting from step 4.
- 5.14 A letter was then prepared and sent to all the remaining organisations that did not meet the criteria of the definition. The letter was sent by the chairman of the Trustees. It explained the review work that was being undertaken and asked each recipient organisation to provide a written response (as detailed within the letter) confirming that their organisation either:
- wished to remain on the list in clause 8(1) of the Scheme, **or**;
 - no longer wished to remain on the list in clause 8(1) of the Scheme
- 5.15 By way of example, a non-addressed version of that letter is included with this submission as **Appendix C**.
- 5.16 Step 6 involved a further review and revision of the definition to ensure it properly accommodated any organisation from step 5 from which (for any reason) we did NOT secure a clear written agreement that they no longer wished to remain on the list in clause 8(1) of the Scheme. The wording of the definition ensures retention on this list is the default position.
- 5.17 Step 7 collated all the output and information gathered during steps 3 to 6, inclusive and presents this in a single, composite, table. The final content of this table was agreed by the Trustees at their special meeting of 16th June 2020. This table lists all eighteen of the organisations on the existing list in clause 8(1) of the Scheme. The evidence in relation to each organisation is summarised in the columns to the right of their title and the far right column indicates whether or not it is proposed to retain them on the list. This table shows that it is proposed to retain just eight (8) of the existing eighteen (18) organisations listed in clause 8(1) of the Scheme.
- 5.18 The most recent version of this table is included with this submission as **Appendix D**.
- 5.19 The evidence in support of not retaining any organisation, whether that is by reason of it no longer existing or having provided written confirmation that it no longer wished to remain on the list, is retained by the Chairman of the Trustees and will be made available on request.
- 5.20 Step 8 looked beyond the list of organisations referred to in step 7, in order to bring the overall list in clause 8(1) up to date by seeking other organisations which now exist within the area of benefit, (as per clause 7 of the Scheme). Research was undertaken from a number of sources, including village hall bookings over recent years, attendees at AGMs, local knowledge, etc. All of these organisations were listed in a table, alongside an indication of the reasons for their inclusion. The complete table comprised 17 organisations and this became the input to the next step.

- 5.21 Step 9 assessed each organisation listed during step 8 against the criteria of the “Definition of Eligible Representative Member Organisations & Groups” which was developed in step 2. The table was expanded to include bullet points indicating those criteria which appeared to be met and a recommendation regarding the organisation’s inclusion with the RMs list. A brief outline of a rationale for that recommendation was also included. During this part of the process the definition developed at step 2 was subject to a further review to ensure it remained relevant to the work.
- 5.22 Of the 17 organisations listed, 10 were endorsed as being recommended to the Trustees for addition to the list in clause 8(1) of the Scheme and all these recommendations were agreed by the Trustees at their special meeting of 16th June 2020.
- 5.23 The most recent version of this table is included with this submission as **Appendix E**.
- 5.24 All of the work from step 1 to step 9 of the plan has analysed the whole situation in respect of the current list of RMs in clause 8(1) and proposed new organisations with which to update that list, bearing in mind the deficiencies articulated in section 3 of this (Request for Change) document.
- 5.25 The output from step 7 and step 9 have each produced a tabulated précis of the evidence with recommendations, respectively, for de-listing or adding organisations to the clause 8(1) list.
- 5.26 The output from both of these sources has been further refined into a document presenting the “Combined Results of Analysis of All Organisations”. The righthand column of the first (landscape) table in this document identifies all the organisations which it is now requested should form a new, fully revised list of RMs to constitute and replace that which is in clause 8(1). The second (portrait) table in that document provides a simple table of the title of the eighteen (18) organisations which it is now requested should form the list in clause 8(1). The righthand column identifies three organisations whose title it is now requested to amend.
- 5.27 All of the information in this document has previously been agreed with the Trustees at their meeting of 16th June 2020 and further circulated during reviews of this document set, prior to submission.
- 5.28 The most recent version of this table is included with this submission as **Appendix F**.

6. Formal Request for Change

- 6.1 The preceding sections of this document set out the whole ‘Case for Change’
- 6.2 Section 4, above, assesses the Options for Change and states that the current Trustees of the Marnhull Village Hall have approved the submission of a Request for Change in accordance with clause 8(2) of our governing document, Scheme No. 6585 L
- 6.3 This request is to alter the list of eighteen (18) Representative Member organisations within clause 8(1) of the governing document by fully replacing it with the revised list provided within the portrait-oriented table at the end of **appendix F**. This list includes those (8) entries of the existing list which did NOT (for whatever reason) provide written approval to be withdrawn from the list – unless there is evidence that they no longer exist. It also incorporates 3 changes of title to organisations remaining on the list and ten (10) new organisations to the list.
- 6.4 Clause 8(2) of the Scheme provides for the list of eighteen (18) Representative Member organisations to be altered on application of the Committee to the Secretary of State.

MARNHULL VILLAGE HALL – ‘REQUEST FOR CHANGE’ TO DEED OF GOVERNANCE

6.5 Early enquiries into this work have established that the approving authority for changes to the Marnhull Village Hall governing Scheme has transferred from:

- the Secretary of State for Education and Science – under section 18 of the Charities Act 1960 – to;
- the Charities Commission (CC)

6.6 **THEREFORE, IN ACCORDANCE WITH THE CASE FOR CHANGE SET OUT IN THIS DOCUMENT; AND PURSUANT OF THE AUTHORITY OF CLAUSE 8(2) OF THE GOVERNING DOCUMENT, THE TRUSTEES FORMING THE COMMITTEE OF THE MARNHULL VILLAGE HALL HEREBY, FORMALLY, MAKE APPLICATION TO THE SECRETARY OF STATE (AS MAY NOW BE REPRESENTED BY THE CHARITY COMMISSION) TO ALTER THE CONSTITUTION OF THE COMMITTEE, IN RESPECT OF THE EIGHTEEN (18) REPRESENTATIVE MEMBER ORGANISATIONS, BY FULLY REPLACING IT WITH THE LIST PROVIDED BELOW (AND SET OUT APPENDIX F):**

Marnhull Parish Council

St. Gregory’s Church, Marnhull

Catholic Church of Our Lady, Marnhull

The Committee of the Women’s Institute, Marnhull Branch,
Dorset Federation of Women’s Institutes

The Committee of the Marnhull Players

Marnhull Flower Show

The Committee of the Marnhull Cricket Club

The Committee of the Marnhull Football Club

Baby & Toddler Group

Marnhull Garden Club

Lunch Club

Table Tennis

POPPin Cafe

Marnhull Music Society

Marnhull Entertains

Blackmore Vale Art

Figure Drawing

Marnhull Tennis Club

7. Authority for Submission of Request for Change

7.1 Authority to commence this whole process would, ordinarily, be sought from and provided by the Committee, comprising the Trustees, constituted in accordance with the governing document. However, as explained in section 3 above, such was the concern

- about the constitutional validity of the Committee in place during 2019 that it was decided to put this issue and others to an AGM for approval.
- 7.2 As set out in paragraphs 2.9 to 2.11, an AGM was held on 15th November 2019 during which four specific resolutions were unanimously approved to facilitate the work which would eventually lead to this document.
- 7.3 In March 2020 the village hall Committee agreed for two of the Trustees to start the work leading directly to the preparation of this submission (see paragraph 5.3).
- 7.4 Since then the Trustees have been kept informed of progress at monthly Trustee Committee meetings.
- 7.5 In accordance with step 11 of the plan, a comprehensive briefing document, covering steps 1 to 10, inclusive, was circulated to all Trustees ahead of a meeting to be called exclusively to review and address its content. The meeting was held on 16th June 2020 and the minutes fully recorded. At that meeting, the following questions were all agreed unanimously by the Trustees giving their approval for the work conducted to that point and authority to proceed with the preparation of this submission.
- 7.6 The questions agreed by Trustees and providing authority to proceed were:
1. Is this document [*the Trustee briefing document*] accepted and endorsed as meeting its ‘purpose’, as defined and does this provide sufficient information to enable the required decisions to be made?
 2. Is the “Definition of Eligible Representative Member Organisations” – [*as established in step 2 & supplied to Trustees*] at Appendix C, agreed?
 3. Is Appendix E [*as supplied to Trustees*] (comprising the output from Step 7 of the plan) accepted as including a complete and accurate list of the eighteen organisations currently listed in the third paragraph of clause 8(1) of the Scheme document?
 4. Is the collated data against each organisation of Appendix E [*as supplied to Trustees*] (comprising the output from Step 7 of the plan) clear, understood and accepted and are all of the recommendations in the right hand column, regarding the proposed retention of organisations on the list referred to in clause 8(1), agreed together with the inclusion of St. Gregory’s Church, as earlier agreed in this meeting?
 5. Is the list at Appendix F [*as supplied to Trustees*], collating potential new organisations which were considered for addition to the list in clause 8(1) sufficiently comprehensive in scope and detail and are the analyses and rationales accepted?
 6. Are all the recommendations of the collated list at Appendix F F [*as supplied to Trustees*] of potential new organisations to be added to clause 8(1), agreed?
 7. Is the proposed process [*developed in step 10 of the plan and described later in this submission*] for future review of the lists of organisations eligible to appoint RMs agreed and is it in a format capable of being absorbed (even with changes) into the ‘policies and procedures’ currently being prepared?
 8. Are the authors authorised to proceed with the preparation of a submission to the Charity Commission in accordance with these decisions and the supporting work undertaken?
- 7.7 This submission document has since been circulated to, scrutinised and approved by the Trustees; on whose collective behalf it is now submitted.

8. Step 10 - Representative Member (Proposed) Review Process

- 1.1 Step 10 is not an integral part of the RfC which forms the body of this document.
- 1.2 The inclusion of this step within the plan was born from a realisation of the scale of effort and complexity involved in restoring good governance to Marnhull Village Hall. Whilst conducting that task, it seemed to be a unique opportunity to expend a relatively small amount of additional effort to exploit the knowledge being gained and develop a proposal for reducing the likelihood of future generations needing to repeat the task.
- 1.3 The output is a proposed process, able to be applied with any decreed frequency considered appropriate. It will help keep Trustees mindful of the differences between, and correct application of, clauses 8(1) and 9 of the governing document. The aspiration is that it will help reduce the likelihood of future progressive degradation of good governance.
- 1.4 Work to develop this process was undertaken ahead of the Trustee briefing meeting of 16th June 2020 so that it could be explained within the context of the primary material of that briefing. The meeting fully endorsed this process within the questions posed at the end of the meeting, as reported above.
- 1.5 The most recent version of this document is included with this submission as **Appendix G.**

9. Appendices & Availability of Further Documentation / Evidence

- 9.1 The following table list the appendices which are provided with this submission as separate documents.
- 9.2 These appendices are listed in the order in which they are introduced within the document.

Appendix ID	ID of Plan ‘step’	Appendix Content	Source doc. ver.
A	n/a	The plan of the ‘Steps’	v3
B	2	Definition of Eligible Rep. Member Organisations	v4
C	5b	Example Letter to Relevant Existing Organisations	v3
D	7	Rationalised List of Existing Rep. Members	v8
E	9	Additional Organisations Considered as Rep. Members	v7
F	7 & 9	Combined Results of Analysis of All Organisations	v2
G	10	Rep. Member Review Process	v3

- 9.3 Upon request to the village hall Chairman, the CC will be readily provided with copies of any or all of the preparatory or supporting material referred to in this submission or used during the preliminary processes or access to talk directly with the authors who have led the work on behalf of the Trustees.

10. Advice & Guidance

- 10.1 The Trustees of Marnhull Village Hall request advice and guidance from the CC about any further action needed by the Trustees in order to gain approval of, or in implementing, the requested changes.