

EXECUTIVE BOARD
23RD SEPTEMBER, 2019

SUBJECT :
ORIEL MYRDDIN TRUST

Purpose:

To progress the appointment of Independent Trustees

Recommendations / key decisions required:

To appoint four (4) independent trustees to the Oriel Myrddin Trust (OMT) and to agree that authority for future appointments can be delegated to the Executive Board Member for Culture, Sport & Tourism.

Reasons:

1. The Oriel Myrddin Trust is governed by the Carmarthen School of Art charity scheme dated 11th November 1993. It is a requirement of the scheme that 8 of the 10 trustees appointed under the scheme have to be appointed by the County Council. A quorum of 4 members is also a requirement of the scheme.
2. A report was presented to, and approved by, the Executive Board on 1st July 2019 which explained the necessity to enter into a transition period in order to demerge the Trust from the County Council. In order to facilitate this course of action it is necessary to appoint up to five independent trustees to OMT.
3. There must be at least four independent trustees appointed who are not members of the County Council in order to make up a quorum and take decisions about any matter in which the County Council has an interest.
4. Following a recruitment process and at a meeting of the Trust Board held on 29th April 2019 the trustees having considered applications from three individuals agreed to recommend to the County Council their appointment as independent trustees for OMT. A fourth applicant has since been recommended for appointment by the Chairman of the Trust and this proposal is expected to be ratified at the next scheduled meeting of the Trust on 4th October 2019.
5. OMT expect to recruit to the fifth independent position in the near future.

Relevant scrutiny committee to be consulted : N/A

Exec Board Decision Required YES

Council Decision Required NO

EXECUTIVE BOARD MEMBER PORTFOLIO HOLDER:-

Cllr. Peter Hughes-Griffiths, Culture, Sport & Tourism Portfolio Holder

Directorate
Communities

Name of Head of Service:
Ian Jones

Report Authors:

Steve Murphy

Jane Davies

Designations:

Head of Leisure

Senior Solicitor

Senior Cultural Services
Manager

Tel Nos.

01267 228309

01267 224693

E Mail Addresses:

IJones@carmarthenshire.gov.uk

SPMurphy@carmarthenshire.gov.uk

JaneDavies@carmarthenshire.gov.uk

EXECUTIVE SUMMARY
EXECUTIVE BOARD
DATE: 23RD SEPTEMBER, 2019

ORIEL MYRDDIN TRUST
To appoint four (4) independent trustees to the Oriel Myrddin Trust (OMT)

1. Background

Oriel Myrddin (OMT) is a charitable trust governed by a Charity Commission scheme known as the Carmarthen School of Art approved and established on 11 November 1993 and registered as a charity in England and Wales (charity registration number 1031498). The Scheme provides for Carmarthenshire County Council (CCC) to appoint trustees and to be the 'custodian trustee' for the Trust of the existing gallery building (OMG).

The current trust board consists of eight County Councillors and two Town Councillors. The operations of the gallery are undertaken by staff employed by CCC and utilising CCC systems and practice. It has become apparent that the role of CCC as custodian trustee and the wider corporate role should be more clearly maintained to comply with the requirements of charity law and recognised good practice within the sector. The County Council is planning to undertake redevelopment of the gallery with funding from Arts Council of Wales and it is essential that OMT has the ability to take decisions where conflicts of interest are managed appropriately to avoid making decisions which are invalid.

2. Recruitment of independent trustees

At the meeting of the OMT board on 25th January and in consultation with CCC as the key stakeholder the Board agreed to advertise for and then to select and recommend for appointment of five trustees with no relationship to CCC or CTC to ensure compliance with legal and regulatory responsibilities. The Board had considered legal advice which had confirmed that under Clause 16 of the Scheme the quorum required for trustees' meetings is four trustees. Therefore there needed to be a minimum of four trustees who were not councillors of the County Council available to take decisions about matters in which the Council has an interest. Trustees appointed by the County Council or the Town Council need not be members of the appointing body. It was also confirmed that trustees who are also councillors are precluded from taking part in decisions in which the Council which appoints them has an interest, because of their duties as councillors and their conflict of interest.

3. Current Position

At the Board's meeting on 29th April 2019 the trustees were advised that resignations had been received from four county councillors (effective from 31st May 2019) in order to reduce the number of trustees and to facilitate the appointment of the independent trustees in their place. Following a recruitment process expressions of interest had been circulated from Neil Confrey (Solicitor), Louise Morgan (Teacher and freelance arts education consultant) and Sally Moss (Lecturer & Curator) who wished to be considered as independent trustees. It was duly agreed to recommend to the County Council that all three applicants be appointed as independent trustees.

Furthermore on 18th May Nigel Roberts (Banking Consultant) submitted his application which is recommended for appointment by the Chair of the Trust and will be considered at the next available Trust meeting (4th October).

It is also anticipated that the fifth vacancy for an independent trustee will be filled in the near future through a re-run of the recruitment process.

4. Recommendations

In order that OMT can comply with its legal and regulatory duties that Neil Confrey, Louise Morgan, Sally Moss and Nigel Roberts are appointed as Independent Trustees to OMT following ratification of Mr Roberts' application at the next Board meeting on 4th October 2019. Under the conditions of the charitable scheme appointments of any trustees are for a term of four years.

In order to expedite future appointments of independent trustees that authority be delegated to the Executive Board Member for Culture, Sport & Tourism to progress with appointments upon recommendation by the Board of Trustees.

DETAILED REPORT ATTACHED ?	NO
-----------------------------------	-----------

IMPLICATIONS

I confirm that other than those implications which have been agreed with the appropriate Directors / Heads of Service and are referred to in detail below, there are no other implications associated with this report :

Signed: **Ian Jones**

Head of Leisure

Policy, Crime & Disorder and Equalities NONE	Legal YES	Finance NONE	ICT NONE	Risk Management Issues NONE	Staffing Implications NONE	Physical Assets NONE
--	---------------------	------------------------	--------------------	---------------------------------------	--------------------------------------	--------------------------------

1. Legal

The appointment of at least four independent trustees is an essential regulatory requirement so that there is a sufficient quorum to make decisions when the other council members of the trust have a conflict of interest and therefore cannot participate in the decision making process

SPM

CONSULTATIONS

I confirm that the appropriate consultations have taken in place and the outcomes are as detailed below

Signed: **Ian Jones**

Head of Leisure

1. Scrutiny Committee N/A

2. Local Member(s) Through involvement on the Trust Board

3. Community / Town Council Carmarthen Town Council – through involvement on the Trust Board

4. Relevant Partners Oriel Myrddin Trust – decisions noted in minutes of the Trust

5. Staff Side Representatives and other Organisations N/A

Section 100D Local Government Act, 1972 – Access to Information

List of Background Papers used in the preparation of this report:

THESE ARE DETAILED BELOW

Title of Document	File Ref No.	Locations that the papers are available for public inspection
Minutes of Oriel Myrddin Trust meetings		Oriel Myrddin