



NORTHWOOD HOUSE CHARITABLE TRUST

Report to Cowes Town Council - July 2011

The Trustees are attempting to address issues in a logical and planned manner. The Charities Commission and English Heritage require the Trust to progress urgently towards a sustainable future for the estate. As you know the first stage was the commissioning of a feasibility study and the second the public consultation. Following the consultation some of the Trustees met recently with English Heritage and IOW Council Planning to ascertain their views. Discussions are also progressing with Charities Commission. The full Trustee body has yet to hear of these matters and I therefore do not mention them here but I will deal with them in my next Report.

1. Where we are now

- The intention behind the Consultation exercise was to try to achieve a consensus in the local community. This accorded with Charity Commission advice.
- The Trustees' intentions are exactly as we have set them out – there are no hidden agendas as far as the Trustees are concerned and gossip to this effect in the Community is false.
- The Trustees' policy is decided by them as a body and has been set out publicly in writing in the Consultation document; new matters of policy will be decided in exactly the same way and given appropriate publicity when agreed and fully formulated.
- The Village Green application, according to advice we have received from a respected Chancery lawyer is misconceived and contrary to law. Therefore as Trustees we have to oppose it as part of our fiduciary obligations – we have no choice. I am advised that those who do not have a proper understanding of these matters (and in this I include the Members of CTC who are supporting this application) should not involve themselves as their amateur views are unsound. I have to ask CTC certain questions:
 - a) Why in face of a clear opinion as to law does CTC continue to push this Village Green idea?
 - b) What is it that is driving this matter?
 - c) What is CTC's agenda?
 - d) Why is CTC unable to accept the expert opinion of others?
 - e) Has CTC obtained or seen any different expert legal advice?
- There has been misconceived talk about boundaries. There are no other boundaries than our registered title.
- There are areas of ambiguity in the documents which set out the charitable purpose of the Trust. These are matters which the Trustees believe need to be updated/amended to achieve clarity.
- The Trustees have published on the NHCT website their response to Camelot's development proposal.
- The Consultation paper set out the favoured way forward of the Trustees which, if read and digested should make it clear that the Trustees do not favour a nursing home or any other development which would reduce the real area of open park – however we are

duty bound to consider at the proper time and after a rigorous tender exercise all proposals we then receive – that is what being a trustee involves.

- Unfortunately the Trustees have concluded that a consensus does not exist – at least amongst the more vocal members of the community and amongst our major stakeholders.
- However a substantial majority of the individual responses supported the Trustees’ vision which CTC may wish to take on board.
- The Trustees have set out their vision in the Consultation document
- The Consultation paper sets out why we need a new Scheme. Briefly:
 - a) IoW Council are not prepared to remain as custodian trustee
 - b) IoW Council are not prepared to nominate a Management Trustee
 - c) The 2002 Scheme gives nominating powers to Cowes Community Partnership which is not very visible and some responses indicated that it should not have a power of nomination– the views of CTC on this would be helpful
 - d) The Trustees’ information is that CCP is still an extant organisation in funds managing the Mornington Woods project and we understand that CTC has recently nominated the Mayor and Cllr Jon Matthews to join the body.
 - e) IoW Council made a policy decision that it no longer wished to use Northwood House as municipal offices and informed the Trustees that it wished to relinquish its rights to the House.
- The responses of CTC and the Friends have been published, together with other important responses and an analysis of all responses, on the NHCT website.
- It will be seen that there are differences between the Friends and CTC.
- I believe the misconceptions held by some about what a power of nomination is – should by now have been sorted out - David Christie addressed this and other matters in his recent article on the NHCT website.
- It appears to the Trustees that CTC has failed to indicate what form of structure it does favour going forward although it supports an enabling development.
- The Trustees have been advised by the Charities Commission that:
 - a) There is a need, if the House and the land in its curtilage is to be part of an enabling development, to have in place a formulated plan whereby it becomes possible to sever that part of the title
 - b) (it may be that the Trustees have not used the term “enabling development” in a strict planning sense – see our Glossary to the Consultation document – a supporting development might be another term for that which we mention)
 - c) The Charities Commission have advised the Trustees that a Trust Company is a better entity able to carry out an enabling/supporting development (this is a legal requirement)
 - d) The Charity Law principles attaching to land in a Trust Company are exactly the same as apply to the Trust in its present formulation
 - e) The Trust Company should not be confused with the trading company of which mention is made in the Consultation document
- Decisions as to exactly where the boundary of the curtilage of the House should be have not yet been made by the Trustees for good reason, in that they are still seeking a consensus and consulting English Heritage and IoW Council Planning.
- However it is Trustee policy that there should not be any real diminution in the open land available for the public in the Park.
- The views of CTC expressed in its Response seem to share this fundamental policy decision of the Trustees which is helpful.

- The Community Hall is a separate issue. The Trustees are not against providing some form of Community Hall but this is not a central purpose and must be financially viable.
 - The Trustees have decided that for the time being there should be a concentration on the future structure of the Trust and decisions about the outbuildings within the curtilage of the House should await professional input on the best form of the enabling/supporting development and appropriate further consultation at that time.
 - It is a matter for debate and decision as to whether the remainder of the land should also be placed in the same Trust Co responsible for the enabling development or kept separate in an unincorporated association as exists now but suitably re-worked.
 - The Trustees are seeking further advice from the Charities Commission on this and other matters.
 - The Trading Company (which is limited by Guarantee) was only formed because of Charities Commission advice that the Management Trustees (other than in the Car Park which forms part of the original purpose) are not entitled to trade permanently under the 2002 Scheme.
 - If the Consultation exercise had led to a simple outcome reporting on it would be a simpler and easier task.
 - Since 1.10.2010 when the Trustees took over all operational matters concerning the House and Park a huge amount has been achieved.
 - Many have recently remarked that they have not seen the Park looking better. The many volunteers including Trustees, Advisers and Friends have done a very good job and it has been looking a picture this summer. The number of man hours donated for the benefit of the House and Park is enormous.
2. Some reminders so that there will be no future misunderstandings of these matters
- All of the Trustees and Advisers are completely unpaid volunteers and this will not change.
 - No Directors of any Company formed by the Trust are or will be paid any remuneration.
 - Indeed the Trust has not even reimbursed expenses incurred by its Trustees and Advisers.
 - The Trustees and the Advisers and the Friends give of their spare time because they believe in the project.
3. The Future
- It is the Trustees view that corrosive negativity is wholly destructive and counter-productive.
 - The Trustees believe that CTC has not fully grasped the idea that it is decision time for all of the ingredients of a future structure as far as the House and the Park are concerned.
 - The Trustees are very willing to discuss all relevant matters with representatives of CTC and to do their best to explain any technical matters on which there may be questions.
 - In these circumstances we find it very unfortunate that representatives of CTC have not been able to meet with us, at times convenient to those of us who work on the mainland, despite strenuous attempts to agree a date and time.
 - We sincerely hope that CTC will not allow this position to continue.
 - There is a real need to get on with this process of deciding on the future structure of the Trust.
 - The Charity Commission were hoping for a formulated response by mid summer.
 - The Trustees accept that there is a need for its decision making to be made public.

- Publication of the Minutes of our fortnightly meetings is not possible due to the inclusion of much confidential material – our Minutes are much closer to those of a Board of Directors than, for example, CTC's Minutes.
- We will continue to give informative Reports.
- We hope to be in a position to publish 18 month Accounts to 30.9.2010 soon.
- The 18 month Accounts delays have largely been caused by the necessity to obtain information from IoW Council.
- The Trustees have held discussions with IoW Council over their differences over a quite extended period but it is our view that no appropriate redress has been obtained and discussions have ceased.
- The Trustees are researching issues which could be the subject of a formal complaint to the Local Authority Ombudsman concerning some areas of IoW Council's stewardship of the Trust and its assets.
- The Trustees have been in extended discussions with Medina Housing Association concerning the problems with its boundaries at Park Court.
- It is hoped that a settlement of these matters may be achieved but the exact outcome is not known as at the date when I give this Report.

I have listened to a tape of what was said at the June Council meeting. I am sorry to say that some comments by Members betray ignorance of the facts and a seeming willingness to accept misleading and sometimes defamatory information as the truth. It is my view that local people look to its Town Council for leadership and that is why the Trustees have made so much effort to maintain a reasonable working partnership with the Council. I was astonished to hear at the June Council meeting that Councillors only wish to have reports from the Trust if we think we have anything important to report with the suggestion that it should be restricted to two paragraphs. I also heard that the Council only want to meet us if the Trustees request it. Is this agreed policy? I was extremely disappointed to hear this said in a public Council meeting. Our reports form part of our communication with the general public and will be placed on our website in addition to being sent to CTC.

I also need to provide information as to a statement in the unconfirmed minutes of that Council meeting. Nick Duffil first came to the attention of the Trustees when he was associated with the Black Palace Group (headed by James Hagen Guest) when Cowes Town council invited them to a meeting at Northwood House on 9 September 2009 which was hosted by the Mayor on behalf of the Council. The contact was initiated by Councillor Matthews. It was not initiated by the Trustees.

I received a request from the Clerk to update the Council, in time for the subcommittee's meeting on 18 July, on work to adjust the Scheme. The information available to me is included here and in the consultation document.

Ann Thwaites
Chairman
Northwood House Charitable Trust

13 July 2011