

SANDWICH TOLL BRIDGE FUND

STANDING ORDERS

FOREWORD

The original establishing document of Sandwich Toll Bridge Fund is “An Act for Building a Bridge over the water or haven between the town of Sandwich and the opposite shore, in the County of Kent” (1754). The requirement of the Act is that “...the surplus of the... tolls or duties shall be and is hereby declared to be vested in the Mayor, Jurats, and Commonalty of the ... town [Sandwich] or their successors, to be laid out and applied in any public works for the advantage of the said town, in such manner as the said Mayor, Jurats and Commonalty, at a public meeting assembled, or the major part of them so assembled, shall think proper”. The intention of these Standing Orders is to give a firmer framework of procedures to the Council as the Toll Bridge Fund Trustee.

Please note that throughout this document the terms “he”, “him” or “his” are used interchangeably with “she”, “her” or “her / hers”. Similarly the use of the terms Chairman and Vice-Chairman implies nothing regarding the gender of the incumbents.

*Text in **bold** reflects mandatory statutory requirements, including (but not restricted to) requirements under the Bridge Act 1754.*

1. The Trustee and role of councillors

a. **The legal Trustee of Sandwich Toll Bridge Fund is Sandwich Town Council (Bridge Act 1754).** For the purpose of meetings of the Council as Trustee, the Mayor shall act as Chairman, with the Deputy Mayor acting as Vice-Chairman.

b. All councillors, as members of the Council as Trustee, conform and abide with the provisions of the “Act for Building a Bridge over the water or haven between the town of Sandwich and the opposite shore, in the County of Kent” (1754) – henceforward referred to as “Bridge Act 1754” - and with the provisions of all relevant Charities Acts and Trustee legislation.

2. Meetings

a. **Meetings of the Council as Trustee of Sandwich Toll Bridge Fund shall be open to the public (Bridge Act 1754) unless their presence is deemed to be inappropriate due to the confidential nature of the business to be transacted or for other special reasons. The public’s exclusion from all or part of a meeting shall be by a resolution which shall give reasons for the public’s exclusion.** Councillors may also request that staff members should leave the meeting if necessary.

b. Meetings of the Council as Toll Bridge Fund Trustee shall, wherever possible, immediately follow ordinary and quarterly meetings of Sandwich Town Council, except for Mayor Making and the Confirmation in Office of Mayor Deputies. Where this is not possible (for example, because it is clear that this would be impractical due to the amount of business to be transacted by the Council

meeting), the Chairman may call an extraordinary meeting of the Council as Trustee subject to the provisions in standing order 13 below. A minimum of four meetings will be held in any year.

c. Councillors will be given three clear days' notice of a meeting. This does not include the day on which the notice was issued, the day of the meeting, a Sunday, a day of the Christmas break, a day of the Easter break or of a bank holiday or a day appointed for public thanksgiving or mourning.

d. Public notice of a meeting will also be given three clear days beforehand by placement of posters, generally inside and outside the Guildhall (this may be subject to alteration in the event that the Guildhall is unavailable due to damage or emergency). This does not include the day on which the notice was issued or the day of the meeting unless the meeting is convened at shorter notice.

e. Only one person, whether a councillor or member of the public, is permitted to speak at a time. If more than one person wishes to speak, the Chairman shall direct the order of speaking.

f. Smoking is not permitted at any meeting of the Council as Trustee.

g. Photographing, recording, broadcasting or transmitting the proceedings of a meeting by any means is not permitted without the prior written consent of the Council as Trustee.

h. In accordance with standing order 2.a above, the press shall be provided with reasonable facilities for the taking of their report of all or part of a meeting of the Council as Trustee at which they are entitled to be present.

i. Subject to standing orders which indicate otherwise, anything authorised or required to be done by, to or before the Chairman may in his absence be done by, to or before the Vice-Chairman.

j. The Chairman, if present, shall preside at a meeting of the Council as Trustee. If the Chairman is absent, the Vice-Chairman shall preside. If both the Chairman and Vice-Chairman are absent from a meeting, a councillor as chosen by the councillors present at the meeting shall preside at the meeting. The person presiding at the meeting may exercise all the powers and duties of the Chairman in relation to the conduct of the meeting.

k. Subject to a meeting being quorate, all questions at a meeting shall be decided by a majority of the councillors present and voting thereon (Bridge Act 1754).

l. The Chairman of a meeting may give an original vote on any matter put to the vote. In the case of an equality of votes he may exercise his casting vote whether or not he gave an original vote.

m. (i) Unless standing orders provide otherwise, voting on any question shall be by a show of hands. At the request of a councillor, the voting on

any question shall be recorded so as to show whether each councillor present and voting gave his vote for or against that question. Such a request shall be made before moving on to the next item of business on the agenda. **No-one except a councillor may vote in any full meeting or committee meeting of the Council as Trustee of Sandwich Toll Bridge Fund.**

(ii) Once a vote has been taken (and if requested, votes recorded as per standing order 2.q.(i)) and the item of business resolved, councillors shall move onto the next item of business without further discussion or debate.

(iii) Decisions reached at meetings of the Council as Trustee of Sandwich Toll Bridge Fund are collective decisions and therefore binding upon all councillors. However any councillor who wishes to abstain from voting on a resolution or wishes to vote against a resolution may do so and if he wishes he may ask for his abstention or vote against to be recorded in the minutes of the meeting.

(iv) In the event that abstentions (but not votes against) outnumber votes supporting a motion, that motion will be considered to have passed.

n. The minutes of a meeting shall record the names of councillors present and absent. Minutes shall also record:

- the time and place of the meeting;
- personal & prejudicial interests that have been declared by councillors;
- whether a councillor left the meeting when matters that he held interests in were being considered;
- **the ratification or approval of, and any changes made to, minutes of a previous meeting and any matters arising from minutes of a previous meeting;**
- whether any members of the public were invited to speak, answer questions or give evidence as per standing order 2.f above, and
- the resolutions made at the meeting.

By request of the councillor in question, minutes may also include a record of abstention from voting on a resolution or a vote against a resolution. All minutes and recommendations from Toll Bridge Fund committees will be referred to full meetings of the Council as Trustee for ratification and decision.

o. A councillor with a personal or prejudicial interest in a matter being considered at a meeting must leave the meeting when that matter is being considered and resolved upon.

p. No business may be transacted at a meeting unless at least one third of the whole number of councillors invited to attend are present and in no case shall the quorum of a meeting be less than three. Six councillors shall therefore constitute a quorum at a meeting of the Council as Trustee of Sandwich Toll Bridge Fund, with the quorum for committee meetings being three councillors except where otherwise ordered.

q. If a meeting is or becomes inquorate no business shall be transacted and the meeting shall be closed. Any outstanding business on the agenda for that meeting shall be transacted at a following meeting.

r. Meetings of the Council as Trustee of Sandwich Toll Bridge Fund shall not exceed a period of ninety minutes.

s. Minutes of meetings of the Council as Trustee of Sandwich Toll Bridge Fund and of Toll Bridge Fund committees will be made available to all councillors and, where necessary, to appropriate professional advisors (e.g. auditors). The Minutes are not required to be made available for public inspection by law, nevertheless in the interests of transparency they may be published on the Town Council and Toll Bridge Fund website and may be inspected at the Clerk to the Trustee's office upon request. **The formal minutes once approved and signed as an accurate record by the Chairman form the only legal record of the business of a meeting and must be kept during the existence of the charity.**

3. Motions requiring written notice to the Clerk to the Trustee

a. No motion may be moved at a full or committee meeting of the Council as Trustee unless it has been included on the agenda (except for those motions outlined in section 4 below). The mover must give written notice of the motion's wording to the Clerk to the Trustee at least five clear days before the meeting at which the mover wishes it to be tabled. See standing order 2.d above for the manner in which clear days should be reckoned and those days which should not be counted.

b. The Clerk to the Trustee may, before including a motion in the agenda received in accordance with standing order 3.a above, correct obvious grammatical or typographical errors in the wording of the motion.

c. If the Clerk to the Trustee considers the wording of a motion received in accordance with standing order 3.a above is not clear in meaning, the motion shall be rejected until the mover of the motion resubmits it in writing to the Clerk in clear and certain language so that it can be understood at least five clear days before the meeting.

d. If the wording, subject or nature of a proposed motion is considered unlawful or improper, the Clerk to the Trustee shall consult with the Chairman of the forthcoming meeting or, as the case may be, the councillors who have convened the meeting, to consider whether the motion shall be included in the agenda or rejected. Having consulted the Chairman or councillors convening the meeting, the decision of the Clerk to the Trustee as to whether or not to include the motion in the agenda shall be final.

e. Every motion and resolution shall relate to the responsibilities of the meeting at which it is tabled and in any case shall relate to the duties of the Council as Trustee of Sandwich Toll Bridge Fund under the Bridge Act 1754.

4. Motions not requiring written notice

a. Motions in respect of the following matters may be moved without written notice to the Clerk to the Trustee:

- (i) To appoint a person to preside at a meeting.
- (ii) To give the consent of the Council as Trustee if such consent is required by standing orders.
- (iii) To approve the accuracy of the minutes of the previous meeting.
- (iv) To correct an inaccuracy in the minutes of the previous meeting.
- (v) To dispose of business, if any, remaining from the last meeting.
- (vi) To alter the order of business on the agenda for reasons of urgency or expedience.
- (vii) To proceed to the next business on the agenda.
- (viii) To close or adjourn debate.
- (ix) To refer by formal delegation a matter to a committee or an employee.
- (x) To appoint a committee or any councillors (including substitutes) thereto.
- (xi) To receive nominations to a committee.
- (xii) To dissolve a committee.
- (xiii) To note the minutes of a meeting of a committee.
- (xiv) To require or consider a report and/or recommendations made by a committee.
- (xv) To require or consider a report and/or recommendations made by an employee, professional advisor, expert or consultant.
- (xvi) To authorise the payment of monies.
- (xvii) To amend a motion relevant to the original or substantive motion under consideration which shall not have the effect of nullifying it (note that any amendment must have a proposer and seconder).
- (xviii) To extend the time limit for speeches.
- (xix) To exclude the press and public for all or part of a meeting.
- (xx) **To suspend any standing order except those which reflect mandatory statutory requirements.**
- (xxi) To appoint representatives to outside bodies and to make arrangements for those representatives to report back the activities of outside bodies.
- (xxii) To answer questions from councillors.
- (xxiii) To adjourn the meeting.
- (xxiv) To close the meeting.

b. If a motion falls within the terms of reference of a committee or within the delegated powers conferred on an employee, the Chairman may direct for it to be dealt with at the present meeting for reasons of urgency or expedience.

5. Rules of debate

a. Motions included in an agenda shall be considered in the order that they appear on the agenda unless the order is changed at the Chairman's discretion for reasons of expedience. If a councillor requested a motion to be put on the agenda

but has given written notice to the Clerk to the Trustee at least one day before the meeting confirming his withdrawal of it, the agenda already having been issued, the Chairman will notify the councillors at the meeting that the motion has been withdrawn.

b. Subject to standing orders 3.a - e above, a motion (including an amendment) shall not be considered unless it has been proposed and seconded.

c. Subject to standing order 5.a above, a motion included in an agenda not moved by the councillor who tabled it, may be treated as withdrawn.

d. A motion to amend an original or substantive motion shall not be considered unless proper notice has been given after the original or substantive motion has been seconded and notice of such amendment, shall, if required by the Chairman, be expressed in writing and handed to the Chairman. If several amendments are forthcoming, the Chairman shall determine the order in which they are considered.

e. A councillor may move an amendment to his own motion. If a motion has already been seconded, the amendment to it shall be with the consent of the seconder and the meeting.

f. The proposal of any amendment to a motion shall be for one of the following purposes:

(i) To leave out words;

(ii) To add words; or

(iii) To leave out words and add other words.

A proposed or carried amendment to a motion shall not have the effect of rescinding or negating the original or substantive motion under consideration.

g. Only one amendment shall be moved and debated at a time, the order of which shall be directed by the Chairman. No further amendment to a motion shall be moved until the previous amendment has been disposed of.

h. Subject to standing order 5.g above, one or more amendments may be discussed together if the Chairman considers this to be expedient but each amendment shall be voted upon separately.

i. Pursuant to standing order 5.g above, the number of amendments to an original or substantive motion which may be moved by a councillor is limited to one.

j. If an amendment is not carried, then other amendments shall be moved in the order directed by the Chairman.

k. If an amendment is carried, the original motion as amended shall take the place of the original motion as initially worded, and shall become the substantive motion upon which any further amendment may be moved.

l. The mover of an amendment has no right of reply at the end of debate on it.

m. Where a series of amendments to an original motion are carried, the mover of the original motion shall have a right of reply in respect of the substantive motion at the very end of debate on the final substantive motion and immediately before it is put to the vote. The mover of an amendment has no right of reply at the end of debate on it.

n. Subject to standing order 5.l and m above, a councillor may not speak further in respect of any one motion except:

- (i) to move or speak on another amendment if the motion has been amended since he last spoke;
- (ii) to make a point of order;
- (iii) to give a personal explanation, or
- (iv) in exercise of a right of reply.

o. During the debate of a motion, a councillor may interrupt only on a point of order or a personal explanation and the councillor who was interrupted shall stop speaking. A councillor raising a point of order shall identify the standing order which he considers has been breached or specify the irregularity in the meeting he is concerned by. A point of order shall be decided by the Chairman and his decision shall be final.

p. With the consent of the seconder and/or of the meeting, a motion or amendment may be withdrawn by the proposer. A councillor shall not subsequently speak upon the said motion or amendment unless permission for the withdrawal of the motion or amendment has been refused.

q. Subject to standing order 5.n above, when a councillor's motion is under debate no other motion shall be moved except:

- (i) To amend the motion
- (ii) To proceed to the next business
- (iii) To adjourn the debate
- (iv) To put the motion to a vote
- (v) To ask a person to be silent or to leave the meeting
- (vi) To refer a motion to a committee for consideration
- (vii) To exclude the public and press
- (viii) To adjourn the meeting, or
- (ix) To suspend any standing order, except those which reflect mandatory statutory requirements.

r. In respect of standing order 5.q (iv) above, the Chairman shall first be satisfied that the motion has been sufficiently debated and that the mover of the motion under debate has exercised or waived his right to reply before it is seconded and put to the vote. The adjournment of a debate or of the meeting shall not prejudice the mover's right of reply at the resumption.

s. Excluding motions moved under standing order 5.q above, the contributions or speeches made by councillors shall relate only to the motion under discussion and shall not exceed three minutes without the consent of the Chairman.

6. Good conduct and personal or prejudicial interests

a. The Council as Trustee can delegate certain powers to employees or agents, but will and must always retain the ultimate responsibility for running Sandwich Toll Bridge Fund. Therefore it must always act reasonably and prudently in all matters relating to the Fund and councillors must always bear in mind that their prime concern, as members of the Council as Trustee of the Fund, is the Fund's interest. They must give sufficient time, thought and energy to their role as members of the Council as Trustee of the Fund and make reasonable use of their skills and experience. The Fund's income and property must be used reasonably and must only be applied for the purposes set out in the Bridge Act 1754. To this end, all councillors will - at the commencement of their term of office - sign a declaration as at Appendix A. Councillors must also familiarise themselves with Charity Commission guidance, "Councillors' Guide: to a council's role as charity trustee" and any other relevant legislation, guidance or advice as it arises. A reference for an electronic version of the "Councillors' Guide..." is given after the declaration at Appendix A.

b. If a councillor has a personal or prejudicial interest in a matter to be considered, or being considered at a meeting, he must:

- (i) disclose that interest;
- (ii) explain it at the commencement of that consideration or when the interest becomes apparent;
- (iii) not participate in any discussion about, or vote taken on, the matter at the meeting;
- (iv) not seek improperly to influence a decision about that business.

c. Where a councillor with a personal or prejudicial interest in a matter under discussion chooses to participate in the discussion and vote, the Chairman will refuse to count the 'vote' of the person concerned, for the 'vote' will have been cast improperly and cannot be considered to be a vote at all. The Chairman may apply the rules in Sandwich Toll Bridge Fund standing orders 6.g and h relating to disorderly conduct.

d. The Chairman may request that a councillor declares a personal or prejudicial interest and, if appropriate, leave the meeting room, should he have reason to believe that the provisions of this Standing Order are being breached.

e. All councillors have a responsibility to inform the Clerk to the Trustee should they believe that any colleague(s) or member(s) of staff are taking action which breaches these standards of good conduct or in any other way may be detrimental to the best interests of the Toll Bridge Fund and / or its beneficiaries. The advice of the Charity Commission should be sought in such cases and any serious incidents must be reported to the Charity Commission. Where the behaviour in question is that of the Clerk to the Trustee, the Charity Commission should be contacted directly for advice.

f. No person shall at a meeting persistently disregard the ruling of the Chairman, wilfully obstruct business, or behave irregularly, offensively or improperly. **In addition no councillor shall behave in such a manner as to bring Sandwich Toll Bridge Fund into disrepute.** Any breach of standing orders three times in a meeting by a councillor may result in exclusion from the meeting as per standing order 6.g below.

g. If, in the opinion of the Chairman, a person has broken the provisions of paragraph e of this Order, the Chairman shall express that opinion to the Council or committee or sub-committee meeting and thereafter he or any councillor may move that the person be no longer heard or that the person do leave the meeting, and the motion, if seconded, shall be put forthwith and without discussion. This in no way removes the obligations incumbent upon the councillors in paragraph d of this standing order.

h. If a resolution under the provisions in paragraph 6.g is disobeyed, the Chairman may adjourn the meeting or take such reasonable steps as may be necessary to restore order or to progress the meeting.

7. Questions

a. A councillor may seek an answer to be given at a meeting of the Council as Trustee or committee meeting to a question concerning any business of the Toll Bridge Fund provided five clear days' written notice of the question has been given to the Clerk to the Trustee (see standing order 2.d above for the definition of five clear days). When such questions have been submitted, they will have a dedicated item on the meeting agenda. If more than one has been submitted, they will be put on the agenda as sub-sections of the same item, in the order in which they were submitted.

b. Every question shall be put through the Chairman and answered without discussion. Questions and responses will be included in the minutes of the meeting.

8. Minutes

a. If the draft minutes of a preceding meeting have been circulated to councillors with the agenda to attend the meeting at which they are due to be approved for accuracy, they shall be taken as read.

b. No discussion of the draft minutes of a preceding meeting shall take place except in relation to their accuracy. A motion to correct an inaccuracy in the minutes shall be raised in accordance with standing order 4.a(iv) above.

c. Minutes, including any amendment to correct their accuracy, shall be confirmed by resolution and shall be signed by the Chairman of the meeting and stand as an accurate record of the meeting to which the minutes relate.

d. If the Chairman of the meeting does not consider the minutes to be an accurate record of the meeting to which they relate, he shall sign the minutes and include a paragraph in the following terms or to the same effect:

“The Chairman of this meeting does not believe that the minutes of the meeting of the Council as Toll Bridge Fund Trustee /committee/sub-committee held on [date] in respect of () were a correct record but his view was not upheld by the majority of the councillors/committee/sub-committee and the minutes are confirmed as an accurate record of the proceedings.”

e. Upon a resolution which confirms the accuracy of the minutes of a meeting, any previous draft minutes or recordings of the meeting for which approved minutes now exist shall be destroyed. **The official minutes are then the only legal record of the meeting.**

9. Rescission of previous resolutions

a. A resolution (whether affirmative or negative) of the Council as Trustee shall not be reversed within six months except either by a special motion, the written notice whereof bears the names of at least six councillors and is given to the Clerk to the Trustee in accordance with standing order 3 above, or by a motion moved in pursuance of the report or recommendation of a committee.

b. When a special motion or any other motion pursuant to standing order 9.a above has been disposed of, no similar motion may be moved within a further six months.

10. Voting on appointments

a. Where more than two persons have been nominated for a position to be filled by the Council as Trustee and none of those persons has received an absolute majority of votes in their favour, the name of the person having the least number of votes shall be struck off the list and a fresh vote taken. This process shall continue until a majority of votes is given in favour of one person. Any tie may be settled by the Chairman's casting vote.

11. Expenditure

a. Any expenditure incurred by the Council as Sandwich Toll Bridge Fund Trustee shall be in accordance with the purpose of the Fund as stated in the Bridge Act 1754 and in accordance with the Fund's Financial Regulations.

b. The Fund's Financial Regulations shall be reviewed once a year.

c. The Fund's Financial Regulations may make provision for the authorisation of the payment of money in exercise of the Fund's purposes under the Bridge Act 1754 to be delegated to a committee, sub-committee or to an employee.

d. Orders for payment of money shall be authorised by resolution of the Council as Toll Bridge Fund Trustee and signed by two councillors.

12. Committees and sub-committees

a. Unless the Council as Toll Bridge Fund Trustee determines otherwise, a committee may appoint a sub-committee whose terms of reference shall be determined by the committee.

b. The Council as Trustee may invite participation at a committee or sub-committee, in an advisory / informing role, by specialist members of the public with expertise in the remit of the committee.

c. The Council as Trustee may appoint standing committees and may at any other time appoint such other committees as may be necessary, and:

(i) Shall determine their terms of reference.

(ii) May permit committees to determine the dates of their meetings.

(iii) Shall appoint and determine the term of office of councillor members of such a committee.

(iv) May, subject to standing order 12.b above, appoint and substitute members to a committee if ordinary members of the committee have confirmed to the Clerk to the Trustee five clear days before the meeting that they are unable to attend.

(v) Shall determine the place, the notice requirements and the quorum for a meeting of a committee and a sub-committee (which shall be no less than three).

(vi) Shall determine if the public and press are permitted to attend the meetings of a committee or sub-committee and also the advance public notice requirements, if any, required for the meetings of a committee or sub-committee.

(vii) Shall determine if members of the public may be invited to participate at a meeting of a committee or sub-committee as per standing order 12.b above.

(viii) May in accordance with standing orders, dissolve a committee at any time.

13. Extraordinary meetings of the Council as Trustee, of committees and of sub-committees

a. The Chairman may convene an extraordinary meeting of the Council as Trustee at any time.

b. If the Chairman does not or refuses to call an extraordinary meeting of the Council as Trustee within 7 days of having been requested to do so by two councillors, those two councillors may convene an extraordinary meeting of the Council as Trustee. The public notice giving the time, venue and agenda for such a meeting must be signed by the two councillors.

c. The Chairman of a committee or sub-committee may convene an extraordinary meeting of the committee / sub-committee at any time. If he does not or refuses to call an extraordinary meeting within seven days of having been requested to do so by two councillor members of the committee / sub-committee, those two members of the committee / sub-committee may convene an extraordinary meeting of a committee / sub-committee.

14. Accounts

a. All payments made by Sandwich Toll Bridge Fund shall be authorised, approved and paid in accordance with the law, above all the purpose of the Fund as set out by the Bridge Act 1754, with proper practices and with the financial regulations of the Fund.

b. The Clerk to the Trustee shall supply to each councillor as soon as possible after the end of each month a statement summarising the Fund's receipts and payments for the current financial year. This statement should include a comparison with the budget for the financial year.

c. After the end of each financial year, a Financial Statement prepared on the appropriate accounting basis (receipts & payments, or accruals) for the year to 31st March shall be completed.

d. Scrutiny of the Fund's Accounts will be undertaken by independent examination by an examiner that is a member of a body specified by the Charities Act 2006.

e. A Trustee's Annual Report (by the Council as Trustee) will be completed and filed with the Charity Commission within ten months of the financial year end. Two councillors will be nominated by resolution to draft the Annual Report, which contains details of financial affairs, progress in pursuing aims, effectiveness and achieving objectives, and key people involved. The Annual Report will be approved by resolution at a meeting of the Council as Trustee before submission to the Charity Commission.

f. The Filing of Annual Report and Accounts will be filed with the Charity Commission within ten months of the financial year end.

g. An Annual Return will be filed with the Charity Commission within ten months of the financial year end.

15. Canvassing of and recommendations by councillors

a. Councillors shall not solicit a person for appointment to or by the Sandwich Toll Bridge Fund, nor recommend any person for such appointment nor promotion. Nevertheless any such person may give a written testimonial of a candidate's ability, experience or character for submission to the Council as Trustee with an application for appointment. This standing order shall also apply to tenders as if the person making the tender were a candidate for appointment.

16. Inspection of documents

a. Subject to standing orders to the contrary or in respect of matters which are confidential, a councillor may, for the purpose of his official duties as a member of the Council as Trustee of the Fund (but not otherwise), inspect any document in the possession of Sandwich Toll Bridge Fund or one of its committees, and request a copy for the same purpose. **The minutes of meetings of the Council as Toll Bridge Fund Trustee and committees shall be available for inspection by councillors.**

17. Unauthorised activities

a. Unless authorised by a resolution, no councillor nor member of the public with an advisory role on a Toll Bridge Fund committee or sub-committee shall in the name or on behalf of the Council as Trustee or a committee / sub-committee:

- (i) Inspect any land and/or premises which the Council as Trustee has a right or duty to inspect; or
- (ii) Issue orders, instructions or directions.

18. Confidential business

a. Councillors and staff shall not disclose information given in confidence or which they believe, or ought to be aware is of a confidential nature.

b. A councillor in breach of the provisions of standing order 18.a above may be removed from a committee by a resolution of the Council as Trustee. Any staff member in breach of standing order 18.a above will be disciplined according to the provisions of the Sandwich Town Council staff handbook, the provisions of which also apply to Toll Bridge Fund employees.

c. The agenda, papers that support the agenda and the minutes of a meeting shall not disclose or otherwise undermine confidential or sensitive information which for special reasons would not be in the public interest.

d. No councillor nor member of the public acting in an advisory capacity to any committee or sub-committee shall disclose to any person not a councillor or appropriate member of staff any business declared to be confidential by the Council as Trustee, the committee or sub-committee as the case may be.

e. Any councillor or member of the public acting in an advisory capacity who stands in breach of the provisions of paragraph (d) of this standing order shall be removed from any committee or sub-committee of Sandwich Toll Bridge Fund by the Council as Trustee. See also standing order 6.d above.

19. Matters affecting Toll Bridge Fund employees

a. The press and public shall be excluded for any matter personal to a Toll Bridge Fund employee pursuant to standing orders 2.a and 12.c(vi) above.

b. Subject to the Toll Bridge Fund's policy regarding the handling of grievance matters, the Fund's most senior employee (or other employees) shall contact the Chairman, or in his absence, the Vice-Chairman in respect of an informal or formal grievance matter, and this matter shall be reported back and progressed by resolution of the Toll Bridge Fund Advisory Committee.

c. Subject to the Toll Bridge Fund's policy regarding the handling of grievance and disciplinary matters, if an informal or formal grievance matter raised by an employee relates to the Chairman or Vice-Chairman this shall be communicated to another councillor member of the Advisory Committee and shall be reported back and progressed by resolution of the Advisory Committee.

d. Any persons responsible for all or part of the management of Toll Bridge Fund employees shall keep confidential and secure all written records of all matters or meetings relating to grievance and disciplinary matters, performance and capabilities.

e. The Council as Toll Bridge Fund Trustee shall keep all written records relating to employees secure. All paper records shall be secured under lock and electronic records shall be password protected.

f. Records documenting reasons for an employee's absence due to ill health or details of a medical condition shall be made available only to those persons with responsibility for the same.

g. Only persons with line management responsibilities shall have access to employee records referred to in standing orders 19 d., e. and f. above if so justified.

h. Access to records of employment referred to in standing orders 19 d., e. and f. above shall be provided only to the post holder, Chairman and the Toll Bridge Fund Advisory Committee.

20. Requests for Information

a. All requests for information held by Sandwich Toll Bridge Fund shall be processed in accordance with the Data Protection Act 1998. The Clerk to the Trustee will consider in each case whether the Freedom of Information Act 2000 also applies, due to the close affiliation between the work of the Toll Bridge Fund and the work of Sandwich Town Council (which is subject to the requirements of that Act).

21. Relations with the press and other media

a. Requests from the press, other media and/or a third party for an oral or written statement or comment from the Council as Trustee of Sandwich Toll Bridge Fund, from councillors or staff shall be processed in accordance with the same policy as Sandwich Town Council in respect of dealing with the press, other media and/or a third party.

22. Financial controls and procurement

a. The Council as Trustee shall consider and approve financial regulations drawn up by the Clerk to the Trustee, which shall be reviewed regularly and at least annually for fitness of purpose. The Financial Regulations shall include detailed arrangements in respect of the following:

- (i) The keeping of accounting records and systems of internal control;
- (ii) The assessment and management of financial risks faced by Sandwich Toll Bridge Fund;
- (iii) The work of the independent Auditor in accordance with proper practices and the receipt of regular reports from the Auditor, which shall be required at least annually;
- (iv) The inspection and copying by the Council as Trustee of the Toll Bridge Fund accounts and/or orders of payments, and
- (v) Procurement policies (subject to standing order 22.b below) including the setting of values for different procedures where the contract has an estimated value under £10,000.

b. Any proposed contract for the supply of goods, materials, services and the execution of works with an estimated value in excess of £10,000 shall be procured on the basis of a formal tender as summarised below:

- (i) A specification of the goods, materials, services and the execution of works shall be drawn up.
- (ii) An invitation to tender shall be drawn up to confirm the Council as Trustee's specification; the time (if necessary), date and address for the submission of tenders; the date of the Council as Trustee's written response to the tender, and the prohibition on prospective contractors contacting councillors or staff to encourage or support their tender outside the prescribed process. This invitation shall be advertised in an appropriate manner.
- (iii) Tenders are to be sent, in a sealed marked envelope, to the Clerk to the Trustee by the stated date and time.
- (iv) Tenders submitted are to be opened, after the stated closing date and time, by the Clerk to the Trustee and at least one councillor.
- (v) Tenders are then to be reported to the appropriate meeting of the Council as Trustee or an appropriate committee of Sandwich Toll Bridge Fund for consideration.

Neither the Council as Trustee, nor any committee with delegated responsibility for considering tenders, are bound to accept the lowest financial value tender, estimate or quote. **The Council as Trustee must consider best value and the best interests of Sandwich Toll Bridge Fund and its beneficiaries at all times.**

24. Dissolution of Sandwich Toll Bridge Fund

a. In the event that Sandwich Toll Bridge Fund is dissolved, all the assets, property and funds formerly in its possession shall be transferred to the property of Sandwich Town Council, **unless alternative provision is made by Act of Parliament or is required otherwise by law.**

25. Variation, revocation and suspension of standing orders

a. Any or every part of the standing orders, except those which incorporate mandatory statutory requirements, may be suspended by resolution in relation to the consideration of any specific item of business on the agenda for a meeting.

b. A motion to add to or vary or revoke one or more of Sandwich Toll Bridge Fund's standing orders, except one that incorporates mandatory statutory requirements, shall be proposed by a special motion, the written notice whereof bears the names of at least 6 councillors and is given to the Clerk to the Trustee in accordance with standing order 3 above.

23. Standing orders to be given to councillors

a. The Clerk to the Trustee shall provide a copy of Sandwich Toll Bridge Fund's standing orders to each new councillor upon delivery of his (town councillor) declaration of acceptance of office form.

b. The Chairman's decision as to the application of standing orders at meetings shall be final.

These Standing Orders were adopted by the Council as Sandwich Toll Bridge Fund Trustee at its meeting held on 4th August 2014.

Appendix A

Declaration to be made by all councillors at the commencement of their term of office

I, [name], declare that I am aged 18 or over; that I have never been convicted of an offence involving dishonesty or deception, except where such conviction is regarded as 'spent'; that I am not an undischarged bankrupt; that I have never previously been removed from trusteeship of a charity by a court or the Charity Commission; and that I am not under a disqualification order under the Company Directors Disqualification Act 1986.

As a member of Sandwich Town Council as Trustee of Sandwich Toll Bridge Fund, I will respect and uphold the values of Sandwich Toll Bridge Fund, and in particular the duty to use its resources in any public works for the advantage of the town of Sandwich under the 1754 "Act for Building a Bridge over the water or haven between the town of Sandwich and the opposite shore, in the County of Kent".

I acknowledge that as a member of Sandwich Town Council as Trustee of Sandwich Toll Bridge Fund, I must accept as a member of the Council a share in the Council's ultimate responsibility for directing the affairs of Sandwich Toll Bridge Fund, and for ensuring that it is solvent, well-run, and delivering the charitable outcomes for the benefit of the public for which it has been set up. I will raise issues and questions as necessary in an appropriate and sensitive way to ensure that this is the case.

As a member of Sandwich Town Council as Trustee of Sandwich Toll Bridge Fund, I will act in the best interests of Sandwich Toll Bridge Fund as a whole, and not as a representative of any group, nor even in the interests of Sandwich Town Council itself, except in its role as Trustee of Sandwich Toll Bridge Fund, considering only what is best for the Fund and its present and future beneficiaries and avoiding bringing the Fund into disrepute.

As a member of Sandwich Town Council as Trustee of Sandwich Toll Bridge Fund, I will ensure that the Fund complies with charity law, and with the requirements of the Charity Commission as regulator; in particular I will ensure that it prepares reports on what it has achieved and Annual Returns and accounts as required by law.

As a member of Sandwich Town Council as Trustee of Sandwich Toll Bridge Fund, I will ensure that the Fund does not breach any of the requirements or rules set out in the 1754 Act and that it remains true to the charitable purpose and objects set out there.

As a member of Sandwich Town Council as Trustee of Sandwich Toll Bridge Fund, I will comply with the requirements of other legislation and any other regulators which govern the activities of the Fund, including its own policies and procedures, in particular its Standing Orders and financial regulations.

As a member of Sandwich Town Council as Trustee of Sandwich Toll Bridge Fund, I will develop and maintain a sound and up-to-date knowledge of Sandwich Toll Bridge Fund and its environment. This will include an understanding of how the Fund operates, the social, political and economic environment in which it operates and the nature and extent of its work.

As a member of Sandwich Town Council as Trustee of Sandwich Toll Bridge Fund, I will act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets, submitting myself to whatever scrutiny is appropriate. Unless authorised, I will not put myself in a position where my personal interests conflict with my duty to act in the interests of Sandwich Toll Bridge Fund. Where there is a conflict of interest I will ensure that this is

managed effectively in line with Sandwich Toll Bridge Fund's policy, in particular its Standing Orders. I understand that a failure to declare a conflict of interest may be considered to be a breach of this code.

As a member of Sandwich Town Council as Trustee of Sandwich Toll Bridge Fund, I will respect organisational and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.

As a member of Sandwich Town Council as Trustee of Sandwich Toll Bridge Fund, I will ensure that the Fund is and will remain solvent. I will avoid undertaking activities that might place the Fund's assets, income or reputation at undue risk. I will take special care when investing the funds of the charity, or borrowing funds for the charity to use.

As a member of Sandwich Town Council as Trustee of Sandwich Toll Bridge Fund, I will use charitable funds and assets reasonably, and only in furtherance of the Toll Bridge Fund's objects. I will not gain materially or financially from my involvement with the Fund unless specifically authorised to do so.

As a member of Sandwich Town Council as Trustee of Sandwich Toll Bridge Fund, I will use reasonable care and skill in my work, using my personal skills and experience as needed to ensure that the charity is well-run and efficient. I will be an active member and will seek to do what additional work I can outside meetings of the Council as Toll Bridge Fund Trustee, including sitting on committees of the Toll Bridge Fund.

As a member of Sandwich Town Council as Trustee of Sandwich Toll Bridge Fund, I will consider seeking external professional advice on all matters where there may be material risk to the charity, or where I or the Council as Trustee may be in breach of our duties.

Signed: _____ Date: _____

Councillors must familiarise themselves with Charity Commission guidance, "Councillors' Guide: to a council's role as charity trustee": <http://www.charitycommission.gov.uk/detailed-guidance/specialist-guidance/local-authorities-as-trustees/councillors-guide-to-a-councils-role-as-charity-trustee/#contents4>. Councillors should also familiarise themselves with any other relevant legislation, guidance or advice as it arises.