

Draft Royal Charter - Court of Assistants response to Governor consultation

Background

At their annual meeting in November 2018 the Governors of the Charity for the Relief of Poor Widows and Children of Clergymen (commonly known as Clergy Support Trust, charity registered in England & Wales number 207736) supported in principle changes to be made to the charity's Royal Charter, to bring its provisions more in line with modern governance expectations. In July 2019 Governors were further invited to submit comments on a revised draft Royal Charter which would be brought before them for approval (subject to further approval by the Charity Commission and the Privy Council) at the Annual General Court meeting of the Charity on 14 November 2019. The deadline for comments was 30 September 2019.

The board of Clergy Support Trust, known as the Court of Assistants (“the Court”), and its Governance Committee, have considered carefully all the Governor responses received. This paper sets out the Court’s response to the various comments.

The Court’s response to Governor comments

Comment #1: ***In recent years the Vice President of the charity has often been a senior judge, and the Charity has benefited from this expertise. Should this not be provided for in the revised Royal Charter?***

Court’s response: Under the 1678 Royal Charter Presidents and Vice Presidents were also trustees of the Charity, and this proved impractical. So now the roles have been removed from the trustee body and made honorary and appointable by the Court rather than by Governors, analogous to the role of patrons. There is nothing in the revised Royal Charter that would preclude the Charity from inviting a senior judge to become a Vice President, and the Court will consider this in due course.

Comment #2 ***The current Honorary Presidents are all Church of England. Might not the other Anglican churches of the UK and Ireland be represented?***

Court’s response: There is nothing to preclude the primates of other Anglican provinces being invited to be Honorary Presidents, and the Court

will consider this in due course. It is proposed at the forthcoming Annual General Court meeting to add the Lord Bishop of Worcester (in his capacity as Lord High Almoner) and the Lord Mayor of the City of London (*ex officio*) to the list of Presidents of the Charity. Both were previously listed as Visitors in the 1678 Royal Charter, a role which will be abolished under the new Charter. But the Court does not see any need to make provision in the revised Royal Charter for particular categories of Honorary President.

Comment #3: ***When the Court is reduced to a minimum of six and a maximum of fifteen Assistants, why retain three treasurers? Most charities have two officers, a chair and a vice chair.***

Court's response: The Treasurers of the Charity act as a kind of executive committee of trustees, liaising closely with the Chief Executive, and thus an odd number does allow any disagreements to be settled by majority vote. There are also a number of charities with two vice-chairs: examples include BOND (the UK development NGO network), Carers UK, the Council of Christians and Jews and Unicef UK.

Comment #4: ***In respect of the name of the Charity it would be helpful to promote the original name in the Annual Report and on some other public documents and refer to the trading name.***

Court's response: The Court agrees with this comment and the Trustees' Annual Report for 2018 and website refer prominently to the Charity's legal name, the Governors of the Charity for the Relief of Poor Widows and Children of Clergymen. The new working name of Clergy Support Trust has also been referenced in Article 2.1 of the revised Royal Charter, at the request of the Charity Commission.

Comment #5 ***The number of Assistants is an even number (16). An uneven number would be better, so that if a vote needs to be taken it is easier to have a majority of trustees without the risk of a tied vote.***

Court's response: The revised Royal Charter provides for a maximum of 16 Assistants, but the intention is to have 15 (the current number) as the default, which means that the risk of a tied vote is reduced. The Court would like the 'headroom' in the Charter for a 16th Assistant, but only *in extremis*, eg if someone with particular expertise needs to be co-opted in accordance with Article 8.4.

Comment #6 ***Some of the language in the Royal Charter is archaic, eg the references to Letters Patents (Article 21.1) or Letters to be made Patents (Article 21.2). Also, the Statute of Mortmain (Article 21.1) has been repealed.***

Court's response: The archaic language reflects verbatim the language of the 1678 Charter. BDB Pitmans advise (specialist solicitors working with the Charity in matters associated with the Royal Charter) that the Privy Council often resists changes to 'historic' text, and that references to outdated legislation are common in Royal Charters. The Court decided that the cost and trouble of reverting to the Charity Commission and Privy Council on these points was not justified.

Comment #7 ***The use of the term 'Assistant' to denote the position of trustee is archaic. The term 'Assistant' may have had a greater meaning in the 17th century, but surely the term trustee is preferred today, to provide greater clarity about the role?***

Court's response: The term Assistant arises from our historic connection with the City Livery companies, many of which still use the term Court of Assistants for their governing bodies. The Court is not persuaded that there would be majority support among Governors, many of whom come from a Livery background, to change the term.

Comment #8 ***Why is the Charity not retaining the practice, enshrined in the 1678 Royal Charter, of committing to hold the Annual General Court meeting on 'every second Thursday in the month of November'?***

Court's response: It remains the Court's intention to hold the Annual General Court meeting (henceforth to be called the Annual Assembly, which draws on language in the 1678 Charter and which avoids potential confusion with the Court of Assistants) on the second Thursday of November each year. However BDB Pitmans advised that it was better not to enshrine this in the revised Royal Charter, to allow for flexibility if needed.

Summary

The Court of Assistants wishes to express its thanks to those Governors who took the trouble to respond to the consultation exercise. The Court notes the various comments received and has reflected on them at length. It has also taken further legal advice where appropriate. The Court does not believe that any of the comments warrants a change to the revised Royal Charter as drafted (and as agreed in principle with the Privy Council and Charity Commission).

Clergy Support Trust
15 October 2019