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Dear Sirs

**The Rape of Seale-Hayne**

This is the sad story of Seale-Hayne so far as I have been able to put it together to date.

It is based for the most part on uncorroborated information or copy documentation provided by Ian Goodwin and others concerned about the closure of the college and sale of the site, save where otherwise indicated or obvious. In some cases the information provided is already “second-hand”, i.e. where the source was not directly involved in the events reported. Clearly I have no personal knowledge.

1 The Will of Charles Seale-Hayne

1.1 Charles Seale-Hayne M.P. died on 22<sup>nd</sup> November 1903.

1.2 By his will dated 17<sup>th</sup> January 1889 he left the bulk of his considerable estate to be exclusively applied to -

*“establish and endow a College for the promotion of technical education of Artizans and others without distinction of creed primarily and especially with reference to the Manufactures industries and products of the County of Devon such College to be established in the neighbourhood of Newton Abbot”.*

His executors were given power to “settle and adjust a Scheme for the formation of such College in what they may in their absolute discretion think most nearly to correspond with what they consider to be my views” and to make rules and regulations for the establishment of the college, and to select and provide for the succession in perpetuity of masters, governors and other officers for the college, and to found a museum or library and school of art using works of art, books, etc comprised in his estate.

1.3 On 19<sup>th</sup> June 1909 a “Scheme regulating the foundation called The Seale-Hayne (Agricultural and Technical) College in the County of Devon” was established by an Order of the Chancery Division of the High Court of Justice.

This scheme was slightly amended by an Order of the Board of Education dated 16<sup>th</sup> January 1914.

Essentially the scheme seems to have been necessary in order to provide fuller provisions for the governance, teaching arrangements and non-denominational nature of the College but I have not read it fully (it is quite lengthy).

The College's objects as set out in the scheme are to –

*“afford instruction both practical and scientific in agriculture and other allied subjects, in all their branches, and in such other arts, sciences, and branches of technical knowledge and education as the Governors shall deem useful, or likely to prove useful, for the advancement and improvement of the manufactures, industries and products of the County of Devon.”.*

## 2 The History of the College

2.1 The main buildings were built around 1914, and were used during World War I initially to train “land girls” and then, from early 1918, as a temporary hospital for shell-shocked soldiers.

2.2 It first opened doors to peace-time students in 1919 and became a fully operational agricultural college providing education and training for the agricultural industry in 1920 and in this capacity it established a high reputation.

2.3 Over the period to 1980 agriculture changed radically, as did the rôle Seale-Hayne played in the rural economy.

2.4 In 1978 a revised scheme was established by the Charity Commissioners, and the name of the College was changed to Seale-Hayne College. (At the moment I have no information about this scheme.)

## 3 Plymouth Polytechnic

3.1 According to Simon Daligan, a former alumnus and staff member of the College, as early as 1986 someone spotted the opportunity to make money out of the Seale-Hayne College site.

3.2 By the spring of 1988 merger discussions between the governors of Seale-Hayne College and the vice-chancellor of Plymouth Polytechnic were well advanced.

3.3 The governors of Seale-Hayne were persuaded that, as a result of government changes to the funding arrangements for higher education colleges, Seale-Hayne could not survive as an independent college, and accordingly voted unanimously for the merger in late December 1988.

3.4 Four of the foundation governors of Seale-Hayne College at that time recently wrote an open letter to the *Western Morning News* in which they said –

*“These negotiations were conducted in an atmosphere of goodwill and mutual trust, and resulted in an amicable agreement to merge, with the chairman of Plymouth's board of governors welcoming Seale-Hayne as the university's ‘Jewel in the Crown’.*

*“As far as Seale-Hayne was concerned, apart from numerous details, three key factors were agreed:*

- *The university would secure the financial stability of the college.*
- *The Charity Commission would be guardian of Seale-Hayne's assets.*
- *Appointing the principal would be the responsibility of Seale-Hayne's board of governors.”*

3.5 On 3<sup>rd</sup> April 1989 the Charity Commissioners established a new scheme under which

- the charitable trust was renamed as Seale-Hayne College Trust
- the corporate charitable trust called “Polytechnic South West” became sole trustee of the Seale-Hayne College Trust
- the assets of the Seale-Hayne College Trust (including the land) were transferred from the Official Custodian for Charities to Polytechnic South-West, to hold as trustee for the Seale-Hayne College Trust
- the objects of the Seale-Hayne College Trust were *“the provision in accordance with the objects of the Polytechnic Charity of instruction both practical and scientific in agriculture and other allied subjects in all their branches and in such other arts, sciences and branches of technical knowledge and education as the Trustee from time to time determines”*
- it was provided that *“any aspect of administration may be delegated to the Faculty Council of the Seale-Hayne Faculty of Agriculture, Food and Land Use of the Polytechnic Charity”*
- the lands and buildings of the Seale-Hayne charity were to *“be appropriated and used for the purpose of furthering the object of the [Seale-Hayne] Charity and in particular for the purposes of the Agricultural Faculty of the Polytechnic Charity”*.
- sale or disposal of *“any land belonging to the [Seale-Hayne] Charity ... not required for [its] object[s]”* and the application of the proceeds of any sale or disposal was *“subject to the agreement of the Faculty Council and any consents required by law”*
- subject to the above, any proceeds of such sale or disposal were to be invested in trust for the Seale-Hayne charity
- it was noted that *“Certain property and equipment belonging to the [Seale-Hayne] Charity [were] subject to a liability in favour of the Secretary of State for Education and Science”*.

(It is believed that this liability was in respect of grants relating to the building of the science block, the refectory and associated equipment.)

- 3.6 I understand from Francesca Quint of counsel, who at that time was a member of the Charity Commission's legal staff and involved in the drafting of the 1989 scheme, that the provisions relating to sale of the charity's land and buildings were deliberately included to protect the charity, which was perceived to be "vulnerable".
- 3.7 The 1989 Scheme did not provide for the composition and constitution of the "faculty council", because the Polytechnic had standard provisions as to the purposes and composition of its various faculty councils.
- 3.8 It is believed that the Polytechnic agreed that up to nine former foundation governors of Seale-Hayne College would be offered a place on the faculty council, although not all accepted, in addition to the "director" and "dean", and three staff and two student representatives, to form up to a total of sixteen.
- 3.9 However, it is thought that the council met only sporadically until 1992.
- 3.10 On 9<sup>th</sup> January 1992 Polytechnic South-West received legal advice that (owing to their legal status rather than property law) –
- it was arguable that they should not invest funds from the PCFC in improvements to the Seale-Hayne site without disclosure to and/or approval of the PCFC, and
  - it was difficult to argue that publicly funded expenditure on the farm buildings and land could be regarded as expedient for the purposes of agricultural training, and
  - it may as result have required the approval of the Charity Commissioners.

It appears that approval was sought from at least the PCFC but it is not known what the outcome was.

- 3.11 In June 1992 the faculty council were asked -
- to resolve that it agreed to enter into an agreement, to be drafted by leading counsel, whereby the Polytechnic, as a higher education corporation, acquired a beneficial interest in "*all Seale-Hayne buildings erected or improved with PCFC Funds in strict proportion to the Polytechnic's expenditure (whether past or future)*"
- which may not, on the face of it, have been unreasonable, but in addition -
- "to note that a recommendation will be made to the Board of Governors [of the Polytechnic] that future matters relating to the Polytechnic as trustee of the Seale-Hayne charity be delegated to the Finance and Employment Committee [of the Polytechnic]"
- 3.12 Clearly, at this stage the intention was made to appear to have been to invest, but was also to sidestep the faculty council in future. It seems that the agreement proposed was never in fact signed, probably owing to dissent in the faculty council.

4 Plymouth University

- 4.1 In late 1992 or thereabouts Polytechnic South-West became Plymouth University, an “exempt” charity regulated by the HEFCE rather than the Charity Commissioners. As a result, the university became the sole trustee of the Seale-Hayne charity.
- 4.2 The university then decided to abolish all faculty councils, but could not do so in respect of the Seal-Hayne faculty council because of its legal purpose, under the 1989 scheme, of consenting to any sale or disposal of the Seal-Hayne assets.
- 4.3 Instead, it is understood that in 1993 the university proposed that the Seale-Hayne faculty council be re-appointed to comprise three members nominated by the university’s board of governors, instead of the original 16 members.
- 4.4 It is alleged that this was because of the former members’ opposition to the university’s plans. At a meeting of the faculty council that took place on 11<sup>th</sup> February 1993 there were angry exchanges; several members voiced their concern that they had been assured at the time of the “merger” that the faculty council would continue, and had this not been the case they would not have felt able to support the plans for the merger; and there was a disputed vote.
- 4.5 As a result the proposal for the new council to comprise just three members was amended to five members.
- 4.6 Perhaps as a ‘sop’ to the previous faculty council members, the university proposed that there would be an “Advisory Group” for Seale-Hayne set up by September 1993 on which they would all serve! This group was never established.
- 4.7 The new faculty council was established by the university in 1994 but none of the former Seale-Hayne governors were invited to serve on the new council except Charles Ansell, as chair, who was then 83 and, it is believed, “past his prime”.
- 4.8 Ian Goodwin (ex-Union President and Chairman of The Seale-Haynians Club) and Steve Parsons (ex-student and Principal of the Duchy Agricultural College) were surprised to be invited to serve as “independent” members and felt that they were to be there as the “token” voice of Seale-Hayne.
- 4.9 Even when one of the new council’s members had to resign in 1995 (owing to a conflict of interest), the new chairman of the university’s board of governors was invited to take her place, rather than a former Seale-Hayne governor who had been assured personally by the vice-chancellor of a place in the event of a vacancy.
- 4.10 As a result of these changes, the continuity of the faculty council was damaged as the new (non-university) members had played no part in the previous proceedings.
- 4.11 I have not seen any evidence that the university sought the approval of the Charity Commissioners to this change in the constitution of the faculty council, even though it is clear that the 1989 scheme was based on the premise that there was an existing faculty council and the scheme made no provision for changes to its constitution.

5 The 1999 Scheme

- 5.1 The university told the (new) faculty council that it could not invest in Seale-Hayne without a beneficial interest, and that it was necessary for the beneficial interest to be transferred to the university. This is not what the Polytechnic had said!
- 5.2 At a meeting of the (new) faculty council on 25<sup>th</sup> January 1995, members were told that the Secretary of State for Education and Science had identified her rights in the property, which were valued at £1.1 million.
- 5.3 At a meeting of the faculty council on 18<sup>th</sup> October 1995 the members were told that independent valuations of the Seale-Hayne site would be conducted for the trustees and for the university. Of course, the university was the trustee!
- 5.4 However, there is no evidence that independent valuations were produced to or discussed by faculty council.
- 5.5 In March 1997, the university's finance committee produced a proposal to acquire the Seale-Hayne assets as follows (*inter alia*) -
- the price would be the open market value “(likely to be agreed by the University's and the Charity's chartered surveyors as between £3.2m and £3.5m), less the statutory rights of the Secretary of State for Education and Science” (originally “expected to be c.£1.2m”, but apparently “confirmed” by a “December 16<sup>th</sup> letter from DfEE” to “have a value of £2,793,375”)
  - this would be paid by way of loan to the university, secured by a charge over the university's land, at a commercial interest rate to be agreed by the parties and approved by the Charity Commissioners
  - the charity would be required apply the interest as to 75% to the purchase of higher education programmes from the university and as to 25% to grants to students
  - the university would be replaced as trustee of the charity by five individuals

This was presented to the faculty council at a meeting on 12<sup>th</sup> March 1997.

- 5.6 The last meeting of the new faculty council took place on 14<sup>th</sup> October 1998. The minutes record that final price for the charity's assets was reported by the vice-chancellor to have been agreed with the Charity Commissioners as £797,000, and that the Charity Commissioners would establish a new scheme, under which the charity would be renamed as The Seale-Hayne Educational Trust and become a scholarship and education support fund.

However, Ian Goodwin is certain that the price was not actually mentioned at the meeting.

- 5.7 Again, to provide some continuity, an “advisory group” for Seale-Hayne was suggested and the university agreed to consider this. Again, it never happened.

- 5.8 On 13<sup>th</sup> October 1999 Plymouth University was registered at the Land Registry as proprietor of the Seale-Hayne Agricultural College estate, without any indication of its being held on trust for the charity, and on 20<sup>th</sup> October 1999 the Charity Commissioners established the new scheme.
- 5.9 There is no evidence that the Charity Commission consulted or informed the current or former faculty council members of the sale directly, and it is not known whether reports and valuations of separate independent surveyors on behalf of the university on the one hand and the charity on the other were produced to the Charity Commission.
- 5.10 The loan arrangement was, according to the published accounts of the charity, repaid in full by the university by 2003
- 5.11 It is alleged (but I have seen no evidence) that the university subsequently obtained, for its own benefit, a release of the liability in favour of the Secretary of State for Education and Science.

## 6 The Sting in the Tail

- 6.1 On 15<sup>th</sup> February 2002, i.e. just over two years after the date of the new scheme, the university applied to Teignbridge District Council to have the Seale-Hayne site included in the local structure plan as a possible site for a substantial residential / commercial / recreational / educational development site.
- 6.2 In November 2002, the new vice-chancellor announced plans, with a four-week consultation period, to close the Seale-Hayne campus and move it to Plymouth. It was claimed that it was too expensive to run and could not be made to pay.
- 6.3 However, it appears that, on the one hand, it paid its way (even after payments to support university central functions!) up until 1997, when the last dean left, but that thereafter marketing and development of the college was neglected by the university.
- 6.4 In an article in the *Mid-Devon Advertiser* in February 2003, Peter Evans, the then deputy vice-chancellor (resources) is reported as saying that, according to a major review undertaken by consultants in 2001 to look at two “extreme scenarios”, the costs of keeping things as they were or relocating activity to Plymouth worked out “about the same” in terms of estate costs. He also said that, although the site could be sold off to developers, he could “not see that as a responsible way for the university to proceed”.
- 6.5 On two occasions in 2003 the planned closure was raised in an adjournment debate in the House of Commons by the M.P. for Teignbridge, Richard Younger-Ross. According to his speeches (Hansard, 22<sup>nd</sup> May and 25<sup>th</sup> June) he had also contacted the then vice-chancellor and deputy vice-chancellor to try to persuade them to change their minds. In addition, 11 south-western M.P.s signed a statement asking for the decision to be reversed.
- 6.6 Nevertheless, on 13<sup>th</sup> December 2003 the university governors approved the vice-chancellor’s plans to restructure the university, including the “Seale-Hayne” faculty.

6.7 As a result of these events Ian Goodwin and others contacted the Charity Commission themselves, and instructed solicitors, to investigate the possibility of failings on the part of the Charity Commission and/or lack of full disclosure to the Charity Commission by the university.

6.8 Having received no helpful response from the Charity Commission, the solicitors engaged sought advice from Francesca Quint, who was now in private practice.

6.9 Counsel provided a draft letter, which was sent by the solicitors to the Charity Commission in late 2003 stating, *inter alia* –

*“It appears, on examination of the available documentary evidence, that the Commission may have been misled when authorising the sale of the Charity’s land by the University as Trustee to itself in 1999 and that the more recent scheme of 20 October 1999 is flawed as a result. The purpose of this letter is to inform the Commission of facts of which they may not have been aware at the time, and to urge them to reopen the file and investigate the legal implications, which in our view (and Counsel’s) are potentially serious and far reaching.”*

6.10 In correspondence with the solicitors over the following 12 months the Charity Commission asserted that -

- the Charity Commission has the power, under section 26 of the Charities Act 1993, to authorise, by Order, actions which are expedient in the interests of the charity and which are not expressly prohibited by the trusts of that charity, notwithstanding the Scheme of 3<sup>rd</sup> April 1989
- they were not concerned whether or not Faculty Council consent was given
- they have no power to set aside the Scheme sealed on 20<sup>th</sup> October 1999
- a request for a formal review of their decision would not apply where they cannot, as a matter of law, change the decision.

6.11 In view of the Charity Commission’s stance, the solicitors engaged also contacted the Treasury Solicitor to seek intervention by or on behalf of the Attorney-General, representing the public interest, but without success.

## 7 The Latest Chapter

7.1 In 2004 the university appointed Stride-Treglown Ltd to advise on potential uses of the site. Its final report advised that the best advice was to sell. The vice-chancellor said, however, that the sale would “not be based on purely economic grounds”.

7.2 In [2005] it is believed that the university sold parts of the Seale-Hayne estate to a housing developer for £1,723,000, over twice the amount that the University paid for the whole estate.

7.3 In late 2007, the site was put on the market with the estate agents, GVA Grimley, and initial “Expressions of Interest” were sought.



- 7.4 Of those indicating interest, several parties were encouraged to carry out further investigations and provide a detailed “Stage II submission” prior to proposed short-listing for interview.
- 7.5 Finally, despite all previous assurances to the contrary, the university now seems to be determined to sell to a commercial developer for a large profit, notwithstanding strong alternative bids for alternative educational, social and environmentally sustainable uses.

... It makes me weep!

Yours faithfully

A handwritten signature in black ink, appearing to read "Peter J. Miller", with a stylized flourish at the end.

**Peter J. Miller**