



NCN: [2026] UKFTT 01365 (GRC)

Case Reference: FT/CA/2024/0020

First-tier Tribunal
(General Regulatory Chamber)
Charity

Decided without a hearing
Heard on: 15th to 18th June 2026
Decision given on: 01 October 2026

Beforeⁱ

JUDGE NEVILLE
JUDGE ARMSTRONG-HOLMES
MEMBER CONWAY

Between

NAOMI CAMPBELL

Appellant

and

THE CHARITY COMMISSION FOR ENGLAND AND WALES

Respondent

Representation:

For the Appellant: Andrew Westwood KC, instructed by Joseph Hage Aaronson & Bremen LLP
John Marjason-Stamp of Joseph Hage Aaronson & Bremen LLP

For the Respondent: Faisel Sadiq of Gatehouse Chambers

Decision: The appeal is allowed and the disqualification order is quashed.

Summary of Decision

1. The Tribunal allows Naomi Campbell's appeal against the decision of the Charity Commission for England and Wales to disqualify her from acting as a charity trustee for five years. There was serious misconduct and mismanagement in the administration of the charity she founded, Fashion for Relief. The Tribunal has found, however, that its most serious features, including unauthorised payments to Ms Campbell's co-trustee, Bianka Hellmich, failures in the management of the Charity's finances and the misuse of its funds, resulted from Ms Hellmich's conduct and were concealed from Ms Campbell. Ms Hellmich deceived Ms Campbell, used forged documents and a false email address purporting to belong to her, and also deceived professional advisers and the Commission. Ms Campbell was not involved in, and did not know of, that conduct. The Tribunal finds that she had no reasonable basis to suspect Ms Hellmich's dishonesty before regulatory concerns emerged and, when they did, Ms Campbell took reasonable steps in response.
2. As a trustee, Ms Campbell did share ultimate responsibility for the Charity's failure to keep proper minutes and file its accounts on time, despite being misadvised. Condition D in section 181A(7) of the Charities Act 2011 is therefore met in those two limited respects. Such failures by a charity must always be taken seriously and the actions of its trustees carefully considered. Assessed in the particular circumstances of this case, however, including the sustained deception practised upon Ms Campbell, they do not establish that she is unfit to act as a charity trustee. The statutory conditions for disqualification are therefore not satisfied. The appeal is allowed and the disqualification order is quashed.
3. Our reasons for those conclusions are as follows.

REASONS

1. This is an appeal against the Charity Commission's ("the Commission") decision of 17th April 2024 to disqualify the Appellant from being a charity trustee or trustee for a charity under section 181A of the Charities Act 2011. The appeal is brought under section 319 of the Charities Act 2011.

Background and Chronology

2. The Appellant, Naomi Campbell, is a world-famous supermodel and philanthropist, who founded the charity, Fashion for Relief, in the United States in 2005. On 19th January 2015, Fashion for Relief was registered as a Charitable Incorporated Organisation (CIO) in England ("the Charity"). At the time of registration, the trustees were Ms Campbell, Ms Bianka Hellmich (also known as Ms Bianka Tobinska), Mr Lait Modi (subsequently resigned on 8th April 2019) and Ms Veronica Chou (subsequently resigned on 19th November 2021).
3. On 2nd September 2020, the Commission opened a proactive Compliance Visit and Inspection ("CVI") into the Charity following a review of information submitted in the Charity's Annual Return for the financial year ending on 5th April 2018. The CVI was closed on 9th March 2021, when the Commission issued an Action Plan, detailing steps which the trustees needed to

take in relation to the Charity's governance and management. The Action Plan was sent to Ms Hellmich and Mr Richard Naylor, who was then acting as the Charity's accountant and who played a significant role in relation to managing the Charity's finances.

4. On 8th November 2021, following a review of the responses to the Action Plan, and as a result of its regulatory concerns that there was or had been misconduct and/or mismanagement in the administration of the Charity, the Commission opened a statutory inquiry into the Charity under section 46 of the Charities Act 2011 ("the Inquiry"). Following the opening of the Inquiry, Ms Hellmich, on behalf of the Charity, instructed Maurice Turner Gardner Solicitors to correspond with the Commission in November 2021.
5. On 27th November 2021, the Guardian published an article which stated that the Commission was investigating the Charity in connection with potential misconduct and financial mismanagement.
6. In March 2022, Ms Hellmich instructed the law firm, Carter-Ruck LLP, in connection with the Inquiry. They notified the Commission that they were acting for Ms Hellmich and Ms Campbell in their personal capacities.
7. On 8th March 2022, the Commission appointed Interim Managers to manage and administer the Charity to the exclusion of the trustees, and on 4th April 2022, Carter Ruck LLP applied for a review of the Commission's decision to appoint the Interim Managers.
8. During the Inquiry, the Commission, amongst other things, (a) attempted to contact Ms Campbell via the solicitors on the record as acting for her (Carter-Ruck LLP); (b) sought responses from the various parties including the trustees and others with knowledge of the Charity's activities; and (c) conducted meetings and interviews with Ms Hellmich. The Commission did not meet Ms Campbell or seek to contact her directly. On a handful of occasions, Carter Ruck LLP attempted to contact Ms Campbell directly by sending emails to her at an address which it later transpired had been set up by Ms Hellmich, and bore a striking resemblance to Ms Campbell's correct email address, save for there being an additional letter repeated within the email address. Unsurprisingly, those emails never reached Ms Campbell, as the email account was at all times under the control of Ms Hellmich. Carter-Ruck LLP were therefore unwittingly corresponding with Ms Hellmich, and not Ms Campbell, whenever they sent emails to that address.
9. On 8th August 2022, the Commission notified Carter-Ruck LLP of the outcome of its review of the decision to appoint Interim Managers, concluding that the decision was reasonable, proportionate and lawful. The decision to appoint Interim Managers was not the subject of an appeal to the tribunal.
10. On 28th June 2023, the Commission informed Carter-Ruck LLP that it intended to disqualify Ms Campbell from being a charity trustee for a period of 10 years and issued a Provisional Statement of Reasons for that decision. The Commission additionally informed Ms Hellmich that it intended to disqualify her from being a charity trustee for a period of 15 years.
11. In July/August 2023, Carter-Ruck LLP instructed a barrister to assist in drafting written representations on behalf of Ms Hellmich and purportedly Ms Campbell.
12. On 2nd August 2023, Ms Hellmich sent Ms Campbell a WhatsApp message which stated that "*...the charity commission...want to prevent me and you from being trustees of English charities in*

the future without their consent – doesn't affect any current position. Im working with the lawyers on the response...".

13. In late July or early August 2023, Ms Campbell asked her friend Joe Hage (a Partner at Joseph Hage Aaronson & Bremen LLP ("JHA")) to speak with Ms Hellmich about what was happening with the Commission. Mr Hage told Ms Campbell that he would speak with Ms Hellmich
14. On 11th August 2023, Ms Hellmich forwarded a draft letter to the Commission, regarding the proposed disqualification, to Mr Michael Anderson, a partner at JHA. On 14th August 2023, Mr Anderson emailed Ms Hellmich, having reviewed the letter, and on 15th August 2023, Carter-Ruck LLP submitted the written representations to the Commission.
15. On 25th August 2023, the Commission confirmed that, following receipt of Carter-Ruck LLP's representations, it would conduct a review of the decisions to disqualify Ms Campbell and Ms Hellmich as charity trustees. During that review process, the Commission invited, through Carter-Ruck LLP, further submissions from Ms Campbell and Ms Hellmich. Ms Hellmich attended a meeting with the Commission in connection with the review. Ms Campbell was never spoken to by the Commission.
16. The Charity was dissolved on 13th December 2023, and the Interim Managers were discharged from their duties in respect of the Charity on 15th December 2023.
17. On 15th March 2024, the Charity was removed from the Register of Charities.
18. On 17th April 2024, the Commission, having carried out a review, issued its decision concerning the proposed disqualification of Ms Campbell to Carter-Ruck LLP, having concluded that the decision was reasonable, proportionate and lawful.
19. On 18th April 2024, the Commission issued the Final Statement of Reasons and a Disqualification Order against Ms Campbell, disqualifying her from being a charity trustee for a period of 5 years, and Ms Hellmich for a period of 9 years. The Commission did not provide notice of its decisions to Ms Campbell directly, but Carter-Ruck LLP emailed the decision to the same email address which had been set up by Ms Hellmich and purported to be Ms Campbell's email address. That email was not received by Ms Campbell, but the Commission's decision to disqualify her was premised on the basis that she had failed in her duties as a trustee of the charity, and that she was therefore responsible, as a trustee, for the misconduct and mismanagement within the charity, or that she had contributed or facilitated it. In effect, the Commission's position at that time was that she had played an active role in the Charity's misconduct or mismanagement.
20. On 30th May 2024, the Disqualification Order against Ms Campbell took effect.
21. On 26th September 2024, the Commission published its Inquiry Report, which recorded that it had made findings of serious mismanagement and/or misconduct in the administration of the Charity. Key findings of that report included:
 - (a) Failure to comply in full with the Action Plan.
 - (b) Failure to comply with the Charity's constitution.
 - (c) Financial misconduct and failure to manage finances effectively, low charitable expenditure and failure to protect charity assets.

- (d) Unauthorised payments of circa £290,000 made to Ms Hellmich for apparent consultancy fees.
 - (e) Unreasonable expenses charged to the Charity.
 - (f) Lack of a separate bank account in the name of the Charity.
 - (g) Repeated governance failures including lack of formal meeting minutes, failure to manage conflicts of interest, late filing of accounts and annual returns, and a failure to properly manage partnership arrangements with other charities.
22. On 10th October 2024, Ms Campbell submitted a Notice of Appeal against the Disqualification Order to the Tribunal. The appeal was submitted out of time, but a retrospective extension of time to submit the appeal was subsequently granted by Upper Tribunal Judge Rintoul, sitting as a Judge of the First-tier Tribunal, on 8th January 2025.
23. On 21st October 2024, the email account which had been created by Ms Hellmich on 25th March 2022 and was used and held out by her as being an email address for Ms Campbell, was deactivated and deleted by a person using an IP address at an address associated with Ms Hellmich.

The Legal Framework

24. Section 181A of the Charities Act 2011 (“the Act”) provides the Commission with the power to disqualify a person from being a charity trustee. It provides as follows:

181A – Disqualification Orders

- (1) The Commission may by order disqualify a person from being a charity trustee or trustee for a charity.
- (2) The order may disqualify a person –
 - (a) In relation to all charities, or
 - (b) In relation to such charities or classes of charity as may be specified or described in the order.
- (3) While a person is disqualified by virtue of an order under this section in relation to a charity, the person is also disqualified, subject to subsection (5), from holding an office or employment in the charity with senior management functions.
- (4) A function of an office or employment held by a person (“A”) is a senior management function if –
 - (a) It relates to the management of the charity, and A is not responsible for it to another officer or employee (other than a charity trustee or trustee for the charity), or
 - (b) It involves control over money and the only officer or employee (other than a charity trustee or trustee for the charity) to whom A is responsible for it is a person with senior management functions other than ones involving control over money.
- (5) An order under this section may provide for subsection (3) not to apply –
 - (a) Generally, or
 - (b) In relation to a particular office or employment or to any office or employment of a particular description.

- (6) The Commission may make an order disqualifying a person under this section only if it is satisfied that –
 - (a) One or more of the conditions listed in subsection (7) are met in relation to the person,
 - (b) The person is unfit to be a charity trustee or trustee for a charity (either generally or in relation to the charities or classes of charity specified or described in the order, and
 - (c) Making the order is desirable in the public interest in order to protect public trust and confidence in charities generally or in the charities or classes of charity specified or described in the order.

...

- 25. The relevant condition relied upon by the Commission under subsection (7) as being met for the purposes of section 181A(6)(a) is condition 'D', which is as follows:

- D** that the person was a trustee, charity trustee, officer, agent or employee of a charity at a time when there was misconduct or mismanagement in the administration of the charity, and –
 - (a) the person was responsible for the misconduct or mismanagement,
 - (b) the person knew of the misconduct or mismanagement and failed to take any reasonable step to oppose it, or
 - (c) the person's conduct contributed to or facilitated the misconduct or mismanagement.

- 26. The power to bring an appeal against the Commission's decision to disqualify a person from being a charity trustee or a trustee of a charity is granted by section 319 of the Act. Section 319(4) provides that in determining an appeal, the Tribunal (a) must consider afresh the decision, direction or order appealed against, and (b) may take into account evidence which was not available to the Commission at the time of its decision.

- 27. The Tribunal is not bound by the Commission's reasoning, but must reach its own conclusions on the merits, applying the statutory criteria. However, as was recently referred to in Potanin v Charity Commission [2026] UKFTT 271 (GRC) [29], the Tribunal must give appropriate weight to the reasons given by the Commission:

"As held in R (Hope & Glory Public House Ltd) v City of Westminster Magistrates' Court [2011] EWCA Civ 31 at [45] and Hesham Ali v Secretary of State for the Home Department [2016] UKSC 60 at [45]-[46], the Tribunal pays careful attention to the reasons given by (here) the Commission, bearing in mind that the legislative scheme gives it primary decision-making responsibility, in an area where it is required to exercise its judgement according to its particular expertise and for which it bears democratic accountability. The weight to attach to the Commission's reasoning is for the Tribunal to decide in light of its fullness and clarity, the nature of the issues and the facts as it finds them to be."

- 28. Section 319(5) states that the Tribunal may (a) dismiss the appeal, or (b) if it allows the appeal, exercise any power specified in the corresponding entry in column 3 of Schedule 6. Schedule 6 identifies the relevant powers which may be exercised in the case of an order made by the Commission under section 181A of the Act as being to:

- (a) quash the order in whole or in part and (if appropriate) remit the matter to the Commission;
- (b) substitute for all or part of the order any other order which could have been made by the Commission;
- (c) add to the order anything which could have been contained in an order made by the Commission.

Issues and Evidence

29. Prior to the hearing, the Tribunal had been provided with a Hearing Bundle of 4079 pages, the Respondent's Supplementary Bundle of 867 pages, a Joint Authorities Bundle of 1040 pages, and a Trial Documents (Supplementary Bundle) of 115 pages. The panel members have read and considered these documents as part of this appeal hearing. In addition to the aforementioned documents and oral submissions, the Tribunal heard oral evidence from Ms Campbell on day two of the hearing, followed by oral evidence from Victoria Granados, Assistant Business Manager at Prager Metis CPAs, via live link from the United States.
30. As will be apparent, Ms Campbell's case asserts serious wrongdoing on the part of Ms Hellmich. When the appeal was brought, at the Commission's instigation and with Ms Campbell's agreement, a copy of the grounds of appeal was sent to Ms Hellmich with an invitation to make any suitable application. Her solicitors wrote to the Tribunal to convey Ms Hellmich's denial of the allegations made by Ms Campbell and asking the Tribunal to provide advice on any necessary application. In subsequent directions, Judge Rintoul declined to make any order of the Tribunal's own motion and made an observation that it was open to either party to call Ms Hellmich if considered appropriate. Neither party has sought to call Ms Hellmich to give evidence, whether voluntarily or pursuant to a witness order. Ms Hellmich has not thereafter made any application to intervene or otherwise participate despite being aware of the proceedings, nor has anything further been received from her solicitors. We also note that the subject matter of these proceedings, including the allegations made against her by Ms Campbell, have been widely reported. We apply the principles set out in HMRC v Muhammed Hafeez Katib [2019] UKUT 0189 at [34]-40]. While exercising caution before making findings of fraud against a non-party, we are satisfied in the present appeal that the allegations have been clearly pleaded, Ms Hellmich has been put on notice of them, that in all the circumstances the just resolution of the appeal requires findings to be made on the allegations, and it would not be procedurally unfair on Ms Hellmich for us to do so.
31. It is not disputed by the parties that there was misconduct or mismanagement within the charity. However, it is disputed by Ms Campbell that she was either responsible for the misconduct or mismanagement (s.181A(7), Condition D(a)) or that her conduct contributed to or facilitated the misconduct or mismanagement (s.181A(7), Condition D(c)).
32. The parties agreed that the Tribunal's task is to determine, on the basis of the evidence before it, whether the statutory conditions for the exercise of the power under section 181A(1) of the Act are met, and if so, whether the discretion to disqualify Ms Campbell should be exercised. This depends upon the answer to an agreed list of issues, which are as follows:
 - (1) Was the Order made without due process and in breach of the principles of natural justice (including Ms Campbell's right to a fair hearing of the allegations against her)? If the Order was made without due process and in breach of natural justice, can and should the Order be quashed?

- (2) Who bears the burden of proof in establishing that the statutory criteria are met?
- (3) To the extent that there was misconduct or mismanagement in relation to the administration of the Charity (as respects the matters below), was Ms Campbell responsible for it or did her conduct contribute to or facilitate it?
 - (a) Failure to comply with the Charity's constitution;
 - (b) Failure to file accounts on time;
 - (c) Unauthorised payments to Bianka Hellmich (a trustee);
 - (d) Failure to manage conflicts of interest;
 - (e) Failure to comply with an Action Plan issued by the Commission;
 - (f) Inappropriate use of charity resources/unjustified expenditure;
 - (g) Lack of financial controls;
 - (h) Failure to manage partnership arrangements;
 - (i) Failure to manage the Charity's finances;
- (4) Is Ms Campbell unfit to be a charity trustee under s.181(A)(6)(b) of the Act?
- (5) In all the circumstances is it desirable in the public interest under s.181A(6)(c) of the Act to disqualify Ms Campbell?
- (6) If the statutory conditions in s.181A(6) of the Act are satisfied, what is the appropriate period of disqualification? Is the disqualification period of 5 years proportionate?

The Appeal

33. In bringing her appeal, Ms Campbell avers that she was not aware of either the actions the Commission had been taking, or the actions that Ms Hellmich, as the only other trustee of the charity at the material time, had been taking (purportedly on her behalf) in response. As a consequence, she was unaware of any need to provide information to the Commission about the day-to-day running of the charity. This was, however, something which she had entrusted to Ms Hellmich from the outset, having been persuaded by Ms Hellmich to register the Fashion For Relief brand as a charity in the UK, and being assured by her that she possessed the necessary skills, experience and expertise to manage the charity on a day-to-day basis. Having originally been introduced to Ms Campbell as a lawyer with the necessary expertise, Ms Hellmich continued to hold herself out as such throughout the life of the charity and took responsibility for managing the operations of the charity, which included matters of legal and regulatory compliance, and adhering to the charity's financial obligations. The arrangement was such that Ms Campbell understood that she would not need to be involved with any of these day-to-day matters, and that her role would be restricted to being the charity's 'figurehead', assisting with fundraising efforts.
34. Ms Campbell's case is, in effect, that she was deliberately deceived by Ms Hellmich, who exploited her position as a trustee to mismanage the charity and use it for personal gain, and that when her conduct was at risk of coming to light due to the Commission's investigations, she took steps to ensure that Ms Campbell was either unaware of, or deceived as to, what was really happening at the charity. The deception extended to matters which were either downplayed by Ms Hellmich or were being stated on Ms Campbell's behalf without her knowledge or agreement. She states that she only became aware of the issues regarding the

mismanagement of the Charity when the press reported on the matters in the summer of 2021. When she then quizzed Ms Hellmich, she was re-assured that there was nothing to worry about and that Ms Hellmich was dealing with all of the issues on their behalf, including corresponding with lawyers and other professionals.

35. Subsequent investigations on behalf of Ms Campbell are said to have revealed that in March 2022, Ms Hellmich began using a 'fake' email address, which purported to belong to Ms Campbell and closely resembled her real email address, to communicate with the Charity's lawyers, Carter Ruck LLP. The email address did not belong to Ms Campbell, she had no control over it, she was unaware of its existence and she never received any of the emails which were sent to this fake email address. Equally, Ms Campbell maintains that she never authorised any payments to be made to Ms Hellmich at any time. Those payments were carried out without her knowledge, and she did not sign any document which purports to bear her signature authorising any such payments. In short, she claims that she, Carter-Ruck and the Commission itself were deceived by Ms Hellmich's actions, and this affected the Commission's process which led to the making of the disqualification order.
36. It is submitted on Ms Campbell's behalf that the Commission was wrong to disqualify her as a charity trustee under section 181(a)(6) of the Charities Act 2011, and a summary of those written submissions is as follows:
 - (i) The order was made without due process and in breach of Ms Campbell's right to a fair hearing of the allegations against her (Ground 1)
 - (ii) The Commission was wrong to find that condition D of section 181A(7) of the Charities' Act 2011 was met in relation to Ms Campbell (Ground 2), in that it was wrong to find that (a) Ms Campbell was responsible for misconduct or mismanagement in the administration of the Charity; (b) Ms Campbell knew of the misconduct or mismanagement and failed to take any reasonable step to oppose it; or (c) Ms Campbell's conduct contributed to or facilitated the misconduct or mismanagement of the Charity.
 - (iii) The Commission was wrong to find that Ms Campbell was unfit to be a charity trustee (Ground 3).
 - (iv) The Commission was wrong to find that Ms Campbell 's disqualification was in the public interest (Ground 4).
 - (v) In the alternative, and in any event, the disqualification period of 5 years is disproportionate (Ground 5).

The Commission's Response to the Appeal

37. In opposing the appeal, the Commission provided its Response on 21st March 2025. The Commission maintained that the statutory criteria for disqualification were met and that the order should be upheld. Ms Campbell was put to proof on her account of having been deceived by Ms Hellmich, the Commission taking a neutral stance on matters falling outside its knowledge and investigation. The Commission's position was that even if Ms Campbell established her account, she was not entitled to abdicate or neglect her duties as a trustee by replying upon Ms Hellmich to ensure the proper management of the charity's finances and

administration. The Commission submitted that even on Ms Campbell's own case, namely that she performed the role of a figurehead and relied upon Ms Hellmich to manage to the day-to-day running of the charity, the disqualification was correct.

38. In relying upon Condition D of s.181A(7) of the Act as being met for the purposes of s.181A(6)(a), the Commission makes a number of submissions premised upon Ms Campbell's account, which are summarised as follows:

Failure to comply with the Charity's Constitution

- (i) That Ms Campbell failed to comply with the charity's constitution, in that she abdicated or neglected her duties to ensure that proper minutes were kept of trustees' decisions, and that accordingly, she was responsible for and/or her conduct contributed or facilitated this misconduct/mismanagement in the administration of the charity – *pursuant to s.181A(7), Condition D (a) and/or (c)*.

Late filing of accounts

- (ii) The charity was under a statutory duty to submit annual accounts to the Commission within ten months of the financial year end, but save for year ending on 5th April 2019, the charity filed late accounts in for the years ending 5th April 2016 (121 days late), 5th April 2017 (6 days late), 5th April 2018 (62 days late), and 5th April 2020 (233/235 days late). The late filing of such annual accounts constitutes misconduct/mismanagement in the administration of the charity, and the abdication and/or neglect of Ms Campbell's duties to ensure that accounting documents were filed on time meant that she was responsible for and/or her conduct contributed or facilitated this misconduct or mismanagement in the administration of the charity – *pursuant to s.181A(7), Condition D (a) and/or (c)*.

Payment of Consultancy Fees to Bianca Hellmich

- (iii) Bianca Hellmich received payments of £290,572 in fees whilst a trustee of the charity. These payments were not authorised by the Commission, the Court or otherwise authorised in accordance with Clause 6 of the Constitution. This was unlawful and in breach of trust, and no benchmarking was carried out by the trustees to ensure that these payments represented value for money for the charity. These payments were additionally contrary to Clauses 7.1 to 7.3 of the Constitution, which relates to trustees' conflicts of interests. The Commission recognises that serious allegations of criminal conduct have been levelled against Ms Hellmich by the Appellant, and if true, the charity's funds were being stolen by her over a number of years. Ms Campbell had a non-delegable duty to ensure that the charity's funds were being properly managed, and the abdication or neglect of her duties means that she was responsible for and/or her conduct contributed or facilitated this misconduct or mismanagement in the administration of the charity – *pursuant to s.181A(7), Condition D (a) and/or (c)*.

Implementation of the Action Plan

- (iv) An Action Plan was issued to the trustees on 9th March 2021. Its purpose was to improve the management and administration of the charity, and to ensure that trustees complied with their legal duties. Eleven actions were set out in this Action Plan, requiring completion and evidence of compliance by 9th September 2021. It was made clear that any failure to implement the actions would be

treated as misconduct/mismanagement in the administration of the charity. By 20th September 2021, there had been only partial compliance, with six actions remaining outstanding. This led to the Commission opening its Inquiry into the administration of the charity on 8th November 2021. Ms Campbell was under a duty to review the appropriateness of any delegation from time to time and was under a non-delegable duty to supervise the management of the charity and to ensure sound stewardship of the charity's resources. Her abdication and/or neglect of her duties fostered a culture at the charity that led to her not being informed of the existence of the Action Plan. This abdication and/or neglect of her duties means that she was responsible for and/or her conduct contributed or facilitated this misconduct or mismanagement in the administration of the charity - *pursuant to s.181A(7), Condition D (a) and/or (c)*.

Charity Expenditure

- (v) The charity paid €4,386.75 of hotel charges incurred by Ms Campbell in May 2018 during her stay at the Hotel du Cap-Eden-Roc, which included dinner room service (€1,298), private bar(s) (€398), breakfast(s) (€628), cigarettes (€112), lunch(es) (€239), spa treatment(s) (€1,163.75), and hotel products (€548). Whilst Clause 5.1.1 of the Constitution permits trustees to be reimbursed for expenses, it limits reimbursement to "*reasonable expenses properly incurred*". Ms Campbell was not entitled to be reimbursed for these expenses, and that this constituted the receipt of financial benefit by her from the charity in breach of Clause 6.1.4 of the charity's Constitution. It was therefore misconduct or mismanagement in the administration of the charity, and in abdicating and/or neglecting her duties, Ms Campbell helped to foster a culture at the charity that led to a lack of financial controls. Her abdication and/or neglect of her duties means that she was responsible for and/or her conduct contributed or facilitated this misconduct or mismanagement in the administration of the charity - *pursuant to s.181A(7), Condition D (a) and/or (c)*.

Lack of Financial Controls

- (vi) The charity did not have its own bank account. Instead the charity's funds were held by its professional advisors, and between 2014 to 2016, the charity's funds were help by Discreet Law LLP, a law firm with which Bianka Hellmich had been associated. Between 2014 and 2016, £49,896.69 was deducted from the charity's funds by Discreet Law LLP. During the Commission's Inquiry, it requested information from that law firm in relation to these fees. The firm accepted that it had billed the charity for work that did not relate to it, and that these payments ought therefore never to have been made. The fees were recovered in total; but for the Commission queries, this money may never have been recovered. Whilst Ms Campbell could delegate the day-to-day management of the charity's funds to others, she retained a non-delegable duty to supervise the management of the charity and to ensure the sound stewardship of the charity's resources. The abdication and/or neglect of her duties means that Ms Campbell was responsible for and/or her conduct contributed or facilitated this misconduct or mismanagement in the administration of the charity - *pursuant to s.181A(7), Condition D (a) and/or (c)*.

Failure to manage partnership arrangements

- (vii) Part of the charity's operations was to host events to fundraise on behalf of other 'partner' charities. This included Save the Children ("StC") and The Mayor's Fund for London ("MFfL"). In 2017, the charity entered into a written agreement with StC and another in 2018. The 2017 agreement required the charity to provide StC with a statement of income generated from fundraising events that were to benefit StC within 7 days. The monies paid were then to be paid to StC. The 2017 event raised £450,000 and payments of £225,361.09 were made to StC, but the Interim Managers (appointed on 8th March 2022), discovered that the charity still owed StC £145,000 to £147,000. The charity had therefore failed to pay StC a significant sum of money for a lengthy period of time. That failure constituted misconduct and/or mismanagement in the administration of the charity. Whilst Ms Campbell could delegate the day-to-day management of the charity's funds to others, she retained a non-delegable duty to supervise the management of the charity and to ensure the sound stewardship of the charity's resources. Ms Campbell's abdication and/or neglect of her duties means that Ms Campbell was responsible for and/or her conduct contributed or facilitated this misconduct or mismanagement in the administration of the charity - *pursuant to s.181A(7), Condition D (a) and/or (c)*.
- (viii) In respect of the MFfL, the charity held fundraising events for it in September and November 2019. There was no formal agreement in place which governed this fundraising partnership, but MFfL considered that it was owed £50,000 by the charity. MFfL reported this to the commission and there was adverse coverage in the press. The Interim Managers concluded that there was no contractual obligation to pay MFfL £50,000, but that the charity was under a moral obligation to pay the funds, based upon the expectations of donors to the charity's events over that period, which were stated to be in support of MFfL. Despite there being no contractual obligation pay the funds, this failure to make payment was misconduct or mismanagement in the administration of the charity. The Commission submits that, as with StC, Ms Campbell's abdication and/or neglect of her duties to supervise the management of the charity means that she was responsible for and/or her conduct contributed or facilitated this misconduct or mismanagement in the administration of the charity - *pursuant to s.181A(7), Condition D (a) and/or (c)*.

Failure to manage the charity's finances

- (ix) Between 2021 and 2022 the charity's finances were managed such that the debts were greater than its assets. By way of example, on 27th June 2022, the Interim Managers identified that the charity had outstanding liabilities of £155,775, and a cash balance of only £98,182.52, leaving a shortfall of approximately £58,000. It was additionally identified that a large proportion of the charity's expenditure was spent on professional fees, where no 'value for money' exercises had been carried out. Permitting the charity's finances to get to the point where its liabilities exceeded its assets was misconduct/mismanagement in the administration of the charity. Ms Campbell could delegate aspects of the day-to-day management of the charity, that delegation had to be reasonable, and she retained a non-delegable duty to supervise the management of the charity and to ensure the sound stewardship of the charity's resources. Ms Campbell's abdication and/or neglect of her duties means that Ms Campbell was responsible for and/or her conduct contributed or facilitated this

misconduct or mismanagement in the administration of the charity - *pursuant to s.181A(7), Condition D (a) and/or (c).*

39. In relation to question of fitness under s.181A(6)(b) of the Act, Mr Sadiq submits, on behalf of the Commission, that it was correct to conclude that Ms Campbell was and remains unfit to be a charity trustee or trustee of a charity. It submits that she has failed to discharge her legal duties as a trustee, abdicating and/or neglecting her duties, and that she has demonstrated a lack of insight into how profoundly she has failed in her duties as a trustee. The Commission submits that she has consistently shifted the blame for the failings in the administration of the charity and admits no blame for herself. Furthermore, it is submitted that she has consistently failed to identify why it was reasonable to abdicate the management of the charity to Bianka Hellmich at the outset, identify how she exercised any supervision or oversight of the management of the charity, or to explain why it was reasonable for her to have continued to abdicate the management of the charity to her during the charity's existence.
40. As regards the public interest test under s.181A(6)(c) of the Act, the Commission submits that it considered the impact of Ms Campbell's conduct on the public trust and confidence in charities, but additionally at the nature of the conduct and the risk posed to charities. In this instance, it is submitted that, given the nature and seriousness of Ms Campbell's conduct, it was and remains desirable in the public interest in order to protect public trust and confidence in charities generally, that the order be made.

The Evidence

41. While in its pleadings the Commission took a neutral stance on Ms Campbell's account of having been deceived, she was nonetheless subject to criticism in the oral submissions made on behalf of the Commission. We reject those criticisms, in particular the surprising submission by Mr Sadiq that in Ms Campbell's evidence, "rather than focusing on honestly, accurately and helpfully giving answers to this Tribunal, her focus was on controlling the media narrative". Not only was there tension between this claim and the Commission's acceptance that at no time was Ms Campbell dishonest, in our assessment none of Ms Campbell's answers were capable of being taken as doing any such thing. It is correct to say that when taken through the various legal documents and developments of the Charity's formation and the emergence of problems in its administration there were aspects about which she was unaware, and indeed mistaken. But this was consistent with her claim that she had been deceived about those matters from the very beginning, and has never claimed any detailed knowledge of legal and governance matters. The issues before the Tribunal do not directly depend on Ms Campbell now being a reliable historian of events that she admits not knowing about at the time, nor on whether she kept her cool when cross-examined. What was apparent from the evidence is that she devoted a significant amount of her time and her own resources to charitable purposes over many years, with great success, and feels a great sense of upset and betrayal at this having been put to an end by the deceit of someone she saw as a loyal confidante and professional adviser. Her claim to have been deceived has since been corroborated by documentary evidence, such as that from BT and Google (ordered despite the Commission's objection) showing that it was Ms Hellmich who set up the email account that was put forward as belonging to Ms Campbell. Expert handwriting analysis also provides heavy support for Ms Campbell's signature having been forged.
42. For the avoidance of doubt, we accept that both Ms Campbell's evidence, as well as her conduct during the operation of the Charity, was entirely honest.

43. The Tribunal accordingly accepts the following evidence. Ms Campbell explained that she had been introduced to Bianka Hellmich, then working for Clifford Chance in Moscow, in 2013. She assisted her with a personal legal dispute and the two subsequently became friends and, having held herself out as a lawyer, Ms Hellmich became a trusted confidante and legal adviser to Ms Campbell. It was then in 2014 that Ms Hellmich advised her that she should set up a branch of Fashion for Relief in the UK and register it as a charity, explaining that it would be easier to raise funds and attract sponsors in the UK if she had a UK based charity. Until that time Fashion for Relief was run from the USA and had already held events raising significant funds for charity. Ms Campbell was eventually persuaded to do this, with the charity being set up in the UK in 2015. She was advised by Ms Hellmich that she would need to become a trustee, but that she would simply be its founder and figurehead, and would not need to be involved in the day-to-day administration or governance of the charity. Ms Campbell was advised by Ms Hellmich that, as a lawyer with extensive experience in this area, and Ms Campbell having lived in New York for the last twenty years, Ms Hellmich would also need to become a trustee and would be able to ensure the proper administration of the charity's functions. This would include managing the day-to-day operations of the charity, including ensuring that the charity was compliant with its legal, regulatory and financial obligations. By that stage, Ms Hellmich had been providing legal services to Ms Campbell for over a year, and Ms Campbell did not feel that she had any reason to doubt or question her advice to her about the charity. Ms Campbell did not consult with any other lawyers about the charity or her role as a trustee and relied upon the advice that Ms Hellmich gave to her. Some of the meetings which took place between the two of them were held by Ms Hellmich at the offices of Discreet Law LLP in London, and it was Ms Campbell's understanding at that time that Ms Hellmich was a partner at the firm.
44. Whilst Ms Campbell has been criticised by the Commission for the lack of checks she carried out in relation to Ms Hellmich, who was holding herself out as being a suitably qualified lawyer with expertise in the charity sector when she agreed to set up the charity, we do not consider that being a trustee reasonably required any further checks to be undertaken. Ms Campbell made the point that the Commission had not undertaken any such checks into Ms Hellmich's qualifications or experience in running a charity, including as part of its own 'proactive Compliance Visit and Inspection' on 2nd September 2020, in opening the 'Statutory Inquiry' on 8th November 2021 or in deciding to disqualify Ms Hellmich as a trustee. Indeed, even at the hearing, the Commission was not able to conclusively confirm whether or not Ms Hellmich was qualified to practice in law in England and Wales. While this does not provide a yardstick by which to measure Ms Campbell's actions, the duties of a trustee being qualitatively different from those of the Commission when undertaking its statutory functions, this does neatly illustrate a theme that emerges from the evidence, being that during the formation and operation of the Charity through to the Inquiry, there was no reason for anyone to suspect Ms Hellmich was other than what she purported to be. Her obfuscation of the true state of affairs of the Charity was skilful and convincing. Ms Campbell was entitled to rely on the initial circumstances of their introduction, when Ms Hellmich worked for Clifford Chance, and after she became a trusted confidante and legal adviser working at a London law firm at whose offices they met. We reject the Commission's argument that any further checks were required by Ms Campbell on Ms Hellmich or in relation to her advice that Ms Campbell would have no duties or obligations in relation to the day-to-day running or operations of the charity. Nowhere in the Commission's case is it articulated what such additional checks would have involved or how they might have raised concerns.

45. Following the setting up of the charity, Ms Campbell was not involved in or even consulted about the day-to-day management for the charity. During evidence there was some difficulty between Mr Sadiq and Ms Campbell about what 'day-to-day management' meant, the former intending to mean the charity's banking, administration, compliance work and so forth, and the latter taking it as connecting people to stage fundraising events, and acting as the charity's figurehead, which she had been told by Ms Hellmich when she agreed to set up the charity was the extent of her legal obligations. Ms Campbell diligently set about introducing sponsors and donors for each event and then would host the fundraising events herself. She explained that she never signed any document which purported to sanction Ms Hellmich "*receiving remuneration of £150,000 per annum with a 10% annual commission of all sponsorships received.*", but that she did recall signing a single page document whilst working in Paris on 19th January 2022, which was the statutory declaration.
46. Based upon the evidence before it, which includes Google subscriber information (P. 4066 of the Hearing Bundle) showing when the bogus email address purporting to belong to Ms Campbell, was created and subsequently deleted, and BT registration details for the IP addresses used to do this (Pages 4077/4088 of the Hearing Bundle), we have no hesitation in concluding that this email address was set up from a residential address using a BT customer account registered to Ms Hellmich. The email address, which differs from Ms Campbell's own by just one letter, was set up on the 25th March 2022, which was the day after Carter-Ruck requested formal confirmation of instruction from Ms Campbell via Ms Hellmich, and on the same day, Ms Hellmich emailed the newly created, but bogus email address, from her own Yahoo email address, seeking that confirmation. There was then a response later that day from the bogus email address which confirmed the intention to instruct Carter-Ruck to act on Ms Campbell's behalf. However, having heard from Ms Campbell in her evidence, who we found to be a credible and compelling witness, and having regard to the other evidence in this appeal, we are satisfied that this email was never sent by Ms Campbell. Instead, the evidence is overwhelming that Ms Hellmich herself sent the email from the bogus address she had created.

(1) Was the Order made without due process and in breach of the principles of natural justice (including Ms Campbell's right to a fair hearing of the allegations against her)?

47. It is advanced on behalf of Ms Campbell that the Commission's case against her has changed from one of active wrongdoing to an alleged abdication of responsibility or failure to exercise supervision. Accordingly, it is submitted that the original decision to make the disqualification order was based upon a different factual premise, and that the present case being advanced, was not investigated properly by the Commission when it made the order, with a significant body of new evidence having emerged as a result of the work undertaken by Ms Campbell's legal team in connection with this appeal. In those circumstances, where Ms Campbell was not afforded a fair opportunity to answer the allegation against her, it is submitted that the order was made without due process and was therefore unfair.
48. The situation, as presented to the Commission, at the time of its investigation was that there had been misconduct and mismanagement in the running of the charity, and that the two charity trustees were responsible, in line with their duties, for this state of affairs. Ms Campbell was nonetheless aware of the Statutory Inquiry being carried out by the Commission and that Carter Ruck LLP had been instructed to represent both her and Ms Hellmich. Whilst the nature of those instructions to Carter Ruck LLP may have been kept from her by Ms Hellmich, she was nonetheless given an opportunity to respond to the allegations, and as such, we do not find that there was any procedural unfairness at that

stage. Nor do we consider that any unfairness arises in circumstances where the Tribunal is required to conduct a *de novo* hearing and may take into account evidence which was not available to the Commission at the time of its decision. Overall, including by reference to our conclusions when considering the issue of burden below, we are satisfied that we can fairly hear the evidence of all parties in this appeal, and there has been no substantiated argument to the contrary.

(2) Who bears the burden of proof in establishing that the statutory criteria are met?

49. The position previously taken in this jurisdiction has been that the Commission faces the burden of proof in relation to whether the statutory criteria for disqualification are met, and that once the burden is discharged then the appellant has the burden of proving the matters she relies upon in resisting the making of an order: see, for example, Naik v Charity Commission [2022] UKFTT 331 (GRC) at [32]; Nicholls v Charity Commission [2022] UKFTT 491 (GRC) at [41]; Ioannou v Charity Commission [2023] UKFTT 306 (GRC) at [19]; Goodband v Charity Commission [2024] UKFTT 111 (GRC) at [15]; and Mond v Charity Commission [2025] UKFTT 103 (GRC) at [31]).
50. In our view there is some tension between those decisions and that of Knightland Foundation v Charity Commission [2021] UKFTT 365 (GRC). Judge O'Connor considered a number of previous First-tier Tribunal authorities, observing at [30] that none of them were formally binding and nor had the operation of the burden of proof in Charity appeals been considered by any superior court or tribunal. After a detailed consideration of other authorities, with which we agree, he reached the following conclusion:

“In my view, unless Parliament has clearly spelt out in legislation to the contrary, it is for an appellant on appeal, even an appeal in which there is to be a complete rehearing or where the Tribunal must consider the decision afresh, to demonstrate that the evaluative judgments and discretionary decisions of the decision-making body (in this case the Charity Commission) are wrong; “that is to reach its conclusion on the basis of the evidence put before it and then to conclude that the judgment below is wrong, even if it was not wrong at the time” (Burton J at [43] first instance in *Hope* (CO/5324/2009)). The weight to be attached to the reasons of the Charity Commission is a matter for the Tribunal to determine, bearing in mind that Parliament entrusted the Commission to regulate the charity sphere. To put this into words which have been used by other constitutions of this Tribunal, the Tribunal should “stand in the shoes of the Charity Commission and take a fresh decision on the evidence before it, giving appropriate weight to the Commission's decision as the body tasked by Parliament with making such decisions.”

51. On the findings of fact upon which such evaluative judgments and discretionary decisions are based, he held:

“[...] To my mind, the Commission is at no particular advantage in the assessment of primary fact, in contrast to its role in the making of evaluative judgments and the exercising of its discretion in a legal sphere within which it is an expert. In such circumstances, I can identify no good reason to depart from the general approach in civil cases that “he who asserts must prove”. In coming to its conclusion on issues of fact the Tribunal will attach appropriate weight to the factual findings set out in the Commission's Statement of Reasons. It may be that the evidential weight of those findings is such that, if there is no evidence before the Tribunal which is

capable of leading to a contradictory finding of fact, such findings will be sufficient of themselves of discharging the burden of proof before the Tribunal. This will, however, be for the Tribunal hearing the appeal to decide. Before the Tribunal the parties are not, of course, restricted to reliance on the evidence that was before the Commission when it made its decision; indeed, I anticipate that in many if not all cases the evidence will have grown significantly by the time the matter reaches the Tribunal for determination of the appeal.”

52. At the hearing, we referred the parties to the recent judgment of the Court of Appeal in Doorstep Dispensaree Ltd v Information Commissioner [2024] EWCA Civ 1515. In that case, the Information Commissioner decided that a data controller had breached its obligations under GDPR, and on that basis it should impose a financial penalty pursuant to section 155(1) of the Data Protection Act 2018. The data controller had exercised the statutory right of appeal at section 162. In deciding such an appeal, the FTT exercises a full merits appeal “independently and afresh” and “is not required to undertake a reasonableness review of the [Commissioner’s] decision, but instead must decide whether it would itself reach the same decision based on the evidence now before it” (this approach is, we pause to note, the same as is agreed to be correct in the present appeal). The dispute between the parties in the Court of Appeal, as set out at [29]-[30], was whether the Information Commissioner faced the burden of satisfying the FTT both that the data controller had breached its duties as a data controller such as to engage section 155(1) “and that it was appropriate for it impose any, and if so what, penalty”.
53. The Court of Appeal considered the previous authority of Khan v Revenue & Customs [2006] EWCA Civ 89, in which the relevant tax legislation expressly placed the burden on the Customs Commissioners of proving an appellant’s intention to evade VAT and dishonesty, impliedly together with the fact of such evasion. DPA 2018 is silent on burden but, it was argued on behalf of Doorstep Dispensaree (see [38]), the authorities showed that in a challenge to the refusal of a benefit, it was for the appellant to show why he should have it, and in a challenge to the imposition of a penalty, it is for the party seeking its imposition to show that it was justified. Delivering the judgment of the Court, Newey LJ rejected that distinction and held that in an appeal against a section 155(1) penalty the burden of proof falls on the appellant throughout:

“39. In my view, however, the burden of proof lies on the appellant in an appeal against the imposition of a penalty under section 155 of the DPA. The Commissioner must before raising a penalty notice be satisfied that one of the conditions specified in section 155(1)(a) and (b) is met and that it is appropriate to require the person to pay the penalty. Where, however, the recipient of a penalty notice appeals under section 163, it seems to me to be incumbent on him to persuade the FTT that the penalty should not stand. Carnwath LJ explained in *Khan* that the general principle “...is that, where a statute gives a right of appeal against enforcement action taken by a public authority, the burden of establishing the grounds of appeal lies on the person appealing and that the ordinary presumption ... is that it is for the appellant to prove his case”: see paras 70 and 73. Far from suggesting that this general principle is limited to challenges to the refusal of benefits as opposed to the imposition of penalties, Carnwath LJ explained that it applies to enforcement notices served in respect of breaches of planning control and that he considered the approach to be the correct starting-point in relation to an appeal against a civil penalty. As regards the latter, the burden was on Customs to establish tax evasion and dishonesty, but that was because section 60(7) of the 1994 Act expressly so provided. Further, in

the present context, as in *Khan*, it is the appellant who knows, or ought to know, the true facts. The Commissioner did not, of course, witness the documents coming into DDL's hands or crates, boxes or bags being placed in the yard at the Property: she was working from what the MHRA found. DDL, however, should be aware of how it came to have the documentation and the circumstances in which at least some of it was put in the yard. That DDL should be in a position to explain matters is the clearer because article 5(2) of the GDPR (now the UK GDPR) provides for a controller to be responsible for, and be able to demonstrate compliance with, paragraph 1."

54. That position was not altered by the Tribunal considering the matter "afresh" on appeal, Newey LJ observing at [40] that in "an ordinary civil dispute, the scales are not weighted in favour of either party, but one of them (commonly, the claimant) will nonetheless have the burden of proof" and, in summary that:

"41. In my view, the burden of proof on an appeal against a penalty notice is throughout on the appellant. What is referred to as the "evidential burden of proof" signifies that, "that during the trial of an issue of fact there will often arrive one or more occasions when, if the judge were to take stock of the evidence so far adduced, he would conclude that, if there were to be no more evidence, a particular party would win" (to quote from Mustill LJ in *Brady*). However, "the burden of proof in the strict sense" will remain on the appellant."

55. Were the matter decisive, we would hold that the burden of proof in the present appeal is as described in Doorstep Dispensaree. While that would depart from long-standing practice in this Tribunal, the analysis in *Knightland* shows that practice lacks a principled underpinning of superior authority. We accordingly consider Doorstep Dispensaree to be binding on the point, but in any event would respectfully consider that the Court of Appeal's treatment of burden applies equally to the present statutory scheme. The only meaningful distinction put forward in objection was the evaluative nature of the present decision, but this formed part of the appellate function considered by the Court of Appeal.
56. The matter is not decisive, because as anticipated in the authorities we have not needed to resort to "the burden of proof in the strict sense". The Tribunal will only resort to the burden of proof when unable to resolve an issue of fact or facts after unsuccessfully attempting to do so by examination and evaluation of the evidence: Re. B (Children) [2008] UKHL 35 at [32]; Verlander v Devon Waste Mgt [2007] EWCA Civ 835 at [18]-[19]. Indeed, we wonder if framing regulatory disputes by reference to the burden of proof is even useful in most cases. More often relevant is the test posed by the relevant legislation and the parties' duties under the Procedure Rules. An appellant must show why a decision is wrong, but the Commission is nonetheless obliged by rule 27 to respond:

[...]

(3) The response must include a statement as to whether the respondent opposes the appellant's case and, if so, any grounds for such opposition which are not contained in another document provided with the response.

(4) If the proceedings challenge a decision, the respondent must provide with the response a copy of any written record of that decision, and any statement of

reasons for that decision, that the appellant did not provide with the notice of appeal and the respondent has or can reasonably obtain.

(5) If the proceedings challenge a decision, the respondent must provide with the response a list of –

(a) the documents relied upon by the respondent when reaching the decision; and

(b) any other documents which the respondent considers could adversely affect its case or support the appellant's case.

[...]

57. Those respective obligations sit together with the duty at rule 2 to help the Tribunal further the overriding objective, the Tribunal's case management powers and the legal principles discussed above provide a complete framework in all but exceptional cases. The present case is not such an exception, and while we are grateful to the parties for their submissions, we have not needed to have regard to the burden of proof when reaching our findings of fact.

(3) To the extent that there was misconduct or mismanagement in relation to the administration of the charity, was Ms Campbell responsible for it or did her conduct contribute to or facilitate it?

58. There is no definition of what amounts to 'misconduct' or 'mismanagement' in the Charities Act 2011. However, whilst the parties do not dispute that there was mismanagement and/or misconduct within the charity during the relevant period, we consider it appropriate to consider the nature of conduct which may be caught by these terms.

59. In Scargill v The Charity Commission (unreported, 4th September 1998) Neuberger J said that "*Those words are, to my mind, ordinary English words.*". He was reluctant to provide any further definition. However, in its '*Explanatory Statement: The discretionary disqualification power: power to disqualify from being a trustee*', the Charity Commission has sought to provide its own interpretation of what amounts to 'misconduct' and 'mismanagement'. Those terms are defined as follows:

(i) **Misconduct** includes any act (or failure to act) in the administration of the charity where the person committing it knew (or ought to have known) that it was criminal, unlawful or improper.

(ii) **Mismanagement** includes any act (or failure to act) in the administration of the charity that may result in charitable resources being misused or the people who benefit from the charity being put at risk.

60. The meaning of the words 'misconduct' and 'mismanagement' has been considered on a number of occasions by the First-tier Tribunal, and although not binding on a differently constituted Tribunal, the reasoning provided in Mountstar (PCT) Ltd v The Charity Commission for England and Wales (CA/2013/0001) has often been referred to, as it was in the recent decision of the Tribunal in Potanin v The Charity Commission for England and Wales [2026] UKFTT 271 (GRC), when considering their meaning. In Potanin, when rejecting

the Appellant's argument that the Commission must divide allegations into exclusive categories of misconduct or mismanagement when making a decision, stated as follows:

"The statutory language is deliberately broad and recognises that a particular act or omission might rationally be described as either. Requiring the Commission to undertake that exercise serves no apparent purpose. The statutory test is the existence of conduct that amounts to either or both, and over-refinement of the test would undermine its statutory purpose. What matters is whether the conduct in question, taken in its real world context, meets the composite threshold. Beyond that, we agree with the analysis in Mountstar (PCT) Limited v Charity Commission CA/2013/0001):

136. There is no statutory guidance as to what is meant by "mismanagement" or "misconduct". Both are ordinary English words which should be given their ordinary meaning: Scargill v Charity Commissioner (unreported) 4th September 1998 (which was confined to the meaning of "mismanagement"). The Commission has issued guidance:

"Misconduct includes any act (or failure to act) in the administration of the charity which the person committing it knew (or ought to have known) was criminal, unlawful or improper.

"Mismanagement includes any act (or failure to act) in the administration of a charity that may result in significant charitable resources being misused or the people who benefit from the charity being put at risk."

137. Mr Smith submitted that both take their colour from the serious consequences which follow from the appointment of an interim manager, namely the powers it opens up as well as the reputational implications for the Charity, Mountstar and all those involved. Only serious mismanagement and even more serious misconduct will suffice to satisfy the statutory threshold, albeit that this argument shades into whether the decision to appoint a manager is proportionate to the acts of mismanagement or misconduct complained of by the Commission.

138. We do not think it necessary to so qualify "mismanagement" and "misconduct". We do however accept that it or the several acts or omissions complained of in their totality must be of some substance to justify the appointment of an interim manager rather than the alternative which would involve the use of some or all of the other statutory tools within the Commission's armoury. The Commission's guidance may provide illustrations of what might constitute mismanagement and misconduct, but cannot restrict their ordinary meaning.

139. It is a question of fact and degree to be viewed in the overall context of each case whether the act(s) or omission(s) complained of constitute "mismanagement" or "misconduct". In our view it would encompass a failure by the charity trustee to act as an ordinary prudent man of business both in terms of process (how decisions are made, including declaring and managing conflicts of interest) and substance (what decisions are reached and why they have been reached). If the process is adequate and the decision reasoned it may be rare for the Commission to challenge the decision per se."

61. The Tribunal shares this view and does not consider that any further refinement of these terms is required. However, some consideration of what is meant under section 181A(7), Condition D(a) and (c), where it refers to a person being 'responsible for' or their conduct having 'contributed to or facilitated' the misconduct or mismanagement, is required.

What is meant by a person being 'responsible' for the misconduct or mismanagement?

62. In order for condition D(a) of section 181A(7) of the Act to be satisfied, it requires *“that the person was a trustee, charity trustee, officer, agent or employee of a charity at a time when there was misconduct or mismanagement in the administration of the charity, and – (a) the person was responsible for the misconduct or mismanagement.”*. This cannot be construed so widely so as to catch all trustees by reference to the general duties of trustees. If that were the case, then the legislators would not have needed to create subsections (b) and (c).

63. Section 221(1) of the Act defines the duty of trustees according to *“the functions that the charity trustee has in that capacity”*, and section 221(2) provides that:

“(2) Each charity trustee of a CIO must in the performance of functions in that capacity exercise such care and skill as is reasonable in the circumstances, having regard in particular –

(a) to any special knowledge or experience that the charity trustee has or purports to have, and

(b) if the charity trustee acts as such in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

...”

64. Sections 221(1) and 221(2)(a) and (b) were incorporated directly, and word for word, into the charity’s constitution at clause 9.1, and this provides a context in which to understand where a person is ‘responsible’ for particular matters within the charity. In view of this, the delegation arguments advanced by the Commission are of little assistance, as trustees are able to take on responsibility for different functions within a charity, and as such, any misconduct or mismanagement which takes place within a charity may well be far removed from the areas for which another trustee has assumed responsibility. This may be so, even if the trustee concerned had a particular responsibility, as they would be unlikely to be aware of or made aware of every incident within a charity which might conceivably be capable of amounting to misconduct or mismanagement. Whilst such a trustee would be protected by the provisions of section 181A(b) and (c) of the Act, we consider that the words ‘responsible for’ serve to exclude those trustees under the constitution who do not have responsibility for that particular area, or who could not properly be said to have responsibility for the matter. This is perhaps best illustrated by considering the position of a trustee with responsibility for a charity’s human resources function or that of public relations. It would be difficult, unless their remit extended to the charity’s finances, to envisage a situation, for example, where such a trustee could be properly said to be ‘responsible’ for the embezzling of funds by staff who were under the supervision of another trustee with responsibility for the charity’s finances. Such misconduct would, in all likelihood, be hidden, to some extent, from even inquisitive eyes, and the trustee without direct supervision for this function would in most cases be unaware of the nefarious activity. This is not incompatible with all trustees possessing collective responsibility at a board level to ensure that someone has that necessary supervisory function, but the Commission’s case that all trustees would accordingly be responsible if that supervision fails cannot stand with section 221(1) and 221(2)(a) and (b).

65. Both parties, in our view, sought to present the common law duties imposed upon trustees as definitive compendia of trustees’ responsibilities for the purposes of section 221, as if the latter solely depended on whether there is a breach of the former. As Parliament has decided to codify responsibility in the Act for the purposes of regulation by the Commission in the present circumstances, we reject that the authorities cited to us directly concern them. They

may well be illustrative of how particular duties arising under the statutory and common law schemes are to be approached, but in the present case we have not found it necessary to undertake a detailed analysis of the various submissions made – for example in relation to delegation in its formal sense – in order to resolve the matters we must decide. Other cases will turn on their own facts.

What is meant by a person ‘contributing’ or ‘facilitating’ the misconduct or mismanagement?

66. Condition D(b) deals with situations, it seems to the panel, with knowing omissions. That is to say, a person was or became aware of misconduct or mismanagement and did nothing about it. In most situations, we consider that an unknowing omission, where the misconduct or mismanagement takes place within a function or area which a person has responsibility for, but without their knowledge, would most readily sit under Condition D(a) or (c). An example of such a situation would be where the trustee with responsibility for the charity’s finances does nothing to ensure that the annual accounts are being filed in time, or perhaps where staff under that trustee’s supervision were misappropriating charity funds to make personal purchases, and either the trustee endorsed such expenditure or did nothing about it. There may of course be exceptions to this general proposition, and much will depend upon the facts of any particular case in what is an inherently evaluative analysis of any given situation. However, in most cases, the use of the words ‘contributing’ or ‘facilitating’ will point towards a person’s positive action.
67. Taking Condition D(a), (b) and (c) together, any misconduct or mismanagement taking place within a trustee’s area of responsibility will justify consideration of their fitness to exercise that responsibility. If a person knows of the misconduct or mismanagement and does nothing about it (i.e. turning a blind eye), then they will meet Condition D(b), even if it was something that they were not responsible for. This recognises the collective duty of trustees and the practical realities of charities having trustees with different remits and expertise, including their limitations. Condition D(c) (contributing or facilitating) recognises the need to question the fitness of someone who positively contributes to or facilitates misconduct or mismanagement, which may encompass positive criminal acts through to well-intentioned, but ultimately misguided or misconceived actions on behalf of the charity. It does not, however, encompass the ultimate accountability of trustees to the charitable objects of the charity.
68. In the present matter, the division of functions between the two trustees, Naomi Campbell and Bianca Hellmich, reflected the trustees’ respective skills. Ms Campbell has no legal or financial background, and it was understood among the trustees that she would act as a figurehead, and use her profile, contacts and hard work to raise the charity’s profile and to generate interest in its fundraising endeavours. By contrast, Ms Hellmich, who held herself out as being a qualified lawyer who possessed relevant expertise relating to the legal, financial and administrative needs of the charity, assumed responsibility for those functions. This division of functions is echoed in Ms Hellmich’s signed statutory declaration of 14th January 2022, and in the ‘s.47 Response and Statutory Declaration’ of 19th January 2022, which purports to be signed by Ms Campbell. The panel accepts however, having heard from Ms Campbell in her evidence, having viewed the WhatsApp video stills of the purported signing of this document, having considered the witness statement of Desiree Ejoh of 6th November 2024, and having regard to the undisputed evidence that Ms Campbell’s signature had been forged on other documents, that Ms Campbell did not sign anything other than a two-page document when it was presented to her for her signature on this occasion. The document ultimately presented to the Commission by Ms Hellmich ran to 20 pages however,

and beyond the first page, which set out Ms Campbell's specific role as a trustee, we are satisfied that she was never presented with the remaining pages which were undoubtedly written by Ms Hellmich. Those additional pages gave responses to questions posed by the Commission in relation to the charity's finances and payments made to Ms Hellmich. The pages purported to be answers given by Ms Campbell. They were not.

69. In considering whether Ms Campbell contributed to, facilitated or was responsible for any misconduct or mismanagement within the charity, we must consider each of the allegations which are levelled against her in turn (issues 3.1 to 3.9).

3.1 Failure to comply with the Charity's Constitution

70. In concluding that the trustees had failed to comply with the charity's constitution, the Commission refers to the lack of formal meeting minutes being recorded prior to the Action Plan of 9th March 2021 being issued, and that thereafter, whilst steps were taken to record matters, including decisions by emails, these decisions were not formalised in meeting minutes, save for one meeting. That meeting was held shortly after the opening of the Commission's Inquiry on 18th November 2021, and the minutes recorded that it was in the best interests of the charity to dissolve following the conclusion of the Inquiry. However, with the exception of that one set of minutes, the trustees had not kept minutes as required by Clause 23 of the charity's constitution, which required that the trustees must keep minutes of all meetings of the charity trustees and committees of charity trustees, which is how decisions must be taken if, by law, they must be discharged by a resolution of the members of the CIO, and all "*decisions made by the charity trustees otherwise than in meetings.*".
71. On the evidence it has seen and heard, the panel accepts that the minutes of 18th November 2021 falsely recorded that Ms Campbell had been present at the purported meeting where the trustees are said to have discussed the possibility of winding up the charity. It therefore flows from this fact that the charity held no records of minutes for meetings or decisions at all. The Action Plan of 9th March 2021 gave the trustees six months in which to "*read, consider and apply as necessary the Commission's guidance regarding meetings and decision making...*" and in particular "*the sections on 'Conflicts of interest' and 'minutes'*". Despite that six-month period in which to remedy its recording of minutes of decisions and meetings, there was a failure to action this.
72. Where there were legitimate discussions or meetings between Ms Campbell and Ms Hellmich, these mostly took place either by email or via WhatsApp, as Ms Campbell was either living in New York or travelling for other work commitments at the time. Furthermore, the altered factual basis upon which the Commissioner now puts its case demonstrates an acceptance that some unminuted major decisions, such as the decision to remunerate Ms Hellmich to the extent that she was, were not formal decisions of the charity as the Commission had originally believed. Nevertheless, we decline to enter into a granular analysis of what decisions were taken and not minuted, nor have we been provided with any such analysis by either party. What is apparent, however, is that there are no reliable minutes of any general meetings or of any decisions of the type that the constitution would require to be minuted, and we accept in general terms that it is the responsibility of all trustees to ensure that such minuting is taking place. We therefore find that Condition D(a) is met and there is no need to look at whether Ms Campbell's conduct contributed to or facilitated the misconduct or mismanagement under Condition D(c). The Tribunal will instead go on to consider s.181A(6)(b) and (c) following consideration of the remaining allegations.

3.2 Failure to file accounts on time

73. Under section 163 of the Act and Clause 24 of the charity's constitution, the charity was obligated to provide the Commission with its annual accounts within 10 months of the financial year end. Failing to do so would, at the very least, amount to misconduct in the administration of the charity.
74. From 2016 to 2020, the only set of accounts during that 5-year accounting period which were filed on time were the 2018/2019 accounts. The others were filed late as follows:
- (a) The charity's accounts for the financial year ending 05.04.2016 were filed 121 days late.
 - (b) The charity's accounts for the financial year ending 05.04.2017 were filed 6 days late.
 - (c) The charity's accounts for the financial year ending 05.04.2018 were filed 62 days late.
 - (d) The charity's accounts for the financial year ending 05.04.2020 were filed 233/235 days late.
75. The evidence in this appeal is that Ms Campbell left the day-to-day running of the charity, including the financial, regulatory and legal functions to Ms Hellmich, but as we will go on to discuss in relation to fitness, that was how things had been arranged between them. Ms Campbell does not dispute that these accounts were filed late, but her evidence is that she only became aware of the late filings in around October 2021 when she was made aware of press reports which stated that the charity was being investigated for failing to file its accounts on time, and that thereafter, when she spoke with Ms Hellmich about this, she was assured that only one set of accounts had been filed late. Nevertheless, whilst many financial controls and functions exclusively fell within the responsibility of Ms Hellmich, we accept that the overall submission of timely accounts is a sufficiently high-level, important function of compliance so as to fall within the responsibility of all trustees, thereby satisfying Condition D(a). Where annual accounts are late, a trustee can ordinarily be expected to notice this and make proactive enquiries.

3.3 Unauthorised payments to Bianka Hellmich

76. Ms Hellmich received payments totalling £290,572 in fees whilst a trustee (between 31st July 2018 and 31st July 2020), and these payments were not authorised by the Commission, the Court or otherwise authorised in accordance with Clause 6 of the charity's constitution. It is submitted by the Commission that Ms Campbell had a non-delegable duty to ensure that the charity's funds were being properly managed. However, this was one of the functions which was properly delegated to Ms Hellmich when the charity was set up, and the purported letter from Ms Campbell, dated 27th January 2021, which suggested that the payments had been authorised, is accepted by the panel as being a forged document. Ms Campbell was plainly not aware of the payments being made by Ms Hellmich to herself and if she had been aware would not have approved them.
77. The non-delegable duty which the Commission refers to does not address the issue of responsibility within the meaning of s.181A(7) Condition D of the Act, and nothing within the Act suggests that responsibility is coterminous with the duty of a trustee, as established by the authorities referred to by the Commission. As we have already discussed in relation to what is meant by being 'responsible for' the misconduct or mismanagement, we consider that the responsibility for the financial controls against fraud of this type were Ms Hellmich's. She was the trustee who had held herself out as having the necessary experience and

expertise, and she had assumed responsibility for the financial, as well as legal and regulatory functions of the charity. It was never Ms Campbell's intention to be involved in the day to day administration and governance of the charity, and it was Ms Hellmich who had originally persuaded her to set up the charity in the United Kingdom. Once it became clear in 2021 that things were not as she had been told by Ms Hellmich, Ms Campbell then initiated engagement with professionals, which provided some checks and balances at that stage and was appropriate given what Ms Campbell knew at the time. Having appreciated that aspects of the Charity's administration and governance were insufficiently controlled, she insisted that professionals be brought on board to remedy it, and in the WhatsApp correspondence can be seen to have checked that this had been done. As she said in evidence, there was initially no reason for to think that Ms Hellmich was dishonest rather than simply out of her depth. We reject the Commission's case that Ms Campbell ought reasonably to have done more at that stage, which ignores the scale and plausibility of Ms Hellmich's deceit.

78. If the charity's finances were to be taken as being Ms Campbell's ultimate responsibility within the present context, then in circumstances where the officer or trustee of a charity commits fraud, all trustees would inevitably pass the threshold under Condition D(a) for being 'responsible' for the misconduct or mismanagement. It would therefore serve no purpose. This would additionally make Condition D(c) redundant. In the circumstances, having regard to the differing functions which the two trustees were responsible for, we do not find that Ms Campbell was either responsible for (Condition D(a)) or otherwise contributed to or facilitated the specific misconduct and mismanagement which arose as a consequence of these unauthorised payments. This was of Ms Hellmich's doing, she was responsible for this aspect of the charity's management, and at the signs of that function not being fulfilled, Ms Campbell insisted that steps be taken.

3.4 Failure to manage conflicts of interest

79. As Ms Campbell had not authorised, and was unaware of, the payments made to Ms Hellmich out of the charity's funds, she cannot be culpable for a failure to manage any conflict of interest which is dependent upon her knowledge of the payments being made. The charity's finances were controlled and managed by Ms Hellmich, and Ms Campbell had no involvement in this aspect of the charity's operations. We find, given Ms Hellmich's conduct, that it is not a matter that should reasonably have come to Ms Campbell's notice. Accordingly, Ms Campbell was not responsible for, and did not contribute to or facilitate, a conflict of interest of which she was unaware at the time.

3.5 Failure to comply with an Action Plan issued by the Commission

80. Ms Campbell's evidence was that she was not aware of the charity being given an Action Plan by the Commission, as Ms Hellmich had not told her about this or even sent her a copy of it, and that the first time she saw this document was when she was preparing this appeal. As the Commission accepts, Ms Campbell cannot be responsible for, or have contributed to or facilitated, any failure to comply with all of the actions which the Commission required to be completed within the requisite period, if she was unaware of its existence. The panel accepts that the lack of knowledge on Ms Campbell's part was as a direct consequence of Ms Hellmich concealing information from her and/or misinforming her as to the reality of the situation which had arisen between the charity and the Commission. This was not an abdication of responsibility, as has been put by the Commission, but was the result of a

carefully constructed deception which sought to allay any concerns that might have arisen had Ms Campbell been properly informed by her fellow trustee.

3.6 Inappropriate use of charity resources/unjustified expenditure

81. In relation to the charity having paid €14,800 for a trustee to take a flight on a private jet on 11th May 2018, and €9,400 for Ms Campbell to stay at the Hotel du Cap-Eden-Roc in Nantes during May 2018, the Commission contends that the failure to ensure that this expenditure was cost-effective, reasonable and proportionate constituted misconduct and/or mismanagement in the administration of the charity. In support of this proposition, the Commission refers to the lack of evidence to support any decision as to the reasonableness and appropriateness of this expenditure. Additionally, given that Ms Campbell incurred a number of hotel charges, amounting to €4,300, during the week of her stay, the commission contends that these expenses were not *"reasonable expenses properly incurred"* as required by Clause 5.1.1 of the charity's constitution, and that she was therefore not entitled to be reimbursed for them.
82. Ms Campbell's position is that she was not involved in the procurement of services for the charity or in record-keeping, and that those functions were properly delegated to Ms Hellmich, who had been responsible for the day-to-day running of the charity. She explained that her own expenses were not paid for by the charity and would either be paid for by herself or another person such as one of the charity's donors or host of the event. Her understanding about the costs of the Cannes stay were that the costs of the stay itself were to be covered by her friend, who was a charity donor, and that, as was her usual practice, she would cover her own further expenses at the hotel for the duration of the stay. She was unaware that any of the payments for her own personal expenses were paid for out of charity funds on this occasion, as this was not something which had ever taken place before. The normal practice was for her expenses to be paid for by her travel agent, and she would then be billed for those expenses by the travel agent. As she said in her evidence in relation to this issue, *"They invoice it to me, to my account. Nothing to do with charity; the hotel was sponsored."*, and she could not understand why the charity had reimbursed the agent for her own personal expenses. She confirmed that she did not ask the charity to do this.
83. The Commission submits that Ms Campbell had a non-delegable duty to ensure that the charity's funds were being properly managed and spent, and that Ms Campbells' abdication of responsibility or neglect of her duties led to the lack of financial controls. The lack of financial controls, it is submitted, led to or contributed to the payments being made, without any efforts being made to recoup these expenses from either her friend, who she understood was sponsoring the stay itself, or from herself for the further expenses incurred during the stay.
84. From the evidence available to the panel, it appears that the person on the private jet from London to Nice on 11th May 2018 was the former trustee, Lait Modi, who had resigned his position as a trustee on 5th April 2018. However, the Commission's case is advanced on the basis that Ms Campbell abdicated all responsibility as a trustee or that she neglected her duties to ensure that the charity's funds were being managed responsibly. The panel accepts that Ms Campbell was unaware how the charity came to pay for her expenses, and that she did not know why the charity had paid for the costs of the flight and the stay at the hotel, which she understood had been sponsored by her friend. As has already been discussed, it was Ms Hellmich who was responsible for this aspect of the charity's operations, and this was not something which Ms Campbell was ever given responsibility for. Given that she was

unaware of these matters, she could not be said to have contributed to or have facilitated the misconduct or mismanagement. It was Ms Hellmich who made all of these arrangements and had assumed responsibility for such matters at the outset of the charity's registration.

85. The panel is satisfied that Ms Campbell was not responsible for the inappropriate use of the charity's resources or any unjustified expenditure, nor did she contribute or facilitate it.

3.7 Lack of financial controls

86. The charity did not have its own bank account, and its funds were held by its professional advisors, Discreet Law LLP, between 2014 to 2016. As part of its Inquiry, the Commission discovered that £49,896.69 had been deducted from the charity's funds by Discreet Law LLP. Those payments should never have been made, as Discreet Law LLP had erroneously billed the charity for work that did not relate to it, and the fees were eventually recovered by the appointed Interim Managers. Had it not been for the Commission querying this payment, it is submitted by the Commission that this money would not have been recovered. That failure to ensure that the money debited by Discreet Law LLP was properly debited and/or not to have recouped the monies before the Commission opened its Inquiry is said to amount to misconduct or mismanagement in the administration of the charity. This is not disputed. However, it is accepted by the panel that Ms Campbell had no knowledge of this improper payment or misapplication of funds by Discreet Law LLP. The banking arrangements were arranged by Ms Hellmich, who used the firm that she had been associated with when she first met Ms Campbell. Ms Campbell trusted Ms Hellmich to properly manage the charity's financial affairs as per the arrangements made at the registration of the charity, and her reliance upon her and the legitimacy of Discreet Law LLP, where Ms Campbell had met Ms Hellmich on a number of occasions, was reasonable in the circumstances. That the charity's banking was Ms Hellmich's sole responsibility, carried out without Ms Campbell's involvement, is corroborated further still by Ms Hellmich's attempts to open a Cayman National Bank account for the charity using Ms Campbell's forged signature on a number of documents.
87. Ms Campbell was not, in the panel's view, responsible for the lack of financial controls, nor did her conduct contribute to or facilitate it. Bianca Hellmich was responsible for this function of the charity's operations.

3.8 Failure to manage partnership arrangements

88. Ms Campbell's responsibilities at the charity were to act as its figurehead and to bring people together to host and give credibility to the charity's fundraising efforts. This would sometimes include hosting fundraising events on behalf of other partner charities. In relation to one such agreement with Save the Children, the charity entered into a written partnership agreement in 2017. The proceeds from the fundraising event, which amounted to €450,000, were to be paid to Save the Children, but it later came to light, when the Interim Managers were appointed in March 2022, that the charity had only made payments of £225,361.09. The charity therefore still owed Save the Children between £145,000 and £147,000, and this failure to meet this financial obligation constituted misconduct or mismanagement.
89. As has already been discussed, Ms Campbell's role within the charity was as a figurehead and she used her contacts and profile to generate interest in the charity's fundraising efforts and events. All of the day-to-day operations of the charity, including the charity's finances, legal and regulatory functions were managed and controlled by Bianca Hellmich. Ms

Campbell was not responsible for the specifics of any partnership arrangements or the transfer of funds to Save the Children. This was all within Ms Hellmich's area of operations and control, and it is accepted by the panel that Ms Campbell was unaware of any breaches of the written agreement. She was therefore not responsible for this failure, nor did she contribute or facilitate it by abdicating or neglecting her duties. This duty and failure belonged to Ms Hellmich in her function as the person responsible for the finances and partnership arrangements of the charity.

90. In relation to the fundraising events for the Mayor's Fund for London, the charity held two events for it in 2019. Unlike the events run to the benefit of Save the Children, there was, however, no written partnership agreement. The Mayor's Fund for London considered that it was owed £50,000 by the charity, but the Interim Managers concluded that there was no contractual obligation to pay. Instead, they considered that the charity was under a moral obligation to pay these funds, and the Commission's view was that there was mismanagement in the administration of the charity as a result.
91. As with the funds raised on behalf of Save the Children, the panel accepts that Ms Campbell was unaware of this failure to make the £50,000 payment, and only became aware of this issue in May 2021 when Ms Hellmich told her that there was some media interest in the Mayor's Fund for London, but concealed the nature of the problem and told her that there was nothing for her to be concerned about. It was later in November 2021, when The Guardian published its article on the charity, that Ms Campbell became aware of the nature of the problem, which was shocking to her. That this information was kept from Ms Campbell is further supported by an email of 14th January 2022 from the Chief Executive of the Mayor's Fund for London to the Commission which stated that Bianka Tobinska (Bianka Hellmich) was the trustee that they dealt with in relation to *"the financial results of both events"*. Again, the panel finds that Ms Campbell was not responsible for this failure to make this payment, nor did she contribute to or facilitate it. Once she learned of it, she took reasonable steps in response. Any fault for this mismanagement lies squarely with Bianka Hellmich, who held the responsibility for ensuring that the payment was made.

3.9 Failure to manage the charity's finances

92. The Commission relies on the fact that the charity debts between 2021 and 2022 were greater than its assets, and by way of example it explains that the Interim Managers informed the Commission on 27th June 2022 that the charity had outstanding liabilities of £155,775, with a cash balance of only £98,182.52. That left a shortfall of £57,592.48, with a large part of the charity's expenditure having been spent on professional fees where no value for money exercises had been carried out. The Commission's position is that permitting the charity's finances to reach this point where its liabilities exceeded its assets was misconduct and/or mismanagement in the administration of the charity. This is not disputed by the parties.
93. Ms Campbell's case is, as it has been discussed in some detail above, that she was unaware of this financial position, having not been made aware of it by Ms Hellmich, who was clearly concealing such matters from her. As with the unauthorised payments made by Ms Hellmich from the charity's funds to herself, the failure to fulfil the financial partnership arrangements, and all the other financial functions which were exclusively within Ms Hellmich's control and were her responsibility, Ms Campbell was kept in the dark. The professional fee arrangements, payment authorisation requests and financial management generally were carried out by Ms Hellmich and the solicitors she instructed. When matters were brought to the attention of Ms Campbell through press reports in 2021, she impressed upon Ms

Hellmich, via WhatsApp, that she needed external lawyers to be involved and that she had “not taken a 1 penny from Fashion for Relief.”, and that Ms Hellmich should give all information to the Commission for the investigation. She was of course assured that steps were being taken by Ms Hellmich to deal with all of these matters which were within her remit, and the full extent of matters continued to be concealed from Ms Campbell.

94. Having considered all of the circumstances relating to the management and control of the charity’s finances the panel finds that Ms Campbell was not responsible for the failures to properly manage the charity’s finances, nor did she contribute or facilitate Ms Hellmich’s conduct in that regard. The mismanagement and misconduct concerned was a product of Ms Hellmich’s conduct alone.
95. Having considered all of the examples of misconduct and/or mismanagement relied upon by the Commission to make its disqualification order, the panel has concluded that Condition D is satisfied in relation to the lack of minuted decisions and trustee meetings, and in respect of the failure to file its annual accounts in time.

4. Is the Appellant unfit to be a charity trustee under s.181A(6)(b) of the Act?

96. The Commission’s Explanatory Statement ‘*The discretionary disqualification power: power to disqualify from being a trustee*’ dated December 2016 provides guidance as to when a person is likely to be found to be unfit by the Commission. In terms of how it approaches the question of fitness, the Explanatory Statement confirms that the word ‘unfitness’ is not defined in the Act and will therefore be given its ordinary English language meaning. The guidance goes on to state that “*there would normally be some causal link or connection between the identified conduct and how that is, or is likely to, impact on the person’s ability to be a trustee.*”, but that the conduct in question need not be deliberate and may be reckless, negligent or done in wilful disregard, or by failing to act. The guidance goes on to state as follows:

“It is not the commission’s intention to make a finding of unfitness in relation to well-meaning persons who have made an honest mistake in good faith or who were well-meaning in what they did but made an error in judgment, whether whilst administering the charity or charitable funds or in the context of their work or personal life.

For the most part, trustees are unpaid volunteers who give up their personal time to do something for social good. The commission supports and encourages voluntary participation in charities, in accordance with its statutory duties, and does not want to penalise a person simply because they made a mistake or misjudgement, particularly if the impact is low or minimal.

However, the commission also has a statutory objective to promote trustees’ compliance with their legal obligations and increase public trust and confidence in charities. It therefore needs to ensure that charities and other trustees are protected from those whose involvement with charity poses a risk to the charity, is damaging to the charity or to the sector. One aim is to reduce the risk of and enable the commission to act before any misconduct or mismanagement by the person is committed by a charity.”

97. The fact that Ms Campbell is a high-profile figure within the fashion industry and philanthropic circles does not, in our view, place any higher duty upon her than someone who is less high-profile or recognised. Bianka Hellmich not only pulled the wool over her eyes, but she sought to misinform or deceive the various law firms she instructed, the banks to which she provided forged documents, and the Commission itself. There were others who were caught up in her dealings and misinformation, including those who were based across

the Atlantic Ocean in America, and we consider that it is somewhat of an oversimplification to suggest that further checks carried out by Ms Campbell would have been likely, whether at the outset of the charity's operations or further down the line, to have revealed the true extent of the charity's financial and other operational irregularities, when faced with a person who had assumed responsibility for the charity's finances and other functions, and who was capable of forging signatures on documents, creating bogus email accounts to dupe others into believing that Ms Campbell had written to them, and of misdirecting the Commission to the extent that it believed it had been receiving Ms Campbell's input in relation to its investigation. That, of course, was not the true state of affairs.

98. In this instance, Ms Hellmich was not a member of staff to whom Ms Campbell had delegated responsibilities. She was a fellow trustee with apparently appropriate skills and expertise, who had persuaded Ms Campbell to register and set up the charity she had already been operating successfully in the United States of America, in the United Kingdom. The division of responsibilities was such that Ms Hellmich, as a trustee, assumed all responsibility for the financial, legal and regulatory functions of the charity, and would carry out the day-to-day running of the charity. Ms Campbell's responsibilities extended to the matters which have already been discussed at some length.
99. This is a somewhat different situation to that discussed by Falk J in Re Keeping Kids Company; Batmanghelidjh [2021] EWHC 175 (Ch) at [858] to [860], where she discussed the delegation to staff by the directors of the charitable company, and commented that "*Proper delegation does not involve abdication*", and that in such situations there remains an overall duty to supervise those staff who have been delegated to. However, Falk J discussed at [848] to [855] how the courts "*have long taken a benevolent approach towards charity trustees in circumstances where (as here) no dishonesty or wilful misconduct is alleged. There are good reasons of public policy for this approach. It reflects the real risk that any other approach would deter individuals who would otherwise be well suited to becoming charity trustees from doing so. It also reflects the court's recognition of the public service that charity trustees provide.*".
100. In Scargill v Charity Commissioner (unreported, 4 September 1998), Neuberger J at [98] to [99] stated *in obiter* (in the context of an appeal under s.18 of the Charities Act 1993 against an order removing the appellants as trustees):

"I think it is legitimate for the court should bear in mind that making or upholding an order removing a person as a charitable trustee could, at least in some circumstances, discourage people who might otherwise be prepared to do that which is self-evident in the public interest, namely to act as charity trustees. It would be wrong to require unrealistically high standards of legal skill, financial analysis, or detailed factual knowledge, from charitable trustees. The court should, in principle, not be anxious to find fault with charitable trustees who, while doing their best, make honest, even stupid mistakes."
101. The Supreme Court decision in Lehtimäki & Ors v Cooper (Rev 1) [2020] UKSC 33, which came before the High Court's decision in Re Keeping Kids Company; Batmanghelidjh, Lady Arden JSC emphasised the benevolent approach adopted by the courts in relation to charity trustees:

"188. Furthermore, Lord Briggs' approach is out of line with the benevolent approach which the law adopts in relation to charitable trusts (see paras 53 to 55 above) and also in relation to charitable trustees. Thus, for example (and remembering that I have not concluded that there is any threatened or actual breach of duty by Dr Lehtimäki: see further para 195 below), the law looks benevolently on charity trustees even where there is evidence of actual or potential breach

of duty: see, for example, the judgment of Lord Eldon in *Attorney General v Exeter Corpn* (1826) 2 Russ 45, 54 (approved by the House of Lords in *Andrews v McGuffog* 11 App Cas 313, 324) as follows:

"With respect to the general principle on which the court deals with trustees of a charity, though it holds a strict hand over them, when there is wilful misapplication, it will not press severely upon them, where it sees nothing but mistake. It often happens, from the nature of the instruments creating the trust, that there is great difficulty in determining how the funds of a charity ought to be administered. If the administration of the funds, though mistaken, has been honest, and unconnected with any corrupt purpose, the court, while it directs for the future, refuses to visit with punishment what has been done in time past. To act on any other principle would be to deter all prudent persons from becoming trustees of charities."

102. That risk of deterring prudent persons is fully engaged by the breadth of the Commission's arguments on some of the present facts. Prior to Ms Hellmich's involvement, Ms Campbell successfully raised large sums for charity, and there are other charities by well-known people that continue to do so. Certainly, as regards Ms Campbells' conduct in relation to her duties as trustee, we are satisfied that there was no dishonesty or wilful misconduct on her part. As the panel has already determined, Condition D was satisfied only in relation to the lack of minuted decisions/trustee meetings, and in relation to the failure to file the annual accounts in time.

The competence, honesty or integrity of Ms Campbell

103. The Commission's guidance refers to a person's competence as concerning *"a person's ability to carry out and comply with the essential duties and responsibilities of a trustee to a reasonable standard."* It goes on to state that in considering a person's competence, the Commission will examine the extent to which a person has complied with the six key duties. The Commission explains that conduct which show that the person has failed to comply with these or similar duties in a charity, or in other fiduciary positions, will call into question their competence to act. Those key duties are as follows:

- Carrying out the charity's purposes for the public benefit;
- Acting in compliance with the governing document and the law;
- Acting in the best interests of the charity;
- Managing the charity's resources responsibly;
- Ensuring the charity is accountable; and
- Acting with reasonable care and skill.

104. The guidance further explains that when assessing a person's competence, the Commission will take into account: (1) Any protected characteristics of the person under the Equality Act 2010; and (2) Whether the person is a professional trustee. In relation to the question of whether a person is a professional trustee, the guidance states as follows:

"With regard to (2), where the person holds themselves out as, or is or has been, a professional trustee, it is reasonable to expect them to demonstrate a higher standard of care and skill as reflects the profession or expertise they profess to have. The Commission will generally have regard to the

threshold for the duty of care as set out in section 1 of the Trustee Act 2000 in that a trustee must exercise such care and skill as is reasonable in the circumstances, having regard in particular:

- to any special knowledge or experience he or she has or holds himself or herself out as having*
- if he or she acts as a trustee in the course of a business or profession, to any special knowledge or experience it is reasonable to expect of a person acting in the course of that kind of business or profession"*

105. Although Bianka Hellmich held herself out as being a qualified lawyer with the necessary expertise to manage the day-to-day running of the charity, thereby satisfying the criteria for being deemed a professional trustee for the purposes of the Commission's guidance, Ms Campbell could not be said to have held herself out as such at any time. Accordingly, whilst Ms Hellmich would undoubtedly be subject to the higher standard of care and skill required of a professional trustee, Ms Campbell would not. Her competence is therefore not assessed to this higher standard.

106. Ms Campbell was never remunerated for her work, and the expenses which the charity paid for in connection with her stay in Cannes in May 2018, the fact of which was unknown to Ms Campbell, were confined to that solitary occasion. It is not in doubt that Ms Campbell had set up the charity and was carrying out the charity's purposes for the benefit of the public, and especially given that she was never remunerated in any way for her voluntary work for the charity, it cannot be said that at any point she chose to act other than in the best interests of the charity. She likewise did not undertake charitable work for the benefit of her own public profile, as Mr Sadiq appeared to suggest at one point, and responded with conviction that "I'm already famous enough for what I do in my day job". It is additionally the panel's understanding of her evidence that there were occasions when she spent her own money in connection with her voluntary work for the charity, and we accept that this will undoubtedly have been the case on occasions. We recognise that Ms Campbell performed her own functions within her areas of responsibility with competence, care and skill, and that her misplaced trust in Bianka Hellmich led to the overall mismanagement and misconduct within the charity, having been repeatedly misled as to the true state of affairs within the charity, both before the Commission's investigation began and thereafter.

107. Whilst the Tribunal recognises that Ms Campbell must take some responsibility for the failures to maintain minutes of the charity's decisions and meetings, and in relation to the late filing of the annual accounts, this did not stem from any wilful disregard of the law or contrary to professional advice. Her understanding was that Ms Hellmich was taking care of all of those matters as the trustee with overall responsibility for managing the day-to-day operations of the charity. There was never any basis upon which Ms Campbell ought to have appreciated that Ms Hellmich's behaviour was fraudulent rather than innocent failure to keep on top of administration. Even if the charity had kept proper minutes and had filed its accounts on time, it is, in the view of the panel, highly unlikely that the serious consequences which arose as a direct consequence of Ms Hellmich's conduct could have been avoided. There is, in effect, no causal link between Ms Campbell's failures and the serious consequences which stemmed from Ms Hellmich's frolics of her own. She did not engage in any dishonest or deceptive conduct herself, and she was unaware of any such practices being carried out by her fellow trustee. Indeed, when matters came to her attention through press coverage in 2021, her instincts which she impressed upon Ms Hellmich, were for the charity to seek independent professional advice. This was a reasonable response for a trustee in Ms

Campbell's position, and goes to mitigate her earlier failure to proactively ensure minutes and timely accounts.

108. Having regard to the facts as they existed and taking account all of the evidence in this appeal, we do not find that Ms Campbell's conduct was reckless, contrary to professional advice or was deliberate in failing to keep minutes or file the charity's annual accounts on time. Adopting a broad, evaluative stance we do not conclude that she is unfit to be a charity trustee or a trustee of a charity.
109. Given the Tribunal's finding in respect of Ms Campbell's fitness, we are not required under the s.181A(6) of the Act to go on to consider whether the making of the order is desirable in the public interest in order to protect public trust in charities. However, having regard to the various factors in the Commission's guidance which it states that it may take into account in determining whether the making of an order is in the public interest, we do not consider that any of the factors listed apply to Ms Campbell's conduct in relation to the charity. However, we consider that her relevant conduct and its impact was exacerbated by circumstances outside her direct control, in that Ms Hellmich misled and deceived her as to the true circumstances which existed, and we note that the charity has subsequently been dissolved and removed from the register of charities by the Commission. We cannot accept the Commission's case that disqualification is an appropriate response to the failures over minutes and accounts. We do not consider that a disqualification order would achieve the purpose of protecting the public trust and confidence in charities in circumstances where, in these particular circumstances, the most serious wrongdoing was the result of another trustee's fraudulent conduct and Ms Campbell took such steps as were reasonably required of her.

Signed:

Date:

Judge Armstrong-Holmes

30th September 2026

ⁱ Upper Tribunal Judge Neville sits in this appeal as a Judge of the First-tier Tribunal, pursuant to section 4(1)(c) of the Tribunals, Courts and Enforcement Act 2007. Judge Armstrong-Holmes is a Judge of the First-tier Tribunal. Ms Conway is a Tribunal member with specialist knowledge and experience of charities.