

MALVERN HILLS CONSERVATORS
Governance Committee
Manor House, Grange Road, Malvern
Thursday 28th April 2016, 6.30 pm

Present: Mr R Bartholomew (arrived before item 6), Dr S Braim, Mr D Bryer (left before item 9), Mr S Freeman (ex officio), Mr C Penn (arrived before item 6), Professor J Raine, Ms H Stace.

In attendance: Director, Secretary to the Board, Dr P Forster, Mr D Hawkins, Ms S Rouse (until 7pm), Mr D Street (until 7pm), Mr P Watson, Mr T Yapp.

1. APOLOGIES FOR ABSENCE

Mr R Hall-Jones.

2. DECLARATIONS OF INTEREST

There were no declarations of interest.

3. CHAIRMAN'S ANNOUNCEMENT

There were none.

**4. MATTERS ARISING FROM THE MEETING HELD ON 28 JANUARY 2016
(not otherwise on the agenda)**

There were no matters arising not set out on the agenda.

**5. GOVERNANCE COMMITTEE RESPONSIBILITIES AND MONITORING
OBLIGATIONS**

Prof Raine explained that progress had not yet been made on this item as all efforts had been concentrated on work on the Charity Commission Scheme.

Prof Raine asked to take agenda items 7 and 9 next

6. POLICY REVIEW (agenda item 7)

The Secretary to the Board said that little progress had been made due to lack of time.

7. GOVERNANCE COMMITTEE MEMBERSHIP (agenda item 9)

There was a vacancy on the Committee. Ms Rouse had been proposed in accordance with Standing Order 4.4 and she had agreed to join the committee as from the next meeting.

8. CHARITY COMMISSION WORKING PARTY REPORT (Agenda item 6)

Prof Raine felt that interview process had been a very useful exercise which had revealed a high degree of unanimity amongst Board members and staff. It had also been a good opportunity to get to know Board members and staff better. It was important to appreciate that proceeding with the Scheme would be a very significant piece of work

and would require a considerable input of resources, both in terms of staff time and legal advice. If the proposal were to be approved, the next step would be to work out in more detail what the resource requirement might be.

Mr Bryer commented that the contents of the discussions and therefore the report had ranged much wider than the proposals for a Scheme but it was clear that there was a lot of interest in a “big vision” for change at MHC. The Working Party, with the Director, had made a useful visit to the National Trust, who had used a Charity Commission Scheme to change their governance arrangements. Discussion with them had confirmed the view of the Working Party that a Scheme was the right way for MHC to go about making changes. The Trust Secretary had outlined both the problems and the benefits of using a Scheme, but had also pointed out that, because of cuts at the Charity Commission, they now offered only limited practical support through the process. There followed a general discussion on how the proposed structure might operate. It was at present in outline only and more detail would be required at the next stage. Mr Freeman asked if the structure of Council and Board might require more administrative support? He was also concerned to ensure that any new structure properly reflected the requirement for democratic accountability arising from MHC’s precepting powers. The proposals needed to be acceptable to the public as well as to the Board. There was general agreement by committee members to the principle that there should be elected representatives on the Board of Trustees, with the detail to be worked out at a later date.

The Secretary to the Board suggested that legal advice would be needed at an early stage to ascertain whether or not it would be possible to make the change to Council and Board model through a scheme, given MHC status as a precepting body with elected members.

There were a number of other issues contained in the Working Party report that would not need to be part of the Charity Commission Scheme and which could be taken forward separately if supported by the Board.

It was clear that if arrangements outlined in the report were agreed, there would be a lot more work to be done. It was agreed that the next steps should be:

- To seek Board approval for the proposals for a Scheme as outlined in the report. It should be made clear to the Board what the next steps would need to be and (if possible) to provide indicative figures of the cost involved. To this end a further short paper would be required for the Board meeting.
- To develop a more detailed understanding of the resource requirements for taking the Scheme forward including obtaining estimates from solicitors of the possible cost of the support that would be required.
- To obtain advice whether or not all the changes outlined in the Working Party report could be achieved through a Scheme.
- To refer the matter back to the Board with a view to seeking approval to work up more detailed proposals.

On the proposal of Prof Raine, it was **RESOLVED** unanimously:

- a) That the Working Party prepare a further short report for the Board outlining the next steps in taking the Scheme forward, and the resource requirement.
- b) To recommend to the Board that they adopt the Working Party report and approve the principal findings therein and invite the Governance Committee to continue to take the project forward.

9. REVIEW OF STANDING ORDERS (Agenda item 8)

Mr Penn introduced the paper, which contained a mixture of firm proposals and issues for discussion. If the Charity Commission Scheme were to come to fruition it was recognised that there would be a need for further major changes to Standing Orders. The Committee considered the contents of the paper and Mr Freeman suggested that the word “reputational” should be included in the amended wording for Standing Order 12.12. A new proposal was that Board members could opt to have their agendas and papers delivered electronically (rather than as hard copies). The Secretary to the Board felt that this was permissible under the wording of the current legislation.

On the proposal of Prof Raine it was **RESOLVED** unanimously to recommend that the Board adopt the recommendations set out in the paper together with the other minor amendments set out in the draft Standing Orders annexed, except that the Committee made no specific proposal in relation to ex officio membership of all Committees for the Chair and Vice Chair of the Board (which the Committee felt should be further considered and decided by the Board).

The Secretary to the Board said that she would try to do a full redraft of the Standing Orders before the Board meeting in June but was unsure whether she would have time.

10. DATE OF NEXT MEETING

28th July at 6:30pm

The meeting closed at 8.15pm