

MALVERN HILLS CONSERVATORS GOVERNANCE COMMITTEE

**Manor House, Grange Road, Malvern
Monday 27 July 2015 4.30 pm**

Present: Rev'd C Attwood (Chairman), Mr S Freeman, Mr S Ginn, Mr R Hall-Jones, Mr B Pilcher, Prof. J Raine, Mrs G Rees, Ms H Stace (ex-officio) – arrived during item 6.

In attendance: Director, Secretary to the Board, Mr A Golightly, Mr C Rouse, Mr P Watson, Mrs S Young, Mr T Yapp.

1. APOLOGIES FOR ABSENCE

Ms Stace had sent apologies as she expected to be late.

2. CHAIRMAN'S ANNOUNCEMENTS

Nominations David Bryer had been nominated as a Conservator by the Church Commissioners. Patricia Morgan and Rev'd Attwood had been nominated by Herefordshire Council as Conservators from November 2015.

Amendment to Standing Orders Rev'd Attwood asked the Committee to note that there had been an error in the proposal and resolution in relation to amendment to Standing Order 3.3. It had been stated that Standing Order 3.3 would be changed, whereas in fact the new wording would replace Standing Orders 3.3 and 3.4.

3. DECLARATIONS OF INTEREST

There were none.

4. MATTERS ARISING FROM PREVIOUS MEETINGS

There were none.

5. UPDATE ON WORK OF CHARITY COMMISSION WORKING GROUP

A firm of charity lawyers, Bates Wells Braithwaite (BWB) had been asked to respond to specific questions, mainly relating to financial issues, in order to assist the Working Group. Their advice had been received but not yet considered. The Secretary to the Board had produced a draft timetable with a view to scheduling the remaining work so that the Working Group's conclusions could be considered by the Board before the October elections. Mr Freeman suggested that the Charity Commission be asked, as part of the Scheme, to dissolve the Board as currently constituted, and to set up a new Board under the proposed arrangements, otherwise the changes would have a very long lead time.

6. PLANNING FOR THE ELECTIONS

It was proposed to:

- Use the Skills Register to identify skills which would be sought in new Board members. It was recognised that any candidate who wished to stand for election could do so.
- Set up an induction/training program for new members and set up a training record.
- Arrange briefing sessions for prospective candidates to explain what being a Conservator entailed.

The Director was to have a meeting with Matthew Box, the Electoral Services Manager at Malvern Hills District Council, to confirm the election timetable. He also wished to discuss with him what MHC were permitted to say about the skills they were seeking in the prospective candidates.

Rev'd Attwood felt that it was important to sustain the consensual culture which had been developed. Mrs Rees commented that it was important to update Board members' skills from time to time, as well as training new members. It was suggested that appropriate wording indicating that MHC welcomed candidates from diverse backgrounds should be included in any pre-election publicity.

7. ROLE OF BOARD MEMBERS

There was a discussion about collective responsibility and the role of the Board. It was acknowledged that there were risks involved in being a trustee, but these were small so long as a robust Governance structure was in place and trustees took appropriate advice. The Governance review had defined the roles of staff, Board members, Committees and the Board. It was the role of the Board to provide strategic direction and to monitor progress in accordance with that strategy. It was not their role to manage. If Board members felt they had insufficient information to carry out their monitoring role, then they should approach the relevant Committee Chairman and address the issue through the Committee.

Ms Stace pointed out that a Trustee Board should present a united front once a decision had been taken, including those who had not supported the decision, as otherwise the organisation could be undermined. There would inevitably be areas of disagreement and if members were concerned, the correct response was to continue to discuss the matter and get in external experts. Disagreement should be dealt with respectfully and constructively.

8. APPROVAL OF RISK ASSESSMENT

Rev'd Attwood thanked the Director and staff for their work on the Risk Assessment. The Director went through the paper. The Land Management and Finance, Administration and Resources Committees had already had the opportunity to comment. The following points were raised:

1.5 (Trustee body influenced by Local Government): It was suggested that in column 4, the word "constituted" should be used instead of "selected"

2.3 (Breach of H & S legislation): It was noted that the risk was stated to have increased. The Director said that risk assessments eg for the Field Staff had not been reviewed for a few years and this had now become pressing.

3.4 (Impact of Government policy): Mr Hall-Jones pointed out the risk that organisations such as the Conservators could be subjected to Government restrictions at a time when they were seeking to cap local government spending. The organisation needed to be alert to such changes.

3.5 (Impact of Local Campaigns): This was a new item which had not previously been recognised as a risk. The Director felt that it should become a standing item.

4.4 (Employment issues): The risk had decreased as a result of engagement of an external HR consultant. She had prepared a draft Staff Handbook containing up to date staff policies. An appraisal system was in place.

5.10 (Poor investment returns): The Director felt that the risk had increased because the investment strategy had changed, putting capital at greater risk. It was suggested that the wording might be amended to reflect that there was a greater risk to capital.

5.11 (Pension Commitments): Mr Watson was concerned that the register did not appropriately reflect the level of risk. It was agreed that the detail in column 4 needed to be expanded to reflect all the work that was being done to address the problem. The Director had left the risk as “Yellow” category as the Board were taking action through the Pensions Working Group. The Auditors had been philosophical about the problem as there was no possibility of MHC (or any of the other hundreds of bodies in the same position) being asked to write a cheque to clear the deficit. Rev’d Attwood felt what mattered was not so much the category into which a risk was placed, but the action that was being taken. The Director would add in column 4 that MHC was taking advice from an independent pensions lawyer and actuary and refer to the work of the Pension’s Working Group. Mr Watson suggested the existing wording should be modified to state that the review was in relation to all staff and not just new starters. It was recommended that the Finance, Administration and Resources Committee should be asked to review the risk category once they had received the report of the Pension’s Working Group.

A number of columns in the middle of the assessment did not have a name in the “Responsibility” column (eg 4.2, 4.3)

1.9 and 4.4: There was no mention of a policy about whistleblowing. Ms Stace said that there was a policy for trustees in the Code of Conduct. and it was thought that a staff policy might be contained in the new staff handbook.

It was unanimously **AGREED** to recommend to the Board that the Risk Assessment be approved with the reservations set out above.

9. MONITORING OF “RED” ITEMS ON RISK ASSESSMENT

The Risk Assessment was subject to an annual review but it had been suggested that there should be a specific requirement for a more frequent review of risks recorded in the “red” category. Ms Stace said that the only item currently flagged “red” was being addressed in the Business Plan and therefore there was already a mechanism for

monitoring the risk. Rev'd Attwood suggested that it was the responsibility of the Chairs and the Director at the Chairman's Briefing meetings to ensure that the key strategic documents (Risk Assessment, H & S documents, Business Plan) were always in mind. If individual members of the Board had concerns, they should also raise them and satisfy themselves that any issues were being addressed through the Chairmans' meetings.

10. MHC POLICIES

The Secretary to the Board went through the paper. She had prepared a schedule of policies with suggestions about who should take responsibility for each one. It was clear that not all policies were being reviewed as they should be. Review in the required timescale should be the responsibility of the Committee under whose remit the policy fell. This responsibility needed to be included in the Committees' Terms of Reference. Rev'd Attwood proposed that Board members should be asked to make any further comments on the schedule to the Secretary to the Board. Ms Stace said that it should be for the Chairs of the Committees to look at the schedule and draw up a programme of review. Allocation of the policies should be an agenda item for a future Chairman's meeting.

Rev'd Attwood highlighted that Safeguarding had not been incorporated into the policy schedule as yet.

It was **AGREED** to present this to the Board as a work in progress.

11. AGENDA ITEM 12 URGENT BUSINESS

There was none.

12. AGENDA ITEM 13 DATE OF NEXT MEETING

To be set in accordance with the progress of the Charity Commission Scheme Working Group.

13. WIMBLEDON AND PUTNEY COMMON GOVERNANCE REVIEW

This item was not addressed.

The meeting adjourned at 6pm