

Malvern Hills Trust
Governance Committee
Manor House, Grange Road, Malvern WR14 3EY
Monday 24 April 2017 5.30pm

Present: Mr R Bartholomew, Dr S Braim, Mr S Freeman (non-voting), Mr R Hall-Jones (non-voting), Mr C Penn, Professor J Raine, Ms S Rouse, Ms H Stace.

In attendance: Chief Executive Officer, Secretary to the Board, Dr P Forster, Mr C Rouse, Mr P Watkins, Mr T Yapp.

The Chair welcomed everyone to the meeting

1. Apologies for absence

Mr D Bryer.

2. Chair's announcements

There was an item of urgent business.

3. Declarations of interest

There were one.

4. Matters arising from the meeting of 23 February 2017

There were none.

5. Amendment to the Conflict of Interest Policy and procedure for dealing with conflicts of interest.

The policy was approved, with a small change, at the March Board meeting. The Secretary to the Board went through the paper and the proposed protocol for dealing with conflicts of interest.

Ms Stace suggested that it should be made clear in the protocol that if papers were being withheld from a Board member, then Board members should not disclose the content of the papers to that person. Mr Hall-Jones referred to point 6 and suggested that just because a matter was council policy, it did not mean that all council members had a conflict of loyalty in relation to it and all cases of conflict of loyalty should be dealt with on an individual basis. The Secretary to the Board pointed out that if there were several members who shared the same potential conflict of loyalty, it might not be appropriate for them to be making a decision on each other's cases and that she had received advice that once a council had made a decision, the members of that body were assumed to be collectively responsible for it. Mr Hall-Jones questioned whether the advice which had been given was correct and asked for the authority for that proposition. It was suggested by Ms Rouse that Board members should read the *Maidment* case in full along with the Charity Commission guidance on conflicts of interest. Mr Freeman had undertaken some research and was happy to make that available. It was suggested that the Secretary to the Board should circulate this to Governance Committee members. Ms Rouse suggested that it might go to all Board members.

On the proposal of Ms Stace, seconded by Dr Braim, it was **RESOLVED** unanimously to adopt the protocol as amended above.

6. Charity Commission Scheme

The Secretary to the Board confirmed that BWB had been given the contact details of the relevant officer at Department of Culture Media and Sport and had written to ask for a meeting.

Mr Hall-Jones referred to a part of the resolution passed at the Board meeting of March 9th which stated "For the time being not to include work on any new Board structure or methods of appointment of Board members". Prof Raine said he felt the working party was entitled to undertake deliberations in relation to the legal advice that had been received on changing the electoral arrangements for the Board. No financial resources had been committed to it (except in so far as the resolution permitted taking further legal advice). Prof Raine then gave a presentation on the options which the Working Party had considered. There was a general discussion and it was agreed that there should be a further round of consultations in order to refine proposals for the method of appointment of Board members.

7. Implementing Diversity Policy

(Ms Rouse left the meeting part way through this item.) Mr Freeman went through the paper.

The CEO endorsed the proposal for more public engagement, but in relation to meeting times, he felt the needs of Board members and staff should also be considered. He pointed out that a fixed day and time could also exclude some people who had another clashing commitment. It was agreed that the Staffing Committee should look at the issue of additional expense incurred by staff as a result of attending evening meetings.

On the proposal of Prof Raine, seconded by Ms Stace it was **RESOLVED** unanimously that the Committee recommended to the Board:

1. That the CEO be asked to prepare and implement an outreach programme aimed at the local community with a view to promoting a greater knowledge of and interest in the work of the Trust.
2. That from a date to be determined by the Secretary to the Board, meetings of the Board and the Finance, Administration and Resources, Governance, Land Management and Staffing Committees should be held on a Thursday commencing at 7.00pm and subject to change only in exceptional circumstances.

8. Urgent Business

The Secretary to the Board was in the process of amending the Governance Handbook to reflect the new brand style, and the changes of job titles in anticipation of the induction of new Board member Emma Holton. She had identified some changes which had been approved by the Board but not yet incorporated and some errors and anomalies to which she wished to draw the committee's attention:

- Section 6: Representatives on Advisory Panels and Outside Bodies. In practice these were appointed not elected and the section should state the appointments took place at the *November* Board meeting
- One change previously missed of “Conservator” to “Board member”
- Making clear in the summary of MHT’s obligations that some obligations stemmed from legislation other than the Malvern Hills Acts
- Under Role of the Chair and Vice Chair, to make the change to reflect that the Chair and Vice-Chair were no longer voting members of committees.
- Remove a reference to the Urgent Business Committee which no longer existed
- In System of Delegation, remove a reference to the Board ratifying urgent decisions taken by the Chair, as the Chair had no decision making powers
- Amend FAR Committee Terms of Reference to include the delegated powers agreed by the Board in January 2017
- In the process for approval of the minutes, to alert the Secretary to the Board of any errors in the minutes, not just typing errors

9. Date of next meeting

July 27 2017 at 7pm

The meeting closed at 6.54pm