

Malvern Hills Trust  
Governance Committee  
Manor House, Grange Road, Malvern WR14 3EY  
Thursday 26 October 2017 7.00pm

**Present:** Mr R Bartholomew, Dr S Braim, Mr D Bryer, Mr S Freeman (non-voting), Mr C Penn, Prof J Raine, Ms S Rouse, Ms H Stace.

**In attendance:** Chief Executive Officer, Secretary to the Board, Mr M Cordey, Mr M Davies, Mr C Rouse, Mr P Watson, Mr T Yapp

The Chair welcomed everyone to the meeting.

**1. Apologies for absence**

Roger Hall-Jones.

**2. Chair's announcements**

Board member training –Developing a Reserves Policy – 16 November 2017  
Land Management outdoor meeting 23 November 2pm to view Old Hills,  
Bowling Green and Clevelode. Park at the southern Old Hills car park

**3. Declarations of interest**

There were none.

**4. Matters arising from previous meetings (not otherwise on the agenda)**

There were none.

**5. Approval of Schedule of Risk**

The Risk Assessment had already been viewed by all the Committees and the CEO went through some of the key points contained in it.

2.3 Ms Stace asked if the competencies of the staff needed to be reviewed.

3.4. Typing error – implementation

5.13 Great Malvern Lloyds branch was closing for refurbishment and arrangements for payments in of coins were to be reviewed.

Dr Braim commented that it would be helpful to show a version number on documents such as the Risk Schedule.

On the proposal of Ms Stace, seconded by Mr Penn it was **RESOLVED** unanimously to recommend approval of the Risk Schedule to the Board.

**6. Reform of Board Size and Structure**

Prof Raine introduced the paper. He said that the intention was to capture the important principles of the proposed reforms. Details would need to be added in due course, partly with the help of solicitors where they had to be included in the Scheme, but some of the underlying detail could be dealt with by MHT through internal regulation. There would almost certainly be some modifications during the drafting process.

There was a discussion on whether to take the seven recommendations individually or *en bloc*. It was agreed that to an extent, they formed a package, but if approved individually, if one element did not find favour, it could be singled out for further development, without affecting the others. It was agreed that it was important for there to be flexibility built into the Scheme so that if, in practice, a particular element did not work well, it could be changed without the need to go back for another Scheme. There being no dissent amongst members of the Governance Committee on any of the recommendations, they were approved together.

On the proposal of Dr Braim, seconded by Mr Bartholomew, it was **RESOLVED** unanimously to recommend the Board that the following provisions be included in the Charity Commission Scheme:

1. That the board of MHT be reconstituted to include no more than twelve trustees.
2. That six members of the board shall be directly elected by the registered voters in the precepted area through a 'single list' electoral process (i.e. a Single Non-Transferable Vote system).
3. That all candidates for MHT elections should satisfy an eligibility requirement of residing or working at an address within a 9 mile radius of Great Malvern Priory.
4. That one quarter of the board should retire by rotation each year.
5. That an Independent Selection Panel (ISP) process be established to seek out and assess candidates' suitability for appointment to the board. The ISP would make recommendations to fill available places (up to a maximum of six) and do so with the specific aim of ensuring an appropriate overall balance on the board in terms of relevant skills, experience and diversity.
6. That the ISP should be comprised of five suitably experienced practitioners, one of whom should be the chief executive of MHT.
7. That trustees appointed to the board should normally be able to serve for a term of four years, and may be reappointed, though for no more than one further consecutive term.

#### **7. Additional items for inclusion in the Charity Commission Scheme**

The paper set out the items that had been approved by the Board to date, and proposed approval of further elements which had been debated but not yet formally agreed. The Secretary to the Board clarified that item a) was a proposed amendment to the powers in the 1995 Act which allowed the trust to acquire buildings (but not to build them). It should be made clear that such building would not take place on the spine of the Hills or on the Commons.

Ms Stace pointed out that there was no general power to repair other buildings and this needed to be included. Mr Watson said it should be clarified whether there was an existing power to charge event organisers for using MHT land. Ms Stace asked whether it was possible through the Scheme, for example, to widen the use of the restricted fund in relation to Townsend Way. The Secretary to the

Board thought this would need to be dealt with under a separate section of the Charities Act.

On the proposal of Ms Rouse, seconded by Mr Bartholomew, it was **RESOLVED** unanimously to recommend that the Board include the following provisions in the Scheme:

- a) An amendment to the 1995 Act s9 to include a power to build offices, information centres, stores etc. (on land off the spine of the Hills and on Common land)
- b) A power to repair and maintain buildings
- c) A power to put up “temporary” fencing for up to 12 months for land/stock management purposes. This power would be subject to a public consultation requirement
- d) A power to create barriers (stobs, ditches, low rails etc) to prevent vehicular access to MHT land where necessary (although this may be covered by the general power in provision (xviii) approved June 2016)
- e) A power to set up a membership organisation
- f) A power to set up a trading company
- g) A power if required, to sell renewable energy. (This would ONLY be, for example, solar panels on building rooves, not free standing generating infrastructure)
- h) A power to change the electoral arrangements to enable postal ballots rather than voting in accordance with District Council election procedures.
- i) A power to make regulations for MHT’s internal governance
- j) Provisions to manage Conflicts of Interest
- k) Standard trustee powers – eg to compromise legal proceedings, reserve income etc.

Committee members pointed out that care would need to be taken when drafting the public consultation documents to avoid some of the ambiguities contained in the paper. The public consultation would take place after the solicitors had mapped out the Scheme and it had been approved by the Board.

#### 8. **Extending the precepted area**

Prof Raine outlined the principles set out in the paper and commended the recommendations in the conclusion for using other means to engage and fundraise from the non-precepted areas. Mr Cordey pointed out that proposed changes to the way Board members were appointed dealt with one of the issues which had been identified, namely that some parishes effectively nominated a Board member (eg Powick) but did not pay the precept.

On the proposal of Prof Raine, seconded by Mr Bartholomew, it was **RESOLVED** unanimously to recommend to the Board not to pursue extension to the precepted area through the Charity Commission Scheme.

#### 9. **Charity Commission Scheme update**

The Secretary to the Board reported that the solicitors had said in July that they would complete their mapping exercise of the Acts by the end of September. They

had not met this deadline, but had sent through a “work in progress” draft document. She had looked at 2 areas of the Scheme in detail – BWB had prepared a draft E mail to DCMS (Department of Culture Media and Sport) outlining the proposals for inclusion in the Scheme on Occupiers’ Liability and they had also drafted a fencing provision.

The solicitors were looking to produce a logical re-arrangement of the existing provisions so that all clauses relating to particular aspects of the Trust were located together rather than scattered through the Acts. Mr Freeman was concerned whether the timetable for the Scheme was slipping and the Secretary to the Board was asked to press the solicitors to complete this aspect of the work and to produce a timetable. The solicitors had estimated up to about £25,000 for this phase, and to date (to end of September) had billed for around £11,000.

The Secretary to the Board felt it might be necessary to have a series of Workshops to go through the detail of the draft Scheme with the Board when it had been produced.

#### **10. Urgent Business**

There was none.

#### **11. Plans for future meetings**

The next scheduled meeting was on 25 January 2018. Depending on when a draft document was produced by the lawyers, a Special meeting might be required before then.

**The meeting closed at 8.26pm**