

Malvern Hills Trust
Governance Committee
Manor House, Grange Road, Malvern WR14 3EY
Thursday 25 January 2018 7.00pm

Present: Dr S Braim, Mr C Penn, Prof J Raine, Ms H Stace.

In attendance: Chief Executive Officer (CEO), Secretary to the Board, Mr D Hawkins

The Chair welcomed everyone to the meeting.

1. Election of Chair

There was one nomination and Prof Raine was elected unopposed.

2. Election of Vice Chair

There was one nomination and Mr Penn was elected unopposed

3. Apologies for absence

Mr R Bartholomew, Mr D Bryer, Ms S Rouse, Mr S Freeman.

4. Chair's announcements

There were none.

5. Declarations of interest

There were none.

6. Times and dates of meetings and programme for the year

Prof Raine said that the Chair and Vice-Chair of the Board hoped that each committee would set a programme for the year. It was agreed that this was a good idea, but at present it was important for the Governance Committee not to be diverted from the work needed to progress the Charity Commission Scheme in a timely way. Although it was good practice to have a Board performance appraisal, that might be delayed for the time being. Dr Braim asked if the Committee could prepare a list of policies for review over the course of the year when time allowed. A flexible approach would be required for meetings and it might be necessary to fit in a Special Meeting but equally, it might be that a scheduled meeting could be cancelled if there was nothing urgent for decision. Ms Stace asked if the ability to make decisions electronically outside a meeting was included in the Scheme

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

There were none.

8. Update on Charity Commission Scheme : Timetabling and report on plans for public and stakeholder consultation

Prof Raine went through the paper. Two drafts had been received from BWB, the first setting out the Acts section by section and indicating whether the sections should be repealed, retained or amended, and the second mapping out the shape

of the consolidated Acts. The Secretary to the Board suggested that she should not circulate the first draft of the papers from BWB, (160 pages) but should wait until a second draft was available, amended in response to comments from the first review by her, the CEO, Prof Raine and Mr Freeman. When the Board came to go through the documents, the best way to do it might be through a series of Workshops.

The second part of the paper set out plans for consultation. It was suggested that a summary document setting out the proposed changes contained in the Scheme would have to be prepared, with the full version of the changes available for those who wanted to see them. It would be almost impossible to summarise all the proposed changes in a way that would be accessible to the general public. It might be necessary to pick out some of the key changes that would affect them. The other major issue was how to track the responses. Many people would prefer to respond on-line, but there would also need to be drop in sessions and verbal or paper responses would need to be collated. The CEO felt extra staff capacity would be required to manage this. There was a discussion on whether volunteers could be found to help out. The CEO said that one person would be required to lead the work, who had experience of undertaking public consultations. If this was to be promoted as a volunteer role, it would need to be advertised setting out the duration and time commitment required, and with a job description. The Secretary to the Board suggested contacting Board members to check that no one had the right background and the time to help out.

After the initial consultation was complete, details of MHT's responses would have to be circulated.

The paper contained a list of consultees, all of whom would need to be advised of the Scheme and invited to comment. Not all would require a meeting or separate drop in session. It was suggested that one meeting might be held for all the bodies which were represented on the Recreation Advisory Panel. A local meeting would probably be needed for horse riders. It was suggested the Hunts should be added to the consultee list.

It was clear that there would be significant expense involved in running the consultation.

The Secretary to the Board said that it would also be necessary to consult the successors to all the individuals who were given protection of some sort under the Acts, if it was intended to repeal those clauses (although many no longer applied). In order to consult properly it would be necessary to track whether there were descendants or successors in title to whom MHT might need to speak. It might also be necessary to advertise in the Malvern Gazette/London Gazette.

The Committee members were asked to pass on any further thoughts they had on the consultation process.

On the proposal of Dr Braim, seconded by Ms Stace it was **RESOLVED** unanimously to request that FAR and the Board give consideration to setting aside funding for additional staff resources, printing and other associated costs for the full and proper implementation of the consultation process.

9. Public engagement

The CEO went through the paper and explained that this would be a very busy year and there was little spare time to do anything other than the several major planned consultation exercises.

He had approached Heritage Lottery Fund for a grant to fund the initial phase of the project for securing the commons and they had indicated that this was something which they would consider. Realistically it would take several months to prepare the full submission. The next application deadline was May 21st. The decision on this round of funding would be made in August so the work could not start until September at the earliest. There was some degree of overlap between this project and the fencing provisions in the Charity Commission Scheme, but it was important that the public should not be confused by running two consultations at the same time. It was pointed out that one of the reasons to increase MHT's profile as a charity (not mentioned specifically in the paper) was to encourage donations. The CEO confirmed that a revised legacy leaflet was in preparation.

10. Conflict of Interest Policy

The matter was on the agenda for discussion as the Chair of the Board had raised issues which had arisen out of the application of the policy. It was inevitable that when the policy was tested in use there would be questions about the manner of its application in particular circumstances. The point had arisen in connection with the HLS scheme and how specific the discussion had to be, in order to require those with a personal interest to leave the meeting. This would give the Committee the opportunity to take stock and ask how the policy worked in practice.

Prof Raine said that it was always intended that any identified conflict of interest would be discussed and any actions agreed if possible before the meeting. There was a grey area in between a discussion on the overall HLS budget and the grazier in question's contract. CC29 made it clear that if trustees were in any way involved in any item under discussion they should not be taking part in the meeting. The issue was not just whether there was a true conflict but whether an outside observer might reasonably think the party concerned was compromised, and which might therefore affect the reputation of the organisation. The Chair should be in a position to give an explanation of the issues and the agreed course of action.

In the context of a broader discussion, members of the committee might be prompted to move onto the detail of arrangements involving the grazier and feel inhibited from doing so by the presence of a conflicted Board member.

The Secretary to the Board explained that there were different criteria for closing a meeting to the public, and deciding whether a Board member should leave because of a conflict of interest. There was an agreed protocol (contained in the Governance Handbook) on handling conflict of interest but it was not being properly applied. Ms Rouse had made the point by E-mail that Board members should, when identifying the conflict, spell out exactly what the interest was and not assume that everyone knew.

Mr Penn said it would be helpful to put the Governance Handbook on line. The Secretary to the Board said that there were 2 areas where she could see the policy might need amendment – the one which Mr Freeman had highlighted namely what was the position where a Board member was attending a committee meeting but was not on the committee? The Secretary to the Board’s reading of the CC29 guidance was if they had a financial or a personal interest they should not be present during the discussion. The rationale for exclusion applied equally whether they were taking part in the decision or just in attendance, because of the issue of inhibiting the debate. Should the position be spelled out in the policy that Board member attendees who were not on the committee in question were expected to leave the meeting?

The other issue which came up was what was meant by the phrase “transaction or arrangement”. The Secretary to the Board suggested this might be changed to “subject matter under/for discussion” or “an item on the agenda”.

The conclusion of the meeting was that there were 2 areas where the policy might be made clearer, and there should be stricter adherence to the protocol.

The decision to put the issue on this agenda happened at a very late stage in the preparation for the meeting. There was neither a paper nor any written proposal, and it would be preferable to bring the matter back to the next meeting when the issues could be set out in the papers in order to give everyone the opportunity to contribute.

11. Trustee training

There would be training for Chairs and Vice Chairs on 23 February.

12. Urgent Business

There was none.

13. Plans for future meetings/date of next meeting

The next meeting was scheduled for April but the BWB drafts needed to be revised and then discussed in workshops before the Committee could usefully meet to discuss putting the detailed proposals for the Scheme before the Board.

The meeting closed at 8.20pm