

Malvern Hills Trust
Governance Committee
Castlemorton Parish Hall, Castlemorton WR13 6BE
Wednesday 20 September 2023 8.00pm

Present: Mr C Atkins (Chair), Dr S Braim, Mr D Core, Mr M Davies (non-voting), Mr D Fellows, Mrs C Palmer(non-voting), Ms H Stace.

In attendance: Secretary to the Board, Mr R Fowler, Mr C Rouse, 2 members of the public.

Mr Atkins welcomed everyone to the meeting.

1. **Apologies for absence**

Mr P Clayburn, Prof Raine, CEO.

2. **Chair's announcements**

There were none.

3. **Declarations of interest**

There were none.

4. **Public comments**

See schedule.

5. **To approve updates to Governance handbook**

The Secretary to the Board said that the Governance Handbook needed to be updated prior to the appointment of the new Board to reflect current practice, and to update some of the wording. It was not intended to be a full review of the principles reflected in the Handbook.

The Committee went through the suggested amendments in the paper. Some additional points were raised as listed below. A general point was made that the Handbook needed a more thorough review to make it more digestible in due course.

Preface

One punctuation change.

Introduction

Months into chronological order. Remove reference here to byelaws.

Membership of the Board

Nominations by Worcestershire CC should say "for" the parishes of Castlemorton etc. There was a discussion about whether to reference the position of replacement trustees appointed during the 4 year term.

Staff Structure

Line missing in the table to indicate that Operations Manager is line managed by the CEO.

Terms of Reference Board

Split "Role of the Board and supporting committees" to a separate page
Change from bullets to numbers or letters.

Change “appropriately accountable” to “take account of”.

Role of the Board and supporting committees

Move words in bold above the tables to the top of the section.

There was a discussion about whether to leave decisions in relation to wayleaves and easements with LMC as well as with the board, and it was decided to maintain the status quo.

Terms of reference for members of the Board

Reinstate the bullets at the start of the section. If repeated, remove elsewhere.

There was a debate about whether to include a point about the position of trustees who disagreed with a decision, but it was decided not to suggest any amendment.

The Board - Role and Duties of the chair and vice chair

Bullet 5 – change the words in brackets to “ensuring that all trustees have the opportunity to contribute to discussions and decision making.”

Governance Committee TOR

Add “Reviewing the Trust’s existing governing legislation and considering what changes might be required”.

Bullet 3 – this was not solely a Governance Committee responsibility – should be included for all committees.

Should in the responsibilities of officers included ensuring trustees were made aware of changes in legislation?

Include “Maintaining an awareness and understanding of the external environment in which MHT is operating” in all committee ToR.

Add “with other committees” to bullet on risk management.

Reference identifying training needs in connection with the skills audit.

Governance Committee - Role and duties of chair and vice chair

“Assist with the preparation of the annual budget” (delete “for the Governance Committee”)

FAR ToR

Change “make” to “formulate” on the first line.

5th bullet change “reduce” to “monitor and control”.

Finance, Administration and Resources Committee – role and duties of chair and vice-chair

Chair and vice chair at the beginning.

3rd bullet from bottom – remove reference to levy payers’ meeting.

Remove “annual clearance meeting” from 4th bullet from bottom and say “attend meetings with...”

There was a discussion about responsibility for reviewing the byelaws (which is shown in the tables a joint responsibility of FAR and Land Management). The Secretary to the Board said she did not think it was a matter for Governance Committee who were involved with the governance of the Trust, not the external environment.

LMC Terms of Reference

Reinstate reference to wayleaves and easements

Add “review” in relation to the Land Management Plan

“Approving” not “preparing” the Land Management budget.

Land Management Committee – role and duties of chair and vice-chair

Change “lead” in first line to “work”

TOR Staffing

No changes

Staffing Committee – role and duties of chair and vice-chair

“Lead” to “work” in first line.

Delegation of duties

This was messy as a result of piecemeal alterations in the past and needed a full review. Use of verbs was erratic.

Take out reference to “part time”

Line 1 “ensure” not “ensuring” and “established” not “set up” in line 3

Page 30 under Reporting arrangements bullet 4 “annual meeting”

Page 32 update reference to financial authorisations.

Page 32 – Add “Ensuring relevant legislation is brought to the attention of trustees”.

Page 35 – Under Conservation Manager – second item should read “Land” Management Plan.

Take out “sympathetic” under CEO duties line 8.

Page 36 – Line 3 “Draw up”.

Page 38 – Take out “Respond to requests from the Operations Manager”.

Standing orders

Mr Fellows had some points he would like considered in due course, but he accepted they were not necessarily appropriate for the current review. Principles could be examined by the post November 2023 Board once they had a full understanding of their duties and responsibilities.

Syntax needed to be consistent.

1 – Alter to “MHT business will be conducted by the Board and the 4 committees”.

Adjournments should be to the next available date.

There had been a discussion about whether it should be a requirement that members of the Governance Committee should have been on the Board for at least a year but it was agreed that this should be a material consideration but not for Standing Orders.

11 – There was a discussion about at which meeting the accounts should be approved. To state it should be at the September meeting was unduly prescriptive. The accounts had to be filed 10 months after the accounting year end. It was left for a proposal to reword the section to be drafted outside the meeting.

The Commissioners Clause Act was silent about any arrangements for the conduct of the meeting.

16.3 – There was a discussion. The reason behind that sub-paragraph was that if there was a divergence of views in the room, it was the role of the chair to ensure that all points of view were aired before moving to a decision.

Mr Fowler raised the point that, within the roles and responsibilities sections there was no responsibility for stakeholder engagement. It was agreed that this needed to be addressed in due course.

On the proposal of Mr Core, seconded by Mr Fellows it was **RESOLVED** unanimously to recommend to the Board the approval of the revisions to the Governance Handbook including the changes set out above.

6. Items for Governance Committee after 1 November 2023

The list which had been circulated was **NOTED**. A further revision of the Handbook should be included.

7. To appoint a working group to undertake preparatory work for the Private Bill

The terms of reference for this Working Group would be to meet with Parliamentary Agent and prepare provisional timetable and work programme.

On the proposal of Mr Core, seconded by Dr Braim it was **RESOLVED** unanimously to recommend to the Board that the working group comprise Mr Atkins, Prof Raine, Mr Clayburn, Mr Core, Mr Fellows.

8. Timing and conduct of meetings

The Admin Assistant had circulated a provisional meeting programme for the start of the new Board year.

Board meeting 16 November
LMC on 7 December
FAR on 14 December
Staffing Committee 4 January
Board meeting 18 January
Governance Committee 25 January.

9. Trustee training

The Secretary to the Board and CEO were putting together an induction programme, possibly to start on 2 November. It was suggested that some of the training might take place by Zoom but it was agreed that face to face meetings would allow the new Board to get to know each other. Mr Davies pointed out that some outside organisations ran trustee training course.

10. Urgent business

There was none. The Secretary to the Board confirmed that some revisions to the Privacy Policy would be put to the Finance Administration and Resources Committee on 21 September.

11. Date of next meetings

25 January 2024 or sooner if required.

The meeting closed at 10.00pm.

Schedule

From Dr G Crisp

Papers for tonight's meeting were only made available on the public MHT web site yesterday. This is not helpful for public engagement and the Trust's reputation.

On 9th March the board was presented with, and approved a motion which lacked a verb and therefore had no meaning. I do not know what effect the passing of that resolution has had and my request for clarification as to the resolution's meaning has not been answered since I raised the matter with the Trust on the 9th of March of this year.

I ask the Governance committee to implement in their review of the governance handbook the inclusion of additional robust provisions to ensure that the public are properly informed about their meetings in a timely way and that the boards proposed resolutions are reviewed and scrutinised in advance to ensure that, if passed, they are robust. It is clear that the present processes fail in this regard.