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Preface

The Malvern Hills Trust hold in its hands the care and management of the Malvern Hills and Commons, under the powers and duties conferred by Parliament. This is both a privilege and a responsibility. I hope that this revised and updated Governance Handbook will guide us all in understanding and discharging our roles and responsibilities both as Members of the Board and as trustees of the Charity.

The findings of the St Ann's Well Inquiry identified that we had not been upholding the high standards of governance expected of us and identified a range of shortcomings. We have worked hard over the last year, involving as many trustees as possible, to address these and to update all aspects of our Governance. We started by reviewing the Malvern Hills Acts, so that we all understand the extent of, and limits to, our powers and duties. We have defined the purposes of Board and our committees and reviewed our Standing Orders to modernise and improve our decision making processes and make these more open and accountable to the public. We have drawn up terms of reference for the Board members and those elected to serve as chairs and vice chairs of the Board and committees. We have prepared a Code of Conduct to guide trustees in discharging these responsibilities.

Now it is up to us to make these governance arrangements work and to demonstrate that we have indeed moved forward. Our actions, whether as Board Members, charity trustees, land managers, landlords or employers, must meet the highest possible standards. Only then, can we claim to continue our proud tradition of caring for the Malvern Hills and Commons.



Helen E Stace
Chair of the Board
as at 14th November 2013

Introduction

The Board

The Board of the Malvern Hills Trust (MHT) is a body corporate constituted and deriving its powers from the Malvern Hills Acts 1884, 1909, 1924, 1930 and 1995 (see Appendices).

The Malvern Hills Acts were set up to protect the rights of commoners and the public, and to prevent encroachment on the Malvern Hills, lands and commons. Under these and other relevant Acts, MHT shall manage the hills to:

- **Preserve the natural aspect of the hills**
- **Protect and manage trees, shrubs, turf and other vegetation**
- **Prevent unlawful digging and quarrying**
- **Keep the hills open, unenclosed and un-built on as open spaces for the recreation and enjoyment of the public**
- **Conserve and enhance biodiversity, Sites of Special Scientific Interest and Scheduled Ancient Monuments on its land.**

Charity trustees

MHT is also a registered charity (Charity No: 515804). The objects of the charity are the preservation for the benefit of the public of all the natural aspects and features of the Malvern Hills and the provision of recreational facilities [shelters, benches, car parks, football fields, etc¹] in the interests of social welfare for the public benefit. As trustees, Board members are responsible for controlling the management and administration of the charity (See appendix – ‘*The Essential Trustee*’ and ‘*It’s your decision: charity trustees and decision making*’).

Meetings of the Board

Board meetings are held at 7:00pm on the second Thursday of March, June, September and November and the third Thursday of January usually at Council Chambers (formerly Priory Lodge Hall), Avenue Road, Malvern, and are open to the public. The public are welcome to ask questions provided the questions are given in writing and presented at the MHT’s office by noon three clear working days before the meeting².

The Annual Meeting takes place in November. The meeting for examining and settling the Annual Report and Accounts and for appointing auditors takes place in September. At this meeting the public are welcome to ask questions on the Accounts without prior notice.

Land holding

MHT has approximately 1200 hectares of land under its management. This includes hill land, commons, roadside verges, woodland and fields (See appendix). The majority is registered common under the Commons Registration Act 1965. The definitive maps of land holdings are kept at Manor House.

Byelaws

The Malvern Hills Acts give the Board power to make byelaws. The byelaws were last reviewed in 1999 (See appendix).

¹MHT may only provide those facilities that are within their powers set out in the Malvern Hills Acts. These include car parks, paths, benches and shelters.

²This arrangement has been suspended for a trial period & instead the public, on giving notice, may address the meeting.

Membership of the Board

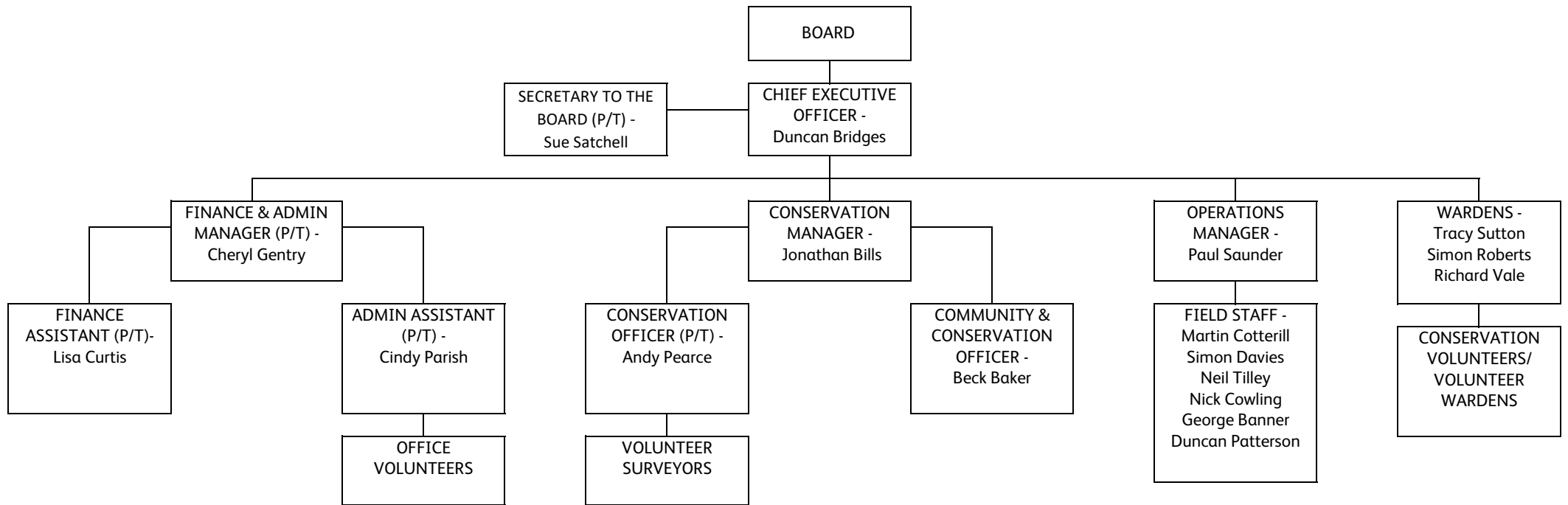
The number of trustees is 29 made up as follows:

- 11 Directly elected by the wards/parishes of Dyson Perrins, Link, Pickersleigh, Chase, Priory, Wells, West, Colwall (2), Guarlford and Mathon.
- 8 Nominated by Malvern Hills District Council.
- 2 Nominated by Herefordshire Council.
- 2 Nominated by Worcestershire County Council.
- 3 Nominated by Worcestershire County Council on behalf of the parishes of Castlemorton, Newland and Powick.
- 1 Nominated by Colwall Parish Council.
- 1 Nominated by Mathon Parish Council.
- 1 Nominated by the Church Commissioners.

Trustees are elected/nominated for a four-year term from the 1st November.

Elections for the 11 elected trustees take place on or near 1st November and are carried out in the same manner as elections for District Councillors. The CEO is Returning Officer.

Malvern Hills Trust: Organisational Structure: October 2020



MHT Duties and Powers

Malvern Hills Trust's (MHT) duties and powers are set out in the Acts.

The Malvern Hills Acts were set up to protect the rights of commoners and the public and to prevent encroachment on the Malvern Hills, lands and commons. "The Hills" means land under the jurisdiction of the Trust.

Under these and other relevant Acts, MHT shall manage the Hills to:

- Preserve the natural aspect of the Hills (MH Act 1924/21)
- Protect and manage trees, shrubs, turf and other vegetation (MH Act 1924/21)
- Prevent unlawful digging and quarrying (MH Act 1924/21)
- Keep the Hills open, unenclosed and un-built on as open spaces for the recreation and enjoyment of the public (MH Act 1930/3)
- Conserve and enhance biodiversity (Natural Environment & Rural Community Act 2006/40), Sites of Special Scientific Interest (Wildlife and Countryside Act 1981/28) and Scheduled Ancient Monuments (Ancient Monuments and Archaeological Areas Act 1979) on its land.

MHT may:

- Take proceedings and make byelaws to protect, defend and regulate the rights of commoners (MH Acts 1884/9, 1930/10a, f)
- Take measures, including making byelaws, to prevent digging and quarrying, enclosure, building structures and encroachment (MH Acts 1884/10, 1930/10)
- Plant, protect, fence, maintain, transplant and manage trees and shrubs (MH Acts 1884/12, 1909/6, 1930/4)
- Make temporary enclosures to protect or renovate turf (MH Act 1930/4a)
- Fence dangerous places (MH Act 1930/4b)
- Regulate or prohibit public access to open areas of the Hills (MH Act 1995/15) to:
 - protect ancient monuments and areas of archaeological or historical importance
 - protect and restore the natural beauty of the Hills and maintain their suitability for rough grazing or recreation
 - preserve trees
 - protect or preserve flora, fauna and scientific interest
- Regulate or prohibit public access to any area including footpaths and bridleways (MH Act 1995/15) to:
 - to prevent fire risk
 - to prevent accident, injury or damage to health
- Make and enforce byelaws *inter alia* (MH Act 1930/10) to:
 - regulate stalls, shows, games and recreation facilities etc
 - prevent unlawful turning out of animals
 - prevent litter and nuisance
 - regulate the use of vehicles (MH Act 1995)

- Make and maintain footpaths and ways over the Hills (MH Act 1930/14c)
- Provide sports grounds, circuses, stalls, lavatories and car parks for the public (MH Act 1930/4d)
- Acquire land within 9 miles of Great Malvern Priory (MH Act 1884/29)
- Sell or exchange land (parcels up to ¼ acre only, c0.1 Ha) to modify boundaries (MH Act 1930/9)
- Erect, maintain and repair sheds for tools and materials (MH Act 1930/4e-g, 5, 6)
- Rebuild and operate St Ann's Well in the event of fire (MH Act 1995/3)
- Purchase buildings to use as offices, for storage in connection with their function or as information centres, including sales (MH Acts 1995/9)
- Grant easements for services (MH Act 1995/8)
- Authorise the making and maintenance of new vehicular roads and grant easements over these (MH Act 1995/8)
- Regulate horse riding including making and charging for new facilities (MH Act 1995/16-18)

Note: This is a summary of duties and powers relating to the main purposes of the MHT, prepared by trustees (not lawyers). It is for guidance only – please refer to the original Acts for full legal details governing all our activities. There may be further relevant powers and duties arising from other legislation.

Board - Terms of Reference for the Board

Operation of the Board

The Malvern Hills Acts include provision for the election and nomination of a Board of trustees. The Members of the Board, individually and collectively, have a responsibility to:

- Further MHT overall purposes, as set out in the Malvern Hills Acts; set MHT strategic direction and support and monitor implementation
- Ensure the work of MHT is effective, responsible and legal
- Be accountable to those who regulate MHT and appropriately accountable to those with an interest or stake in MHT
- Safeguard finances, resources and property and ensure they are used to further MHT purposes
- Be clear about the Board's responsibilities as an employer and about who carries out work on behalf of the charity
- Ensure the Board operates effectively

The committees

The Board is supported by four committees: Finance, Administration and Resources (FAR), Staffing (ST), Land Management (LM) and Governance (Gov). In general terms the roles of these committees, within their particular sphere of responsibilities, are to:

- Recommend strategic direction and relevant policies, procedures and plans
- Receive annual progress reports
- Prepare budgets and monitor expenditure against those budgets
- Maintain an awareness/understanding of the external environment in which MHT operates and make recommendations to the Board regarding policy and best practice
- Understand the Board's obligations under, and ensure compliance with, relevant legislation, regulation, policies and best practice (to reduce actual and reputational risks to MHT)
- Ensure and review the adequacy and effectiveness of internal policies and procedures
- Seek external professional advice where appropriate, particularly if there may be material risk to MHT, or where the trustees may be in breach of their duties
- Maintain a positive public profile for MHT

The Board and all committees may convene workshops or establish working parties and advisory panels to consider particular issues in detail and scope options for their consideration.

The relationship between the role of the Board and those of the committees are explained in more detail in the next pages (8 – 11).

Role of the Board and supporting committees

Preliminary Notes:

1 The basic role of the Board is described in **bold text**, with more details provided in tabular form. A ✓ in the relevant column shows where responsibility for supporting the Board lies particularly, but not exclusively, with Finance, Administration and Resources (FAR), Staffing (St), Governance (Gov) or Land Management (LM) Committees. Where all committees have a supporting role, the coordinating role is indicated by a ✓ in **bold**.

2 **Monitoring** – is a short hand term for:

- setting in place procedures and/or parameters to assess progress
- compiling reports about progress based on the agreed monitoring procedures/parameters
- reviewing the reports to identify obvious shortcomings in procedures and/or shortfalls in performance
- making recommendations to rectify these
- ensuring these recommendations are implemented

3 Ensuring – is a short hand term for:

- being satisfied that there are appropriate procedures or policies in place
- being satisfied that these are being implemented effectively
- receiving reports on new issues or circumstances that affect the issue under consideration
- ensuring the recommendations arising from the reports are implemented to update procedures or practices

4 Compliance – ensuring compliance means:

- ensuring we are aware of all the relevant legislation
- ensuring we are complying with it
- considering the resource implications of compliance

Furthering MHT overall purposes, as set out in the Malvern Hills Acts, setting MHT strategic direction and supporting and monitoring implementation

Board	FAR	GOV	LM	ST
Approving the Management Plan (MP) for management of MHT land holdings			✓	
Approving the 5 Year Business Plan (BP) for management of MHT assets	✓			✓
Monitoring progress against the MP and BP	✓		✓	✓
Reviewing and approving policies relating to MHT duties and powers eg land acquisition, wayleaves, easements, byelaws	✓		✓	
Approving all potential land and property acquisitions	✓		✓	
Approving non-routine decisions on wayleaves, easements etc (ie cases outside the policy guidelines, with complex history or implications or setting new precedents)			✓	
Reviewing the byelaws and procedures for enforcement. Advising on potential prosecutions under the byelaws	✓		✓	
Safeguarding the hills and commons, and the public, by providing appropriate standards of access infrastructure, information and interpretation			✓	

Ensuring the work of MHT is effective, responsible and legal

Board	FAR	GOV	LM	ST
Ensuring all actions taken by MHT comply with the Malvern Hills Acts	✓	✓	✓	✓
Monitoring progress of the MP and BP (as above)	✓		✓	
Understanding our obligations and ensuring MHT complies with relevant legislation and best practice in relation to: <ul style="list-style-type: none"> • Charity status and our charitable objects • Employment law, Health and Safety regulations and personnel management • Health and Safety provision for volunteers and visitors • Its role as a landlord (e.g. for businesses and people) and in granting licenses • Environmental law, regulations and cross compliance 	✓	✓	✓ ✓	✓ ✓
Carrying out annual Risk Assessments (also required for the SORP)	✓	✓	✓	✓
Seeking external professional advice where appropriate, particularly if there may be material risk to MHT, or where trustees may be in breach of their duties	✓	✓	✓	✓

Be accountable to those who regulate MHT and appropriately accountable to the public and other stakeholders

Board	FAR	GOV	LM	ST
Approving the Annual Report	✓		✓	
Approving the annual Statement of Accounts	✓			
Holding the Annual Levy Payers meeting	Board			
Ensuring the submission of Annual Accounts, the Annual Report and the Statement of Recommended Practice (SORP) to the Charity Commission	✓			
Ensuring compliance with relevant terms of external funding bodies	✓		✓	
Ensuring compliance with applicable legislation on openness and access to meetings and information (for trustees and the public)		✓		
Ensuring compliance with the Data Protection Act	✓			
Engaging as required with organisations and bodies developing and implementing strategies and policies which may impact on MHT interests			✓	
Ensuring key documents are retained for future reference/the public record				
Maintaining a positive public profile for MHT	✓	✓	✓	✓

Safeguarding finances, resources and property and ensuring they are used to further MHT purposes

Board	FAR	GOV	LM	ST
Ensuring MHT complies with relevant financial legislation and best practice	✓			
Developing/approving the reserves and investment policies for MHT funds	✓			
Approving fundraising strategies and ratifying external funding arrangements	✓			
Preparing the annual budgets and setting the levy	✓	✓	✓	✓
Monitoring progress against the budgets	✓	✓	✓	✓
Ensuring adequate financial procedures are in place and implemented	✓			
Monitoring financial controls, conducting audits and reviewing and amending procedures as required	✓			
Ensuring procedures are in place to insure and maintain/replace/upgrade other tangible assets (property, vehicles etc)	✓			
Ensuring appropriate policies are in place to prevent fraud, bribery and other financial irregularities	✓			

Being clear about the Board's responsibilities as an employer and about who carries out work on behalf of the charity

Board	FAR	GOV	LM	ST
Agreeing schemes of delegation to staff and ensuring that the business conducted by the Board and committees respects the agreed levels of delegation	✓	✓	✓	✓
Ensuring MHT act as a good employer of its paid staff; comply with relevant legislation, review/approve staff related policies, approve development budgets for staff				✓
Ensuring MHT act as a good manager of its volunteers; comply with relevant legislation, review/approve volunteers policies	✓	✓	✓	✓

Ensuring the board operates effectively

Board	FAR	GOV	LM	ST
Maintaining an awareness/understanding of the external environment in which the organisation is operating	✓	✓	✓	✓
Monitoring the performance of the Board and its committees and advisory panels		✓		
Reviewing/updating the Governance Handbook, Standing Orders, Code of Conduct and other guidance material for Board members as required		✓		
Maintaining a skills/experience audit of current trustees, identifying key skills available to the Board and obvious gaps/weaknesses		✓		
Using the skills/experience audit in succession planning for changes to Board membership or changes to Chairs/Vice Chairs	✓	✓	✓	✓
Ensuring that nominating bodies and those considering standing for election are aware of the skills gaps, the roles and responsibilities of being a Board Member and the expected level of commitment	✓	✓	✓	
Approving induction training and ongoing training for all trustees		✓		

Terms of reference for members of the Board

MHT is a creature of statute and a charity. Trustees have, and must accept, the responsibilities and regulatory requirements of this status. They have ultimate responsibility for directing the affairs of MHT and complying with all relevant legislation and regulation applicable to the organisation and the activities it undertakes.

All Board members are equally responsible in law for the Board's decisions. They must act individually and collectively to:

- Further MHT overall purposes, as set out in the Malvern Hills Acts; set MHT strategic direction and support and monitor implementation
- Ensure the work of MHT is effective, responsible and legal
- Be accountable to those who regulate MHT and appropriately accountable to the public and other stakeholders
- Safeguard finances, resources and property and ensure they are used to further MHT purposes
- Be clear about the Board's responsibilities as an employer and about who carries out work on behalf of the charity
- Ensure the Board operates effectively

Individual Board members should show:

- A commitment to MHT and the conservation of the hills and commons
- An understanding and acceptance of the legal duties, responsibilities and liabilities of being a Board member and charity trustee
- A willingness to devote the necessary time and effort to the duties of a trustee
- An understanding of the importance and purpose of meetings and a commitment to preparing for them adequately and attending them regularly
- Respect for the views of fellow trustees, employees, volunteers and the public
- Respect for the boundaries between executive and governance functions
- Adherence to the established principles of public service: Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership.
- A willingness to deploy specific skills, knowledge or experience they have to help the Board reach sound decisions – particularly providing guidance on matters within their field of expertise

Understanding the role of MHT

- Read the Malvern Hills Acts and byelaws and understand the extent of and limits to their duties and powers
- Understand and accept the responsibilities and liabilities conferred by charitable status and other legislation relevant to MHT
- Undertake induction training, attend ongoing training events and familiarise themselves with the Governance Handbook and other relevant material

Acting collectively as a Board

- Trustees must act in the best interests of MHT and not as representatives of their nominating bodies/electorate or for personal gain
- Individual trustees have no powers to act alone
- Trustees must work jointly and collaboratively, and abide by and act in accordance with decisions made by the Board providing these actions are legally within its remit.
- Trustees should give sufficient time, thought and energy to their duties

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

Role

In addition to their general responsibilities as trustees, the chair and vice chair are responsible for leading the Board in the setting of strategies and policies to fulfil the duties of MHT. They must support the Board and staff to ensure that effective policies, procedures and controls are put in place, implemented and monitored; that appropriate reviews and audits are undertaken; and ensure appropriate record keeping and reporting.

- The chair will act, on behalf of the Board, as line manager for the CEO
- The chair and vice chair may attend all committees and Working Party meetings and speak but do not have a vote unless they have been appointed to the committee/Working Party

Duties (in addition to those of a Board member)

- Providing leadership for the Board of trustees in their role of setting strategies and policies that fulfil the duties of the MHT
- Ensuring that the Board has an active, properly constituted membership, and encouraging appropriate skills and experience (overseeing the skills register, induction and training)
- Agreeing the annual cycle of Board meetings and other communications
- Liaising with the CEO, Secretary to the Board and relevant staff on the drafting of Board and Committee agendas and supporting documents and in reviewing draft minutes
- Chairing the meetings of the Board, in line with Standing Orders and Terms of Reference, to ensure business is covered efficiently and effectively (ensuring the contribution of all trustees to discussions and in decision making)
- Monitoring decisions taken and their implementation
- Liaising with the CEO and Secretary to the Board to keep an overview of strategy and policy implementation and day to day issues arising
- Reviewing all recourse to legal advice and regulatory submissions
- Providing support to the CEO/Secretary to the Board/ Finance and Administration Manager as necessary in HR policy development and implementation including recruitment, appraisal and disciplinary actions
- Acting as a channel for communication between the Board and the staff
- Line managing the CEO on behalf of the Board
- Liaising with Chair of Finance Administration and Resources Committee and designated staff to maintain an overview of financial, legal and employment matters
- Liaising with Chair of Land Management and designated staff to maintain an overview of land management matters
- Liaising with the Chair of Governance Committee and relevant staff to maintain an overview of governance issues
- Liaising with Board members, at and between meetings, with the object of creating and maintaining a team ethos
- Liaising with/disciplining Board members on issues of conduct (behaviour at meetings, in respect of MHT byelaws and in representing MHT to the general public etc)
- Representing MHT at external events, functions and meetings
- Acting as spokesperson on organisational matters as requested
- Promoting the interests of MHT at all levels

Governance Committee Terms of Reference

To advise Board members, in their roles as trustees, on current legal and statutory governance requirements by:

- Ensuring all actions taken by MHT comply with the Malvern Hills Acts and with Charity and other relevant legislation and best practice relating to governance matters
- Monitoring the Board, committee and group structures and performance (reviewing the adequacy, effectiveness and compliance with internal governance controls and schemes of delegation) and making recommendations to the Board
- Reviewing the Governance Handbook, Standing Orders, Code of Conduct and other guidance material for trustees as required (incorporating Charity Commission guidance on the role of trustees)
- Monitoring compliance with Standing Orders and Code of Conduct on behalf of the Board and reporting any problems/breaches to the Chair of the Board
- Ensuring that the organisation has an appropriate risk management system in place and that risks are reviewed annually
- Maintaining a skills/experience audit of current Board members and identifying obvious gaps/weaknesses
- Using the skills/experience audit in succession planning for changes to Board membership or changes to chairs/vice-chairs
- Ensuring that nominating bodies and those considering standing for election are aware of the skills gaps, the roles and responsibilities of being a Board member and the expected level of commitment
- Approving induction training and ongoing training for all Board members
- Annually monitoring all policies and regulatory requirements and making recommendations to the Board

Governance Committee - Role and duties of chair and vice chair

The chair of the Governance Committee will oversee governance matters within MHT and ensure they are managed in line with good practice and in accordance with the Acts and legal requirements. The chair will ensure that effective measures, controls and procedures are put in place, implemented and monitored, that appropriate reviews and audits are undertaken and ensure appropriate record keeping and reporting.

The chair and vice-chair will:

- Maintain a strategic overview of governance matters and work with relevant staff to develop strategy and policy in these areas
- Liaise with designated staff on governance matters
- Prepare an annual budget for the Governance Committee
- Liaise with the chair/vice-chair of the Board, CEO, Secretary to the Board and relevant staff on the drafting of agendas and supporting documents and in reviewing draft minutes
- Chair the meetings of the committee in line with Standing Orders and Terms of Reference to ensure business is covered efficiently and effectively. Monitor decisions taken and their implementation
- Report on, and present, the appropriate recommendations to the Board for discussion and decision
- Work with relevant staff in setting policy on governance matters
- Advise on the governance implications of policies and strategic plans

Finance, Administration and Resources Committee Terms of Reference

To advise the Board, on current financial, administrative and resource requirements by:

- Receiving the Annual Report and Accounts and ensuring that they comply with the Charities' Statement of Recommended Practice (SORP)
- Overseeing budgets, accounts and financial statements and ensuring that expenditure is in line with the charity's objects
- Ensuring that expenditure is planned to maximise efficiency and effectiveness
- Recommending the annual levy to the Board
- Overseeing compliance with policies and regulations to reduce reputational risk from external third parties, and financial risk
- Receiving reports on financial and legal matters
- Ensuring and reviewing the adequacy and effectiveness of internal financial controls, systems and records
- Reviewing contracts to ensure that there are no material, unidentified or unresolved legal, accounting, operational or administrative implications to monitor or resolve, and that MHT acts as a good landlord (e.g. to businesses and private tenants) and in granting licenses
- Ensuring compliance with legislation and good practice in financial and charity matters
- Ensuring that the organisation has an appropriate risk management system in place and that risks are reviewed annually
- Reviewing arrangements in relation to reserves including the reserves policy. Making recommendations to the Board as required
- Reviewing arrangements in relation to investments including the investments policy. Making recommendations to the Board as required
- Advising on the organisation's fundraising strategy
- Ensuring use of funds complies with conditions set by funding bodies
- Ensuring effective monitoring and reporting on financial matters
- Advising on financial implications of strategic and operational plans
- Overseeing the production of the Business Plan, monitoring progress against the Plan and reporting to the Board
- Ensuring appropriate policies are in place to prevent fraud, bribery and other financial irregularities
- Overseeing and revising the byelaws and advising on prosecutions under the byelaws.
- **DEGATED POWERS**

The Committee can approve contracts for budgeted expenditure over £10,000 and below £20,000

The Committee can approve non-budgeted expenditure between £5,000 and £10,000 for a single item limited to £20,000 in total in any financial year

The Committee can approve non-budgeted expenditure in excess of the limits set for the CEO, subject to the limit set out above

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

The chair of Finance, Administration and Resources Committee will oversee the financial, administrative matters and resources of MHT and ensure they are managed in line with good practice and in accordance with the Acts, the governing document and legal requirements. The chair will ensure that effective measures, controls and procedures are put in place, implemented and monitored, that appropriate reviews and audits are undertaken and ensure appropriate record keeping and reporting.

The chair and vice-chair will:

- Maintain a strategic overview of financial and legal matters and work with relevant staff to develop strategy and policy in these areas
- Liaise with designated staff on financial and legal matters
- Review drafts of the annual budgets before they are submitted to the relevant committee/the Board
- Liaise with the chair and vice-chair of the Board, CEO, Secretary to the Board and Finance and Administration Manager on the drafting of agendas and supporting documents and in reviewing draft minutes
- Chair the meetings of the committee in line with Standing Orders and Terms of Reference to ensure business is covered efficiently and effectively
- Report on and present the appropriate recommendations to the Board for discussion and decision
- Assist relevant staff in drafting policy on investment and reserves matters
- Advise on the financial implications of policies and strategic plans
- Attend the annual clearance meeting with the auditors and present the auditors' letter of recommendation to the Finance, Administration and Resources Committee
- Presenting the accounts to the Levy Payers' Meeting and drawing attention to the appropriate points as required

Land Management Committee Terms of Reference

To advise Board members, in their roles as trustees, on current land management requirements by:

- Overseeing the production of the Management Plan (MP) to achieve management of MHT land holdings in pursuance of, and compliance with, the duties, powers and obligations of MHT
- Monitoring progress against the MP and reporting to the Board
- Preparing the annual LM budget, monitoring progress against the budget, ensuring use of funds complies with any conditions set by external funding bodies, and reporting to the Board
- Reviewing, and recommending to the Board, policies relating to other MHT duties and powers e.g. land acquisition, land management, wayleaves and easements
- Work with the Staffing Committee to ensure compliance with Health & Safety policies and other relevant regulations to reduce risks from operational activities, including stock management, across our land holdings
- Making recommendations to the Board on all potential land and property acquisitions
- Receiving reports on the renewal of land leases and reviewing land management contracts
- Making recommendations to the Board on non-routine decisions on wayleaves, easements etc (i.e. cases outside the policy guidelines, with complex history or implications or setting new precedents)
- Safeguarding the hills and commons, and the public, by providing appropriate standards of access infrastructure, information and interpretation
- Maintaining an awareness/understanding of the external environment in which the organisation is operating and making recommendations to the Board regarding policy and best practice relating to environmental and sustainable development matters
- Engaging as required with organisations and bodies developing and implementing strategies and policies which may impact on MHT interests, including commenting on major planning applications
- Ensuring procedures are in place to maintain/replace/upgrade other tangible assets such as property, vehicles etc.
- Ensuring that the business conducted by committees respects the agreed levels of delegation
- Receiving and considering reports from meetings of the Castlemorton Common Co-ordinating Committee, Wildlife Panel and Recreation Advisory Panel

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

The chair and vice-chair of Land Management Committee will oversee the land management activities and resources of MHT and ensure they are managed in line with good practice and in accordance with the Acts, the governing document and legal requirements. The chair will ensure that effective measures, controls and procedures are put in place, implemented and monitored, that appropriate reviews and audits are undertaken and ensure appropriate record keeping and reporting.

The chair and vice-chair will:

- Maintain a strategic overview of land management matters and work with relevant staff to develop strategy and policy in these areas
- Liaise with designated staff on land management matters
- Review drafts of the annual budgets before they are submitted to the Board
- Liaise with relevant staff on expenditure against the budget ensuring effective use of funds
- Liaise with the chair/vice-chair of the Board, Director, Secretary to the Board and Conservation Manager on the drafting of agendas and supporting documents and in reviewing draft minutes
- Chair the meetings of the committee in line with Standing Orders and Terms of Reference to ensure business is covered efficiently and effectively
- Report on, and present, the appropriate recommendations to the Board
- Monitor decisions taken and their implementation
- Work with relevant staff in setting policy on land management matters
- Advise on the land management implications of policies and strategic plans

Staffing Committee Terms of Reference

To advise the Board, on human resource matters (including volunteers) and to undertake certain delegated duties.

- The Committee will be mindful:
 - a. of the legal framework for and good practice in employment matters
 - b. of the confidential nature of employer-employee matters and that many of the items for consideration will require that the public and press be excluded by resolution of the Committee
 - c. of the nationally negotiated pay scales and terms and conditions of employment currently applicable to all staff except the CEO
 - d. that staff are employed by the Board but that the CEO is operationally responsible for staff management, as set out in the scheme of delegation in the Governance Handbook
- The Committee will make recommendations to Board regarding:
 - a. staffing & office requirements
 - b. policy matters relating to staff salaries and benefits
 - c. the CEO's salary and benefits
 - d. budget allocation for personnel and health and safety
 - e. policy matters relating to terms and conditions of employment/engagement for all staff and volunteers
 - f. matters arising from MHT's Disciplinary and Grievance procedures
 - g. health and safety matters in relation to staff, volunteers and members of the public
 - h. pension arrangements
- The Committee will periodically review all employment and human resources policies and procedures and ensure that MHT acts as a good employer
- The Committee will receive reports from the CEO on human resource matters
- The Committee will ensure that MHT has a Health and Safety Policy and Health & Safety management systems in relation to staff, volunteers and members of the public and that these are reviewed regularly, properly implemented and the Board is kept fully informed
- The Committee will advise the Board on compliance with requirements of employment law and including equal opportunities legislation in relation to employees and volunteers
- **DELEGATED POWERS:**
The Committee will act on behalf of MHT, in the event of a post becoming vacant, to undertake the recruitment process for CEO and Secretary to the Board and recommend a candidate for appointment to the Board

The Committee will be responsible for formally confirming whether any probationary period for the CEO/Secretary to the Board has been successfully completed

The Committee will approve arrangements for suitable cover in the event of prolonged absence of the CEO or Secretary to the Board

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

The chair of the Staffing Committee will oversee human resource (including volunteers) and health and safety matters and ensure MHT complies with the legal framework and good practice. The Chair with the CEO will ensure that effective procedures are in place and that they are effectively monitored.

The chair and vice-chair will:

- Maintain a strategic overview of employment and health and safety matters and work with relevant staff to develop strategy and policy in these areas
- Liaise with designated staff on employment and health and safety matters
- Review drafts of the annual budgets before they are submitted to the relevant committee/the Board
- Liaise with the chair and vice-chair of the Board, CEO and Secretary to the Board on the drafting of agendas and supporting documents and in reviewing draft minutes
- Chair the meetings of the Committee in line with Standing Orders and Terms of Reference to ensure business is covered efficiently and effectively
- Report on and present the appropriate recommendations to the Board for discussion and decision
- Assist relevant staff in drafting policy on HR and Health and Safety matters

Disciplinary Committee Terms of Reference

The Disciplinary Committee will meet only when required to implement the process set out in the Disciplinary Procedure to investigate and adjudicate any complaint about trustee conduct.

Malvern Hills Trust

Trustees' Code of Conduct

As a trustee of the Malvern Hills Trust ("the Trust"), you are expected to sign and follow this Code of Conduct which is intended to help the board of trustees ("the Board") work together in carrying out their obligations under the Malvern Hills Acts and their responsibilities as trustees

I, (name) commit to complying with the aims, principles and obligations of this Code of Conduct. I will:

1. Act and take decisions solely in the best interests of the Trust and its charitable objects.
2. Adhere at all times to the Nolan Principles of Public Life (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) (see appendix).
3. Develop a sound understanding of and act in accordance with the Malvern Hills Acts and other relevant legislation and regulatory guidance.
4. Read and follow the Trust's policies and procedures and the Charity Commission's Guidance for trustees, in particular CC3 'The Essential Trustee - what you need to know, what you need to do', CC27 'It's your decision: charity trustees and decision making' and CC29 'Conflicts of Interest'.
5. Act in accordance with the Trust's Conflict of Interest policy and, in making decisions, not allow my personal interests (or the interests of those connected to me) or any duty I owe to any group, organisation or other person to conflict with my duty as a trustee of the Trust.
6. Commit sufficient time and thought to my responsibilities as a trustee and to the strategic management of the Trust.
7. Prepare diligently for and attend meetings, training and workshops whenever possible, and contribute constructively to debate and decision-making.
8. In my dealings with the Trust, avoid pre-judging issues and express my views openly and courteously while treating others respectfully and listening to their views with an open mind.
9. Exercise care and skill in discharging my role and take professional advice when appropriate.
10. Make responsible use of the Trust's resources and be accountable to the Trust for my actions as a Board member.
11. While having regard to the Board's wish to be open and transparent in conducting its business and in decision-making, not disclose to or discuss with others (including via social and other mass media) any confidential information (whether so marked or not) that I receive in the course of my work as a trustee (and I recognise that this obligation continues after I cease to be a trustee).

12. Act collaboratively and in accordance with the principle of collective responsibility in relation to decisions made by the Board. If I disagree with a decision or policy, I will refrain from expressing my disagreement other than with the Board (or in accordance with arrangements made by the Board).
13. Not take any action or make any comment to or in the media (including social media) which might bring the Trust, its trustees, staff or volunteers into disrepute (subject to paragraph 15 below).
14. In advance of making any public comment in relation to the Trust, contact the CEO or the Community and Conservation Officer in order to ensure that the comment I propose to make is factually correct and in line with the Trust's policy.
15. Where I have grounds to believe there has been misconduct (whether by individual trustees or by the Trust's officers) or that the Board has acted outside its powers, raise my concerns as soon as possible in the first instance with either the Chair, CEO or other senior officer of the Trust.
16. Recognise that I have no authority to act individually on behalf of the Trust, except where the Board has given me delegated authority to do so.
17. Accept that my role as a trustee is strategic and about setting policy, while that of the Trust's staff is of an executive and operational nature, and respect that role distinction.
18. Ensure that any personal data acquired in my role as a trustee is held securely and not do or omit to do anything which would cause the Trust to breach legal or regulatory obligations in relation to data protection.

Declaration:

I have read and understood this Code of Conduct and confirm that I will comply with it.

Signed

Appendix: the Nolan principles of public life

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

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Disciplinary Procedures for Board Members – Breaches of the Code of Conduct

Where the breach of Code occurs during a Board or Committee meeting:

- Board members should raise breaches of the Code as a point of order through the chair of the meeting
- If the chair of the meeting agrees that a breach has taken place, a first verbal warning will be issued to the person concerned. This will be noted in the minutes
- If an individual breaches the Code for a second time during the same meeting they may be asked to leave that meeting. This will be noted in the minutes, explaining briefly the reasons for exclusion from the meeting
- The Board or the committee as appropriate may resolve to refer repeated breaches of the Code to the chair of the Board (hereafter referred to as “Chair”) to be dealt with in accordance with the same procedures as if the breach of the Code had taken place outside the meeting

Where the breach of Code takes place outside a Board or committee meeting:

- Any complaint against a Board member shall be immediately referred to the Chair. The date of receipt of such complaint by the Chair is to be regarded as the date of commencement of the disciplinary procedure.
- If the complaint is against the Chair, the matter shall be referred to the chair of Governance.
- Upon receipt of a complaint, and, where appropriate after any preliminary investigation, the Chair and the chair of the Governance Committee shall within 10 working days together determine whether:
 - the complaint has no merit and should be dismissed; or
 - the complaint raises issues of misconduct and either it is appropriate for there to be a summary disposal of the matter and the Member agrees; or
 - it is appropriate that the matter be fully investigated and a Disciplinary Panel convened.
- The Board member shall be notified in writing of the complaint within 5 working days of the determination.
- Normally, a complaint will be put before a Disciplinary Panel. However, the Chair and chair of the Governance Committee may jointly initiate a summary disposal of a complaint where they consider it to be a comparatively minor matter, and may finalise it if the Member agrees that he or she has breached the standards expected of a Member and accepts the proposed penalty. In these circumstances, the Chair and chair of the Governance Committee may together impose a reprimand
- If it is determined that a Disciplinary Panel should be convened, the Secretary to the Board (or in his or her absence the CEO) shall be notified immediately and shall convene a special meeting of the Disciplinary Committee
- The Disciplinary Committee shall nominate 3 of its members to serve on a Disciplinary Panel
- Where a summary disposal is initiated, but for any reason that course cannot be finalised, the matter shall be put before a Disciplinary Panel
- A Disciplinary Panel shall have the absolute power to initiate such investigations as they may consider reasonably necessary to ensure that all relevant facts are put before the Disciplinary Panel
- A Disciplinary Panel shall hear cases in accordance with fairness and the rules of natural justice

- If the Disciplinary Panel finds that a complaint of misconduct is proved, it shall have the following penalties at its disposal:
 - a reprimand; or
 - require the Board member to attend training; or
 - the suspension of the right to speak at any Board or committee meeting; or
 - the suspension of the right to attend any Board or committee meeting; or
 - the suspension of the right to vote at any Board or committee meeting; or
 - a combination of one or more of such the penalties

The period of any suspension shall not exceed the term of office of the Member
- All decisions in relation to a complaint, and the reasons for those decisions shall be recorded in writing.
- All decisions (including that a complaint has no merit and should be dismissed) in relation to the final disposal of any complaint against a Member shall be reported to the next meeting of the Governance Committee following that disposal
- Nothing in these procedures shall prevent the Member against whom a complaint has been upheld from attending meetings of the Board or any committee in his or her capacity as a member of the public or to receive notice of such meetings or of papers that would normally be within the public domain
- In any case in which the Chair and/or the chair of the Governance Committee is involved as a witness, or in which either or both become closely involved in investigating a case, he or she shall be disqualified from membership of the Disciplinary Panel hearing the complaint

Appeals Process

- A Member may appeal against the decision of a Disciplinary Panel on one or more of the following grounds:
 - the decision was against the weight of the evidence; and/or
 - there was a procedural irregularity in the original hearing; and/or
 - the sanction imposed was unjust in all the circumstances of the case
- Notice of appeal shall be directed to the chair of the Disciplinary Committee and must be lodged within fourteen clear days of the decision appealed
- An Appeals Panel shall be convened at a special meeting of the Disciplinary Committee and shall be constituted in the same way as a Disciplinary Panel save that no Member who served on the Disciplinary Panel shall be eligible to sit on the Appeals Panel
- At an Appeals Panel there shall be no right to a rehearing of the complaint and the Appeals Panel shall hear such evidence and/or submissions as it sees fit, bearing in mind the grounds of appeal, but shall act in accordance with fairness and natural justice
- An Appeals Panel shall have at its disposal any or all of the sanctions which were available to the Disciplinary Panel and shall have the power to apply a greater sanction than the Disciplinary Panel if it sees fit in all the circumstances

Administrative Arrangements

- The CEO and Board Secretary shall make available to the Chair, chair of the Governance Committee, Disciplinary Committee and Disciplinary Panel such administrative resources and professional advice as may be reasonably necessary to investigate and dispose of any complaint
- A Member against whom a complaint has been made shall be given at least fourteen days' notice of any hearing
- Such Member shall be given adequate notice of the detail of the evidence to be given against him or her. This will usually require that any witness statement or report be copied to the Member
- A Member subject to a disciplinary hearing may choose to make a written representation to the Disciplinary Panel or the Appeals Panel.
- A Member may appear before a Disciplinary Panel or an Appeals Panel alone or with a representative
- A Disciplinary Panel or Appeals Panel may, prior to any hearing, make such directions as it sees fit
- A Disciplinary Panel hearing shall usually be convened within 28 days of a complaint being received by the Disciplinary Panel chair and an Appeals Panel hearing shall usually be convened within 28 days of receipt of Notice of Appeal
- It shall be the duty of any Member called upon to act in any capacity on a Disciplinary Panel or Appeals Panel to ensure that he or she has no conflict of interest in the matter brought before such Panel or in the event that one exists, to recuse himself or herself for that reason
- If the complaint is against the Chair or the chair of Governance, or if at the time the complaint is made, the Chair or chair of Governance is not available, then his or her place in the process set out above shall be taken by the vice-chair or the vice-chair of Governance Committee as appropriate

Emergency Action

- Nothing in the Code shall prevent any necessary immediate action being taken by the CEO to deal with any emergency or breach of the Code that occurs, provided that, within a reasonable time thereafter, the matter is referred to the Chair to be dealt with in accordance with these regulations

SECTION 2

Delegation of Duties

Matters reserved to the Board include:

Board Members have and must accept responsibility for directing the affairs of a charity and ensuring that it is solvent, well-run and delivering the charitable outcomes for the benefit of the public for which it has been set up (i.e. the Malvern Hills Acts).

The following matters are reserved to the Board. Matters which the Board considers appropriate to delegate to committees are detailed in the committee Terms of Reference.

Regulation and control

- Responsibility for providing information as requested by the Charity Commission – and advising if the charity ceases to exist
- Approving recommendations to seek changes to MHT's governing documents (the Malvern Hills Acts)
- Approving recommendations to alter MHT's governance documents
- Approval of Standing Orders
- Suspension of Standing Orders
- Alterations or amendments to Standing Orders
- Ratifying urgent decisions taken by the CEO
- Requiring and receiving declarations of Board trustees' interests that may conflict with those of MHT and decide how to manage any such conflicts
- Require and receive declarations of interests of staff members that may conflict with those of MHT
- Approve arrangements for dealing with complaints
- Considering recommended amendments to management structures
- Receiving reports from sub-committees and considering recommendations to the trustees
- Establishing/reviewing/amending terms of reference for committees and working groups
- Authorising use of the seal

Appointments/remuneration/discipline

- Nominating and electing a trustees to serve in the role of chair and vice-chair
- Appointing committees and committee members
- Ensuring Board members comply with the 'Code of Conduct'
- Putting in place procedures for succession planning of the Board
- Appointing, appraising and dismissing the CEO
- Appointing the Secretary to the Board
- Considering, approving/rejecting recommendations regarding the salary and benefits of the CEO
- Setting and reviewing salary scales for employees
- Approving proposals for new staff posts or changes to the staff structure
- Ensuring Board's duties as an employer are met
- Agreeing and implementing procedures for effective evaluation of the performance of the Board, individual Board members and Committees

Strategic and budgetary matters

- Ensuring effective overall management of the organisation, ensuring compliance with the charity's objects and relevant legislation – including the Malvern Hills Acts
- Defining and agreeing the strategic aims and objectives of MHT
- Approving plans for the delivery of MHT's strategic aims and objectives
- Ensuring that any ancillary trading does not compromise MHT's charitable status and does not conflict with powers granted in the Malvern Hills Acts

- Approving MHT policies and procedures for internal control, management of risk and protection of MHT property
- Approving proposals for capital expenditure
- Approving changes to banking arrangements
- Approving/amending budgets
- Approving proposals for the acquisition or disposal of land/property
- Accepting or rejecting legacies and donations
- Ensuring Board's duties as a landlord are met
- Approving/rejecting requests for overground easements in accordance with the easement policy
- Setting and reviewing investment strategy
- Authorising delegated powers to officers
- Decisions relating to court proceedings against or on behalf of MHT
- Approval and appointment of professional advisers (solicitors, auditors etc)
- Agreeing changes to the pension scheme or to the management of the pension scheme funds

Policies

- Approving, reviewing and amending key policies for example:
 - Trustee code of conduct
 - Employment policies
 - Health and safety policy
 - Complaints policy
 - Investment policy
 - Reserves policy
 - Whistleblowing policy
 - Risk management policy
 - Easements/wayleaves policy
 - Land acquisition policy

Audit arrangements

- Approving remuneration of external auditors, their re-appointment or removal
- Receiving and noting the annual management letter from the external auditor and agree any actions required
- Undertaking internal audits and agree any actions required

Reporting arrangements

- Receiving, presenting and approving the charity's annual report and accounts
- Ensuring the annual report and accounts are filed
- Establishing, maintaining and retaining appropriate financial reporting arrangements and records and approve any significant changes in accounting policies or practices
- Holding an annual general meeting for council tax payers

Monitoring

- Receiving and reviewing recommendations from committees
- Receiving and reviewing reports from staff
- Ongoing monitoring of the governance of the organisation

See Committee Terms of Reference for delegated powers of the Finance Administration and Resources Committee and Staffing Committee.

The following matters will be undertaken by the specified officers:

Staff management

Leadership and management of staff and volunteers – CEO
Recruitment of staff (other than CEO/Secretary) – CEO
Recommending changes to the staff structure – CEO
Staff appraisal (other than CEO) – Line managers
Determining staff salaries within agreed pay scales – CEO/Line managers
Recommending arrangements and policies for staff – CEO
Appointing consultants for project work – Relevant manager
Staff disciplinary action – including dismissal – CEO/Line managers
Authorising additional time/hours within approved levels – CEO
Authorising leave carry over – less than 5 days – Line manager/more than 5 days - CEO
Authorising training – CEO/Line manager
Authorising study leave – Line managers (in line with policy)
Authorising compassionate leave - CEO

Finance/Legal

Approving requests to alter existing easements or for new easements in accordance with the easement policy – CEO
Approving requests for underground easements for utilities in accordance with the easement policy – CEO
Formulating, modifying and recommending budget – CEO/Finance and Administration Manager/budget holders
Preparing the annual accounts – Finance and Administration Manager
Reallocating resources in year to meet changing requirements – CEO/Finance and Administration Manager/budget holders
Monitoring expenditure against budgets and reporting to the Board – Finance and Administration Manager
Approving contracts for budgeted expenditure under £10,000 – CEO
Approving non-budgeted expenditure up to £5,000 for a single item, limited to £10,000 in total for any financial year - CEO
Signing of cheques and financial authorisation – CEO /Secretary/Finance and Administration Manager/Finance Assistant/Chair/Vice-Chair/Chair of FA&R
Approving expenditure from the Gift Fund in accordance with the Gift Fund policy – CEO
Identifying appropriate sources of funding and submit funding applications – CEO/Officers
Signing funding agreements – CEO
Authorising orders – Budget holders
Authorising invoices – Budget holders
Signing/sealing documents – leases/easements/licences/contracts – CEO / Secretary to the Board
Liaison with solicitors regarding legal matters – CEO/ Secretary to the Board
Liaison with tenants – CEO
Maintenance of the Board's property – CEO/Operations Manager

Strategy and policy

Establishing and implementing H&S management strategy - CEO
Controlling, monitoring and reviewing of H&S management plan – CEO (monitored by FA&R)
Recommending conservation and land management strategy and policies to the Board – Conservation Manager
Preparing the management plan in line with overall strategy approved by the Board – Conservation Manager
Preparing annual work plans to achieve the management plan – Conservation Manager/Operations Manager
Monitoring progress against the management plan and reporting to the Board - Conservation Manager/Operations Manager
Recommending strategic direction and policy to the Board – CEO
Preparing the business plan in line with overall strategy approved by the Board – CEO
Preparing annual service plans to achieve the business plan – Management team

Monitoring progress against the business plan and reporting to the Board - CEO
Advising the Board on governance matters –CEO / Secretary to the Board
Preparing Board/Committee papers –CEO / Secretary to the Board
Preparing Board/Committee minutes –Secretary to the Board
Producing a business continuity plan – CEO

Other

Acting as the Returning Officer for elections - CEO
Communicating with the media – CEO/Chairman
Responding to planning applications – Conservation Manager

Processes for Decisions of the Board and Committees

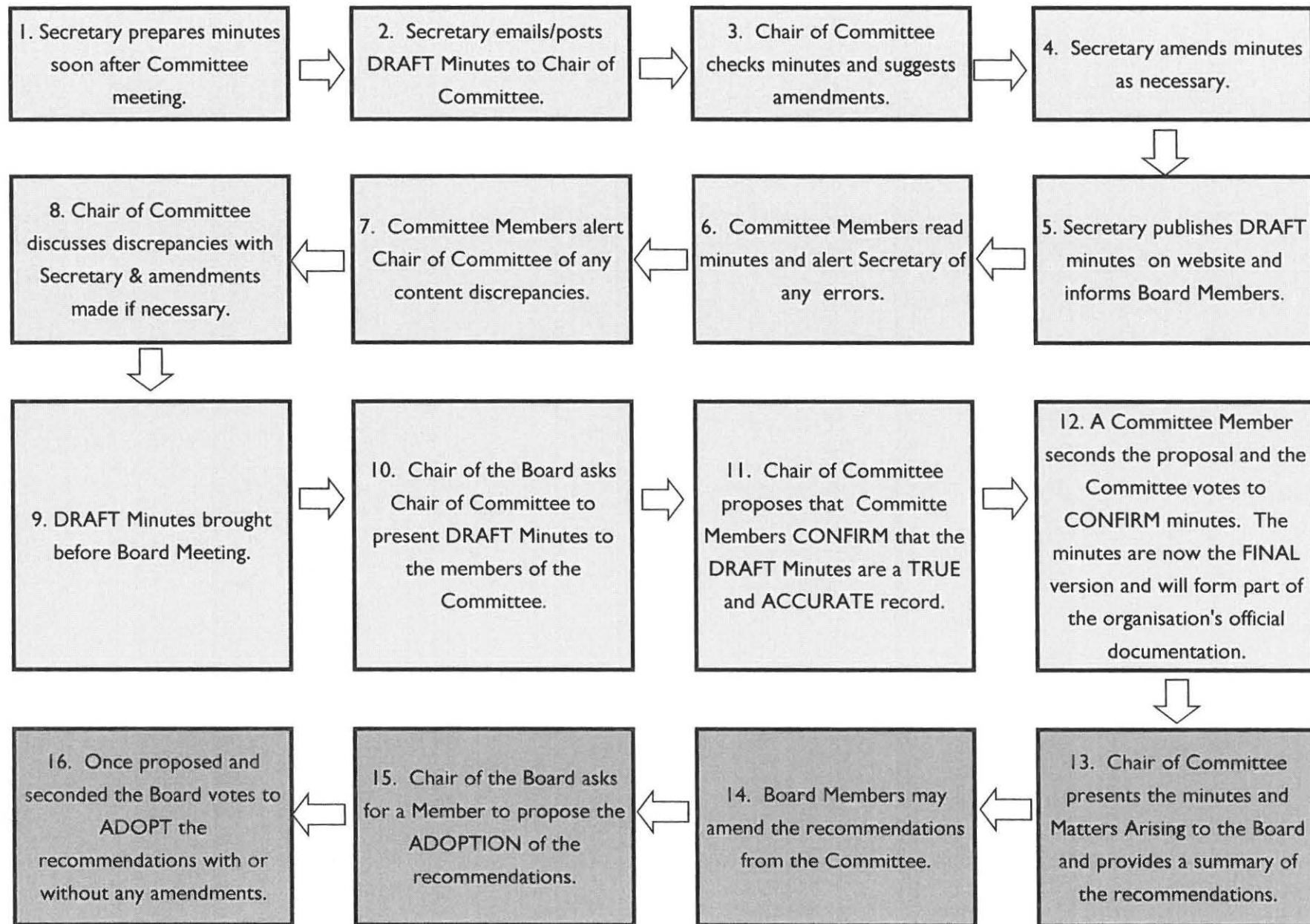
A committee considers detailed topics that are within its remit. The discussion, informed by papers and background material, may lead to a recommendation or further investigation or actions.

Any recommendations that the committee agrees will require authorisation from the Board before the recommendations can be implemented. The Board may approve, reject or amend the recommendations.

In the following flow chart boxes 1 to 8 are to ensure the minutes are a complete and accurate account of the substantives points of the discussion from the committee meeting. The minutes are not intended to be a complete record of everything that was said, but should include everything that is considered to be material to the Board when it considers the adoption of the recommendations.

Boxes 9 to 12 seek a formal acceptance of the minutes as a true record of the substantive points. box 13 allows the chair of the Committee to provide the Board with a brief summary of the discussion and recommendations. Box 14 allows the Board to consider any other relevant material facts and allows the Board to amend the recommendation if necessary. Boxes 15 and 16 sees the Board adopt the recommendations with or without amendments.

Presenting Committee Minutes to the Board



Duties of Staff

Chief Executive Officer (CEO)

- Day to day contact with Board members
- Prepare reports and service committees and Board Meetings
- Represent MHT with the public, local and national bodies
- Promote the image of MHT
- Liaison with press/media
- Prepare Policy and Direction for the Board for consideration
- Overall responsibility for financial management of MHT
- Generate additional income through fundraising, grant applications etc
- Deliver the work programme in a sympathetic and cost effective manner
- Coordinate promotional information
- Ensure that Malvern Hills Acts are complied with
- Ensure that the Estate is managed to achieve the balance between all interests
- Ensure compliance with and implementation of decisions of the Board
- Responsible for all staff employed and volunteers
- Responsible for health and safety
- Act as Returning Officer
- Ensure that the Board complies with existing and new legislation

Secretary to the Board (part-time)

- Carry out all administration for the efficient running of Board and committee meetings
- Advise on governance procedures and coordinate legal advice
- Maintain wayleave database
- Prepare reports and minutes for committees and the Board
- Administration of applications for easements and wayleaves
- Assist the CEO in running elections

Conservation Manager

- Responsible for Land Management
- Prepare reports for the Land Management Committee
- Oversee the Land Management budget once it has been agreed by the Board
- Prepare, implement and update the Management Plan
- Lead Officer for conservation issues and grazing schemes
- Prepare annual work plans
- Line manage the Deputy Conservation Officer, Community & Conservation Officer and volunteers
- Prepare, submit and manage Woodland grant schemes, Stewardship schemes and other land management grants
- Liaise with key partners including Natural England, Forestry Commission and the AONB
- Set up monitoring systems and records
- Keep land holdings map up to date
- Advise on land acquisition
- Responsibilities for health and safety in relation to Land Management

Conservation Officer (part-time)

Assist the Conservation Manager in the preparation of the management plan, annual work plans and the preparation of budgets

Design and undertake programmes of monitoring (to include archaeology, landscape, ecology, water quality, geology, views and access) and maintain records, including making use of local experts and groups

Survey for non-native species and injurious weeds

Coordinate the Wildlife Advisory Panel

Monitor grazing

Give talks and attend parish meetings

Management of Old Hills, Park Wood and Chase End Hill

Design and produce maps and undertake analysis using Geographical Information Systems

Deputise for the Conservation Manager in his absence

Community and Conservation Officer

Foster a better understanding of the role of MHT, and the nationally important landscape which it manages

Maintain and improve relationships with the public through campaigns, communications and projects

Keep information on MHT website and on social media up to date

Review MHT's "brand" and improve interpretation, leaflets and public signage

Recruit supporters and volunteers & working with the Wardens, gain a better understanding how MHT can make use of volunteers

Coordinate the Recreation Advisory Panel

Oversee the public events programme

Prepare press releases to ensure the public is aware of significant events or work

Manage the Community Woodland

With others, administer tree safety programme

Maintain GIS system

Reviewing, developing and implementing public facing policies including those relating to suburban trees and grass management, access and recreation

Finance and Administration Manager (part-time)

Preparing annual budgets

Preparing management accounts

Preparing annual report

Payroll

Ensuring appropriate insurance arrangements are in place

Liaison with investment managers

Reviewing financial policies and procedures

Liaison regarding LGPS and MHT administration in relation to LGPS

Line managing Admin Assistant and Finance Assistant

Financial Assistant (part-time)

Maintain the accounting records on the Sage Accounting System

Prepare quarterly Management Accounts

Prepare monthly salaries with Finance and Administration Manager

Work with the Financial Consultant in the preparation of annual accounts

Reconcile all car parking revenue, wayleaves and rents and process collection of car parking fees

Count and bank all car park money

Be responsible for petty cash and postage

Support administrative staff as directed

Carry out reception duties as required

Administrative Assistant (part-time)

Staff Reception desk, including taking incoming calls and greeting visitors
Take responsibility for incoming and outgoing post
Collate and distribute papers, agendas and other items to Board members
Maintain records of conveyances, databases, deeds and documents of the Board in paper/electronic form
Petty cash and sales floats
Place stationery orders
Maintain records of incidents, complaints and comments
Maintain vehicle inspection records
Maintain electronic databases and press cuttings file
Administer car park passes to include maintaining records

Operations Manager

Supervise Field Staff and contractors
Work with the Conservation Manager in delivering Management Plan
Keep records of staff holidays, sickness, accidents and work
Keep an inventory of tools, machinery and equipment
Be responsible for inspections, safety and maintenance of vehicles, machinery and equipment
Be responsible for health and safety of field staff, undertake risk assessments
Make recommendations for staff, equipment, tools and materials
Be responsible for inspection and maintenance of MHT's buildings
Responsible for security of sheds and safety of quarries

Field Staff

Carry out work that improves recreation, conservation, and land management of the MHT land
Respond to requests from the Operations Manager
Cut grass on roadside, commons and hills
Maintain paths and car parks
Carry out countryside management
When requested carry out inspection of trees, seats, signs
Collect litter

Wardens

Liaise with commoners, residents, and visitors
Encourage good behaviour and respect for MHT land
Stop encroachment and see that wayleaves and easements are complied with
Ensure that byelaws are complied with
Work with emergency services
Organise volunteers
Keep a record of activities and carry out safety checks
Remove abandoned vehicles
Remove unauthorised signs
Support Newsletter
Give guided walks and talks
Collect car park monies and monitor payment of fees
Carry out small scale practical work around car parks including litter patrols
Review signs on the Hills

Officers and staff are supported by volunteers in various aspects of the organisation including:

Volunteer Administrative Assistants

Undertake reception duties, telephone enquiries and assisting with admin duties
Assist in duplicating agendas, minutes
Maintain office diary
Maintain files
Assist in maintaining stationery
Keep press cuttings

Volunteer Wardens

Monitoring particular activities and wildlife sites
General supervision of MHT facilities
Encouraging and informing good practice in public use of MHT land
Patrolling agreed area
Making observations of condition, maintenance and usage of the area
Giving advice and direction to the public
Interpretation and observation of byelaws

Volunteer Conservation Workers

Scrub, bramble and bracken clearing
Planting trees and building tree guards
Managing sites to encourage specific species
Maintaining and planting hedges
Assisting in the management of ponds and other waterbodies

Volunteer Surveyors

Survey every path
GPS map bench locations
Photographic record of bench and views
Produce condition report
Record inscriptions of memorial benches

Section 3

Standing Orders

1. Introduction

- 1.1 MHT business will be conducted by the Board of trustees and the 4 committees: Land Management; Finance Administration and Resources; Staffing and Governance. Terms of reference for the Board, Land Management, Finance Administration and Resources, Staffing and Governance Committees are incorporated within the Governance Handbook. The Disciplinary Committee (terms of reference approved 12 September 2019) will meet only if required.

2. The Board

- 2.1 The Board shall meet on third Thursday of January and the second Thursday of March, May, July, September and November (except in an election year when the November meeting will be held on the third Thursday).
- 2.2 10 trustees shall form the quorum for Board meetings.
- 2.3 If a quorum is not present, the meeting shall be adjourned to the next available date.
- 2.4 In local government election years, nominated trustees will retain their MHT positions until 1st November, even if they fail to be re-elected to their nominating body.

3. Appointing the chair and vice-chair of the Board

- 3.1 A chair and vice-chair of the Board shall be appointed at the November meeting of the Board.
- 3.2 The chair and vice-chair shall hold office for 12 months and remain in office until their successors are appointed.
- 3.3 Nominations for chair and vice-chair must be submitted at least 2 weeks prior to the November meeting (except as in 3.4 below) to allow nominees' statements to be circulated with the Board papers. Unsuccessful nominees for the role of chair may be considered for the role of vice-chair. The nomination form must include a proposer and seconder, the signature of the nominee confirmation that they are prepared to stand and are able to fulfil the role, and also a brief statement setting out their suitability for the role.
- 3.4 In an election year nominations for chair and vice-chair must be submitted no less than 3 clear working days before the meeting and will be circulated to trustees by email and/or copies will be available for collection from the office 36 hours before the meeting.
- 3.5 In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled by election at the next meeting. Nominations should be submitted no less than 3 clear working days before the meeting to enable nominee's statements to be circulated in accordance with 3.4 above. The appointee will then remain in post for the remainder of the period for which their predecessor was appointed.
- 3.6 Chairs and vice-chairs (including of committees) may not hold the same office for more than 5 years in succession.

4. Appointment of the committees

- 4.1 Members of the 4 committees which meet regularly shall be appointed annually at the November meeting of the Board.
- 4.2 Each trustee will be eligible to sit on one of either Land Management Committee or Finance, Administration and Resources Committee.
- 4.3 There shall be a minimum of 7 trustees appointed to Land Management Committee and a minimum of 7 to Finance, Administration and Resources Committee.
- 4.4 7 trustees shall be appointed to Governance Committee and 7 to Staffing Committee.
- 4.5 9 trustees will be appointed to the Disciplinary Committee at a Board meeting within the first 3 months of the term of the Board, and the composition of the committee will be proposed by the chair and vice-chair of the Board.

- 4.6 The composition of committees other than the Disciplinary Committee will be proposed by the current chair and vice-chair of the Board, and the chair and vice-chair of the relevant committee taking into account the preferences of members and their skills, interests and attendance records.
- 4.7 The chair and vice-chair of the Board will be entitled to attend and speak at all committee meetings but will not be entitled to vote unless appointed by the Board as a member of that committee.
- 4.8 Committees may, from time to time, co-opt additional members to their committee from outside the Board for specific purposes. Members appointed in this way are not entitled to vote at meetings, nor participate in discussions held where the public have been excluded, unless invited to remain.
- 4.9 If the number of members on any standing committee except the Disciplinary Committee falls below that set out in 4.3 and 4.4 the chair and vice-chair of the Board with the chair and vice-chair of the relevant committee/s will, with the consent of the trustee/s concerned, appoint additional trustee/s to serve until the following November Board meeting.
- 4.10 If the number of members on the Disciplinary Committee falls below that set out in 4.5, on the proposal of the chair and vice chair of the Board, additional committee member/s will be appointed by the board to serve for the remainder of the term of the board

5. Land Management Committee

- 5.1 Land Management Committee will meet in December, with additional meetings as required.
- 5.2 A chair and vice-chair will be elected at the December meeting in accordance with procedures adopted for the Board appointments in clauses 3.2-3.6. In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
- 5.3 The quorum for Land Management meetings shall be 5 trustees.
- 5.4 If a quorum is not present, the meeting shall be adjourned to the next available date.

6. Finance, Administration and Resources Committee

- 6.1 Finance, Administration and Resources Committee will meet in August and December with additional meetings as required.
- 6.2 A chair and vice-chair will be elected at the December meeting in accordance with procedures adopted for the Board appointments in clauses 3.2-3.6. In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled by election at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
- 6.3 The quorum for Finance, Administration and Resources meetings shall be 5 trustees.
- 6.4 If a quorum is not present, the meeting shall be adjourned to the next available date.

7. Governance Committee

- 7.1 Governance Committee will meet in January, with additional meetings as required.
- 7.2 A chair and vice-chair will be elected at the January meeting in accordance with procedures adopted for the Board appointments in clauses 3.2-3.6. In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled by election at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
- 7.3 The quorum for Governance Committee meetings shall be 4 trustees.
- 7.4 If a quorum is not present, the meeting shall be adjourned to the next available date.

8. Staffing Committee

- 8.1 Staffing Committee will meet at least once per year in January with additional meetings as required.
- 8.2 A chair and vice-chair will be elected at the January meeting in accordance with procedures adopted for the Board appointments in clauses 3.2-3.6. In the event of the

- position of chair or vice-chair becoming vacant mid-term, the post will be filled by election at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
- 8.3 The quorum for Staffing Committee meetings shall be 4 trustees.
- 8.4 If a quorum is not present, the meeting shall be adjourned to the next available date.
- 9. Disciplinary Committee**
- 9.1 The Disciplinary Committee will be appointed for the term of the Board and will meet only when required under the disciplinary procedure.
- 9.2 Only trustees who have signed the Trustees' Code of Conduct will be eligible for membership of the Disciplinary Committee.
- 9.3 A chair will be appointed by the committee at its first meeting and will remain in place for the term of the Board. In the event of the position of chair becoming vacant mid-term, the post will be filled by election at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
- 9.4 The quorum of the Disciplinary Committee will be 6 trustees
- 9.5 If a quorum is not present, the meeting shall be adjourned for such period as the members of the committee present agree.
- 10. Ordinary Meetings of the Board and Committees**
- 10.1 Five clear working days' notice of ordinary Board and committee meetings will be given by means of the agenda and relevant papers posted or emailed to each trustee at their usual or last known address.
- 10.2 Notice under 10.1 will be given by post unless a trustee has indicated in writing that he/she wishes to receive papers by email.
- 11. Appointment of Auditors and approval of the Trust's annual accounts**
- 11.1 The approval of the Trustees' Annual Report and Accounts for the year ending 31 March and for the appointment of Auditors, shall take place at a meeting of the Board which takes place before 31 December in the same year.
- 11.2 Notice of this meeting will be given to the public in accordance with the Commissioners' Clauses Act 1847. The agenda and papers for trustees will be sent out in accordance with Standing Order 10.
- 11.3 Any levy payer wishing to vote at the meeting on the appointment of auditors must show a copy of their council tax bill to confirm their entitlement to vote.
- 11.4 Any levy payer wishing to propose a firm of auditors for appointment must notify the Trust of their proposal at least 12 clear working days before the meeting.
- 12. Special Meetings**
- 12.1 The chair of the Board or any 10 or more trustees may call for a Special Meeting of the Board.
- 12.2 The Secretary to the Board may call a Special Meeting of the Board in the event of the resignation or death of the chair.
- 12.3 The chair of each committee, or any 5 or more Members of that committee, may call for a Special Meeting of that committee.
- 12.4 At least 48 hours' notice is required for Special Meetings of the Board or committees.
- 12.5 No business other than that set out in the notice of the meeting shall be transacted at the Special Meeting.
- 12.6 Notice of the Special Meeting will be given by means of the agenda and relevant papers emailed to each trustee at their usual or last known address unless no email address has been provided.
- 12.7 The quorum for any special meeting shall be as set out in clauses 2.2, 5.3, 6.3, 7.3 and 8.3 and if a quorum is not present the meeting shall be adjourned for such period as is agreed by those present.

13. Attendance by the Public

- 13.1 All Meetings of the Board, and its committees, shall be open to the public (subject to Standing Order 18.5) unless the Board or committee, by resolution, excludes the public for the whole or part of the proceeding by reason of the exempt or confidential nature of the business to be transacted. For further information see Section 5 of the Governance Handbook. (see also Standing Order 18)
- 13.2 Members of the public may address a meeting, subject to prior written notice being received at the office by noon, 1 clear working day preceding the meeting. The notice should include details of the subject matter on which it is proposed to speak. Members of the public will speak in the same order as notifications are received.
- 13.3 A member of the public may only address a committee meeting on a topic which is relevant to agenda items for that meeting.
- 13.4 An address by a member of the public shall be limited to 3 minutes per person, with 30 minutes set aside in total for this item.
- 13.5 The chair may also, at their discretion, suspend the meeting to hear views of the public on agenda items under discussion

14. Order of Business for Board Meetings

- 14.1 The agenda for the Board shall be decided by the chair and vice-chair, in consultation with the CEO and Secretary to the Board, in accordance with the clauses 14.2 – 14.13 below.
- 14.2 **Site visit.** Where appropriate to the issues on the agenda, the Board Meeting may be preceded by a site visit. Site visits are for information gathering purposes only. Notice of the site visit shall be included with the agenda and papers for the meeting.
- 14.3 **Present and Apologies.** The minutes shall record the names of all trustees and officers present, together with apologies for absence received.
- 14.4 **Chair's Announcements**, if any. These may include:
Information items
Notice of Urgent Business Items
- 14.5 **Declarations of interest** by members of the Board on any item on the agenda as specified in the Trust's Conflict of Interest policy.
- 14.6 **Public speakers**, if any. Maximum 30 minutes for this item.
- 14.7 **Minutes.** The minutes of the last Ordinary Meeting, and any Special Meetings of the Board that have been held, will be verified by the Board and signed by the chair.
- 14.8 **Matters arising.** To report any matters arising from the minutes which will not otherwise be discussed.
- 14.9 **Committee Reports.**
14.9.1 The chair of the relevant committee will invite the committee members present to verify the Minutes as a true and accurate record.
14.9.2 The chair of the relevant committee will present the report to the Board, drawing attention to items of particular note and the committee's recommendations to the Board.
14.9.3 The chair of the Board will invite the Board to adopt the minutes and any recommendations therein, subject to amendment if required.
- 14.10 **Papers for consideration at Board.** Papers with recommendations for resolution by the Board. (Where appropriate, such papers may be advanced up the agenda according to relevance, importance and urgency).
- 14.11 **Urgent Business.** Matters indicated under Chair's Announcements which need to be despatched prior to the next meeting. **NOTE:** Business which has not been included on the agenda will not normally be transacted at a meeting. However an item fulfilling the criteria set out in 14.12 may be accepted for decision.
- 14.12 For the purposes of Standing Order 14.11 "urgent business" shall mean an item of business which if not discussed or decided upon at the meeting might reasonably be expected to result in prejudice of a financial, commercial, reputational or legal nature to the interests of the MHT.
- 14.13 **Information.** To consider the Management Report, any other matters the CEO wishes to bring to the attention of trustees and reports from representatives on outside bodies.

15. Order of Business for Committee Meetings

- 15.1 The agenda for committee meetings shall be decided by their chair and vice-chair, in consultation with the chair and vice-chair of the Board, the CEO and relevant MHT staff.
- 15.2 The agenda shall, as far as appropriate, follow the order set out in Standing Order 14.
- 15.3 Trustees may attend any committee meeting. Those trustees who are not members of that committee may, at the discretion of the chair speak, but not vote, at the meeting.

16. Reaching Decisions

- 16.1 On any proposal which is included in the agenda for decision, the proposer or relevant staff member will introduce the proposal and explain the background and reasons for it.
- 16.2 Following presentation of the proposal as above, the chair will invite comments from trustees.
- 16.3 Upon the chair deciding that there has been adequate debate of the proposal they shall either put the original proposal to the trustees for a vote of approval, or put forward a related proposal which they judge as representing the consensus of the trustees' views following the debate.
- 16.4 Proposals shall be determined by a majority of votes of the trustees present.
- 16.5 If any member requests a paper ballot, this will be put to the meeting and the vote taken by this method if 1/3 of trustees present and eligible to vote agree.
- 16.6 If there are equal numbers of votes for and against a proposal, then the chair may give a casting vote, or determine that the proposal should be deferred.
- 16.7 Where a proposal fails after full debate and voting, trustees may, through the chair, propose an alternative recommendation for debate, following the above process.
- 16.8 Any trustee may require their vote to be recorded in the minutes.
- 16.9 Where the legality of any decision comes under question, and/or further facts material to the decision come to light, the Board or committee chair, or any 4 Members of the Board may call in the decision for reconsideration. Otherwise decisions of the Board shall not be revisited within 6 months unless notice in writing is given bearing the names of at least one third of the Board.
- 16.10 When the Board makes a decision, even though it may not be unanimous, the decision is deemed to be the responsibility of all trustees and so all trustees are expected not to undermine the decision once made.

17. Conduct at Meetings

- 17.1 At every meeting, the chair, if present, shall preside. If the chair is absent, the vice-chair shall preside. If the vice-chair is also absent, the trustees present shall elect one of their number to preside for that meeting.
- 17.2 Individuals wishing to speak should seek the attention of the chair and wait their turn to speak, only when directed by the chair.
- 17.3 Trustees must address all contributions to the meeting via the chair and shall avoid interruption, uninvited comments, or individual discussions with other trustees.
- 17.4 Trustees shall actively engage in discussion, debate and voting in meetings; contributing in a considered and constructive way, listening carefully and challenging respectfully.
- 17.5 Points of order arising at a meeting shall be decided by the chair, whose ruling shall not be called into question.

18. Disorderly Conduct

- 18.1 No trustee shall, at any meeting, persistently disregard the ruling of the chair, wilfully obstruct business or behave in such a manner as to cause offence or breach the MHT Code of Conduct.
- 18.2 If the chair identifies breaches under 18.1 or trustees raise such a breach as a point of order, a first verbal warning will be issued to the trustee concerned. This will be noted in the minutes and the chair may, at his or her discretion, instruct other trustees to disregard their contribution.

- 18.3 If an individual breaches 18.1 for a second time they may be asked to leave the meeting. This will be noted in the minutes, explaining briefly the reasons for exclusion from the meeting. The chair may, at his or her discretion, refer the breach to the Disciplinary Committee for consideration under the MHT Code of Conduct.
 - 18.4 If this ruling is disobeyed, the chair may suspend the meeting, or take such further steps as may reasonably be necessary.
 - 18.5 In the event of any member/s of the public persistently interrupting or behaving in such a way as to disrupt the business of the meeting, the chair should ask the person/s concerned to stop. If they fail to do so, the chair may ask the person/s to leave the meeting. If they fail to do so the chair may adjourn the meeting for such period as is considered expedient or take such other action as they consider appropriate.
- 19. Working Groups/Parties**
- 19.1 The Board and each committee shall have the power to appoint a working group to consider matters relevant to that committee.
 - 19.2 The objectives, terms of reference, duration, composition and reporting arrangements of the working group will be defined by the Board or relevant appointing committee.
 - 19.3 The CEO, or an officer appointed by the CEO may sit as an ex-officio member of the working group.
 - 19.4 The working group may appoint representatives of outside bodies or other individuals who are not trustees, subject to confidentiality requirements appropriate to the issues under discussion.
 - 19.5 Reports of, and recommendations by, the working group shall be made to the Board or relevant appointing committee.
 - 19.6 All resource implications, whether relating to staff time or finance, must be identified and approved by the Board unless previously budgeted for within the committee or falling within the relevant officer's delegated powers of approval.
- 20. MHT Records**
- 20.1 Minutes of the Board and committees shall be recorded in line with Charity Commission best practice.
 - 20.2 All minutes shall be signed by the chair to indicate that they are a true and accurate record of proceedings.
 - 20.3 Minutes must be retained, together with all supporting books, papers, photographs and plans, or any other material required to understand the factors considered in reaching decisions.
 - 20.4 Minutes will be open to inspection by the public, and uploaded onto MHT's website, unless exempt on the grounds that their release would be prejudicial to the public interest by reason of the exempt or confidential nature of the business transacted. For further information on exempt information see Section 5 of the Governance Handbook.
 - 20.5 Original minutes and related papers may not be removed from MHT offices without the express permission of the CEO and shall be returned as directed by the CEO.
 - 20.6 MHT may make a reasonable charge for providing copies of these papers.
- 21. Seal**
- 21.1 The Seal of the Board shall be attached to any document which requires that action to be taken.
 - 21.2 The affixing of the Seal shall be attested by the CEO or Secretary to the Board or in the event of their both being absent, by the chair or vice-chair of the Board.

22. Approval of Standing Orders

These Standing Orders were approved at the Meeting of the Board held on 12 September 2019 and shall remain in force until the Board otherwise determines. It will be the responsibility of the Governance Committee to review Standing Orders in future and to recommend any amendments to the Board.

Signed under Seal

Duncan Bridges: CEO:
Chair of the Board.

Conflicts of Interest Policy

Malvern Hills Trust

Registered Charity Number 515804

Adopted 9 March 2017

1 Purpose and scope

- 1.1 This document sets out the rules the Board of Malvern Hills Trust (MHT) wishes to adopt for managing potential and actual conflicts of interest or loyalty affecting Board Members of MHT. It applies to all Board Members. Its purpose is to enable Board Members to ensure the open and proper management of any particular conflict in order to ensure that all decisions are taken in MHT's best interests and that both MHT and the individuals involved are protected from any appearance of impropriety and that public trust and confidence in MHT can be maintained.
- 1.2 It is intended to ensure that MHT is not placed in a position where, even though Board Members may have acted in the best interests of the charity, those outside the Board may gain an impression, or have a suspicion, that a Board Member had a conflict of interest or loyalty. Accurate or otherwise, such an impression could damage the reputation of MHT and result in MHT having to invest time and energy in justifying its actions and defending its reputation, thereby deflecting resources from its objectives.
- 1.3 Where the term conflict of interest is referred to in this policy, it includes both personal interests of the member or a connected person (see 3.7 below), whether financial or otherwise, and conflict of duty or loyalty described under 3.5 below.
- 1.4 Where a potential conflict arises, it is the responsibility of all the Board Members to make sure that it is addressed, not just the member concerned.
- 1.5 Except where otherwise indicated by the context, any masculine term used in this policy also shall include the feminine.
- 1.6 Where examples are set out in this policy, they are not to be taken as a definitive list and are without prejudice to the generality of a foregoing statement.

2 Background

- 2.1 Board Members have a legal obligation to act in the best interests of MHT and in accordance with its governing documents. They are expected to act impartially and objectively, and to take steps to avoid conflicts of interest or apparent conflict of interest.
- 2.2 Conflicts inhibit free discussion, may result in decisions that are not in the best interests of MHT and risk giving the impression that the Board Members have acted improperly.
- 2.3 Conflicts can come in all shapes and sizes. Board Members should be alive to this, and each Board Member has a responsibility to identify where there may be a conflict in relation to themselves, a person connected to them or a conflict of loyalty (including as a result of membership of or responsibility to another organisation).

3 Legal context

- 3.1 There are some fundamental legal issues Board Members should ensure they understand. These are summarised below.
- 3.2 **Board Member benefits**
 - 3.2.1 Board Members cannot receive any personal benefit from the MHT unless they have express legal authority to do so. "Benefit" includes any property, goods or services which may have a monetary value, as well as money. This will include payments to a Board Member for providing goods or services to the MHT on normal commercial terms. A Board Member who may derive any personal benefit of this kind from a transaction with MHT will have a conflict between their duty to

the MHT and their own personal interest in the benefit. It is the potential benefit (rather than any actual benefit) which gives rise to this conflict of interest.

- 3.2.2 A benefit does not include any permitted reimbursement of properly incurred out of pocket expenses.

3.3 General Board Member benefits

- 3.3.1 Board Members may receive the following "general" benefits (i.e. benefits that are available to all Board Members):

- indemnity insurance paid for by the MHT
- an annual car park pass

3.4 Personal Conflict of interest

- 3.4.1 A Board Member has a personal conflict of interest where he (or a connected person) has a financial or other personal interest in the outcome of a decision which could, or could be seen to, prevent the Board Member from making a decision only in the best interests of the charity. This would include a situation where one Board Member is affected more than others by the outcome of a decision.

3.5 Conflicts of loyalty

- 3.5.1 A Board Member who owes a loyalty to another person or organisation (eg a friend or relative, charity, council or limited company), who/which is involved in a transaction or arrangement with MHC or where a decision made by MHT will affect that person or organisation (or, in the case of a council, will affect some or all of the residents of that council area to a greater extent than residents in the Malvern Hills area generally), may have a conflict between their duty to MHT and their loyalty to the other person or organisation. This may be because for example they are a trustee, director, shareholder, member, officer or employee of that other organisation. Notwithstanding that the Board Member has no personal interest in the transaction or arrangement, and cannot benefit from it personally, he may have a conflict of loyalty.

- 3.5.2 Specifically,

- (a) a Board Member who is a member of a Council may have a conflict of loyalty in relation to decisions affecting that Council, its operations or which could affect the implementation of an agreed policy of that Council.
- (b) a Board Member who sits on an MHDC, Worcestershire County Council or Herefordshire Council Development Control Committee may have a conflict of loyalty in relation to decisions which are linked or could be linked to a past, current or future planning application which has or may come before the committee on which he sits. (eg: applications for easements in relation to potential development sites).
- (c) a Board member who is appointed by or nominated on behalf of a ward or parish may have a conflict of loyalty in relation to decisions affecting that ward or parish or which could affect the implementation of an agreed policy of that ward or parish.

3.6 Duty to avoid conflicts

- 3.6.1 Every Board Member has a personal responsibility to declare any conflict or potential conflict of interest in order to fulfil their legal duty to act in the best interests of MHT and to avoid any conflict of interest. The duty is not simply to mitigate any conflicts that arise, but to avoid them altogether.

3.7 Connected persons

- 3.7.1 A Board Member can be put in a position of conflict where the MHT enters into a transaction or arrangement with or makes a decision which affects a member of their family or a business in which they have an interest or anyone else who is "connected" to them. Any benefit to the connected person is a benefit to the Board Member. For this purpose a "connected" person is:

- any Board Member's spouse, civil partner, parent, child, brother, sister, grandparent or grandchild (or any spouse or civil partner of any of these people);
- any other person in a relationship with a Board Member which may reasonably be regarded as equivalent to that of a spouse or civil partner; or
- any company, LLP or partnership of which a Board Member or a person as set out in the bullets above is a paid director, member, partner or employee or a holder of more than 2% of the issued share capital or capital.
- Any company LLP or partnership where 2 or more people listed above when taken together are holders of more than 2% of the issued share capital or capital.

4 Declaration of interests

- 4.1 On appointment and when requested thereafter, Board Members must declare their interests and any gifts or hospitality accepted which might be seen to influence their role as a Board Member on the declaration of interests form attached to this policy. This declaration should include the interests as listed in 4.2 below of the member's spouse, civil partner or cohabitee where they are known.

- 4.2 Board Members should declare the following on the declaration of interests form:

- any post held in the ordinary course of employment or practice
- any company or firm where the Board Member is a partner or remunerated as a director
- membership of any professional body or trades union
- any body making a payment in relation to appointment as a Board Member
- any shareholding of more than 2% of the issued share capital in any local company (whether public or private)
- any land owned or rented in parishes where MHT has a land holding or any land within 500metres of MHT land.
- any Board Membership or membership of any other charity (including any overseas charity)
- any body where the Board Member represents MHT

- any a) public authority or body b) company, industrial or provident society, charity or charitable body where the Board Member is a member or is in a position of management or control
 - any office held in any body, society, association or other institution in the public, private or voluntary sector, including posts such as president, chair, Board Member, chief executive, treasurer and secretary
 - consultancies, directorships or advisory positions
 - membership of a political party or pressure group with an interest in the activities of the MHT
 - gifts or hospitality offered, whether accepted or declined.
- 4.3 The Secretary to the Board will use the information provided by Board Members to maintain a register of interests for all Board Members. The register will be accessible to all Board Members and members of the public on request.
- 4.4 Board Members should amend their declarations of interest as soon as possible following any change in their circumstances and will, in any event, be invited to update their entries in November each year.
- 4.5 In addition to completing and updating the declaration of interests, every Board Member must declare to the other Board Members and the Secretary to the Board the nature and extent of any direct or indirect interest he may have in any existing transaction or arrangement with MHT or any transaction or arrangement proposed of which the Board Member is aware.
- 4.6 If Board Members are unsure of what to declare, or whether/when their declaration needs to be updated, they should contact the Secretary to the Board or the Director for guidance.
- 4.7 All Board Members must complete a Related Party transaction form on request every year prior to the preparation of the annual accounts

5 Managing conflicts

- 5.1 This policy is not intended to inhibit the normal course of Board Member business. While recognising that identifying and managing conflicts is very important, the Board Members wish to deal with them in a way which recognises the materiality of the risk that a particular conflict may pose to the best interests of the MHT. The key points are set out below.

5.2 Declarations at meetings

- 5.2.1 Every Board Member must declare their interests in any matter on the agenda at the start of every meeting stating the agenda item to which it relates and the nature of the interest.
- 5.2.2 If a Board Member realises part way through a meeting that they have an interest in an item under discussion, they should declare there and then
- 5.2.3 If a Board Member for any reason fails to declare an interest, this may be raised either by an officer or another Board Member.

5.3 General Board Member benefits

- 5.3.1 Any Board Member who has a conflict of interest which arises exclusively out of the general Board Member benefits described, in paragraph 3.3 above, may vote, and count in the quorum on any vote, in relation to that benefit.

5.4 Personal conflicts of interest

- 5.4.1 A Board Member who has a personal conflict of interest in relation to a particular transaction or arrangement (as referred to in paragraph 3.4) must not vote, or count in the quorum on any vote, in relation to any Board or Committee decision on such transaction or arrangement. The Board Member in question should not be present during any debate or vote on such transaction.

5.5 Conflicts of loyalty

- 5.5.1 Where a Board Member has a conflict of loyalty (as outlined in 3.5) in relation to a particular transaction or arrangement and in which the Board Member has no personal interest, he may speak in any meeting at which such transaction or arrangement is being considered but should withdraw from the meeting before a vote is taken, and will not count towards the quorum.
- 5.5.2 If a Board Member is a member of another charity (such as the RSPB or National Trust), but is not in a position of management or control in relation to that charity (e.g. as a director or trustee) there is no requirement for a member to withdraw from a meeting and may take part in discussions, vote and count towards the quorum.

5.6 Decision making

- 5.6.1 In the event of a conflict or potential conflict of interest arising which is not covered in 5.4 or 5.5 above, (or where there is any disagreement about the correct application of paragraphs 3.5.1 or 3.5.2 to that interest) it will be for the Members of the Board present at that meeting to consider whether the interest might, or might appear to affect the Board Member's judgement of the charity's best interests.
- 5.6.2 A Board Member with an actual or potential conflict of interest should, after having fully explained his position to the meeting, leave the meeting and not take part in any discussion or decision by the other Board Members about how best to manage that conflict (and should not vote or count in the quorum).
- 5.6.3 If a Board Member has a conflict of interest, they must not take part in a tender process or in managing or monitoring a contract to which that interest relates. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

5.7 Minutes

- 5.7.1 The minutes of meetings will record the nature and extent of any conflict of interest and summarise the discussion and the actions taken to manage the conflict.

6 Appointment to outside bodies

- 6.1 Where a Board Member has been appointed to represent MHT on the Recreation Advisory Panel, Wildlife Panel, 4C's, AONB or the Malvern Spa Association, they will not be required

to withdraw from any meeting of MHT where the affairs of that body are discussed and may take part in that discussion and vote and count towards the quorum, unless the discussion relates to any financial transaction between MHT and the other body.

7 Data protection

- 7.1 The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998. Data will be processed only to ensure that Board Members act in the best interests of the MHT and that, except as required by law (including in respect of law enforcement or regulatory investigations), no other use will be made of the information provided.

8 Receipt of Information

- 8.1 The Board or any Committee may decide to exclude a conflicted Board Member from receipt of information in relation to the matter under consideration. All Members of the Board should (in line with their duties as charity trustees) remain alert to the fact that whatever information they acquire in their role should remain confidential and not be used to the advantage of themselves, an external individual, or entity.
- 8.2 The Director may make a preliminary decision to withhold confidential Committee or Board papers circulated prior to a meeting from a Board member where in his reasonable opinion a Board Member has a conflict of interest in relation to the business to be considered at that meeting which will require him to withdraw from the meeting under this policy.
- 8.3 In the event of papers being withheld under 8.2 above, the Director shall:
- (a) Notify the affected Board Member of his decision and the reasons for it as soon as possible
 - (b) Notify all other Board Members and staff in receipt of the relevant paper, that the paper has been withheld from the Board Member concerned and the content should not be disclosed to him.
- 8.4 The Director's decision under 8.2 should be reported with reasons to the meeting to which the papers relate and the relevant Committee or the Board shall confirm or override his decision.
- 8.5 Where it is apparent from the register of interests that there are Board Members who have conflicts of interest in the subject matter to be discussed in any meeting, a notice shall be circulated by the Director with the papers for the meeting indicating:
- (a) The names of Board Members who may have a conflict of interest
 - (b) The nature of the conflict of interest
 - (c) The agenda item/s where the conflict of interest may arise.

9 Inquorate meetings

- 9.1 If as a result of conflicts of interest in relation to a specific agenda item, a committee meeting becomes inquorate, discussion of that item will be suspended and the matter referred directly to the next Board meeting for decision.
- 9.2 If as a result of conflicts of interest in relation to a specific agenda item, a Board meeting becomes inquorate, discussion of that item will be suspended and a Special Meeting of the Board will be convened as soon as is practicable to deal with the agenda item.

10 Review

- 10.1 The Board Members will review this policy annually or at such other intervals as the Board may determine.

Conflict of Interest Policy

Procedure for dealing with conflicts of interest

The term “conflict of interest” applies to both personal conflict of interest (3.4.1) and conflict of loyalty (3.5.1). “The Policy” refers to the Conflict of Interest Policy.

1. The register of interests will be circulated to Board members (and included on the members’ section of the website in due course). Amendments will be notified as they arise.
2. The CEO or Secretary to the Board will, in advance of the meeting, alert those members who appear to have a potential conflict of interest and assist in deciding how the Policy applies to their situation if requested.
3. The Declarations of Interest item will continue to appear on the agenda at the start of the meeting, and members are required to declare any potential conflicts of interest under 5.2.1. Whilst making the declaration the member indicates whether they feel their position is such that they should leave the meeting under 5.4.1 or 5.5.1.
4. If a potential conflict of interest is identified (by the member affected, another member or an officer) but the member concerned does not believe they should leave the meeting, the Chair will invite that member to address the meeting on the reasons why there is either no potential conflict of interest or it is so minor that a reasonable person would not consider it material to the decision making process.
5. The member will then be asked to leave the meeting under 5.6.2 whilst the remaining committee or Board members decide how to deal with the conflict.
6. If several Board members share the same interest (eg members of an MHDC Development Control Committee) their cases may be considered together. If there are several Board members with interests of different types, they will be considered individually.
7. If the meeting becomes inquorate whilst considering how to deal with conflicts of interest, the matter will be dealt with under section 9 of the Policy.
8. Following a decision under item 5, the Board member will be invited back into the meeting and notified of the decision.
9. In the event that it is the Chair who has a conflict of interest but they indicate that they believe they should not be required to leave the meeting for the item concerned, the Vice Chair should immediately take the chair whilst the decision on the Chair’s potential conflict of interest is taken. If the Vice-Chair is unavailable (or also has a conflict of interest in relation to the same matter), the meeting will appoint a chair pro tem.
10. If it is decided that the Chair has a conflict in relation to any agenda item, the Chair should not chair that item, but the Vice Chair will do so. (Or another member will be appointed by the meeting to take the chair as in 9 above)
11. If the meeting has decided that a Board member has a conflict of interest and should leave the meeting, and that Board member refuses to comply with the Policy, the following will apply at the option of the unconflicted members:
 - a. The item may be adjourned to a later date
 - b. In the case of a Committee meeting, the item may be referred direct to the Board for decision
 - c. Discussion of the item may proceed but the conflicted member will not be counted in the quorum for the meeting nor will their vote be counted or
 - d. Any other course of action which is appropriate in the circumstances.

Receipt of Information

12. Where the CEO has decided to withhold papers from a Board member under section 8 of the Policy, this will be reported to the meeting under the Declaration of Interest agenda item. The Board or Committee will make a decision pursuant to section 8.4 under the

agenda item Declarations of Interest or immediately prior to the agenda item to which the papers relate.

13. The Board or Committee may make a decision pursuant to section 8.1 of the Policy under the agenda item Declarations of Interest or immediately prior to the agenda item to which the papers relate.
14. When making a decision under 12 or 13 above, the affected Board member will be invited to explain their position to the meeting, but will then leave the meeting and not take part in any discussion or decision on whether the papers should be withheld.
15. The Board or Committee may resolve to close the meeting to the public whilst making a decision under 12 and 13 above.
16. If a decision is made to withhold papers from a Board member, then it should be made clear to other Board members that the contents of those papers must not be disclosed to that individual.

Section 5

Exempt Information

Exempt Information and public access to information

As a public body responsible for the environment, the public are entitled to inspect, with some restrictions, a wide range of information held by MHT. These include Board and committee papers and minutes; accounts; and reports containing environmental information. This relates only to information that MHT holds, the public cannot demand additional analyses or reports.

There is some information that the public is not allowed to inspect, such as personal and personnel information, in accordance with the Data Protection Act. There are other types of information that it would not be in the public interest to disclose. For example the quotes for a tender process would be commercially sensitive information whilst price negotiations are ensuing.

MHT are subject to the parts of the Local Government Act conferring rights of attending meetings and access to information and also to the Environmental Information Regulations.

MHT aims to be open and transparent in the management of the Malvern Hills and will endeavour to answer any questions and offer the information to the best of its capability. However, MHT is a small organisation, with limited systems and resources, and it may not be able to meet large, generic or particularly onerous requests. Where MHT is unable to meet a request, the enquirer will be informed of the reason why.

Exempt Information Under Schedule 12A Local Government Act 1972

CATEGORY	CONDITION	EXAMPLE
1. Information relating to an individual.	Information is not exempt information unless it relates to and is recognisable as referring to a particular individual.	Employees' terms and conditions of employment or disciplinary proceedings. Former employees. Applicants to become employees. Information relating to tenants and former tenants. Matters relating to individual trustees.
2. Information which is likely to reveal the identity of an individual.	Information is not exempt information unless it relates to and is recognisable as referring to a particular individual.	As for 1 above plus, for example, an informant in a case of breach of byelaws.
3. Information relating to the financial or business affairs of any particular person (including the authority holding that information).	Information is not exempt if it must be registered under various statutes, such as the Companies Act or Charities Act. To be exempt the information must relate to a particular third person who must be identifiable.	Information regarding tenders for contracts; quotations for services; contract details; land values etc.
4. Information relating to any consultations or negotiations, or contemplated consultations and negotiations, in connection with any labour relations matter arising between the authority or a Minister of the Crown and employees of, or office holders of, the authority.	Information is only exempt if and for so long as its disclosure to the authority would prejudice the authority in those or any other consultations or negotiations in connection with a labour relations matter. ' <i>Labour relations matters</i> ' are as specified in paragraphs (a) to (g) of Section 29(1) of the Trade Unions and Labour Relations Act 1974 i.e. matters which may be the subject of a trade dispute.	Labour relations.
5. Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings.		Instructions to Counsel and Counsel Opinions. Advice received, information obtained, or action to be taken in connection with any legal proceedings by or against the Trust.
6. Information which reveals that the authority proposes: (a) to give under any enactment a notice under or by virtue of which requirements are imposed on a person; or	Information is exempt only if and so long as disclosure to the public might afford an opportunity to a person affected by the notice, order or direction to defeat the purpose for which the notice,	As for 5. above.

(b) to make an order or direction under any enactment.	order or direction is to be given or made.	
7. Information relating to any action taken or to be taken in connection with the prevention, investigation or prosecution of crime.		Self-explanatory.

Where the meeting will determine any person's civil rights or obligations, or adversely affect their possessions, Article 6 of the Human Rights Act 1998 establishes a presumption that the meeting will be held in public unless a private hearing is necessary for one of the reasons specified in Article 6.

All of the categories above are subject to a 'public interest test' – information is only exempt if it comes within one of the above categories and the public interest in favour of maintaining that exemption outweighs the public interest in disclosing the information. The decision on whether the public interest test is satisfied rests with:

1. In relation to reports and whether they should be treated as exempt in advance of the meeting, the CEO, as the proper officer; and
2. The Board or committee itself when deciding whether to exclude the press and public from the meeting.

Section 6

Representatives on Advisory Panels and Outside Bodies

Advisory Panels

Wildlife Panel

The panel consists of expert naturalists and four Board members who meet at least twice a year and report on any changes in their particular field of expertise. The reports are then considered by the Land Management Committee. Under the constitution the Chair of the panel has to be a Board member and these four representatives are appointed at the November meeting of the Board.

Recreation Advisory Panel

The panel consists of 16 members, 12 representatives from twelve user groups and four Board members. The Board members are appointed at the November meeting of the Board. It meets twice a year to advise on recreational topics on MHT land. Reports of the meetings are considered by the Land Management Committee.

Outside Bodies

Malvern Hills AONB Joint Advisory Committee & Spa Association

At the November meeting the Board appoints 1 representative to serve on each of the Malvern Hills AONB Joint Advisory Committee and Malvern Spa Association. These representatives report to the Board at its quarterly meetings.

Castlemorton Commons Coordinating Committee (4 C's)

At the November meeting the Board appoints 2 representatives to serve on the 4 C's at the meetings held in May and November each year. The report from the meetings is included as an information item to the following Board Meeting.

Section 7

Policies and Guidelines

The following policies determine the operations of MHT. The policies are constantly under review to ensure compliance with changing legislation and best practice. Policy amendments can be recommended by any of the Board's committees for adoption and inclusion in the Governance Handbook:

Staffing & H & S

- Staff Handbook
- Abusive, persistent & vexatious complainants
- Allowances for staff attending evening meetings
- Bullying and harassment
- Cycle salary sacrifice
- Equal Opportunities
- Health and Safety
- Relocation expenses policy
- Retirement gifts for employees
- Staff at confidential sessions
- Volunteers' privacy policy*

Finance, Administration and Resources

- Accounting Policies and Procedures Manual
- Investment Policy – Land Acquisition Fund
- Investment Policy – Parliamentary and Land Maintenance Fund
- Bribery/Fraud
- Data Protection/GDPR *
- Land acquisition
- Reserves
- Vehicle replacement policy

Governance

- Branding
- Bribery
- Complaints procedure *
- Conflict of Interest
- Fraud
- Equality and Diversity
- Safeguarding
- Social media policy

Land Management

- Boundary features
- Camping
- Circuses and fairs
- Climbing *
- Cycling *
- Disabled parking
- Dogs *
- Drones *
- Easements, overground,* underground & utility reinstatement
- Filming/Photography *
- Fishing *
- Grass re-seeding

- Hang gliding
- Horse riding on enclosed land
- Horse riding *
- Hunting *
- Invasive and injurious weeds
- Memorials and giving policy *
- Mushroom and plant picking
- Parking
- Path maintenance
- Pesticides
- Planning applications
- Posters and Signs *
- Sponsored walks *
- Travellers
- Trees: Replacement
- Tree: Safety
- Tree: Suburban management policy *
- Worcestershire Beacon – vehicular access

* On web site

Social Media Policy

Adopted 9 September 2021

Background

Malvern Hills Trust (MHT) recognises the numerous benefits and opportunities which a social media presence offers. MHT aims to build relationships and engage with the local community by sharing news, information, stories, achievements and the work we do to conserve the Hills and Commons and keep them open for the enjoyment of the public.

MHT will actively use social media in a variety of ways including engaging with local people to help them to understand our work, posting information relating to the future management of the Hills, providing information to help visitors and local people enjoy the Hills safely, and to network with other similar organisations.

MHT will actively encourage staff to make effective and appropriate use of social media platforms to engage in conversation with the local community and other external stakeholders.

In order to provide clarity and consistency for staff, board members and volunteers, this policy has been put in place to guide the use of social media. Guidance on best practice and how to engage through social media will be provided by the Community and Conservation Officer (CCO).

This policy must be used in conjunction with MHT's Privacy Policy and GDPR regulations.

Scope of policy

Social media is the term given to online interactive communication tools, examples include Twitter, Facebook, YouTube, Instagram and Pinterest.

This policy applies to all staff, board members and volunteers and, for convenience, these 3 groups are referred to collectively as 'Stakeholders' throughout this policy. This policy applies to all communications which represent MHT or communications made by Stakeholders that could be understood to make reference to MHT or its Stakeholders. It applies to online communications posted at any time and from anywhere, whether to an individual, a limited group or the world.

Professional communications are those posted on MHT's social media accounts by the CCO or by another authorised staff member. All professional communications are within the scope of this policy.

Personal communications are those made via a private social media account, such as a personal blog or Facebook account. Any posts that make reference to or could be understood to be making reference to MHT or its Stakeholders are within the scope of this policy.

Personal communications which could not be understood to make reference to MHT or its Stakeholders are not within the scope of this policy.

The MHT respects privacy and understands that Stakeholders may use social media forums in their private lives. Staff should also refer to the Staff Handbook for policies relating to their use of social media.

This policy applies regardless of the type of social media used. All social media communications which might affect MHT's reputation, whether made either in a private or professional capacity, must comply.

Responsibilities of CCO

CCO is responsible for:

- Keeping up to date with technological developments
- Reviewing and updating all documentation relating to social media
- Delivering guidance and training on social media, including inductions for Stakeholders
- Making an initial assessment when an incident occurs, and reporting to Line Manager/CEO/Chair if required
- Maintaining a directory of MHT social media accounts
- Posting content, monitoring, updating and editing content on social media accounts.

Responsibilities of all stakeholders

All Stakeholders are responsible for:

- Ensuring that any use of social media is carried out in line within this and other relevant policies (Staff Handbook, Board Code of Conduct)
- Providing CCO with stories, pictures and information for social media
- Reporting any incidents to the CCO/CEO/Chair of the Board
- Authorising and reviewing posts, when required.

Line managers/CEO/Chair are responsible for:

- Addressing concerns or questions regarding posts or comments via professional and personal accounts
- Reporting outcomes, or escalating the matter to involve appropriate agencies where appropriate

Behaviour

MHT requires that all Stakeholders using social media adhere to the standard of behaviour as set out in this policy.

Content or comments posted on social media must not bring MHT or its Stakeholders into disrepute.

Stakeholders will not use social media to infringe on the rights and privacy of colleagues or make ill-considered comments or judgements about other Stakeholders or external stakeholders affiliated to MHT. Social media must not be used to air internal grievances.

Defamatory, discriminatory, offensive or harassing content or a breach of data protection, confidentiality or copyright, will be considered extremely seriously by MHT and will be reported as soon as possible to the CEO/Chair and escalated where appropriate. Posting such content is a disciplinary offence as detailed in the Staff Handbook and Board Members' Code of Conduct and MHT may take appropriate disciplinary action where necessary.

Where conduct is considered unlawful, MHT will report the matter to the police or other relevant external agencies.

Responses to comments on social media must show respect for all parties involved. Stakeholders should allow time to consider their response prior to posting. If in doubt, seek a second opinion from the CCO/CEO/Chair.

Stakeholders must report inappropriate content to CCO/CEO/Chair for review and removal if necessary. If Stakeholders find something online which may bring MHT into disrepute, it must not be replied to and should be referred immediately to the CCO.

Confidentiality is taken very seriously and matters relating to the work of MHT deemed to be confidential must not be shared via social media. If in doubt, Stakeholders must check with CCO/CEO/Chair prior to posting.

Stakeholders must ensure that permission is sought to 'share' other peoples' materials (photos, data, text etc) and must acknowledge the author on posting.

Professional Communications - Communication via social media by the CCO (and other staff if authorised) must be professional and respectful at all times and in accordance with the policies of MHT.

If unsure, the CCO must check with Line Manager/CEO before publishing content.

Personal Communications - MHT's logo or branding must not be used on personal accounts.

Stakeholders should not disclose their affiliation to MHT on their personal social media accounts. This does not apply to LinkedIn (professional networking platform) where affiliation may be disclosed for the purposes of the platform.

Personal information

Personal information is information about a particular living person. No personal information will be shared via social media sites without written consent from the person to whom the information relates.

When making Professional Communications, the staff member responsible for posting content or setting up accounts, is responsible for ensuring appropriate consents are in place. The publishing of any personal information including images on MHT's social media accounts must be only be done with written consent as per GDPR policy. The sharing of personal information in posts from other organisational accounts assumes that permissions have been granted.

Members of staff may (at their discretion) include their name, email and job title if posting content on behalf of MHT in the absence of the CCO.

Incidents and response

A breach of this policy could lead to disciplinary action. Where a breach of policy is reported, the CCO will review and decide the appropriate course of action. The matter may be referred to the CEO/Chair.

Where Stakeholders are in receipt of offensive, unacceptable content via social media, this should be reported to a relevant Line Manager/CEO/Chair immediately.

Policy review

This social media policy has been produced and approved by the Board. Should there be any questions relating to this policy, they should be referred to CCO/CEO/Chair.

This policy will be reviewed every three years. Reviews may be made sooner as required to reflect the changing technologies and platforms available online, and the changing role of social media within the organisation. The policy may be amended as and when different forms of social media are used or where particular concerns are raised or where an incident has been reported.

Equality and Diversity Policy

1. Our aim

1.1 In carrying out its functions Malvern Hills Trust are committed to promoting equality of opportunity for all, and to ensuring that no individual is discriminated against in the planning and delivery of any of our activities.

1.2 We therefore aim to ensure that the values of equality, diversity, and respect for all are embedded into everything that we do.

2. About our policy

2.1 This policy is intended to demonstrate our commitment to eliminating discrimination and encouraging and valuing diversity among staff, volunteers and Trustees.

2.2 We recognise our responsibilities under the Equality Act 2010, and are committed to meeting them in full. We believe that a culture that embraces equality and values diversity will help us to ensure that everyone feels involved and included in our plans, programmes and activities.

2.3 We aim to create an environment which respects and welcomes everyone, and in which no form of bullying, harassment, disrespectful or discriminatory behaviour is tolerated by anyone towards anyone. This particularly applies in relation to the "protected characteristics" named in the Equality Act 2010:

3. Our responsibilities

3.1 We understand that for equality to be achieved this policy needs to be made understandable to, and embraced by staff, volunteers and Trustees.

3.2 This policy will be subject to agreement with any trade union which staff choose to join or to which they belong. The policy has been agreed by our Board of Trustees.

3.3 All staff, volunteers and Trustees have a responsibility to ensure that their own language and actions are consistent with the spirit as well as the contents of this policy.

3.4 Overall responsibility for the implementation of this policy lies with the CEO and our Board of Trustees.

4. Our commitments

4.1 We recognise that an Equality and Diversity Policy alone is not enough to ensure that equality and diversity are central to everything that we do.

4.2 We will seek to create an environment in which diversity and the contributions of all staff, volunteers and Trustees are recognised and valued in all that we do. In this way we hope to provide an example of good equality practice and promote community cohesion within our community.

4.3 In introducing this policy we recognise that many people are unfamiliar with the ways in which discrimination and disadvantage affect people's health, well-being and quality of life. We will therefore support people to develop equalities awareness and understanding.

4.4 To ensure that we are meeting the aims and the spirit of this policy we will:

- a) Discuss and review how well we are implementing this policy, and adjust our practices and develop a rolling action plan where necessary
- b) assess any significant new or revised policies and procedures for their impact on equality
- c) Embed equality and diversity into our development plans

d) Ensure our employment practices and procedures are consistent with the aims of this policy.

e) We are committed to:

- using accessible venues for events and meetings;
- using plain English, and offering accessible communications, for example, emails, letters, reports and publicity materials in suitable format as far as it is within our means to do so.

5. Review and Action

5.1 We recognise that it is important for us to regularly review this policy to ensure that it reflects up to date equality legislation and best practice.

5.2 A review of our Equality and Diversity Policy will be carried out on an annual basis as a minimum and any necessary actions taken.

ⁱAge, disability, gender reassignment, marriage & civil partnership, maternity & pregnancy, race, religion or belief, sex and sexual orientation)