



Malvern Hills Trust

Ordinary Meeting of Governance Committee

Thursday 25 January 2024 7.00 pm

**Lyttelton Well
Church Road
Malvern WR14 2AY**

Meeting of Governance Committee
Guesten Suite, Lyttelton Well, Church Street, Malvern WR14 2AY
Thursday 25 January 2024 7.00pm

Members: Mr R Bartholomew, Mr P Clayburn, Mr D Core, Mr D Fellows, Mrs C Palmer (non-voting), Mr J Michael, Mr C Penn, and Prof J Raine.

AGENDA

1. Apologies for absence
 2. Chair's announcements
 3. Declaration of Interests
 4. Public comments
 5. Minutes of the committee meeting held on 4 January 2024 Paper A
 - a. Approval
 - b. Matters arising
 6. Private Bill
To discuss how to take forward elements of the governance changes which require further discussion following Board meeting of 18 January
 7. Amendment to the Disciplinary Procedure Paper B
 8. Proposed amendments to the Code of Conduct Paper C
 9. Prioritisation of outstanding work for Governance Committee
 - a. Policy Review Schedule
 - b. Trustee information on the web site
 - c. Stakeholder engagement (including trustee responses to approaches from members of the public)
 10. Urgent Business
 11. Date of Next Meeting
 12. Confidential items:
 - a. Resolution to exclude the public for discussion of items on the agenda on the grounds that publicity would be prejudicial to the public interest by reason of the exempt or confidential nature of the business to be transacted (information relating to individuals).
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13. Confidential Minutes of the committee meeting held on 4 January 2024 Paper D
 - a. Approval
 - b. Matters arising

Malvern Hills Trust
Governance Committee
Lyttelton Well, Malvern WR13 2AY
Thursday 4 January 2024 at 6 pm

Present: Prof J Raine (Chair), Mr D Core, Mr D Fellows, Mrs C Palmer (non-voting), Mr D Fellows, Mr J Michael, Mr C Penn.

In attendance: Interim CEO, Secretary to the Board, outgoing Secretary to the Board, Conservation Manager, Community & Conservation Officer, Mr R Berry, Mr R Fowler, Mr C Rouse, Mrs M Turner, Mrs S Wren.

Prof Raine welcomed everyone to the meeting.

1. Election of Chair

Prof Raine was elected unopposed.

2. Election of Vice Chair

There were two candidates: Mr Clayburn and Mr Michael. Following a draw in the secret ballot, Mr Michael was elected by straw poll.

3. Apologies for absence

Mr R Bartholomew.

4. Chair's announcements

Prof Raine said he was looking forward to working with the new Governance Committee and noted that the Committee had much work to do in the coming year.

5. Declarations of interest

There were none.

6. Public comments

There were none.

7. Update on trustee training

The Outgoing Secretary to the Board invited trustees to contact her if they had missed any of the induction sessions and would like to run through them. There were two further training sessions planned: one on Easements & Wayleaves with VVW Solicitors, which would take place in person, and the other on Conflicts of Interest, which would take place via Zoom. Both sessions would take place once the new CEO took up her position in March.

8. Urgent Business

Mr Clayburn asked about the progress of a letter to the Charity Commission, on which trustees had been asked to comment. It was confirmed that it had been sent on the afternoon of this meeting.

9. Date of next meeting

Thursday 25 January at 7 pm

10. Confidential Items

On the proposal of Mr Core, seconded by Mr Clayburn it was **RESOLVED** unanimously to exclude the public for discussion of item 11 on the agenda on the grounds that publicity would be prejudicial to the public interest by reason of the exempt or confidential nature of the business to be transacted (information relating to individuals).

The meeting closed at 7.03 pm.

Meeting of Governance Committee
Title: Proposed amendment to the Disciplinary Procedure
Date: 24th January 2024

BACKGROUND PAPER

The Disciplinary procedure: Item 17 in the Governance Handbook

BACKGROUND

At present the Commissioners clauses and 5 Acts of Parliament lack any provision for management or removal of Trustees for breaches of the Code of Conduct.

The proceedings of the Disciplinary Panel are held in confidence and the procedure states:

- a) 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

There is nothing in the policy to ensure that other Board members are made aware of the breach, even where this gives rise to a conflict of interest.

RECOMMENDATION:

A further option be added to the list of potential penalties:

- **notification of the breach to other members of the Board**

Name: Helen Stace
Position: Interim CEO

**Meeting of Governance Committee
Code of Conduct
25th January 2024**

Background paper

Governance Handbook Code of Conduct (approved 2020)

Background

At the meeting on 4 January, the Chair and Vice-Chair of the committee agreed to meet the 2 trustees who had declined to sign the MHT Code of Conduct for trustees. That meeting took place and Prof Raine has forwarded some proposed amendments to the Code of Conduct.

Those proposed amendments are shown on the accompanying document as tracked changes. Officers were concerned about the impact of some of the omissions and took advice on these from the Trust's solicitors. The Officer comments annexed reflect the solicitor's comments.

RECOMMENDATION:

That the committee considers the draft and whether it wishes to recommend all or any of the proposed amendments to the Board.

Helen Stace
Interim CEO
16 January 2024

[Type here]

Officer comments shown within the text boxes

Malvern Hills Trust

Trustees' Code of Conduct (revision DRAFT 10/1/24)

As a trustee of the Malvern Hills Trust ("the Trust"), ~~you~~Trustees are ~~expected~~asked 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).~~

Trustees might consider whether it is helpful to have these included in the document, particularly for trustees who are not councillors and are perhaps not so familiar with the Nolan Principles.

3. Develop a sound understanding of, and act in accordance with, the Malvern Hills Acts and other relevant legislation and regulatory guidance.
- ~~1. 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'.~~
4. Read and abide by the Trust's agreed policies which are relevant and made available to the Trustees.

This change is not recommended. i) Trustees need to make themselves aware of and keep in mind Charity Commission guidance, which is freely available online. The Commission's guidance applies to all trustees and is the standard by which trustee conduct will be judged. ii) The word "relevant" is not helpful and potentially creates uncertainty.

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 role of the Trust.

Not recommended. The commitment is to the strategic management of the Trust.

Officer comments shown within the text boxes

7. Prepare diligently for₂ and attend₂ 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~~, expressing my own views openly and courteously ~~while treating others respectfully and~~ and listening to ~~their~~others' views respectfully and with an open mind.
9. Exercise care and skill in discharging my role and take professional advice whenever 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 business₂ and in decision-making, not disclose to₂ or discuss with₂ 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, unless the material enters the public domain. I also~~ recognise that this obligation continues after I cease to be a trustee~~).~~domain. I also

If the amendment is to be accepted it is suggested that the wording be amended to read "...that I receive in the course of my work as a trustee, unless the material is already in the public domain (except as a result of a breach of this Code). I also recognise that this obligation continues after I cease to be a trustee.

12. Act collaboratively and in accordance with the ~~principle~~principles 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).~~

This change is not recommended. The deleted wording is clearly a part of the principle of collective responsibility.

13. Not take any action or make any comment to₂ or in₂ the media (including social media) which might bring the Trust, its trustees, staff or volunteers₂ 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 Officer₂ in order to ensure that the comment I propose to make is factually correct and in line with the Trust's policy.
15. ~~Where~~if I have grounds to believe there has been misconduct (whether by an individual trustee 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.~~

Officer comments shown within the text boxes

This change is not recommended in its current form. There needs to be an alternative option in the event that the complaint is about the Chair. If the alternative is not to be an officer then the Chair of Governance Committee or the Vice-Chair

16. Recognise that I have no authority to act individually on behalf of the Trust, except where the Board has specifically given me delegated authority to do so.
17. Accept that my role as a trustee is strategic and about the setting of policy and monitoring, while that of the Trust's staff is of an executive and operational nature, and I will respect that role distinction.

Not recommended – the Trust has discussed this issue on a number of occasions. The Code of Conduct is about conduct and is not enumerating trustee responsibilities.

18. Ensure that any personal data acquired in my role as a trustee is held securely and not intentionally do, or omit to do, anything which would cause the Trust to breach legal or regulatory obligations in relation to data protection.

This change is not recommended. It weakens the Code so that it does not encompass reckless or negligent behaviour. The ICO will expect appropriate measures to be in place to safeguard data.

Declaration:

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

Officer comments shown within the text boxes

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.

Signed.....

Date.....