

MALVERN HILLS CONSERVATORS
Governance Committee
Manor House, Grange Road, Malvern
Thursday 28th January 2016, 6:00 pm

Present: Mr R Bartholomew, Mr S Braim, Mr D Bryer, Mr S Freeman, Mr C Penn, Professor J Raine, Ms H Stace (arrived during item 5).

In attendance: Acting Director, Mr P Watson, Ms H Robinson (Taking Minutes).

1. APOLOGIES FOR ABSENCE

Mr R Hall-Jones.

2. ELECTION OF CHAIRMAN FOR THE COMING YEAR (suspension of standing order 3.2)

The Acting Director took the Chair.

Prof Raine's nomination paper had not been received within the time limit specified in standing order 3.2. Upon the proposal of Mr Bryer, seconded by Mr Freeman it was **RESOLVED** to suspend standing order 3.2.

The Acting Director confirmed that there had been one nomination for Chairman, Prof John Raine, who was elected unopposed.

3. ELECTION OF VICE CHAIRMAN FOR THE COMING YEAR

The Acting Director confirmed that there had been one nomination for Vice-Chairman, Mr Charles Penn, who was elected unopposed.

4. DECLARATIONS OF INTEREST

Prof Raine took the Chair.

There were no declarations of interest.

5. CHAIRMAN'S ANNOUNCEMENT

Professor Raine introduced himself and gave some background information on relevant career experience for the Chairman's role.

He felt that continuing the work on constitutional review was important for MHC and regretted the departure of Rev'd Atwood who he considered had led the Governance Committee exceptionally well and would be a very hard act to follow.

6. MATTERS ARISING FROM THE MEETING HELD ON 8 OCTOBER 2015 AND BOARD MEETING 15 OCTOBER 2015 (not otherwise on the agenda)

There were no matters arising not set out on the agenda.

7. GOVERNANCE COMMITTEE RESPONSIBILITIES AND MONITORING OBLIGATIONS – HOW TO FULFILL THESE.

The Chairman referred the committee to Paper A and the Terms of Reference of the Committee which were set out there.

1. *Ensuring all actions taken by MHC comply with the Malvern Hills Acts and with Charity and other relevant legislation and best practice relating to governance matters*

Mr Bartholomew pointed out that trustees as individuals had responsibility for compliance with the law. Mr Penn said that the Director and Secretary to the Board also had a responsibility to report concerns to the Committee and to the Board. Ms Stace said that the Board and Committee papers now referred to the legislative background to any decision and that it was the role of the Secretary to the Board to have a thorough understanding of the legal constraints and to make the Board members aware of those. Mr Freeman referred to the pre-amble to the Governance Committee's terms of reference "...Board Members, in their roles as Trustees..." and asked if this should also specify their obligations under the Acts? The Acting Director said this would have to be addressed as an amendment to the Governance Handbook.

2. *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*

Ms Stace felt that the Governance Committee had not effectively carried out its monitoring function, to date. The Charity Commission provided a monitoring "tool" on their web site. It was agreed monitoring should be carried out annually and that a working group should be set up to look at the various monitoring tools that were available and consider how to carry this out.

3. *Reviewing the Governance Handbook, Standing Orders, Code of Conduct and other guidance material for Board Members as required (incorporating Charity Commission guidance on the role of Trustees)*

This was covered elsewhere on the agenda.

4. *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.*

This would be covered by the monitoring programme referred to in 2 above.

5. *Ensuring that the organisation has an appropriate risk management system in place and that risks are reviewed annually.*

The Director set out the organisational risks and the risk management systems in a paper each year, as part of the SORP, which was reviewed by the Committees and the Board.

Ms Stace added that, in principle, trustees should divide their time 60% with a focus on strategic issues and 40% on more detailed monitoring, and monitoring this balance should be part of the process.

6. *Maintaining a skills/experience audit of current Board Members and identifying obvious gaps/weaknesses*

The Acting Director felt that more use could be made of the skills/experience audit. Ms Stace said that even though MHC could not choose Board members, any gaps in the available skills could be identified and the nominating bodies asked to appoint with reference to those particular skills. It was also helpful for the selection of committee members.

7. *Using the skills/experience audit in succession planning for changes to Board membership or changes to Chairs/Vice Chairs*

As above.

8. *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*

This had been done, so far as was possible, by putting information into the press and on the web site, and the Director had held an open evening for prospective candidates. Mr Penn said it would have been useful when enquiring about standing for election to have had a sheet setting out what skills MHC were looking for in prospective Board members. The Acting Director appealed for other ideas.

9. *Approving Induction Training and ongoing training for all Board Members*

Not addressed.

10. *Annually monitoring all policies and regulatory requirements and making recommendations to the Board*

The Acting Director said she had collated all the policies she could find. She thought it would be appropriate for the new Director to look at the list and identify if there were any missing. It would be helpful to re-circulate the list of policies to Committee members. A review of progress on policy monitoring needed to be scheduled into one of the Governance Committee meetings.

It was **AGREED** to set up a working group comprising Ms Stace, Mr Bryer and Mr Penn to look at monitoring tools and report back to the Committee.

8. CHARITY COMMISSION WORKING GROUP – HOW TO PROGRESS THE CHARITY COMMISSION SCHEME

Mr Bryer asked for reassurance that the Charity Commission had agreed to promote a Scheme. Subject to this, it was agreed that the Committee should continue to work to formulate proposals. Ms Stace outlined the process of the governance review which had taken place since a Serious Incident had been reported to the Charity Commission as a result of events surrounding St Ann's Well. It was clear that some issues could not be addressed without changes to the legislation. The Acting Director said that the Charity Commission had made it clear that they did not want to answer piece-meal questions on proposals, but want to consider the full list from MHC.

Prof Raine asserted that it would be important to appreciate the views of all Board members on future governance arrangements, in the light of the recommendations made by the Governance Committee in October 2015. He advocated holding consultative discussions with each individual to understand their positions so that the Committee could seek to identify a way forward with optimal support. Mr Braim felt it would be helpful to explore a number of different governance models (eg National Trust). Prof Raine suggested the aim should be to undertake the process during February and March 2016 and the Governance Committee should then aim complete its

review and formulate proposals by June 2016 (in time for consideration at the Summer Board Meeting)

On the proposal of Prof Raine, it was **RESOLVED** unanimously that a consulting panel comprising Mr Bryer, Prof Raine, Mr Braim and the Acting Director would undertake individual consultations with all Board members on the future shape of MHC's Governance arrangements.

It was agreed that the Acting Director would circulate the St Ann's Well report and the proposals from the Charity Commission Scheme Working Group. It was agreed that the Governance Committee should meet to review the outcomes from the interviews in mid-April.

9. POLICY REVIEW

One of the Governance Committee's terms of reference was annually monitoring all policies and regulatory requirements and making recommendations to the Board. The Governance Committee had some policies of its own to review (listed in the Paper C). Ms Stace thought that Whistleblowing was addressed in the Code of Conduct. A Board member needed to be nominated to champion Safeguarding. Mr Bartholomew offered to contribute towards the formulation of a Safeguarding policy and it was suggested that the new Director should be consulted. The Acting Director needed to review the policy list to take account of the policies which had been assimilated within the Staff Handbook. The Community and Conservation Officer had drafted a social media policy, which it was hoped would come to the May F A & R meeting. MHC also needed a fundraising policy. Mr Freeman pointed out that it had been suggested that fundraising might be tied in to the launch of the rebranded MHC. It was **AGREED** that progress on policy review would be reviewed at the April Governance Committee meeting – with specific attention to Safeguarding and Whistleblowing.

10. REVIEW OF STANDING ORDERS

It was **AGREED** to appoint a working group, comprising the Acting Director, Ms Stace, Mr Freeman and Mr Penn, to review standing orders and make recommendations back to the committee.

The Acting Director would circulate a list of issues that she had identified to the Working Group. Mr Penn asked for an electronic copy of Standing Orders.

11. DATES AND TIMES FOR MEETINGS 2016

The following dates were agreed:

28th April at 6:30pm

28th July at 6:30pm

18th October at 6:30pm

12. DATE OF NEXT MEETING

28th April 6:30pm.

The meeting closed at 7.30pm