

**MALVERN HILLS CONSERVATORS**  
**Governance Committee**  
**Manor House, Grange Road, Malvern**  
**Thursday 5 January 2017, 7.30 pm**

Present: Mr R Bartholomew, Dr S Braim, Mr S Freeman (ex officio), Mr C Penn, Professor J Raine, Ms S Rouse, Ms H Stace.

In attendance: Secretary to the Board, Mr M Davies, Dr P Forster, Mr C Rouse, Mr P Watson, Mr T Yapp.

**1. ELECTION OF CHAIR**

Mr Penn took the chair. There was one nomination for post of Committee Chair and Prof Raine was elected unopposed.

**2. ELECTION OF VICE CHAIR**

There was one nomination for post of Vice-Chair and Mr Penn was elected unopposed.

**3. APOLOGIES FOR ABSENCE**

Mr Bryer, Mr Hall-Jones.

**4. CHAIR'S ANNOUNCEMENTS**

Prof Raine hoped that the next stage of the Charity Commission Scheme (further Board member consultation on the detail of the Scheme) would have progressed to a point where it would be useful to have a Governance Committee meeting to discuss outcomes in advance of the March Board meeting. The likely date for this meeting was 23 February.

The Director updated the meeting on 2 incidents which took place over the Christmas break.

**5. DECLARATION OF INTERESTS**

Ms Rouse declared an interest in the HLS scheme.

**6. TIMES AND DATES OF MEETINGS**

It was agreed to hold meetings at 6.30pm. The meeting which had been scheduled for 26 January was now cancelled. The next scheduled meeting was 27 April.

**7. MATTERS ARISING FROM THE MEETINGS HELD ON 18 OCTOBER 2016  
(not otherwise on the agenda)**

It was suggested at the last meeting that there would be workshops to discuss the outcomes of the Quality of Governance Survey. Prof Raine suggested that this could be combined with the consultation on the Charity Commission Scheme. The Secretary to the Board said that, given the work which was to be undertaken on the Charity Commission Scheme, revision of the Code of Conduct and the Terms of Reference for the Disciplinary Committee would be put back until later in the year.

## 8. SAFEGUARDING POLICY

A draft Policy, Guidelines and a Code of Conduct had been circulated for discussion. It was agreed that there was no need to DBS check Board members in their capacity as Board members. If volunteering, they would come within the guidance for volunteers. Ms Stace asked what information was available to the staff member leading the group, if someone was identified as vulnerable. The Director said that in order to avoid data protection issues, attendees were asked to provide a card recording any medical conditions and any facts relevant to emergency treatment could also be recorded. It was agreed to amend the wording of the policy in relation to 16 and 17 year olds and to take out “and encourage them to access the Malvern Hills” on page 1, line 2 of the policy. Other minor amendments were suggested. It was agreed to recommend adoption of the policy on the basis that it would be kept under review. The first review would be scheduled take place after 12 months and if the policy was working well, the periodicity of the reviews could be extended.

Subject to those changes, on the proposal of Prof Raines, seconded by Dr Braim, it was **RESOLVED** unanimously to recommend adoption of the safeguarding policy and ancillary documents to the Board.

## 9. CONFLICT OF INTEREST POLICY

The Committee discussed the draft policy and in particular the highlighted areas. The following proposals were made:

- Planning Committee should read Development Control Committee.
- Board members on a Development Control Committee have a conflict of loyalty and should not take part in decisions which are linked to a potential planning application which they may be called upon to decide.
- Board members who are members of MHDC have a conflict of loyalty in relation to decisions affecting the ward they represent.
- Decisions on whether a Board member should be involved in making a decision or not (if not covered by the policy) should be made by the rest of the Board/Committee and not the member concerned.
- If there were so many conflicted members that a committee became inquorate, the decision would have to be made by the Board.
- If the Board became inquorate the decision would have to be adjourned to a Special meeting.
- Where there was a reference to a percentage of share capital it should say 2% of issued share capital.
- It should be made clear that where examples are given, they were not a definitive list.
- The Register of Interests should include interests of the members spouse, cohabitee or civil partner.
- Information on interests should be available to the public on request (not on the web site).

- 5.5.1 & 6.1 - the text was agreed.
- It was agreed that 8.2 should include a method of review, and a process for notification of the affected party and the other Board members.
- Details of known conflicts of interest (apparent from the register of interests) should be circulated with the papers for each meeting.

On the proposal of Prof Raine, seconded by Dr Braim, it was **RESOLVED** unanimously to recommend adoption of the conflict of interest policy (as amended) to the Board.

## **10. DIVERSITY POLICY**

The Chair thanked Mr Freeman for his help with this. The Secretary to the Board went through the paper. Mr Freeman pointed out that the management of meetings was key to making them interesting. There were small things which could be done at present to encourage diversity, but the import of the proposals in the paper and the policy was aspirational.

On the proposal of Prof Raine, seconded by Mr Bartholomew, it was **RESOLVED** unanimously to recommend to the Board that:

- I. MHC should seek to promote diversity throughout the organisation
- II. the Diversity policy should be approved
- III. MHC adopts the measures set out in the paper under “Present Governance Arrangements”

## **11. CHARITY COMMISSION SCHEME**

Professor Raine went through the paper. The proposed dates for consultation sessions had been changed to 6 – 10 February in order to discuss the outcomes with the Governance Committee before the March Board meeting. The Secretary to the Board pointed out that the timetable as proposed was ambitious.

Following a point made by Mr Rouse, it was agreed where possible to illustrate the cost benefits of the scheme. Ms Rouse added that it would be helpful to the new members to have a more general overview of the benefits of the Scheme to MHC. The Committee agreed that the Director should write a preliminary letter to stakeholders (in particular the Councils) explaining that MHC were considering a Charity Commission Scheme (without giving details at this stage) and confirming that they would be consulted in due course.

## **12. TRUSTEE TRAINING**

Because of the work which was planned on the Charity Commission Scheme, it was not planned to carry out any further trustee training until the next financial year.

## **13. URGENT BUSINESS**

There was none.

## **14. DATE OF NEXT MEETINGS**

23 February, 6.30pm, 27 April 6.30pm.

**The meeting closed at 9.05pm**