

MALVERN HILLS CONSERVATORS
Governance Committee
Manor House, Grange Road, Malvern
Tuesday 18 October 2016, 6.30 pm

Present: Mr R Bartholomew, Dr S Braim, Mr D Bryer, 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 T Yapp.

The Chair thanked everyone for attending.

1. APOLOGIES FOR ABSENCE

Apologies were received from Director, Mr A Golightly and Mr R Hall-Jones.

2. DECLARATIONS OF INTEREST

There were no declarations of interest.

3. CHAIR'S ANNOUNCEMENT

The Secretary to the Board reminded the Committee of the forthcoming training events.

4. MATTERS ARISING FROM THE MEETINGS HELD ON 28 JULY AND 25 AUGUST 2016

The Secretary to the Board said that there was no progress in submitting the s105 Charities Act 2011 application to the Charity Commission in relation to the grant of a farm business tenancy. The application in relation to Bush Lane had been submitted, although she had no idea how long it would take to process.

It was suggested at the July meeting that a working group should look at how to increase diversity on the Board with a view to having a workshop after the New Year. Mr Freeman, Ms Stace and Mr Bartholomew agreed to take the matter forward.

5. GOVERNANCE COMMITTEE RESPONSIBILITIES AND MONITORING OBLIGATIONS

Prof Raine went through his report on the results of the Quality of Governance survey. An E-mail from Dr Braim, containing his helpful comments on the report, had been circulated. Prof Raine thought that reviewing the findings in a discussion group might increase understanding of why people had responded as they did. He suggested holding a workshop after the New Year. Other points raised included:

- Once the business plan was approved, action should be taken to set up a task group to look at fundraising and it was important to tie fundraising into the launch of the rebrand.
- It might be helpful in due course to ask for Board members' views on how successful the MHC "brand" re-launch had been.

- Could there be a newsletter for Board members?
- Some people did not support some of the things that MHC did, and there was a need for training to enable people to understand why things were done as they were.

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

- a) that the Governance Committee host one or two informal workshops in light of the survey results, to provide opportunity for Board members and staff to have more detailed discussion of the survey results. Such workshops would enable consideration of the underlying issues that accounted for the divergence in several key respects and also encourage thought on strategies that might be pursued to promote greater commonality of outlook and perspectives into the future.
- b) that the Quality of Governance Survey is repeated in a year's time (possibly with a few additional, more detailed and specific questions) to provide a comparator measure and assessment of progress made since this recent stock-take.

6. CODE OF CONDUCT/DISCIPLINARY PROCEDURE

The Secretary to the Board introduced the paper. A revised disciplinary procedure had been drafted by Mr Freeman for consideration by the Committee.

Mr Penn pointed out that all disciplinary decisions should be recorded, with reasons. It was discussed whether it might be helpful to have examples of the kinds of conduct that could constitute a "minor breach". Mr Bartholomew suggested that reporting a complaint to the Governance Committee should not be part of any sanctions. It was pointed out that there could be circumstances where legal or HR issues might arise and it was important in these circumstances that the Director/Secretary to the Board should be consulted with a view to seeking professional advice if required.

It was agreed that the next step would be to review the Code of Conduct.

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

- a) the draft disciplinary procedure be approved as amended.
- b) a Disciplinary Committee be created (as a standing committee) comprising 9 members, to be appointed for the life of the Board, who would only meet if required under the disciplinary procedure. Terms of reference and amendments to Standing Orders to be drafted for approval at the next meeting of the Governance Committee.
- c) the final section of the Code of Conduct ("Leaving the Board") should be amended to delete the first three bullet points.

It was agreed that the Secretary to the Board would circulate the amended draft to Committee members.

7. TERMS OF REFERENCE FOR STAFFING COMMITTEE AND CONSEQUENTIAL CHANGES TO GOVERNANCE HANDBOOK

The Secretary to the Board went through the paper. It was suggested that the terms of reference should make it clear that the Board were the employers, although the

Director was operationally responsible for all staff matters. There was also a discussion on how to reflect the split between operational and strategic responsibilities in relation to staff. On the proposal of Ms Stace, seconded by Mr Bartholomew it was

RESOLVED unanimously to recommend to the Board that:

- a) the draft terms of reference for the Staffing Committee, be approved as amended.
- b) the consequential amendments to Governance Handbook be approved.

8. POLICY REVIEW

The Secretary to the Board went through the paper.

Ms Stace said she had some information which she would pass on to the Secretary to the Board in connection with Freedom of Information. The Secretary to the Board would take an initial look at the policy and the relevant law.

It was agreed that it was a priority to create a safeguarding policy and the Secretary to the Board would circulate a copy of the Wildlife Trust's policy for consideration. Ms Stace, Mr Bartholomew, Dr Braim and the Secretary to the Board agreed to work on a draft for consideration by the Committee as soon as possible.

With reference to conflict of interest policy, there were guidelines available from the Charity Commission. The Secretary to the Board suggested waiting until after the training on 2 November as this would touch on conflict of interest. Prof Raine, Mr Penn and the Secretary to the Board agreed to work on a draft following the training.

If the Code of Conduct was going to be revised, the items set out at (iii) in the paper could be incorporated, in so far as they were not already included. It was not clear whether bribery was adequately covered under the general law. The auditors might be asked if they could advise.

Ms Rouse offered to comment on the current complaints procedure.

It was **AGREED** to make progress on safeguarding, conflict of interest and complaints policies as a priority, hopefully for consideration at the meeting in January.

It was **AGREED** that the review date for the policy on staff attendance at confidential meetings should be the end of the term of the current board.

9. CHARITY COMMISSION SCHEME

The Secretary to the Board had received confirmation that the request for prior approval for MHC to submit a scheme had gone to one of the Charity Commission Board members and she was anticipating an answer within a few days.

10. TRUSTEE TRAINING

The Secretary to the Board suggested that any further Board member training should be put off until the new financial year as there were already many meetings planned over the forthcoming months.

11. URGENT BUSINESS

There was none.

12. DATE OF NEXT MEETING

26 January 2017 at 6:30pm. The Secretary to the Board said it might be necessary to have a Special meeting in order to progress the Charity Commission Scheme before the January Board meeting. Mr Bartholomew proposed a vote of thanks to Mr Freeman and the Secretary to the Board for the work they had done.

The meeting closed at 8.15pm