

Malvern Hills Trust
Governance Committee
Manor House, Grange Road, Malvern WR14 3EY
Thursday 27 July 2017 7.00pm

Present: Mr R Bartholomew, Dr S Braim, Mr D Bryer, Mr S Freeman (non-voting), Mr C Penn (Vice Chair), Ms S Rouse, Ms H Stace.

In attendance: Chief Executive Officer, Secretary to the Board, Mr M Davies, Dr P Forster, Mr A Golightly, Mr C Rouse.

The Vice-Chair welcomed everyone to the meeting

1. Apologies for absence

Professor J Raine.

2. Chair's announcements

- i. Board member training Balancing Risk and Reserves – 16 November 2017 (evening).
- ii. New Charity Commission Governance Code. A link had been circulated to all Governance Committee members. There was general agreement that the code for larger charities was more appropriate for MHT. It was suggested that all Board members should be asked to read the Code with a view to discussing its application in more detail at a future meeting.
- iii. Charity Commission Scheme Consultations – A reminder to sign up for these sessions.
- iv. Governance Handbook A reminder to bring these in to be updated.

3. Declarations of interest

There were none relevant to this agenda.

4. Matters arising from the meeting of 24 April 2017

Mr Freeman had circulated papers relating to the *Maidment* case. The CEO intended to write a paper on a public engagement programme for the next meeting.

5. Charity Commission Scheme

Mr Penn introduced the paper. He clarified that although it made mention of legal advice received which opened up the possibility of extending the precepted area, the tenor of the discussion at the previous consultation meetings had been that it was not a good idea to pursue this course of action. The Secretary to the Board said that in the meeting with the DCMS, they had made it plain that it was highly unlikely that they would be willing to include anything which they viewed as controversial in the Scheme. Paper A addressed the possibility of clustering the electoral areas as a way of creating a smaller Board.

Mr Freeman was not entirely comfortable with the Working Group's approach on extending the precepted area. He thought it might be desirable to at least reserve a power to make changes in the future. It was agreed that the Secretary to the Board should prepare a paper for the next meeting. She was not clear whether it would be possible to reserve a power and believed that doing so would necessitate consulting fully on the matter.

It was felt that the proposals set out in the paper were well aligned with the new Governance Code, but this had not been available when the paper was produced and the proposals might need slight adjustment. Mr Freeman suggested that the consultation with the voting wards and parishes should be framed carefully so as not to imply merger in any sense other for the purpose of electing a Board member. The Secretary to the Board said that in the discussion with DCMS, it had been clear that how the consultation paper was framed would be very important – for example making it clear that Board members did not “represent” the area electing them. Ms Stace felt that there would be sensitivities about amalgamating the current electoral areas. The model proposed in the paper was based on population numbers rather than land holding. Mr Rouse thought the model favoured the urban areas and suggested that having a large Board meant having a range of contacts. Mr Penn said that having a good range of contacts might be achieved through the membership organisation. Mr Davies suggested amalgamating all the voting areas and electing the required number of Board members from a “list”. Mr Freeman said that if funding in the future was focused on grants, MHT had to be able to demonstrate to 3rd parties that it had good governance, and no one would accept that good governance could possibly be by 29 people, no matter how capable they were. The CEO confirmed that this point had been raised by 2 grant providers with whom he had been in discussions this week.

Mr Penn said that no proposals could be taken forward until after the consultation meetings and a plan of action would be formulated after these had taken place. It was agreed that it would also be useful to have a Workshop (possibly during the first 2 weeks in September). It was felt that there was not time to carry out the consultation and the Workshop in time to get a paper to the September Board meeting.

The Secretary to the Board said that it was difficult to give a timescale for the Scheme to be completed. The outstanding issues had to be agreed by the Board, and the detailed proposals (once drafted by the solicitors) approved. A formal application then had to be made to the Charity Commission. The DCMS did not envisage a problem putting the Scheme into the Parliamentary timetable when there was a “quiet week” provided it was likely to be uncontroversial.

BWB had been asked to carry out 2 actions immediately.

One point which had been discussed at the DCMS meeting was the proposal to change MHT's liability to third parties so that it was in line with that of landowners

who had land open to the public under the CROW Act. The DCMS lawyer wanted better to understand the basis of this proposal, so it had been agreed that BWB would write to DCMS setting out the case for doing this, as a preliminary point. It had also been agreed that BWB would map out in detail the provisions relating to fencing, as this was likely to be one of the most controversial aspects as far as the public was concerned. This would then enable MHT to undertake some preliminary consultation with stakeholders.

The Secretary to the Board reported that in the longer term, BWB had been asked to look through the Acts to identify where references to external Acts and the parties from whom consents had to be obtained were out of date. They were also going to go through the Acts mapping out where the changes would be made. This was a very sizeable piece of work which had to be done at an early stage. BWB had suggested this might be completed by the end of October. The next step after that would be to work up the content of the Scheme in plain English, for approval by the Board, followed by a public consultation before drafting the Scheme in Parliamentary language.

The Secretary to the Board said that once there was a list of the proposed changes, other relevant stakeholders would be identified and consulted before the public consultation took place. The DCMS and the Charity Commission representative would look at the public consultation document before that consultation took place. The Secretary to the Board did not think the detailed proposals would be ready for the November Board meeting. A special meeting might need to be called. Transitional provisions would be required in any event but she could not say whether the Scheme could complete its passage by November 2019.

6. Improving the Board meetings

The Secretary to the Board went through the paper. Usually a committee would sign off its own minutes, and the present arrangement was akin to having a quasi-committee meeting within the Board meeting to sign off the minutes before the Board considered them. If a committee member had an issue about the content of the minutes, they should contact the Secretary to the Board as soon as the minutes were available, as such issues should be resolved if possible before the meeting.

It was generally felt that the current process worked – the main problem was that people lost track of where they were on the agenda.

It was important that the staff could act on the decisions once they were approved by the Board. There was nothing to stop the Board amending a committee's recommendation, or requiring some action be taken before the recommendation was implemented.

The following suggestions were made:

- i. It was agreed that it should be clear in the committee minutes whether the committee was recommending that the Board adopt their recommendation.
- ii. The present format of the agenda should be maintained, as it clearly set out the steps, but it could be helpful to have the recommendations for adoption by the Board set out in the agenda rather than on the separate sheet.
- iii. Approving the recommendations item by item helped ensure the recommendations were properly scrutinised and debated.
- iv. This also helped to slow the process – the Chair needed to take the meeting at a speed which allowed Board members to move from paper to paper.
- v. It was important that there should be proper debate by all Board members on all decisions that the Board made. The Board needed to safeguard against “rubberstamping”.
- vi. The process of going round the table to ask each member for comments was a helpful one.
- vii. Different seating arrangements could be considered. Ms Rouse said she found the layout used for the council/planning meetings more inclusive.
- viii. Should all the Chairs of committees sit together on the top table?

It was **AGREED** to recommend retaining the current arrangement for approval and adoption of committee minutes and also that:

- The Secretary to the Board should trial the process of including the resolutions for adoption by the Board on the agenda under their respective Committee report items
- Progress through the agenda should be at a pace which allowed Board members to keep up.

6. Urgent Business

There was none.

7. Date of next meeting

It was agreed to leave 26 October in the calendar, but if a meeting was needed earlier than that, 5 October was generally agreed to be a suitable. It would be difficult to process any matters arising out of a meeting on 26 October in time for the Board papers to be circulated.

The meeting closed at 8.16pm