

Malvern Hills Trust
Governance Committee
Manor House, Grange Road, Malvern WR14 3EY
Thursday 25 July 2019 7.00pm

Present: Dr S Braim, Mr D Bryer, Mr M Davies (non-voting), Mr C Penn (Chair), Ms S Rouse

In attendance: Chief Executive Officer (CEO), Secretary to the Board, Mr A Golightly, Dr P Forster, Mr C Rouse, Mr D Street and 6 members of the public.

No attendance: Mr R Bartholomew

Mr Penn welcomed everyone to the meeting.

1. **Apologies for absence**

Prof J Raine (Chair), Ms H Stace.

2. **Chair's announcements**

- The Stroll was due to take place on 22 August leaving from outside Classic Interiors, Worcester Road at 7pm.
- Sara Stewart had resigned.

3. **Declarations of interest**

There were none.

4. **Public Questions**

See Schedule.

5. **Matters arising from previous meetings**

There was none.

6. **Review of Standing Orders**

Mr Penn highlighted the discussion points outlined in the paper.

It was agreed that the accounts should be approved in an election year by the trustees who were in office during the period to which the accounts related.

Mr Davies (as Chair of FAR Committee) felt in any year it was more timely to approve the accounts at the September meeting. It was difficult to see how anyone would be disadvantaged by this.

In relation to allowing members of the public to speak at meetings, it was agreed to give this arrangement a 3 month trial. Speaking at Committee Meetings should be restricted to matters that were relevant to the agenda items.

On the proposal of Mr Penn, seconded by Dr Braim it was **RESOLVED** unanimously to recommend to the Board the adoption of:

- a) The revised draft Standing Orders (as amended)
- b) The Disciplinary Committee Term of Reference

(subject to a 3 month trial period of the arrangements for public speaking).
Mr Penn thanked the members of the Working Group for all their help.

7. Revised Code of Conduct

Mr Penn highlighted the principal changes – use of the first person, asking trustees to sign up to the Code, putting more emphasis on the Nolan Principles, on confidentiality and on collective responsibility.

Mr Bryer suggested that people interested in becoming Board members should be provided with a copy in advance. It was agreed to insert the words “not in the public domain” in the section on confidentiality and to number the paragraphs. It was also suggested that the element of not bringing MHT into disrepute should be cross referenced to the duty to disclose serious misconduct or abuse of power.

On the proposal of Mr Penn, seconded by Dr Braim it was **RESOLVED** unanimously to recommend adoption of the revised Code of Conduct to the Board.

8. Report from working group on reputation management

Mr Penn thanked the Working Group for the work which they had done. Dr Forster presented the Group’s report. They had come up with a number of ideas about positively promoting the work of the Trust, including using PR professionals where necessary, committees considering the PR implications of decisions they were making and a committee being tasked with reviewing reputation issues on a regular basis.

Mr Bryer commented that the Group had thought that having a membership organisation would be a huge advantage. Mr Davies pointed out that some other charities spent relatively large amounts of money on PR although this would be linked to their fundraising requirements.

The CEO said that some of the recommendations of the Working Group had already been adopted. The Trust was trying to find someone who would be prepared to help with PR on a *pro bono* basis. He recognised that there was more that could be done, but there were limited staff resources. Further consideration ought to be given to the cost of investing additional resources in this area versus the benefits. He agreed with Mr Street’s point that PR should be about achieving the Trust’s charitable objectives. PR issues could be carried through into the Business Plan and the Risk Management Strategy. There was no recommendation but committee members were anxious that this report was not forgotten. There were actions outlined in the report and the Working Group were asked if they could look at ways in which their work could be taken forward.

9. Charity Commission Scheme

The Committee had been sent the first draft of the consultation document. It had also been sent to Fiona Narburgh, who was a communications consultant and was helping the Trust to make sure the document would be understood (as far as possible) by the public. The document was very long, and a short

summary had also been produced as a starting point. The existing Acts would be made available so people could examine the background to the proposals if they wished.

It was proposed to have a Board workshop on 6th August and a Special Board meeting on 12th to approve the consultation document and the process. The target date was to start the consultation at the beginning of September. The County Council would collate the answers to the questionnaire, and they would then have to be considered by the Governance Committee and the Board.

If the DCMS said that s 73 Charities Act 2011 could not be used to consolidate the Acts, then piecemeal changes could still be made by way of amendments to the existing Acts.

Mr Penn thanked the Secretary to the Board for her work.

10. Urgent business

There was none.

11. Date of next meetings

24 October 2019

12. Confidential item

On the proposal of Mr Penn, seconded by Ms Rouse, it was **RESOLVED** unanimously to exclude the public for discussion of item 12 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 (personal information).

The meeting closed at 8.40pm

Public Questions

Questions from Dr Crisp:

When will Mr Huskinson receive a reply to his letter to Professor Raine concerning validity the paper A delivered to the Governance Committee on 25 April 2019; on the basis of which the report under item 12 today has been prepared?

Professor Raine had responded in May.