

Malvern Hills Trust
Governance Committee
Thursday 29 October 2020 7.00pm

Present: Mr C Atkins, Mr R Bartholomew, Dr S Braim, Mr D Core, Mr M Davies (non-voting) Mrs C Palmer, Mr C Penn, Ms S Rouse (non-voting), Prof J Raine (Chair).

In attendance: Chief Executive Officer (CEO), Secretary to the Board, Dr G Crisp, Mr R Fowler, Dr T Parsons, Mr C Rouse (left after item 11), Mr T Yapp.

Prof Raine welcomed everyone to the meeting.

1. Apologies for absence

There were none.

2. Chair's announcements

Prof Raine thanked Mr Atkins for taking Dr Bryer's place on the committee.

3. Declarations of interest

There were none.

4. Public comments

There were no comments from members of the public.

Prof Raine invited trustees who were not members of the committee if they wished to speak.

Mr Parsons commented on the responses to the points raised by him and others on the draft Code of Conduct. He said the Trust did fall within the definition of a public body for certain purposes, there was no list of regulatory guidance and should clause 14 include a reference to "other relevant authority". He also said there was no reference to trustees' duty to monitor the Trust's activities.

Mr Rouse asked if a definition of "confidential" could be furnished.

5. Matters arising from previous meetings

There were none.

6. Code of Conduct

Prof Raine referred the committee to the paper and some of the changes which had been made. The draft had been checked by the Trust's solicitors. He hoped that the revised draft would be a document which all trustees could sign up to.

The following responses were made in answer to points raised:

- There was reference to regulatory guidance set out in Clause 4.
- Trustees themselves had a responsibility to make sure they were aware of regulatory guidance. It was not practical to try to list it all.
- It was agreed that one of the important functions which trustees performed was monitoring the Trust's activities, but the CEO and other

officers gave regular updates at the meetings and were available to answer any questions.

- It was suggested that swapping the current clauses 14 and 15 would provide a more logical order.
- Councillors were required to sign up to their Code of Conduct as a condition of taking office.
- The Chair and Vice-Chair of the Committee received copies of Governance and Leadership magazine which helped them to be aware of any changes in the regulatory framework.
- The legal advice made the position in relation to trustees' duties and to public law very clear.
- It might be helpful to consider and clarify what is confidential and what "other relevant authority" meant.
- It had been difficult to become a "team" as a Board because of Covid and hopefully that position could be improved upon.

On the proposal of Prof Raine, seconded by Mr Bartholomew it was **RESOLVED** to approve the draft Code and recommend its adoption by the Board.

7. Conduct of video/telephone meetings

The following observations were made:

- Voting was quite slow with 20+ trustees. The County Council used an electronic system, but this was not a facility on offer from StarLeaf. The Secretary to the Board was not clear whether any 3rd party software was available. Was it important that the public could see how trustees voted? It was possible to carry out votes by show of hands on a small committee but not in the larger meetings (particularly where some trustees had joined by audio only)
- The process of dealing with approval of the minutes had become very drawn out and was not good for the Trust's reputation.
- The online meetings had improved a great deal over the past few months. The momentum of the meetings needed to be kept up.
- The Trust could consider changing the on-line meeting provider at the end of the year.
- People needed to sharpen up on ensuring they were muted/ unmuted.
- Meetings should not go on for many hours. It would be better to adjourn than carry on. The content of the agenda needed to be managed to avoid over long meetings. Agreed procedures should be followed.
- Should officers go through the reports in the meeting?
- Comments on the minutes should be submitted in writing to the Secretary to the Board and the issues resolved as far as possible before the meeting. It was very important to be able to look back at the minutes and understand the reasons for decisions.
- It would be helpful to draft a guidance note for trustees capturing what the minutes were about. It should not be the case that everyone who said anything had their comments captured.

It was agreed that Ms Rouse, Mr Core, Mr Bartholomew and the Secretary to the Board should meet to look at how to deal with the minutes and more efficient ways of working and report back to the committee. The Secretary to the Board invited other trustees to feed into the process.

8. Update on revision of MHT governing Acts

The plan and the timescale outlined at the Board meeting on 10 September had been held up. The workshops, research and one to one meetings needed to be re-scheduled. The Secretary to the Board had ascertained that there was a date in late November by which Private Bills needed to be lodged and there was therefore no prospect of proceeding before November 2021.

9. Trustee training

Two training sessions had been planned before lockdown – GDPR and trustees’ responsibilities as employers. Although it would be less satisfactory to have the training on-line, the CEO felt the GDPR training could not be delayed until the pandemic was over. It would be helpful to have a better understanding of the Governments plans for replacement of the current agricultural subsidies/ land management schemes. The workshop format was generally very productive.

10. Urgent business

There was none.

11. Date of next meetings

28 January 2021

12. Confidential item

On the proposal of Prof Raine, seconded by Mrs Palmer, it was **RESOLVED** unanimously to exclude the public for discussion of item 13 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).

CONFIDENTIAL

Minutes released

13. To report the outcome of disciplinary matter

Mr Bartholomew reported that a full investigation had taken place and the trustee concerned had agreed to undertake some further training. The matter was now resolved. Mr Bartholomew thanked the members of the disciplinary panel and the trustee concerned for their positive approach.

The meeting closed at 8.20pm.