

Malvern Hills Trust
Governance Committee
By video/telephone conference

Thursday 29 April 2021 7.00pm

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

In attendance: Chief Executive Officer (CEO), Secretary to the Board, Dr G Crisp, Mr R Fowler, Mr C Rouse.

Mr Bartholomew welcomed everyone to the meeting.

1. Apologies for absence

There were none.

2. Chair's announcements

- The Equality Diversity and Inclusion training was being moved to a date to be advised and a Special Board meeting would take place on 5 May 2021.
- There was an election taking place in Priory ward to appoint a new trustee on 6 May 2021.
- It appeared the Trust would have to resume face to face meetings from 7 May 2021. The Staff were trying to find venues where the Trust could meet but maintain social distancing.

3. Declarations of interest

There were none.

4. Public comments

There were no comments from members of the public.

5. Matters arising from previous meetings

The CEO had reported back to Charity Commission on the resolution of the issues which had prompted the SIR.

6. Update from Working Group 1 (benefits to be secured from amending Trust's Governing Acts (agenda item 7)

Working Group 1 was set up at the Governance Committee meeting on 4 February to prepare an analysis of the costs and benefits of seeking a private Act of Parliament. Mr Core and some of his professional colleagues had agreed to carry out some preliminary work. Mr Core said that he hoped to have a draft available in a fortnight to share with the other members of the working group. The working group members appointed at the February meeting had invited Messrs Fowler and Fellows to join them. A full report should be available for the Governance Committee meeting in July.

7. **Progress on Governance Changes** (agenda item 8)

See above.

8. **Appointment of Working Group 2 (To undertake any further work necessary on the details of the proposed Governance Changes)** (agenda item 6)

It was agreed to set up this working group at the February meeting but no one was appointed to it. On the proposal of Mr Bartholomew, seconded by Dr Braim it was **RESOLVED** unanimously to appoint Mr Atkins, Dr Braim, Mrs Palmer and Prof Raine to that working group.

9. **Actions taken or required in response to Charity Commission letter of February 2021**

The Secretary to the Board had prepared a paper and asked the Committee whether they felt the issues had been covered satisfactorily. It was agreed that there were no outstanding actions.

10. **Work programme**

Mr Atkins said that best practice would be for the Trust to be using the assessment tool that was available on the Charity Governance Code website. This would have 4 beneficial outcomes:

- Identify how far the Trust was complying with the Code,
- Confirm where the Trust's governing legislation needed changing in order to comply,
- Identify some of the issues which might need to be addressed in any mediation process and
- Identify any training needs.

Mr Atkins said he was happy to carry out some further work to take this forward with a view to preparing a questionnaire to go out to all trustees. One option would be to break the questions down into sections and have a workshop to discuss each section. The Secretary to the Board suggested it would be helpful to have a member of staff involved to give input on some of the background. The problem was timing as the staff were very busy at present.

It was agreed that Mr Atkins should make a start, progress the matter as far as resources would allow and report back to the next meeting. Mrs Palmer suggested trying the questionnaire out on members of the Governance Committee as a first step.

11. **Proposed Trustee training**

Workshop on Pensions – this would take place later in the year. There would be an update at FAR.

Equality Diversity and Inclusion training (see Chair's announcements)

Being a good trustee – this linked in to possible outcomes from using the Governance Code toolkit.

Prof Raine suggested it might be helpful to have a session explaining what the Governance Code and the compliance toolkit was about, to make sure everyone understood it in the same way.

12. Urgent business

There was none.

13. Date of next meetings

29 July 2021

14. Confidential item

On the proposal of Mr Atkins, seconded by Dr Braim, it was **RESOLVED** unanimously to exclude the public for discussion of item 15 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.