

MALVERN HILLS CONSERVATORS
Governance Committee
Manor House, Grange Road, Malvern
Thursday 28th July 2016, 6.30 pm

Present: Mr R Bartholomew, Dr S Braim, Mr D Bryer, Mr S Freeman (ex officio), Mr R Hall-Jones (ex officio), Mr C Penn, Professor J Raine, Ms S Rouse (left before agenda item 8), Ms H Stace (left before agenda item 8).

In attendance: Director, Secretary to the Board, Dr P Forster, Mr C Rouse (left before agenda item 8), Mr P Watson (left before agenda item 8), Mr T Yapp (left before agenda item 8) .

1. APOLOGIES FOR ABSENCE

There were none.

2. DECLARATIONS OF INTEREST

There were no declarations of interest.

3. CHAIRMAN'S ANNOUNCEMENT

There were none.

4. MATTERS ARISING FROM THE MEETING HELD ON 28 APRIL 2016 (not otherwise on the agenda)

There were no matters arising not set out on the agenda.

5. GOVERNANCE COMMITTEE RESPONSIBILITIES AND MONITORING OBLIGATIONS

The working party created at the January meeting had set up an assessment tool which Board members and staff would be asked to complete via the Survey Monkey web site. A draft was attached to the paper. It was hoped that the results might be analysed and reported to the Board at the September meeting.

Points raised:

In Question 6 there were 2 questions wrapped up in one – whether the Board had the necessary skills and democratic legitimacy.

It was suggested that survey should be completed again in future to see whether there had been any changes in the way people saw MHC.

It was important to point out that once you have completed the form, it was not possible to revise it.

All staff should be offered the chance to complete the survey.

There should be another category at the end to show Field Staff as a separate group.

Although it was not compulsory, it should be made clear that Board members were expected to complete the survey.

A mechanism was required to retain anonymity for people completing paper copies.

The Committee **AGREED** to proceed with the survey as amended and Prof Raine would share the results with the committee for comment and then report the outcomes to the Board meeting in September. Analysis and any actions arising from the results would be considered at the next meeting.

6. CHARITY COMMISSION SCHEME WORKING PARTY UPDATE

Prof Raine went through the paper. It was **AGREED** that there should be a meeting of the Governance Committee on Thursday 25th August at 6.30pm to hear a report about the meeting with a representative of the Charity Commission and formulate a proposal before the matter went back to the Board.

Mr Freeman asked why the BWB advice had not been circulated. The Secretary to the Board said that there were some areas where BWB had not fully understood MHC's position and it would be preferable to obtain clarity in those areas before circulation. It was envisaged that the work undertaken to the date of the September Board meeting would be within the £10,000 budget. BWB had been asked as a priority to produce a costed pathway to complete the scheme for the September Board meeting.

7. PROGRESSING OTHER MATTERS RAISED IN THE CONSULTATION MEETINGS WHICH DO NOT REQUIRE GOVERNANCE CHANGES

Prof Raine had prepared a paper picking up 8 points raised by Board members in their interviews that would not form part of the Charity Commission Scheme. It was important to prioritise the issues in order not to swamp Board members and staff with work.

- a) **Working Groups:** There was no action stemming from this topic. It was agreed that the concept of using a "task and finish" group was a useful one. Mr Hall-Jones suggested that there should be no more than one "task and finish" group at any one time. Prof Raine said one of the advantages of a working group was that they did not need so much formal support and could be more "member driven".
- b) ***Code of Conduct:** It was agreed that review of the Code was a pressing issue.
- c) ****Diversity:** It was agreed that the question of how to achieve a more diverse Board should be looked at 12 months before the next elections, if not overtaken by the implementation of the Charity Commission Scheme. It was suggested that a working group should be set up immediately to look at how to create a more diverse Board through the Charity Commission Scheme and also how to build a "brand" that would appeal to a more diverse group (to complete work before Christmas) It was agreed to seek advice on whether it was possible to put an age limit as an eligibility criterion for Board members. It was **AGREED** that there should be a Workshop after Christmas to discuss how to improve Board diversity, possibly with an external facilitator.

- d) **Inductions and other training:** Training for Chairs had been suggested during many of the interviews. Some of the proposals for training were already being taken forward. It was **AGREED** to recommendation to the Board that:
- i. more outings and events with combined training and social objectives be held each year.
 - ii. prior to (or after) each meeting of the Board, there should be an opportunity provided (ideally over refreshments) for members to mingle socially.
 - iii. additional training needs should be identified and training sessions arranged
 - iv. Following election/appointment of new members, a thorough programme of induction and training should be provided, ideally involving members who continue to serve from the preceding four years, as well as the new ones.
- e) **A more ambitious MHC:** There were 2 main aspects – funding (including creating a membership organisation) and premises. It was suggested that the first step might be for the Director to suggest to Board members what help he would like them to provide. Both of these topics were potentially big pieces of work and it would be difficult to accommodate them until some of the current projects were concluded.
- f) **Performance monitoring and reporting:** Prof Raine said that there was a substantial amount of financial monitoring but it was important to monitor what MHC was achieving in other ways as well. It was a topic for all committees. The Director felt that much of this would flow from the business plan which he was working to finalise.
- g) **A more cohesive organisation:** It was **AGREED** that the aims outlined in the paper should be borne in mind as part of all the activities carried out by MHC.
- h) **Job title changes:** This was not a high priority, but subject to further consultation, and checking the byelaws and the Acts, there was no reason not to bring this forward in the near future. The Director felt that the possible change from the title “warden” to “ranger” might tie in with the rebrand and therefore should be prioritised. It was **AGREED** that the Director should prepare a paper with a recommendation to the Board.

Ms Stace volunteered for the Code of Conduct review and Ms Rouse and Messrs Freeman, Braim and Bartholomew volunteered for the review to encourage diversity on the Board.

8. TO APPROVE RE-DRAFTED STANDING ORDERS FOLLOWING DECISION OF THE BOARD JUNE 2016

A draft accompanied the papers. The Secretary to the Board suggested that paragraph 21 should be refreshed to indicate that the revised document was approved in its entirety by the Board at the next meeting. Mr Bartholomew pointed out that in item 18 there was a reference to Working Parties, but the term “Working Group” was more commonly used. On the proposal of Mr Bartholomew,

seconded by Mr Penn, and subject to the amendments above, it was **RESOLVED** unanimously to recommend that the Board adopt the Standing Orders as drafted.

9. APPROVAL OF MANAGEMENT RISK SCHEDULE

Proposed amendments:

1.1	2016 not 2106 And 2016 not 16.
1.2 and other paragraphs	Amend references which referred to it being an election year.
1.3	Current controls: Regular briefing meetings for information only with Chairs, Vice-Chairs and Director to discuss pressing issues. Required controls: Change last paragraph to: Chair and Secretary to the Board to ensure that no decisions are made which should be reserved to a committee or the Board.
1.6	“strategic”
4.7	“Fire Risk Assessment completed” and “Risk assessment and” to delete. In Required controls, amend “physical check sand...”
5.3	Add writing to MPs as part of the controls. Red wording should be in “current Controls.” Add into required controls “Director to update the Board regularly” and “Contingency planning for loss of grant funding”.
5.11	“Make a decision in 2016 to limit MHC liabilities”

On the proposal of Mr Bartholomew, seconded by Mr Penn it was **RESOLVED** unanimously to recommend to the Board that they approve the Risk Management Schedule as amended.

10. TERMS OF REFERENCE STAFFING COMMITTEE

The Secretary to the Board had prepared a first draft and was hoping to have a meeting with Mr Freeman to discuss the detail before inviting wider discussion. It was hoped to have this ready for the October Committee meeting and the November Board meeting.

11. TRUSTEE TRAINING

This was a matter which had been referred to frequently in the CCS interviews. Two issues had been identified upon which it would be useful to have some training in the near future:

- The difference between “Operational” and “Strategic” and with whom those responsibilities should lie
- How to assess what is in the best interests of the organisation/charity – how to weigh the different factors.

It was suggested that a session should take place to cover these topics with an external trainer in late November. The other topic frequently raised had been Chairmanship training. It was agreed that the Chairmanship training should be open to anyone who was interested. There would need to be a separate session for this in the next calendar year.

12. POLICY REVIEW

The Secretary to the Board had been unable to progress this, but hoped to do so before the next round of meetings.

13. URGENT BUSINESS

There was none.

14. DATE OF NEXT MEETING

18th October at 6:30pm

The meeting closed at 8.10pm