

MALVERN HILLS CONSERVATORS GOVERNANCE COMMITTEE

**Manor House, Grange Road, Malvern
Thursday 30 April 2015 6:00 pm**

Present: Rev'd C Attwood (Chairman), Mr R Cousins (ex-officio), Mr S Freeman, Mr S Ginn, Mr B Pilcher, Mrs G Rees, Ms H Stace (ex-officio)

In attendance: Director, Secretary to the Board, Mr R Bartholomew, Mr A Golightly, Mr C Rouse, Mr T Yapp.

1. APOLOGIES FOR ABSENCE

Mr R Hall-Jones, Prof. J Raine.

2. ELECTION OF CHAIRMAN

The Director took the chair. Rev'd Attwood was elected unopposed.

3. ELECTION OF VICE CHAIRMAN

Mr Freeman was elected unopposed.

Rev'd Attwood took the Chair.

4. CHAIRMAN'S ANNOUNCEMENTS

The Chairman welcomed Mr Bartholomew as a new Board member and thanked the Board members who were not members of the Committee for attending.

5. DECLARATIONS OF INTEREST

There were none.

6. MATTERS ARISING FROM THE MEETING HELD ON 31 JULY 2014 AND 9 OCTOBER 2014

There were no matters arising which were not on the agenda.

7. UPDATE ON WORK OF CHARITY COMMISSION WORKING GROUP

Mr Ginn reported that much progress had been made in formulating a set of proposals for presentation to the Committee and the Board in due course, but there had been a delay in appointing an expert to advise on charity finance issues. There was a suitable expert at the auditors, but he had been ill and the Secretary to the Board had only just received an E-mail indicating that their best estimate was for undertaking the work was £4,500 + VAT. Staff were still trying to obtain other quotes for comparison. It was not possible to give a timescale for completion of the review at present. Rev'd Attwood said that the list of proposed changes to the Governance arrangements would be accompanied by details of the options considered and the reasons for the Working Group's conclusions. It was anticipated that there would be a Workshop

before the matter came before the Board. The Director had been trying to speak to the National Trust to understand their experience of working with the Charity Commission to produce a Scheme. Rev'd Attwood thanked Mr Ginn for his work.

8. MONITORING THE ACTIVITIES OF THE BOARD AND COMMITTEES AND COMMITTEE TERMS OF REFERENCE

The Governance Committee was tasked with "Monitoring the Board, committee and group structures and performance (reviewing the adequacy, effectiveness and compliance with internal governance controls and schemes of delegation) and making recommendations to the Board"

An E-mail had been sent to all Chairs and Vice-Chairs, asking them how they felt the committee system and the terms of reference were working. Rev'd Attwood reported that people were content with the arrangements. Ms Stace was concerned about non-attendance of some board members, and that when they did attend, they had not kept up with developments.

9. UPDATE ON THE SKILLS REGISTER

Rev'd Attwood asked the Director if he would update the skills register and report back to the Committee in July. He hoped it would be possible to publicise what skills were required in order to try to attract the right candidates when the elections took place in October, and also to notify the requirements to the chief executives of the organisations which nominated board members. Mr Freeman asked whether the Working Group was considering moving the date of the Board elections to coincide with the District Council elections in order to reduce the cost.

Ms Stace pointed out that biographies of some of the Board members were missing.

10. INDUCTION/TRAINING

The Director carried out inductions for new Board members, and they were given an induction pack. Mr Freeman thought that it might also be helpful for one of the Wardens to take new Board members out onto the hills, to show some of the work that was being carried out. It was suggested that members might attend some of the events that were being run for members of the public.

Rev'd Attwood suggested that it might be useful for all Board members to have a refresher course, perhaps once every 4 years, on what it meant to be a charitable trustee. The culture of charitable activity was a consensual one (although that did not mean that there should not be different viewpoints robustly debated), and not an adversarial one.

There was then a general discussion around the wider issue of charitable status. Mr Bartholomew pointed out that the public perception of MHC was not as a charitable body and perhaps some work should be done to raise the charitable profile. This was felt to be more pertinent for visitors, as the precept payers would find this a challenging concept as they were compelled to contribute. It was agreed that MHC's pro-active response to the cable car project had been a success and the Director

speculated whether it had made people more aware of MHC's role in protecting the hills. Raising the charitable profile should be pursued in the Business Plan and through FAR. Mr Cousins felt that it was very important for Members to attend Workshops so that there could be debate to help form policy prior to the Board meetings.

Rev'd Attwood asked that, at the next meeting, there should be a paper in order that the Committee could look at the detail of the training that might be appropriate.

II. MHC POLICIES

Rev'd Attwood said that the Governance Committee's role was to be aware of policies, consider how and when they were to be reviewed and to make sure that all necessary policies were in place and up to date. It was apparent from the Paper that the work on policies had been done but it was not always adequately recorded. Policy was a Board responsibility. Ms Stace suggested that the committee Chairmen should set up a programme of policy review at the start of the year and this requirement should be included in the committees' terms of reference.

Mr Yapp thought that remuneration and pension policy were missing from the list contained in the Paper.

The Director said that MHC's HR consultant was in the process of preparing a staff handbook which would effectively update the employment policies. The handbook would be reviewed by FAR and then the Board.

There were two policy areas that were particularly important – HR (review currently in hand) and Health and Safety. It was suggested that Health and Safety policy might also be outsourced to a consultant. Rev'd Attwood said that a charity should have a nominated board member responsible for Health and Safety and also a Board member responsible for safeguarding policy. Ms Stace said that "Vulnerable Persons" included all those over working age. Rev'd Attwood offered to be the nominated safeguarding member. Part of the safeguarding role was to ensure that all trustees were aware of basic safeguarding information and this should be part of the training. Rev'd Attwood asked the Director to find out what the mandatory requirements for safeguarding were, and also what was good practice. Now Health and Safety policy had been highlighted as in need of review, it was agreed that the Director should talk to outside consultants to see what they would provide, and the cost. It was unclear whether the Board need to ratify the appointment of outside consultants or whether it was within the Director's delegated powers. The Director was to ascertain whether the Health & Safety advisor's fees could be covered out of the existing professional fees budget.

It was suggested that some policies should be available to the public via the web site. All Board members should have access to the policies.

Mr Bartholomew asked what the position was with regard to the scheduled ancient monuments and the Director confirmed that each of them had a separate management plan. Mr Golightly asked whether there was a local training partnership, as such

organisations often helped with a “bottom up” recognition of safety issues. The Director felt that training was not an issue, but there was a risk that no clear paper trail existed to show good practice was being followed.

It was **AGREED** to carry out steps set out in the paper:

- i) Track down any untraced policies
 - ii) Transform the contents of approved Papers setting out policies into policy documents
 - iii) Check that there had not been subsequent revisions of identified policies
 - iv) Collate the policies into one folder
 - v) Put in place a programme of review. Prepare a full schedule of policies including columns setting out frequency of review, the lead name, the committee responsible for the policy, whether the policy should be publicly available on the web site and the next review date. The relevant part of the list should be reviewed before every committee meeting, followed up where necessary and the Committee should report back to the Board. Board papers should include what policies had been reviewed, highlighting any changes.
 - vi) Immediate attention required to Health and Safety, Safeguarding and the older Land Management policies.
 - vii) Committees to approve any additional policies which are needed.
- The revised schedule was to be brought back to the next meeting.

12. WIMBLEDON AND PUTNEY COMMON GOVERNANCE REVIEW

The Director pointed out that Wimbledon and Putney Common Conservators were very similar to MHC. They had commissioned a review by Dorothy Dalton, an acknowledged expert on charity governance, who had produced a report. The Director was reassured by the number of issues she had raised that had already been addressed by MHC.

Rev'd Attwood asked about eligibility criteria for Board members. Were these checked when nominations were made? The Director would check that the information was contained in the nomination pack.

It was **AGREED** that the Director should prepare a paper for the July Governance Committee meeting, setting out the recommendations made in the Wimbledon and Putney Commons Conservators' Governance Review and logging progress made by MHC against each point, with details of any actions that MHC still need to undertake. Rev'd Attwood thanked the Director for his paper and Ms Stace asked that if anything came up that was relevant to the Charity Commission Scheme, it should be passed to the Working Group.

13. REVISION OF STANDING ORDERS

Meeting of Governance Committee

It was **RESOLVED** to propose to the Board that Standing Order 7.1 should be amended to read:

Governance Committee will meet at least twice per year in January and July and otherwise as required.

Election of Chairman and Vice-Chairman

The Director had pointed out that as a body, there was sometimes a need for consistency and sometimes a need for change.

Chairs and Vice Chairs were appointed annually but there was currently a requirement in SO 3.4 that after holding office for 3 years, an individual could not be reappointed to the same office. Was this unnecessarily prohibitive? The two issues were: (a) should there be a time limit, as continuity could be important at any stage, (b) should the person be debarred from standing for the same post again

Mr Cousins thought that ideally there should be a hand over period for a new Chair. It was also suggested that there might be a Chairman's workshop on succession planning.

It was **RESOLVED** to propose to the Board that Standing Order 3.4 should be amended to read:

After holding office for 5 years in succession, Members/Trustees will not be eligible for the same office again for a period of 3 years.

14. DATE OF NEXT MEETING

To be agreed after the meeting.

The meeting closed at 8.10pm