

MALVERN HILLS CONSERVATORS GOVERNANCE COMMITTEE

**Manor House, Grange Road, Malvern
Thursday 9 October 2014 6:00 pm**

Present: Rev'd C Attwood (Chairman), Mr R Cousins (Vice-Chairman), Mr S Freeman, Mr S Ginn, Mr B Pilcher, Ms H Stace (ex-officio), Mr P Watson (ex-officio).

In attendance: Director, Acting Secretary to the Board, Mr T Yapp.

1. APOLOGIES FOR ABSENCE

Mrs G Rees, Prof. J Raine.

2. CHAIRMAN'S ANNOUNCEMENTS

The Chairman welcomed Mr Freeman as a new Board member.

3. DECLARATIONS OF INTEREST

There were none.

4. PROPOSED REVISIONS TO THE MALVERN HILLS ACTS/GOVERNANCE ARRANGEMENTS FOR INCLUSION IN A CHARITY COMMISSION SCHEME

4.1 To approve terms of reference for the Working Group ("the Group"), including arrangements for reporting back

The Charity Commission needed the following information:

- What amendments to MHC governing documents should be included in the scheme
- The reasons for the proposed changes
- Details of any alternative means of achieving these changes (and why they were not appropriate)
- Details of any consultation undertaken or planned on the changes

The Director had prepared draft Terms of Reference. They required the Group to consider the options for change and gather all of the necessary information for approval by the Board, via the Governance Committee, prior to submission to the Charity Commission. The Director had clarified that MHC could ask for changes to anything within the Acts which was a constraint on achieving the charity's objects. The Director felt that the suggested timescale of completing the Group's considerations in time to report to the Board on 11 December would be tight, and the process should not be rushed. There was no deadline imposed by the Charity Commission. He had been in discussion with David Bryer, a local resident who had a considerable amount of experience on the Boards of various charities, (Oxfam, Oxfam International and

WWF) including experience of Board reorganisation, who had agreed to join the Group if requested.

On the proposal of Rev'd Attwood, seconded by Mr Cousins, it was **RESOLVED UNANIMOUSLY** to adopt the terms of reference subject to the addition of a clause confirming that the voting members of the Group would be the 5 Board members and to insert the word "ideally" before the words "on 11th December" in the last bullet point in item 9.

4.2 To appoint the Working Group

On the proposal of Mr Cousins, seconded by Mr Pilcher, it was **RESOLVED UNANIMOUSLY** that the Working Group should comprise the Chairman of the Governance Committee (ex officio), Ms Stace and the Director and that they should be responsible for selection of the 3 other Board members and external representative.

The Committee then discussed which other Board members might be best placed to contribute. Ms Stace felt that Mr Ginn and Mr Hall-Jones had appropriate skills and experience to serve on the Group. It was agreed that the first meeting should take place on Wednesday 15 October at 6pm. It was also agreed that other Board members should be invited to attend as observers, with any comments sent by E-mail to the Director.

(Mr Watson left the meeting.)

5. OUTCOMES FROM BOARD EVALUATION EXERCISE.

The Board Evaluation Exercise was carried out using an on-line self-assessment tool. Seven Board members attended the workshop. Ms Stace suggested that the Director and Secretary to the Board should look at the documents hyperlinked in the assessment report to see whether any useful guidance could be found. On the proposal of Mr Cousins, seconded by Ms Stace it was **RESOLVED** that the Director should review the assessment report with reference to the documents signposted therein and bring recommendations arising from the review back to the Governance Committee.

6. DATE OF NEXT MEETING

The meeting closed at 6.55pm.