

Malvern Hills Trust
Governance Committee
Lyttelton Well, Church Street, Malvern
Tuesday 11 October 2022 7.00pm

Present: Mr C Atkins (Chair), Mr R Bartholomew, Dr S Braim, Mr D Core, Mr M Davies (non-voting), Mr D Fellows, Mrs C Palmer(non-voting), Prof J Raine (arrived during item 7).

In attendance: CEO, Secretary to the Board, Mr P Clayburn, Mr R Fowler, Mr T Parsons, Mr C Rouse, 2 members of the public.

Mr Bartholomew welcomed everyone to the meeting.

1. Election of Chair

Mr Atkins was elected unopposed. He took the chair.

2. Election of Vice-Chair

Mr Bartholomew was elected unopposed.

3. Apologies for absence

Prof Raine had indicated that he would be late.

4. Chair's announcements

- Board members were reminded to return their committee selection forms to the Secretary to the Board as soon as possible.
- Dr Chowns had resigned from the Board.

5. Declarations of interest

There were none.

6. Matters arising from previous meetings

The staff had not been able to deal with any update of the policy on Public Information, nor a revision of the disciplinary process for trustees. Revision of the Code of Conduct would be dealt with under item 9.

7. Timing and conduct of meetings

Timing of meetings

The Secretary to the Board had prepared the paper following a point raised by Mr Rouse on timing of meetings at the workshop on 5 September. It was agreed that it was helpful to have a universal starting time and that it should remain at 7pm for the reasons set out in the paper.

Meeting timetable

The staff were happy with the operation of the current timetable. There was the option to call other meetings as required. Outdoor meetings were a good way of dealing with progress reports on Land Management matters.

Zoom Workshops

The Secretary to the Board made it clear that the workshops there were not meetings of the Board. No decisions were made and there was no requirement to minute them. Besides cutting the time spent in face-to-face meetings, a second reason for having the workshops was to give trustees the opportunity to raise any issues that might require additional information so this could be provided at the meeting.

Comments made included:

- The workshops were helpful – covering the reports in the workshop shortened the Board meetings.
- Before instituting the Workshops, Board meetings had been getting longer and longer and as a result attention could be waning by the end of the meeting.
- They were not much help, particularly if matters had to be revisited in the face-to-face meeting.
- On balance the workshops had been positive. Did trustees take sufficient advantage of the arrangement?
- Trustees should be encouraged to attend the workshops.
- There was more accessibility for the public who could watch the stream from home.
- The Workshops meant two diary engagements.
- The 6th Board meeting was helpful to manage the amount of business which needed to be conducted at each meeting. Inevitably there were times where there was a lot of business to conduct.
- There was an opportunity to shorten the Board meetings by being more rigorous about assuming that trustees had read the papers beforehand.

It was **AGREED** to make no changes to the arrangements outlined in the paper but that as a trial, for the next Board meeting there should be no workshop in advance of the meeting and it was to be assumed that trustees had read the papers. Trustees should read the papers in advance and to raise any issues arising with staff before the meeting.

Covid precautions

On the proposal of Mr Core, seconded by Mr Fellows it was **RESOLVED** unanimously to recommend to the Board that the CEO continue to monitor infection rates, risk assess meetings and review the precautions set out in the paper.

8. Impact of Local Government Boundary Commission (LGBC) review

The Secretary to the Board went through the paper. The Malvern Hills Act 1924 defined part of the electoral area by reference to wards within the Malvern Urban District Council (MUDC) area. The major issue had now arisen as the LGBC proposals changed the external boundaries of what had been the 7 wards within the old MUDC area, so that Link ward now straddled that boundary to include Newland and what had been Wells ward now extended to include Castlemorton and Welland.

The mechanisms which might be available for changing the Trust's Acts were an order under s67 Local Democracy, Economic Development and Construction Act

2009 or a stand-alone Charity Commission Scheme. Both options required co-operation from outside bodies and the Trust was not in a position to insist that they took action nor to influence progress. It was not going to be possible to get a Private Bill through in time for the 2023 election.

A development since the paper was written was that the MHDC Electoral Services Manager now thought it might be possible to run the Trust election on 2023 based on the old ward boundaries. She would not know for certain until the Register of Electors was published in December. This would possibly give the Trust some breathing space. A future possible complication was that there would be a LGBC review of the County divisions, which might have a further impact on the local government boundaries.

The Secretary to the Board had spoken to the Parliamentary Agent about the possibility of using the current ward boundaries to run the 2023 election and it was felt that this might be the best option available. The current electors would still be able to vote, and the voting boundaries would be aligned with the levy paying area. Whilst the conduct of the election in these circumstances would not be exactly in accordance with the wording of the Acts, he felt it was unlikely that any challenge would succeed.

The Officers recommended pursuing all available options for the time being. Comments included:

- The s 67 option seemed to be the best if the Department was prepared to act.
- The CEO would contact Harriet Baldwin's office to try to get her to put pressure on Department of Levelling Up to make a decision.
- Conducting the 2023 elections based on the old ward boundaries would give the Trust more time to make the statutory changes, hopefully including the major Governance revisions which the Trust planned.
- It would be prudent to consult, whichever route the Trust took.
- The prospect of possibly facing a challenge was not attractive. If a challenge was made, a court would consider how the Trust had managed the difficulties which had arisen.
- Conducting the election based on the old ward boundaries would not require any outside authorisation so long as MHDC was satisfied it was practical.
- Once the position was more certain there should be public engagement to explain the problem and the proposed solution.

The Secretary to the Board confirmed that there were no implications for the collection of the levy.

The cost to the Trust of using the different routes had not been established – the Trust would at the least require legal advice on the process and the drafting, although in either case the Government Department would be responsible for taking the changes through the Parliamentary process.

On the proposal of Mr Bartholomew, seconded by Prof Raine it was **RESOLVED** unanimously that the committee recommended to the Board to continue to pursue all options.

There was then a discussion on alternative wording should either a s67 order or a Charities Act scheme be an option. The Secretary to the Board recommended that the Trust should explore straightforward solutions limited to changes that were strictly necessary as a result of the LGBC proposals. Any change needed to be resilient to any further boundary changes which might be made. The options which she had identified were outlined in the paper. Currently, the option most favoured by the Trust's advisors and the Officers was to align the voting districts with the parishes, which would have the merit of linking the areas able to vote with those which paid the levy. The CEO pointed out one problem which arose from using a single list system was the cost of running a contested election if a bye-election was needed. The first step was to get approval in principle from DLUP or the Charity Commission to take the changes forward, and if they agreed in principle there would need to be a Special Meeting to agree the best option.

Mr Fowler felt it was a step too far to elect 5 trustees from a single list in the Town Council area as he felt combined lists had not been a popular option in the consultation for the Governance Changes and made canvassing difficult.

It was agreed it would be helpful to run a workshop on this topic for the Board members who were not at this meeting.

9. **Outcomes including any decisions required from Workshop 29 September 2022**

A summary of what was discussed at the workshop with 3 action points had been circulated.

On the proposal of Mr Atkins, seconded by Mr Core it was **RESOLVED** (with 1 abstention) to recommend to the Board that was that the Trust should not expend any more resources on attempting to resolve the debate about whether MHT was a "public body" and about the legal decision-making framework in which it must operate (unless required in the context of a specific decision).

There was to be a further workshop centring around stakeholder relations. This would take place on 3 November, venue to be announced.

It had been proposed in the Russell report that the Code of Conduct should be reviewed. Mr Atkins suggested that the trustees who had not signed should be approached to ascertain whether there was an issue within the Code which they felt prevented them from signing. On the proposal of Mr Atkins, seconded by Mr Fellows it was **RESOLVED** (with one abstention) to set up a working group of Mr Bartholomew, Mr Core, Mr Atkins and Mr Davies to review the trustees Code of Conduct.

10. **Governance reforms**

Working group 2 (Prof Raine, Mrs Palmer, Dr Braim and Mr Atkins) had met in the summer to review the action points arising from the consultation. Many of the points required input from the Trust's legal advisers and so could not be taken forward at this stage.

The focus at present had to be on dealing with the issues arising from the LGBC recommendations.

11. Trustee training

The Secretary to the Board said that a trustee training event was being held by VVV in Birmingham in November. She had contacted the new trustees to see if they wished to attend, but if any other trustees would like to attend please get in touch.

The Secretary to the Board needed to run training on Easements and Conflict of Interest for the new trustees.

12. Urgent business

There was none.

13. Date of next meetings

14. The Secretary to the Board said that she would put the arrangements for approval of the accounts and appointment of the auditors on the agenda for the next meeting.

Date to be advised when there were any developments in relation to item 8.

The meeting closed at 8.45pm.