

Malvern Hills Trust

Special *Joint* Meeting of Staffing Committee and Governance

Guesten Room, Lyttelton Well, Malvern WR14 2AY

Thursday 2 May 2024 at 6.00 pm

Staffing Committee Present: Charles Penn (Chair), David Baldwin, Richard Bartholomew, David Core (non-voting), Frances Victory, Sheila Wren.

Governance Committee Present: Paul Clayburn (Chair), Richard Bartholomew, David Core, David Fellows, John Michael, Charles Penn.

In attendance: CEO, Secretary to the Board, Allan Cottam, Felicity Robinson, Chris Rouse, Mary Turner.

1. Chair of Governance Committee

It was confirmed that, following the resignation of John Raine, Paul Clayburn had been elected unopposed as the new Chair of Governance Committee.

2. Apologies for absence

Cynthia Palmer, John Raine.

3. Declaration of interests

David Core declared an interest in the confidential item and said he would withdraw from the meeting at that point.

4. Public Comments

There were none, no members of the public being present.

5. Staff Trustee Protocol

5.1 Presentation of the Protocol

- a. The CEO commended the draft Protocol to the Committees, observing that it was an example of positive working together of staff and trustees. She added that staff had really felt the benefit of this interaction, which she expected to bring rewards beyond the project itself. As sponsor of the project, she now wished to embed the Protocol. She had been very aware since her appointment of the sheer volume of enquiries and ideas coming into the Trust and believed that the new Protocol would be an effective tool to manage these. She urged Trustees to consider whether any of the negative behaviours referred to might apply to them. Finally, she thanked Sheila Wren and the other Trustees involved in the Protocol Working Group for the work they had done, which went a long way towards implementing the recommendations in the Staff Review Report. There would be a general update on progress at the next Staffing Committee meeting.
- b. Sheila Wren recorded her thanks to all members of the Working Group, noting how valuable it had been having representatives from across the

organisation, including office staff and field staff. This meant that the Protocol had relevance to all staff roles. Its emphasis was on the respective roles of the Board and the Executive, and the balance between the two. It was vital for good governance that Board members were able to ask challenging questions; the Protocol changed nothing in that respect. Rather, it enabled staff to get on with the work that the Board had delegated to them. Mrs Wren pointed out that there were more Trustees than staff members and the ‘noise’ of enquiries could sometimes be deafening, wearing down staff rather than being supportive, as was intended.

- c. Mrs Wren went through the Executive Summary of the Protocol, drawing the meeting’s attention to the distinction that, generally, ‘trustees steer, staff row’. The core of the Protocol was guidance on how to request information and advice on how staff *and* Trustees should raise concerns.
- d. Mrs Wren went on to highlight key points of the Protocol:
 - i. Any Trustee enquiry would be subject to a tracking system, to provide an overview of enquiries to the CEO, plus an opportunity to share requested information with all Trustees.
 - ii. Trustees were asked to be clear about what they were asking and why, and to consider whether the information was already available or would be better discussed in committee.
 - iii. It provided guidance on how to comment on Board papers and minutes.
 - iv. Appendix 2 explained the roles of the Trustees Points of Contact (PoCs). Some staff had not known that they existed, and no one understood in what circumstances they might be applied. This guidance was for the benefit of staff, but Trustees needed to be aware of it. It was noted that the PoCs could be a useful conduit for feedback to staff.
- e. Finally, Mrs Wren emphasised that staff wanted to know the Trustees better, and to understand their roles. It was hoped to arrange more work-based informal events and social gatherings, to help build respect and understanding. Mary Turner and Cheryl Morris had agreed take on the ‘social representative’ roles for Trustees and staff respectively.
- f. The CEO explained how the new online referral form system would work, referring to the flowcharts in the Protocol. All referral forms would go initially to the Secretary to the Board.

5.2 Questions from Committee Members

- g) There were concerns expressed about the referral form system. Trustees feared that they would lose the working relationships that they had built with members of staff and regretted the loss of personal contact and direct communication. Sometimes, Trustees were approached for help by members of the public and they wanted to make sure that the Trust responded. The CEO said it was essential for any enquiries from members of the public to be submitted via the info@ email address. This would

ensure that they were logged, tracked and handled by the most appropriate members of staff. It was noted that it would be appropriate for any Trustee referring a query to receive feedback on it.

- h) The Secretary to the Board said that she believed her role was different from that of other staff and that it would be appropriate for Trustees to continue to contact her directly if necessary.
- i) It was noted that the new system would need to be monitored to make sure that it was working properly. Trustees were encouraged to feedback if it was causing difficulties, and it was suggested that Staffing Committee could have an informal discussion of initial feedback at its next meeting. Sheila Wren suggested that the Protocol Working Group could remain live for the first 12 months to monitor effectiveness. The CEO suggested that the Working Group could possibly work on other recommendations arising from the Staff Review.
- j) Charles Penn recorded a Vote of Thanks for all the work done so far on the Protocol.
- k) The Committees agreed to Allan Cottam's suggestion that minutes should henceforth record Trustee first names and surnames instead of title and surname.

5.3 Resolutions

On the proposal of Richard Bartholomew, seconded by David Core, it was **RESOLVED** with 8 in favour and one abstention, that the Board note that the Protocol would henceforth be incorporated into the Trust's procedures.

On the proposal of Paul Clayburn, seconded by Richard Bartholomew it was **RESOLVED** unanimously that a review of the Protocol's effectiveness would be undertaken as necessary and no later than 12 months' time.

6. Adoption of Changes to the Staff Handbook

Staffing Committee received notification of changes to the Staff Handbook that were required following minor changes in legislation regarding flexible working and co-parent leave. The Committee was pleased to note the proactive approach of the Trust's HR provider in flagging these up.

On the proposal of Sheila Wren, seconded by Charles Penn, it was **RESOLVED** unanimously to ask the Board to adopt the required changes to the Staff Handbook.

7. Dates of next meetings

To be confirmed.

8. Confidential business

Paul Clayburn proposed that the confidential section of the meeting should be a Governance Committee meeting *in camera*, with members of the Disciplinary

Panel also invited to attend. This was agreed, and those Trustees not involved left the meeting.

The meeting closed at 7.20 pm