

Malvern Hills Trust
Special Meeting of Governance Committee
Guesten Suite, Lyttelton Well, Malvern WR14 2AY
Tuesday 3 September 2024 at 6 pm

Present: David Core (Chair), Richard Bartholomew, David Fellows, John Michael, Charles Penn, John Raine.

In attendance: CEO, Secretary to the Board, Robert Berry, Richard Fowler, Sheila Wren, two members of the public.

John Michael opened the meeting as outgoing Vice-Chair and welcomed everyone present.

1. Election of Chair

John Michael reported that one nomination had been received for the role of Chair. Richard Bartholomew proposed David Core, noting his commitment to MHT's purposes and proposed governance changes. Charles Penn, seconding the nomination, agreed with this. David Core was unanimously elected as Chair.

2. Election of Vice-Chair

David Core took the Chair and reported that one nomination had been received for the role of Vice-Chair. Charles Penn proposed Mark Driscoll, noting that his record of service on charitable bodies was excellent, and relevant to the work of the Trust. Richard Bartholomew, seconding the nomination, echoed these comments. Mark Driscoll was unanimously elected as Vice-Chair.

3. Apologies for absence

Mark Driscoll.

4. Chair's announcements

There were none.

5. Declarations of interest

There were none.

6. Public comments

There was a statement from Mrs Katharine Harris relating to agenda item 9, which is attached at Schedule 1. David Core confirmed that the Committee would respond to her comments in the discussion under item 9.

7. Matters Arising from the Minutes of the meetings held on 27 February and 2 May 2024

There were none.

8. Disciplinary Procedure

Charles Penn as Chair of Disciplinary Committee reported that a complaint had been made earlier in the year by a trustee against another trustee. The complaint had been found to be without grounds or substance and had been dismissed. In answer to a question about which trustees had been involved, Charles Penn said that was confidential to protect personal welfare. It was noted that the Board had agreed that if a complaint against a trustee was upheld, the Panel did have the option of naming the trustee to the Boardⁱ.

9. Standing Orders

9.1. Recommendation from Staffing Committee on Public Comments

David Core reported that Staffing Committee had asked Governance Committee to consider its recommendation that Standing Orders be amended to the effect that members of the public wishing to make a public statement should only be allowed to do so if they submitted their statement in advance of the meeting. This was intended to enable the Board to respond to concerns raised at the time or to address them in discussion.

The following points were made in discussion:

- There was concern that the change might be interpreted as an attempt to silence the public, when the Trust actually wanted to encourage public engagement.
- There would be value in trustees being able to see statements ahead of a meeting to promote a more informed discussion. The member of the public would still read out their statement and the Board could have a response ready.
- The CEO said that she had personally found a couple of recent public comments to be quite abusive in tone and a remark likening the Trust to a 'religious cult' offensive. Had she seen the comments in advance, she could have been prepared. She requested that it be made clear to public speakers that the Trust would not tolerate abuse or harassment. Charles Penn added that he had experienced unpleasant reactions too and said that it needed to be recognised that trustees were unpaid volunteers trying to look after the Hills and Commons. Unpleasant comments without warning could be quite traumatic.
- Richard Fowler said that it was not just members of the public who turned on trustees, it was other trustees, and that he was ashamed of the organisation. David Core was sorry to hear this view and stressed that everyone was trying to make the organisation better.
- There was a discussion about whether a member of the public would need to be present to read out their statement if it had been

circulated in advance and it was agreed that this should normally be the case. The Chair would have discretion to read a statement in the member of public's absence if there was a good reason for their non-attendance.

- Concern was expressed that an obligation to submit statements in advance reduced spontaneity. It was confirmed that while statements in committee meetings had to be pertinent to items on the agenda, there was no restriction on the subject of Public Comments at Board meetings.

On the proposal of Richard Bartholomew, seconded by Charles Penn, it was **RESOLVED** unanimously that the change to Standing Orders proposed by Staffing Committee be redrafted to reflect the points discussed in this meeting. The revised draft would be circulated to Governance Committee members for comment and then either agreed and proposed at the next meeting, or forwarded straight to Board, depending on the meetings schedule.

9.2. Revision of Standing Order 14.9

David Core reported that, following the Board's resolutionⁱⁱ, committee minutes could be approved via email prior to their adoption at Board, Standing Order 14.9 therefore needed to be updated. David Fellows said that in principle he supported this change, but was concerned whether trustees would receive minutes drafts early enough to have time to consider them. The Secretary to the Board referred to Katharine Harris's comments on the publication date of minutes and explained the internal process that had to be completed before drafts could be released. In normal circumstances, a first draft would be written within a week of the meeting. David Fellows asked whether the resolution was at odds with the obligation under the Acts for decisions to be made in public meetings and it was confirmed that there was no impact on decision making.

On the proposal of Richard Bartholomew, seconded by Charles Penn, it was **RESOLVED** unanimously to update Standing Order 14.9 to reflect the new practice for committee minutes to be approved by email prior to adoption by the Board.

The CEO said that the Trust had been impacted by a 'perfect storm' over the summer, which had led to a drop in output of service. The CEO was aware of these issues in totality, but others might not be. She confirmed the Trust's commitment to publishing minutes in a timely fashion.

10. Outstanding Governance Committee business to be scheduled

David Core reported that the Committee did not currently have a schedule of business, and this needed to be addressed. Three items had been identified:

- **Review of the Disciplinary Procedure for Trustees**
- **Policy Review Schedule** – a proper schedule of all policies due for approval by Board was required. The CEO said that a revised Health & Safety Policy was first priority for review, and this would be considered in the first instance by the new Staff/Trustee Health & Safety Group; the proposed Terms of Reference for this group was on the agenda for the Board meeting on 12 September 2024.
- **Consideration of any issues arising from governance changes that might require action by the Governance Committee.** David Core reported that there had been a number of comments in the Public Consultation that were not directly relevant to governance changes but were relevant to possible operational changes. The CEO said how helpful it was to have feedback via the info@ email, the consultation and social media. Both compliments and complaints enabled the Trust to learn.

David Core invited further suggestions of business, but the Committee felt there was sufficient work to do already. David Core said that if anyone did have any other suggestions, they were encouraged to contact him or Mark Driscoll.

11. Urgent Business

There was none.

12. Date of Next Meeting

Thursday 7 November at 7 pm

The meeting closed at 6.50 pm.

ⁱ Board resolution of 7 March 2024

ⁱⁱⁱⁱⁱ Board meeting of 18 January 2024

Schedule 1

Public Comment from Katharine Harris

In relation to item 9 on the agenda:

I note the intention to restrict public comments to written comments submitted by the deadline. There are several issues with that:

- Some meetings are scheduled, but an increasing number are added at short notice which causes problems for members of the public, undoubtedly Trustees too.
- Agendas/papers for meetings are frequently published late (less than one week ahead); even those are subject to change, sometimes only a matter of hours ahead of a meeting.
- With such frequent meetings, the paperwork is not keeping pace. Draft minutes from meetings on 11 July, 23 July, 30 July, 8 August were only available on 19 August 2024 for the first time.
- In July/August/September 2024 there are/have been an unusually high number of meetings right across the peak holiday season which has restricted public participation too, as family holidays are planned months in advance. I note the impact on Trustee attendance too; they have been thin on the ground over the summer, yet that has not stopped several recommendations being passed at each meeting.

Not mentioned – are members of the public going to be able to read their own questions or not? Nothing said on that front.

I and others have sought to engage in open and honest discussion with MHT over the years, but we would like to receive answers to questions and queries in the same vein. Too often, the answers received are vague, unhelpful and fail to address the points made.

All the above issues cumulatively already adversely impact public participation. To have to submit a written comment and make it constructive is impossible against the present backdrop outlined above of disorganised and unscheduled meetings.

The opportunity to express our thoughts and perspectives at a meeting is the only avenue we really have, and a valuable one.

Is this a further attempt to silence the public?

And just before I finish, one final point. When will the responses to the Public Consultation be published? Thank you.