

Malvern Hills Trust
Special Meeting of Governance Committee
Welland Parish Hall, Marlbank Road, Malvern WR14 6NE
Tuesday 27 February 2024 at 6 pm

Present: Prof J Raine (Chair), Mr R Bartholomew, Mr P Clayburn, Mr D Core, Mr D Fellows, Mrs C Palmer (non-voting), Mr C Penn.

In attendance: Interim CEO, Secretary to the Board, Mr R Berry, Mr R Fowler, Mrs F Robinson, Mr C Rouse, Mrs M Turner, Mrs S Wren .

1. **Apologies for absence**

Mr J Michael.

2. **Chair's announcements**

There were none.

3. **Declarations of interest**

There were none.

4. **Public comments**

There were none.

5. **Minutes of the meeting held on 25 January 2024**

- a. The Interim CEO reported that an amendment to minute 8 of the draft minutes had been requested by Mr Fellows, with the following three sentences being added to the end of the first paragraph: *Mr Fellows questioned why solicitors had been involved, as he felt that this had not been part of the mandate from the Committee. [...] Mr Fellows was concerned to note that there was no file note of the conversation with any lawyers, as it was best practice to record such conversations in this way to protect MHT and the Trustees. The Interim CEO apologised and noted that that staff had been pressed for time, but the essential facts of the conversations were recorded in the commentary boxes in the paper.*
- b. On the proposal of Mr Fellows, seconded by Mr Core, it was **RESOLVED**, with five in favour and one abstention, to approve the minutes of the meeting, subject to the amendments listed above.
- c. The Interim CEO requested that, if Trustees wished draft minutes to be amended, they should provide an annotated copy of the draft, ideally using tracked changes, so that the amendments were clear. She reminded Trustees that minutes were not intended to be a verbatim record of the meeting.
- d. There were no matters arising from the minutes.

6. **Urgent Business**

- a. The Interim CEO provided an update on the Charity Commission's response to the request for the s105 for the loan agreement. There had been a

further query in respect of the professional advice taken by the Trust from its investment managers, in regards not only to the Trust's own investments, but also to the specific investments of the fund from which the Trust was proposing to borrow. The Trust had indeed taken such advice, and Mr Core had therefore been able to prepare a response to the Charity Commission, providing the required evidence. The Interim CEO was hopeful that this response would allay any outstanding concerns of the Commission and that the Trust would soon be in receipt of a positive response from them.

- b. The Interim CEO suggested that if there was time during the confidential section, the Committee might wish to discuss the Risk Assessment for the Private Bill, which had been circulated separately by email.

7. Date of Next Meeting

Either Thursday 21 March or Thursday 11 April – to be confirmed¹.

8. Confidential Items

The meeting proceeded to the confidential section. There were no members of the public present, and therefore no resolution was required.

The meeting closed at 6.40 pm.

¹ Subsequently confirmed as 21 March, jointly with Staffing Committee