



Malvern Hills Trust

Special Meeting of Governance Committee

Thursday 7 November 2024 at 7.00 pm

**Guesten Suite
Lyttelton Well
Church Road
Malvern WR14 2AY**



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Thursday 7 November 2024 at 7.00pm

Members: David Core (Chair), Richard Bartholomew, Mark Driscoll, David Fellows, John Michael, Charles Penn and John Raine.

AGENDA

1. Apologies for absence
 2. Chair's announcements
 - a. Possible extension of whistleblowing protections to charity trustees
 3. Declaration of Interests
 4. Public comments
 5. Matters arising from the meetings held on 3 September 2024
 6. Review schedule for Standing Orders
 - a. Arrangements for Public Comments Paper A – to follow*
 7. Policy Review Schedule Paper B
 8. Minutes Protocol Paper C
 9. Timeline for Review of Disciplinary Procedure for Trustees
 10. Date of Next Meeting – January 2025
 11. Confidential
 - a. Resolution to exclude the public for discussion of item 12 on the agenda on the grounds that publicity would be prejudicial to the public interest by reason of the exempt or confidential nature of the business to be transacted (personnel issues).
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12. Temporary suspension of easement and wayleave applications Paper D

**Members of the public who gave public comments at the last Board meeting have been invited by the CEO to give feedback on the process, with a deadline of Friday 1 November. Paper A, which will incorporate this feedback, will follow on Monday 4 November.*

Special meeting of Governance Committee Policy Review Schedule 7 November 2024

Background Paper

Governance Handbook, Section 7: Policies and Guidelines
Relocation Expenses Policy, October 2023

Background

The Charity Governance Code for larger charities, Principle 4: Decision making, risk and control, recommends the following practice in relation to policy review:

The Board regularly reviews the charity's key policies and procedures to ensure that they continue to support, and are adequate for, the delivery of the charity's aims. This includes policies and procedures dealing with board strategies, functions and responsibilities, finances (including reserves), service or quality standards, good employment practices, and encouraging and using volunteers, as well as key areas of activity such as fundraising and data protection.

The Secretary to the Board has carried out a review of the list of Trust policies and guidelines, with a view to establishing a schedule to ensure that each policy is reviewed by the relevant Committee in a timely fashion, prior to ratification by the Board.

The following policies are currently under review:

- Abusive, persistent and vexatious complaints (last reviewed January 2022)
- Disciplinary Procedures for Trustees (last reviewed October 2016)
- Health and Safety Policy (last reviewed September 2021)
- Relocation Expenses Policy (last reviewed October 2023)*

Although some policies, usually those reviewed most recently, specify a due date for the next review, many do not. Governance Committee is asked to consider and advise on appropriate and realistic timescales, which are manageable for trustees, but which will also enable them to fulfil their obligation to ensure that policies and procedures are fit for purpose, and that staff and trustees follow them. Clearly, some policies require annual review, while others could reasonably be looked at less often, say every three years. The Committee may also wish to consider how best to scrutinise how policy works in practice. *A list of policies is attached to this paper.*

Relocation Expenses Policy

The CEO has reviewed the Relocation Expenses Policy in the light of feedback from staff and applicants. In order to attract and retain excellent staff, it is proposed to extend the deadline for applications for reimbursement from three to 12 months, and to extend the qualifying area from within nine miles of the new workplace to *within an hour's commute* of new workplace.

Recommendation:

That Governance Committee recommend that the Board to extend the deadline in the Relocation Expenses Policy for applications for reimbursement from three to 12 months, and to extend the qualifying area from within nine miles of the new workplace to within an hour's commute of the new workplace.

Proposed Marketing & Communications Strategy

The Trust is aware of reputational risks and the potential impact of negative publicity, however, there has historically been a lack of investment to address this. With lessons learnt from the public consultation in 2024 and following calls for an improvement in communication by the Conservative MP for West Worcestershire, the Trust would benefit from enhancing stakeholder and public confidence. A long-term strategy is needed that cements public trust in and understanding of the charity, its work and its value to the community. This would inform communication and engagement with target audiences through operational marketing and communication plans. The timespan would be 2-3 years, whilst market research and other intelligence-gathering could inform future plans, such as fundraising, should new provisions be awarded in a new Act. The proposed strategic aim is:

To increase public awareness of what Malvern Hills Trust is and what it does and build its trust and reputation amongst key stakeholders and the community. This means engaging with key groups and stakeholders and making sure we are opening up more opportunities for people to connect with us, whilst consistently sharing the clear, positive case of the trust.

Recommendation:

That Governance Committee recommend that the Board to endorse the strategic aim and delegate to the CEO, the development of an interim marketing and communications strategy and scoping of resources needed to implement it

Deborah Fox
CEO

Alison Marlow
Secretary to the Board
7 November 2024

List of MHT Policies

Abusive, persistent & vexatious complaints
Abusive telephone calls
Acceptable use of computer resources
Accounting Policies & Procedures
Bribery
Bullying & Harassment
Circuses & Fairs
Climbing
Code of Conduct
Complaints
Conflict of interest
Cycling Code
Data Protection
Disciplinary Procedure for Trustees
Dogs Code
Drones, and use of model aircraft
Drugs & alcohol
Easements, overground
Easement & licences for services
Electronic Devices
Equality, diversity & inclusion
Equal opportunities
Filming/photography
Fishing code of conduct
Flexible Working
Fraud
Freedom of Information
Grass re-seeding
Hang gliding & paragliding
Health & Safety
Health & Safety – general statement
Horse riding
Hunting & disturbance of wild animals
Information security – credit card data
Invasive & injurious weeds
Investment Policy – land purchase
Investment Policy – Parliamentary and Land Maintenance
IT Security & Social Networking
Land acquisition
Lone working
Memorials and Giving
Mowing
Pension – LGPS Discretions
Privacy

Reinstatement
Relocation Expenses
Retirement gifts for employees
Reserves
Safeguarding
Social Media
Sponsored walks & events
Staff at confidential meetings
Staff expenses for attending evening meetings
Staff Trustee Protocol
Trees and tree planting
Tree: safety
Tree: Suburban Management
Vehicle Replacement
Volunteers
Whistleblowing

Special meeting of Governance Committee Protocol for Board and Committee Minutes 7 November 2024

Background Paper

Governance Handbook, Section 2: Presenting Committee Minutes to the Board (Page 33)
Proposal for a new format for Meeting Agenda, 18 January 2024
Staff Trustee Protocol, 9 May 2024
Standing Order 14.9

Background

At its meeting on 18 January 2024, the Board adopted a new procedure for the approval of committee minutes, whereby minutes would be circulated and approved by email, prior to their adoption at the next Board meeting. This new procedure prompted an amendment to Standing Order 14.9 (approved by Board on 12 September 2024).

The Board's decision to allow for committee minutes to be approved by email, thus saving time in Board meetings and removing the need for minutes to remain in draft for several weeks or months, has also necessitated the updating of the flowchart in the Governance Handbook. I have also observed that there is some variation amongst Trustee opinion as to the purpose of minutes and the level of detail that should be included. I decided therefore to carry out some research into this, which included seeking advice from our solicitors VWV from a charity law and data protection perspective. Furthermore I was unable to locate a retention policy relating to the preparation of minutes and it seemed important to include this information within a Minutes Protocol.

Recommendation:

That Governance Committee recommends that the Minutes Protocol replace the flowchart for presenting committee minutes to the Board in the Governance Handbook.

Alison Marlow
Secretary to the Board
7 November 2024

Malvern Hills Trust Board and Committee Minutes Protocol

The purpose of this Protocol is to clarify the procedures for the preparation and approval of MHT Board and Committee Minutes, including the content of those minutes and the service that trustees and members of the public may expect.

Although there is nothing specific regarding minutes in charity law, the Charity Commission does provide some guidance as to what minutes should include. It should be noted that minutes are *not* a verbatim record of the meeting, and this would not be an effective or efficient approach to adopt.

The Commission's advice provides that minutes would usually record:

- the precise wording of any resolution together with the name of the proposer and (optionally) the seconder of the motion (*MHT records both*);
- a summary of the discussion on each item of business;
- information upon which the decision was based;
- details of the decision, ie who voted and how and, in the event of an equality of votes, if the Chair used a casting vote (*MHT records details of how individual trustees vote only at their request*);
- the action required;
- the names of the people who are responsible for implementing the decision (*MHT would normally give the job title if a member of staff*);
- the date, time and venue of the next meeting.

It is fairly common practice for organisations to record meetings in order to assist with the preparation of minutes and as a point of referral in case of any disagreement about their content. However, once the minutes have been approved by the Board and signed by the Chair, they form the only legal record of the business of the meeting.

The Secretary to the Board will usually create a first draft of the minutes within a week of the date of the meeting. This draft is then shared with relevant officers at the Trust and with the Chair and Vice-Chair of the meeting. Once these people have made any necessary amendments (which will normally be factual rather than stylistic), the draft minutes are circulated to trustees; in the case of committees, the minutes are circulated to committee members only in the first instance. Any trustee who identifies minor amendments (typos etc) should notify them to the Secretary to the Board. If a trustee disagrees with any *content*, they should contact the Chair of the meeting. The Chair will then work with the Secretary to the Board to make any necessary amendments. If the trustee is still unable to agree, their dissension can be formally noted in the minutes.

For committee minutes, committee members will at this stage be asked to approve the minutes via email. The confirmed minutes will then be circulated to all trustees and published on the web site. They will then be adopted by the Board at its next meeting. For

Board minutes, the minutes will be published on the web site in draft only, pending approval at the next Ordinary Board meeting.

Once minutes are approved, the Secretary to the Board will take the following steps in the interests of efficiency and data protection:

- All draft versions of the minutes will be **deleted**.
- The Secretary to the Board's handwritten notes will be **shredded**.
- The recording of the minutes will be **deleted**.
- A hard copy of the minutes will be prepared for signature and filed in the archives.

Alison Marlow
Secretary to the Board
29 October 2024