Malvern Hills Trust

Ordinary Meeting of Governance Committee
Park View Community Room, Victoria Park Road, Malvern WR14 2JY
Thursday 12 February 2026 at 6.30 pm

Present: David Core (Chair), Richard Bartholomew, Robert Berry, Mark Driscoll, David Fellows, John Michael (non-voting).

In attendance: CEO, Jenny Burford, Richard Fowler, Cynthia Palmer, Chris Rouse, 3 members of the public.

Due to the late opening of the meeting room, the meeting did not begin until 6.50 pm.

Mark Driscoll opened the meeting as outgoing Vice-Chair by welcoming everyone present.

1. **Election of Chair**
   David Core was elected unopposed, nominated by Richard Bartholomew and seconded by Mark Driscoll. He took the Chair.

2. **Election of Vice-Chair**
   John Raine was elected unopposed, nominated by David Core and seconded by Richard Bartholomew.

3. **Apologies for absence**
   John Raine, Secretary to the Board.

4. **Chair's announcements**
   The Chair referred to a briefing session held recently for trustees with the Trust's solicitors, in connection with the letter to all trustees from the Charity Commission dated 18 December 2025. The request for this had been made to the Secretary to the Board (SttB), which was the appropriate route (it would also have been acceptable to approach the Chair of the Board), and the Chair hoped that the meeting had been helpful. He confirmed that it was *no*t appropriate for individual trustees to approach the Trust's professional advisors directly.

5. **Declarations of interest**
   A trustee asserted that another trustee had an interest to declare. However, the alleged interest had no relevance to any item on the agenda for this meeting.

6. **Public comments**
   None

7. **Matters Arising from the meeting held on 10 June 2025**

   7.1. **Minute 8 – *Office for National Statistics (ONS); Notification of Classification Assessment***

   It was confirmed that Mark Driscoll and Robert Berry had met to review the available information but had been unable to make progress.

8. **2025 by-election process debrief and lessons learned**

   The Committee received a briefing paper from the CEO, who explained that it outlined learnings by the Trust on the elections process; it was *not* a report made in her role as Returning Officer.

   The CEO talked through the process followed, noting that all the members of staff involved were new in post since the 2023 elections, and expressing her appreciation of the expertise and experience of staff at Malvern Hills District Council (MHDC) who delivered the elections on the Trust's behalf. It had become clear that there needed to be an ethical wall between the CEO as Returning Officer and the communications function at the Trust; this was a challenge, because the CEO has delegated authority on communications. She had therefore passed communications responsibility to the Chair and Vice-Chair of the Board during the election period, since it was not appropriate for the Community and Conservation Officer (CCO) to take on full responsibility. She drew it to the Committee's attention that there had been a communication from West Mercia Police suggesting that drop-in sessions, which were part of a series of arranged meetings, should not take place. However, the pre-election rules of 'purdah', whilst they applied to local elections to the councils, did not apply to MHT elections. There was guidance on this, rather than it being the law that applied to local elections, which the Trust did follow. The Trust had received advice on this previously, including during the 2024 General Election campaign. The Chair and Vice-Chair of the Board had decided that the drop-in events should go ahead as planned, which they did.

   The CEO summarised the costs relating to the election, pointing out the significant difference between a contested election and an uncontested one. The final invoice from MHDC, of around £17k, would appear in the March management accounts. The CEO had calculated that Trust staff had probably spent in the region of 18.5 hours in total on elections business, noting that they did not have access to the extensive guidance available to MHDC staff. It was the current practice for the Trust to publish candidate statements and to send them to the press, but this put the onus on Trust staff to communicate with candidates on their statements, challenging factual inaccuracies, which candidates might not wish to change, and to respond to queries from members of the public, which really should be directed at the candidates themselves. The CEO had learned from MHDC staff that they would never publish or circulate candidate statements and was recommending to Governance Committee that the Trust should discontinue the practice. She felt it was important that all Trust staff should have clearly defined responsibilities for dealing with election issues.

   Questions and comments were invited from trustees

- It was noted that the previous CEO had had a clearly appointed deputy – the Secretary to the Board at that time - which was not the case currently. It was suggested that this was one of the key learning points, because it was the statutory role of the CEO to be the Returning Officer. The CEO confirmed that MHDC staff had been appointed as deputy returning officers and a trustee clarified that the second recommendation was not about the CEO having a deputy for the statutory role.
- It was suggested that it would be appropriate to follow the policy of MHDC in not publishing candidate statements. There was support for more clearly defined responsibilities of Trust staff during elections and it was suggested that MHT follow the published guidance for MHDC staff. However, the CEO pointed out that, whilst this might be looked at, the document was aimed at election officers for whom a key role was to conduct elections, whereas Trust staff were fitting some election activities around their usual duties.
- A trustee asked whether there was other learning from the process not included in the paper. The CEO referred to the Trust's limited communications capacity in general, pointing out that this formed only a small part of the CCO's role. The CCO wasn't available to do comms every day and there were some things that had to be done during the elections period at very short notice. Also, once the election process was triggered, there was a set timescale that had to be followed no matter what else was happening. A trustee suggested that the CCO's responsibilities might be restricted to communications only during the elections period; the CEO said that had not happened this time and thought that the CCO would not think it possible, but she would take the suggestion back.
- A trustee asked for feedback to be provided to MHDC that electors in Trust elections weren't always clear which polling station to use.
- A trustee asked how long it had been Trust practice to publish candidate statements; it was thought that it had begun in 2015. A trustee asked for clarification that candidate names would still be published by the Trust and this was confirmed.
- A trustee asked whether it was a coincidence that the two drop-in sessions had been held in the wards where by-elections were taking place. It was confirmed that these were part of a programme of sessions; there had been some before and some since. Malvern Theatres was in a central location and had previously proved to be a successful venue. There had been no mention of elections; people attending the drop-in at Malvern Theatres had mainly been interested in volunteering schemes. Another trustee suggested that for reputational reasons it would be good practice in future to avoid scheduling events in wards where an election was being held. Another trustee said they had seen one of the election candidates present at a drop-in session, which was disputed by the Committee Chair[1].

Robert Berry proposed an amendment to the first of the draft resolutions in the papers, namely the addition of 'in line with local council policy' at the

[1] The candidate in question was contacted following the meeting. They confirmed that they had **not** attended the drop-in session and had not even been aware that it was being held.

end. The motion was seconded by Richard Bartholomew, with all committee members voting in favour of the amendment.

On the proposal of Richard Bartholomew, seconded by Lucy Hodgson, it was RESOLVED unanimously to recommend to Board as follows:

- **That the Trust should cease publishing election candidate statement on its web site and sharing them with the local press, in line with local council policy; and**
- **That an officer of the Trust should have defined responsibilities to deal with election governance issues and to advise on these.**

9. **Policy Review**
A paper was received from the Secretary to the Board, recommending the creation of two new policies as per Charity Commission best practice. The CEO explained that this had come to light during the Annual Return process. Draft versions of each policy were received.

9.1. **Serious Incident Reporting (to rename 'Reporting of Serious Incidents')**
The following points and amendments were made in discussion:

- It was suggested that the list under 'what to report' be reordered to place 'significant harm to beneficiaries, staff or volunteers' as the first bullet point.
- It was agreed to add the phrase 'in consultation with the Chair' after 'the Board may delegate the task of reporting serious incidents to the CEO […] and it was confirmed that if the Serious Incident Report (SIR) concerned the CEO and/or the Chair, then the Vice-Chair would assume delegated responsibility.
- A trustee asked when and how Board members would see the final report sent to the Charity Commission. The CEO said it would be uploaded to the Board Member area of the web site. It was suggested that this practice should be specified in the policy.
- It was suggested that the phrase 'to people' be added to 'immediate threat of harm' under Other Reporting – to Emergency Services and that 'Environmental Health Department' should be plural, because it would include both Worcestershire and Herefordshire local authorities.
- It was suggested that Prevention of Bullying and Harassment Policy should be included on the list of related policies and procedures.

On the proposal of Richard Bartholomew, seconded by Lucy Hodgson, it was RESOLVED unanimously to recommend to Board that the Reporting of Serious Incidents Policy be approved, subject to the amendments agreed in this meeting.

9.2. **Trustee expenses**

The Chair drew the Committee's attention to S48 of the Commissioners Clauses Act 1847[2]. This was a statutory commitment that continued to apply, which meant that trustees could not claim expenses for attending meetings. Any policy could therefore only apply to instances such as travel to training sessions. It was noted that there had been instances in the past where the Trust had paid for trustee travel (as opposed to trustees claiming expenses) where this was pursuant to trustee responsibilities. A trustee noted that there was provision in the Bill for the creation of an expenses policy and suggested that it was therefore premature to produce one now. Since there was a requirement from the Charity Commission to have a policy, it could simply state that MHT followed the provisions of the Commissioners Clauses Act.

On the proposal of Robert Berry, seconded by David Fellows, it was RESOLVED unanimously to recommend to Board that a short Trustee Expenses Policy be approved stating that MHT follows S48 of the Commissioners Clauses Act 1847.

10. **Review of Disciplinary Procedures for Trustees**

A paper was received from the Secretary to the Board. Following referral back from the Board, minor changes had been made to the draft revised procedures. A definition of 'natural justice' was now included. The Committee had been asked to consider the deletion of the phrase 'or any committee' from point 26, because the Board did have the power to exclude a trustee from committees, but the paper pointed out that this would be difficult to enforce when all meetings were held in public and therefore open to anyone. The Committee agreed that the procedure should state that the subject of a complaint would not be barred from attending *any* meeting.

A trustee raised an issue in point 7b, within the Preliminary Stage, querying which 'Member' would have to agree to a complaint being summarily dismissed. It was confirmed that this indicated the subject of the complaint, who should retain the right to have the complaint heard by the Disciplinary Panel, and it was agreed to amend the relevant phrase to '*with the proviso that the Member who is subject to the complaint agrees to this*'.

On the proposal of Richard Bartholomew, seconded by Mark Driscoll, it was RESOLVED, with five in favour and one abstention, to recommend that the Board adopt the revised Disciplinary Procedures for Trustees, subject to the amendments agreed in this meeting.

[2] *At all meetings of the commissioners they shall defray their own expences [sic], except what may be incurred for the use of the room in which the meeting is held, and for books, stationery, and fire.*

11. **Urgent Business**
    A trustee raised a query about how the Delegates sub-group on the Malvern Hills Bill had operated when a recent session of the Select Committee had been adjourned for Counsel to take instructions. The trustee thought that the approved procedure had not been followed. The Chair said that his recollection of events differed and that the group of delegates *did* engage as a group when necessary, but he agreed to the suggestion of the trustee that the issue be discussed at the next Board meeting.

12. **Date of Next Meeting**
    Thursday 18 June 2026 at 6.30 pm at Park View Community Room, Victoria Park Road.

The meeting closed at 8.10 pm.