Ordinary Meeting of Governance Committee

Thursday 18 June 2026 at 6.30 pm

Park View Community Room
Malvern Town Council Community Hub
Victoria Road
Malvern WR14 2JY

Malvern Hills Trust

Ordinary Meeting of Governance Committee

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Thursday 18 June 2026 at 6.30 pm

Members: David Core (Chair), Richard Bartholomew, Robert Berry, Mark Driscoll, David Fellows, Lucy Hodgson and John Raine.

A G E N D A

1. Apologies for absence
2. Chair's announcements
3. Declarations of Interest
4. Public comments
5. Matters arising from the previous meetings
    a. Whistleblowing rights for trustees — **Paper A**
6. Changes to the Governance Handbook — **Paper B**
    a. Amendments required
    b. Changes to Standing Orders
    c. To consider which policies need to be included in the Governance Handbook
7. Policies
    a. Schedule of Policies — **Paper C**
    b. Trustee Conflicts of Interest Policy and Procedure — **Paper D**
    c. Complaints Policy — **Paper E**
8. Urgent Business
9. Date of Next Meeting – 22 October 2026 at 6.30 pm, Park View Community Room

Paper A
For information

Ordinary Meeting of Governance Committee
Whistleblowing Protection for Trustees
18 June 2026

Background Papers

Minutes of the meeting of Governance Committee held on 7 November 2024
Minutes of the Annual Meeting of the Board held on 14 November 2024
Civil Society article dated 10 March 2026 Whistleblowing rights for trustees denied in tribunal judgment
VWV briefing dated 26 May 2026 Employment Tribunal finds charity trustees are not entitled to whistleblower protections
Decision of the Employment Tribunal Dr N MacLennan v The British Psychological Society: 2602281/2021 - GOV.UK

Background

The case of Dr N MacLennan v The British Psychological Society went to an Employment Appeal Tribunal (EAT) in October 2024. The appeal raised the question of whether a charity trustee "is or should be treated as a worker" when seeking to be protected as a whistleblower when reporting concerns about his charity to the regulator. Dr MacLennan had argued that he should be treated as a worker and protected from reprisals for blowing the whistle under articles 10 and 14 of the European Convention on Human Rights (ECHR). The EAT referred two of the grounds of appeal back to the original Employment Tribunal for further consideration. That original Tribunal has now ruled that Dr MacLennan was ***not*** entitled to whistleblowing protection. He plans to appeal.

This is a complex case, and still in progress, but it could have implications for the following decision of the Board, taken following the EAT ruling, on 14 November 2024:

> **On the proposal of David Core, seconded by Lucy Hodgson, it was RESOLVED unanimously to extend the Trust's existing whistleblowing policies and procedures to include trustees.**

Next Steps

Since the MacLennan case is ongoing, the Committee may consider that no action is necessary at this time, but that the situation should be monitored carefully and referred back for further consideration once finally resolved. The Committee may also wish to consider whether there is a need for a separate whistleblowing procedure for Trustees.

Alison Marlow
Secretary to the Board
27 May 2026

Paper B
For Decision

Ordinary Meeting of Governance Committee
Changes to the Governance Handbook
18 June 2026

Background Papers
MHT Governance Handbook

Background

A. Amendments
Governance Committee is asked to consider and approve the enclosed amendments to the Governance Handbook.

1. Officers have been made aware of an error in paragraph 3 of the 'Introduction' page. Malvern Hills Conservators were not 'set up' to protect the rights of commoners. The Trust has some powers in this respect but no duties, and so this sentence is misleading and possibly superfluous in any case. There are a few further corrections to this page to accommodate operational changes that have taken place since the last issue in October 2023. (See Annex 1)
2. The Delegation of Duties section relating to staff responsibilities has been updated to take account of the creation of the posts of Land and Property Manager and Governance Change Officer and the consequent reorganisation of workloads. It also seeks to clarify that the role of the CEO and Secretary to the Board in 'advising the Board on governance and legal matters' does not constitute actually providing legal advice, which we are not qualified to do; this was raised by a member of the public at a recent Board meeting. (See Annex 2)

There will be a change to be made to the MHT Organisational Structure (page 4) after August 2026, when the new post of Ranger Team Leader is expected to be introduced to the structure and line management of the Rangers transferred to the Land and Property Manager (at the time of writing, an offer of employment has been accepted, but contracts not yet finalised).

B. Standing Orders
13.2 – Public Comments
Standing Order 13.2 states that members of the public who have registered to speak, and submitted their comment in advance, will speak in order of receipt of those comments. This potentially could encourage a speaker to delay submission until the very last minute to make sure that they have the 'final say' under this item. The Committee is invited to review order 13.2 and make any recommendation for change that it considers appropriate.

C. Inclusion of policies in the Governance Handbook
The handbook currently includes the text of certain key policies and procedures in full: Conflicts of Interest policy and procedure; Social Media; Equality, Diversion and Inclusion;

Staff Trustee Protocol, and; Prevention of Bullying and Harassment. Bearing in mind that the Handbook now runs to nearly 100 pages, the Committee is invited to consider: a) whether policies and procedures need to be in the Handbook at all or whether publication on the Board Member area is sufficient; and b) if some **do** need to be there, which ones?

Recommendations:

1. That Governance Committee review the proposed changes to the Governance Handbook and recommend their approval to the Board;
2. That the Committee consider Standing Order 13.2 and recommend any appropriate change to the Board; and
3. That the Committee review the list of policies and procedures currently included in full in the Governance Handbook, consider whether these and/or other policies and procedures should be included here or just published on the Board Member area of the website, and recommend any appropriate changes to the Board.

The Committee will wish to note that, irrespective of the progress of the Malvern Hills Bill, there will be a full review of the Governance Handbook ahead of the new Board taking office in November 2027. Should a new Act be in place by then, the Handbook may need more significant editing to ensure that it complies with the new legislation.

Alison Marlow
Secretary to the Board
8 June 2026

Annex 1

The statutory name of the charity is Malvern Hills Conservators. The Trust adopted the working name of Malvern Hills Trust in 2016.

Malvern Hills Trust (MHT) is a body corporate constituted by and deriving its powers from the Malvern Hills Acts 1884, 1909, 1924, 1930 and 1995 (see Appendices).

~~The Malvern Hills Acts were set up to protect the rights of commoners and the public, and to prevent encroachment on those parts of the Malvern Hills and commons placed under the jurisdiction of the Trust~~. Under these and other relevant Acts, MHT must manage the hills to:

- **Preserve the natural aspect of the hills**
- **Protect and manage trees, shrubs, turf and other vegetation**
- **Prevent unlawful digging and quarrying**
- **Keep the hills open, unenclosed and un-built on as open spaces for the recreation and enjoyment of the public**
- **Conserve and enhance biodiversity, Sites of Special Scientific Interest and Scheduled Ancient Monuments on its land.**

Charity trustees
MHT is a registered charity (Charity No: 515804). The Conservators (referred to as trustees) are appointed in accordance with the Acts and have control over and legal responsibility for the charity's management and administration. (See – '*The Essential Trustee*' and '*It's your decision: charity trustees and decision making*').

Meetings of the Board
There are five scheduled Ordinary board meetings each year which are currently held at 7:00pm on the third Thursday of January and the second Thursdays of March, May, July and September. The Annual Meeting takes place in November and is held on the second Thursday except in an election year when it is held on the third Thursday.

These meetings generally take place at ~~Council Chambers (formerly Priory Lodge Hall), Avenue Road, Malvern~~ Colwall Park Hotel, Colwall, Malvern, and are open to the public. At each meeting, there is the opportunity for members of the public to make comments, subject to ~~letting the Trust know their intention to do so beforehand~~ providing these to the Trust in advance and in writing .

~~The meeting for examining and settling the Annual Report and Accounts and for appointing auditors normally takes place prior to the Annual meeting except in an election year when it takes place in October.~~ The Annual Report and Accounts are received at the Annual Meeting in November, at which the auditors for the next year are also appointed. At this meeting the public are welcome to ask questions on the Accounts without prior notice.

Land holding
MHT has approximately 1200 hectares of land under its management. This includes hill land, commons, roadside verges, woodland and fields (See appendix). About 86% of the land holding is within the Malvern Hills ~~AONB~~ National Landscape, about 90% is registered common and around 62% is designated as Sites of Special Scientific Interest (SSSI). The definitive maps of land holdings are kept at Manor House.

Annex 2

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The following matters will be undertaken by the specified officers:

Staff management
Leadership and management of staff and volunteers – CEO
Recruitment of staff (other than CEO/Secretary) – CEO/line managers
Recommending changes to the staff structure – CEO
Staff appraisal (other than CEO) – CEO and Line managers
Determining staff salaries within agreed pay scales – CEO/Line managers
Recommending arrangements and policies for staff – CEO
Appointing consultants for project work – CEO / Relevant manager
Staff disciplinary action – including dismissal – CEO/Line managers
Authorising additional time/hours within approved levels – CEO
Authorising leave carry over – less than 5 days – Line manager, more than 5 days - CEO
Authorising training – CEO/Line manager
Authorising study leave – Line managers (in line with policy)
Authorising compassionate leave - CEO

Finance/Legal
Approving requests to alter existing easements or for new easements in accordance with the easement policy – CEO, Land and Property Manager
Approving requests for underground easements for utilities in accordance with the easement policy – CEO, Land and Property Manager
Ensuring relevant legislation, case law and good practice is brought to the attention of trustees - CEO, Secretary to the Board, Finance and Administration Manager, Conservation Manager, Land and Property Manager, Governance Change Officer
Formulating, modifying and recommending budget – CEO/Finance and Administration Manager/budget holders
Preparing the annual accounts – CEO, Finance and Administration Manager
Reallocating resources in year to meet changing requirements – CEO/Finance and Administration Manager/budget holders
Monitoring expenditure against budgets and reporting to the Board – Finance and Administration Manager
Approving contracts for budgeted expenditure under £10,000 – CEO
Approving non-budgeted expenditure up to £5,000 for a single item, limited to £15,000 in total for any financial year - CEO
Payment authorisation – CEO /Secretary to the Board/Finance and Administration Manager/Finance ~~Assistant~~ Officer/Chair/Vice-Chair/Chair of FA&R
Approving expenditure from the Gift Fund in accordance with the Gift Fund policy – CEO
Identifying appropriate sources of funding and submit funding applications – CEO/Officers
Signing funding agreements – CEO
Authorising orders – Budget holders
Authorising invoices – Budget holders
Signing/sealing documents – leases/easements/licences/contracts – CEO / ~~Secretary to the Board/~~Land and Property Manager
Appointment of professional advisers in relation to operational matters and liaison with them – CEO/ Secretary to the Board/Conservation Manager/ FAM/ Land and Property Manager
Liaison with tenants and licensees – CEO/ Land and Property Manager/Conservation Manager
Maintaining the Board’s property – CEO/Operations Manager/ Land and Property Manager

Strategy and policy
Establishing and implementing H&S management strategy - CEO
Controlling, monitoring and reviewing of H&S management plan – CEO (monitored by Staffing Committee)
Recommending conservation and land management strategy and policies to the Board – Conservation Manager
Preparing the land management plan in line with overall strategy approved by the Board – Conservation Manager
Preparing annual work plans to achieve the land management plan – Conservation Manager/Operations Manager/ Land and Property Manager
Monitoring progress against the land management plan and reporting to the Board - Conservation Manager/Operations Manager/ Land and Property Manager
Recommending strategic direction and policy to the Board – CEO/Secretary to the Board/Finance and Administration Manager
Preparing the business plan in line with overall strategy approved by the Board – CEO
Preparing annual service plans to achieve the business plan – Management team
Monitoring progress against the business plan and reporting to the Board - CEO
Advising the Board on governance and legal matters[i] –CEO / Secretary to the Board/Governance Change Officer
Preparing Board/Committee papers –CEO / Secretary to the Board
Preparing Board/Committee minutes –Secretary to the Board
Producing a business continuity plan – CEO

Other
Acting as the Returning Officer for elections - CEO
Communicating with the media – CEO/Chair or Vice-Chair in their absence/ Community and Conservation Officer
Responding to planning applications – CEO/ ~~Secretary to the Board~~ Land and Property Manager/Conservation Manager

[i] To be clear, this does *not* mean preparing the legal advice itself.

Paper C
For Information

Ordinary Meeting of Governance Committee

Policy Schedule

18 June 2026

Following the Committee's approval of the Policy Review Schedule in June 2025, work has continued on streamlining policies and refining the review commitments of each committee to ensure that all policies are updated in a timely manner.

The schedule of policies due for review by Governance Committee is presented here for information. It should be noted that the full suite of MHT policies will require review if and when a new Act is passed, which means, for example that the Trustee Expenses Policy is likely to require review before the current target date of January 2029. All policies carry a commitment to review by a particular date, unless there are changes to legislation, Charity Commission guidance, or other significant factors, which necessitate earlier review.

Governance Committee				
Policy Name	**Review period**	**Last approved by Board**	**Next review due**	**Governance agenda date**
GOVERNANCE HANDBOOK POLICIES				
Code of Conduct (Trustees)	Start of each Board	Mar-24	Oct-27	Oct-27
Conflict of Interest (Trustees)	Annual	Mar-17	NOW	Jun-26
Disciplinary (Trustees)	3 years	Mar-26	Mar-29	Jan-29
OTHER POLICIES				
Access to Information NEW	Annual			Oct-26
Complaints	Annual	Jan-18	NOW	Jun-26
Reporting of Serious Incidents	Annual	Mar-26	Mar-27	Jan-27
Social Media	3 years	Mar-24	Mar-27	Jan-27
Trustee Expenses	3 years	Mar-26	Mar-29	Jan-29

Alison Marlow
Secretary to the Board
27 May 2026

Paper D
For Decision

Ordinary Meeting of Governance Committee
Conflicts of Interest Policy and Procedure
18 June 2026

Background Papers

- Charity Commission of England and Wales guidance: *Identifying and managing conflicts of interest in a charity (CC29)*, updated 22 April 2026
  [Identifying and managing conflicts of interest in a charity (CC29) - GOV.UK]
- MHT Governance Handbook

Background

MHT's Conflicts of Interest Policy (the Policy) and Procedure was last reviewed and adopted by the Board in March 2017. This document was prepared for the Trust by our solicitors VWV and it uses complex, legal language. The Charity Commission (CC) is currently updating its guidance documents to make them more accessible and easier to use, and it seems appropriate for MHT to follow their approach. The revised version of the Policy presented for the Committee's consideration aims to simplify the language whilst maintaining its meaning; the language is also now gender neutral.

The Committee's attention is drawn to the following changes in the CC's guidance since the last issue in 2022:

1. The approach to managing conflicts is broadly the same, but the three steps for managing conflicts (identify, prevent, record) in the previous guidance have been updated and expanded to five (identify, declare, consider removing, manage, record).
2. There is a significant change in the framing of the management of low-risk conflicts of loyalty. In the previous guidance, the Commission said that for a low-risk conflict of loyalty, depending on the circumstances, it was open to trustees to make a judgement that the affected trustee could participate in the decision. The updated guidance no longer includes this wording and says instead that an option for managing low risk loyalty conflicts is to allow the trustee to remain in the meeting on condition that they do not take part in the decision or voting. This is compounded by a very broad definition of conflicts of loyalty, which includes friendships and appointing organisations.
3. The guidance refers to a 'financial conflict of interest' or a 'conflict of loyalty'. The concept of 'personal conflict', used in the current version of the Policy, is not mentioned.

The new draft aims to incorporate the above guidance. Another amendment, requested by the Chair of the Board, is that the Policy and Procedure should be specific about the requirement for potential conflicts to be notified to Trustees, privately, in advance of a meeting, wherever possible (see item 5.2 of the Policy and item 2 of the Procedure). In order to assist the Committee with review, amendments to the content (as opposed to language style) are highlighted in the attached draft.

Paper D
For Decision

Recommendation:

That Governance Committee review the draft revised Conflict of Interest Policy and Procedure, taking into account updated Charity Commission guidance, and recommend its approval to the Board.

Alison Marlow
Secretary to the Board
27 May 2026

Malvern Hills Trust

Conflicts of Interest Policy

1. Purpose and scope

1.1. This policy sets out how the Board of Malvern Hills Trust (MHT) identifies, declares and manages conflicts of interest and conflicts of loyalty involving Trustees. It applies to all Trustees and requires conflicts to be handled openly and properly so that decisions are made in MHT's best interests. This protects MHT and the people involved, while also promoting public trust and confidence in MHT. The policy also aims to reduce the risk of situations where someone outside the Board may reasonably believe that a Trustee has a conflict of interest, even when the Trustee has acted properly and in MHT's best interests. Such perceptions can damage MHT's reputation, take time and effort to address, and distract from MHT's work.

1.2. In this policy, "conflict of interest" includes financial interests and conflicts of duty or loyalty (see 3.5). They may relate to the Trustee or a connected person (see 3.7).

1.3. The responsibility for identifying and managing a possible conflict rests with the Board as a whole, not just with the Trustee concerned.

1.4. Any examples in this policy are illustrative only and are not exhaustive.

2. Background

2.1. Trustees have a legal duty to act in MHT's best interests and to follow its governing documents. Managing conflicts is one of the seven legal principles of trustee decision making[1]. Trustees must act fairly and objectively. They must avoid conflicts of interest, including situations that could reasonably appear to be a conflict.

2.2. Conflicts may restrict open discussion, lead to decisions that are not in MHT's best interests, and create a risk of the Board being perceived as having acted improperly.

2.3. Conflicts can arise in many different ways. Each Trustee must think about whether a conflict could apply to them, to someone connected to them, or because of another role they have (for example, responsibilities to another organisation).

2.4. There are two categories of conflict of interest:

2.4.1. A financial conflict of interest; or

2.4.2. A conflict of loyalty.

In this Policy 'conflict of interest' includes both financial and loyalty conflicts.

[1] Decision-making for charity trustees (CC27) - GOV.UK.

3. Legal Context

3.1. Trustees must understand the key legal points that apply to conflicts of interest. A summary is set out below.

3.2. Trustee benefits

3.2.1. Trustees must not receive a personal benefit from MHT unless the law clearly allows it. A 'benefit' includes money and anything else with financial value (for example, property, goods or services). It also includes being paid for supplying goods to MHT, even on normal commercial terms. If a Trustee could benefit, there is a conflict between their duty to MHT and their personal interest. A possible benefit is enough to create a conflict, even if no benefit is actually received.

3.2.2. A benefit does not include repayment of expenses permitted under MHT's Trustee Expenses Policy.

3.3. General Trustee Benefits

3.3.1. Trustees may receive the following 'general' benefits (i.e. benefits available to all Trustees):

- Indemnity insurance paid for by MHT; and
- An annual car park pass

3.4. Financial Conflict of Interest

3.4.1. A Trustee has a financial conflict of interest if they (or a connected person) have a financial ~~or other personal~~ interest in the outcome of a decision. The conflict exists if that interest could, or could reasonably appear to, affect their ability to decide only in MHT's best interests. This includes situations where a decision affects one Trustee more than it affects others.

3.5. Conflicts of Loyalty

3.5.1. A conflict of loyalty arises when a trustee has a duty or loyalty to another person or organisation (for example, a friend or relative, another charity, a council, an interest group, or a company). It can also arise where that person or organisation is involved in a transaction or arrangement with MHT or could be affected by an MHT decision. In such a situation, the Trustee may have a conflict between their duty to MHT and their loyalty to the other person or organisation. This may be because the Trustee is, for example, a trustee, director, shareholder, member, officer, or employee of that organisation. A conflict of loyalty may exist even if the Trustee cannot benefit personally.

3.5.2. Examples include:

- A Trustee who is also a member of a council may have a conflict of loyalty when decisions affect that council, its work or the delivery of its agreed policies.

- A Trustee who sits on a council development control (planning) committee may have a conflict of loyalty where an MHT decision is linked, or could be linked, to a past, current, or future planning application that has come (or may come) before that committee (for example, applications for easements linked to potential development sites).

- A Trustee appointed by, or nominated on behalf of, a ward or parish may have a conflict of loyalty when decisions affect that ward or parish, or the delivery of its agreed policies.

3.6. Duty to avoid conflicts

3.6.1. Each Trustee must declare any actual or potential conflict of interest to comply with their legal duty to act in MHT's best interests. The duty is not only to manage conflicts that arise, but to avoid conflicts where possible.

3.7. Connected persons

3.7.1. A Trustee may have a conflict if MHT enters into a transaction or arrangement with, or makes a decision affecting, a family member, or business they are involved in, or any other person connected to them. Any benefit to a connected person is treated as a benefit to the Trustee. In this policy, a 'connected person' means:

- A Trustee's spouse or civil partner; and their parent, child, brother, sister, grandparent or grandchild (including the spouse or civil partner of any of those people);

- Any other person who is in a relationship with a Trustee that could reasonably be regarded as equivalent to a spouse or civil partner;

- Any company, LLP, or partnership where a Trustee (or any of the people listed above) is a paid director, member, partner, or employee, or holds more than 2% of the issued share capital or capital;

- Any company, LLP, or partnership where two or more of the people listed above, taken together, hold more than 2% of the issued share capital or capital.

For the purposes of conflicts of loyalty, a 'connected person' may also include:

- A Trustee's employer;

- Another charity for which they are a trustee (even if the other charity has a similar purpose);

- The organisation that appointed them as a trustee;

- A Trustee's wider family; or

- A Trustee's friends.

4. Declaration of Interests

4.1. On appointment, and at the start of each Board term, Trustees must complete the declaration of interests form. They must declare their interests. They must also declare any gifts or hospitality offered, whether accepted or declined, if it could reasonably be seen as influencing their role. Where known to the Trustee, this may also include relevant interests of their spouse, civil partner or cohabiting partner.

4.2. Trustees must include the following on the declaration of interests form:

- Any role held as part of the Trustee's normal employment or professional practice;
- Any company or firm where the Trustee is a partner, or where they are paid to act as a director;
- Membership of any professional body or trade union;
- Any organisation that makes a payment connected to the Trustee's appointment;
- Any shareholding or more than 2 % of the issued share capital in any local company (public or private);
- Any land the Trustee owns or rents in parishes where MHT owns land, or any land within 500 metres of MHT land;
- Any trusteeship or membership of any other charity (including overseas charities);
- Any organisation or body where the Trustee represents MHT;
- Any a) public authority or b) company, industrial, or provident society, charity, or other charitable body of which the Trustee is a member or has a management or control role;
- Any office or position the Trustee holds in any organisation in the public, private, or voluntary sector (for example: president, chair, trustee, chief executive, treasurer or secretary);
- Any consultancy, directorship, or advisory role;
- Membership of any political party or pressure group that has an interest in MHT's activities;
- Any gifts or hospitality offered, whether accepted or declined.

4.3. The Secretary to the Board will use these declarations to maintain a register of interests for all Trustees. The register will be available to Trustees in the Board Member area of the website and to the public on request.

4.4. Trustees must update their declaration as soon as possible if their circumstances change. In any event, they must review and update their entry each November (i.e. at the start of the Board year).

4.5. In addition to completing and updating the declaration of interests form, each Trustee must tell the other Trustees and the Secretary to the Board about the nature and extent of any direct or indirect interest in any existing or proposed transaction or arrangement with MHT of which they are aware.

4.6. If a Trustee is unsure what must be declared or when a declaration must be updated, they should contact the Secretary to the Board or the CEO for guidance.

4.7. Each year, before the annual accounts are prepared, all Trustees must complete a Related Party Transaction form if asked to do so.

5. Managing Conflicts

5.1. This policy is intended to support the proper conduct of Board business and not to impede it unnecessarily. However, conflicts must be identified and managed properly. The Board will take a practical approach, based on the level of risk to MHT's best interests. The key points are set out below.

5.2. Declarations at meetings

5.2.1. Where it appears from an agenda that one or more Trustees may have a conflict of interest in relation to a particular agenda item, either the CEO or the Secretary to the Board will, where practicable, contact the relevant Trustee(s) privately in advance of the meeting to discuss the matter.

5.2.2. At the start of each meeting, every Trustee must declare any interest relating to items on the agenda. They must state which agenda item it relates to and what the interest is.

5.2.3. If a Trustee realises during the meeting that they have an interest in something being discussed, they must declare it immediately.

5.2.4. If a Trustee does not declare an interest, an officer or another Trustee may raise the matter at the meeting. However, where possible the conflict or potential conflict should be discussed in advance with the Trustee (see paragraph 5.2.1).

5.3. General Trustee benefits

5.3.1. If a Trustee's only conflict relates to the 'general' Trustee benefits described in paragraph 3.3, they may take part in the vote and can be counted in the quorum for decisions about that benefit.

5.4. Financial conflicts of interest

5.4.1. If a Trustee has a financial conflict of interest relating to a transaction or arrangement (see paragraph 3.4), they must not vote on any Board or Committee decision about it. They must not be counted in the quorum for that decision. They must not be present for either the discussion or the vote.

5.5. Conflicts of loyalty

5.5.1. If a Trustee has a conflict of loyalty (see paragraph 3.5), relating to a particular transaction or arrangement and they have no financial interest in it, they may ~~speak at~~ remain in the meeting during the discussion. However, they must leave before any vote is taken and must not be counted in the quorum for that vote.

~~5.5.2.~~ If a Trustee is a member of another charity (such as RSPB or the National Trust) but does not have a management or control role in that charity (for example, they are not a trustee or a director), they may remain in the meeting as an observer. ~~do not need to leave the meeting. They may take part in discussions, vote, and be counted in the quorum.~~, They may not take part in the discussion, may not vote, and must not be counted in the quorum for that vote.

5.6. Decision making

5.6.1. This paragraph applies if a conflict (or potential conflict) is not covered by paragraphs 5.4 or 5.5. It also applies if there is a disagreement about how 3.5.1 or 3.5.2 applies. The Trustees at the meeting must decide whether the interest could, or could reasonably appear to, affect the Trustee's judgement about what is in MHT's best interests.

5.6.2. A Trustee with an actual or potential conflict of interest must explain their position to the meeting and then withdraw. They must not take part in the discussion or decision about how the conflict will be managed. They must not vote and must not be counted in the quorum.

5.6.3. If a Trustee has a conflict of interest, they must not be involved in any tender process related to that interest. They must also not manage or monitor any related contract. Contract monitoring will include independent checks of bills and invoices. Any related contract may be terminated in accordance with its terms if the arrangement proves unsatisfactory.

5.7. Minutes

5.7.1. Meeting minutes must record ~~the nature and extent of any conflict of interest. They must also summarise the discussion and the steps taken to manage the conflict~~ how any conflict of interest was identified, declared and managed. They should include:

- the nature and extent of the conflict;
- to what it related;
- when it was declared;
- how it was managed;
- any relevant legal or regulatory guidance considered; and
- whether legal advice was obtained, if applicable.

6. Appointments to outside bodies

6.1. If a Trustee is appointed to represent MHT on the Recreation Advisory Panel, Wildlife Panel, 4C's, Malvern Hills National Landscape Joint Advisory Committee, or the Malvern Spa Association, they may remain at an MHT meeting when that body's business is discussed. They may take part in the discussion, vote, and be counted in the quorum. This does not apply if the discussion concerns a financial transaction between MHT and that body.

7. Data protection

7.1. MHT will handle the information provided in line with data protection principles set out in the Data Protection Act 2018. The information will be used only to support compliance with the Trustee duty to act in MHT's best interests. It will not be used for any other purpose, except where the law requires it (including for law enforcement or regulatory investigations).

8. Receipt of information

8.1. The Board (or a Committee) may decide that a Trustee with a conflict must not receive certain information about the matter under consideration. Information received in a Trustee role is confidential. It must not be used to benefit the Trustee or any external person or organisation.

8.2. Before a meeting, the CEO may withhold confidential Board or Committee papers from a Trustee, where, in the CEO's reasonable opinion, the Trustee has a conflict of interest in relation to the business of the meeting or will be required under this policy to withdraw from the meeting.

8.3. If papers are withheld under 8.2, the CEO must:

- tell the affected Trustee as soon as possible, including the reasons for the decision; and
- tell all other Trustees and staff who received the paper that it has been withheld from that Trustee and that the content must not be shared with them.

8.4. The CEO must report their decision under 8.2 to the meeting to which the papers relate, explaining the reasons. The relevant Committee or the Board must then either confirm the decision or overturn it.

8.5. If the register of interests shows that some Trustees may have conflicts on items due to be discussed, the CEO must include a note with the meeting papers setting out:

- the name(s) of the Trustee(s) who may have a conflict;
- what the conflict is; and
- which agenda item(s) the conflict may relate to.

9. Inquorate meetings

9.1. If conflicts of interest mean a Committee meeting is no longer quorate for a particular agenda item, discussion of that item must stop and the matter must be referred to the next Board meeting for a decision.

9.2. If conflicts of interest mean a Board meeting is no longer quorate for a particular agenda item, discussion of that item must stop. A special meeting of the Board must be called as soon as practicable to decide that item.

Version Control - Approval and Review

This policy will be reviewed annually, and earlier if required following changes in legislation, Charity Commission guidance, or other significant factors.

Version No	Date approved by Board	Main Changes	Review Period
1.0	March 2017	Initial draft approved	Annually
2.0	July 2026	• Text amended to reflect Charity Commission guidance dated 22 April 2026. • Language made more accessible and inclusive. • Reformatted in MHT house style. • Guidance added about advance notification of potential conflicts of interest before meetings.	Annually

Next review due: July 2027

Regulatory Guidance

Charity Commission (England & Wales)

Identifying and managing conflicts of interest in a charity - GOV.UK

Related MHT Policies & Procedures

Data Protection Policy

Trustee Expenses

Trustee Code of Conduct

Malvern Hills Trust

Procedure for Dealing with Conflicts of interest

In this procedure, "conflict of interest" includes both a financial conflict of interest (3.4.1) and a conflict of loyalty (3.5.1). "The Policy" refers to the Conflict of Interest Policy, and item numbers refer to that Policy.

1. The Trustee Register of Interests is available in the Board Member area of the website. The Secretary to the Board will notify Trustees of any updates.
2. Before each meeting, the CEO or Secretary to the Board will alert relevant Trustees to any likely conflicts of interest. If asked, they will also help a Trustee understand how the Policy applies to their particular situation.
3. All Board and Committee agendas include a "Declarations of Interest" item. Trustees must declare any possible conflict at that point and say whether they think they should leave for the discussion and vote. If they stay, they must not take part in the discussion or vote.
4. If a possible conflict is identified by the Trustee, another Trustee, or an officer, and the Trustee concerned does not think they should leave, the Chair will ask them to explain why either: (a) there is no conflict, or (b) the conflict is so minor that a reasonable person would not see it as affecting the decision.
5. The Trustee must then leave the meeting while the remaining Board or Committee members decide what to do.
6. If several Trustees have the same type of potential conflict, the Board or Committee may consider them together. Different types of potential conflict must be considered separately.
7. If managing conflicts of interest means a meeting is no longer quorate, the agenda item must be referred to a future meeting (see item 9).
8. Once the remaining Board or Committee members have made their decision, the Trustee or Trustees will be invited back and told the outcome.
9. If the Chair has a potential conflict but believes they do not need to leave for that item, the Vice Chair will take the chair while the meeting decides what to do. If the Vice Chair is unavailable, or has the same conflict, the meeting will appoint a temporary chair.
10. If the meeting decides the Chair has a conflict for an agenda item, the Chair must not chair that item. The Vice Chair, or a temporary chair if one is appointed, will chair it instead.
11. If the meeting decides that a Trustee has a conflict of interest and must leave, but they refuse to do so, the unconflicted Trustees may choose one of the following:
    a. Pause the item and defer it to a later meeting;
    b. For a Committee meeting, refer the item directly to the Board for a decision; or
    c. Take any other action that is appropriate in the circumstances.

Receipt of information (item 8)

12. The Board or Committee may decide to withhold confidential papers from a Trustee with a conflict, either under “Declarations of Interest” or immediately before the relevant agenda item.
13. If the CEO withholds confidential papers before a meeting, this must be reported under “Declarations of Interest”. The Board or Committee will then decide whether to confirm or overturn that decision, either at that point or immediately before the relevant agenda item.
14. Before the meeting decides whether to withhold papers, the affected Board member will be invited to explain their position. They must then leave the meeting and must not take part in the discussion or decision.
15. The Board or Committee may decide to exclude the public while considering whether to withhold papers.
16. If papers are withheld from a Trustee, the other Trustees must be clearly told not to share the contents with that person.

Paper E
For Decision

Ordinary Meeting of Governance Committee

Complaints Policy and Procedure

18 June 2026

Background

The Complaints Procedure was last reviewed and adopted by the Board in January 2018. Review is therefore well overdue.

The document presented for the Committee's consideration seeks to address the following:

The Data (Use and Access) Act 2025 will come into force on 19 June 2026 (i.e. the day after the Governance Committee meeting) and from that date we are required to have a clear, published procedure to allow for the submission of data protection complaints. The Information Commissioner's Office (ICO) – which is due to be renamed the Information Commission under the new Act[i] – suggests that one way to meet the requirements of the Act is to include specific reference to data protection in a complaints procedure.

The Trust has to date published a complaints *procedure* (operational), but this has not had an overarching *policy* (strategic) sitting above it.

Recommendation:

That Governance Committee review the draft revised Complaints Policy and Procedure and recommend its approval to the Board.

Alison Marlow
Secretary to the Board
2 June 2026

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[i] This change is expected to take place during the summer, but no date has yet been announced. The final policy will be updated with the new name once the change takes place.

Malvern Hills Trust

Complaints Policy

1. Purpose

1.1. This Policy sets out Malvern Hills Trust's (MHT's) commitment to handling any complaints received fairly, promptly and consistently. The associated Procedure explains how complaints may be made and how they will be investigated and resolved.

1.2. MHT welcomes complaints and compliments as valuable feedback that supports organisational learning and continuous improvement.

1.3. MHT will acknowledge complaints promptly and aim to resolve them as quickly as possible. We will listen carefully to understand the complaint and the remedy sought, investigate proportionately and explain our decisions clearly.

2. Scope

2.1. This Policy applies to complaints about actions taken, or not taken, by MHT, its Trustees, employees and volunteers. It covers complaints about service standards, failure to follow procedures or to satisfy legal requirements, unfair treatment, complaints relating to data protection matters, and delays in responding to previous complaints.

2.2. Where it is unclear whether a communication received is a concern or a complaint, MHT will err on the side of caution and treat it as a complaint.

2.3. Where it is unclear whether or not the complaint is a data protection complaint, MHT will seek clarification from the complainant.

2.4. The Policy does not replace separate processes for employment matters, disciplinary procedures, safeguarding concerns or legal proceedings.

3. Principles

3.1. Complaints will be handled fairly, impartially, and as quickly as possible.

3.2. Complainants will be treated with respect, kept informed of progress, and told the outcome without undue delay.

3.3. MHT will consider the outcome sought and take proportionate action where something has gone wrong.

3.4. Complaints will be handled confidentially as far as possible, with information shared only on a need-to-know basis.

3.5. Reasonable adjustments will be made where needed to help someone raise or pursue a complaint.

4. Responsibilities

4.1. Staff and volunteers, including Trustees, are responsible for responding appropriately to concerns and complaints, including recognising and referring data protection complaints promptly to the appropriate person.

4.2. Senior managers are responsible for ensuring that formal complaints are investigated and answered.

4.3. The CEO and the Board Panel are responsible for considering escalated complaints in line with the Complaints Procedure.

4.4. The MHT Governance Committee is responsible for the scrutiny of complaint trends and for organisational learning.

5. Learning and Reporting

5.1. MHT regards complaints as a source of learning and improvement.

5.2. We will keep records of complaints, investigations, outcomes, decisions reached and the reasons for those decisions. Complaint records will be retained and disposed of in line with MHT's Data Protection Policy and retention periods.

5.3. We will carry out regular reviews of complaint information to identify trends, risks and opportunities to improve services, policies or procedures.

5.4. The Governance Committee will receive regular reports on complaints to identify trends and wider learning. The Committee will be informed of any resulting improvements to services, policies or procedures.

Version Control - Approval and Review

This Policy will be reviewed annually, and earlier if required following changes in legislation, Charity Commission guidance, or other significant factors.

Version No	Date approved by Board	Main Changes	Review Period
1.0	January 2018	Procedure for dealing with complaints approved by Board	Annually
2.0	July 2026	• Complete review. Procedure rewritten as a policy with associated procedure • Reformatted in MHT house style. • Specific reference to data protection complaints added as required by the Data (Use and Access) Act 2025.	Annually

Next review due: July 2027

Regulatory Guidance

Charity Commission (England & Wales)

Raising a concern with the Charity Commission (CC47) - GOV.UK

Related MHT Policies & Procedures

Abusive, Persistent and Vexatious Complainants Policy

Data Protection Policy

Disciplinary Procedures

Equality, Diversity and Inclusion Policy

Grievance Procedure

Prevention of Bullying and Harassment Policy

Malvern Hills Trust

Complaints Procedure

This Procedure explains how to raise a complaint with Malvern Hills Trust and how the Trust will handle, investigate and respond to it.

1. How to make a complaint

Complaints may be made by telephone, in person during office hours, by letter to the address below, or by email to info@malvernhills.org.uk. Please tell us what happened, when it happened, who was involved, and what outcome you are seeking.

If you need help to make a complaint or require a reasonable adjustment, please let us know and we will try to assist.

2. Informal resolution

Where appropriate, the Trust will try to resolve concerns quickly and informally. If an informal approach does not resolve the matter, or if the issue is serious, you may make a formal complaint.

3. Formal complaints

Formal complaints will be referred without delay to an appropriate member of the senior management team. Data protection complaints will be handled in line with the Trust's data protection obligations as well as this procedure.

- We will aim to acknowledge a formal complaint within five working days[1].
- We will carry out a fair and proportionate investigation, including review of relevant information and, where needed, discussions with those involved. We will take appropriate steps to respond without undue delay and keep you informed of progress.
- Where practicable, the complaint will be investigated by someone who has had no prior involvement in the matter.
- Where a complaint concerns a member of staff, the Trust will act fairly to all parties and, where appropriate, give that person an opportunity to respond.
- We will aim to send a written response within 30 calendar days. If this is not possible, we will explain why, provide an update on when you can expect a response, and inform you of the outcome without undue delay once our investigation is complete.

4. Escalation

If you are dissatisfied with the formal response, you may ask for the complaint to be reviewed.

- **Stage 1:** referral to the CEO for further review. The CEO will aim to provide a written response within 15 working days.

[1] This target is within MHT's general complaints process and without prejudice to statutory data protection requirements.

- **Stage 2:** if you remain dissatisfied, or if the complaint concerns the CEO, you may ask the Secretary to the Board to refer the matter to a Board Panel comprising the Chair and Vice-Chair of the Board, and the relevant committee chair. The Panel will be convened within 21 working days and you will be informed of its decision within five working days of the Panel meeting.
- **Stage 3:** if you remain dissatisfied and, in exceptional circumstances, the matter may be referred to the full Board.

5. External routes and related matters

If it has not been possible to resolve your complaint through our internal processes, the following organisations may be able to assist you:

The Information Commissioner's Office (ICO), for complaints relating to data protection.

The Charity Commission, for serious regulatory concerns relating to charity governance, serious risk, misconduct, mismanagement, or risk to charitable assets or beneficiaries.

The Trust may decline to consider complaints that are abusive, repetitive, or where the issue is already being considered through another formal process.

6. How to contact Malvern Hills Trust

In person:	during office hours: from 9.00 am to 1.00 pm and 1.30 pm to 3.30 pm, Monday to Thursday (closed Friday)
Telephone:	01684 892002
Email:	info@malvernhills.org.uk
By Post:	Malvern Hills Trust Manor House Grange Road Malvern WR14 3EY