



**Malvern Hills Trust**

# **GOVERNANCE HANDBOOK**



Malvern Hills Trust is the working name of the Malvern Hills Conservators (registered charity number 515804)



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## Welcome from the Chair

The Malvern Hills Trust (the Conservators) was established in 1884 by an Act of Parliament. The duties that were set out then still apply today and will not change: to keep the hills as open spaces, unenclosed and unbuilt on, for the enjoyment of the public, and to care for the land on behalf of the nation. Since 1884, there have been four more Malvern Hills Acts, extending our jurisdiction, amending governance arrangements, replacing old laws, and amending our powers. A new Malvern Hills Bill, designed to address the many shortcomings in the existing legislation, is currently going through Parliament.

The first edition of this handbook was published in 2013 as a part of that modernisation work: the aim was to help trustees and staff make the current governance arrangements work effectively and to help the public to understand our powers and duties and how we discharge them.

The handbook is reviewed and updated regularly. The original version of this edition was prepared for the start of the current Board cycle in November 2023. The next complete revision will take place in time for the next Board cycle in November 2027, by which time we anticipate that a new Act will be in place.

Our thanks are due to our predecessor trustees and the staff who did the essential groundwork in previous years and to those who are committed now to continuing to enhance and update our governance arrangements so that we can continue through the 21<sup>st</sup> century to fulfil our duty to care for the Malvern Hills and Commons.

A handwritten signature in blue ink, consisting of a large loop at the top and a stylized, angular base.

John Michael  
Chair of the Board  
May 2026

## Introduction

### Malvern Hills Trust

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, 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.

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. 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, 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.

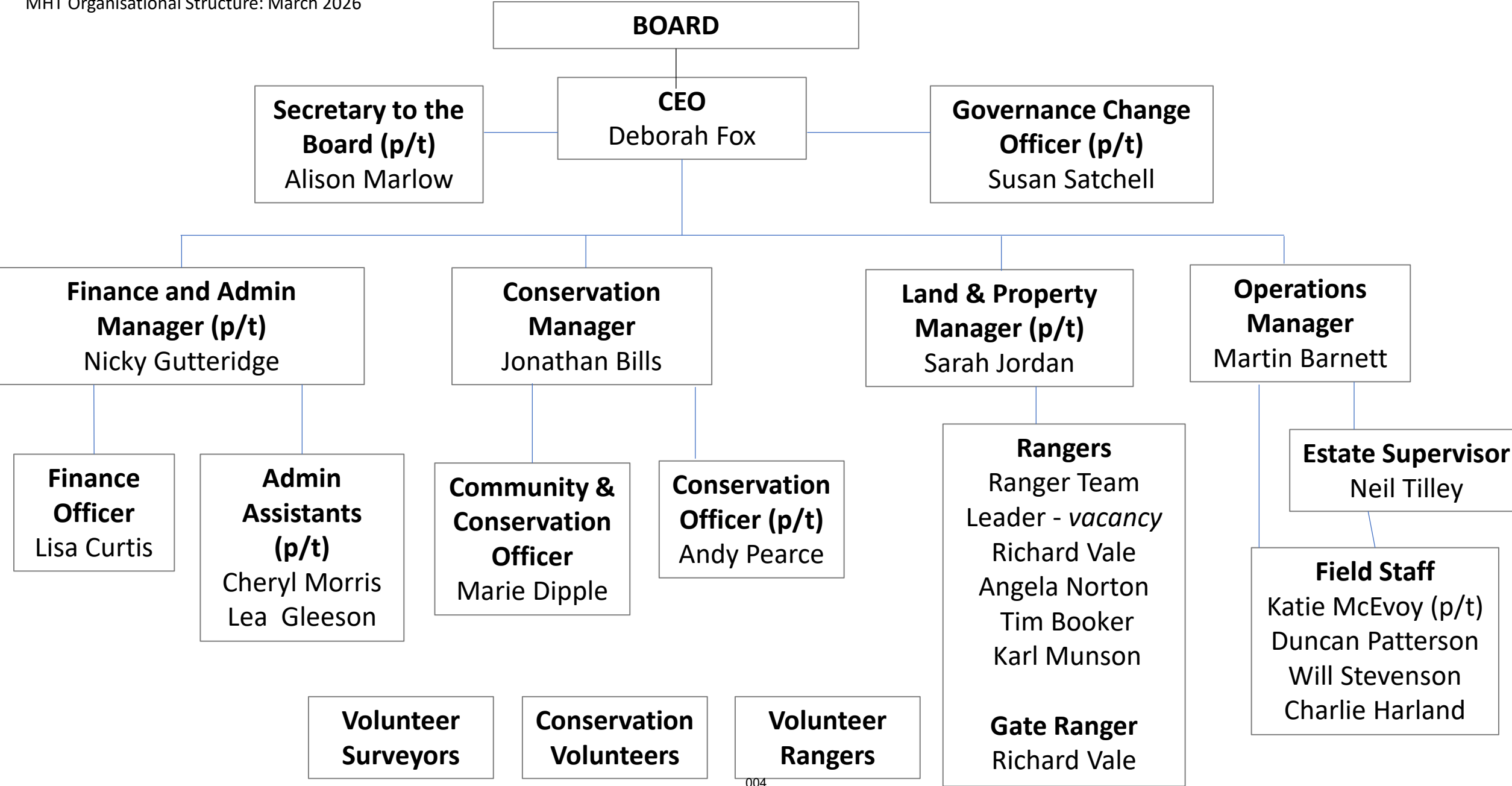
## Membership of the Board

The maximum number of trustees is 29 made up as follows:

- 11 Directly elected by the 7 wards in the former Malvern Urban District and the parishes of Colwall (2), Guarlford and Mathon.
- 8 Nominated by Malvern Hills District Council.
- 2 Nominated by Herefordshire Council.
- 2 Nominated by Worcestershire County Council.
- 3 Nominated by Worcestershire County Council on behalf of the parishes of Castlemorton, Newland and Powick.
- 1 Nominated by Colwall Parish Council.
- 1 Nominated by Mathon Parish Council.
- 1 Nominated by the Church Commissioners.

Trustees are elected/nominated every four years on the 1<sup>st</sup> November. Any trustee appointed mid-term serves until the end of that 4 year period.

Elections for the 11 elected trustees take place on 1<sup>st</sup> November and are carried out in the same manner as elections for District Councillors. The CEO is Returning Officer.



## MHT Duties and Powers

Malvern Hills Trust's (MHT) duties and powers are set out in the Acts.

The Malvern Hills Acts were set up to protect the rights of commoners and the public and to prevent encroachment on the Malvern Hills, lands and commons. "The Hills" means land under the jurisdiction of the Trust.

Under these and other relevant Acts, MHT shall manage the Hills to:

- Preserve the natural aspect of the Hills (MH Act 1924/21)
- Protect and manage trees, shrubs, turf and other vegetation (MH Act 1924/21)
- Prevent unlawful digging and quarrying (MH Act 1924/21)
- Keep the Hills open, unenclosed and un-built on as open spaces for the recreation and enjoyment of the public (MH Act 1930/3)
- Conserve and enhance biodiversity (Natural Environment & Rural Community Act 2006/40), Sites of Special Scientific Interest (Wildlife and Countryside Act 1981/28) and Scheduled Ancient Monuments (Ancient Monuments and Archaeological Areas Act 1979) on its land.

MHT may:

- Take proceedings and make byelaws to protect, defend and regulate the rights of commoners (MH Acts 1884/9, 1930/10a, f)
- Take measures, including making byelaws, to prevent digging and quarrying, enclosure, building structures and encroachment (MH Acts 1884/10, 1930/10)
- Plant, protect, fence, maintain, transplant and manage trees and shrubs (MH Acts 1884/12, 1909/6, 1930/4)
- Make temporary enclosures to protect or renovate turf (MH Act 1930/4a)
- Fence dangerous places (MH Act 1930/4b)
- Regulate or prohibit public access to open areas of the Hills (MH Act 1995/15) to:
  - protect ancient monuments and areas of archaeological or historical importance
  - protect and restore the natural beauty of the Hills and maintain their suitability for rough grazing or recreation
  - preserve trees
  - protect or preserve flora, fauna and scientific interest
- Regulate or prohibit public access to any area including footpaths and bridleways (MH Act 1995/15) to:
  - to prevent fire risk
  - to prevent accident, injury or damage to health
- Make and enforce byelaws *inter alia* (MH Act 1930/10) to:
  - regulate stalls, shows, games and recreation facilities etc
  - prevent unlawful turning out of animals
  - prevent litter and nuisance
  - regulate the use of vehicles (MH Act 1995)

- Make and maintain footpaths and ways over the Hills (MH Act 1930/14c)
- Provide sports grounds, circuses, stalls, lavatories and car parks for the public (MH Act 1930/4d)
- Acquire land within 9 miles of Great Malvern Priory (MH Act 1884/29)
- Sell or exchange land (parcels up to ¼ acre only, c0.1 Ha) to modify boundaries (MH Act 1930/9)
- Erect, maintain and repair sheds for tools and materials (MH Act 1930/4e-g, 5, 6)
- Rebuild and operate St Ann's Well in the event of fire (MH Act 1995/3)
- Purchase buildings to use as offices, for storage in connection with their function or as information centres, including sales (MH Acts 1995/9)
- Grant easements for services (MH Act 1995/8)
- Authorise the making and maintenance of new vehicular roads and grant easements over these (MH Act 1995/8)
- Regulate horse riding including making and charging for new facilities (MH Act 1995/16-18)

**Note:** This is a summary of duties and powers relating to the main purposes of the MHT, prepared by trustees (not lawyers). It is for guidance only – please refer to the original Acts for full legal details governing all our activities. There may be further relevant powers and duties arising from other legislation.



## **Board - Terms of Reference for the Board**

**To further MHT's overall purposes, as set out in the Malvern Hills Acts, set strategic direction and support and monitor implementation of the Land Management and Business Plans.**

### **Operation of the Board**

The Malvern Hills Acts include provisions for the election and nomination of a Board of trustees (referred to in the Acts as the Conservators). The trustees, individually and collectively, have a responsibility to:

- a) Further MHT's overall purposes, as set out in the Malvern Hills Acts;
- b) Set MHT's strategic direction and support and monitor its implementation
- c) Ensure the work of MHT is effective, responsible and legal
- d) Be accountable to those who regulate MHT and take account of those with an interest or stake in MHT
- e) Safeguard finances, resources and property and ensure they are used to further MHT purposes
- f) Be clear about the Board's responsibilities as an employer

### **The committees**

The Board is supported by four main committees: Finance, Administration and Resources (FAR), Staffing (ST), Land Management (LM) and Governance (Gov). In general terms, the roles of these committees, within their particular sphere of responsibilities in accordance with their Terms of Reference are to:

- a) Recommend strategic direction and relevant policies, procedures and plans
- b) Receive progress reports
- c) Prepare budgets and monitor expenditure against those budgets
- d) Maintain an awareness/understanding of the external environment in which MHT operates and make recommendations to the Board regarding policy and best practice
- e) Understand the Board's obligations under, and ensure compliance with, relevant legislation, regulation, policies and best practice (to reduce actual and reputational risks to MHT)
- f) Ensure and review the adequacy and effectiveness of internal policies and procedures
- g) Seek external professional advice where appropriate, particularly if there may be material risk to MHT, or where the trustees may be in breach of their duties
- h) Maintain a positive public profile for MHT
- i) In addition to the four-committee listed above, the Disciplinary Committee meets when required to consider any alleged breach of the trustees' Code of Conduct.

The Board and all committees may convene workshops or establish working parties and advisory panels to consider particular issues in detail and scope options for consideration by the Board or relevant committee.

The relationship between the role of the Board and those of the committees are explained in more detail in the next pages (8 – 10).

## Role of the Board and supporting committees

### **Preliminary Notes:**

The basic role of the Board is described in **bold text**, with more details provided in tabular form. A ✓ in the relevant column shows where responsibility for supporting the Board lies particularly, but not exclusively, with Finance, Administration and Resources (FAR), Staffing (St), Governance (Gov) or Land Management (LM) Committees. Where all committees have a supporting role, the coordinating role is indicated by a ✓ in **bold**.

### **1 Monitoring** – is a short hand term for:

- setting in place procedures and/or parameters to assess progress
- receiving reports about progress based on the agreed monitoring procedures/parameters
- reviewing the reports to identify obvious shortcomings in procedures and/or shortfalls in performance
- making recommendations to rectify these
- ensuring these recommendations are implemented

### **2 Ensuring** – is a short hand term for:

- being satisfied that there are appropriate procedures or policies in place
- being satisfied that these are being implemented effectively
- receiving reports on new issues or circumstances that affect the issue under consideration
- ensuring the recommendations arising from the reports are implemented to update procedures or practices

### **3 Compliance** – ensuring compliance means:

- ensuring the Board and relevant committees are aware of all the relevant legislation
- ensuring they are complying with it
- considering the resource implications of compliance

| <b>Board</b>                                                                                                                                                         | <b>FAR</b> | <b>GOV</b> | <b>LM</b> | <b>ST</b> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|-----------|-----------|
| Approving the Land Management Plan (LMP) for management of MHT land holdings                                                                                         |            |            | ✓         |           |
| Approving the 5 Year Business Plan (BP) for management of MHT assets                                                                                                 | ✓          |            |           | ✓         |
| Monitoring progress against the LMP and BP                                                                                                                           | ✓          |            | ✓         | ✓         |
| Reviewing and approving policies relating to MHT duties and powers eg land acquisition, wayleaves, easements, byelaws                                                | ✓          |            | ✓         |           |
| Approving all potential land and property acquisitions                                                                                                               | ✓          |            | ✓         |           |
| Approving non-routine decisions on wayleaves, easements etc (ie cases outside the policy guidelines, with complex history or implications or setting new precedents) |            |            | ✓         |           |
| Reviewing the byelaws and procedures for enforcement. Advising on potential prosecutions under the byelaws                                                           | ✓          |            | ✓         |           |
| Safeguarding the hills and commons, and the public, by providing appropriate standards of access infrastructure, information and interpretation                      |            |            | ✓         |           |

### **Ensuring the work of MHT is effective, responsible and legal**

| <b>Board</b>                                                         | <b>FAR</b> | <b>GOV</b> | <b>LM</b> | <b>ST</b> |
|----------------------------------------------------------------------|------------|------------|-----------|-----------|
| Ensuring all actions taken by MHT comply with the Malvern Hills Acts | ✓          | ✓          | ✓         | ✓         |
| Monitoring progress of the LMP and BP (as above)                     | ✓          |            | ✓         |           |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |   |   |   |   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---|---|---|
| Understanding our obligations and ensuring MHT complies with relevant legislation and best practice in relation to: <ul style="list-style-type: none"> <li>• Charity status and our charitable objects</li> <li>• Employment law, Health and Safety regulations and personnel management</li> <li>• Health and Safety provision for volunteers and visitors</li> <li>• Its role as a landlord (e.g. for businesses and people) and in granting licenses</li> <li>• Environmental law, regulations and cross compliance</li> </ul> | ✓ | ✓ | ✓ | ✓ |
| Carrying out annual Risk Assessments (also required for the SORP)                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | ✓ | ✓ | ✓ | ✓ |
| Seeking external professional advice where appropriate, particularly if there may be material risk to MHT, or where trustees may be in breach of their duties                                                                                                                                                                                                                                                                                                                                                                     | ✓ | ✓ | ✓ | ✓ |

**Be accountable to those who regulate MHT and appropriately accountable to the public and other stakeholders**

| Board                                                                                                                                    | FAR   | GOV | LM | ST |
|------------------------------------------------------------------------------------------------------------------------------------------|-------|-----|----|----|
| Approving the Annual Report                                                                                                              | ✓     |     | ✓  |    |
| Approving the annual Statement of Accounts                                                                                               | ✓     |     |    |    |
| Holding the Annual Levy Payers meeting                                                                                                   | Board |     |    |    |
| Ensuring the submission of Annual Accounts, the Annual Report and the Statement of Recommended Practice (SORP) to the Charity Commission | ✓     |     |    |    |
| Ensuring compliance with relevant terms of external funding bodies                                                                       | ✓     |     | ✓  |    |
| Ensuring compliance with applicable legislation on openness and access to meetings and information (for trustees and the public)         |       | ✓   |    |    |
| Ensuring compliance with the Data Protection Act                                                                                         | ✓     |     |    |    |
| Engaging as required with organisations and bodies developing and implementing strategies and policies which may impact on MHT interests |       |     | ✓  |    |
| Ensuring key documents are retained for future reference/the public record                                                               | Board |     |    |    |
| Maintaining a positive public profile for MHT                                                                                            | ✓     | ✓   | ✓  | ✓  |

**Safeguarding finances, resources and property and ensuring they are used to further MHT purposes**

| Board                                                                                                                  | FAR | GOV | LM | ST |
|------------------------------------------------------------------------------------------------------------------------|-----|-----|----|----|
| Ensuring MHT complies with relevant financial legislation and best practice                                            | ✓   |     |    |    |
| Developing/approving/monitoring the reserves and investment policies for MHT funds and the performance of investments  | ✓   |     |    |    |
| Approving fundraising strategies and ratifying external funding arrangements                                           | ✓   |     |    |    |
| Preparing the annual budgets and setting the levy                                                                      | ✓   | ✓   | ✓  | ✓  |
| Monitoring progress against the budgets                                                                                | ✓   | ✓   | ✓  | ✓  |
| Ensuring adequate financial procedures are in place and implemented                                                    | ✓   |     |    |    |
| Monitoring financial controls, conducting audits and reviewing and amending procedures as required                     | ✓   |     |    |    |
| Ensuring procedures are in place to insure and maintain/replace/upgrade other tangible assets (property, vehicles etc) | ✓   |     |    |    |

|                                                                                                         |   |  |  |  |
|---------------------------------------------------------------------------------------------------------|---|--|--|--|
| Ensuring appropriate policies are in place to prevent fraud, bribery and other financial irregularities | ✓ |  |  |  |
|---------------------------------------------------------------------------------------------------------|---|--|--|--|

**Being clear about the Board's responsibilities as an employer and about who carries out work on behalf of the charity**

| Board                                                                                                                                                                 | FAR | GOV | LM | ST |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|----|----|
| Agreeing schemes of delegation to staff and ensuring that the business conducted by the Board and committees respects the agreed levels of delegation                 | ✓   | ✓   | ✓  | ✓  |
| Ensuring MHT act as a good employer of its paid staff; comply with relevant legislation, review/approve staff related policies, approve development budgets for staff |     |     |    | ✓  |
| Ensuring MHT act as a good manager of its volunteers; comply with relevant legislation, review/approve volunteers policies                                            | ✓   | ✓   | ✓  | ✓  |

**Ensuring the board operates effectively**

| Board                                                                                                                                                                                                 | FAR | GOV | LM | ST |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|----|----|
| Maintaining an awareness/understanding of the external environment in which the organisation is operating                                                                                             | ✓   | ✓   | ✓  | ✓  |
| Monitoring the performance of the Board and its committees and advisory panels                                                                                                                        |     | ✓   |    |    |
| Reviewing/updating the Governance Handbook, Standing Orders, Code of Conduct and other guidance material for Board members as required                                                                |     | ✓   |    |    |
| Maintaining a skills/experience audit of current trustees, identifying key skills available to the Board and obvious gaps/weaknesses                                                                  |     | ✓   |    |    |
| Using the skills/experience audit in succession planning for changes to Board membership                                                                                                              | ✓   | ✓   | ✓  | ✓  |
| Ensuring that nominating bodies and those considering standing for election are aware of the skills gaps, the roles and responsibilities of being a Board Member and the expected level of commitment | ✓   | ✓   | ✓  |    |
| Using the skills/experience audit in the appointment of committees and Chairs/Vice Chairs                                                                                                             | ✓   | ✓   | ✓  | ✓  |
| Approving induction training and ongoing training for all trustees                                                                                                                                    |     | ✓   |    |    |

## Terms of reference for members of the Board

MHT is a creature of statute and a charity. Trustees have, and must accept, the responsibilities and regulatory requirements of this status. They have ultimate responsibility for directing the affairs of MHT and complying with all relevant legislation and regulation applicable to the organisation and the activities it undertakes.

All Board members are equally responsible in law for the Board's decisions. They must act individually and collectively to:

- a) Further MHT overall purposes, as set out in the Malvern Hills Acts; set MHT strategic direction and support and monitor implementation
- b) Ensure the work of MHT is effective, responsible and legal
- c) Be accountable to those who regulate MHT and take account of the public and other stakeholders
- d) Safeguard finances, resources and property and ensure they are used to further MHT purposes
- e) Be clear about the Board's responsibilities as an employer and about who carries out work on behalf of the charity

### Individual Board members should:

- a) Show a commitment to MHT and the conservation of the hills and commons
- b) Understand and accept the legal duties, responsibilities and liabilities of being a Board member and charity trustee
- c) Be willing to deploy specific skills, knowledge or experience they have to help the Board reach sound decisions – particularly providing guidance on matters within their field of expertise
- d) Always declare any conflict of interest which they may have, or any matter which might be perceived as a conflict of interest
- e) Agree to observe MHT's Code of Conduct for Board members and all of the principles set out in it including:
  - i. Be willing to devote the necessary time and effort to the duties of a trustee
  - ii. Prepare adequately for meetings and attend them regularly
  - iii. Show respect for the views of fellow trustees, employees, volunteers and the public
  - iv. Respect the boundaries between operational and governance functions
  - v. Adhere to the Nolan Principles: Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership

### Understanding the role of MHT

- a) Read the Malvern Hills Acts and byelaws and understand the extent of and limits to trustee duties and powers
- b) Understand and accept the responsibilities and liabilities conferred by charitable status and other legislation relevant to MHT
- c) Attend induction training and other training events and familiarise themselves with the Governance Handbook and other relevant material

### Acting collectively as a Board

- a) Trustees must act in the best interests of MHT and its charitable objects and not as representatives of their nominating bodies/electorate or for personal gain
- b) Individual trustees have no powers to act alone
- c) Trustees must work jointly and collaboratively, and abide by and act in accordance with decisions made by the Board providing these actions are legally within its remit



## The Board - Role and Duties of the chair and vice chair

### Role

In addition to their general responsibilities as trustees, the chair and vice chair are responsible for leading the Board in the setting of strategies and policies to fulfil the duties of MHT. They must support the Board and staff to ensure that effective policies, procedures and controls are put in place and that they are appropriately implemented and monitored. They should ensure that appropriate reviews and audits are undertaken, and that there is appropriate record keeping and reporting.

- The chair will act, on behalf of the Board, as line manager for the CEO
- The chair and vice chair may attend all committees and Working Party meetings and speak but do not have a vote unless they have been appointed to the committee/Working Party

### Duties (in addition to those of a Board member)

- a) Provide leadership for the Board of trustees in their role of setting strategies and policies that fulfil the duties of the MHT
- b) Ensure that the Board has an active, properly constituted membership, and encourage appropriate skills and experience (overseeing the skills register, induction and training)
- c) Agree the annual cycle of Board meetings
- d) Liaise with the CEO, Secretary to the Board and relevant staff on the drafting of Board and Committee agendas and supporting documents and in reviewing draft minutes
- e) Chair the meetings of the Board, in line with Standing Orders and Terms of Reference, to ensure business is covered efficiently and effectively (ensuring that all trustees have the opportunity to contribute to discussions and decision making)
- f) Monitor decisions taken and their implementation
- g) Liaise with the CEO and Secretary to the Board to maintain an overview of strategy and policy implementation and day to day issues arising
- h) Review all recourse to legal advice and regulatory submissions
- i) Provide support to the CEO/Secretary to the Board/ Finance and Administration Manager as necessary in HR policy development and implementation including recruitment, appraisal and disciplinary actions
- j) Act as a channel for communication between the Board and the staff
- k) Line managing the CEO on behalf of the Board
- l) Liaise with Chair of Finance Administration and Resources Committee and relevant staff to maintain an overview of financial and legal matters
- m) Liaise with Chair of Land Management and relevant staff to maintain an overview of land management matters
- n) Liaise with the Chair of Governance Committee and relevant staff to maintain an overview of governance issues
- o) Liaise with the Chair of Staffing Committee and relevant staff to maintain an overview of HR and health and safety issues
- p) Liaise with Board members, at and between meetings, with the object of creating and maintaining a team ethos
- q) Liaise with Board members on issues of conduct (eg behaviour in relation to staff, at meetings, in respect of MHT byelaws and in representing MHT to the general public) and where necessary take part in any disciplinary process
- r) Represent MHT at external events, functions and meetings
- s) Act as spokesperson on organisational matters as requested
- t) Promote the interests of MHT at all levels

## Governance Committee Terms of Reference

To make recommendations to the Board, on current legal and governance requirements:

- a) Ensure all actions taken by MHT comply with the Malvern Hills Acts
- b) Ensure all actions taken by MHT comply with charity law, and so far as is possible with Charity Commission guidance and with best practice
- c) Ensure all actions taken by MHT comply with relevant legislation
- d) Maintain an awareness and understanding of the external environment in which MHT is operating
- e) Monitor the Board and committee structures and performance (reviewing the adequacy, effectiveness and compliance with internal governance controls and schemes of delegation) and make recommendations to the Board
- f) Review the Governance Handbook, Standing Orders, Code of Conduct and other guidance material for trustees as required (incorporating Charity Commission guidance on the role of trustees)
- g) Monitor compliance with Standing Orders and Code of Conduct on behalf of the Board and reporting any problems/breaches to the Chair of the Board
- h) Ensure that MHT has an appropriate risk management system in place and that risks are reviewed annually
- i) Maintain a skills/experience audit of current Board members and identifying obvious gaps/weaknesses
- j) Ensure that nominating bodies and those considering standing for election are aware of the skills gaps, the roles and responsibilities of being a Board member and the expected level of commitment
- k) Maintain oversight of induction training and ongoing training for all Board members
- l) Annually monitor all policies and regulatory requirements and make recommendations to the Board
- m) Ensure that all interests of trustees are declared at meetings in accordance with MHT's Conflict of Interest Policy
- n) Review the Trust's existing governing legislation and considering what changes might be required

## **Governance Committee - Role and duties of chair and vice chair**

The chair and vice chair of the Governance Committee will oversee governance matters within MHT and ensure they are managed in line with good practice and in accordance with the Acts and legal requirements. In order to do this the chair and vice chair of Governance Committee, with the Chair and Vice-Chair of the Board, will seek to ensure that effective measures, controls and procedures are put in place, implemented and monitored, that appropriate reviews and audits are undertaken and that there is appropriate record keeping and reporting.

### **The chair and vice-chair will:**

- a) Maintain a strategic overview of governance matters and work with relevant staff to develop strategy and policy in these areas
- b) Assist with the preparation of the annual budget
- c) Liaise with the chair/vice-chair of the Board, CEO, Secretary to the Board and other staff on the drafting of agendas and supporting documents and in reviewing draft minutes
- d) Chair the meetings of the committee in line with Standing Orders and Terms of Reference to ensure business is covered efficiently and effectively. Monitor decisions taken and their implementation
- e) Report on, and present, the appropriate recommendations to the Board for discussion and decision
- f) Work with staff in setting policy on governance matters
- g) Maintain oversight of the governance implications of policies and strategic plans

## Finance, Administration and Resources Committee Terms of Reference

To formulate recommendations to the Board, upon current financial, administrative and resource requirements:

- a) Receive the Annual Report and Accounts and ensure that they comply with the Charities' Statement of Recommended Practice (SORP)
- b) Oversee budgets, accounts and financial statements and ensure that expenditure is in line with the charity's objects
- c) Ensure that expenditure is planned to maximise efficiency and effectiveness
- d) Recommend the annual levy to the Board
- e) Oversee compliance with financial policies and regulations to monitor and control financial and reputational risk
- f) Receive reports on financial and legal matters
- g) Ensure and review the adequacy and effectiveness of internal financial controls, systems and records
- h) Maintain oversight of major contracts to ensure that there are no material, unidentified or unresolved legal, accounting, operational or administrative implications
- i) Maintain an awareness and understanding of the external environment in which MHT is operating
- j) Ensure all actions taken by MHT comply with relevant legislation
- k) Ensure MHT acts fairly and within the law in relation to its tenants and licencees
- l) Ensure compliance with legislation and good practice in financial and charity matters
- m) With the Governance Committee, ensure that the organisation has an appropriate risk management system in place and that risks are reviewed annually
- n) Review arrangements in relation to reserves including the reserves policy. Make recommendations to the Board as required
- o) Review arrangements in relation to investments including the investments policy. Make recommendations to the Board as required
- p) Advise on the organisation's fundraising strategy
- q) Ensure use of funds complies with conditions set by funding bodies
- r) Ensure effective monitoring and reporting on financial matters
- s) Monitor the financial implications of strategic and operational plans
- t) Oversee the production of the Business Plan, monitor progress against the Plan and report to the Board
- u) Ensure appropriate policies are in place to prevent fraud, bribery and other financial irregularities
- v) Oversee and revise the byelaws and make any recommendations for change to the Board.
- w) Ensure that all interests of trustees are declared at meetings in accordance with MHT's Conflict of Interest Policy

### DELEGATED POWERS

The Committee can approve contracts for budgeted expenditure over £10,000 and below £20,000

The Committee can approve non-budgeted expenditure up to £20,000 in total in any financial year with a single item limit of £10,000.

## **Finance, Administration and Resources Committee – role and duties of chair and vice-chair**

The chair and vice chair of Finance, Administration and Resources Committee will oversee financial and administrative matters and the resources of MHT and ensure they are managed in line with good practice and in accordance with the Acts, the governing document and legal requirements. The chair will ensure that effective measures, controls and procedures are put in place, implemented and monitored, that appropriate reviews and audits are undertaken and that there is appropriate record keeping and reporting.

### **The chair and vice-chair will:**

- a) Maintain a strategic overview of financial and administrative matters and work with relevant staff to develop strategy and policy in these areas
- b) Liaise with staff on financial matters
- c) Review drafts of the annual budgets before they are submitted to the committee/the Board
- d) Liaise with the chair and vice-chair of the Board, CEO, Secretary to the Board and Finance and Administration Manager on the drafting of agendas and supporting documents and in reviewing draft minutes
- e) Chair the meetings of the committee in line with Standing Orders and Terms of Reference to ensure business is covered efficiently and effectively
- f) Report on and present the appropriate recommendations to the Board for discussion and decision
- g) Assist staff in drafting policy on investment and reserves
- h) Consider and raise where appropriate the financial implications of policies and strategic plans
- i) Attend meetings with the auditors and present the auditors' letter of recommendation to the Finance, Administration and Resources Committee
- j) Present the accounts to the meeting for the approval of the Trust's accounts and draw attention to the appropriate points as required
- k) Consider reports from and attend any intermediate meetings with the Trust's investment managers
- l) Consider reports and attend any meetings in relation to the Trust's pension schemes

## Land Management Committee Terms of Reference

To make recommendations to the Board on current land management requirements and policies:

- a) Oversee the production, review and delivery of the Land Management Plan (LMP) to achieve management of MHT land holdings in pursuance of, and compliance with, the duties, powers and obligations of MHT
- b) Monitor progress against the LMP and report to the Board
- c) Approve the annual LM budget, monitor progress against the budget, ensure use of funds complies with any conditions set by external funding bodies, and report to the Board
- d) Review, and recommend to the Board policies relating to MHT duties and powers e.g. land acquisition, land management, wayleaves and easements
- e) Work with the Staffing Committee to ensure compliance with Health & Safety policies and other relevant regulations to reduce risks from operational activities, including stock management, across MHT's land holding
- f) With the Governance Committee, ensure that the organisation has an appropriate risk management system in place and that risks are reviewed annually
- g) Review at a strategic level the provision of appropriate access infrastructure, information and interpretation in order to safeguard the Hills and Commons and make suitable provision for public access
- h) Receive reports on the renewal of leases and major land management contracts
- i) Make recommendations to the Board on non-routine decisions on wayleaves, easements etc (i.e. cases outside the policy guidelines, with complex history or implications or setting new precedents)
- j) Maintain an awareness/understanding of the external environment in which MHT is operating and make recommendations to the Board regarding policy and best practice relating to the environment and sustainability
- k) Ensure all actions taken by MHT comply with relevant legislation
- l) Receive reports on any consultations or changes planned by organisations or external bodies which may impact on MHT interests
- m) Work with FAR Committee to ensuring procedures are in place to maintain/replace/upgrade other tangible assets such as buildings, vehicles etc.
- n) Ensure that the business conducted by committees respects the agreed levels of delegation and that all interests of trustees are declared in accordance with MHT's Conflict of Interest Policy
- o) Receive and consider reports from meetings of the Castlemorton Common Co-ordinating Committee, Wildlife Panel and Recreation Advisory Panel

## **Land Management Committee – role and duties of chair and vice-chair**

The chair and vice-chair of Land Management Committee will work to ensure that the Land Management Committee oversees the land management activities and resources of MHT and that they are managed in line with good practice and in accordance with the Acts, the governing document and legal requirements. The chair will seek to ensure that effective measures, controls and procedures are put in place, implemented and monitored, that appropriate reviews and audits are undertaken and that there is appropriate record keeping and reporting.

### **The chair and vice-chair will:**

- a) Maintain a strategic overview of land management matters and work with staff to develop strategy and policy in these areas
- b) Liaise with staff on land management matters
- c) Review drafts of the annual budgets before they are submitted to the Committee
- d) Liaise with staff on expenditure against the budget ensuring effective use of funds
- e) Liaise with the chair/vice-chair of the Board, CEO, Secretary to the Board and Conservation Manager on the drafting of agendas and supporting documents and in reviewing draft minutes
- f) Chair the meetings of the committee in line with Standing Orders and Terms of Reference to ensure business is covered efficiently and effectively
- g) Report on, and present, the appropriate recommendations to the Board
- h) Monitor decisions taken and their implementation
- i) Work with staff in drafting policy on land management matters in order to make recommendations to the Board
- j) Lead the committee in considering the land management implications of policies and strategic plans



## Staffing Committee Terms of Reference

To make recommendations to the Board on human resource matters (including volunteers) and to undertake certain delegated duties.

- The Committee will be mindful:
  - a. of the legal framework for and good practice in employment matters
  - b. of the confidential nature of employer-employee matters and that many of the items for consideration will require that the public and press be excluded by resolution of the Committee
  - c. of the nationally negotiated pay scales and terms and conditions of employment currently applicable to all staff except the CEO
  - d. that staff are employed by the Board but that the CEO is operationally responsible for staff management, as set out in the scheme of delegation in the Governance Handbook
- The Committee will make recommendations to Board regarding:
  - a. staffing & office requirements
  - b. policy matters relating to staff salaries and benefits
  - c. the CEO's salary and benefits
  - d. budget allocation for personnel and health and safety
  - e. policy matters relating to terms and conditions of employment/engagement for all staff and volunteers
  - f. matters arising from MHT's Disciplinary and Grievance procedures
  - g. health and safety matters in relation to staff, volunteers and members of the public
  - h. pension arrangements
- The Committee will periodically review all employment and human resources policies and procedures and ensure that MHT acts as a good employer
- The Committee will receive reports from the CEO on human resource matters
- The Committee will ensure that MHT has a Health and Safety Policy and Health & Safety management systems in relation to staff, volunteers and members of the public and that these are reviewed regularly, properly implemented and the Board is kept fully informed
- The Committee will advise the Board on compliance with requirements of employment law and including equal opportunities legislation in relation to employees and volunteers

### DELEGATED POWERS:

The Committee will act on behalf of MHT, in the event of a post becoming vacant, to undertake the recruitment process for CEO and Secretary to the Board and recommend a candidate for appointment to the Board

The Committee will be responsible for formally confirming whether any probationary period for the CEO/Secretary to the Board has been successfully completed

The Committee will approve arrangements for suitable cover in the event of prolonged absence of the CEO or Secretary to the Board

## **Staffing Committee – role and duties of chair and vice-chair**

The chair of the Staffing Committee will work to ensure that the Staffing Committee oversees human resource (including volunteers) and health and safety matters and that MHT complies with the legal framework and good practice. The Chair with the CEO will ensure that effective procedures are in place and that they are effectively monitored.

### **The chair and vice-chair will:**

- a) Maintain a strategic overview of employment and health and safety matters and work with staff to develop strategy and policy in these areas
- b) Liaise with staff on employment and health and safety matters
- c) Review drafts of the annual budgets before they are submitted to the committee/the Board
- d) Liaise with the chair and vice-chair of the Board, CEO and Secretary to the Board on the drafting of agendas and supporting documents and in reviewing draft minutes
- e) Chair the meetings of the Committee in line with Standing Orders and Terms of Reference to ensure business is covered efficiently and effectively
- f) Report on and present the appropriate recommendations to the Board for discussion and decision
- g) Assist staff in drafting policy on HR and Health and Safety matters

## **Disciplinary Committee Terms of Reference**

The Disciplinary Committee will meet only when required to implement the process set out in the Disciplinary Procedure to investigate and adjudicate any complaint about trustee conduct.

**Malvern Hills Trust**  
**Trustees' Code of Conduct**  
**(approved by the Board on 7 March 2024)**

As a trustee of the Malvern Hills Trust ("the Trust"), Trustees are asked to sign and follow this Code of Conduct which is intended to help the board of trustees ("the Board") work together in carrying out their obligations under the Malvern Hills Acts. and their responsibilities as trustees.

I, (name) .....

commit to complying with the aims, principles, and obligations of this Code of Conduct.

I will:

1. Act and take decisions solely in the best interests of the Trust and its charitable objects.
2. Adhere, at all times, to the 'Nolan Principles of Public Life' (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) (see appendix).
3. Develop a sound understanding of, and act in accordance with, the Malvern Hills Acts and other relevant legislation and regulatory guidance.
4. Read and follow the Trust's policies and procedures and the Charity Commission's Guidance for trustees, in particular CC3 'The Essential Trustee - what you need to know, what you need to do', CC27 'It's your decision: charity trustees and decision making' and CC29 'Conflicts of Interest'.
5. Act in accordance with the Trust's Conflict of Interest policy and, in making decisions, not allow my personal interests (or the interests of those connected to me) or any duty I owe to any group, organisation or other person, to conflict with my duty as a trustee of the Trust.
6. Commit sufficient time and thought to my responsibilities as a trustee and to the strategic management of the Trust.
7. Prepare diligently for, and attend, meetings, training and workshops whenever possible, and contribute constructively to debate and decision-making.
8. In my dealings with the Trust, avoid pre-judging issues, expressing my own views openly and courteously and listening to others' views respectfully and with an open mind.
9. Exercise care and skill in discharging my role and take professional advice whenever appropriate.
10. Make responsible use of the Trust's resources and be accountable to the Trust for my actions as a Board member.

11. While having regard to the Board's wish to be open and transparent in conducting its business, and in decision-making, not disclose to, or discuss with, others (including via social and other mass media) any confidential information (whether so marked or not) that I receive in the course of my work as a trustee, unless the material enters the public domain (except as a result of a breach of this Code). I also recognise that this obligation continues after I cease to be a trustee.
12. Act collaboratively and in accordance with the principles of collective responsibility in relation to decisions made by the Board. If I disagree with a decision or policy, I will refrain from expressing my disagreement other than with the Board (or in accordance with arrangements made by the Board).
13. Not take any action or make any comment to, or in, the media (including social media) which might bring the Trust, its trustees, staff or volunteers, into disrepute (subject to paragraph 15 below).
14. In advance of making any public comment in relation to the Trust, contact the CEO or their nominated deputy, in order to ensure that the comment I propose to make is factually correct and in line with the Trust's policy.
15. If I have grounds to believe there has been misconduct (whether by an individual trustee or by the Trust's officers) or that the Board has acted outside its powers, raise my concerns as soon as possible in the first instance with either the Chair, CEO or other senior officer of the Trust.
16. Recognise that I have no authority to act individually on behalf of the Trust, except where the Board has given me delegated authority to do so.
17. Accept that my role as a trustee is strategic and about the setting of policy, while that of the Trust's staff is of an executive and operational nature, and I will respect that role distinction.
18. Ensure that any personal data acquired in my role as a trustee is held securely and not do, or omit to do, anything which would cause the Trust to breach legal or regulatory obligations in relation to data protection.

#### Declaration

I have read and understood this Code of Conduct and confirm that I will comply with it.

Signed.....

Date.....

## **Appendix: the Nolan principles of public life**

### **1. Selflessness**

Holders of public office should act solely in terms of the public interest.

### **2. Integrity**

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

### **3. Objectivity**

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

### **4. Accountability**

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

### **5. Openness**

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

### **6. Honesty**

Holders of public office should be truthful.

### **7. Leadership**

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

## Disciplinary Procedures for Board Members – Breaches of the Code of Conduct

### Where the breach of Code of Conduct occurs during a Board or Committee meeting

1. Board Members may raise breaches of the Code as a point of order through the chair of the meeting. Board Members may, if they prefer, make a complaint *outside* the meeting about conduct that occurred at the meeting.
2. If the chair of the meeting agrees that a breach has taken place, a first verbal warning will be issued by the chair to the person concerned. This will be noted in the minutes.
3. If there are any further breaches of the Code by the same Board Member in the meeting, they will be dealt with under the procedure below.

### Formal procedure for breaches of the Code

#### Raising a complaint

4. A complaint that a Board Member has breached the code of conduct may be made by a Board Member, a member of staff, or a member of the public.
5. Any complaint against a Member must be made in writing to the Secretary of the Board, or followed up in writing if made verbally initially, and shall be immediately referred to the Chair of the Board (or if the Chair is unavailable or conflicted, to the Vice-Chair<sup>1</sup> of the Board). The date of receipt of such complaint by the Chair is to be regarded as the date of commencement of this disciplinary procedure.
6. If the complaint is against the Chair, the matter shall be referred to the Vice-Chair of the Board and the Chair of Governance Committee (or the Vice-Chair of Governance<sup>2</sup> if the Chair of Governance is unavailable or conflicted).

#### The Preliminary Stage

7. Upon receipt of a complaint the Chair and Chair of Governance (or the appropriate alternative officers (the **Receiving Officers**) shall, within 10 working days of receipt of the complaint together determine whether:
  - a. the complaint has no merit (ie there are no reasonable grounds for concern) and should be dismissed; or
  - b. the complaint raises issues of misconduct and either it is appropriate for there to be a summary disposal of the matter, with the proviso that the Member who is the subject of the complaint agrees to this, or
  - c. it is appropriate that the matter be fully investigated, and a Disciplinary Panel convened.
8. The Receiving Officers shall be permitted to undertake reasonable preliminary investigation if they consider it necessary so as to determine whether the complaint should be dismissed or disposed of without referral to the Disciplinary Panel. The Receiving Officers shall keep a written record of all the information considered and reasons for decisions made.

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<sup>1</sup> Where the complaint is referred to the Vice-Chair of the Board, the subsequent references to 'the Chair' will indicate the Vice-Chair

<sup>2</sup> Where the complaint is referred to the Vice-Chair of Governance, the subsequent references to 'the Chair of Governance' will indicate the Vice-Chair

9. Where more than one complaint is received the Receiving Officers will consider whether such complaints can or should be addressed together or separately under this Disciplinary Procedure, subject always to the principles of fairness and the rules of **natural justice** or may refer consideration of this issue to the Disciplinary Committee.
  - a. The principles of **natural justice** include:
    - the duty to give someone a fair hearing;
    - the duty to ensure that the matter is decided by someone who is impartial; and
    - the duty to allow an appeal against a decision.

### **Notifying the Board Member**

10. The Board Member who is subject to the complaint shall, unless not reasonably possible, be notified in writing of the complaint within five working days of the determination at the Preliminary Stage referred to above. They shall be advised of the nature of the complaint and, if applicable, that there will be an investigation. The Receiving Officers shall determine the level of information it is appropriate to share and if they have determined that the complaint has no merit (in accordance with paragraph 4.a) may determine that no information is required to be shared. Information on the nature of the complaint and complainant may be shared anonymously if this is considered appropriate by the Receiving Officers. Where the identity of the complainant(s) will be shared or where the complainant(s) will be identifiable the Receiving Officers shall discuss this with the complainant(s) prior to sharing the detail.
11. Where there has been a complaint that the Receiving Officers reasonably consider to be of a serious nature and which may impact the relevant Board Member's ability to undertake their role as a Board Member or a member of any committee (whether by reason of any conflict of interest or otherwise) or create a significant risk for the Trust, the Receiving Officers may, if they consider it to be in the best interests of the Trust, discuss whether a period of leave from office or from certain responsibilities may be appropriate and seek to agree these with the Board Member. If not agreed by the relevant Board Member next steps shall be considered by the Disciplinary Committee. The Receiving Officers may also refer all questions and decisions regarding the Board Member's status pending any investigation to the Disciplinary Committee.

### **Summary disposal**

12. Normally, a complaint will be put before a Disciplinary Panel. However, the Receiving Officers may jointly initiate a summary disposal of a complaint where they consider it to be a comparatively minor matter and may choose to finalise it if the Member (subject to the complaint) acknowledges that they have indeed breached the standards expected of a Member and accepts the proposed penalty. In such circumstances, the Receiving Officers may together impose a reprimand.
13. Where a summary disposal is initiated, but for whatever reason that course cannot be finalised, the matter shall be put before a Disciplinary Panel.



## **Investigation**

14. Where an investigation is found to be necessary, the complaint will be investigated in the most appropriate manner. The Receiving Officers will usually decide who should be appointed to conduct the investigation (including whether it would be appropriate for the Receiving Officers themselves to conduct the investigation) and the terms of reference for any investigation but may refer this to the Disciplinary Committee or Disciplinary Panel (once constituted) if they consider that this is appropriate.
15. The terms of reference for any investigations would usually include the nature of the complaint as known at the time, the purpose and scope of the investigation, what type of investigation is required and whether witnesses should be interviewed, any specific details of what should be reported ie. reporting on what facts have or have not been established; reporting on any mitigating factors or other relevant information; and recommending whether any further action may be necessary or beneficial based on all the evidence collected, including any recommendations as to the imposition of any sanctions on the relevant Board Member.
16. The Board Member who is subject to the complaint shall be given the opportunity to raise any concerns about the scope of the investigation or the identity of the investigator. The Receiving Officers shall respond to these concerns.
17. The Receiving Officers may determine that it is necessary to delay the investigation, pending any report required to be made to e.g. the Charity Commission or the Police.

## **Disciplinary Panel**

18. If it is determined that a Disciplinary Panel should be convened, the Secretary to the Board (or in their absence the CEO) shall be notified immediately and shall convene a special meeting of the Disciplinary Committee
19. The Disciplinary Committee shall nominate three of its members to serve on a Disciplinary Panel. The Panel may not include any Board Member involved in the complaint or in the investigation.
20. A Disciplinary Panel shall consider the complaint in accordance with the appropriate principles of fairness and the rules of natural justice. The Board Member who is the subject of the complaint shall be invited to attend the meeting of the Disciplinary Panel, and be permitted to make representations, having first received a copy of the complaint and any investigation report. The investigation report may be anonymised or redacted if considered appropriate. The Board Member may choose, if they prefer, to make written representations to the Panel. The Board Member may also be accompanied by someone to provide them with support (a friend or colleague). If the Board Member would like to be accompanied, they should notify the Disciplinary Panel at least 5 working days before the meeting.
21. The Board Member shall be given at least 14 days' notice of the meeting held by the Disciplinary Panel to consider the complaint.
22. If the Disciplinary Panel finds that on the balance of probabilities a breach of the Code of Conduct is more likely than not to have occurred, it should consider what kind of sanction it would be in the Trust's best interests to impose.

Possible options include one or more of:

- a. a reprimand; or
  - b. a notification of the breach to all Board Members; or
  - c. a requirement for the relevant Board Member to apologise; or
  - d. a requirement for the relevant Board Member to attend training; or
  - e. a request that the relevant Board Member resign as a Trustee; or
  - f. a combination of one or more of the penalties.
23. The Board Member who is the subject of the complaint must comply with the sanction(s) imposed by the Disciplinary Panel, subject to their right of appeal.
24. All decisions in relation to a complaint, and the reasons for those decisions, shall be recorded in writing.
25. All decisions (including that a complaint has no merit and should be dismissed) in relation to the final disposal of any complaint against a Member shall be reported to the next meeting of the Governance Committee following that disposal.
26. Nothing in these procedures shall prevent the Board Member against whom a complaint has been upheld from attending any Board or Committee meetings or to receive notice of such meetings and all relevant papers, subject always to the applicable rules on avoiding conflicts of interest.

### **Appeals Process**

27. A Member may appeal against the decision of a Disciplinary Panel in writing.
28. Notice of appeal shall be directed to the chair of the Disciplinary Committee and must be lodged within fourteen working days of the decision appealed. The Member should include any additional evidence that they wish to rely on with the notice of appeal.
29. An Appeals Panel shall be convened at a special meeting of the Disciplinary Committee and shall be constituted in the same way as a Disciplinary Panel save that no Board Member who served on the Disciplinary Panel or who was involved in the relevant complaint, or the investigation shall be eligible to sit on the Appeals Panel.
30. The Appeals Panel shall determine, in line with the principles of fairness and natural justice, whether it is appropriate to conduct a re-hearing or a review of the original decision by the Disciplinary Panel.
31. An Appeals Panel shall have at its disposal any or all of the sanctions that were available to the Disciplinary Panel and shall have the power to apply a greater sanction than the Disciplinary Panel if it sees fit in all the circumstances. The Board Member who is the subject of the complaint will be expected to comply with the sanction(s) imposed by the Appeals Panel, whose decision will be final.

### **Administrative Arrangements**

32. The CEO and Secretary to the Board shall make available to the Chair, Chair of the Governance Committee, Disciplinary Committee, Disciplinary Panel and Appeals Panel such administrative resources and professional advice as may be reasonably necessary to investigate and dispose of any complaint.

## Version Control - Approval and Review

These procedures will be reviewed at the start of each Board term i.e. next in November 2027 and every four years thereafter, **or sooner in the case of changes to governance arrangements.**

| Version No | Approved By | Approval Date | Main Changes                | Review Period                |
|------------|-------------|---------------|-----------------------------|------------------------------|
| 1.0        | Board       | Oct 2016      | Initial draft approved      |                              |
| 2.0        | Board       | 12 March 2026 | Updated procedures approved | Beginning of each Board term |
|            |             |               |                             |                              |

**Next review due: November 2027**

## Related MHT Policies & Procedures

Trustee Code of Conduct

Trustee Conflicts of Interest Policy and Procedures

## **SECTION 2**

### **Delegation of Duties**

#### **Matters reserved to the Board include:**

Board Members have and must accept responsibility for directing the affairs of a charity and ensure that it is solvent, well-run and delivering the charitable outcomes for the benefit of the public for which it has been established as set out in the Malvern Hills Acts.

The following matters are reserved to the Board. Matters which the Board considers appropriate to delegate to committees are detailed in the committee Terms of Reference.

#### **Regulation and control**

- a) Responsibility for providing information as requested by the Charity Commission – and advising if the charity ceases to exist
- b) Approving recommendations to seek changes to MHT's governing documents (the Malvern Hills Acts)
- c) Approving recommendations to alter MHT's governance documents
- d) Approving Standing Orders
- e) Suspending of Standing Orders
- f) Altering or amending to Standing Orders
- g) Ratifying urgent decisions taken by the CEO
- h) Requiring and receiving declarations of Board trustees' interests that may conflict with those of MHT and decide how to manage any such conflicts
- i) Requiring and receiving declarations of interests of staff members that may conflict with those of MHT
- j) Approving arrangements for dealing with complaints
- k) Considering recommended amendments to management structures
- l) Receiving reports from committees and considering their recommendations to the trustees
- m) Establishing/reviewing/amending terms of reference for committees and working groups
- n) Authorising use of the seal

#### **Appointments/remuneration/discipline**

- a) Nominating and electing trustees to serve in the role of chair and vice-chair
- b) Appointing committees and committee members
- c) Ensuring Board members comply with the 'Code of Conduct'
- d) Putting in place procedures for succession planning of the Board
- e) Appointing, appraising and dismissing the CEO
- f) Appointing the Secretary to the Board
- g) Considering, approving/rejecting recommendations regarding the salary and benefits of the CEO
- h) Setting and reviewing salary scales for employees
- i) Approving proposals for new staff posts or changes to the staff structure
- j) Ensuring Board's duties as an employer are met
- k) Agreeing and implementing procedures for effective evaluation of the performance of the Board, individual Board members and Committees

#### **Strategic and budgetary matters**

- a) Ensuring effective overall management of the organisation, ensuring compliance with the duties and powers set out in the Malvern Hills Acts and other relevant legislation
- b) Defining and agreeing the strategic aims and objectives of MHT
- c) Approving plans for the delivery of MHT's strategic aims and objectives
- d) Ensuring that any ancillary trading does not compromise MHT's charitable status and does not conflict with powers granted in the Malvern Hills Acts
- e) Approving MHT policies and procedures for internal control, management of risk and protection of MHT property
- f) Approving/amending budgets

- g) Approving proposals for unbudgeted capital expenditure
- h) Approving changes to banking arrangements
- i) Approving proposals for the acquisition or disposal of land/property
- j) Accepting or rejecting legacies and donations
- k) Ensuring Board's duties as a landlord are met
- l) Approving/rejecting requests for overground easements in accordance with the easement policy
- m) Setting and reviewing investment strategy
- n) Authorising delegated powers to officers
- o) Making decisions relating to court proceedings against or on behalf of MHT
- p) Approving and appointing of professional advisers for major projects (solicitors, auditors etc)
- q) Agreeing changes to the pension scheme or to the management of the pension scheme funds

## **Policies**

- Approving, reviewing and amending key policies for example:
  - i. Trustee code of conduct
  - ii. Employment policies
  - iii. Health and safety policy
  - iv. Complaints policy
  - v. Investment policy
  - vi. Reserves policy
  - vii. Whistleblowing policy
  - viii. Risk management schedule
  - ix. Easements/wayleaves policy
  - x. Land acquisition policy

## **Audit arrangements**

- a) Approving remuneration of external auditors, and terminating their appointment if necessary
- b) Receiving and noting the annual management report from the auditor and agree any actions required
- c) Undertaking internal audits and agree any actions required

## **Reporting arrangements**

- a) Approving the charity's annual report and accounts
- b) Ensuring the annual report and accounts are filed
- c) Establishing, maintaining and retaining appropriate financial reporting arrangements and records and approving any changes in accounting policies or practices
- d) Holding an annual meeting at which levy payers may appoint the auditors and at which the Board approves the Trust's Annual Accounts

## **Monitoring**

- a) Receiving and reviewing recommendations from committees
- b) Receiving and reviewing reports from staff
- c) Ongoing monitoring of the governance of the organisation

***See Committee Terms of Reference for delegated powers of the Finance Administration and Resources Committee and Staffing Committee.***

**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  
 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  
 Approving requests for underground easements for utilities in accordance with the easement policy – CEO  
 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  
 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/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  
 Appointment of professional advisers in relation to operational matters and liaison with them – CEO/ Secretary to the Board/Conservation Manager/ FAM  
 Liaison with tenants and licencees – CEO/Conservation Manager  
 Maintaining the Board's property – CEO/Operations 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  
 Monitoring progress against the land management plan and reporting to the Board - Conservation Manager/Operations Manager  
 Recommending strategic direction and policy to the Board – CEO  
 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 –CEO / Secretary to the Board

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/Chairman/ Community and Conservation Officer  
Responding to planning applications – CEO/ Secretary to the Board/Conservation Manager

## Processes for Decisions of the Board and Committees

### 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.

*Protocol approved by Board on 16 January 2025*

## **Duties of Staff**

Note that this is a summary provided for trustees and is not the full job description for the post

### **Chief Executive Officer (CEO)**

Responsible for the operational management of the organisation  
Day to day contact with Board members  
Prepare reports for committee and Board Meetings and attend where possible  
Represent MHT with the public, local and national bodies  
Promote the image of MHT  
Liaison with press/media  
Prepare and monitor the implementation of the Trust's Business Plan  
Ensure delivery the work programme in a cost effective manner  
Prepare Policy and Direction for the Board for consideration  
Overall responsibility for financial management of MHT  
Generate additional income through fundraising, grant applications etc  
Coordinate promotional information  
Ensure that Malvern Hills Acts are complied with  
Ensure that the Estate is managed as far as possible to achieve the balance between all interests  
Ensure compliance with and implementation of decisions of the Board  
Responsible for all staff employed and volunteers  
Day to day responsibility for implementation of the Trust's health and safety policy  
Act as Returning Officer in Trust elections  
Advise the board on governance procedures, charity law and best practice and legal matters  
Ensure that the Board complies with existing and new legislation  
Comment on planning applications that might affect Trust land

### **Secretary to the Board**

Carry out all administration for the efficient running of Board and committee meetings  
With the CEO, advise the board on governance procedures, charity law and best practice and legal matters  
Coordinate and obtain legal advice  
Prepare reports and minutes for committees and the Board  
Assist the CEO in running elections

### **Governance Change Officer**

Support the CEO and Trustees in establishing and agreeing the measures required to update the 5 Malvern Hills Acts of Parliament into a consolidated Act of Parliament covering all requirements for necessary powers & good governance of MHT. This will include introduction of key new powers, updating of some existing powers and removal of outdated measures.  
Liaise (as single point of contact) between the Trust and the Parliamentary Agents and any other relevant advisors regarding any technical drafting and/or amendments to the Bill.  
Provide input to other relevant ancillary requirements eg Registration of the People Regulations.  
Provide input to the overall work schedule following deposit of the Bill in November 2024, and its subsequent passage through Parliament.  
Support the CEO and Trustees in managing all aspects of the preparation required to secure MHT governance changes by way of a private Bill or any other appropriate process.  
Liaise (as single point of contact) between the Trust and the Parliamentary Agents and any other relevant advisors regarding any technical drafting and/or amendments to the Bill.  
Support the CEO and Trustees in liaison with key external bodies with a direct interest in the progress of the Bill.  
Assist in identification of key stakeholders for engagement regarding the passage of the Bill.  
Support the CEO and Trustees in establishing and delivering an ongoing engagement programme covering all the key stakeholder groups.

Support the CEO, Trustees and the Parliamentary Agent in the progress of the Bill through its Parliamentary stages.

Assist in preparing Board papers for consideration by Trustees, as required, to reach decisions in relation to the Bill and to report on progress with the Bill.

Maintain a log of key decisions taken in relation to the preparation of the Bill.

Ensure that adequate records (paper and electronic) are maintained to demonstrate due diligence in all aspects of preparing and presenting the draft Bill.

Support the CEO and Trustees in identifying and addressing any potential overspend against agreed budgets.

Log and index legal advices received and ensure ongoing retention of advice requests and advice received.

Provide ongoing support to staff as required (Work on the Bill to take precedence).

### **Land and Property Manager**

Oversee all aspects of land and property management for MHT, in line with the Malvern Hills Acts of Parliament.

Ensure safe and welcoming provision of visitor infrastructure and effective management of MHT land and property,

Resolve boundary and land and property incidents escalated for further action by the MHT rangers, other staff or the public. Work with staff, solicitors or police to address boundary encroachments, breaches of byelaws e.g. unauthorised encampments, rough sleeping and third-party issues (e.g. leaking pipes, flooding etc.). Pursues damage costs claims against relevant individuals and bodies.

Oversee operation of all car parking facilities including implementation of the snow plans. Liaise with providers of aspects of the car parking system and ensure seamless interfaces.

In coordination with the CEO, Conservation Manager (CM) and the Board of Trustees, is responsible for the management and administration of applications to MHT for easements, variations to easements, deeds of grant, wayleaves and other land related legal matters. This will include liaison with land agents, solicitors, other advisers, neighbours, statutory undertakers and promoters of infrastructure projects.

Support the CEO and others in the assessment and acquisition of new land. Proactive registering of new land and addressing boundary anomalies on MHT land. Maintain databases and an archive of all relevant documents pertaining to MHT landholdings, easements and wayleaves.

Responsible for all licensing relating to MHT land including catering concessions, fairs, circuses and other public events on Link Common.

Responsible for liaising with the tenant of St Ann's Well to ensure compliance with the terms of the lease, ensure the fabric of the buildings is well maintained and to arrange/ carry out relevant health & safety and building inspections.

Assess the implications of any new planning policy documents or other public plans or projects that pertain to MHT land and responds to the promoting authority accordingly.

Manage the Trust property portfolio i.e. its operational sheds and office building.

Lead on visitor surveys and monitoring visitor satisfaction.

### **Conservation Manager**

Responsible for Land Management

Prepare, implement and update the Land Management Plan

Prepare reports for Committees and the Board

Prepare and oversee the Land Management budget once it has been agreed by the Board

Lead Officer for conservation policy issues and the grazing schemes

Prepare annual work plans and organise delivery of work by Field Staff, volunteers and contractors

Line manage the Conservation Officer, Community & Conservation Officer and volunteers

Prepare and submit grant applications including Stewardship schemes. Manage all land related grant agreements

Liaise with key partners including Natural England, Forestry Commission, AONB, graziers, commoners, neighbouring landowners and local groups. Set up monitoring systems and records

Keep land holdings map up to date

Advise on land acquisition

Responsible for health and safety in relation to Land Management  
Comment on planning applications that may affect Trust land  
Contribute towards the preparation of the Business Plan  
Draw up and oversee licences and tenancies with third parties.

### **Conservation Officer**

Assist the Conservation Manager in the preparation of the Land Management Plan, annual work plans the preparation of budgets and generally with other work  
Design and undertake programmes for monitoring (to include archaeology, landscape, ecology, geology, views and access) and maintain records, including making use of local experts and groups  
Survey for non-native species and injurious weeds and implement control measures  
Coordinate the Wildlife Advisory Panel  
Monitor the conservation grazing projects  
Give talks and attend meetings and public events  
Oversee the management of Old Hills, Park Wood and Chase End Hill  
Design and produce maps and undertake analysis using Geographical Information Systems  
Help run the conservation volunteer events  
Liaise with key partners including Natural England, Forestry Commission, graziers, commoners, neighbouring estates, local groups and the AONB team.  
Deputise for the Conservation Manager in his absence

### **Community and Conservation Officer (CCO)**

Foster a better understanding of the role of MHT, and the nationally important landscape which it manages  
Maintain and improve relationships with the public through campaigns, communications and projects  
Preparation of papers for committee and Board meetings  
Keep information on MHT website and on social media up to date  
Review MHT's "brand" and improve interpretation, leaflets and public signage  
Recruit supporters and volunteers & working with the Wardens, improve how MHT can make use of volunteers  
Coordinate the Recreation Advisory Panel  
Oversee the annual public events programme  
Prepare press releases to ensure the public is aware of significant events or work  
Manage the Community Woodland  
With others, administer tree safety programme  
Maintain the GIS system  
Review, develop and implement public facing policies including those relating to suburban trees and grass management, access and recreation  
Administer the memorial schemes and undertake general fundraising activities.  
Deputise for the Conservation Manager in his absence.

### **Finance and Administration Manager**

Prepare annual budgets  
Prepare management accounts  
Prepare trustees' annual report  
Preparation of papers for Board meetings  
Ensuring appropriate insurance arrangements are in place  
Liaison with investment managers and auditors  
Review financial policies and procedures  
Liaison regarding LGPS and MHT administration in relation to LGPS  
Line manage admin staff

### **Finance Officer**

Maintain the accounting records of all income and expenditure on the Sage Accounting System  
Process payments to suppliers

- Prepare first draft monthly Management Accounts for Finance and Admin Manager
- Prepare monthly salaries for review by Finance and Administration Manager
- Pension scheme administration
- Work with the Financial and Administration Manager in the preparation of annual accounts
- VAT returns and monthly payroll submissions to HMRC
- Bank reconciliations
- Reconcile all car parking revenue, wayleaves and rents and process collection of car parking fees
- Count and bank all car park money and other cash/ cheque income
- Maintenance of Vehicle Equipment Register
- Administration of Parking Charge Notices
- Responsible for petty cash and postage
- Support administrative staff as directed
- Carry out reception duties as required

### **Administrative Assistant**

- Staff Reception desk, including taking incoming calls and greeting visitors
- Take responsibility for incoming and outgoing post
- Booking of meeting venues
- Collate and distribute papers, agendas and other items to Board members
- Maintain a record of passwords
- Petty cash and sales floats
- Maintain records of incidents, complaints and comments
- Maintain vehicle inspection records
- Maintain electronic databases and press cuttings file
- Administer car park passes to include sales and maintaining records
- Maintain records of and arranging maintenance of Manor House infrastructure (eg boiler service, PAT testing etc)
- Supervision of office volunteers
- Support the CEO and other staff in administrative tasks (eg distribution and collation of tenders, maintenance of Trust buildings, staff recruitment, staff training)
- Assist with administration of meetings, public consultations
- Assist the CCO with website admin, MHT events programme, posters and signage
- Assist CCO with requests to use MHT land for external events

### **Administrative Support**

- Staff Reception desk, including taking incoming calls and greeting visitors
- Responsibility for incoming and outgoing post
- Place stationery and other orders for Manor House
- Issue car park passes and maintaining records
- Assist with maintaining electronic databases and picture archive
- Provide support for the Administrative Assistant including cover for absence

### **Operations Manager**

- Supervise Field Staff and contractors
- Work with the Conservation Manager in delivering Management Plan
- Assist with the preparation of Land Management budget
- Monitor and control the budget for implementation of land management work undertaken by the Field Staff and contractors under the control of the Operations Manager
- Keep records of staff holidays, sickness, accidents and work
- Keep an inventory of tools, machinery and equipment
- Be responsible for inspections, safety and maintenance of vehicles, machinery and equipment
- Be responsible for health and safety of field staff, undertake risk assessments
- Make recommendations for staff, equipment, tools and materials
- Be responsible for inspection and maintenance of MHT's buildings
- Responsible for security of sheds and safety of quarries

## **Estate Supervisor**

Assist the Operations Manager with practical land management tasks across all land managed by the Malvern Hills Trust, having particular responsibilities for tree surveys, building and countryside furniture maintenance and management of contractors, whilst having due regard for the landscape, wildlife and archaeological features. Work needs to conform to environmental good practice and Health and Safety legislation, and there is a need to ensure work complies with the Trust's duties under the Acts of Parliament.

Work with the Operations Manager and field staff in planning and delivering the day-to-day management of all works across the Trust's estate.

In particular assist with the tree safety survey and the planning and execution of tree safety works across the estate.

Undertake the regular inspection and maintenance of buildings and structures on Trust land in line with the building maintenance schedule, including checks to ensure all relevant certification and standards were being met and to maintain accurate records.

Assist with implementation of key building projects.

Survey and record the condition of all access furniture (gates, steps, stiles, footbridges, boardwalks etc) and organise repairs as required.

Undertake and document checks and record compliance with all safety standards and regulations, including First Aid, Health and Safety, COSHH, PUWER and other relevant regulations.

Supervise Field Staff team members as and when required.

Deputise for the Operations Manager as required and during periods of holiday and sickness.

Undertake any other work for the proper maintenance of the Trust estate.

## **Field Staff**

Carry out work as directed that improves recreation, conservation, and land management of MHT land

Cut grass on roadsides, commons and hills

Maintain paths and car parks

Carry out countryside management

When requested carry out inspection of trees, seats, signs

Collect litter

## **Rangers**

Liaise with commoners, residents, and visitors

Encourage good behaviour and respect for MHT land

Stop encroachment and see that wayleaves and easements are complied with

Ensure that byelaws are complied with

Work with emergency services

Organise and oversee volunteers

Keep a record of activities and carry out safety checks

Remove abandoned vehicles

Remove unauthorised signs

Give guided walks and talks

Collect car park monies and monitor payment of fees

Carry out small scale practical work around car parks including litter patrols

Review signs on the Hills

Officers and staff are supported by volunteers in various aspects of the organisation including:

### **Volunteer Administrative Assistants**

Undertake reception duties, telephone enquiries and assisting with admin duties  
Assist in preparation of papers for meetings  
Maintain office diary  
Maintain files  
Assist in maintaining stationery  
Keep press cuttings

### **Volunteer Rangers**

Monitor particular activities and wildlife sites  
General supervision of MHT facilities  
Encourage and informing good practice in public use of MHT land  
Patrol agreed area  
Make observations of condition, maintenance and usage of the area  
Give advice and direction to the public  
Interpretation and observation of byelaws

### **Volunteer Conservation Workers**

Scrub, bramble and bracken clearing  
Plant trees and build tree guards  
Manage sites to encourage specific species  
Plant and maintain hedges  
Assist in the management of ponds and other waterbodies

### **Volunteer Surveyors**

Survey paths  
GPS map bench locations  
Photographic record of benches and views  
Produce condition report  
Record inscriptions of memorial benches

## **Section 3**

### **Standing Orders**

#### **1. Introduction**

- 1.1 MHT business will be conducted by the Board of trustees and the 4 committees: Land Management; Finance Administration and Resources; Staffing and Governance. Terms of reference for the Board, Land Management, Finance Administration and Resources, Staffing and Governance Committees are incorporated within the Governance Handbook. The Disciplinary Committee (terms of reference approved 12 September 2019) will meet only if required.

#### **2. The Board**

- 2.1 The Board shall meet on third Thursday of January and the second Thursday of March, May, July, September and November (except in an election year when the November meeting will be held on the third Thursday).
- 2.2 10 trustees shall form the quorum for Board meetings.
- 2.3 If a quorum is not present, the meeting shall be adjourned to the next available date.
- 2.4 In local government election years, nominated trustees will retain their MHT positions until 1st November, even if they fail to be re-elected to their nominating body.

#### **3. Appointing the chair and vice-chair of the Board**

- 3.1 A chair and vice-chair of the Board shall be appointed at the November meeting of the Board.
- 3.2 The chair and vice-chair shall hold office for 12 months and remain in office until their successors are appointed.
- 3.3 Nominations for chair and vice-chair must be submitted at least 2 weeks prior to the November meeting (except as in 3.4 below) to allow nominees' statements to be circulated with the Board papers. Unsuccessful nominees for the role of chair may be considered for the role of vice-chair. The nomination form must include a proposer and seconder, the signature of the nominee confirmation that they are prepared to stand and are able to fulfil the role, and also a brief statement setting out their suitability for the role.
- 3.4 In an election year nominations for chair and vice-chair must be submitted no less than 3 clear working days before the meeting and will be circulated to trustees by email and/or copies will be available for collection from the office 36 hours before the meeting.
- 3.5 In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled by election at the next meeting. Nominations should be submitted no less than 3 clear working days before the meeting to enable nominee's statements to be circulated in accordance with 3.4 above. The appointee will then remain in post for the remainder of the period for which their predecessor was appointed.
- 3.6 Chairs and vice-chairs (including of committees) may not hold the same office for more than 5 years in succession.

#### **4. Appointment of the committees**

- 4.1 Members of the 4 committees which meet regularly shall be appointed annually at the November meeting of the Board. Only trustees who have signed the Code of Conduct shall be eligible for membership of Committees.
- 4.2 Each trustee will be eligible to sit on one of either Land Management Committee or Finance, Administration and Resources Committee.
- 4.3 There shall be a minimum of 7 trustees appointed to Land Management Committee and a minimum of 7 to Finance, Administration and Resources Committee.
- 4.4 7 trustees shall be appointed to Governance Committee and 7 to Staffing Committee.
- 4.5 9 trustees will be appointed to the Disciplinary Committee at a Board meeting within the first 3 months of the term of the Board, and the composition of the committee will be proposed by the chair and vice-chair of the Board. Only trustees who have signed the Code of Conduct shall be eligible.



- 4.6 The composition of committees other than the Disciplinary Committee will be proposed by the current chair and vice-chair of the Board, and the chair and vice-chair of the relevant committee taking into account the preferences of members and their skills, interests and attendance records.
  - 4.7 The chair and vice-chair of the Board will be entitled to attend and speak at all committee meetings but will not be entitled to vote unless appointed by the Board as a member of that committee.
  - 4.8 Committees may, from time to time, co-opt additional members to their committee from outside the Board for specific purposes. Members appointed in this way are not entitled to vote at meetings, nor participate in discussions held where the public have been excluded, unless invited to remain.
  - 4.9 If the number of members on any standing committee except the Disciplinary Committee falls below that set out in 4.3 and 4.4 the chair and vice-chair of the Board with the chair and vice-chair of the relevant committee/s will, with the consent of the trustee/s concerned, appoint additional trustee/s to serve until the following November Board meeting.
  - 4.10 If the number of members on the Disciplinary Committee falls below that set out in 4.5, on the proposal of the chair and vice chair of the Board, additional committee member/s will be appointed by the board to serve for the remainder of the term of the board
- 5. Land Management Committee**
- 5.1 Land Management Committee will meet in December, with additional meetings as required.
  - 5.2 A chair and vice-chair will be elected at the December meeting in accordance with procedures adopted for the Board appointments in clauses 3.2-3.6. In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
  - 5.3 The quorum for Land Management meetings shall be 5 trustees.
  - 5.4 If a quorum is not present, the meeting shall be adjourned to the next available date.
- 6. Finance, Administration and Resources Committee**
- 6.1 Finance, Administration and Resources Committee will meet in August and December with additional meetings as required.
  - 6.2 A chair and vice-chair will be elected at the December meeting in accordance with procedures adopted for the Board appointments in clauses 3.2-3.6. In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled by election at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
  - 6.3 The quorum for Finance, Administration and Resources meetings shall be 5 trustees.
  - 6.4 If a quorum is not present, the meeting shall be adjourned to the next available date.
- 7. Governance Committee**
- 7.1 Governance Committee will meet in January, with additional meetings as required.
  - 7.2 A chair and vice-chair will be elected at the January meeting in accordance with procedures adopted for the Board appointments in clauses 3.2-3.6. In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled by election at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
  - 7.3 The quorum for Governance Committee meetings shall be 4 trustees.
  - 7.4 If a quorum is not present, the meeting shall be adjourned to the next available date.
- 8. Staffing Committee**
- 8.1 Staffing Committee will meet at least once per year in January with additional meetings as required.
  - 8.2 A chair and vice-chair will be elected at the January meeting in accordance with procedures adopted for the Board appointments in clauses 3.2-3.6. In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled by

- election at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
- 8.3 The quorum for Staffing Committee meetings shall be 4 trustees.
- 8.4 If a quorum is not present, the meeting shall be adjourned to the next available date.
- 9. Disciplinary Committee**
- 9.1 The Disciplinary Committee will be appointed for the term of the Board and will meet only when required under the disciplinary procedure.
- 9.2 A chair will be appointed by the committee at its first meeting and will remain in place for the term of the Board. In the event of the position of chair becoming vacant mid-term, the post will be filled by election at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
- 9.3 The quorum of the Disciplinary Committee will be 6 trustees
- 9.4 If a quorum is not present, the meeting shall be adjourned for such period as the members of the committee present agree.
- 10. Ordinary Meetings of the Board and Committees**
- 10.1 Five clear working days' notice of ordinary Board and committee meetings will be given by means of the agenda and relevant papers posted or emailed to each trustee at their usual or last known address.
- 10.2 Notice under 10.1 will be given by post unless a trustee has indicated in writing that he/she wishes to receive papers by email.
- 11. Appointment of Auditors and approval of the Trust's annual accounts**
- 11.1 The approval of the Trustees' Annual Report and Accounts for the year ending 31 March and for the appointment of Auditors, shall take place at a meeting of the Board which takes place before 31 December in the same year.
- 11.2 Notice of this meeting will be given to the public in accordance with the Commissioners' Clauses Act 1847. The agenda and papers for trustees will be sent out in accordance with Standing Order 10.
- 11.3 Any levy payer wishing to vote at the meeting on the appointment of auditors must show a copy of their council tax bill to confirm their entitlement to vote.
- 11.4 Any levy payer wishing to propose a firm of auditors for appointment must notify the Trust of their proposal at least 12 clear working days before the meeting.
- 12. Special Meetings**
- 12.1 The chair of the Board or any 10 or more trustees may call for a Special Meeting of the Board.
- 12.2 The Secretary to the Board may call a Special Meeting of the Board in the event of the resignation or death of the chair.
- 12.3 The chair of each committee, or any 5 or more Members of that committee, may call for a Special Meeting of that committee.
- 12.4 At least 48 hours' notice is required for Special Meetings of the Board or committees.
- 12.5 No business other than that set out in the notice of the meeting shall be transacted at the Special Meeting.
- 12.6 Notice of the Special Meeting will be given by means of the agenda and relevant papers emailed to each trustee at their usual or last known address unless no email address has been provided.
- 12.7 The quorum for any special meeting shall be as set out in clauses 2.2, 5.3, 6.3, 7.3 and 8.3 and if a quorum is not present the meeting shall be adjourned for such period as is agreed by those present.
- 13. Attendance by the Public**
- 13.1 All Meetings of the Board, and its committees, shall be open to the public (subject to Standing Order 18.5) unless the Board or committee, by resolution, excludes the public for the whole or part of the proceeding by reason of the exempt or confidential nature

- of the business to be transacted. For further information see Section 5 of the Governance Handbook. (see also Standing Order 18)
- 13.2 Members of the public may address a meeting, subject to the text of the proposed statement being received at the office by noon, 1 clear working day preceding the meeting. Members of the public will speak in the same order as notifications are received. If a member of the public wishes to make a statement but is unable to be present at the meeting, they may nominate another member of the public to read out the statement for them; the nominee may not be a member of the MHT Board or staff.
  - 13.3 A member of the public may only address a committee meeting on a topic which is relevant to agenda items for that meeting.
  - 13.4 An address by a member of the public shall be limited to 3 minutes per person, with 30 minutes set aside in total for this item.
  - 13.5 The chair may also, at their discretion, suspend the meeting to hear views of the public on agenda items under discussion
- 14. Order of Business for Board Meetings**
- 14.1 The agenda for the Board shall be decided by the chair and vice-chair, in consultation with the CEO and Secretary to the Board, in accordance with the clauses 14.2 – 14.13 below.
  - 14.2 **Site visit.** Where appropriate to the issues on the agenda, the Board Meeting may be preceded by a site visit. Site visits are for information gathering purposes only. Notice of the site visit shall be included with the agenda and papers for the meeting.
  - 14.3 **Present and Apologies.** The minutes shall record the names of all trustees and officers present, together with apologies for absence received.
  - 14.4 **Chair's Announcements**, if any. These may include:
    - Information items
    - Notice of Urgent Business Items
  - 14.5 **Declarations of interest** by members of the Board on any item on the agenda as specified in the Trust's Conflict of Interest policy.
  - 14.6 **Public speakers**, if any. Maximum 30 minutes for this item.
  - 14.7 **Minutes.** The minutes of the last Ordinary Meeting, and any Special Meetings of the Board that have been held, will be verified by the Board and signed by the chair.
  - 14.8 **Matters arising.** To report any matters arising from the minutes which will not otherwise be discussed.
  - 14.9 **Committee Reports.**
    - 14.9.1** Committee minutes are approved by email in advance of Board meetings.
    - 14.9.2** The chair of the relevant committee will present the report to the Board, drawing attention to items of particular note and the committee's recommendations to the Board.
    - 14.9.3** The chair of the Board will invite the Board to adopt the minutes and any recommendations therein, subject to amendment if required.
  - 14.10 **Papers for consideration at Board.** Papers with recommendations for resolution by the Board. (Where appropriate, such papers may be advanced up the agenda according to relevance, importance and urgency).
  - 14.11 **Urgent Business.** Matters indicated under Chair's Announcements which need to be despatched prior to the next meeting. **NOTE:** Business which has not been included on the agenda will not normally be transacted at a meeting. However an item fulfilling the criteria set out in 14.12 may be accepted for decision.
  - 14.12 For the purposes of Standing Order 14.11 "urgent business" shall mean an item of business which if not discussed or decided upon at the meeting might reasonably be expected to result in prejudice of a financial, commercial, reputational or legal nature to the interests of the MHT.
  - 14.13 **Information.** To consider the Management Report, any other matters the CEO wishes to bring to the attention of trustees and reports from representatives on outside bodies.

**15. Order of Business for Committee Meetings**

- 15.1 The agenda for committee meetings shall be decided by their chair and vice-chair, in consultation with the chair and vice-chair of the Board, the CEO and relevant MHT staff.
- 15.2 The agenda shall, as far as appropriate, follow the order set out in Standing Order 14.
- 15.3 Trustees may attend any committee meeting. Those trustees who are not members of that committee may, at the discretion of the chair speak, but not vote, at the meeting.

**16. Reaching Decisions**

- 16.1 On any proposal which is included in the agenda for decision, the proposer or relevant staff member will introduce the proposal and explain the background and reasons for it.
- 16.2 Following presentation of the proposal as above, the chair will invite comments from trustees.
- 16.3 Upon the chair deciding that there has been adequate debate of the proposal they shall either put the original proposal to the trustees for a vote of approval, or put forward a related proposal which they judge as representing the consensus of the trustees' views following the debate.
- 16.4 Proposals shall be determined by a majority of votes of the trustees present.
- 16.5 If any member requests a paper ballot, this will be put to the meeting and the vote taken by this method if 1/3 of trustees present and eligible to vote agree.
- 16.6 If there are equal numbers of votes for and against a proposal, then the chair may give a casting vote, or determine that the proposal should be deferred.
- 16.7 Where a proposal fails after full debate and voting, trustees may, through the chair, propose an alternative recommendation for debate, following the above process.
- 16.8 Any trustee may require their vote to be recorded in the minutes.
- 16.9 Where the legality of any decision comes under question, and/or further facts material to the decision come to light, the Board or committee chair, or any 4 Members of the Board may call in the decision for reconsideration. Otherwise decisions of the Board shall not be revisited within 6 months unless notice in writing is given bearing the names of at least one third of the Board.
- 16.10 When the Board makes a decision, even though it may not be unanimous, the decision is deemed to be the responsibility of all trustees and so all trustees are expected not to undermine the decision once made.

**17. Conduct at Meetings**

- 17.1 At every meeting, the chair, if present, shall preside. If the chair is absent, the vice-chair shall preside. If the vice-chair is also absent, the trustees present shall elect one of their number to preside for that meeting.
- 17.2 Individuals wishing to speak should seek the attention of the chair and wait their turn to speak, only when directed by the chair.
- 17.3 Trustees must address all contributions to the meeting via the chair and shall avoid interruption, uninvited comments, or individual discussions with other trustees.
- 17.4 Trustees shall actively engage in discussion, debate and voting in meetings; contributing in a considered and constructive way, listening carefully and challenging respectfully.
- 17.5 Points of order arising at a meeting shall be decided by the chair, whose ruling shall not be called into question.

**18. Disorderly Conduct**

- 18.1 No trustee shall, at any meeting, persistently disregard the ruling of the chair, wilfully obstruct business or behave in such a manner as to cause offence or breach the MHT Code of Conduct.
- 18.2 If the chair identifies breaches under 18.1 or trustees raise such a breach as a point of order, a first verbal warning will be issued to the trustee concerned. This will be noted in the minutes and the chair may, at his or her discretion, instruct other trustees to disregard their contribution.
- 18.3 If an individual breaches 18.1 for a second time they may be asked to leave the meeting. This will be noted in the minutes, explaining briefly the reasons for exclusion

- from the meeting. The chair may, at his or her discretion, refer the breach to the Disciplinary Committee for consideration under the MHT Code of Conduct.
- 18.4 If this ruling is disobeyed, the chair may suspend the meeting, or take such further steps as may reasonably be necessary.
- 18.5 In the event of any member/s of the public persistently interrupting or behaving in such a way as to disrupt the business of the meeting, the chair should ask the person/s concerned to stop. If they fail to do so, the chair may ask the person/s to leave the meeting. If they fail to do so the chair may adjourn the meeting for such period as is considered expedient or take such other action as they consider appropriate.
- 19. Working Groups/Parties**
- 19.1 The Board and each committee shall have the power to appoint a working group to consider matters relevant to that committee.
- 19.2 The objectives, terms of reference, duration, composition and reporting arrangements of the working group will be defined by the Board or relevant appointing committee.
- 19.3 The CEO, or an officer appointed by the CEO may sit as an ex-officio member of the working group.
- 19.4 The working group may appoint representatives of outside bodies or other individuals who are not trustees, subject to confidentiality requirements appropriate to the issues under discussion.
- 19.5 Reports of, and recommendations by, the working group shall be made to the Board or relevant appointing committee.
- 19.6 All resource implications, whether relating to staff time or finance, must be identified and approved by the Board unless previously budgeted for within the committee or falling within the relevant officer's delegated powers of approval.
- 20. MHT Records**
- 20.1 Minutes of the Board and committees shall be recorded in line with Charity Commission best practice.
- 20.2 All minutes shall be signed by the chair to indicate that they are a true and accurate record of proceedings.
- 20.3 Minutes must be retained, together with all supporting books, papers, photographs and plans, or any other material required to understand the factors considered in reaching decisions.
- 20.4 Minutes will be open to inspection by the public, and uploaded onto MHT's website, unless exempt on the grounds that their release would be prejudicial to the public interest by reason of the exempt or confidential nature of the business transacted. For further information on exempt information see Section 5 of the Governance Handbook.
- 20.5 Original minutes and related papers may not be removed from MHT offices without the express permission of the CEO and shall be returned as directed by the CEO.
- 20.6 MHT may make a reasonable charge for providing copies of these papers.
- 21. Seal**
- 21.1 The Seal of the Board shall be attached to any document which requires that action to be taken.
- 21.2 The affixing of the Seal shall be attested by the CEO or Secretary to the Board or in the event of their both being absent, by the chair or vice-chair of the Board.

**22. Approval of Standing Orders**

These Standing Orders were approved at the Meeting of the Board held on 5 October 2023 and shall remain in force until the Board otherwise determines. It will be the responsibility of the Governance Committee to review Standing Orders in future and to recommend any amendments to the Board.

Signed under Seal

Duncan Bridges: CEO:  
Chair of the Board.

## **Protocol for virtual meetings**

This protocol was adopted on 11 June 2020 as an addendum to Standing Orders to cover any meetings of the Trust held by video/telephone conference.

Except in so far as they are inconsistent with this protocol, Standing Orders will continue to apply.

### **Notice of meetings**

1. Virtual meetings will take place by way of video/telephone conference for all trustees and will be streamed to the public. The link for the stream will be set out on the agenda for the meeting and on the Trust's website.
2. Meetings will be called on the notice as specified in Standing Orders, or as otherwise decided by the Board. The agenda for all meetings and non-confidential papers will be published on the Trust web site.
3. In addition trustees will receive a notice by E-mail setting out instructions for joining the meeting. Joining will commence 15 minutes before the time the meeting is due to start. Any trustee not using E mail will be sent the information by first class post.

### **Members of the public**

4. Members of the public can view the meetings which will be streamed contemporaneously. In substitution for the process set out in Standing Order 13.2, members of the public can forward a short statement to the Trust (by post or to [info@malvern hills.org.uk](mailto:info@malvern hills.org.uk)) to be read out at the meeting. The statement should be of such length that it can be read out loud in 3 minutes or less. These statements must arrive no later than by noon, 1 clear working day before the meeting. They will be circulated to trustees, posted on the Trust's website if possible and read out verbatim at the meeting. The Trust reserves the right not to publish content which is defamatory or otherwise unlawful.

### **Joining the meeting**

5. Trustees should join the meeting at least 10 minutes before the designated start time on the agenda. Be aware that streaming may already have started.
6. Trustees should enter their first name and family name when going through the process of joining the meeting
7. Members and officers attending a virtual meeting should ensure:
  - a) they have no audible background noise when participating in the meeting
  - b) they mute their microphone when they are not speaking
  - c) they stay for the duration of the meeting if possible
  - d) before they speak, they clearly state their name
  - e) they do not speak when somebody else is speaking
  - f) they signal by means of a raised hand that they wish to speak and await the invitation of the Chair

### **Chairing the meeting**

8. The Chair will as far as possible conduct the meeting in accordance with the protocol, but may at his discretion adopt other arrangements to ensure the smooth running of the meeting and completion of any business.
9. The Chair should ensure that any participants using audio only have the opportunity to contribute to the meeting.

### **In the meeting**

10. A trustee is present at the meeting if he/she has joined the meeting by video link, audio link or telephone so that he/she can hear (and if possible see) other trustees speak and be heard (and if possible be seen) by them. At the beginning of the meeting the Chair will ask an officer to read out the names of all those who are present at the meeting in order to assist those using audio only.
11. If a trustee has IT problems and loses connection with the meeting, he/she should attempt to re-join as quickly as possible. Where practical the meeting administrator will record that a trustee has left the meeting or re-joined.
12. If a trustee has persistent IT problems which disrupt the conduct of the meeting, and which cannot be resolved, the Chair may at his discretion ask the trustee to leave the meeting and re-join by telephone.

### **Quorum**

13. The Quorum for any meeting is as set out in Standing Orders or as decided by the Board in relation to ad hoc committees.
14. The meeting will not be stopped because any trustee has lost connection with the meeting, unless the meeting becomes inquorate.
15. If number of trustees present falls below the quorum or if there is a failure which causes the administrator to leave the meeting or the meeting is otherwise terminated, the chair will adjourn for a period at his discretion to see if lost connections can be restored or the meeting re-started.
16. If this is not possible, the Chair will adjourn the meeting to a date to be fixed (or can declare the meeting closed if there is no further business which needs to be transacted).

### **Interests**

17. If a member has declared a conflict of loyalty in respect of any item under discussion, the Chair will not invite that trustee to vote on the matter in question. If any trustee has a personal conflict of interest he/she will be asked to leave the meeting and will be E-mailed or called by telephone and asked to re-join once the item is concluded.

### **Confidential items**

18. Any confidential items will be taken in a separate meeting. All trustees will have to leave the first meeting and join a second meeting which will not be streamed.
19. If the discussion of a confidential/exempt item is required, prior to the meeting every trustee will be asked to sign and return by E-mail or letter confirmation verifying that their venue is secure, that no member of the public (including members of their family) will have access to that part of the meeting, that they have not forwarded the meeting invitation or disclosed the meeting access code to any third party and that no recording of the proceedings will be made.



Any trustee who has not done this will be asked to leave the meeting, and if they decline to do so, will be removed.

**Proposing and seconding**

20. Any trustee proposing or seconding a motion should state his/her name

**Voting**

21. When the chair is satisfied that a matter has been adequately discussed, he will ask for a proposer and seconder for the motion. An officer will then go down the list of attending trustees and ask them whether they wish to vote for, against or wish to abstain.

22. A vote can be taken in the absence of any trustee who is unable to participate remotely so long as the meeting is quorate. The Chair may at his discretion suspend the meeting to allow trustees who have lost connection to re-join.

23. The Secretary to the Board or other officer will then state the result of the vote. Individual votes will not be mintued unless this is specifically requested.

**Standing Committee meetings**

24. Any Member, not a member of the relevant committee, wishing to participate in the virtual meeting must submit their request by email to the Secretary to the Board in advance of the meeting taking place.

# **Conflicts of Interest Policy**

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## **Malvern Hills Trust**

Registered Charity Number 515804

Adopted 9 March 2017

## **1 Purpose and scope**

- 1.1 This document sets out the rules the Board of Malvern Hills Trust (MHT) wishes to adopt for managing potential and actual conflicts of interest or loyalty affecting Board Members of MHT. It applies to all Board Members. Its purpose is to enable Board Members to ensure the open and proper management of any particular conflict in order to ensure that all decisions are taken in MHT's best interests and that both MHT and the individuals involved are protected from any appearance of impropriety and that public trust and confidence in MHT can be maintained.
- 1.2 It is intended to ensure that MHT is not placed in a position where, even though Board Members may have acted in the best interests of the charity, those outside the Board may gain an impression, or have a suspicion, that a Board Member had a conflict of interest or loyalty. Accurate or otherwise, such an impression could damage the reputation of MHT and result in MHT having to invest time and energy in justifying its actions and defending its reputation, thereby deflecting resources from its objectives.
- 1.3 Where the term conflict of interest is referred to in this policy, it includes both personal interests of the member or a connected person (see 3.7 below), whether financial or otherwise, and conflict of duty or loyalty described under 3.5 below.
- 1.4 Where a potential conflict arises, it is the responsibility of all the Board Members to make sure that it is addressed, not just the member concerned.
- 1.5 Except where otherwise indicated by the context, any masculine term used in this policy also shall include the feminine.
- 1.6 Where examples are set out in this policy, they are not to be taken as a definitive list and are without prejudice to the generality of a foregoing statement.

## **2 Background**

- 2.1 Board Members have a legal obligation to act in the best interests of MHT and in accordance with its governing documents. They are expected to act impartially and objectively, and to take steps to avoid conflicts of interest or apparent conflict of interest.
- 2.2 Conflicts inhibit free discussion, may result in decisions that are not in the best interests of MHT and risk giving the impression that the Board Members have acted improperly.
- 2.3 Conflicts can come in all shapes and sizes. Board Members should be alive to this, and each Board Member has a responsibility to identify where there may be a conflict in relation to themselves, a person connected to them or a conflict of loyalty (including as a result of membership of or responsibility to another organisation).

## **3 Legal context**

- 3.1 There are some fundamental legal issues Board Members should ensure they understand. These are summarised below.

### **3.2 Board Member benefits**

- 3.2.1 Board Members cannot receive any personal benefit from the MHT unless they have express legal authority to do so. "Benefit" includes any property, goods or services which may have a monetary value, as well as money. This will include payments to a Board Member for providing goods or services to the MHT on normal commercial terms. A Board Member who may derive any personal benefit of this kind from a transaction with MHT will have a conflict between their duty to the MHT and their own personal

interest in the benefit. It is the potential benefit (rather than any actual benefit) which gives rise to this conflict of interest.

- 3.2.2 A benefit does not include any permitted reimbursement of properly incurred out of pocket expenses.

### 3.3 General Board Member benefits

- 3.3.1 Board Members may receive the following "general" benefits (i.e. benefits that are available to all Board Members):

- indemnity insurance paid for by the MHT
- an annual car park pass

### 3.4 Personal Conflict of interest

- 3.4.1 A Board Member has a personal conflict of interest where he (or a connected person) has a financial or other personal interest in the outcome of a decision which could, or could be seen to, prevent the Board Member from making a decision only in the best interests of the charity. This would include a situation where one Board Member is affected more than others by the outcome of a decision.

### 3.5 Conflicts of loyalty

- 3.5.1 A Board Member who owes a loyalty to another person or organisation (eg a friend or relative, charity, council or limited company), who/which is involved in a transaction or arrangement with MHC or where a decision made by MHT will affect that person or organisation (or, in the case of a council, will affect some or all of the residents of that council area to a greater extent than residents in the Malvern Hills area generally), may have a conflict between their duty to MHT and their loyalty to the other person or organisation. This may be because for example they are a trustee, director, shareholder, member, officer or employee of that other organisation. Notwithstanding that the Board Member has no personal interest in the transaction or arrangement, and cannot benefit from it personally, he may have a conflict of loyalty.

- 3.5.2 Specifically,

- (a) a Board Member who is a member of a Council may have a conflict of loyalty in relation to decisions affecting that Council, its operations or which could affect the implementation of an agreed policy of that Council.
- (b) a Board Member who sits on an MHDC, Worcestershire County Council or Herefordshire Council Development Control Committee may have a conflict of loyalty in relation to decisions which are linked or could be linked to a past, current or future planning application which has or may come before the committee on which he sits. (eg: applications for easements in relation to potential development sites).
- (c) a Board member who is appointed by or nominated on behalf of a ward or parish may have a conflict of loyalty in relation to decisions affecting that ward or parish or which could affect the implementation of an agreed policy of that ward or parish.

### 3.6 Duty to avoid conflicts

- 3.6.1 Every Board Member has a personal responsibility to declare any conflict or potential conflict of interest in order to fulfil their legal duty to act in the best interests of MHT and to avoid any conflict of interest. The duty is not simply to mitigate any conflicts that arise, but to avoid them altogether.

### 3.7 Connected persons

- 3.7.1 A Board Member can be put in a position of conflict where the MHT enters into a transaction or arrangement with or makes a decision which affects a member of their family or a business in which they have an interest or anyone else who is "connected" to them. Any benefit to the connected person is a benefit to the Board Member. For this purpose a "connected" person is:

- any Board Member's spouse, civil partner, parent, child, brother, sister, grandparent or grandchild (or any spouse or civil partner of any of these people);
- any other person in a relationship with a Board Member which may reasonably be regarded as equivalent to that of a spouse or civil partner; or
- any company, LLP or partnership of which a Board Member or a person as set out in the bullets above is a paid director, member, partner or employee or a holder of more than 2 % of the issued share capital or capital.
- Any company LLP or partnership where 2 or more people listed above when taken together are holders of more than 2 % of the issued share capital or capital.

## 4 Declaration of interests

- 4.1 On appointment and when requested thereafter, Board Members must declare their interests and any gifts or hospitality accepted which might be seen to influence their role as a Board Member on the declaration of interests form attached to this policy. This declaration should include the interests as listed in 4.2 below of the member's spouse, civil partner or cohabitee where they are known.

- 4.2 Board Members should declare the following on the declaration of interests form:

- any post held in the ordinary course of employment or practice
- any company or firm where the Board Member is a partner or remunerated as a director
- membership of any professional body or trades union
- any body making a payment in relation to appointment as a Board Member
- any shareholding of more than 2 % of the issued share capital in any local company (whether public or private)
- any land owned or rented in parishes where MHT has a land holding or any land within 500metres of MHT land.
- any Board Membership or membership of any other charity (including any overseas charity)
- any body where the Board Member represents MHT

- any a) public authority or body b) company, industrial or provident society, charity or charitable body where the Board Member is a member or is in a position of management or control
  - any office held in any body, society, association or other institution in the public, private or voluntary sector, including posts such as president, chair, Board Member, chief executive, treasurer and secretary
  - consultancies, directorships or advisory positions
  - membership of a political party or pressure group with an interest in the activities of the MHT
  - gifts or hospitality offered, whether accepted or declined.
- 4.3 The Secretary to the Board will use the information provided by Board Members to maintain a register of interests for all Board Members. The register will be accessible to all Board Members and members of the public on request.
- 4.4 Board Members should amend their declarations of interest as soon as possible following any change in their circumstances and will, in any event, be invited to update their entries in November each year.
- 4.5 In addition to completing and updating the declaration of interests, every Board Member must declare to the other Board Members and the Secretary to the Board the nature and extent of any direct or indirect interest he may have in any existing transaction or arrangement with MHT or any transaction or arrangement proposed of which the Board Member is aware.
- 4.6 If Board Members are unsure of what to declare, or whether/when their declaration needs to be updated, they should contact the Secretary to the Board or the Director for guidance.
- 4.7 All Board Members must complete a Related Party transaction form on request every year prior to the preparation of the annual accounts

## **5 Managing conflicts**

- 5.1 This policy is not intended to inhibit the normal course of Board Member business. While recognising that identifying and managing conflicts is very important, the Board Members wish to deal with them in a way which recognises the materiality of the risk that a particular conflict may pose to the best interests of the MHT. The key points are set out below.

### **5.2 Declarations at meetings**

- 5.2.1 Every Board Member must declare their interests in any matter on the agenda at the start of every meeting stating the agenda item to which it relates and the nature of the interest.
- 5.2.2 If a Board Member realises part way through a meeting that they have an interest in an item under discussion, they should declare there and then
- 5.2.3 If a Board Member for any reason fails to declare an interest, this may be raised either by an officer or another Board Member.

### **5.3 General Board Member benefits**

- 5.3.1 Any Board Member who has a conflict of interest which arises exclusively out of the general Board Member benefits described, in paragraph 3.3 above, may vote, and count in the quorum on any vote, in relation to that benefit.

### **5.4 Personal conflicts of interest**

- 5.4.1 A Board Member who has a personal conflict of interest in relation to a particular transaction or arrangement (as referred to in paragraph 3.4) must not vote, or count in the quorum on any vote, in relation to any Board or Committee decision on such transaction or arrangement. The Board Member in question should not be present during any debate or vote on such transaction.

### **5.5 Conflicts of loyalty**

- 5.5.1 Where a Board Member has a conflict of loyalty (as outlined in 3.5) in relation to a particular transaction or arrangement and in which the Board Member has no personal interest, he may speak in any meeting at which such transaction or arrangement is being considered but should withdraw from the meeting before a vote is taken, and will not count towards the quorum.
- 5.5.2 If a Board Member is a member of another charity (such as the RSPB or National Trust), but is not in a position of management or control in relation to that charity (e.g. as a director or trustee) there is no requirement for a member to withdraw from a meeting and may take part in discussions, vote and count towards the quorum.

### **5.6 Decision making**

- 5.6.1 In the event of a conflict or potential conflict of interest arising which is not covered in 5.4 or 5.5 above, (or where there is any disagreement about the correct application of paragraphs 3.5.1 or 3.5.2 to that interest) it will be for the Members of the Board present at that meeting to consider whether the interest might, or might appear to affect the Board Member's judgement of the charity's best interests.
- 5.6.2 A Board Member with an actual or potential conflict of interest should, after having fully explained his position to the meeting, leave the meeting and not take part in any discussion or decision by the other Board Members about how best to manage that conflict (and should not vote or count in the quorum).
- 5.6.3 If a Board Member has a conflict of interest, they must not take part in a tender process or in managing or monitoring a contract to which that interest relates. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

### **5.7 Minutes**

- 5.7.1 The minutes of meetings will record the nature and extent of any conflict of interest and summarise the discussion and the actions taken to manage the conflict.

## **6 Appointment to outside bodies**

- 6.1 Where a Board Member has been appointed to represent MHT on the Recreation Advisory Panel, Wildlife Panel, 4C's, AONB or the Malvern Spa Association, they will not be required

to withdraw from any meeting of MHT where the affairs of that body are discussed and may take part in that discussion and vote and count towards the quorum, unless the discussion relates to any financial transaction between MHT and the other body.

## **7 Data protection**

- 7.1 The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998. Data will be processed only to ensure that Board Members act in the best interests of the MHT and that, except as required by law (including in respect of law enforcement or regulatory investigations), no other use will be made of the information provided.

## **8 Receipt of Information**

- 8.1 The Board or any Committee may decide to exclude a conflicted Board Member from receipt of information in relation to the matter under consideration. All Members of the Board should (in line with their duties as charity trustees) remain alert to the fact that whatever information they acquire in their role should remain confidential and not be used to the advantage of themselves, an external individual, or entity.
- 8.2 The Director may make a preliminary decision to withhold confidential Committee or Board papers circulated prior to a meeting from a Board member where in his reasonable opinion a Board Member has a conflict of interest in relation to the business to be considered at that meeting which will require him to withdraw from the meeting under this policy.
- 8.3 In the event of papers being withheld under 8.2 above, the Director shall:
- (a) Notify the affected Board Member of his decision and the reasons for it as soon as possible
  - (b) Notify all other Board Members and staff in receipt of the relevant paper, that the paper has been withheld from the Board Member concerned and the content should not be disclosed to him.
- 8.4 The Director's decision under 8.2 should be reported with reasons to the meeting to which the papers relate and the relevant Committee or the Board shall confirm or override his decision.
- 8.5 Where it is apparent from the register of interests that there are Board Members who have conflicts of interest in the subject matter to be discussed in any meeting, a notice shall be circulated by the Director with the papers for the meeting indicating:
- (a) The names of Board Members who may have a conflict of interest
  - (b) The nature of the conflict of interest
  - (c) The agenda item/s where the conflict of interest may arise.

## **9 Inquorate meetings**

- 9.1 If as a result of conflicts of interest in relation to a specific agenda item, a committee meeting becomes inquorate, discussion of that item will be suspended and the matter referred directly to the next Board meeting for decision.
- 9.2 If as a result of conflicts of interest in relation to a specific agenda item, a Board meeting becomes inquorate, discussion of that item will be suspended and a Special Meeting of the Board will be convened as soon as is practicable to deal with the agenda item.



## 10 **Review**

- 10.1 The Board Members will review this policy annually or at such other intervals as the Board may determine.

## Conflict of Interest Policy

### Procedure for dealing with conflicts of interest

The term “conflict of interest” applies to both personal conflict of interest (3.4.1) and conflict of loyalty (3.5.1). “The Policy” refers to the Conflict of Interest Policy.

1. The register of interests will be circulated to Board members (and included on the members’ section of the website in due course). Amendments will be notified as they arise.
2. The CEO or Secretary to the Board will, in advance of the meeting, alert those members who appear to have a potential conflict of interest and assist in deciding how the Policy applies to their situation if requested.
3. The Declarations of Interest item will continue to appear on the agenda at the start of the meeting, and members are required to declare any potential conflicts of interest under 5.2.1. Whilst making the declaration the member indicates whether they feel their position is such that they should leave the meeting under 5.4.1 or 5.5.1.
4. If a potential conflict of interest is identified (by the member affected, another member or an officer) but the member concerned does not believe they should leave the meeting, the Chair will invite that member to address the meeting on the reasons why there is either no potential conflict of interest or it is so minor that a reasonable person would not consider it material to the decision making process.
5. The member will then be asked to leave the meeting under 5.6.2 whilst the remaining committee or Board members decide how to deal with the conflict.
6. If several Board members share the same interest (eg members of an MHDC Development Control Committee) their cases may be considered together. If there are several Board members with interests of different types, they will be considered individually.
7. If the meeting becomes inquorate whilst considering how to deal with conflicts of interest, the matter will be dealt with under section 9 of the Policy.
8. Following a decision under item 5, the Board member will be invited back into the meeting and notified of the decision.
9. In the event that it is the Chair who has a conflict of interest but they indicate that they believe they should not be required to leave the meeting for the item concerned, the Vice Chair should immediately take the chair whilst the decision on the Chair’s potential conflict of interest is taken. If the Vice-Chair is unavailable (or also has a conflict of interest in relation to the same matter), the meeting will appoint a chair pro tem.
10. If it is decided that the Chair has a conflict in relation to any agenda item, the Chair should not chair that item, but the Vice Chair will do so. (Or another member will be appointed by the meeting to take the chair as in 9 above)
11. If the meeting has decided that a Board member has a conflict of interest and should leave the meeting, and that Board member refuses to comply with the Policy, the following will apply at the option of the unconflicted members:
  - a. The item may be adjourned to a later date
  - b. In the case of a Committee meeting, the item may be referred direct to the Board for decision
  - c. Discussion of the item may proceed but the conflicted member will not be counted in the quorum for the meeting nor will their vote be counted or
  - d. Any other course of action which is appropriate in the circumstances.

### Receipt of Information

12. Where the CEO has decided to withhold papers from a Board member under section 8 of the Policy, this will be reported to the meeting under the Declaration of Interest agenda item. The Board or Committee will make a decision pursuant to section 8.4 under the

agenda item Declarations of Interest or immediately prior to the agenda item to which the papers relate.

13. The Board or Committee may make a decision pursuant to section 8.1 of the Policy under the agenda item Declarations of Interest or immediately prior to the agenda item to which the papers relate.
14. When making a decision under 12 or 13 above, the affected Board member will be invited to explain their position to the meeting, but will then leave the meeting and not take part in any discussion or decision on whether the papers should be withheld.
15. The Board or Committee may resolve to close the meeting to the public whilst making a decision under 12 and 13 above.
16. If a decision is made to withhold papers from a Board member, then it should be made clear to other Board members that the contents of those papers must not be disclosed to that individual.

## **Section 5**

### **Exempt Information**

#### **Exempt Information and public access to information**

Since MHT exercises some public functions and has some responsibility for the environment, the public is entitled to inspect, with some restrictions, a wide range of information held by MHT. These include Board and committee papers and minutes; accounts; and reports containing environmental information. This relates only to information that MHT holds; the public cannot demand additional analyses or reports.

There is some information that the public is not allowed to inspect, such as personal and personnel information, in accordance with the Data Protection Act. There are other types of information that it would not be in the public interest to disclose. For example the quotes for a tender process would be commercially sensitive information whilst price negotiations are ensuing.

MHT is subject to the parts of the Local Government Act 1972 conferring rights of attending meetings and access to information and also to the Environmental Information Regulations.

MHT aims to be open and transparent in the management of the Malvern Hills and will endeavour to answer any questions and offer the information to the best of its capability. However, MHT is a small organisation, with limited systems and resources, and it may not be able to meet large, generic or particularly onerous requests. Where MHT is unable to meet a request, the enquirer will be informed of the reason why.

## Exempt Information Under Schedule 12A Local Government Act 1972

| CATEGORY                                                                                                                                                                                                                                                                     | CONDITION                                                                                                                                                                                                                                                                                                                                                                                                                   | EXAMPLE                                                                                                                                                                                                                               |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Information relating to an individual.                                                                                                                                                                                                                                    | Information is not exempt information unless it relates to and is recognisable as referring to a particular individual.                                                                                                                                                                                                                                                                                                     | Employees' terms and conditions of employment or disciplinary proceedings.<br>Former employees.<br>Applicants to become employees.<br>Information relating to tenants and former tenants.<br>Matters relating to individual trustees. |
| 2. Information which is likely to reveal the identity of an individual.                                                                                                                                                                                                      | Information is not exempt information unless it relates to and is recognisable as referring to a particular individual.                                                                                                                                                                                                                                                                                                     | As for 1 above plus, for example, an informant in a case of breach of byelaws.                                                                                                                                                        |
| 3. Information relating to the financial or business affairs of any particular person (including the authority holding that information).                                                                                                                                    | Information is not exempt if it must be registered under various statutes, such as the Companies Act or Charities Act. To be exempt the information must relate to a particular third person who must be identifiable.                                                                                                                                                                                                      | Information regarding tenders for contracts; quotations for services; contract details; land values etc.                                                                                                                              |
| 4. Information relating to any consultations or negotiations, or contemplated consultations and negotiations, in connection with any labour relations matter arising between the authority or a Minister of the Crown and employees of, or office holders of, the authority. | Information is only exempt if and for so long as its disclosure to the authority would prejudice the authority in those or any other consultations or negotiations in connection with a labour relations matter. ' <i>Labour relations matters</i> ' are as specified in paragraphs (a) to (g) of Section 29(1) of the Trade Unions and Labour Relations Act 1974 i.e. matters which may be the subject of a trade dispute. | Labour relations.                                                                                                                                                                                                                     |
| 5. Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings.                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                             | Instructions to Counsel and Counsel Opinions. Advice received, information obtained, or action to be taken in connection with any legal proceedings by or against the Trust.                                                          |
| 6. Information which reveals that the authority proposes:<br>(a) to give under any enactment a notice under or by virtue of which requirements are imposed on a person; or                                                                                                   | Information is exempt only if and so long as disclosure to the public might afford an opportunity to a person affected by the notice, order or direction to defeat the purpose for which the notice,                                                                                                                                                                                                                        | As for 5. above.                                                                                                                                                                                                                      |

|                                                                                                                                      |                                            |                   |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------|
| (b) to make an order or direction under any enactment.                                                                               | order or direction is to be given or made. |                   |
| 7. Information relating to any action taken or to be taken in connection with the prevention, investigation or prosecution of crime. |                                            | Self-explanatory. |

Where the meeting will determine any person's civil rights or obligations, or adversely affect their possessions, Article 6 of the Human Rights Act 1998 establishes a presumption that the meeting will be held in public unless a private hearing is necessary for one of the reasons specified in Article 6.

All of the categories above are subject to a 'public interest test' – information is only exempt if it comes within one of the above categories and the public interest in favour of maintaining that exemption outweighs the public interest in disclosing the information. The decision on whether the public interest test is satisfied rests with:

1. In relation to reports and whether they should be treated as exempt in advance of the meeting, the CEO, as the proper officer; and
2. The Board or committee itself when deciding whether to exclude the press and public from the meeting.

## **Section 6**

### **Representatives on Advisory Panels and Outside Bodies**

#### **Advisory Panels**

##### **Wildlife Panel**

The panel consists of expert naturalists and four Board members who meet at least twice a year and report on any changes in their particular field of expertise. The reports are then considered by the Land Management Committee. Under the constitution the Chair of the panel has to be a Board member and these four representatives are appointed at the November meeting of the Board.

##### **Recreation Advisory Panel**

The panel consists of 16 members, 12 representatives from twelve user groups and four Board members. The Board members are appointed at the November meeting of the Board. It meets twice a year to advise on recreational topics on MHT land. Reports of the meetings are considered by the Land Management Committee.

##### **Outside Bodies**

##### **Malvern Hills AONB Joint Advisory Committee & Spa Association**

At the November meeting the Board appoints 1 representative to serve on each of the Malvern Hills AONB Joint Advisory Committee and Malvern Spa Association. These representatives report to the Board at its quarterly meetings.

##### **Castlemorton Commons Coordinating Committee (4 C's)**

At the November meeting the Board appoints 2 representatives to serve on the 4 C's at the meetings held in May and November each year. The report from the meetings is included as an information item to the following Board Meeting.

## Section 7

### Policies and Guidelines

The following policies determine the operations of MHT. The policies are constantly under review to ensure compliance with changing legislation and best practice. Policy amendments can be recommended to the Board by any of the committees.

#### Staffing and Health & Safety

- **Staff Handbook, incorporating:**
  - Bribery policy
  - Data protection policy
  - Drugs and alcohol policy
  - Flexible working policy
  - Fraud policy
  - IT security and social networking policy
  - Lone working policy
  - Staff benefits policy (*formerly* Retirement gifts for employees)
  - Staff expenses for attending evening meetings
  - Volunteers policy
  - Use of electronic devices policy
  - Whistleblowing policy
- Abusive, persistent & vexatious complainants policy\*
- CEO appraisal procedure
- Equality, diversity, and inclusion policy\*
- Health and safety policy
- Prevention of bullying and harassment policy
- Relocation expenses policy
- Safeguarding policy\*
- Staff at confidential meetings
- Staff Trustee Protocol

#### Finance, Administration and Resources

- Accounting Policies and Procedures Manual, *incorporating*
  - Information security policy – credit card data
- Investment policy – Land Purchase Fund
- Investment policy – Parliamentary and Land Maintenance Fund
- Memorials and giving policy \*
- Privacy policy \*
- Local Government Pension Scheme (LGPS) discretions policy
- Reserves policy\*
- Vehicle replacement policy

#### Governance

- Access to information policy (coming autumn 2025)
- Complaints procedure \*
- **Governance Handbook, incorporating**
  - Conflicts of interest policy
  - Disciplinary procedure for trustees
  - Trustee Code of Conduct
- Social media policy\*



## Land Management

- Land acquisition policy
- **Land User Policy** (coming autumn 2025), *incorporating*
  - Circuses and fairs
  - Climbing \*
  - Cycling Code\*
  - Dogs Code\*
  - Filming/Photography \*
  - Fishing \*
  - Grass re-seeding
  - Hang gliding\*
  - Horse riding on enclosed land
  - Hunting and disturbance of wild animals\*
  - Model aircraft and drones\*
  - Mowing and grass cutting\*
  - Posters and Signs\*
  - Reinstatement
  - Sponsored walks & events \*
  - Suburban tree management\*

\* On web site

# Social Media Policy and Guidelines

Adopted 7<sup>th</sup> March 2024

## Background

Malvern Hills Trust (MHT) recognises the numerous benefits and opportunities which a social media presence offers. MHT aims to build relationships and engage with the local community by sharing news, information, stories, achievements and the work we do to conserve the Hills and Commons and keep them open for the enjoyment of the public.

Social media is an essential part of the way in which MHT communicates the work of the charity. MHT will actively use social media in a variety of ways including engaging with local people to help them to understand our work, posting information relating to the future management of the Hills, providing information to help visitors and local people enjoy the Hills safely, and to network with other similar organisations.

MHT will actively encourage staff to make effective and appropriate use of social media platforms to engage in conversation with the local community and other external stakeholders. While encouraging the use of social media, there are certain standards, outlined in this policy, which must be complied with.

To provide clarity and consistency for staff, board members and volunteers, this policy has been put in place to guide the use of social media, whether personal or professional, when relating to MHT and the charity's work. Guidance on best practice and how to engage through social media will be provided by the Community and Conservation Officer (CCO).

This policy must be used in conjunction with related MHT policies including the Equality, Diversity and Inclusion Policy, Privacy Policy, GDPR regulations, Acceptable Use of Computer Resources policy (Staff handbook) and Board Code of Conduct. Others are included in the 'Other policies and laws' section. The policy will be included in the Staff and Governance handbooks for Staff and Trustees.

This policy has been written in line with guidance from the Charity Commission and the recommended template provided by CharityComms (as referenced by the Charity Commission).

This policy will be reviewed every three years. Reviews may be made sooner when necessary.

## Scope of policy

Social media is the term given to web-based tools and applications which enable users to create and share content (words, images and video content), and network with each other through the sharing of information, opinions, knowledge and common interests. Examples include X (previously Twitter), Facebook, YouTube, Instagram and Pinterest.

This policy is intended for all MHT staff, volunteers and trustees and applies to content posted on both an MHT device and a personal device. The difference between a personal and professional opinion can be blurred on social media.

This policy sets out guidelines on how social media should be used to support the delivery and promotion of MHT, and the use of social media by staff/trustees/volunteers in both a professional and personal capacity. It sets out what to be aware of when interacting in these spaces and is designed to help stakeholder support and engage on the Trust's official social media channels, while protecting the charity and its reputation and preventing any legal issues.

Publication and commentary on social media carries similar obligations to any other kind of publication or commentary in the public domain.

There are no current restrictions to any social media sites at the MHT office. However, when using the internet at work, staff should refer to the Acceptable Use of Computer Resources policy.

The CCO is responsible for the day-to-day publishing, monitoring and management of our social media channels. If you have specific questions about any aspect of these channels, speak to the CCO.

### **Trust Social Media Accounts**

The Trust uses the following social media accounts:

Facebook [www.facebook.com/MalvernHillsTrust](http://www.facebook.com/MalvernHillsTrust) - This is the main social media account of the Trust. Latest news stories and the charity's updates are posted this account.

X (Twitter) [www.twitter.com/malvhillstrust](http://www.twitter.com/malvhillstrust) - Short news stories and immediate updates are posted on Twitter. Third party content is regularly shared on this platform.

Instagram [www.instagram.com/malvern\\_hills\\_trust](http://www.instagram.com/malvern_hills_trust) - This account is the newest platform used by the Trust. It is used predominantly for sharing images and is in development with a small number of followers.

### **Access to social media and controls**

The social media accounts are accessed and managed on a day-to-day basis by the CCO. The CCO responds to content and monitors social media accounts intermittently during office hours (typically from 9am to 5pm, Monday to Friday). Social media accounts are monitored very infrequently or not at all on evenings and weekends.

Passwords for social media accounts are kept securely. No other staff/trustees/volunteers have access without the CCO's permission.

The CCO is responsible for:

- Keeping up to date with technological developments
- Reviewing and updating all documentation relating to social media
- Delivering guidance and training on social media, including inductions for staff/trustees/volunteers
- Maintaining a directory of MHT social media accounts

- Posting content, monitoring, updating and editing content on social media accounts.
- Reviewing and moderating third party content and reporting to Line Manager/CEO/Chair if required

Line managers/CEO/Chair are responsible for:

- Addressing relevant concerns or questions regarding posts or comments on, or from professional and personal accounts
- Making decisions as to whether content should be deleted
- Creating content of a sensitive or high-profile nature
- Dealing with a social media crisis (see section 'Responding to third party content or incidents')
- Reporting outcomes, formal responses (off social media), or escalating the matter to involve external agencies where appropriate

## **Required conduct**

### **Guidelines – Using MHT's social media channels**

1. Content will be published by the CCO however, if other staff/trustees/volunteers wish to contribute to social media content they should speak to the CCO about this.
2. Staff/trustees/volunteers should ensure they always act in the best interest of the charity.
3. All social media content should have a purpose and a benefit for the Trust and accurately reflect the Trust's position.
4. Social media should bring value to the charity's audiences – answer questions, help and engage with users.
5. Staff/trustees/volunteers should take care with the presentation of content. Make sure that there are no typos, misspellings or grammatical errors and check the quality of images.
6. Staff/trustees/volunteers should carefully consider their content before posting. Respond to comments in a timely manner when a response is appropriate.
7. Staff/trustees/volunteers should check facts before posting particularly if sharing third party content. It should not automatically be assumed that material is accurate and reasonable steps should be taken where necessary to seek verification, for example by checking data/statistics and being wary of photo manipulation.
8. Be honest. Say what is known to be true or you have a good source for. If a mistake has been made, don't be afraid to admit it.
9. Staff/trustees/volunteers should refrain from offering personal opinions via MHT's social media accounts, either directly by commenting or indirectly by 'liking', 'sharing' or 'retweeting'. If in doubt about MHT's position on a particular issue, please speak to the CCO or CEO (depending on the type of content).
10. It is vital that MHT does not encourage others to risk their personal safety or that of others, to gather materials, for example a video of a stunt.

11. Staff/trustees should not encourage people to break the law to supply material for social media, such as using unauthorised video footage. All relevant rights for usage must be obtained before publishing material.
12. Staff/trustees/volunteers should not set up other Facebook groups or pages, Twitter accounts or any other social media channels on behalf of MHT. This could confuse messaging and brand awareness. By having official social media accounts in place, MHT can ensure consistency of the brand and focus on building a strong following.
13. MHT is not a political organisation and does not hold a view on party politics or have any affiliation with or links to political parties. The Trust has the right to express views on policy, including the policies of parties, but cannot tell people how to vote.
14. If a complaint is made on MHT's social media channels, the CCO should seek advice from their line manager / CEO before responding when appropriate.
15. Sometimes issues can arise on social media which can escalate into a crisis situation because they are sensitive or risk serious damage to the charity's reputation. Examples might include incorrect statements posted by staff or misinformation around a current issue e.g. the erection of a giant wellington boot statue on Worcestershire Beacon at huge cost. The nature of social media means that complaints are visible and can escalate quickly. Not acting can be detrimental to the charity.

MHT monitors other social media spaces for mentions of MHT to catch any issues or problems early. If there is an issue that could develop or has already developed into a crisis situation MHT will follow the steps identified in the Responding to third party content and incidents section.

If any staff/trustees/volunteers become aware of any comments online that they think have the potential to escalate into a crisis, whether on MHT's social media channels or elsewhere they should speak to the CCO immediately.

### **Guidelines – Use of personal social media accounts**

This policy does not intend to inhibit personal use of social media but instead flags up those areas in which conflicts may arise. MHT staff/trustees/volunteers are expected to behave appropriately, in accordance with MHT's policies, and in the best interests of the charity, both online and in person.

1. Be aware that any information made public could affect how people perceive MHT. You must make it clear that you are speaking for yourself and not on behalf of MHT. If you are using your personal social media accounts to promote and talk about MHT's work, you must use a disclaimer such as: 'The views expressed on this site are my own and don't necessarily represent MHT's positions, policies or opinions.'
2. Staff/trustees who have a personal blog or website which indicates in any way that they work at MHT should discuss any potential conflicts of interest with their line manager and the CCO. Similarly, staff who want to start blogging and wish to say that they work for MHT should discuss any potential conflicts of interest with their line manager and the CCO.

3. Those in senior management must take particular care as personal views published may be misunderstood as expressing MHT's view.
4. Use common sense and good judgement. Be aware of your association with MHT and ensure your profile and related content is consistent with how you wish to present yourself.
5. If a staff member/trustee/volunteer is contacted by the press about their social media posts that relate to MHT, they should under no circumstances respond directly. They should notify the CCO at the earliest opportunity.
6. MHT is not a political organisation and does not hold a view on party politics or have any affiliation with or links to political parties. When representing MHT, staff and trustees are expected to hold MHT's position of neutrality. Staff and trustees who are politically active (in their spare time or in other positions) need to be clear in separating their personal political identity from MHT and understand and avoid potential conflicts of interest.
7. Never use MHT's logos or trademarks unless approved to do so. Permission to use logos should be requested from the CCO.
8. Always protect yourself and the charity. Be careful with your privacy online and be cautious when sharing personal information. What you publish is widely accessible and will be around for a long time so consider the content carefully. Even deleted content may remain. When you are using social media sites at work, it is important that you do so safely. You can find more information on your responsibilities when using MHT computer systems in the Acceptable Use of Computer Resources policy.
9. Think about your reputation as well as the charity's. Express your opinions and deal with differences of opinion respectfully. Don't insult people or treat them badly. Passionate discussions and debates are fine, but you should always be respectful of others and their opinions. Be polite and the first to correct your own mistakes.
10. We encourage staff/trustees/volunteers to share tweets and posts that we have issued. When online in a personal capacity, you might also see opportunities to comment on or support MHT and the work we do. Where appropriate and using the guidelines within this policy, we encourage staff/trustees/volunteers to do this as it provides a human voice and raises our profile. However, if any content is controversial or misrepresented, please highlight this to the CCO who will respond as appropriate.

### **Guidance – Use by third parties**

MHT encourages commenting and engagement by the public on social media channels however, we do have some guidelines that we ask users to follow:

1. Be respectful of other people's opinions. Please do not use profanity, offensive or defamatory statements or illegal content.
2. Comments that include bullying, advertising or those that are considered as spamming will be removed where possible. Spamming is the posting of unrelated content or regularly posting duplicate posts or comments. In extreme circumstance, the user may be blocked from commenting.
3. We encourage users to 'flag' on Facebook or 'report' on X (formerly Twitter) any posts that they think are inappropriate.

## Guideline – Responding to third party content or incidents

Third party comments on MHT’s social media pages can come in several different forms and should each be addressed differently. Each comment or engagement will be dealt with on an individual basis and for its own merits.

Best practice is to respond to every comment. Ignoring a negative comment is unlikely to resolve the situation and so should be responded to appropriately.

The following guidelines have been published by Comms Creatives and are included to assist staff when making decisions about how to respond to different types of engagement.

| Type of engagement | Action                                                                                                                                                                                                                                  | Who                                                   | Next steps                                                                                                    |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>Complaint</b>   | <ul style="list-style-type: none"><li>• Answer their questions. Provide as much information as possible</li><li>• If this is a current topic, perhaps publish more information on website and link to it for similar comments</li></ul> | CCO                                                   | Follow up with staff for further information. Create a ‘latest news’ article or position statement on website |
| <b>Query</b>       | <ul style="list-style-type: none"><li>• Answer their questions. Provide as much information as possible.</li><li>• Speak to colleagues to ensure the information is correct and up to date if unsure.</li></ul>                         | CCO / other staff to provide information as requested | If the answer is not known immediately, post this and then respond when you have the answers.                 |
| <b>Compliment</b>  | <ul style="list-style-type: none"><li>• Thank them.</li><li>• If appropriate, ask if MHT can use/share their comments</li></ul>                                                                                                         | CCO                                                   | Pass on to staff as praise about the work of MHT                                                              |
| <b>Chat</b>        | <ul style="list-style-type: none"><li>• Engage in a conversation and find out more about their experience</li></ul>                                                                                                                     | CCO                                                   |                                                                                                               |
| <b>Attack</b>      | <ul style="list-style-type: none"><li>• Offer to help or apologise for how they feel.</li><li>• Speak to line manager for advice or report to CEO if concerned about content (possibly discriminatory etc).</li></ul>                   | CCO / Line Manager / CEO                              | Ask sender to direct message or email in                                                                      |
| <b>Spamming</b>    | <ul style="list-style-type: none"><li>• Ignore. Do not respond</li></ul>                                                                                                                                                                | CCO                                                   | Block persistent abusers from commenting / accessing MHT social media accounts.                               |

## Crisis Management Plan

Sometimes issues can arise on social media which can escalate into a crisis situation because they are sensitive or risk serious damage to the charity's reputation. An example of a crisis may be a large negative reaction online or viral spread of misinformation:

In these situations, the Crisis Management Plan may need to be enacted.

- Staff/trustee/volunteer to immediately report issue to CCO and CEO. The staff/trustee/volunteer should not respond to the comment.
- CEO to determine whether the post on the Trust's account should be deleted or responded to bearing the following in mind:

### Decision to Delete:

- The post should be deleted if it is illegal, discriminatory, confidential, contains personal information or is a breach of staff/trustee/volunteer policies.
- The post will be deleted by the CCO if requested by the CEO.
- If deleted, a statement should be posted on social media to clarify the situation for example "We have removed a post which contained offensive information. We apologise for any offence caused and are reviewing our policies relating to the content we post on social media." Or "We have removed a post on our social media which contained offensive statements. We will not tolerate hateful messages or behaviour."

### Decision to Respond:

- If the post is to be responded to, the CEO should work with CCO to create an immediate response, for example "Thank you for your comment. This is currently being investigated and we will share more information in due course." Or "We have recently been made aware of a post on social media regarding a potential issue and are currently looking into this. An update will be provided shortly."
- CEO to work with the CCO to provide an official statement which explains the situation and provides detail. Further information relating to the topic may be linked to from the social media account e.g. to the MHT website with a detailed description of the incident / background / MHT's position.
- Should the CCO be unavailable, the CEO will log into the social media accounts to delete or publish the response as required.
- For content on third party pages or groups, posts cannot be deleted by MHT. The CCO may request the removal of the post/content from the groups, or respond with an agreed statement on their page/group.
- The CEO will notify staff/trustees/volunteers to the issue at the earliest opportunity asking staff/trustees/volunteers to only respond with the official response provided by the CEO.
- All non-urgent scheduled MHT social media posts will be postponed until after the incident or until an appropriate time.
- CEO will determine whether the post should be reported to relevant authorities for example the police, other regulators or report a serious incident to the Charity Commission. The CCO will report offending posts to the relevant social media platform as required.



- CEO to continue to update staff/trustees/volunteers with the current situation and any resolutions.
- Review and update the social media policy in light of the incident.

## **Other relevant policies and laws**

### **Libel**

Libel is when a false written statement that is damaging to a person's reputation is published online or in print. Whether staff or trustees are posting content on social media as part of their job or in a personal capacity, they should not bring MHT into disrepute by making defamatory comments about individuals or other organisations or grounds.

### **Copyright law**

It is critical that all staff/trustees/volunteers abide by the laws governing copyright, under the Copyright, Designs and Patents Act 1988. Never use or adapt someone else's images or written content without permission. Failing to acknowledge the source/author/resource citation, where permission has been given to reproduce content, is also considered a breach of copyright.

### **Confidentiality**

Any communications that staff/trustees/volunteers make in a personal capacity must not breach confidentiality. For example, information meant for internal use only or information the MHT is not ready to disclose yet. For example, a news story that is embargoed for a particular date. Please refer to the Staff and Governance Handbooks for further information.

### **Discrimination and harassment**

Staff/trustees/volunteers should not post content that could be considered discriminatory against, or bullying or harassment of, any individual, on either an official MHT social media channel or a personal account. For example:

- Making offensive or derogatory comments relating to sex, gender, race, disability, sexual orientation, age, religion or belief.
- Using social media to bully another individual
- Posting images that are discriminatory or offensive or links to such content

This is in line with MHT's Equality and Diversity Policy.

### **Lobbying Act**

Charities are legally allowed to campaign to bring about a change in policy or law to further their organisational purpose. In most cases, spending on charity campaigns that are in accordance with charity law will not be regulated under electoral law. However, the Lobbying Act, which was passed in January 2014, states that during national elections (known as regulated periods) spending on campaigning activities may be regulated.

To abide by the Lobbying Act, campaigning activities on social media must not be seen as intending to influence people's voting choice. During these periods, all campaigning activity will be reviewed by the CEO.

### **Use of social media in the recruitment process**

Recruitment should be carried out in accordance with the associated procedures and guidelines. Any advertising of vacancies should be done through the CCO. Vacancies are shared on Facebook and Twitter.

There should be no systematic or routine checking of candidate's online social media activities during the recruitment process, as conducting these searches might lead to a presumption that an applicant's protected characteristics, such as religious beliefs or sexual orientation, played a part in a recruitment decision.

### **Protection and intervention**

The responsibility for measures of protection and intervention lies first with the social networking site itself. Different social networking sites offer different models of interventions in different areas. For more information, refer to the guidance available on the social networking site itself, for example Facebook. However, if a staff member/trustee considers that a person is/people are at risk of harm they should report this to the CEO immediately.

### **Under 18s and vulnerable people**

Young and vulnerable people face risks when using social networking sites. They may be at risk of being bullied, having sensitive or personal information on their profiles, or becoming targets for online grooming.

Where known, when communicating with young people under 18-years-old via social media, staff/trustees should ensure the online relationship with MHT follows the same rules as the offline 'real life' relationship. Staff/trustees should ensure that young people have been made aware of the risks of communicating and sharing information online and given guidance on security/privacy settings as necessary. Staff/trustees should ensure that the site itself is suitable for the young person and MHT content and other content is appropriate for them. Please refer to the Safeguarding Policy.

### **Responsibilities and breach of policy**

Everyone is responsible for their own compliance with this policy. Participation in social media on behalf of MHT is not a right but an opportunity so it must be treated seriously and with respect. For staff and trustees, breaches of policy may result in disciplinary action depending on the severity of the issue. Please refer to the Staff Handbook and the Governance Handbook for further information on trustee disciplinary procedures. Staff/trustees/volunteers who are unsure about whether something they propose to do on social media might breach this policy, should seek prior advice from the CCO.

## References

Charity Commission – [Charities and social media and checklist for developing a social media policy](#)

Charity Comms – [Social media policy template for charity](#)

Creative Comms – [Answering comments on social media](#)

Hootsuite – [Dealing with a social media crisis](#)

Somerset Wildlife Trust - <https://www.somersetwildlife.org/policies/social-media-policy>

## Policy review

This social media policy has been produced and approved by the Board. Should there be any questions relating to this policy, they should be referred to CCO/CEO/Chair.

This policy will be reviewed every three years. Reviews may be made sooner as required.

Next review date: February 2027



## **Equality, Diversity, and Inclusion Policy**

### **1. Our Vision**

- 1.1 The Malvern Hills and Commons are a stunning, unique and inspiring landscape that is enjoyed and respected by everyone in harmony with rich and flourishing wildlife, natural and cultural heritage.

### **2. Our Commitment to equality, diversity and inclusion**

- 2.1 Everyone is welcome

- 2.2 We are an equal opportunities employer and actively support human rights and all equality legislation and promote diversity and inclusion throughout the Trust. Our ethos is to respect and value people's differences, and to help everyone achieve more at work as well as in their personal lives so that they feel proud of who they are and of the part they play in our success.

- 2.3 In delivering its vision, the Malvern Hills Trust (MHT) aspires to be an equitable, diverse and inclusive organisation with zero tolerance for discrimination. We believe that all decisions about people at work should be based on the individual's abilities, skills, performance and behaviour and our business requirements. With these values at its core, MHT will consciously and continuously improve how it approaches its work, ensuring no individual is discriminated against.

- 2.4 We therefore aim to ensure that the values of equality, diversity, and respect for all are embedded into everything that we do.

- 2.5 This policy statement applies to anyone acting on behalf of MHT, including staff, trustees, volunteers, and partner organisations, all of whom have a responsibility to comply with its requirements and promote fairness in the workplace and to ensure their language, behaviour and actions are consistent with its spirit and contents.

- 2.6 Any substantiated/significant form of discrimination, abuse or harassment will result in disciplinary action being taken, including dismissal for serious cases. The policy will also be drawn to the attention of subcontractors and visitors.

### **3. Defining equality, diversity and inclusion**

- 3.1 Equality, diversity and inclusion (EDI) mean fair treatment and opportunities for all.

- 3.2 Equality means that individuals should be provided with the resources they need to have access to the same opportunities as the general population, eg equal job opportunities and fairness for employees and job applicants. In particular, it aims to remove prejudice and discrimination based on the following protected characteristics as defined under the Equality Act (2010):

- Age (or perceived age)
- Disability (past or present)
- Gender reassignment
- Marriage or civil partnership status
- Race, colour, nationality, ethnic or national origins
- Religion or belief
- Sex
- Sexual orientation
- Maternity, pregnancy or family leave

3.3 **Diversity** means recognising that everyone is different in a variety of visible and non-visible ways; for example, they might have different ages, religions, ethnicities, abilities, genders, etc. Importantly, it also means valuing those differences.

3.4 **Inclusion** concerns the active creation of a learning, working and social environment that is welcoming, which recognises and celebrates difference and is reflected in structures, practices and attitudes. An inclusive workplace means everyone feels valued at work. It lets all employees feel safe to:

- come up with different ideas;
- raise issues and suggestions to managers and trustees, knowing this is encouraged;
- try doing things differently from how they've been done before, with management and board approval.

## 4. Statement of policy

4.1 **Responsibilities** - we recognise our responsibilities under the Equality Act 2010 and are committed to meeting them in full. In particular, we recognise that we must have due regard as part of our decision-making processes to the requirements of s149 of the Equality Act 2010 (Public Sector Equality Duty), specifically, the need to:

- eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by or under the Act;
- advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it; and
- foster good relations between persons who share a relevant protected characteristic (see 3.2) and persons who do not share it.

4.2 **Culture** - we believe that a culture that embraces EDI will help us to ensure that everyone feels involved and included in our plans, programmes and activities. The MHT aims to:

- be a fair, diverse and inclusive place to work, which means we listen respectfully, to help us learn and understand different perspectives;
- represent all levels of society through our staff, board and volunteers;
- ensure our staff, trustees, volunteers and partners feel valued and respected;
- create an environment which respects and welcomes everyone and in which no form of bullying, harassment, disrespectful or discriminatory behaviour is tolerated by anyone towards anyone. This particularly applies in relation to the "protected characteristics"<sup>1</sup> named in the Equality Act 2010 (see para 3.2).

## 5. Values and behaviours

5.1 We endeavour to uphold the following values in all our work:

- **Public benefit** - we carry out our purposes for the public benefit; ie the interests of MHT's beneficiaries and the causes we work for are at the heart of everything we do;
- **Integrity** – MHT staff, trustees and volunteers uphold the highest level of institutional integrity and personal conduct at all times;
- **Openness** – staff, trustees, volunteers and the wider public can see and understand how we work, how we deal with problems when they arise and how we spend our funds.
- **Right to be safe** - Every person who volunteers with, works for or comes into contact with a charity is treated with dignity and respect, and feels that they are in a safe and supportive environment.

5.2 In accordance with best practice, as promoted by the [Committee for Standards in Public Life](#), our trustees are expected to sign up to and uphold a Code of Conduct, based on the Nolan Principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

## **6. Putting our equality, diversion and inclusion policy into practice**

**6.1 ‘Walking the talk’.** We recognise that an EDI Policy alone is not enough to ensure that these things are central to everything that we do. For the policy to be effective, we must all work to ensure:

- staff, trustees and volunteers feel valued and respected;
- different perspectives and experiences are celebrated and valued;
- people are treated fairly in all aspects of their work, including recruitment, training, development through career progression and volunteering;
- the working environment is free from bullying, harassment, victimisation and unlawful discrimination, dignity and respect for all are promoted and decisions concerning staff are based on merit and in line with the Equality Act;
- MHT has a reputation as an exemplary place to work; and
- there is a positive work/life balance for all.

**6.2 Training** - we recognise that many people are unfamiliar with the ways in which discrimination and disadvantage affect people’s health, well-being and quality of life. We will therefore support people to develop equalities awareness and understanding, and expect staff, trustees and volunteers to participate in relevant training modules as required.

**6.3 Policy assessment** – we will assess any significant new or revised policies and procedures for their impact on EDI. Accordingly, we will:

- embed EDI into our development plans; and
- ensure our employment practices and procedures are consistent with the aims of this policy.

**6.4 Accessibility** - we are committed to:

- using accessible venues for events and meetings;
- using plain English and offering accessible communications, eg emails, letters, reports and publicity materials, in a suitable format as far as it is within our means to do so.

## **7. Review and Monitoring**

**7.1** MHT is committed to long-term action to embed lasting improvement in ED&I performance in relation to its work.

**7.2** We recognise that it is important for us to review this policy regularly to ensure that it reflects up to date equality legislation and best practice. A review of our EDI Policy will be carried out on an annual basis as a minimum and any necessary actions taken.

## **8. Approval of Equality, Diversity and Inclusion Statement**

**8.1** This policy has been agreed by our Board of Trustees. It will also be subject to agreement with any trade union which staff choose to join or to which they belong.

**8.2** This policy should be read in conjunction with other MHT policies including the Trustees Code of Conduct

**8.3** Overall responsibility for the implementation of this policy lies with the CEO and our Board of Trustees.

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## STAFF / TRUSTEE PROTOCOL

### BOARD AND STAFF RESPONSIBILITIES

The Charity Commission's guidance *\*The Essential Trustee (CC3)\** outlines the duties of Trustees, which are reflected in the MHT Governance Handbook. Additional background on the distinction between Board (Trustees) and Executive (Staff) roles can be found in *\*The Charity Administration Handbook\**, a widely used reference for charities.

The MHT Trustees' Code of Conduct states:

*17. Recognise that my role as a Trustee is strategic and policy-focused, while the role of Staff is executive and operational, and respect that distinction.*

The **CEO** is responsible for managing Staff, including addressing behaviour or disciplinary issues. The **Chair** manages the Trustees and also serves as the CEO's line manager on behalf of the Board, speaking with the authority of the Board rather than as an individual.

Confidentiality must be maintained in all complaint or disciplinary matters. Names should not be shared unless required when issuing a formal outcome.

A programme of Trustee training is in place, including guidance on the distinction between Board and Executive responsibilities.

### WHO ARE THE TRUSTEES?

Many MHT Staff — particularly those who work predominantly in the field — may not know who the Trustees are or fully understand their role. Trustee names and photos are available on the MHT website, but Staff may not always recognise Trustees immediately when out on the Hills.

Trustees should therefore introduce themselves when meeting Staff. Trustees should also be mindful that Staff vary in experience, responsibilities and familiarity with MHT policies.

Trustees and Staff should always speak to each other professionally and respectfully.

### CREATING AN INCLUSIVE CULTURE – BEHAVIOUR EXPECTATIONS

MHT is committed to fostering a culture of equality, diversity and inclusion. Respectful behaviour is required of all individuals — Staff, Trustees and Volunteers. Bullying, harassment, discriminatory conduct or disrespect of any kind is not tolerated.

- Trustees play a key role in modelling this culture. Past instances of inappropriate behaviour have affected Staff wellbeing and the organisation's effectiveness, making clear behavioural expectations essential.



Trustees must not

- Issue instructions or monitor Staff progress directly.
- Lobby or seek to influence Staff.
- Attend Staff work locations without an appointment.
- Ask Staff for personal views on MHT policies or Board decisions.
- Observe or follow Staff in ways that could be perceived as monitoring or stalking.
- Criticise Staff work publicly or privately.
- Challenge Staff members' qualifications
- Expect responses outside normal working hours or demand immediate replies.

Staff who experience concerning behaviour should inform their line manager.

If unable to answer a Trustee question, Staff may say so and direct Trustees to the \*how to request or pass on information\* flowchart (Annex 1).

Trustees with concerns about a Staff member should raise them with the Chair, who will liaise with the CEO as appropriate.

Staff may raise concerns about Trustee behaviour using the Trustee Staff Point of Contact (POC) process described in Annex 2.

## **TRUSTEE QUESTIONS AND REQUESTS FOR INFORMATION**

MHT is committed to ensuring Trustees have the information needed to make informed strategic decisions.

Before contacting Staff, Trustees should:

1. Check whether the information is already available on the MHT website.
2. Consider whether the question should be addressed at a relevant committee meeting.

Otherwise, Trustees should use the Flowchart and online Referral Form, available on the Board Member area of the website, as described in Annex 1. Trustees without online access may send written enquiries to the Secretary to the Board (SttB).

Exceptions allowing direct contact include:

- Committee members carrying out approved committee work.
- Trustees participating in Board- or CEO-authorized working groups where short-term Staff interaction is required.





## Malvern Hills Trust

- Minor administrative queries or comments on papers or minutes should be sent to the SttB.

Referral Forms will be logged, prioritised and assigned for response. Staff will respond as promptly as possible – within seven working days - and may request clarification. Information requested by one Trustee will normally be shared with the full Board, via the Board Member area.

Comments on Board papers should be submitted in advance by email to the SttB, in order to give officers an opportunity to consider them before the meeting. Communication should remain polite and professional; the use of bold, capitals or red ink should be avoided as it may be perceived as hostile.

### TRUSTEE MEETINGS AND PHONE CALLS WITH STAFF

- **Meetings:** Trustees should not arrive unannounced at any premises expecting immediate access to Staff. Meeting requests must be submitted through the online Referral Form with sufficient notice. Meetings should take place on MHT premises.
- **Phone calls:** Trustees should not call Staff directly except in the limited circumstances described above. If direct calls occur, Staff may complete a Referral Form on the Trustee's behalf. The Chair, Vice Chair and Trustees may contact the CEO directly on sensitive matters, but this must not be used to bypass established procedures.

### TRUSTEE STAFF POINTS OF CONTACT (POCs)

Trustee Staff POCs:

- Support constructive relationships between Trustees and Staff.
- Provide an informal, confidential route for Staff to raise concerns
- Identify recurring themes or issues affecting Trustee–Executive relations and relay them to the Board.

Further detail and the associated flowchart are provided in Annex 2.

### PROGRAMME OF INFORMAL STAFF/TRUSTEE EVENTS

Staff are welcome to attend Board and Committee meetings in line with MHT policy.

There is an annual programme of work-related events to build understanding between Staff and Trustees, as well as informal events such as seasonal gatherings and farewells.



## Version Control - Approval and Review

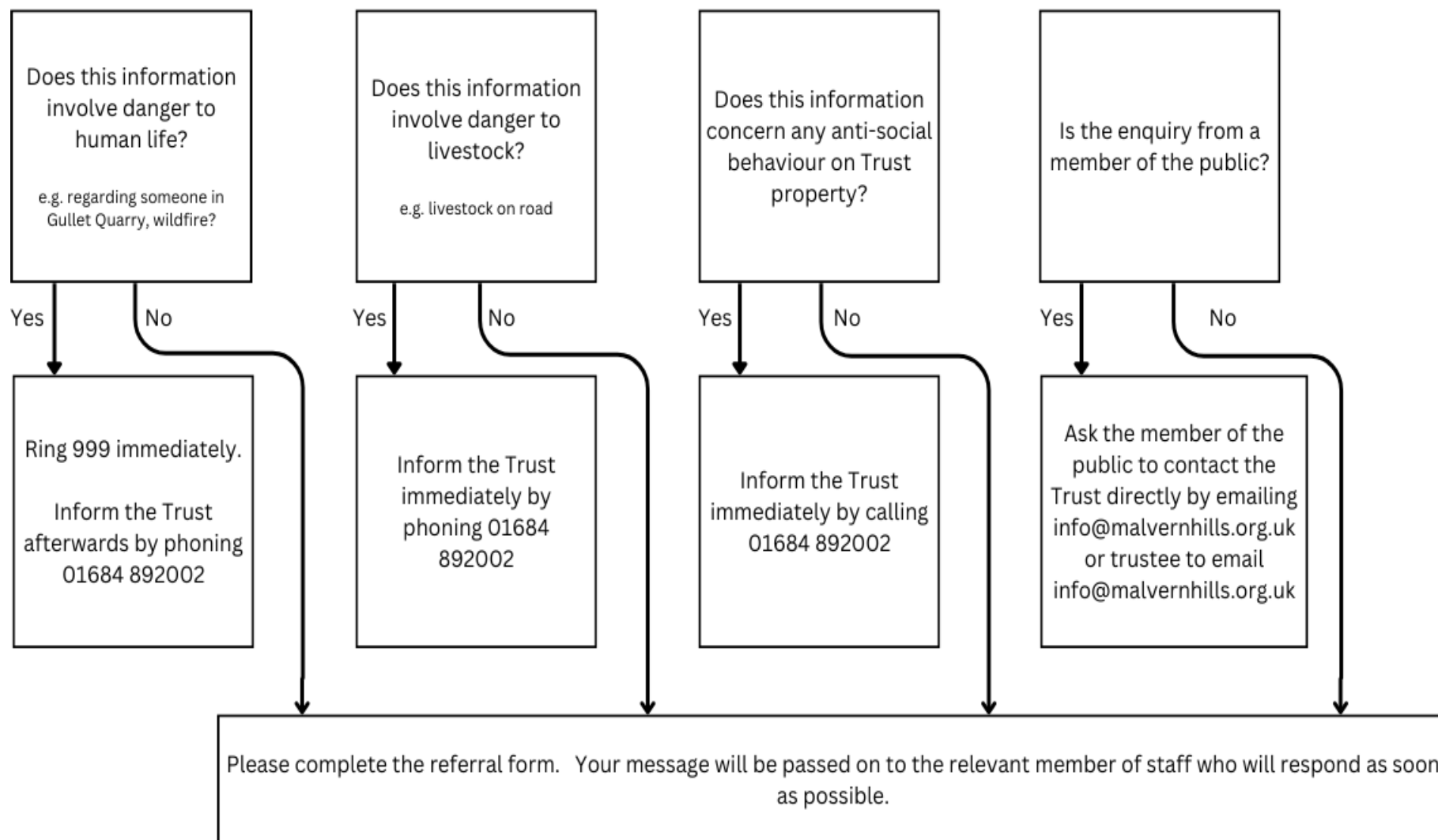
This Protocol will be reviewed annually.

| Version No | Approved By | Approval Date | Main Changes                                            | Review Period |
|------------|-------------|---------------|---------------------------------------------------------|---------------|
| 1.0        | Board       | May 2024      | Initial draft approved                                  | Annual        |
|            |             | May 2025      | Addition of Summary Sheet to Governance Handbook        | Annual        |
| 2.0        | Board       | May 2026      | Full revision to simplify text and make more accessible | Annual        |



## How to request or pass on information

### Type of Enquiry





## Trustee Points of Contact – what they do and how to reach them

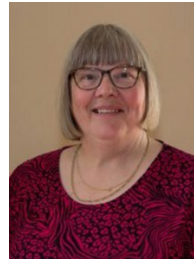
Annex 2

### Who they are

The Board has appointed two Trustees as Points of Contact (POCs) for staff. They are:



David Core



Lucy Hodgson

You can reach either David or Lucy during normal working hours, either via the office switchboard or c/o the Secretary to the Board. Please say who you would like to speak to and they will call you.

### What they do

The Trustee POC role is informal. POCs are here to:

- Support open, positive communication between Staff and Trustees.
- Provide a safe, informal place to raise concerns about interactions with Trustees before they become bigger issues.
- Listen to your experiences and share general feedback with the Board.
- Offer a confidential conversation (with a few exceptions<sup>1</sup>) if you don't feel able to raise something through your usual line management channels.
- Take no action without your agreement.
- Signpost you to relevant formal processes in the Staff Handbook, if it is not possible to resolve your concern informally.

Your normal management chain includes your line manager and the CEO. We encourage you to speak with them first. However, if you don't feel comfortable doing

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<sup>1</sup> Concerns involving safeguarding, criminal activity etc may need to be elevated. See the Trust's Safeguarding Policy for further information.



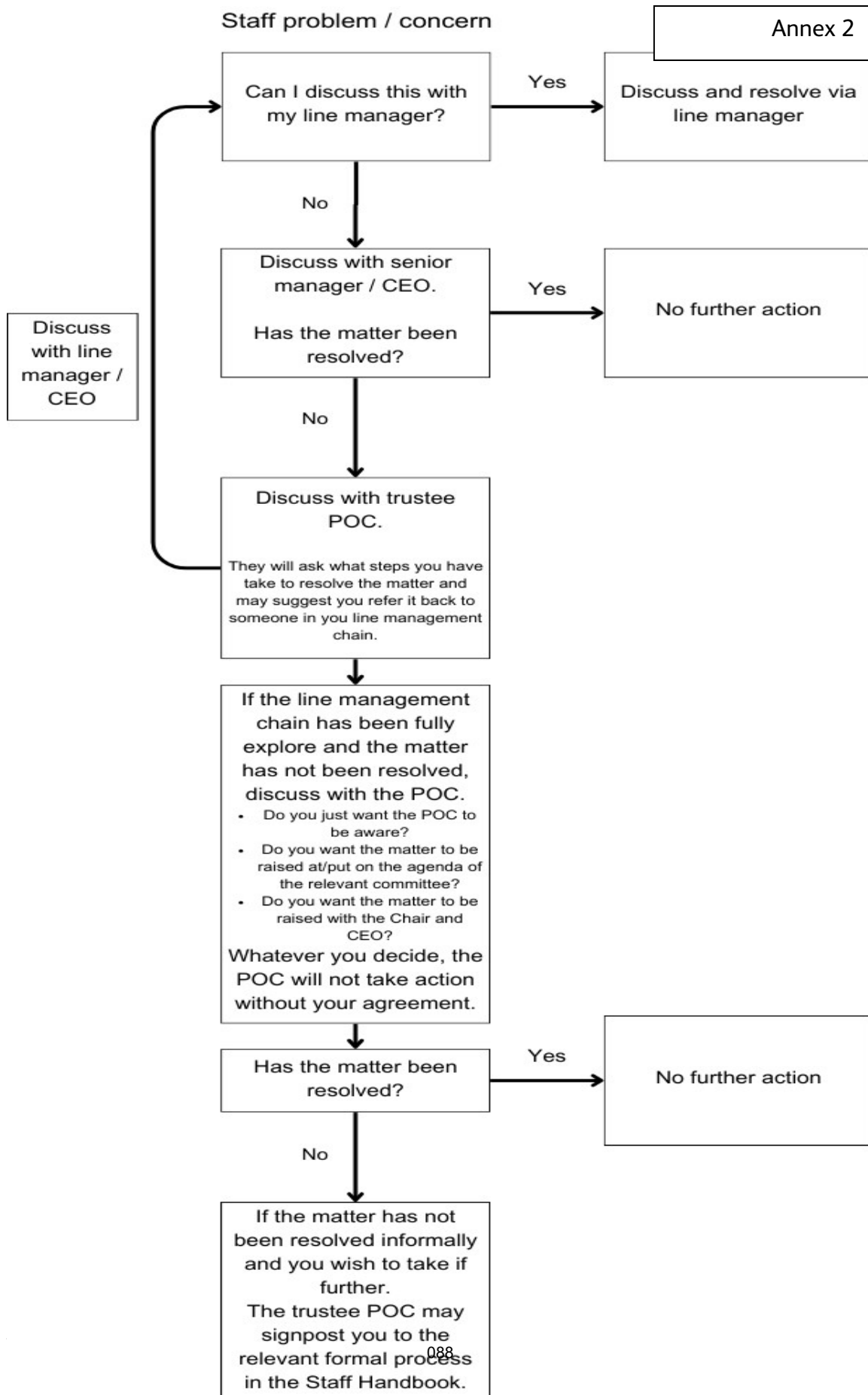
so, for whatever reason, it's absolutely fine to contact a Trustee POC. They will not replace or undermine your normal line management chain.

## **Staff Meetings**

The Trustee POCS attend every other All Staff Meeting. This gives staff the opportunity ask questions about Board strategy, policy and processes, and helps Trustees understand the issues that matter most to staff.

## **Reports to the Board**

Every 6-12 months, the POCs will provide a general, non-attributable summary for the Board of themes or concerns that have been raised with them.





## Prevention of Bullying and Harassment Policy

Approved by the Board on 11 September 2025

### Policy purpose and scope

This policy applies to everyone working at or with the Trust – employees, trustees volunteers and MHT visitors.

MHT is committed to having a working environment where everyone is treated with dignity and respect. The Trust does not tolerate bullying, harassment and/or victimisation and all trustees, employees and volunteers must comply with this policy. You are required to treat other people with respect and you must not behave in ways which may cause offence, or which could be considered to be harassment, bullying or victimisation.

The purpose of this policy document is to:-

- explain what bullying and harassment is,
- explain the rights and responsibilities of individuals,
- set out the responsibilities of MHT as an employer,
- give guidance on how to report allegations of bullying and harassment and
- give guidance and direction to trustees, managers and others about what to do when they are informed of allegations of bullying and harassment.

This policy can be used if you experience bullying, harassment and/or victimisation either at work or work events (including social functions, trustee meetings and work related visits). We encourage you to resolve any problems informally in the first instance.

### Definition of bullying, harassment and victimisation

Bullying and/or harassment can take place in a number of ways, either verbally or non-verbally, including face-to-face, behind your back, by telephone, email, text, social media or any other form of communication and it can also occur through the display or sharing of visual images.

**Bullying** - There is no statutory definition of bullying.

ACAS describes bullying as

“Behaviour from a person or group that is unwanted and makes you feel uncomfortable, including feeling:

Frightened; less respected or put down; made fun of or upset”

**Harassment** - This policy adopts the definition of harassment as set out in law as unwanted conduct related to a relevant protected characteristic or of a sexual nature, and where the conduct has the purpose or effect of violating an individual’s dignity, or creating an intimidating, hostile, degrading, humiliating or offensive environment for that individual. Protected characteristics are:



- age,
- disability,
- gender reassignment,
- marriage and civil partnership,
- pregnancy and maternity,
- race,
- religion or belief,
- sex and
- sexual orientation.

**Victimisation** - Victimisation is when someone treats you badly or subjects you to a detriment because you complain about discrimination or helped someone who has been the victim of discrimination (or they think you have).

## Examples

Bullying and/or harassment are not always obvious or apparent to others. It may be persistent or an isolated incident.

There are many actions and behaviours that would not amount to bullying and/or harassment. For example:

- fair and reasonable criticism of your performance or behaviour,
- a manager rejecting your personal request (such as a request for time off or for adjusted hours) because of a legitimate business need,
- constructive feedback,
- not being invited to a meeting where you are not required,
- being appropriately managed in accordance with any MHT policy, e.g. being placed on a performance procedure where your performance is not of an appropriate standard.

Examples of unacceptable behaviours which could constitute bullying or harassment (including sexual harassment) are:

- spreading malicious rumours, or insulting someone by word or behaviour;
- maliciously copying to others correspondence that is critical of someone;
- ridiculing or demeaning someone – picking on them or setting them up to fail;
- unjustified exclusion from work activities;
- victimisation;
- communicating in a demeaning manner;
- deliberately undermining a member of staff, trustee or volunteer, including by overloading or constant criticism;
- preventing individuals progressing by intentionally or unjustifiably blocking promotion or training opportunities;
- unwelcome sexual advances or sexual innuendo – touching, standing too close, display of offensive materials (including pornographic), asking for sexual favours;
- making decisions on the basis of sexual advances being accepted or rejected, or sending material of a sexual nature by any means; and
- making threats or comments about job security without foundation.





## Responsibilities

The Trust has a legal duty to protect its staff and a responsibility for its volunteers whilst they are working for the Trust and will not tolerate bullying and harassment of any kind. Senior staff and trustees have an obligation to tackle harassment, bullying and victimisation in the workplace. All allegations of bullying and harassment will be investigated and, if appropriate, disciplinary action will be taken.

Where you feel you can, you should actively discourage harassment, bullying or victimisation by making it clear you find such behaviour unacceptable. You should support colleagues who suffer any such treatment and who are considering making a formal complaint. You should alert a manager or Nominated Contact (see footnote) to any incident of harassment, bullying or victimisation to enable MHT to deal with the matter.

If you make an informal or formal bullying, harassment and/or victimisation complaint, you will be treated fairly, without victimisation or detriment. However, vexatious or malicious complaints will be dealt with in line with MHT's Disciplinary Policies.

## How to raise a Bullying or Harassment concern

Concerns should be raised informally in the first instance. Where necessary, modifications may be made to the process outlined below to ensure that concerns raised are considered and responded to in an appropriate way.

### Informal Process

Before using the formal process, where possible and appropriate, you are encouraged to try to resolve problems informally. Informal resolution can often help resolve matters more swiftly and help reduce the emotional impact on those involved. There are several routes you can take to raise your complaint informally and/or get support.

- If you feel able to do so, talk to the person you feel aggrieved with to explain the situation and how it made you feel. It can be helpful to describe the day, place, meeting or event that took place so the other person is clear about your concerns. You should use the opportunity to ask the person to change or stop their behaviour. It is important to remember that the other person may be unaware of their behaviour and/or the impact it has on you.
- If you are uncomfortable talking to the person you are aggrieved with alone, you may ask your line manager or another senior staff member, to be present.
- Such an informal approach may be all that is needed, but you should make and keep a note of what happened.
- If you feel unable to make the informal approach or if your request is ignored and the harassment continues, please contact one of the four Nominated Contacts as soon as possible. They will provide support, advice



and guidance to help you address your concerns and explore whether there are any other ways of resolving the matter informally.

If after exploring the informal process, the matter has not been satisfactorily resolved you may wish to raise a formal complaint.

## **Formal Process**

### ***Step 1: Making your formal complaint***

Your complaint should be put in writing, to one of the Nominated Contacts as soon as possible after the incident occurred. Please set out as much detail of your complaint as possible and include any supporting documentation you wish to be considered. You should also state how you would like the matter resolved.

### ***Step 2: Appointing someone to investigate***

The Nominated Contact will send you a written acknowledgement and ask for any additional information which he/she feels is necessary. He/she will then check that this policy is the most appropriate route for dealing with your complaint. If the behaviours or actions outlined in the complaint do not appear to have the potential to amount to bullying, harassment and/or victimisation, your case may be dealt with under the MHT Grievance Procedure. The Nominated Contact will discuss with you why they believe this is more appropriate and confirm that decision in writing.

If it is considered appropriate to deal with your complaint under this policy, the Nominated Contacts together (unless one of them is a party to the complaint, in which case that person or persons will take no part) will appoint someone (the Investigator) to fully investigate the complaint. This may be one of the Nominated Contacts. They may appoint someone appropriately qualified from outside the Trust, either as the Investigator or to act as a joint decision maker with the Investigator.

The Trust aims to deal with complaints within 30 calendar days from the date of receipt (or 60 calendar days for complaints involving a number of witnesses and/or a lot of evidence). You will be notified of the likely timescale as soon as possible. Where it is likely your case is not going to be completed within the notified timescale, you will be told of this and the reason(s) why.

### ***Step 3: Formal investigation***

As soon as possible, you will be invited to a formal meeting to discuss your complaint with the Investigator at a mutually convenient time. You will receive confirmation in writing of the date, time and location of this meeting (giving you five working days' notice to ensure you have sufficient time to prepare).

You have the right to be accompanied to this meeting by a trade union representative or colleague to support you through the process (not a practising lawyer or anyone directly involved in your case, e.g. a witness). You should inform the Investigator in advance of the name of the person accompanying you, so they can check there is no conflict of interest. Where there is a conflict of interest the Trust reserve the right to require you to find a different supporter.



At the meeting the Investigator will give you full opportunity to explain your complaint and may seek clarification including on any documentation submitted. It may be necessary to adjourn the meeting to allow for further investigation (for example so any witnesses can be spoken to) and you will be notified of the time and date when the meeting is to be resumed.

## **Points to note:**

- In exceptional cases, if the complaint is particularly sensitive (for example sexual harassment) and you do not feel able make the complaint in writing, you may talk to one of the Nominated Contacts instead.
- Consideration will be given at every stage to whether mediation or conciliation can be used to resolve matters.
- Consideration will be given to a temporary change in working arrangements.
- If the complaint involved actions which if proven, would be a criminal offence, the Investigator will discuss with the complainant whether the matter should be reported to the police.
- You may be required to participate in any disciplinary process, in which case full support will be provided to you.

## **Confidentiality and Data Disclosure**

Confidentiality is an important part of the application of this policy and we will respect and maintain your confidentiality where possible. We will also remind anyone involved in your complaint about their responsibilities to maintain confidentiality. There may be instances where information you have submitted and/or which we have collated in relation to your complaint under this policy may need to be disclosed, for example to other parties as part of the investigation and in accordance with MHT's legal or reporting obligations (eg where there is a concern about the safety of others). By submitting information during any step of the processes outlined in this policy, you agree to the disclosure of such information for the above purposes.

## **The Investigator's decision**

The Investigator determines if there is 'a case to answer'. After your complaint has been fully investigated and a conclusion has been reached, the Investigator will communicate their decision to you in writing. A meeting will be arranged with you and the Nominated Contact in order to discuss the outcome and what action, if any, should be taken. You have the right to bring a colleague or a trade union representative to the meeting. The subject of the complaint will also be informed of the outcome in writing. If the Investigator decides there is a case to answer, the matter will be dealt with under the relevant disciplinary process. For confidentiality reasons, we will be unable to inform you of the exact outcome of that process. However, you will be advised when that process has come to an end.

## **Your right to appeal**

If you wish to appeal the outcome of your complaint you must do so within 14 calendar days of the decision being provided to you in writing. You must set out in



writing to the Nominated Contact to whom your complaint was originally made your grounds of appeal ensuring you provide as much detail as possible and any supporting documentation.

Legitimate grounds for appeal may include:

- procedural errors,
- a failure to consider relevant evidence and/or
- a failure to address all allegations.

The Nominated Contacts will appoint someone who has not been involved with the complaint to hear the appeal (Appeal Manager). MHT aims to offer you a date for an appeal hearing at the earliest opportunity and within 30 calendar days of receiving your grounds for appeal.

As part of the appeal process we will need to share all relevant documentation from your original complaint with the Appeal Manager. They will review and investigate your grounds of appeal and you will be invited to a formal hearing to discuss your grounds of appeal.

The Appeal Manager will make a decision as to whether your appeal is upheld or not. If your appeal is upheld, the appropriate disciplinary process will commence. For confidentiality reasons, we will be unable to inform you of the outcome of that process. However, you will be advised when the process has come to an end.

If your appeal is not upheld, there is no further right of appeal.

## Criminal Investigations

Where the allegations in your complaint or appeal involve a potential criminal matter, and the police become involved, any ongoing internal investigation may need to be delayed or suspended.

### \*Note

Nominated Contacts.

Two members of staff and two trustees are appointed by the Board as Nominated Contacts in to deal with bullying and harassment. The CEO should **not** be one of the Staff Nominated Contacts. The two nominated staff members should be of different genders and the two nominated trustees should be of different genders. Names of all nominated persons are displayed on notice boards in Manor House and the Top Shed.

| Version No | Approved By | Approval Date | Main Changes                                             | Review Period |
|------------|-------------|---------------|----------------------------------------------------------|---------------|
| 1.0        | Board       | 20.01.2022    | Initial draft approved                                   | Annually      |
| 2.0        | Board       | 11.09.2025    | Policy renamed, CEO <i>not</i> to be a Nominated Contact | Annually      |

## **Useful Links**

### **Address**

Malvern Hills Trust  
Manor House  
Grange Road  
Malvern  
WR14 3EY

**t: 01684 892002**

### **Business Plan**

<https://www.malvernhills.org.uk/looking-after/business-plan/>

### **Byelaws and Policies**

<https://www.malvernhills.org.uk/visiting/byelaws-and-policies/>

### **Charity Governance Code**

<https://www.charitygovernancecode.org/>

### **Facebook**

<https://www.facebook.com/MalvernHillsTrust/>

### **Land Management Plan 2021-2026**

<https://www.malvernhills.org.uk/looking-after/land-management-plan/>

### **Latest News**

<https://www.malvernhills.org.uk/latest-news/>

### **Last Minutes of Meetings**

<https://www.malvernhills.org.uk/looking-after/board-meetings-and-committees/>

### **Malvern Hills Acts**

<https://www.malvernhills.org.uk/looking-after/malvern-hills-acts/>

### **Website**

[www.malvernhills.org.uk](http://www.malvernhills.org.uk)