Malvern Hills Trust
Ordinary Meeting of Governance Committee
Park View Community Room, Victoria Park Road, Malvern WR14 2JY
Thursday 16 July 2026 at 6.30 pm

Present: David Core (Chair), Robert Berry, Mark Driscoll, Lucy Hodgson, John Michael (non-voting), John Raine.

In attendance: CEO, Secretary to the Board, Jenny Burford, Andrew Myatt, Cynthia Palmer, Peter Rogers, Chris Rouse, 4 members of the public.

David Core welcomed everyone to the meeting and clarified that this was the meeting that had been postponed from 18 June.

1. **Apologies for absence**
   Richard Bartholomew, David Fellows.

2. **Chair's announcements**
   None.

3. **Declarations of interest**
   None.

4. **Public comments**
   There was a public comment from Dr Trevor Parsons, which is attached at Schedule 1, together with the Trust's response.

5. **Matters Arising from previous meetings**

   5.1. **7 November 2024, Minute 2 – *Whistleblowing rights for trustees***
   The Committee received a paper from the Secretary to the Board (SttB), updating trustees on the case of Dr N MacLennan v The British Psychological Society and Dr MacLennan's argument that as a trustee he should be treated as a worker and protected from reprisals for whistleblowing. The tribunal had now ruled that he was *not* entitled to whistleblowing protection, which had potential implications for a decision taken by the MHT Board in November 2024 to extend whistleblowing policies and procedures to include trustees. It was noted that Dr MacLennan planned to appeal the decision and in discussion it was agreed to take no action at present but to wait for the final outcome. In answer to a trustee question, it was confirmed that trustees wishing to 'blow the whistle' had the option of using the Trust's Complaints Procedure or reporting concerns directly to the Charity Commission. It was suggested that it would be sensible to research whistleblowing models used by other bodies and the SttB was asked to carry out this research.

6. **Changes to the Governance Handbook**
The Committee received a paper from the SttB.

6.1. Amendments to the Handbook
Trustees were invited to comment on the proposed changes to the Handbook. It was suggested that it was unnecessary to specify a location for Board meetings, since this might vary. The SttB asked to amend the sentence on the approval of the Annual Accounts, adding the qualification that in an election year, this would be done in October prior to the end of the old Board term.

A trustee referred to the public comment received earlier and expressed concern at the proposed deletion, observing that the rights of commoners to petition had not been challenged by the Trust in the House of Lords. The Committee Chair reiterated that what was in the Bill Act itself was a reference to the public, that was the superset, but there were some specific clauses on commoners. He added that the standing of commoners had not been questioned because some of the changes to fencing powers in the Bill would specially and directly affect them.

A trustee referred to the bullet point on the Trust's obligation *to conserve and enhance biodiversity, SSSIs and scheduled ancient monuments on its land*. The trustee said that they couldn't see any such obligations in the Acts and that this must be an add-on interpretation. The CEO pointed out that the paragraph referred to the Malvern Hills Acts and other relevant legislation. Another trustee observed that at the recent Land Management Plan workshop the Trust's commitment to enhancing biodiversity, culture and wildlife had been recognised as a key duty. It was agreed that the obligation as currently listed in the Handbook would be checked.

On the proposal of Lucy Hodgson, seconded by John Raine, it was RESOLVED, with four in favour and one abstention, to recommend that Board approve the proposed changes to the Governance Handbook. Queries raised in this meeting would be checked ahead of the next Board meeting.

6.2. Changes to Standing Orders
The SttB had noted in the paper that it was possible for members of the public to influence the order of speaking under public comments by timing the submission of their comment. Committee members did not think this was an issue. However, a trustee recommended that the SttB might group any comments on the same or similar subject; this was agreed as a sensible way forward for which no resolution was required.

A trustee observed that there had been a lack of consistency in meetings as to how, and in what order, changes to the resolution suggested by officers should be proposed and voted upon. It was noted that the District Council's practice was to vote on the amendment first and the substantive recommendation second, and it was suggested that it would be appropriate, albeit not obligatory, to adopt the same policy, since the Trust was not a council. The SttB wanted advance notification of any proposed change to a resolution, but committee members considered this unrealistic. It was noted that it was the role of the Chair to ensure that everyone, including the SttB, was clear on the motion being voted upon. A trustee pointed out that the SttB recorded the meetings anyway, but the SttB cautioned that recordings did not necessarily catch everything that was said and could not be completely relied upon.

On the proposal of David Core, seconded by Robert Berry, it was RESOLVED unanimously to recommend to Board that the Governance Handbook be updated to specify that when an amendment to a resolution was proposed, a vote on the amendment would be taken before the vote on the substantive resolution. If necessary, the Chair would adjourn the meeting briefly to allow for the amended resolution to be prepared in writing.

6.3. Policies in the Governance Handbook

The SttB asked for the Committee's view on what policies, if any, needed to be included in the Governance Handbook. Trustees acknowledged that the Governance Handbook, like the Staff Handbook, had developed into a large document due to the accumulation of material over several years. It was agreed that all policies could be removed from the Governance Handbook; this could be done as part of the overall revision of the document ahead of the new Board in 2027. A formal resolution was not required.

The CEO added that there was due to be a review of the Trust's web pages and some simplification of its content in the autumn.

7. **Policy Review**

7.1. Schedule of Policies

The Committee received a paper from the Secretary to the Board, detailing the review schedule for all policies overseen by the Governance Committee. She highlighted that a new draft policy on Access to Information was due to be presented to the next meeting in October.

7.2. Trustee Conflicts of Interest Policy and Procedure

The Committee received a paper from the Secretary to the Board, together with a proposed revised policy and procedure. The SttB reported that policy remained closely aligned with the version provided by VWV in 2017, but the language had been simplified and made gender neutral. The revised draft did however aim to take account of new advice from the Charity Commission, which went further than previously on the definition of conflicts of loyalty. A specific point had been added at the request of the Chair of the Board to require either the CEO or SttB to raise potential conflicts of interests with relevant trustees ahead of a meeting, provided of course that they were aware of them.

Comments from trustees were invited. A trustee referred to the addition of the phrase ‘an interest group’ to the list of possible instances of conflicts of loyalty in point 3.5.1 of the policy and asked that this be defined. They also suggested that ‘a political party’ should be added to this list; there was general agreement from other trustees.

Trustee David Fellows, who was unable to be present at the meeting, had sent comments to the SttB, who read them out to the Board. Mr Fellows was concerned that documents PB1 (on the requirement for a charity to deliver a public benefit reflected in its objects to quality as a charity) and PB2 (which covered the legal requirement to carry out the charity’s purposes for the public benefit) had not been taken into account. The Committee Chair said that these were broader definitions of what defined a charity, which pre-dated the current policy anyway, and they were not relevant to the conflicts of interest issue. Mr Fellows had also pointed out that statute took precedence over charity law. The Committee Chair acknowledged this but said that in this instance ‘statute’ meant the Malvern Hills Acts, and the Acts were silent on conflicts of interest.

A trustee referred to the proposed change in point 5.5.2 of the policy that would require a trustee to abstain from a discussion and voting, when they were a member of another charity but did not have any management or trustee responsibilities. The trustee thought that this change was extreme. The SttB acknowledged this but said that she had followed Charity Commission guidance in proposing it. The Committee agreed to remove the proposed changes to 5.5.2. The trustee also recommended that under 5.5.1 a trustee with a conflict of loyalty should still be allowed to speak, albeit not to vote. Another trustee agreed, observing that otherwise there was potential for a trustee with relevant experience and knowledge that could be useful to the Trust to be unable to share it. The Committee also agreed to this change.

On the proposal of Mark Driscoll, seconded by Robert Berry, it was RESOLVED unanimously to recommend that Board approve the revised Conflicts of Interest Policy and Procedure, subject to the amendments made in this meeting.

7.3. Complaints Policy and Procedure

The Committee received a paper from the SttB. She reported that the procedure had last been reviewed in 2018, but there was currently no policy sitting above it. It was noted that the policy and procedure applied to external complaints. The SttB advised the Committee of a query that had arisen about an instance where a complainant added to their complaint at a later date, and whether this reset the clock on the timescale for response. It was suggested that the original complaint should still be due for response by the original deadline, provided that this was still possible given the additional material, but that for any extension of the complaint the clock would reset.

A trustee asked whether there was a compliments policy as well as a complaints procedure. It was noted that any compliments were publicised by means of the CEO to staff in her internal newsletter and Chair's announcements at Trust meetings. The SttB said that there was a new requirement in the policy for Governance Committee to receive reports on complaints trends and suggested that there could be similar reports for compliments. The CEO and SttB were asked to consider suitable mechanisms for reporting compliments.

On the proposal of John Raine, seconded by Lucy Hodgson, it was RESOLVED unanimously to recommend that Board approve the revised Complaints Policy and Procedure.

8. **Urgent Business**
   None.

9. **Date of Next Meeting**
   Thursday 22 October 2026 at 6.30 pm at Park View Community Room, Victoria Park Road.

The meeting closed at 7.50 pm.

Schedule 1

Public Comment from Trevor Parsons

At section 3.5.2 the revised Conflicts of Interest Policy states that a trustee "appointed by, or nominated on behalf of, a ward or parish" may have a conflict of loyalty when decisions affect that ward or parish. Under paragraph 5.5.1, a trustee with such a conflict may remain for discussion but must leave before the vote and is not counted in the quorum.

Elected ward trustees are neither appointed nor nominated on behalf of a ward; they are elected by the ward's electors. Does this provision apply to elected ward trustees or not? If it does apply, how is a policy that excludes elected representatives from voting on matters affecting the communities they were elected to represent consistent with the democratic principle that the Lords Select Committee sought to protect when it strengthened the elected majority on the Board? How does the Committee distinguish between legitimate representation and the conflict of loyalty described in this policy?

In addition, Paper B asks the Committee to delete, as an 'error,' the statement that the Malvern Hills Acts were set up to protect the rights of commoners and the public. But on 17 March the promoter's own counsel told the Select Committee that the 1884 Act 'was trying to protect, in particular, the rights of freeholders, tenants and commoners.' Those same Acts created a representative body to do it — counsel accepted that representation meant 'a voice on the board for the levy payers,' people elected by them, sitting on the board and taking the decisions. Purpose and representation are two halves of one design: the body is elected because it exists to protect the public's and the commoners' rights. How can a proposition that is the foundation of the Trust's case to Parliament be an 'error' in the Trust's own Handbook? And if the Committee deletes it, will it record that this is a change to how the Trust describes its purpose and representative character — not the correction of a factual mistake.

Response from the Trust:

- The Secretary to the Board confirmed that point 3.5.2 referred to appointed trustees and not elected trustees. The essence of this bullet point was unchanged from the current policy, although the language had been simplified. The Committee Chair clarified that Policy as a whole applied to all trustees. The example given in point 5.5.1 was not a blanket statement, but had to be applied in specific circumstances, by a decision of the Board.
- The Committee Chair said that, whilst the preamble to the 1884 Act did refer to the "interest of freeholders tenants and commoners" [see 1884 Act p3 para 2] section 13 of the Act stated that the Trust must maintain its land "for the use and recreation of the public" [s13 p8 para1]. This reference covered the interests of the *whole* population, including commoners. It was that point that was simplified here.