



CHARITY COMMISSION
FOR ENGLAND AND WALES



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Charity Commission
PO Box 211
Bootle
L20 7YX

Our reference: C-190770-W2P2

Date: 07 August 2026

Dear Trustees,

Malvern Hills Conservators ('MHT') - 515804

I am writing further to my colleague Janet Kelly's email of 18 December 2025 and the responses that were subsequently submitted to the Commission.

Ms Kelly's email was issued after the Commission received complaints about some MHT trustees being excluded from receiving information and from voting on any decision regarding the Malvern Hills Bill ('the Bill'). In her email, Ms Kelly explained that the complaints made to the Commission raised concerns there is risk to MHT's reputation from:

- (i) how decision making within the charity is being communicated to the charity's beneficiaries and more widely; and
- (ii) the perception that the trustees are not open to different views being expressed, including from beneficiaries.

We requested that the trustees collectively confirm in writing that:

- The Commission's published guidance¹ referenced in the email had been read and considered by each trustee; and
- That the risk to reputation had been reviewed by the trustees and consideration given as to whether any steps could be taken to mitigate this risk.

¹ [CC3 – The essential trustee; Charity trustee welcome pack; Finding and appointing new trustees \(CC30\); Managing conflicts of interest in a charity – 5 minute guide; CC29 – Conflicts of interest: a guide for charity trustees; CC27 – It's your decision: charity trustees and decision making](#)

We subsequently received correspondence from the trustees setting out that The Board were unable to agree a collective response to the Commission's email.

The trustees' inability to reach a consensus when responding on this important matter is of regulatory concern to the Commission. Additionally, it has been brought to our attention that some of the trustees have publicly campaigned against the Bill, which raises further regulatory concerns.

We understand that not all of the current Board support the Bill in its present form. It may therefore be helpful to take this opportunity to restate why the Board determined the Bill to be in the charity's best interests, which the Commission understands was for a range of reasons, including the following:

- There is no alternative legal mechanism available for amending the charity's governing Acts.
- The governing legislation is outdated, complex and no longer provides an effective framework for governance and administration.
- The Bill is required to amend the Electoral Regulations to enable the charity to conduct trustee elections lawfully.

We acknowledge that the current Board does not have to be bound by previous Board's decisions and that there may have been changes in circumstances since the decision was made to proceed with the Bill. Nonetheless, given the charity cannot operate effectively under the current governing instruments and the large amount of funds already expended on preparing for the Bill, it is difficult to see how a credible case could be made that the Bill is no longer in the charity's interests.

I am therefore writing to you now to set out the Commission's expectations of trustees in relation to the Bill.

The advice provided below has been issued to all trustees individually using our powers under [section 15\(2\) of the Charities Act 2011](#). We expect you to act on our advice. Any failure by the trustees to do so may be taken as evidence of mismanagement and/or misconduct and would lead us to consider whether we need to take further regulatory action to address this. This may include considering using our legal powers under the Charities Act 2011, such as issuing an [official warning](#) or opening a [statutory inquiry](#).

1. Trustee duties

Trustees are required to always act collectively and in the best interests of the charity. We would clarify that the role of MHT's trustees is to act solely in the interests of the charity, and not wider public interests. The trustees are not there to represent the interests of

those who elected them, whose interests do not necessarily align with the interests of the charity.

The Board has previously taken a valid and collective decision that promoting the Bill is in the charity's best interests. In light of that decision, trustees should not publicly oppose or petition against the Malvern Hills Bill while acting in their capacity as trustees.

It is the Commission's view that doing so would:

- Conflict with your legal duties
- Undermine collective decision making, and
- Go against the Board's agreed position that the Bill is necessary.

If the Trustees now wish to change the direction this would also need to be a collective decision in accordance with the Commission's guidance on [Decision-making for charity trustees \(CC27\)](#).

2. Disagreements and disputes in Charities

The Charity Commission emphasises that disagreements among trustees can harm a charity's effective operation and damage its reputation. Trustees are therefore responsible for taking all reasonable steps to resolve issues early and constructively.

In line with Charity Commission guidance, trustees are expected to take all reasonable steps to resolve disagreements internally before seeking external intervention. Where external assistance is required, mediation is recognised as an effective and proportionate method for resolving disputes and should be considered by the trustees.

We acknowledge from correspondence received on 01 July 2026 that the trustees were due to engage in mediation. Given trustees' duties to take reasonable steps to resolve disagreements and act in the best interests of the charity, we welcome this approach and expect trustees to participate constructively.

The trustees should refer to the Commission's guidance on [Disagreements and Disputes in Charities](#). Failure to take reasonable steps to manage and resolve disputes, or to follow the Commission's guidance on disputes, may constitute a breach of trustee duties and may be considered evidence of misconduct and/ or mismanagement.

We recognise that having a diverse range of views and opinions on a Board allows for healthy debate and supports effective decision making. However, there is a difference between voicing dissenting views within a Board meeting and publicly disagreeing with the Board's agreed approach. **Once the Board has made a decision, all trustees must comply with it, including any who disagree, alternatively they could resign.**

Where there is protracted disagreement within a charity, we expect trustees to put their own opinions or positions to one side and think and act solely in the best interests of their charity. They should see the end result less as winning or losing the argument but rather as what will resolve the matter so that the charity can move forward.

To be clear, our view is that whilst trustees are free to hold opposing views on the Bill and to express them within the charity, publicly campaigning against the Bill is incompatible with holding the position of MHT trustee. If any of the trustees feel unable to set aside personal differences and work collaboratively with others on the Board, then those trustees may wish to think about their position in the charity and whether it would be better to step down.

Next Steps

The trustees are asked to acknowledge receipt of this correspondence by **5pm on 21 August 2026** with confirmation that the letter has been read and understood by all trustees.

Yours Sincerely,



Case Manager- Compliance Casework
Charity Commission England and Wales