Malvern Hills Trust

Meeting of the

GOVERNANCE COMMITTEE

Thursday 29 July 2021 7.00 pm

Castlemorton Parish Hall
WR13 6BE

Meeting of the Governance Committee
Castlemorton Parish Hall WR13 6BE
Thursday 29 July 2021 7.00pm

Please see overleaf for arrangements if you wish to attend the meeting

Members: Mr C Atkins, Mr R Bartholomew, Dr S Braim, Mr D Core, Mr M Davies (non-voting), Mr D Fellows, Mrs C Palmer, Prof J Raine, Ms S Rouse (non-voting)

AGENDA

1. Apologies for absence
2. Chair's announcements
3. Declaration of interests
4. Public comments
5. Matters arising from previous meetings (not otherwise on the agenda)
6. Report Working Group 1 (Benefits to be secured from amending Trust's governing Acts) — Verbal Update
7. Working Group 2 –No meeting
8. Meetings going forward — Paper A
9. Update Social Media Policy — Paper B
10. Use of Governance Toolkit — Verbal update
11. Work programme
    - Review of Code of Conduct — Paper C
    - Review of trustee disciplinary process
12. Trustee training proposed
    - Workshop on Pensions
    - Being a good trustee (On hold until after governance Toolkit process is completed)
13. Urgent Business
14. Date of Next Meeting 21 October 2021
15. Confidential

    Resolution to exclude the public for discussion of item 16 on the agenda on the grounds that publicity would be prejudicial to the public interest by reason of the exempt or confidential nature of the business to be transacted (confidential legal advice).

CONFIDENTIAL

16. Legal advice on treatment of information received in capacity as trustee

Paper D

There are still high numbers of Covid cases and it is clear that notwithstanding vaccination, people can still catch the virus. Castlemorton Parish Hall is keeping Covid precautions in place as a condition of hire. In addition each venue is risk assessed by the Trust and will be allocated a maximum capacity so that a 2m distance can be maintained between attendees. Once the capacity for the venue has been reached, in order to keep attendees safe, no further people will be admitted. If you attend the meeting you will still be asked to wear a face mask as a courtesy to other attendees.

Anyone who is NOT a member of the Committee who wishes to attend **must** apply in writing to cheryl.morris@malvernhills.org.uk (or write to Ms C Morris at the Trust's office), giving their name, E-mail address and contact number, which are required for track and trace. Places will be allocated on a first come first served basis. Cheryl will confirm whether there is a place available. If you turn up at the meeting without pre-booking you risk not being admitted.

Governance Committee
Meetings in future
29 July 2021

Background
The Government has now removed most legal restrictions to control the spread of Covid-19. The onus is now on individuals and organisations to manage their own risk. Government advice is to act carefully and remain cautious.

Case numbers continue to rise, and are currently approaching the numbers seen at the January 2021 peak, although hospitalisations are much lower. It is clear that vaccination does not provide total protection from infection. The average age of trustees is 69 and some would be clinically vulnerable were they to become infected.

Organisations have a legal duty to manage risk for their employees and those affected by their activities. This is generally done by way of a risk assessment.

The relevant part of the current Governments current advice is to:

- Wear face coverings in crowded places
- Meet outside or let fresh air in
- Minimise the number, proximity and duration of social contacts

Track and Trace remains in place (up to August 16th at the earliest) and the ability of the Trust to function effectively would be seriously impacted were a number of staff required to self-isolate (or to become infected) at the same time.

In conjunction with Covid precautions, it would be appropriate to review the number of meetings which the Trust holds. The Trust currently has 21 scheduled meetings a year and for an organisation of this size this would seem to place an unnecessary burden both on staff in preparing for and attending meetings and on trustees (who are volunteers). The staff workload is at times driven by the meetings schedule.

Proposals for consideration
Reducing the number of meetings
The staff have given initial consideration to the ways in which the number of scheduled meetings could be reduced.

Only Finance Administration and Resources Committee (FAR) has delegated authority. All other committee decisions are by way of recommendation to the Board and some items of business could go direct to the Board. The Russell report recommends making use of workshops, and these could be run online and used for preliminary discussions prior to taking a more complex item to a Board meeting (eg as has been done with the Risk Schedule for the past 2 years).

The updates which have been provided to trustees by E-mail have been well received and operational activities could continue to be reported in this way.

A suggested revised schedule of meetings is attached. FAR, Staffing and Land Management Committee meetings could be reduced to two or three per year. The number of Governance Committee meetings required will be driven by whether the Board decides to proceed with the governance changes proposed. Special meetings could be called as required and an extra Board meeting has been suggested in the schedule to try to ensure that agendas are not overloaded.

It would generally seem prudent to cut the number of meetings to try to reduce the workload on staff and trustees but also to reduce the number of social contacts in line with Government recommendations and the likely outcome of the Trust's own risk assessment. The proposal to reduce the number of meetings would need to be trialled and the workability of the arrangement reviewed after a number of months.

Reducing the risk from Covid-19

Face-to-face meetings have had to be resumed and need to be open to the public. Attendance has always been limited by room capacity and at most meetings only a few members of the public attend. Venues are being chosen to allow for limited public attendance in person. However since face-to-face Council meetings have been resumed, the advice to local government has been that the requirement to be open to the public can be fulfilled by streaming.

Trying to find a way of streaming meetings has been a challenge. With (currently) 24 trustees and a number of staff needing to be present, this would require investment in a camera, microphones, mixing equipment etc. In a venue which is not "hard wired" with this equipment, it would also require someone to set up and run the equipment and the stream. At present the only venue with the right equipment installed, which is willing to hire to third parties is Wychavon District Council at Pershore. This is not ideally located but otherwise appears perfect and it is proposed that the Board meeting on 9 September be held there as a trial.

It is not clear what all venues will do, but some venues currently intend to retain the Covid-Safe requirements they had in place pre-19 July as conditions of hire. The views of staff and some trustees have been canvassed and the risks discussed. The consensus of these informal discussions is to adopt the following measures for meetings:

- Rooms should be chosen to allow trustees and staff to maintain a 2m distance
- Masks should be worn unless an attendee is exempt
- Papers and stationary should not be shared
- Attendees will be asked to sanitise their hands on entry
- As many windows and doors will be open as is practical (except when the meeting is on confidential session)

- Those present will be asked to come into the meeting, take their seats and leave the meeting as soon as it is finished. Any informal conversations should be conducted outside.
- A risk assessment will be carried out (by the CEO or other officer) for each venue to assess how many people can be present. After taking into account the committee members/ board members, staff and any invited speaker who will be in attendance, a booking system will be operated to allow other attendees to reserve a place, on a first come first served basis. Once the assessed safe capacity is reached no further attendees will be permitted.
- The Trust should trial streaming meetings as it is inevitable going forward that there will be meetings where there is significant public interest.

Due to its very limited capacity, the meeting room at Manor House cannot presently be used for Committee meetings.

It is suggested that whilst infection rates remain high these measures will need to remain in place.

Recommendation
The committee is asked to:

a) consider whether the number of Trust meetings should be reduced on a trial basis and to make a recommendation to the Board
b) to discuss the proposals for holding meetings in a Covid-safe way.

Susan Satchell
Secretary to the Board
19 July 2021

Malvern Hills Trust

Schedule of Meetings

All meetings at 7pm unless otherwise stated

MONTH	LAND MANAGEMENT COMMITTEE		FINANCE, ADMINISTRATION & RESOURCES COMMITTEE		BOARD		GOVERNANCE COMMITTEE		STAFFING COMMITTEE		CHAIRMAN'S WORKSHOPS and OTHER	
	Date	Time	Date	Time	Date	Time	Date	Time	Date	Time	Date	Time
JANUARY					yes							
FEBRUARY	yes						?					
MARCH					yes							
APRIL									yes			
MAY					yes		?					
JUNE			yes									
JULY					yes							
AUGUST	yes						?					
SEPTEMBER					yes							
OCTOBER	yes								yes			
NOVEMBER					yes		?					
DECEMBER			yes									

Governance Committee
Updated Social Media Policy
29 July 2021

Background
The Trust's Social Media Policy was approved in 2016 and has not been reviewed by the Board since then.

Revision of Social Media Policy
It was originally envisaged that this Policy would need to be updated regularly to take account of developments. The accompanying draft has been refreshed but contains a provision for a 3 yearly review unless circumstances dictate changes are required.

Recommendation
That the Committee recommends to the Board that the revised policy is approved.

Susan Satchell
Secretary to the Board
18 July 2021

Malvern Hills Trust

Paper B

Social Media Policy

July 2021

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.

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.

In order 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. 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 MHT's Privacy Policy and GDPR regulations.

Scope of policy

Social media is the term given to online interactive communication tools, examples include Twitter, Facebook, YouTube, Instagram and Pinterest.

This policy applies to all staff, board members and volunteers and, for convenience, these 3 groups are referred to collectively as 'Stakeholders' throughout this policy. This policy applies to all communications which represent MHT or communications made by Stakeholders that could be understood to make reference to MHT or its Stakeholders. It applies to online communications posted at any time and from anywhere, whether to an individual, a limited group or the world.

Professional communications are those posted on MHT's social media accounts by the CCO or by another authorised staff member. All professional communications are within the scope of this policy.

Personal communications are those made via a private social media account, such as a personal blog or Facebook account. Any posts that make reference to or could be understood to be making reference to MHT or its Stakeholders are within the scope of this policy.

Personal communications which could not be understood to make reference to MHT or its Stakeholders are not within the scope of this policy.

The MHT respects privacy and understands that Stakeholders may use social media forums in their private lives. Staff should also refer to the Staff Handbook for policies relating to their use of social media.

DRAFT

This policy applies regardless of the type of social media used. All social media communications which might affect MHT's reputation, whether made either in a private or professional capacity, must comply.

Responsibilities of CCO

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 Stakeholders
- Making an initial assessment when an incident occurs, and reporting to Line Manager/CEO/Chair if required
- Maintaining a directory of MHT social media accounts
- Posting content, monitoring, updating and editing content on social media accounts.

Responsibilities of all stakeholders

All Stakeholders are responsible for:

- Ensuring that any use of social media is carried out in line within this and other relevant policies (Staff Handbook, Board Code of Conduct)
- Providing CCO with stories, pictures and information for social media
- Reporting any incidents to the CCO/CEO/Chair of the Board
- Authorising and reviewing posts, when required.

Line managers/CEO/Chair are responsible for:

- Addressing concerns or questions regarding posts or comments via professional and personal accounts
- Reporting outcomes, or escalating the matter to involve appropriate agencies where appropriate

Behaviour

MHT requires that all Stakeholders using social media adhere to the standard of behaviour as set out in this policy.

Content or comments posted on social media must not bring MHT or its Stakeholders into disrepute.

Stakeholders will not use social media to infringe on the rights and privacy of colleagues or make ill-considered comments or judgements about other Stakeholders or external stakeholders affiliated to MHT. Social media must not be used to air internal grievances.

Defamatory, discriminatory, offensive or harassing content or a breach of data protection, confidentiality or copyright, will be considered extremely seriously by MHT and will be reported as soon as possible to the CEO/Chair and escalated where appropriate. Posting such content is a disciplinary offence as detailed in the Staff Handbook and Board Members' Code of Conduct and MHT may take appropriate disciplinary action where necessary.

Where conduct is considered unlawful, MHT will report the matter to the police or other relevant external agencies.

Responses to comments on social media must show respect for all parties involved. Stakeholders should allow time to consider their response prior to posting. If in doubt, seek a second opinion from the CCO/CEO/Chair.

Stakeholders must report inappropriate content to CCO/CEO/Chair for review and removal if necessary. If Stakeholders find something online which may bring MHT into disrepute, it must not be replied to and should be referred immediately to the CCO.

Confidentiality is taken very seriously and matters relating to the work of MHT deemed to be confidential must not be shared via social media. If in doubt, Stakeholders must check with CCO/CEO/Chair prior to posting.

Stakeholders must ensure that permission is sought to 'share' other peoples' materials (photos, data, text etc) and must acknowledge the author on posting.

Professional Communications - Communication via social media by the CCO (and other staff if authorised) must be professional and respectful at all times and in accordance with the policies of MHT.

If unsure, the CCO must check with Line Manager/CEO before publishing content.

Personal Communications - MHT's logo or branding must not be used on personal accounts.

Stakeholders should not disclose their affiliation to MHT on their personal social media accounts.

Personal information

Personal information is information about a particular living person. No personal information will be shared via social media sites without written consent from the person to whom the information relates.

When making Professional Communications, the staff member responsible for posting content or setting up accounts, is responsible for ensuring appropriate consents are in place. The publishing of any personal information including images on MHT's social media accounts must be only be done with written consent as per GDPR policy. The sharing of personal information in posts from other organisational accounts assumes that permissions have been granted.

Members of staff may (at their discretion) include their name, email and job title if posting content on behalf of MHT in the absence of the CCO.

Incidents and response

A breach of this policy could lead to disciplinary action. Where a breach of policy is reported, the CCO will review and decide the appropriate course of action. The matter may be referred to the CEO/Chair.

Where Stakeholders are in receipt of offensive, unacceptable content via social media, this should be reported to a relevant Line Manager/CEO/Chair immediately.

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 to reflect the changing technologies and platforms available online, and the changing role of social media within the organisation. The policy may be amended as and when different forms of social media are used or where particular concerns are raised or where an incident has been reported.

Approved xxxx

Governance Committee
Code of Conduct
29 July 2021

Background
This paper sets out the background to the current position.

The Trust's Code of Conduct for Board members was substantially revised in November 2020 and that draft was reviewed and agreed by the Trust's solicitors prior to its adoption by the Board.

A number of comments were made in the Russell report about the previous version of the Code but there the current one was not criticised, other than to recommend (main report 46b) that the Code should include a provision that

"...trustees only to make reasonable and courteous requests of staff and that the information obtained, whether or not it is marked confidential, be used solely for the purposes of fulfilling the duties of a trustee".

Although not directly addressed in the current Code, the conduct in question is covered to a degree by paragraphs 8 and 11.

However David Russell also recommended that:
"The Code of Conduct is considered again by the Board on completion of the facilitated mediation/reconciliation referred to above and that then all trustees sign it.

This is the first Governance Committee meeting at which the the Code could be reviewed under Standing Order 16.9.

Susan Satchell
Secretary to the Board
18 July 2021