

Malvern Hills Trust

Governance Handbook

Preface

The Malvern Hills Trust (the Conservators) were 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. Over the succeeding 139 years there have been 4 more Malvern Hills Acts, extending our jurisdiction, amending governance arrangements, replacing old laws, and amending our powers and we are today planning a New Malvern Hills Act to address the many shortcomings in our Old Acts.

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.

Under the guidance of our Governance Committee the trustees have made several amendments to the handbook over the years and this is the latest iteration in that continuing process of review and improvement. There will be changes in the future but meanwhile, this edition has been prepared to welcome new trustees to the board in 2023.

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 in the 21st century to fulfil our duty to care for the Malvern Hills and Commons.

Mick Davies

Chair of the Board

Date

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

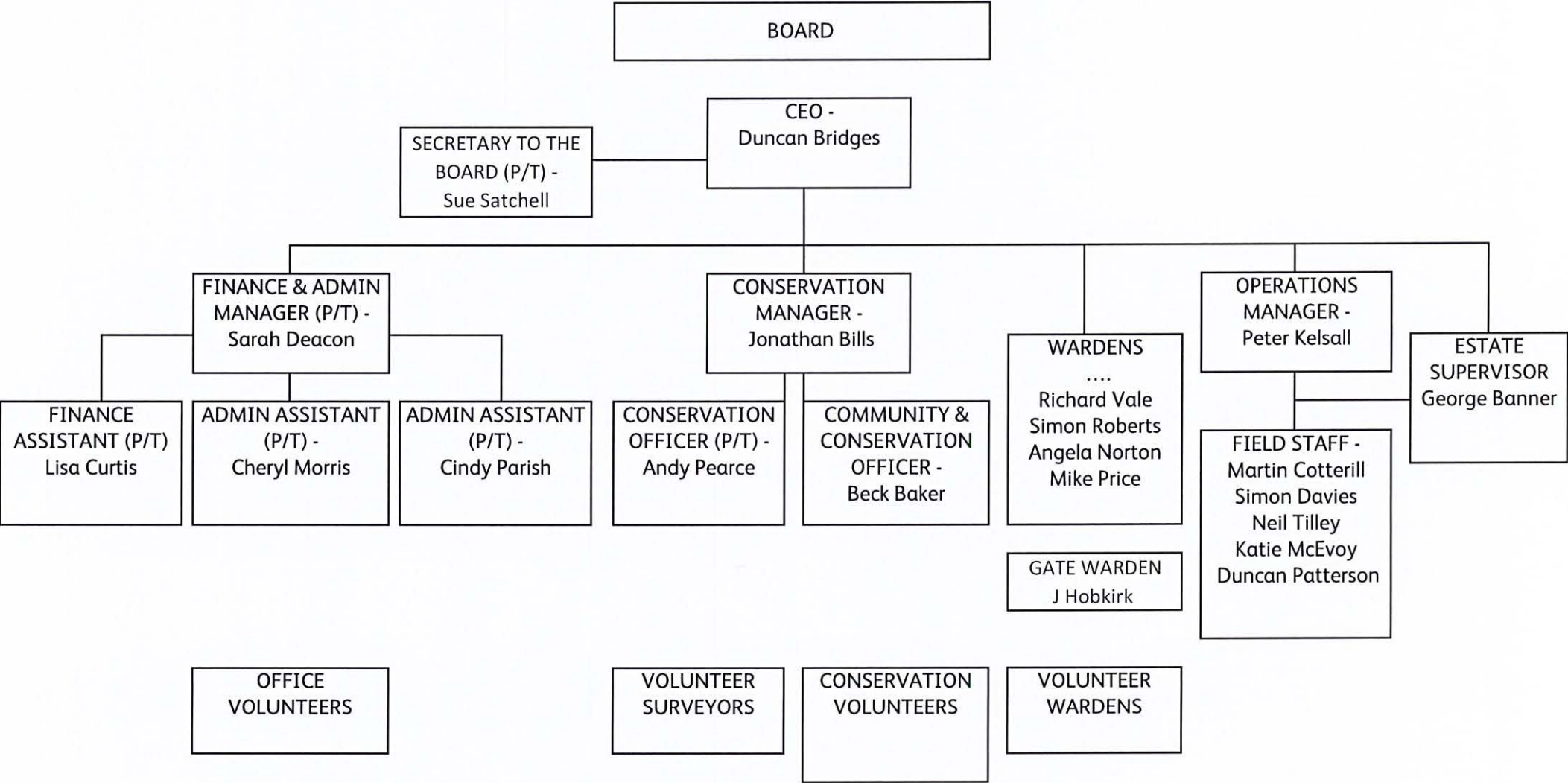
The maximum number of trustees is 29 made up as follows:

- 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 for 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-year on the 1st November. Any trustee appointed mid-term serves until the end of that 4 year period.

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

Malvern Hills Trust: Organisational Structure: September 2023



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 – 11)**.

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

Board	FAR	GOV	LM	ST
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

Board	FAR	GOV	LM	ST
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: • Charity status and our charitable objects • Employment law, Health and Safety regulations and personnel management • Health and Safety provision for volunteers and visitors • Its role as a landlord (e.g. for businesses and people) and in granting licenses • Environmental law, regulations and cross compliance	✓	✓	✓	✓
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 polices are in place to prevent fraud, bribery and other financial irregularities	✓			
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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:

- Maintain a strategic overview of land management matters and work with staff to develop strategy and policy in these areas
- Liaise with staff on land management matters
- Review drafts of the annual budgets before they are submitted to the Committee
- Liaise with staff on expenditure against the budget ensuring effective use of funds
- 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
- Chair the meetings of the committee in line with Standing Orders and Terms of Reference to ensure business is covered efficiently and effectively
- Report on, and present, the appropriate recommendations to the Board
- Monitor decisions taken and their implementation
- Work with staff in drafting policy on land management matters in order to make recommendations to the Board
- 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

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

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
Maintain wayleave database
Prepare reports and minutes for committees and the Board
Administration of applications for easements and wayleaves
Assist the CEO in running elections

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

Financial Assistant

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

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

Wardens

- 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 Wardens

- 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.
- 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.
- 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 Only trustees who have signed the Trustees' Code of Conduct will be eligible for membership of the Disciplinary Committee.
- 9.3 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.
- 9.4 The quorum of the Disciplinary Committee will be 6 trustees
- 9.5 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 prior written notice being received at the office by noon, 1 clear working day preceding the meeting. The notice should include details of the subject matter on which it is proposed to speak. Members of the public will speak in the same order as notifications are received.
 - 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 The chair of the relevant committee will invite the committee members present to verify the Minutes as a true and accurate record.
 - 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 12 September 2019 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.