Malvern Hills Trust

Special Meeting of Governance Committee
Guesten Suite, Lyttelton Well, Malvern WR14 2AY
Thursday 7 November 2024 at 7 pm

Present: David Core (Chair), Mark Driscoll, John Michael, Charles Penn, John Raine.

In attendance: CEO, Secretary to the Board, Robert Berry, Richard Fowler, two members of the public.

David Core opened the meeting by welcoming everyone present.

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

2. **Chair's announcements**
   David Core reported on a recent Employment Appeal Tribunal ruling, which might extend whistleblowing protection to charity trustees. This concerned a trustee who had been expelled from his charity after reporting whistleblowing concerns to the Charity Commission. Although his case had been dismissed by a Tribunal on the basis that he was not a worker under UK Law and therefore ineligible for whistleblowing protection, this decision had been overturned on appeal. This was a significant development for charities.

   It was noted that MHT's Whistleblowing Policy currently applied only to members of staff. It was agreed that the CEO and Secretary to the Board (SttB) would check the Complaints Policy and Whistleblowing Policy and recommend necessary amendments to the Governance Committee. Given the legal precedent, the Trust would consider whistleblowing protection for trustees to be in place with immediate effect. It was noted however that this did not extend to other volunteers or to trustees acting in the capacity of a volunteer, although any concerns of a whistleblowing nature would of course be taken seriously by the Trust.

3. **Declarations of interest**
   There were none.

4. **Public comments**
   There were none.

5. **Matters Arising from the Minutes of the meeting held on 3 September 2024**
   5.1. Minute 9 - Public comments
   The CEO referred to the public comment made by Mrs Katharine Harris, which had been considered under item 9. Mrs Harris had rightly pointed out that some meetings had been called at short notice. The SttB had prepared a draft schedule of meetings for Board and committees for the

calendar year 2025; this was included with the papers for the Annual Meeting of the Board on 14 November.

5.2. Minute 10 – Outstanding Governance Committee business to be scheduled

The CEO reported that a health and safety training session for trustees had taken place on 14 October and the trustee Health and Safety Working Group was now in place; a schedule of meetings would be arranged. David Core drew the meeting's attention to the trustees' workshop on bullying and harassment arranged for Thursday 28 November, 1-4pm, at the Malvern Hills Hotel. This would include specific training on employers' responsibility for dealing with sexual harassment. A new duty under the Equality Act 2010 required all employers to take reasonable steps to prevent sexual harassment at work. Undertaking this training was one way for the Board to demonstrate that it was doing this.

6. **Standing Orders**

The Committee received a paper prepared by the CEO and the SttB.

6.1. Review Schedule

It was noted that a number of recent amendments to Standing Orders had been required or were under consideration. The Committee agreed to the SttB's recommendation that an annual review of Standing Orders should be included on Governance Committee agendas.

6.2. Arrangements for Public Comments

Standing Orders were not explicit on whether a member of public was required to be present to read their own statement or whether they might nominate someone to read it in their absence. The CEO and SttB were clear that a member of staff should not be asked to do this. There was no restriction on the subject for public comments and they might be derogatory in tone. At the Special Board meeting on 17 October 2024, two members of the public had been allowed to nominate another member of the public read a statement for them; the CEO and SttB recommended that the practice be enshrined in Standing Orders.

The CEO said that broadly public comments were a positive thing and the Trust wanted it to be a good experience both ways. The Trust had written to all 11 public speakers from the 17 October meeting and eight of them had replied with detailed comments. Both the CEO and the Chair of the Trust were keen to reach out to members of the public and to listen to and engage with them. They had offered to meet with individuals concerning the Board's decision to proceed with the Private Bill.

Members of the Committee were given a copy of the verbatim comments received in redacted form (the Chair had earlier seen the non-redacted version). There appeared to be different expectations of the experience, ranging from the equivalent of making comments at council meetings, to a desire to communicate one-to-one with the Trust, but having no alternative mechanism with which to do this. A variety of themes had emerged and there had been some good suggestions regarding further engagement.

David Core said that he felt the feedback was really useful. He observed that the Board needed to understand the purpose of public comments, especially those made in committee meetings, which had to be relevant to items on the agenda. If comments were received in advance, the committee then had the opportunity to include them in the discussion. Mark Driscoll agreed it was useful to gain insights.

In discussion trustees made the following points:

1. It was appropriate for members of the public to nominate another member of the public to read a statement for them, but this person should not be a trustee. There could be a risk of incorrect perception if a trustee read a public statement. There had been a recent issue of the press misattributing a quotation and this would increase the risk of it happening again.
2. Committee members were in agreement that three minutes was sufficient for a public comment, but that there should be flexibility on the timing, with the speaker being invited by the chair to wrap up when approaching the three minute mark. Richard Fowler queried whether it was necessary to restrict time if there were only a couple of speakers.
3. Committee members were in agreement that the Trust should continue the requirement for public comments at committee meetings to be related to the agenda, while comments at Board meetings might be on any topic. It was suggested that more complex concerns were better sent to the Trust in writing for further consideration.
4. As a comparator, the district council required public statements in writing three working days beforehand. They stopped speakers from going on too long with a buzzer.
5. It was pointed out that some venues worked better than others for public comments. Trustees were there to listen to the comments, and it was difficult to engage if the speaker was positioned so that they couldn't make eye contact with their audience. The SttB was researching alternative venues and was asked to endeavour to ensure suitable arrangements for public speakers.
6. Robert Berry thought that the Trust was inconsistent in its approach to public comments, citing a recent event when a comment submitted had not been read out. The CEO said this was because one part of the written statement had been derogatory and was potentially a breach of GDPR and so the speaker was told not to read that part out for their own protection.

7. It was noted there was a difference between statements and discourse. There were other mechanisms for discourse.
8. It was suggested that the name 'public comments', which had been changed from 'public statements', was quite closed and did not indicate that the Trust was interested in listening. It was recognised however that some recent comments had been aggressive in tone.
9. Trustees considered that the current deadline specified on the web site for notifying the Trust of the wish to speak was adequate. The speaker should also be asked to provide a copy of their comment at this time.
10. It was felt important for public comments to be recorded verbatim in the minutes of the meeting. The Trust could then correct any incorrect information and give its take in response.

The CEO offered to thank those public speakers that provided their feedback.

6.3 **Resolutions**

On the proposal of John Raine, seconded by John Michael, it was RESOLVED unanimously to recommend to Board:

1. **That members of the public should be required to submit public comments in writing at least one full working day in advance;**
2. **That if a member of the public wishes to make a comment, but is unable to be present at the meeting, they may nominate another member of the public to read out the statement for them; the nominee may not be a member of the MHT Board or staff;**
3. **That Standing Order 13 be amended to take account of (1) and (2); and**
4. **That comments and suggestions summarised in the paper be fed into wider conversations about improvements to communication.**

7. **Policies**

The Committee received a paper prepared by the CEO and the SttB.

7.1. **Policy Review Schedule**

The SttB had carried out a review of the list of Trust policies and guidelines, of which there were around 60, with a view to establishing an efficient review schedule. Some policies had not been reviewed for some time. The SttB questioned whether all of them needed to be considered at Board level. David Core highlighted the guidance in the Charity Governance Code, as quoted in the paper, which specified that the Board should review ***key*** policies and procedures. The Committee considered that the strategic policies should go to Board, while more operational ones could be dealt with appropriately by committees or the CEO. It was suggested that there should be a hierarchy of policies, with critical policies concerning the Trust as employer and/or regulatory compliance at the top; this might be created along similar lines to the corporate risk schedule. The CEO reminded the meeting that there were certain responsibilities that the Board could not delegate fully, such as health and safety. David Core asked the Sttb to lead an exercise to ensure committees knew of policies apportioned to them in the handbook and to check they are working in practice.

7.2. Relocation Expenses Policy

The CEO reported that it had emerged during the Staff Review that the staff had lost two wardens in the last year; both had cited the cost of living in Malvern as contributory factors to their decision to leave. The CEO had therefore revisited the Relocation Expenses Policy. She thought that the existing package was quite fair, noting that not all organisations offered one. However, she suggested that the Board revisit the requirements to move house within three months, to demonstrate commitment by putting one's house on the market within three months, and that the new house should be within nine miles of Malvern. There was some discussion as to what was reasonable. Robert Berry suggested that the award of expenses could be discretionary, but the CEO said she was not comfortable with that idea and wanted the protection of an agreed policy.

On the proposal of John Michael, seconded by Charles Penn, it was RESOLVED unanimously to recommend that the Board extend the deadline in the Relocation Expenses Policy for applications for reimbursement from three to 12 months and to extend the qualifying area from within nine miles of the new workplace to within 25 miles.

7.3. Proposed Marketing & Communications Strategy

The CEO reported that the Trust did not currently have a marketing and communications strategy, tending to go straight to action rather than identifying target audiences. There had been no research on visitors undertaken since 2018. The CEO planned to develop a strategy covering 2-3 years, pending new provisions awarded in a new Act. David Core pointed out that this had been a weak point for the Trust for a long time, being under-resourced. There was a need for all trustees to be able to articulate what the Trust was and what it did. An effective strategy might then inform individual communications and marketing plans on, for example, car parking and the Land Management Plan. Mark Driscoll thought that a strategy was essential and that it needed to go across the organisation, not just to sit with one officer. Robert Berry said it all sounded sensible and asked for clear KPIs for the strategy.

Robert Berry asked whether the Trust was required to consult the Charity Commission on any changes to how it ran meetings, on the basis that those charities governed by an Act of Parliament had to consult the Commission about changes to governing documents. David Core said that the Trust had a statutory power to create and change Standing Orders and byelaws.

In answer to a question about a timeline for the new strategy, the CEO said she hoped to have it ready for Board in March. It was noted that there would be resource implications sooner rather than later, and it was important to take account of these in the current budget process.

On the proposal of Mark Driscoll, seconded by Charles Penn, it was RESOLVED unanimously to recommend that the Board endorse the strategic aim and delegate to the CEO the development of an interim marketing and communications strategy and scoping of resources needed to implement it.

8. **Minutes Protocol**
The Committee received a paper prepared by the SttB, proposing a new protocol for the management of Board and committee minutes. This was the outcome of research into good practice, including advice from the Trust's solicitors from a charity law and data protection perspective.

On the proposal of John Michael, seconded by Mark Driscoll, it was RESOLVED unanimously to recommend to Board that the Minutes Protocol replace the flowchart for presenting committee minutes to Board in the Governance Handbook.

9. **Timeline for Review of Disciplinary Procedure for Trustees**
Charles Penn as Chair of Disciplinary Committee reported that it had been necessary during the year to use the procedure for only the second time in his nine years on the Board. It had become clear that the procedure did not work in practice and needed serious review. It was agreed that Charles Penn would work with David Core to revise the procedure – input from VWV had already been obtained – and that the revised version would be brought to the next meeting of Governance Committee.

10. **Date of Next Meeting**
Thursday 6 February 2025 at 7 pm

11. **Confidential**
On the proposal of Charles Penn, seconded by John Raine, it was **RESOLVED** unanimously to exclude the public for discussion of item 12 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 (personnel issues).

The meeting closed at 9 pm.