

MALVERN HILLS BILL

BUNDLE 4

PROMOTER'S MATERIALS IN SUPPORT OF EVIDENCE COMMENCING ON 4 FEBRUARY 2026

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Trustees' Report and Financial statements for the year ended 31st March 2025

Trustees' Report and Financial statements

For the year ended 31st March 2025

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Reference and administrative details

Charity number: 515804 (England and Wales)

Principal office: Manor House
Grange Road
Malvern
Worcestershire
WR14 3EY

The Malvern Hills Trust is the working name of Malvern Hills Conservators

Email: info@malvern hills.org.uk

Website: www.malvern hills.org.uk

Telephone: 01684 892002

Our advisors

Independent Auditor: Azets Audit Services
Epsilon House
The Square
Gloucester Business Park
Gloucester GL3 4AD

Bankers: Lloyds Bank plc
48 Belle Vue Terrace
Malvern
Worcestershire
WR14 4QG

Investment Managers: RBC Brewin Dolphin
9 Colmore Row
Birmingham
B3 2BJ

Other Investments: Flagstone
1st Floor Clareville House
26-27 Oxendon Street
London
SW1Y 4EL

The Charity Bank Ltd.
Fosse House
182 High Street
Tonbridge
TN9 1BE

Solicitors:

Whatley Recordon Solicitors
12 Worcester Road
Malvern
Worcestershire
WR14 4QU

Veale Wasbrough Vizards LLP (VWV)
Narrow Quay House
Narrow Quay
Bristol
BS1 4QA

Sharpe Pritchard LLP
Elm Yard
10-16 Elm Street
London
WC1X 0BJ

Actuary:

LGPS Central Accounting Team
Hymans Robertson LLP
20 Waterloo Street
Glasgow
G2 6DB

Key management personnel – Senior Managers

Chief Executive Officer	Deborah Fox BSc (Hons), MA
Secretary to the Board	Alison Marlow BA (Hons), PGCert
Governance Change Officer	Susan Satchell LL.B (Hons)
Conservation Manager	Jonathan Bills MSc
Operations Manager	Peter Kelsall BScFor, MICFor (retired 30.05.25) Martin Barnett BSc Forestry (Hons) (appt'd 02.06.25)
Finance and Administration Manager	Nicky Gutteridge FCA BSc (Hons)
Land and Property Manager	Sarah Jordan MRICS FAAV BSc (Hons) (appointed 03.02.25)

Trustees

FAR – sits on Finance, Administration and Resources Committee
 LM – sits on Land Management Committee
 GC – sits on Governance Committee
 SC – sits on Staffing Committee
 * has served for more than 9 years

Elected trustees (Wards as at November 2019)

Priory Ward:	Andrew Myatt (elected 18 September 2025) Mary Turner FAR. SC from 17 July 2024 (resigned 1 August 2025)
Chase Ward:	Richard Fowler FAR
Wells Ward:	Robert Berry FAR. GC from 14 November 2024.
West Ward:	Jenny Burford (elected 18 September 2025) *Charles Penn FAR, SC, GC (resigned 13 May 2025)
Dyson Perrins Ward:	*John Raine FAR, SC GC
Malvern Link Ward:	*Richard Bartholomew FAR, SC, GC
Pickersleigh Ward:	David Core FAR & GC (Board Vice-Chair)
Colwall Parish:	Allan Cottam FAR Felicity Robinson LM

Guarlford Parish:
Mathon Parish:

David Fellows FAR & GC
*Christopher Rouse LM

Nominated trustees

Malvern Hills District Council:	Paul Bennett FAR (appointed 24 September 2024) Mark Driscoll LM. GC from 10 July 2024. David Mead (appointed 13 May 2025) *John Michael FAR, GC (Board Chair from 30 July 2024) Jeremy Owenson LM (resigned 23 April 2024) Cynthia Palmer LM & SC to 11 July 2024 (Board Chair to 11 July 2024) (resigned 11 July 2024. Reappointed 13 May 2025). Frances Victory LM & SC Malcolm Victory LM (appointed 24 September 2024) Andrew Willmott (appointed 13 May 2025) FAR
Colwall Parish Council:	Paul Clayburn LM & GC (resigned 3 July 2024) Simon Baggaley FAR (appointed 11 December 2024)
Mathon Parish Council:	*David Baldwin LM & SC
Church Commissioners:	No longer appoint
Herefordshire Council:	John Stock LM (appointed 28 November 2023) Sheila Wren LM & SC (appointed 28 November 2023)
Worcestershire County Council:	Lucy Hodgson FAR. SC from 14 November 2024 Chris McSweeney (appointed 13 June 2025) LM Malcolm Victory LC (to 24 September 2024; now MHDC appointee)
Worcestershire County Council on behalf of the following parishes: -	
Castlemorton:	Mike Wilkinson LM (Resigned 31 October 2025)
Newland:	David Reynolds LM (appointed 15 July 2025) Duncan Westbury LM (Resigned 15 November 2024)
Powick:	Vacant

Staff

Throughout the year Malvern Hills Trust employed on average 21.5 staff (18.6 full time equivalent) (2023/24: 21.1 and 17.8 full time equivalent). Details of staff numbers are given in note 11 to the financial statements.

There were the following changes to the staff during the financial year 2024/25.

Cindy Parish was appointed temporarily as Administration Assistant on 07.05.24 leaving on 08.08.24; Marie Dipple was appointed as Community & Conservation Officer on 02.12.24; Beck Baker left as Community & Conservation Officer on 14.01.25; Sarah Jordan was appointed as Land & Property Manager on 03.02.25.

Report of the trustees for the year ended 31st March 2025

The trustees are pleased to present their annual report together with the financial statements of the charity for the year ending 31st March 2025.

The Board of Trustees resolved to adopt the working name of 'Malvern Hills Trust' on 19th January 2017. This came into effect on 6th April 2017. This name is registered with the Charity Commission. The statutory name remains 'Malvern Hills Conservators'.

Malvern Hills Trust was set up in 1884 and is governed by The Malvern Hills Acts 1884, 1909, 1924, 1930 and 1995. It is a statutory corporation incorporated by private Act of Parliament and is a charity registered with the Charity Commission for England and Wales, number 515804.

The financial statements comply with the Charities Act 2011, the Commissioners' Clauses Act 1847, the five Malvern Hills Acts and *Accounting and Reporting by Charities: Statement of Recommended Practice (SORP)* applicable to charities preparing their financial statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective January 2022).

Our purposes and activities

Malvern Hills Trust was set up to protect the hills commons and other land under its jurisdiction, in particular to:

- Preserve the natural aspect,
- Protect and manage trees, shrubs, turf and other vegetation,
- Prevent unlawful digging and quarrying,
- Keep the land open, unenclosed and unbuilt on as open spaces for the recreation and enjoyment of the public.

Malvern Hills Trust is also obliged under public legislation to conserve and enhance biodiversity, and to protect Sites of Special Scientific Interest and Scheduled Monuments on its land.

In order to meet its purposes, each year Malvern Hills Trust carries out a programme of conservation and maintenance work as guided by the adopted Land Management Plan <https://www.malvern hills.org.uk/looking-after/land-management-plan/> . This includes tree and woodland care, implementation of livestock grazing programmes, mowing and path maintenance to facilitate access, habitat restoration, litter picking and other general maintenance work across approximately 1,200 hectares (3,000 acres) of multi-designated, nationally important landscape.

Malvern Hills Trust provides and maintains a number of car parks for the public to use for easy access to the charity's land. Where parking charges apply, visitors can buy either a day or evening ticket at a meter or an annual parking permit.

In planning and delivering its activities, the trustees have referred to the Charity Commission's guidance on public benefit. The trustees confirm they have complied with their duty in section 17 of the Charities Act 2011 to have due regard to public benefit guidance published by the Charity Commission for England and Wales.

Under section 29 of the Malvern Hills Act 1884, Malvern Hills Trust may acquire 'for the purpose of preserving unenclosed and free from building any lands within 9 miles of Great Malvern Abbey (Priory) which (they) may regard as proper to be so preserved as part of or in connection with the range of the Malvern Hills or for the purpose of maintaining any common or commonable rights which may subsist over or affecting such lands.

Potential land acquisitions are considered by the trustees, in accordance with the charity's Land Acquisition Policy. The trustees will consider acquiring a piece of land where the acquisition is consistent with the powers specified above and where acquisition would further the objectives of the charity. The criteria in the policy are:

- To own and protect the ridge of the Hills and the steep slopes on either side,
- To own and protect land on the lower slopes which contributes to the landscape and setting of the Hills and Commons,
- To maintain common or commonable rights,
- To keep land open for the recreation and enjoyment of the public,
- To conserve habitats or species which are nationally or regionally scarce and/or are typical of the local area,
- To conserve features of archaeological or geological interest/importance,
- To improve access to the existing land holding for management and
- To divert public pressure/damaging activities away from over-used or sensitive areas of the existing land holding.

No land acquisitions were completed during the 2024/25 financial year but there are 2 acquisitions post year end. One was finalised in August 2025 and the other is still in progress and due to be finalised in November 2025.

Achievements and performance

The Malvern Hills are an iconic and much-loved landscape, receiving an estimated 1 million visits each year. Malvern Hills Trust works closely with many user groups and through its Recreation Advisory Panel seeks to understand public access needs and minimise potential conflict between different users of the Hills and Commons.

Malvern Hills Trust has a responsibility to conserve the important features and special qualities of the Hills and Commons, including the geology, flora, fauna, landscape and archaeology.

Keeping a balance between access and conservation is a major challenge for the charity. This is achieved through an active communications policy, using both local and social media and the charity's website. The Trust also aims to run a series of free themed events each year for the public, to help inform their use and enjoyment of the Hills and covering all aspects of the charity's conservation work. Several of these events took place during 2024/25.

Business plan

A 5-year Business Plan was adopted by the Board of Trustees in March 2022 and was to be reviewed annually with an interim review in 2025. In particular, budgets have had to be adapted to take account of increases in prices (particularly fuel and energy) since February 2022. The Business Plan sets out the strategic priorities and plans for the charity.

<https://www.malvern hills.org.uk/looking-after/business-plan/>

At time of approval of the Business Plan, it was anticipated that the governance changes proposed in the Malvern Hills Bill currently before Parliament would have been completed by 2025 but it is now unlikely that a new Act will be in place before 2027. In May 2025, the CEO considered the 82 targets in the current plan and recommended that instead they should be replaced by four or five Key Performance Indicators (KPIs) against which the Board could hold the Trust to account over the remainder of the Plan cycle. These are currently under development. There would then be a transitional plan for the introduction of new governance arrangements once the new Act was in place, followed by a new Business Plan in 2028. There is already a separate system in place for the monitoring of land management targets, with Land Management Committee receiving annual reports on progress against the Land Management Plan.

Volunteers

Before March 2020, Malvern Hills Trust received enormous support from the work of volunteers with activities such as wardening, litter picking, recording flora and fauna, habitat management, conservation, archiving and administrative support. This all but stopped during the height of the pandemic. Regular conservation volunteer working parties have resumed. The input from volunteers continues to be lower than pre-pandemic levels and the Trust looks forward to recruiting more volunteer wardens and office volunteers.

The estimated volunteer contribution during the year was the equivalent of 349 (2023/24; 378) working days (of 7.5 hours per day) spent on the Hills and Commons and 2 (2023/24; 24) working days on office work. The contribution of all volunteers, including the trustees, is gratefully acknowledged.

We were delighted to welcome a volunteer over winter who brought knowledge of archival best practice and the public engagement opportunities of archives. She helped the Trust to understand how the role of rangers (a rebrand from wardens to rangers took place shortly after the year-end) has evolved in our organisation, which is over 140 years old.

The rangers organised a Christmas get together for the volunteers at the Foley Arms Hotel in Malvern and the Chair and CEO hosted a Wassail event in Morgan's Orchard at Golden Valley in January to thank the volunteers for their work restoring the orchard.

Use of Defra Stewardship Grants

In 2024/25 around 78 % (2023/24; 77 %) of the charity's land was managed under the Department for the Environment, Food and Rural Affairs (Defra) Countryside Stewardship Scheme (CS) or Higher Level Stewardship Scheme (HLS). These schemes provide valuable funding for certain land management and conservation activities including grazing, which is the most effective way to maintain significant parts of the Hills and Commons. The grazing programme is complemented by a range of other management work carried out by staff, contractors and a dedicated team of volunteers.

6 separate agreements are held (2023/24; 6 agreements), and together they provide over £250,000 (2023/24 over £100,000) per annum toward MHT's conservation activities. The amount has increased substantially because in January 2024 Defra announced a nationwide increase to certain payment rates applicable from 1 January 2024 for all CS agreements (not HLS).

Key achievements

During the year, the Trust has successfully undertaken maintenance work and implemented the Land Management Plan across its 1200 hectare (3000 acre) estate which includes open hills, woodlands and suburban green spaces. Local wildlife and heritage have been cared for with over a million visits made coming from far and wide have enjoyed the land. As part of this work, staff have maintained over 70km of paths and 22 car parks to help facilitate public access and enjoyment of the landscape.

Other key achievements were:

- Following an extensive public consultation and engagement programme the Trust deposited a Parliamentary Bill in November 2024. The Trust's governing acts date back to 1884. They can only be updated by another Act of Parliament. It is important that the Acts are modernised to improve the charity's governance arrangements and allow the charity to look after the Hills in the most effective way in increasingly challenging times.
- Numerous improvements on fire and health and safety compliance were implemented and action taken on further opportunities for improvement. A Health and Safety Working Group comprising trustees and staff was formed in January 2025 to support and inform the senior management team and trustees in respect of health and safety. All trustees were offered health and safety training from the external health and safety advisor.
- The Staff Trustee Protocol Working Group continues to meet and consider staffing matters

- ‘Miles without stiles’ is an ongoing project to replace stiles, which can be tricky to use for some walkers, with hand gates thus opening up more of the Hills and Commons to a wider range of people. The initiative has taken a further step as two stiles near North Hill have been replaced with hand gates.
- Planting a new tree avenue beside Peachfield Road as part of a volunteer team day with Speller Metcalfe, who kindly spent the day with us planting oak, beech and crab apple. Tree avenues are a key feature of this area.
- Previous Trustee reports have flagged MHT’s work to try and eradicate the invasive, non-native plant *Crassula helmsii*. We’re very pleased to say that follow up surveys have found no evidence of the plant in treated sites – given that this is a famously hard to get rid of plant, this is a real victory for MHT.
- In winter 2024/25 MHT used specialist contractors to carefully fell and extract trees from a part of Old Hills. This site is renowned for its wood pasture and butterfly interest and both were suffering from the spread of secondary trees. The now restored area is more open, the sunshine can come in and highland cattle are doing a super job of maintaining it.
- The Trust has engaged in the South Worcestershire Development Plan Review (SWDPR) throughout the year compiling a written response to the Inspectors, matter and issues questions. Staff attended and represented the Trust at SWDPR Hearings on 25th, 26th March and 29th April 2025.
- Trust staff continue to monitor planning applications which could impact Trust land, where applicable representations to the Local Planning Authority have been submitted.
- Trust staff continue to monitor and manage work proposed and being undertaken by utility companies across the Trust’s land.
- With tree diseases on the rise, the Trust has had to spend a large sum of money on tree safety works this year. This in partly in response to Ash Dieback disease. Whilst the works went well and no incidents have been reported, unfortunately we now have another tree disease on the estate – Acute Oak Decline. This will further challenge our staff and resources in the future.
- Trust staff attended and spoke at the South Worcestershire Development Plan hearings to ensure the nationally important landscape was adequately taken account of. Staff have submitted comments on a variety of planning applications which might affect Trust land and also halted or improved several infrastructure installations by utility companies, this to protect landscape character
- There has been a concerted effort on improving trustee and staff interactions. The Staff Trustee Protocol Working Group was a particular highlight with a new procedure noted by the Board in May along with a referral form for trustee questions that are not appropriately routed to the Trust’s information line. The Land Management Committee provided two informative walks in 2024 at West of England Quarry and Old Hills led by the Conservation Manager and team, to illustrate and gain a shared understanding of current challenges for Trust operations. A new social group has formed.

Structure, Governance and Management

The Malvern Hills Trust is a body corporate set up under the Malvern Hills Act 1884, and governed by that Act as well as the Acts of 1909, 1924, 1930 and 1995. It is a registered charity.

The Board of Trustees is the decision-making body. The governing legislation currently provides for 29 trustees who are appointed for a four-year term. Eleven trustees are directly elected under the Local Elections (Principal Areas) Rules by the residents of the wards (as at December 2022) and parishes listed below, who contribute to Malvern Hills Trust through a levy paid with their Council Tax. The Chief Executive Officer is the Electoral Returning Officer.

Electoral area	<u>Seats</u>
Priory Ward	1
Chase Ward	1
Wells Ward	1
West Ward	1
Dyson Perrins Ward	1
Malvern Link Ward	1
Pickersleigh Ward	1
Guarlford Parish	1
Colwall Parish	2
Mathon Parish	1

The remaining 18 trustees are nominated by the following bodies:

Herefordshire Council	2
Worcestershire County Council	2
Worcestershire County Council on behalf of the parishes of Castlemorton, Newland and Powick	3
Malvern Hills District Council	8
Colwall Parish Council	1
Mathon Parish Council	1
The Church Commissioners	1

The majority of the current trustees took up their seats on 1st November 2023 (some trustees were appointed after that date) and will remain in place until 31 October 2027.

There were 3 vacancies (for nominated members) at the time this report was approved.

Following elections in November 2023, trustees underwent an intensive period of training to ensure that they understand their duties and responsibilities under the Malvern Hills Acts, their responsibilities as charity trustees and their duties under other legislation which affects the land which they manage. Subsequent training for any new later appointed trustees has also been provided as required. Those trustees appointed in September 2025 are in the process of receiving their training programme at the time this report was approved. In particular there were a number of training sessions to ensure that new trustees were fully familiar with the Trust's proposals to update its governing Acts. A short tour is also offered to view some of the

key management sites and all trustees are encouraged to attend land management site visits throughout the year.

During the past year, trustees have received training in tackling bullying and harassment, Trust values, and PR and communications.

Board and Committee meetings are open to the public and dates are published on the website. The Board holds six scheduled Board meetings in January, March, May, July, September and November to make decisions and to receive reports from officers, committees and from representatives serving on outside bodies. There is an opportunity for members of the public to make statements by prior arrangement at these meetings. Special Meetings are also held whenever required.

The annual meeting at which the financial statements are adopted and Auditor appointed was held on 14th November 2024. It was resolved at that meeting to re-appoint Azets Audit Services for the year ended 31st March 2025, and the Trustees' Annual Report and Accounts for year ended 31st March 2024 were approved.

The Chair and Vice Chair are elected at the Board's annual meeting in November, at which committee members and representatives to serve on outside bodies are also appointed. Cynthia Palmer (chair) and David Core (vice chair) were appointed unopposed at the meeting on November 2023.

At the Board meeting on 11 July 2024 Cynthia Palmer resigned as Chair. John Michael was appointed to replace her at a Special Board meeting on 30 July 2024 and he was re-appointed in November 2024.

Chief Executive Officer

The Chief Executive Officer is responsible for the day-to-day management of the charity's affairs and for implementing strategies and policies agreed by the Board of Trustees.

Committees

There are five committees of the Board. Their functions are set out below. The Board of Trustees considers committee reports and adopts, declines or amends their recommendations at the following Board meeting.

Land Management Committee

This committee considers land management issues and strategy, including the statutory duty to maintain the natural aspect. This includes:

- Overseeing production of the Land Management Plan and monitoring progress against the plan
- Recommending the annual land management budget to the Board and monitoring progress against the budget

- Reviewing policies relating to the management of the charity's land holding
- Consideration of some applications for easements and wayleaves and making recommendations to the Board thereon
- Considering appropriate levels of access infrastructure, interpretation and information
- Reviewing funding agreements, licences etc relating to the management of the Hills and Commons
- Considering and making recommendations to Board regarding policy and best practice relating to environmental and sustainable development practices, (such as management of ash in light of Ash Dieback disease)

Finance, Administration and Resources Committee

This committee has oversight of the following areas:

- Finance, including reviewing the adequacy of financial controls, annual financial statements, budgets and budget monitoring
- Investments, including reviewing the Investment Manager's reports and performance
- Overseeing production of the business plan and monitoring progress against the plan
- Administration, including legal matters and review and enforcement of the byelaws
- Rents and charges
- Reviewing major contracts
- Ensuring that Malvern Hills Trust has appropriate levels of insurance cover
- Fundraising
- Communications

The committee also has authority to approve unbudgeted expenditure within agreed limits.

Governance Committee

The Governance Committee has oversight of and advises the Board on the following areas:

- Ensuring the organisation complies with the Malvern Hills Acts, charity legislation and other relevant legislation relating to governance
- Reviewing board and committee performance
- Reviewing and monitoring compliance with the Governance Handbook, Standing Orders and the Code of Conduct
- Ensuring that the charity has appropriate risk management systems in place and that risks are reviewed and updated annually
- Approving training for trustees

Staffing Committee

The Committee makes recommendations to the Board of Trustees regarding:

- Staffing and office requirements
- Policy matters relating to staff salaries and benefits
- Budget allocation for personnel and health and safety

- Policy matters relating to terms and conditions of employment/engagement for all staff and volunteers
- Matters arising from Malvern Hills Trust's Disciplinary and Grievance procedures for staff
- Health and safety and first aid matters in relation to staff, volunteers and members of the public
- Pension arrangements with the Finance Administration and Resources Committee

The Committee also:

- Reviews all employment and human resources policies and procedures and ensures that Malvern Hills Trust acts as a good employer
- Receives reports from the Chief Executive Officer on human resource matters
- Ensures that Malvern Hills Trust has a Health and Safety Policy and Health and Safety management systems in relation to staff, volunteers and members of the public and that these are reviewed regularly, properly implemented and the Board of Trustees is kept fully informed

Disciplinary Committee

The Committee meets as and when required to consider breaches of the trustee Code of Conduct.

Charity Governance Code

The Charity Governance Code was first published in July 2017 and revised in 2020 as a reference document to help charities work towards effective governance and the right leadership structure. The Code sets out principles and recommended practice. All charities and their trustees are encouraged to meet the principles and outcomes of the Code by either applying the recommended practice or explaining what they have done instead or why they have not applied it.

As a charity governed by statute, including legislation which is now over 175 years old, it is not possible for the Trust to follow many of the recommendations for good practices set out in the Code, but the Code has been used to formulate many of the proposals for modernisation of the Trust's constitution.

The Charity Governance Code states that if a trustee has served for more than 9 years their appointment should be subject to a particularly rigorous review, taking into account the need for progressive refreshing of the board and should be explained in the trustees' annual report.

There is nothing in the Acts which prevents a trustee from standing for office for more than 9 years and, because of the way trustees are appointed, nothing the Trust can do to prevent appointment of trustees who have been on the Board for more than 9 years.

Trustees who have served for more than 9 years (listed in order of longest serving) are:

Christopher Rouse (first elected November 2003)

David Baldwin – first appointed May 2010

John Raine – first appointed September 2013

Richard Bartholomew – first elected March 2015

Charles Penn – first elected November 2015, resigned May 2025

John Michael – first appointed November 2015

Ward boundary changes

The Malvern Hills (Electoral Changes) Order 2023 caused significant concern for the Trust as it altered the boundaries of Local Government wards in central Malvern. The Trust's electoral area is (in part) defined in the Acts as "the seven wards of the urban district of Malvern". The Urban District Council was abolished in 1972. The current wards no longer coincide with the old electoral boundaries. The Trust was able to conduct its elections in November 2023 in accordance with the Acts thanks to significant assistance from the Electoral Services staff at Malvern Hills District Council.

This situation is not satisfactory and the Trust is seeking to address the problems posed by the out of date references in the Malvern Hills Acts in the Malvern Hills Bill.

Malvern Hills Bill

The Trust is governed by the 5 Malvern Hills Act, which reference other public Acts, dating back to 1847. The Trust has long recognised the need to rationalise, modernise and consolidate its governing legislation. The current Acts do not reflect or permit modern best practice in relation to charity governance and do not contain all the powers that the trustees need to administer the charity in the most effective way and to best achieve its objects. There are provisions in the Acts that no longer apply, others which reflect a legal and cultural context that no longer exists and some of the key provisions are defined by reference to bodies which were abolished 50 years ago. Because the Acts are out of date, they hamper the Trust's ability to operate effectively and to provide good value for money.

The Trust began work on its proposals for updating the Acts in 2014, including a public consultation in Autumn 2019. The Trust obtained consent from the Charity Commission in August 2023 to expend up to £306,000 on the preparation and promotion of a Bill in Parliament. This permission was subject to a condition that the Trust did not seek to extend or materially change the existing power to levy.

It was resolved in January 2024 to seek a Private Bill. The Trust ran a public consultation from 22 May to 22 July 2024 on their detailed proposals for change and also wrote directly to key stakeholders. Following consideration of the consultation outcomes, the Trust finalised the drafting of the Bill and it was deposited in Parliament in November 2024. The Bill had its first reading on 22 January 2025 and its second reading on 4 June 2025. The next stage is the Committee stage which is likely to start in early 2026.

Loan from Land Purchase (1992) Fund

Under s105 Charities Act, the Charity Commission authorised the Trust to borrow up to £306,000 from the Land Purchase (1992) Fund which was established pursuant to s9 MHA 1930, in order to help spread the cost of the Parliamentary Private Bill. This is an internal loan and the interest and compensation payments are not lost to the trust.

The loan agreement was made on 23 April 2024. It required the Trust to repay the loan over 25 years, together with interest fixed at a rate of 6 % pa and a compensation payment to cover any loss of investment income sustained by the Land Purchase Fund as a result of some investments having been moved from the main portfolio into more easily accessible/lower rise investments.

The following sums were drawn down:

£100,000 on 31 December 2024, £90,000 on 31 March 2024.

The following repayments were made from General Fund during the financial year 2024/25:

Interest: £Nil Capital: £Nil Compensation payment: £710 on 15 January 2025

In 2025/26 at the time this report was approved, no further loan drawdowns have been initiated and the following payments from general fund have been made:

Interest: £1,144 Capital: £1,508 Compensation payment: £Nil

Financial Review

The financial results are set out on pages 32 to 65. There was a total net increase in funds of £419,866 (2023/24 increase of £258,645).

Net expenditure before transfers on the unrestricted funds was £33,546 (2023/24 net income of £64,918). The net movement on the unrestricted funds after transfers and the FRS 102 pension adjustment was an increase of £596,312 (2023/24 increase of £167,008).

In addition, there was a net decrease of funds on the restricted funds of £176,446 (2023/24 net increase £91,637).

Total reserves at the financial year end were £ 4,275,183 (2023/24 £3,855,317), of which £2,914,588 is restricted which includes £1,346,835 inalienable assets. (2023/24 £3,091,034 restricted which includes £1,346,835 inalienable assets).

Further information regarding inalienable assets is in notes 1g and 1h.

Principal sources of funds

Under powers in the Malvern Hills Acts, Malvern Hills Trust charges a levy to Council Tax payers in the parishes of Malvern, Guarlford, West Malvern, Malvern Wells, Colwall and Mathon. The average band D levy payable in 2024/25 was £47.59 (2023/24 it was £45.34). The total levy received by the charity was £697,070 (2023/24 £663,800).

Malvern Hills Trust is very grateful to the levy payers for this funding and recognises its importance in helping the Trust to maintain the Hills and Commons. Information for levy payers can be found on the website <https://www.malvernhills.org.uk/living-in/levy-payers/>

Revenue from car parks is the second main funding source. The total received in 2024/25 was £446,381 (2023/24 £398,720). Car park takings are used to fund the charity's work generally including maintaining the car parks for public use.

Agri-environment grants, most significant of which are those from Countryside Stewardship Scheme, are the third largest source of funds. £270,413 was received in 2024/25 (£148,536 was received in 2023/24). An additional sum of £146,037 for the year ended 31st December 2024 (2023/24 £59,673) was received by the CS Castlemorton Delivery Group which is accounted for as custodian funds under the terms of the Countryside Stewardship Scheme. The entire income and expenditure of this delivery group does not form part of the Malvern Hills Trust accounts, but rather the applicable share of income for the Trust is recognised as other grant income, as established via the required internal agreement. In 2024/25 this amounts to £1,000 admin fee (2023/24 £1,000) and £5,882 non-grazing delivery services (2023/24 £5,098).

Donations and legacies received totalled £33,926 (2023/24 - £18,243).

Significant financial impacts

Significant events (and their financial impact) during the year were:

- The Trust has a 5-year programme for managing Ash Dieback. Spend in 2024/25 has not been as high as was anticipated at £29,731 (2023/24 £38,614) but we now face managing Acute Oak Decline which will require funds going forward. The balance of the designated funds (Tree Disease and Ash Dieback) are currently sufficient as a result of prior year transfers made in anticipation of future costs. It was not deemed necessary to designate additional funds this year.
- The Board maintained its policy of updating vehicles with purchases of an Isuzu field staff vehicle and a Bomford Turner hedge cutter. The cost of vehicle and equipment additions was £60,282.
- We recruited an additional senior staff member, the Land and Property Manager who joined us in February 2025 and we began the process to recruit a new Operation's Manager ahead of Peter Kelsall's retirement in May 2025 as well as a new member of the Ranger's Team and a new member of the Field Team towards the end of the financial year.
- Carpark takings exceeded budget which was in part due to unexpected revenue stream from a contractor using one carpark exclusively towards the end of the financial year and paying for that right.
- Significant time and financial investment has been made in the drafting and depositing of the Malvern Hills Bill during this financial year as described in detail earlier in the report. It became apparent that the original budget for the preparation and promotion of the Private Bill would need to be revised and uplifted partly as a

result of the number of petitions against the Bill, the vast majority of which were from individuals in the Malvern area. A revised budget of £471,972 was approved by the Board in May 2025 and Charity Commission consent for the additional expenditure was received in October 2025.

- The anticipation of severe delays in stewardship payments has made cashflow difficult to manage in recent years but this year we received most of the payment earlier (92 % for 2024 was received on time). This will allow us to plan the spend which is even more pertinent now that grant amounts have increased significantly by Defra.
- Significant time and costs have been incurred surrounding the governance of the Charity during the financial year that are not bill related. This continues into the 2025/26 financial year and is becoming increasingly concerning.

Acknowledgements: other grants and contributions

Malvern Hills Trust gratefully acknowledges the financial support of Defra Rural Development Programme for England, Worcestershire County Council, Herefordshire Council, Malvern Hills District Council, Malvern Civic Society, and the Farming in Protected Landscapes scheme run by the Malvern Hills National Landscape partnership.

Investment powers and policy

The trustees have wide powers of investment.

The Trust has placed the Land Maintenance Fund, Parliamentary Fund and the majority of the Land Purchase (1992) Fund, under investment through RBC Brewin Dolphin.

The trustees have provided RBC Brewin Dolphin with written investment policies for the portfolios, which are reviewed annually. In all cases, the Trust seeks to produce the best financial return with a moderate level of risk.

The Finance, Administration and Resources Committee, with the advice of the Trust's Investment Manager, is charged with recommending to the trustees a suitable asset allocation strategy, with the aim of achieving the charity's investment objectives. RBC Brewin Dolphin's risk category 6 index is used to structure the main portfolios and provides a ready measure of performance. The Trust's investment policies provide that the asset classes which the trustees consider could be included within the portfolio are cash, fixed interest products, equities, commercial property, private equity, commodities and any other asset that may be agreed to be suitable for the charity. Access to these asset classes can be achieved directly or via collective investment vehicles such as unit or investment trusts. No single direct equity investment should exceed 5 % of the total value of the portfolio and no single investment in a collective fund should exceed 10 % of the value of the portfolio. Investments in negotiable instruments known as 'derivatives' are not permitted without prior approval of the trustees.

The trustees acknowledge that in order to manage longer term inflation risks, investments will partly be in assets such as equities and as a result, in the short-term the capital values of the portfolios could fluctuate.

The Trust's investment objective for the Land Maintenance Fund and the Parliamentary Fund ("Parliamentary portfolio") is to produce the best financial return (capital growth and income) with a moderate level of risk.

The Trust's principal objective for the investment of the Land Purchase (1992) Fund (Land Purchase (1992) portfolio) is to generate a return (net of costs, including reinvestment of earnings) sufficient to maintain the purchasing value of the fund.

The trustees are funding a significant percentage of the cost of preparing and promoting the Malvern Hills Bill by way of a loan from the Land Purchase Fund. A similar mechanism was used to fund the passing of the Malvern Hills Act 1995. Anticipating drawing down part of the Fund, trustees voted in January 2023 to move £350,000 to lower risk investments in order to avoid the risk of fluctuations in the value of the investments at a time when funds were needed. The Board resolved to split the Land Purchase Fund into 3 parts, £150,000 to be invested as cash in FSCS assured interest bearing accounts and £200,000 to be invested by the Trust's Investment Managers in a separate, risk category 4 portfolio (Land Purchase (1992) No2 portfolio). The balance remains invested in accordance with the original Investment Policy.

On draw down of the loan to fund the Malvern Hills Bill, towards the end of the financial year, £190,000 is reclassified to the Promotion & Preparation of the Bill designated fund (see net assets between funds note) but at the balance sheet date remains in the Land Purchase (1992) portfolio with Brewin Dolphin. Earnings since this transfer will be general fund income because the loan agreement deals with all financial recompense to the Land Purchase Fund. These funds will be drawn down to cash as the need arises but in the meantime any income that can be earned on the funds is to the benefit of the Trust.

Investment performance

Over the 12 months to 31st March 2025, inflation continued to be moderate across most developed markets, although progress was uneven and slower than many central banks had hoped. Interest rates remained elevated, with policymakers adopting a cautious stance amid resilient labour markets and sticky core inflation. Geopolitical risks persisted, particularly in the Middle East and Eastern Europe, contributing to intermittent volatility in energy prices and global supply chains. Despite these headwinds, equity markets performed strongly, buoyed by expectations of interest rate cuts and robust earnings from key sectors. The US market performed particularly well towards the end of 2024 due to the expectation of Trumps proposed policies being a positive for the US market but towards the end of February we saw weakening of the US market due to such uncertainty around tariffs. The European region on

the other hand performed well over the start of 2025 in part due to the planned expenditure across the region towards defence spending.

Over the financial year to 31 March 2025, the combined portfolio generated a total return of +2.19 % net of fees. This compares to the Asset Risk Consultants (ARC) Steady Growth Index performance of +2.71 % (net of fees) and the RBC Brewin Dolphin Risk Category 6 Strategic Asset Allocation of +2.89 % (gross of fees). The ARC index is made up of around 5,000 charity portfolios from 35 different investment managers, providing a good comparison to the performance of sector peers with a similar level of investment risk.

The annual returns (year ended 31 March 2025) were as follows:

Land Purchase (1992) Fund (main portfolio)

Return gross of fees +2.34 %, net return +1.64 % (ARC Steady Growth 2.71 %)

Land Purchase (1992) No. 2 portfolio (established 20th February 2023)

Return gross of fees +4.08 %, net return +3.37 % (ARC Balanced asset 3.43 %)

Parliamentary and Land Maintenance portfolio

Return gross of fees +2.84 %, net return +2.14 % (ARC Steady Growth 2.71 %)

The trustees receive a full report on the investment portfolios from RBC Brewin Dolphin in June and December and an interim report is available in March and September.

The Trust's assets are invested in line with the long-term interests of the charity. Malvern Hills Trust exists to protect the Malvern Hills and Commons. Climate change poses a threat to the unique environment which is cared for by the Trust. Since 31st March 2021 the trustees have excluded all fossil fuel, mining and quarrying companies from the investment portfolios. The trustees also exclude individual investments which are perceived to conflict with the charity's purpose.

Reserves policy and going concern

Malvern Hills Trust's (MHT's) free reserves are defined as those funds which the charity has available to spend on its charitable objectives.

The free reserves are calculated by starting with the total unrestricted funds value from the accounts. To comply with accounting rules the amount of the pension deficit is included as part of the unrestricted funds shown in the accounts, although it is a liability that will not crystallise, as the deficit to be repaid is part of a different calculation under the triennial valuation of the scheme. This deficit value is therefore added back when calculating the free reserves. The net book value of fixed assets (not available as cash) and the value of committed (designated) funds are then deducted, to come to the free reserve total. In summary, the calculation is as follows:

Total unrestricted funds*

Less:

The defined benefit pension scheme surplus/(deficit)

Net book value of fixed assets funded from the general fund

Committed designated funds

*Unrestricted funds comprise the general fund, and free designated funds and surplus/(deficit) on the defined benefit pension scheme

The level of free reserves required will vary from time to time depending on MHT's overall financial position, the economic climate, the security of income from grants and other sources (in particular from parking revenue), the expected levels of planned expenditure and the risks of unplanned costs.

In setting the policy, the trustees have ensured that the contributions required under the defined benefit pension scheme, including those to cover the actuarial deficit, can be met from projected cash flows.

MHT's trustees' policy is to aim to maintain the free reserves level above £350,000. This threshold has been set by the trustees taking into account the following factors:

- The need to hold funds to maintain the viability of MHT in case of unexpected events leading to uninsured costs,
- The need to provide protection against the risk of a significant drop in grant or other income or unexpected delays in receipts,
- To fund everyday essential expenditure in the event that income streams are unexpectedly interrupted,
- To fund unplanned costs arising from tree diseases,
- The need to provide working capital for MHT, both for day to day work and for future (possibly grant-funded) development,
- The need to provide a degree of protection against fluctuations in investment income.

The policy was adopted in June 2018 and is reassessed annually. The Board agreed to keep the policy at £350,000 in the Board Meeting dated 12 September 2024. This policy review will be repeated at the November 2025 meeting when these accounts are approved.

Free reserves have also been reviewed regularly throughout the year during the appropriate meetings.

At 31st March 2025 total funds of the charity were £4,275,183 (2023/24 £3,855,317). This included restricted funds of £2,914,588 (2023/24 £3,091,034) and committed designated funds of £1,118,634 (2023/24 £897,153). Details of all the designated funds are given in note 20 to the financial statements and restricted funds details are in note 22.

The level of free reserves as defined above was £627,968, made up of the following:

	£
General fund excluding net book value of assets	210,312
Free' designated funds	
Unrestricted gifts	406,903
Dog campaign	3,501
Modernisation of Acts - other costs	7,252
Total	<u>627,968</u>

The total of the free reserve was down on the March 2024 figure (£742,341).

The overall free reserve remains higher than the target minimum of £350,000.

The trustees have carried out a going concern review and concluded that the Trust is a going concern and that they expect the organisation to continue operating and paying liabilities as they fall due for at least twelve months from when the accounts are signed.

Pension scheme

FRS 102

Malvern Hills Trust is a member of the Worcestershire County Council Pension Fund (WCCPF), which is a defined benefit scheme. The costs and liabilities shown in these financial statements are accounted for under FRS 102, with details being given in note 28. The pension figures reflected in these financial statements have been provided by Hymans Robertson LLP, the Actuary to the Fund.

The FRS 102 accounting deficit at the year end has been calculated as £130,000 (2023/24 £612,000). The employer's contribution rate during the year was 22.4 % (2023/24 21.8 %).

Triennial valuation

The most recent completed triennial Actuarial valuation was carried out at 31st March 2022. This valuation provides the basis for the calculation of future contributions to WCCPF. The Trust's deficit (that is the excess of pension liabilities over assets) in WCCPF as at 31st March 2022 was £802,350 (74.8 % funding level). This was an improvement on the position at the last two triennial valuations which showed a deficit in 2019 of £926,000 (69 % funding level) and £1,092,000 (57 % funding) in 2016. The next Actuarial valuation will be carried out as at 31st March 2025, with revised contribution rates coming into effect from 1st April 2026. The 31st March 2025 valuation information is not yet available for inclusion in these statutory accounts.

The Trust receives a schedule of contribution rates from the Actuary following each triennial valuation, comprising a rate to support on-going benefits and a deficit recovery element. The Business Plan and budgets include provision for these payments. The deficit recovery period following the 2022 Actuarial Valuation is 12 years. The deficit payments in 2024/25 totalled £77,630 (2023/24 £74,200). The amount due for 2025/26 is £81,150.

In July 2016 the Board closed WCCPF to new joiners, following a review of pension provision. In order to meet its obligations under auto enrolment legislation, new employees are enrolled in the People's Pension, which is a defined contribution scheme. The employer's contribution rate to this scheme is 10 % of pensionable salaries.

Plans for future periods

The senior management team has a further opportunity to grow and develop with the appointment of the new Land and Property Manager in 2024 and a new Operations Manager, recruited following the retirement of Peter Kelsall. Whilst recommendations of the Staffing Review 2023-24 have been completed, new actions will be agreed on the basis of the 2025 employee engagement survey.

The communications output is evolving with more emphasis on reaching new audiences and explaining who we are and what we do. The Trust will be holding drop-in sessions over the summer 2025 to give members of the public the opportunity to learn more about the charity's work and the new Bill. Peaks in activity on the Trust's website occurred in May and June 2024 related to the sale of car parking passes and the public consultation on the Bill. There was also a peak in February 2024 on vacancies listed. Active users of the website in the financial year 2024-25 were over 88,000. Peaks in activity on the Trust's website continued on the Governance Change pages until July 2024, which was around the time of the public consultation on the Bill. The Trust's Facebook channel has 6.2k followers (up by 1,000 on 2023-2024) and highest reaches were on stories around the annual hay cut, bracken rolling and the February vacancies. Highest reach on Instagram was on posts about winter tree safety works, International Bat Night and deadline for a vacancy in July 2024. Stockwatch continues to be popular with a regular slot in the Malvern Gazette.

The Trust's consultation for its private Bill was extensively publicized with over 15,000 leaflets and hundreds of posters circulated. The Trust also held 5 drop-in sessions and informal sessions in Trust car parks to answer questions from members of the public. There was a concerted campaign of misinformation about the Bill (including a web site telling people how to complete the Trust's consultation questionnaire in 4 minutes without reading the consultation document) and the Trust set up frequently asked questions and a myth-busting sections on its website.

Over the next 12 months the Trust will continue to deliver its adopted Land Management Plan. Several recent and forthcoming changes in personnel will bring extra challenge, especially for a small team.

Practical works on the estate will continue to maintain the open access and associated infrastructure plus the care of our natural and cultural heritage too. The mowing plan will once more try to strike balance between providing open spaces suitable for picnics and games but also wilder areas where orchids and bees as well as flora and fauna can flourish.

Special effort is required to repair the eroded ridgeline, guard against wildfires and enhance some of the Trust's newly acquired lands. At Colwall Coppice, for example, we hope to obtain grant funding to support uneconomic tree thinning and planting. This to help diversity the ancient woodland and increase its resilience to tree diseases and a changing climate.

The period in which the next MHT Land Management Plan is to be drawn together will be extended. The new plan will go live in April 2027 – this extension will allow more data gathering and greater consultation with stakeholders in 2025 and 2026.

Remuneration policy and salary costs

Salaries were last independently benchmarked in spring 2022. A pay benchmarking exercise was commenced in summer 2025 and is still ongoing at the time this report was approved.

The salary of the Chief Executive Officer is set by the Board, following an annual appraisal. Negotiations regarding pay awards across all LGPS staff pay scales were finally settled upon in November 2024 and backdated to 1 April 2024.

Statement of trustees' responsibilities and corporate governance

The trustees are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The law applicable to charities in England & Wales requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources of the charity for that period. In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently,
- observe the methods and principles in the Charities SORP 2019 (FRS 102),
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in operation.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements comply with the Charities Act 2011, the Charities (Accounts and Reports) Regulations 2008 and the provisions of the governing Acts. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Trustees are responsible for the maintenance and integrity of the charity and financial information included on the charity's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Post balance sheet event

The Malvern Hills Trust was, and continues to be, deeply saddened by the untimely passing of one of its Field Team. Martin Cottrell, a dedicated member of the staff for over thirty years, died on Friday 2 May.

The matter is currently subject to ongoing investigations by the relevant regulatory authority, and the Trust is co-operating fully.

The trustees have reviewed the potential implications for the charity's operations, staffing and governance and will take any appropriate actions once the investigations have concluded. No financial adjustments are required to the year end accounts as the event occurred after the reporting date and does not relate to conditions existing at that time.

The trustees wish to express their deepest sympathy to his widow and family, friends and colleagues.

Risk management

The trustees have in place a formal risk management process to assess business risks and implement risk management strategies.

The risk management process involves identifying the types of risks the charity faces, classifying them in terms of potential impact and likelihood of occurrence and identifying ways of managing the risks. At each meeting of the board, trustees are updated on any significant changes to the level of risk, particularly any categories that are gauged to be entering the highest risk category, and any appropriate actions considered.

During the year the Finance Administration and Resources Committee has met and discussed the Risk Management Strategy. There is now a shorter more manageable working document with easy filtering to identify risk owners and which risks committees and/or the whole board are responsible for monitoring.



The key risks identified during the year were as per 2023-24:

- Potential of grant-making bodies such as the Rural Payment Agency making unilateral changes to existing grant schemes which might negatively impact on income levels.
- Uncertainty in regard of Trusts election arrangements following the Boundary Commission review of Malvern Hills District Council ward boundaries.
- Reputational impacts arising both from the above, and local campaigns (by individuals and/or groups) generating misinformation that affects the reputation of the charity and generates adverse publicity, as well as diverting the limited resources and focus of the organisation from its core objects.
- The impacts of additional workloads and limited delivery capacity arising from both expected and unexpected loss of staff from key roles within the small staff team.

Some areas of financial operations previously identified as at high risk in 2023-2024, have since moderated, but still warranted careful monitoring. These include the risks of:

- Impact of Government policy, changes in legislation and regulations
- Expenditure levels increasing and car park takings and grant funding income falling below expected levels
- Poor investment returns

Impending changes in local government are likely to have an impact on Trust elections if the new Act isn't passed by 2027. Uncertainty over the changes is also an issue.

Statement as to disclosure to our auditors

In so far as the trustees are aware at the time of approving the Trustees' Annual Report, the trustees have each taken appropriate steps to make themselves aware of any information relevant to the audit and to establish that the auditor is aware of that information.

By order of the Board of Trustees

John Michael
Chair of Trustees on behalf of the Trustees
DATE 13th November 2025

Independent Auditor's Report to the Trustees of Malvern Hills Trust

Opinion

We have audited the financial statements of Malvern Hills Trust (the 'Charity') for the year ended 31 March 2025 which comprise the statement of financial activities, the balance sheet, the statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Charity's affairs as at 31 March 2025 and of its incoming resources and application of resources, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Charities Act 2011.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Charity in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Charity's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Trustees with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The Trustees are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Charities (Accounts and Reports) Regulations 2008 require us to report to you if, in our opinion:

- the information given in the financial statements is inconsistent in any material respect with the Trustees' report; or
- sufficient accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Trustees

As explained more fully in the statement of Trustees' responsibilities, the Trustees are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the Trustees are responsible for assessing the Charity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Trustees either intend to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

We have been appointed as auditor under section 144 of the Charities Act 2011 and report in accordance with the Act and relevant regulations made or having effect thereunder.

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a

material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

We obtain and update our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. This includes consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

In response to the risk of irregularities and non-compliance with laws and regulations, including fraud, we designed procedures which included:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the entity through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management bias and override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for indicators of potential bias.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk of not

detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Other matters

Your attention is drawn to the fact that the charity has prepared financial statements in accordance with "Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)" (as amended) in preference to the Accounting and Reporting by Charities: Statement of Recommended Practice issued on 1 April 2005 which is referred to in the extant regulations but has now been withdrawn.

This has been done in order for the financial statements to provide a true and fair view in accordance with current Generally Accepted Accounting Practice.

Use of our report

This report is made solely to the Charity's Trustees, as a body, in accordance with part 4 of the Charities (Accounts and Reports) Regulations 2008. Our audit work has been undertaken so that we might state to the Charity's Trustees those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Charity and the Charity's Trustees as a body, for our audit work, for this report, or for the opinions we have formed.



Azets Audit Services

Chartered Accountants

Statutory Auditor

25 November 2025
Date

Epsilon House
The Square
Gloucester Business Park
Gloucester
United Kingdom
GL3 4AD

Azets Audit Services is eligible for appointment as auditor of the charity by virtue of its eligibility for appointment as auditor of a company under section 1212 of the Companies Act 2006.

Statement of Financial Activities for the year ended 31st March 2025

	Note	Unrestricted funds	Restricted funds	Total funds 2025	Total funds 2024
		£	£	£	£
Income and endowments from:					
Donations and legacies	3	28,926	5,000 ▲	33,926	18,243
Charitable activities:					
Management of the hills and commons	4	986,961	9,095 ▲	996,056	870,563
Car parks	4	446,381	0 ▲	446,381	398,720
Other trading activities	5	57,688	16,000 ▲	73,688	50,931
Investments:					
Bank deposits		32,503	6,176	38,679	46,134
Investment portfolio		0	34,247	34,247	33,698
Other	6	13,895	0 ▲	13,895	22,913
Total income		1,566,354	70,518	1,636,872	1,441,202
Expenditure on:					
Charitable activities	7	1,599,466	38,648 ▲	1,638,114	1,338,810
Other expenditure	7	434	7,722 ▲	8,156	9,079
Total expenditure	7	1,599,900	46,370	1,646,270	1,347,889
Net gains on investments	9	0	3,264 ▲	3,264	88,332
Net income/(expenditure)		(33,546)	27,412	(6,134)	181,645
Transfers between funds	23	203,858	(203,858) ▲	0	0
Other recognised gains/(losses)					
Actuarial gains/(losses) on defined benefit pension scheme	27	426,000	0 ▲	426,000	77,000
Net movement in funds		596,312 ▲	(176,446)	419,866	258,645
Reconciliation of funds:					
Total funds brought forward		764,283	3,091,034	3,855,317	3,596,672
Total funds carried forward	24	1,360,595	2,914,588	4,275,183	3,855,317

The statement of financial activities includes all gains and losses recognised in the year.

All income and expenditure derive from continuing activities.

The notes on pages 35 to 65 form part of these financial statements.



Balance Sheet as at 31st March 2025

	Note	2025	2024
Fixed Assets		£	£
Tangible fixed assets	14	430,515	428,748
Heritage assets	14/15	1,346,835	1,346,835
Investments	16	1,313,707	1,303,281
Total fixed assets		<u>3,091,057</u>	<u>3,078,864</u>
Current Assets			
Livestock		31,452	31,452
Investments		339,788	424,788
Debtors	17	245,168	306,520
Short term deposits		937,858	898,082
Cash in hand		152	176
Total current assets		<u>1,554,418</u>	<u>1,661,018</u>
Creditors: Amounts falling due within one year	18	<u>(240,291)</u>	<u>(272,565)</u>
Net Current Assets excluding pension liability		1,314,127	1,388,453
Net assets excluding pension liability		4,405,183	4,467,317
Pension Fund liability	27	<u>(130,000)</u>	<u>(612,000)</u>
Net Assets including pension liability		<u>4,275,183</u>	<u>3,855,317</u>
The funds of the charity			
Unrestricted - General Fund	19	371,961	479,130
Unrestricted - Designated Funds	20	1,118,634	897,153
Unrestricted - Pension Fund	21	(130,000)	(612,000)
Restricted Funds	22	2,914,588	3,091,034
Total charity funds		<u>4,275,183</u>	<u>3,855,317</u>

The notes on pages 35 to 65 form part of these financial statements.

Signed

John Michael
Chair of Trustees on behalf of the Trustees
DATE 13th November 2025

Statement of cash flows for the year ended 31st March 2025

	2025 £	2024 £
Cash flows from operating activities		
Net movement in funds	(6,134)	181,645
Add back depreciation charge	74,965	56,819
Profit on disposal of fixed assets	(8,455)	(11,712)
Investment (gains)/ losses	(3,264)	(88,332)
Difference pension charge and cash contributions	(56,000)	(48,000)
Income on investing activities retained in portfolio	(72,926)	(79,832)
Decrease / (increase) in stock	0	0
(Increase)/decrease in debtors	61,352	(189,588)
Increase in creditors	(32,274)	126,113
Net cash provided by/(used in) operating activities	(42,736)	(52,887)
Cashflows from investing activities:		
Proceeds from the sale of fixed assets	8,455	11,712
Purchase of fixed assets	(76,731)	(126,490)
Transfer to current asset investments	85,000	(340,000)
Purchase of investments	(198,004)	(173,249)
Proceeds on disposal of investments	181,281	152,023
Interest received	72,926	79,832
Net cash provided by investing activities	72,927	(396,172)
Change in cash and cash equivalents in the reporting period	30,191	(449,059)
Cash at beginning of period	898,260	1,334,341
Cash at end of period	938,010	898,260
Movement in portfolio cash	(9,559)	(12,978)
Change in cash and cash equivalents in reporting period	30,191	(449,059)

The notes on pages 35 to 65 form part of these financial statements.

Notes to the financial statements for the year ended 31st March 2025

1 Accounting policies

The principal accounting policies adopted, judgements and key sources of estimation and uncertainty in the preparation of the financial statements are as follows:

Basis of preparation

The financial statements have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their financial statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective January 2019) – (Charities SORP (FRS102)) and the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102).

Malvern Hills Trust meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy notes.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

a) Preparation of the financial statements on a going concern basis

The charity reported a cash inflow of £30,191 (2023/24 £449,059 outflow) for the year. The charity has cash resources and has no requirement for external funding. The trustees have a reasonable expectation that the charity has adequate resources to continue in operational existence for the foreseeable future. They continue to believe the going concern basis of accounting to be appropriate in preparing the annual financial statements.

b) Income

Income is recognised when all of the following criteria are met:

- Entitlement – control over the rights or other access to the economic benefit has passed to the charity,
- Probable – it is more likely than not that the economic benefit associated with the transaction or gift will flow to the charity,
- Measurement – the monetary value or amount of the income can be measured reliably and the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

Income is deferred when the donor specifies the grant or donation must be used in a future accounting period.

When donors specify that grants or donations, including capital grants, are for particular restricted purposes, this income is included in the incoming resources of restricted funds when it is receivable.

Grants that are subject to performance-related conditions are recognised when those conditions have been met.

Legacies are recognised upon the earlier of notification of probate being granted or receipt.

c) Operating leases

Income from operating leases is recognised in the statement of financial activities on a straight-line basis over the lease term.

d) Expenditure

Expenditure is included in the statement of financial activities on an accruals basis, exclusive of VAT. Whilst Support costs are apportioned on a reasonable basis. Salaries are allocated on an estimate of time spent on each activity. Depreciation is allocated by the use of the assets. Administration costs are allocated by invoice where possible otherwise an estimate has been made based on staff time. Governance costs include direct and indirect expenditure involved in ensuring that the charity complies with its charitable and statutory obligations.

e) Recognition of liabilities

Liabilities are recognised on an accruals basis, and once there is a legal or constructive obligation that commits the charity to the obligation.

f) Taxation

Malvern Hills Trust is a registered charity, and as such is entitled to taxation exemptions on all its income and gains, properly applied for its charitable purposes.

g) Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. A capitalisation limit of £500 has been set by the Trustees.

It is Malvern Hills Trust's objective to preserve and manage the land. The land is deemed to have an indefinite life and the Trustees do not therefore consider it appropriate to charge depreciation.

Depreciation on other assets is provided at rates calculated to write off the cost of fixed assets less their residual value on a straight-line basis over their expected useful lives on the following bases:

Vehicles and equipment	16.67 % of cost
Parking meters	10 % of cost
Office equipment	25 % of cost
Car Park improvements	20 % of cost
Improvements to land and buildings	20 % of cost
Office buildings	2 % of cost

h) Heritage Assets

Part of the freehold land of the charity is held for conservation purposes to meet its charitable objects and is therefore considered to be a heritage asset. As this land is central to the charitable objects and can only be sold in very limited circumstances, it is also considered to be an inalienable asset.

The land held by Malvern Hills Trust is reported in the Balance Sheet at cost. The land is inalienable, so the Trustees do not believe the expense of having the land valued for the purposes of these accounts would be good use of the charity's funds, as the cost would exceed the benefit. Malvern Hills Trust also has some small areas of land which were donated to the charity which are not shown in the accounts. The Trustees believe that the expense of having this land valued to include it in the accounts would exceed the benefits provided by the valuation, as this land is also inalienable.

i) Investments – Fixed Asset

Investments are shown in the Balance Sheet at market value. Changes in the valuation of investments during the year are shown as gains or losses in the Statement of Financial Activities.

j) Investments – Current Asset

Current asset investments are long term deposits comprising fixed-term or notice investments with a maturity of three months or more.

k) Livestock

‘Livestock’ represents cattle owned by Malvern Hills Trust. These animals are part of a long-term grazing licence, and their day-to-day care is provided by the licensee. An independent valuation of the livestock is undertaken at the commencement and termination of the licences. The current licence details are as follows:

Northern Hills Grazing licence – 14 cattle £6300 (2018). 1 December 2018 – 30 November 2028.

(Central Hills Grazing licence – no MHT owned livestock)

Southern Hills Grazing licence – 333 sheep £25,152 (2021). 1 June 2021 – 31 May 2031.

We also provide the licensees with certain equipment.

l) Pension scheme

The charity participates in the Worcestershire County Council Pension Fund which is a part of the Local Government Pension Scheme (LGPS), a multi-employer scheme. The LGPS is a defined benefit scheme. Contributions are accounted for in accordance with FRS102. Further details are given in note 28 to the financial statements. Membership of the LGPS is closed to new joiners.

In order to meet its obligations under auto-enrolment, the charity enrolls eligible new staff in the People’s Pension Scheme, a defined contribution scheme.

m) Fund accounting

Funds (as defined by the SORP, which are not necessarily cash funds or available for expenditure) held by the trustees are either:-

- Unrestricted general funds – these are funds which can be used in accordance with the charitable objects at the discretion of the trustees.
- Unrestricted designated funds – these funds are set aside by the trustees out of unrestricted general funds for specific future purposes or projects.
- Unrestricted pension fund – this represents the estimate of pension liabilities as required by FRS 102.
- Restricted funds – these are funds that can only be used for particular restricted purposes within the objects of the charity. Restrictions arise when specified by the donor, when funds are raised for particular restricted purposes or when required by the Malvern Hills Acts.

Further explanation of the nature and purpose of each fund is included in notes 20-22 to the financial statements.

n) Debtors

Trade and other debtors are recognised at the settlement date less any provision for bad debts. Prepayments are valued at the amount prepaid.

o) Short term deposits and cash at bank and in hand

Short term deposits comprise short-term highly liquid investments with a short maturity of three months or less. Cash at bank and in hand is the petty cash balance held.

p) Creditors and provisions

Creditors and provisions are recognised where the charity has a present obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to settle the obligation can be measured or estimated reliably.

q) Financial instruments

The charity only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value.

Financial assets measured at fair value comprise quoted investments. Financial assets measured at settlement value comprise cash at bank and in hand, short term deposits, trade debtors and accrued income. Financial liabilities measured at settlement value comprise trade creditors and accruals.

Details of financial instruments are given in note 29 to the financial statements.

r) Significant estimates and judgements

Significant estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The items in the financial statements where these estimates and judgements have been made include the useful economic lives of tangible fixed assets and bad debts.

The annual depreciation charge for the tangible fixed assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are amended where necessary to reflect the current estimates, based on technological advancement, future investment, economic utilisation and the physical condition of the assets.

Provision is made for bad debts if they remain outstanding for more than three months.

The present value of the Worcestershire County Council Pension Fund defined benefit liability depends on a number of factors that are determined on an actuarial basis using a variety of assumptions. The assumptions used in determining the net cost or income for pensions include the discount rate. Any changes in these assumptions, which are disclosed in note 28, will impact the carrying amount of the pension liability. Furthermore, a roll forward approach which projects results from the latest full actuarial valuation performed at 31 March 2022 has been used by the actuary in valuing the pensions liability at 31 March 2025. Any differences between the figures derived from the roll forward approach and a full actuarial valuation would impact on the carrying amount of the pension liability.

2 Legal status of the charity

Malvern Hills Trust is registered with the Charity Commission for England and Wales, number 515804.

The charity is a body corporate constituted by 5 Acts of Parliament, the Malvern Hills Acts 1884, 1909, 1924, 1930 and 1995.

The registered office is Manor House, Grange Road, Malvern, Worcestershire WR14 3EY.

3 Analysis of income from donations and legacies

	2025	2024
	£	£
Gifts	13,824	11,168
Legacies	20,102	7,075
	<u>33,926</u>	<u>18,243</u>

The income from donations and legacies was £33,926 (2023/24 £18,243) of which £28,926 was unrestricted (2023/24 £13,697) and £5,000 restricted (2023/24 £4,546).

The charity benefits greatly from the involvement and enthusiastic support of its many volunteers, details of which are given in the Trustees' annual report. In accordance with FRS 102 and the Charities SORP (FRS 102), the economic contribution of general volunteers is not recognised in the financial statements.

4 Analysis of income from charitable activities

	M'gt of hills and commons	Car Parks	Total 2025	Total 2024
	£	£	£	£
Income				
Levy on Council Tax payers in precepted parishes	697,070	0	697,070	663,800
Stewardship grants	270,413	0	270,413	148,536
Other grants	28,574	0	28,574	58,227
Car park takings	0	446,381	446,381	398,720
Total income from charitable activities	<u>996,056</u>	<u>446,381</u>	<u>1,442,437</u>	<u>1,269,283</u>

Stewardship grants includes £1,465 restricted income (2023/24 £Nil) and Other grants includes £7,630 (2023/24 £39,036) restricted income. All other amounts are unrestricted.

5 Analysis of income from other trading activities

	2025	2024
	£	£
Rental income	46,762	36,631
Easements and wayleaves	26,886	14,300
Sale of books, leaflets & maps	40	0
	<u>73,688</u>	<u>50,931</u>

The rental income and sale of books etc. in both years was unrestricted, £16,000 of easements and wayleaves in 2024/25 was restricted.

6 Analysis of other income

	2025	2024
	£	£
Employment allowance*	0	5,000
Compensation for works	75	308
Profit on disposal of fixed assets	8,455	11,712
Sundry Income	5,365	5,893
	<u>13,895</u>	<u>22,913</u>

All of the above income is unrestricted.

* HMRC Employment Allowance in 2024/25 has been netted off employment costs, in 2023/24 it was included under sundry income. The new presentation is more appropriate.

7 Analysis of expenditure

	Estate manage't	Wardening	Car parks	PR	Governance	Office costs	Total 2025	2024
	£	£	£	£	£	£	£	£
Salaries (note 10)	223,823	145,713	0	0	111,148	298,169	778,852	713,350
Direct expenses	241,999	21,573	29,532	24,293	0	0	317,397	307,806
Rates and water	3,896	0	2,886	0	0	2,436	9,217	8,195
Electricity & gas	3,568	0	1,857	0	0	4,432	9,858	14,629
Insurance	31,518	0	0	0	2,743	0	34,262	32,719
Maintenance of buildings	11,624	0	0	0	0	0	11,624	5,673
Depreciation	71,860	0	0	0	0	3,104	74,965	56,819
Investment management	8,156	0	0	0	0	0	8,156	9,079
Support costs (note 8)	18,792	0	1,801	0	285,606	95,740	401,939	199,620
	<u>615,237</u>	<u>167,286</u>	<u>36,076</u>	<u>24,293</u>	<u>399,497</u>	<u>403,881</u>	<u>1,646,270</u>	<u>1,347,889</u>

Expenditure was £1,646,270 (2023/24 £1,347,889) of which £1,599,900 was unrestricted (2023/24 £1,292,224) and £46,370 was restricted (2023/24 £55,665).

8 Analysis of support costs

	Estate manage't	Governance	Car parks	Office costs	Total 2025	Total 2024
	£	£	£	£	£	£
Telephones	2,334	0	0	2,852	5,185	3,422
Cleaning	1,233	0	0	4,156	5,389	4,351
Postage	0	0	0	2,411	2,411	2,324
Office equipment	0	0	0	1,680	1,680	2,841
Printing & stationery	0	0	0	6,618	6,618	6,569
Travelling	0	0	0	614	614	794
IT	0	0	0	16,219	16,219	14,303
Legal fees	5,783	242,970	0	0	248,753	45,216
Audit fee	0	14,200	0	0	14,200	14,875
Election expenses	0	0	0	0	0	24,032
Other professional fees	1,626	9,658	0	11,506	22,790	6,471
Subscriptions	0	0	0	3,119	3,119	2,005
Newspaper adverts	0	12,900	0	0	12,900	646
Training	3,725	5,877	0	3,750	13,352	19,332
Miscellaneous	0	0	0	730	730	3,094
Recruitment	4,091	0	0	12,247	16,338	14,915
Pension finance cost	0	0	0	29,000	29,000	32,000
Bank charges	0	0	1,801	839	2,641	2,431
	18,792	285,606	1,801	95,740	401,939	199,620

9 Net income/(expenditure) for the year

This is stated after charging:

	2025 £	2024 £
Depreciation	74,965	56,819
Gains/(losses):		
Realised gains/(losses)	6,046	4,425
Unrealised gains/(losses)	(2,782)	83,907
Auditor's remuneration:		
Audit fees	13,950	14,875
Other advice	250	965

10 Analysis of staff costs, trustee remuneration and expenses and the cost of key management personnel

	2025	2024
	£	£
Salaries and wages	631,369	584,418
Social security costs	55,015	54,727
Pension costs	165,623	157,599
Group life assurance	3,085	3,356
FRS 102 - pension adjustment	(85,000)	(80,000)
FRS 102 - short term compensated absence charge to SOFA	8,761	(6,750)
	<u>778,852</u>	<u>713,350</u>

The number of full-time equivalent employees whose annual remuneration was £60,000 or more was:

	2025	2024
	Number	Number
£60,001 - £70,000	1	1

Contributions totaling £5,775 (2023/24: £Nil) were made to defined contribution schemes on behalf of employees whose emoluments exceed £60,000.

The charity trustees were neither paid nor received any other benefits from employment with the charity in the year (2023/24 £nil). No travelling expenses were reimbursed to trustees during the year (2023/24 £nil). No charity trustee received payment for professional or other services supplied to the charity (2023/24 £nil).

The key management personnel comprises the Chief Executive Officer, the Conservation Manager, the Operations Manager, the Secretary to the Board, the Governance Change Officer, the Land and Property Manager and the Finance and Administration Manager. The total employee benefits of key management personnel of the charity, including employer's NI and pension contributions, was £317,644 (2023/24 £287,298).

11 Staff numbers

The average monthly head count was 21.5 staff (2023/24 21.1 staff) and the average monthly number of full-time equivalent employees (including part-time staff) during the year was as follows:

	2025	2024
Wardens	4.0	3.8
Field Staff	6.2	6.4
Conservation, land & property	2.8	2.6
Office based staff	5.6	5.0
	<u>18.6</u>	<u>17.8</u>

12 Related party transactions

Under the Charities SORP, trustees are required to disclose transactions with related parties.

During 2024/25 no related party transactions were identified (2023/24 £Nil).

13 Corporation tax

The charity is exempt from tax on income and gains falling within section 505 of the Taxes Act 1988 or section 252 of the taxation of Chargeable Gains Act 1992 to the extent that these are applied to its charitable objectives.

14 Tangible Fixed assets

	Heritage Assets - Land & buildings (note 15) £	Other land	Office building £	Improv- ements to land and buildings £	Car parks £	Vehicles and equipment £	Office equipment £	Total £
Cost								
1st April 2024	1,346,835	102,733	138,770	977,984	160,460	523,250	64,519	3,314,550
Additions	0	0	0	12,788	0	60,282	3,661	76,731
Disposals	0	0	0	0	0	(29,475)	(421)	(29,896)
At 31st March 2025	1,346,835	102,733	138,770	990,772	160,460	554,057	67,760	3,361,386
Depreciation								
At 1st April 2024	0	0	30,525	904,258	160,460	386,210	57,513	1,538,967
Charge in the year	0	0	2,775	25,850	(0)	43,235	3,104	74,965
On disposals	0	0	0	0	0	(29,475)	(421)	(29,896)
At 31st March 2025	0	0	33,300	930,108	160,460	399,971	60,196	1,584,035
Net book value								
31st March 2024	1,346,835	102,733	108,245	73,726	(0)	137,039	7,006	1,775,584
31st March 2025	1,346,835	102,733	105,470	60,663	0	154,086	7,563	1,777,350

‘Other land’ is in-byre land at Hollybed Common, purchased pursuant to an order made by the Charity Commission under S105 of the Charities Act 2011.

15 Heritage Assets

Land and buildings (heritage assets) are held for the purposes of the charity. Details of the Land Purchase policy are given in the trustees' report. Under the Malvern Hills Acts, land can only be sold in very limited circumstances and so is considered inalienable.

Year		£	£
1903	Hill land near Brand Lodge		220
1925	W. Berington's mineral rights, Little Malvern		10,132
1925	Ecclesiastical Commissioners' mineral and manorial rights		1,036
1925	Foley Manor	16,092	
	Less: sale of Belle Vue island and Edith Walk	(85)	
			16,007
1926	Price & Laird's land, The Wyche (portion)		999
1927	Miss Cabrera's land and mineral rights		687
1928	Major Raper's land and mineral rights		517
1931	West of England quarries		24,654
1931	Thirds Wood, Jubilee Drive		1,897
1937	Land at Malvern Wells		25
1938	Land at Malvern Wells		286
1955	Land near Combe Lodge		350
1958	Land, part of The Shrubbery		74
1958	Land on North Hill		369
1958	Land at Wood Street, Guarlford		37
1958	Land on Malvern Common		24
1958	Lease of Park Cottage, West Malvern		51
1958	Land at Old Wyche		171
1958	Land at Happy Valley		13
1959	Land at Old Wyche		81
1960	Land at British Camp		243
1960	Land at Happy Valley		82
1960	Land at West Malvern		127
1960	Land at Scar Quarry		8
1960/62	Providence Cottages, The Wyche		940
1961	Land at Holy Well		182
1961	Land at The Old Collets		24
1962	Land at Holly Bush Roughs		2,848
1962	Hill Top Cottage, Chase End		773
1962	Land at Castlemorton		656
1963	Cottages and land at West Malvern		580
1964	F. B. Bradley-Birt manorial rights at Chase End and Ragged Stone Hill		343
1964	Land at Upper Wyche		62
1966	Castlemorton Common land		1,459
1966	St. Ann's Well		3,743
1967	Land at Colwall		256
1967	Land at Malvern Wells		115
1967	Land at Old Hills and Newland		1,796
1969	Land at 34 Wyche Road, Malvern		3,500
1970	Land at Camp End		771
1971	Land at Black Hill		206
1972	Land at Earnslaw		86
1976	The Moat Pond, Sherrards Green		59
1976	Thirds Wood, Chase Road (part)		1,057
1977	Land at Castlemorton		2,061
1980	Land at Chances Pitch		100
1980	Mount Pleasant, Jubilee Drive		2,700
1981	Land at West Malvern		8,000
1982	Gullet Quarry		4,500
	Sub-total		94,907

Year		£	£
	Sub total b/fwd		94,907
1984	Gullet Quarry	15,217	
	Less Countryside Commission grant	<u>(4,500)</u>	
			10,717
1986	Earnslaw and Wyche Quarries	25,212	
	Less: Countryside Commission grant	<u>(12,500)</u>	
			12,712
1986	Grundy's Meadow	6,203	
	Less Countryside Commission grant	<u>(3,058)</u>	
			3,145
1989	Ballards Land, Upper Colwall	15,000	
	Less Gift from Mrs N. Hadfield	<u>(3,750)</u>	
			11,250
1990	Park Wood, West Malvern		36,000
1991	Fish Pool, Leys Coppice		15,373
1993	Lodge Fields		25,370
1993	Gardiners Cottage		3,367
1993	Park Wood, West Malvern		5,600
1994	Land at St. Andrew's Road		5,000
1995	Hill land at West Malvern, Eaton Road and Holy Well		35,000
1995	Mill Pond, Castlemorton		2,500
1998	Woodford's Meadow		52,000
1999	Meadow land at Park Wood		10,000
1999	Colwall lands		40,417
2002/03	Land at Broomy Hill, Castlemorton		8,584
2002/03	Land at Old Hollow, West Malvern		65,625
2003	Land at The Hacketts, Mathon		176,411
2003	Land at Little Malvern		54,099
2007/08	Tank Quarry		25,498
2007/08	Land at The Purlieu, West Malvern Road		10,915
2007/08	Land at The Patch, Castlemorton		16,448
2008/09	Small parcels of land at Worcestershire Beacon and above Jubilee Drive		4,471
2009/10	Land on 4 areas on East side Worcestershire Beacon, Black Hill and Jubilee		1,395
2009/10	Small parcels of land		7,495
2010/11	Small parcels of land		2,229
2011/12	Small parcels of land		4,945
2012/13	Small parcels of land		200
2018/19	Land at Castlemorton		7,505
2018/19	Land at Holywell		13,684
2018/19	Land at Castlemorton (to be known as Brook Meadow, Snookes Croft and Plants Piece)		297,399
2021/22	Land at The Purlieu, West Malvern Road		113,382
2022/23	Two parcels of land at Evendine		173,192
	Total to 31 st March 2025		<u><u>1,346,835</u></u>

This land is shown at cost and is not revalued. As the land is inalienable, the Trustees do not consider the expense of having the land valued would generate any benefit for the Charity.

16 Investments

Current Asset Investments

There are a series of short term investments. At the balance sheet date those held ranged from 6 months to 12 months maturity date.

Fixed Asset Investments

Fixed Asset Investments are held to provide capital growth and a return for the charity. There are two investment portfolios. One holds the Land Purchase (1992) Fund (formerly named the Lands Acquisition fund), the other the Lands Maintenance Fund and part of the Parliamentary Fund. Income earned on the Land Purchase (1992) portfolio is retained within the fund and reinvested. Income on the Parliamentary and Lands Maintenance portfolio is transferred to the Trust's current account each month.

The movement on the funds during the year was:

	LP1&LP2	Parl & LM	Total 2025	2024
	£	£	£	£
Opening Market Value	618,055	685,226	1,303,281	1,206,692
Additions	87,151	110,853	198,004	173,249
Disposals	(66,035)	(109,200)	(175,235)	(147,598)
Equalisations	(823)	(700)	(1,522)	133
Unrealised gains/(losses)	972	(3,754)	(2,782)	83,907
Change in cash	(6,868)	(1,171)	(8,039)	(13,102)
Closing market value	632,452	681,255	1,313,707	1,303,281

At the Balance Sheet date, the Land Purchase (1992) portfolio was invested in the following classes of investment:

Land Purchase (1992) Portfolio ONE		2025		2024
		£		£
UK Bonds	7.0 %	28,866	5.1 %	20,509
Overseas bonds	10.7 %	43,862	10.3 %	41,350
UK equities	14.1 %	57,794	14.9 %	59,963
North American equities	34.9 %	142,942	32.3 %	129,990
European equities	7.8 %	32,057	8.4 %	33,762
Japanese equities	3.1 %	12,840	3.3 %	13,377
Developed Asia ex Japan equities	5.9 %	24,227	5.3 %	21,492
Emerging markets	1.0 %	3,999	1.0 %	4,029
Global investments	4.3 %	17,731	4.8 %	19,401
Absolute return	2.6 %	10,727	5.5 %	22,086
Property	2.0 %	8,090	2.1 %	8,418
Commodities	1.8 %	7,370	0.0 %	0
Other investments	3.5 %	14,535	4.4 %	17,880
Cash and cash product	1.1 %	4,562	2.6 %	10,359
		<u>409,600</u>		<u>402,616</u>

£190,000 of this balance has been used for the partial loan funding of the promotion and preparation of the bill.

Additionally, £150,000 is held in short term cash deposits via Flagstone.

Land Purchase (1992) Portfolio TWO		2025		2024
		£		£
UK Bonds	10.6 %	23,642	9.0 %	19,296
Overseas bonds	22.0 %	49,005	23.4 %	50,315
UK equities	7.9 %	17,625	8.3 %	17,972
North American equities	16.6 %	36,966	15.7 %	33,922
European equities	3.0 %	6,778	3.5 %	7,549
Japanese equities	1.6 %	3,594	1.7 %	3,757
Developed Asia ex Japan equities	3.7 %	8,300	3.4 %	7,328
Emerging markets	0.9 %	2,035	1.0 %	2,050
Global investments	3.0 %	6,739	3.3 %	7,208
Absolute return	11.6 %	25,875	13.6 %	29,331
Property	5.1 %	11,467	5.5 %	11,784
Commodities	6.5 %	14,458	3.2 %	6,994
Other investments	2.3 %	5,157.6	2.7 %	5,710
Cash and cash product	5.0 %	11,213	5.7 %	12,222
		<u>222,852</u>		<u>215,438</u>

At the Balance Sheet date, the Parliamentary and Lands Maintenance portfolio was invested in the following classes of investment:

Parliamentary & Lands Maintenance Portfolio		2025		2024
		£		£
UK Bonds	9.1 %	61,951	8.5 %	58,189
Overseas bonds	8.2 %	56,103	8.6 %	59,090
UK equities	12.6 %	85,861	14.8 %	101,654
North American equities	35.5 %	241,953	33.5 %	229,488
European equities	7.9 %	53,907	7.1 %	48,523
Japanese equities	3.4 %	23,178	3.4 %	23,571
Developed Asia ex Japan equities	5.8 %	39,698	5.7 %	38,879
Emerging markets	0.7 %	5,026	0.7 %	5,063
Global investments	5.0 %	34,349	5.4 %	37,110
Absolute return	2.0 %	13,679	4.0 %	27,180
Property	1.4 %	9,464	1.4 %	9,857
Commodities	2.5 %	17,368	0.0 %	0
Other investments	3.5 %	237,737.9	3.9 %	26,508
Cash and cash product	2.2 %	14,944	2.9 %	20,114
		<u>681,255</u>		<u>685,226</u>

No single investment is considered material in the context of the investment portfolio.

17 Debtors

	2025	2024
	£	£
Trade debtors	17,804	46,530
VAT repayable	7,145	12,766
Accrued income	164,679	196,966
Prepayments	55,540	50,258
	<u>245,168</u>	<u>306,520</u>

Debtors are measured at the settlement value less any provision for bad debts. No bad debts were written off during the year (2024 : £nil).

18 Creditors: amounts falling due within one year

	2025	2024
	£	£
PAYE and National Insurance	14,094	13,686
Wages	5,767	7,718
Trade creditors	74,427	142,474
Accrued charges	64,252	42,249
Other creditors	15,189	12,241
Deferred income	49,628	46,025
FRS102 compensated absence provision	16,933	8,172
	<u>240,291</u>	<u>272,565</u>

Creditors are measured at invoiced value.

Deferred income comprises rents and car park pass payments received in advance.
The movement on the deferred income account during the year was:

Current year	£
Balance at 1 April 2024	46,025
Released to the SOFA in the year	(46,025)
Received in the year	<u>49,628</u>
Balance at 31 March 2025	<u>49,628</u>
Prior year	£
Balance at 1 April 2023	14,727
Released to the SOFA in the year	(14,727)
Received in the year	<u>46,025</u>
Balance at 31 March 2024	<u>46,025</u>

19 General fund

	2025	2024
	£	£
General fund - balance 1 st April 2024	479,130	436,588
Incoming resources	1,268,823	1,188,572
Resources expended	(1,257,626)	(1,103,595)
Transfers	<u>(118,366)</u>	<u>(42,435)</u>
Balance 31 st March 2025	<u>371,961</u>	<u>479,130</u>

20 Designated funds

Current year

	Balance 1st April 2024	Movement incoming	Resources outgoing	Transfers (to)/from other funds	Balance 31st March 2025
	£	£	£	£	£
Unrestricted gift fund	389,386	21,657	0	(4,140)	406,903
HLS, BPS & grazing reserve fund	112,078	10,264	(12,279)	(30,983)	79,080
Countryside Stewardship fund	200,437	265,192	(84,791)	0	380,839
Tree disease fund	35,865	0	(2,295)	0	33,570
Ash Dieback fund	90,869	377	(29,731)	0	61,515
Fundraising support fund	10,000	0	0	(10,000)	0
Modernisation of Acts other costs	40,186	41	(73,975)	104,000	70,252
Preparation & Promotion of Private Bill	(14,342)	0	(190,354)	220,983	16,287
Election expenses fund	0	0	0	5,000	5,000
Dog campaign	3,501	0	0	0	3,501
Car Park repair fund	4,369	0	0	(4,369)	(0)
Designated fixed asset fund	12,528	0	0	(2,117)	10,411
Boundary Commission Advice	12,276	0	0	0	12,276
Tree & Track fund	0	0	(3,000)	17,000	14,000
Marketing & Comms	0	0	0	25,000	25,000
Sink hole fund	0	0	(1,850)	1,850	0
	897,153	297,530	(398,274)	322,224	1,118,634

Prior year

	Balance 1st April 2023	Movement incoming	Resources outgoing	Transfers (to)/from other funds	Balance 31st March 2024
	£	£	£	£	£
Unrestricted gift fund	383,102	8,688	(2,404)	0	389,386
HLS, BPS & grazing reserve fund	106,873	11,119	(4,850)	(1,064)	112,078
Countryside Stewardship fund	150,564	143,753	(93,880)	0	200,437
Tree disease fund	35,865	0	0	0	35,865
Ash Dieback fund	129,473	10	(38,614)	0	90,869
Fundraising support fund	10,000	0	0	0	10,000
costs	34,010	0	(3,413)	9,589	40,186
Prep & Promotion Bill	889	0	(14,342)	(889)	(14,342)
Election expenses fund	17,207	0	(26,730)	9,523	0
Dog campaign	3,501	0	0	0	3,501
Car Park repair fund	5,100	0	(731)	0	4,369
Designated fixed asset fund	0	0	(176)	12,704	12,528
Boundary Commission Advice	8,603	0	(6,327)	10,000	12,276
FAM / CEO Replacement	12,500	0	(40,162)	27,662	0
	897,687	163,570	(231,629)	67,525	897,153

- The unrestricted gift fund holds donations, legacies and gifts which were not restricted by the donor and which have been designated for use in projects in accordance with the Trustees' policy.
- The Stewardship funds (including HLS BPS and grazing reserve) are the grazing projects to secure conservation of the Malvern Hills landscape as set out in the land management plan. The project receives funding from the Higher Level Stewardship and the new Countryside Stewardship schemes.
- The Tree Disease fund is to cover costs arising from tree diseases.
- The Ash Dieback fund was set up during 2021/22 to cover the cost of managing Ash Dieback. Spending to date is over £142,000 and we now do not expect the costs to be as high as first thought. We do however now have Acute Oak Decline to deal with so the fund remains in place at the moment and may be redirected to this new threat.
- The Fundraising support fund is to cover costs of future fundraising activities. A decision to release this fund back to general fund was made during the year.
- The Governance review funds are to cover the costs of any work approved by the Board. These 2 funds have been renamed from the 1st April 2024 to make the use of each clearer. One fund is specifically for the "Preparation and Promotion of the new Bill, the other is "other costs attached to the bill" including but not limited to; the consultation, staff costs and other legal fees.
- The Election expenses fund is to cover the cost of the 4-yearly elections to the Board and any by-elections. Elections took place in Autumn 2023 and the next elections will be in 4 years time. A rolling £5,000 per year designation has historically been made. This may be reviewed and uplifted as the 2023 elections exceeded this budget which was covered by general reserves.
- The Dog campaign fund is to cover the costs of a campaign which was started in 2019/20. Work on the campaign was delayed by COVID-19 and more recently delayed due to the changing Conservation Manager. This will be spent in 2025/26.
- The designated fixed asset fund represents the balance on designated assets purchased which remain designated until fully written down.
- The car park repair fund was to cover the cost of car park repairs, this was due to be completed in 2022/23 but had been delayed due to weather and time resource. The fund is now cleared as work done was capital spend and the designated fund subsequently released.
- The Boundary Commission Advice fund was setup in 2022 to cover legal costs in relation to Boundary Commission issues.
- The Track & Tree fund was setup in 2024 to earmark funds that were budgeted in 2024/25 but had to be delayed due to bad weather and other external factors.
- The Marketing & Comms fund was designated in 2024/25 to resource services from a PR company for 12 months to deliver communication outputs.
- The Sink hole fund was setup in 2024 in anticipation of possible costs associated with a sink hole on Trust land.

21 Unrestricted pension fund

Current year

	Balance 1st April 2024	Movement incoming	Resources outgoing	Actuarial gains/(losses)	Balance 31st March 2025
	£	£	£	£	£
Pension Fund	(612,000)	0	56,000	426,000	(130,000)

Prior year

	Balance 1st April 2023	Movement incoming	Resources outgoing	Actuarial gains/(losses)	Balance 31st March 2024
	£	£	£	£	£
Pension Fund	(737,000)	0	48,000	77,000	(612,000)

The unrestricted pension fund balance arises from the FRS 102 disclosures. The figure shown in 'Transfers and other losses' is the actuarial gain/(loss) as calculated by the Actuary.

Further information is given in note 28.

22 Restricted funds

Current year

	Balance 1st April 2024	Movement incoming	Resources outgoing	Transfers (to)/from other funds	Net gains/(losses) on investments	Balance 31st March 2025
	£	£	£	£	£	£
Lands Maintenance fund	193,962	5,675	(1,111)	(5,675)	(51)	192,800
SDF fund	453	0	(453)	0	0	0
Nature of the Malverns book	2,901	0	0	0	0	2,901
Restricted gifts	5,131	0	(3,470)	4,140	0	5,801
Tree planting	904	0	(220)	0	0	684
Bench fund	7,408	5,000	(1,163)	(5,220)	0	6,025
Boost4Biodiversity	1,389	0	0	0	0	1,389
Urban tree challenge fund	2,673	4,631	(1,311)	0	0	5,993
Access For All	2,864	2,000	(2,953)	0	0	1,911
Land Purchase (1992) fund	512,991	14,858	(2,480)	(189,290)	498	336,577
Land Purchase 2 Fund	215,458	5,411	(1,274)	0	2,994	222,589
Parliamentary fund	513,363	30,479	(2,858)	(20,601)	(177)	520,206
Capital Outlay Discharged	1,631,538	0	(28,625)	12,788	0	1,615,701
Foothill Grasslands CSMT	0	1,465	0	0	0	1,465
Handgate (Defra)	0	1,000	(453)	0	0	547
	<u>3,091,034</u>	<u>70,518</u>	<u>(46,370)</u>	<u>(203,858)</u>	<u>3,264</u>	<u>2,914,588</u>

Prior year

	Balance 1st April 2023 £	Movement incoming £	Resources outgoing £	Transfers (to)/from other funds £	Net gains/(losses) on investments £	Balance 31st March 2024 £
Lands Maintenance fund	183,022	5,644	(997)	(5,644)	11,937	193,962
SDF fund	453	0	0	0	0	453
Nature of the Malverns book	2,901	0	0	0	0	2,901
Restricted gifts	8,166	0	(3,487)	452	0	5,131
Tree planting	1,044	0	(140)	0	0	904
Picnic bench donations	4,604	4,546	(1,742)	0	0	7,408
Boost4Biodiversity	1,389	0	0	0	0	1,389
FIPL Foothill Connections fund	500	0	0	(500)	0	0
FIPL All Saints Wood	6	3,283	(3,208)	(81)	0	0
Urban tree challenge fund	2,737	0	(64)	0	0	2,673
Donkey Shed	(7,787)	0	0	7,787	0	0
Access For All	(1,776)	7,646	(3,006)	0	0	2,864
Land Purchase (1992) fund	513,881	15,606	(2,497)	(48,046)	34,047	512,991
Land Purchase 2 fund	200,108	4,829	(1,160)	0	11,681	215,458
FIPL tools	0	16,295	(3,592)	(12,704)	0	0
Parliamentary fund	485,392	14,399	(2,696)	(14,399)	30,667	513,363
Capital Outlay Discharged fund	1,604,757	0	(21,265)	48,046	0	1,631,538
	<u>2,999,397</u>	<u>72,248</u>	<u>(43,854)</u>	<u>(25,090)</u>	<u>88,332</u>	<u>3,091,034</u>

- The Lands Maintenance fund formed part of the consideration for the disposal of the land at Townsend Way for the purpose of providing income for the maintenance of the land forming the roadside verges. Investment income earned on this fund may be used for the Trust's general purposes. During the year £5,675 investment income was transferred to the General Fund (2023/24 £5,644).
- The SDF (Sustainable Development Fund) fund is for information boards at North and Tank Quarries as well as other SDF projects.
- The Nature of the Malverns book was a joint venture project to produce a high-quality book showcasing the nature of the area. The book was published in May 2018. The funds generated from the project are to be used to support conservation projects.
- The restricted Gifts fund comprises legacies and donations made for specified projects to improve the amenities of the Malvern Hills.
- The Tree Planting fund received donations for planting trees at Thirds Wood.
- 'Picnic bench' donations fund has been renamed 'Benches fund' and incorporates benches at the Community Woodland and memorial benches.
- The Boost4Biodiversity fund is from Severn Trent, to fund pond works.
- The UTCF fund (Urban Tree Challenge Fund) is a grant from the Forestry Commission to support tree planting in urban areas.

- Access for All funding is supported via the Malvern Hills AONB and funded by DEFRA. The scheme seeks to remove barriers for people to visit the AONBs via capital improvements to the “countryside infrastructure”. Malvern Hills Trust has benefited with the provision of a variety of gates to newly acquired land.
- The Land Purchase (1992) fund (formerly called the Lands Acquisition fund) was set up in 1992 from the proceeds of the disposal of land for road works at Townsend Way. The use of the fund is restricted to the purchase of land. During the year £190,000 has been loaned from the Land Purchase Fund to assist in the financing of the Private Bill. As already explained in the Trustees Report this was approved by the Charity Commission and there are conditions on the loan as well as repayment terms.
- The Land Purchase 2 Fund was formed following the Board of Trustees instruction to redirect investment funds into a lower risk managed category.
- The Parliamentary fund was established with a contribution by W. Berington under Section 56(5) of Malvern Hills Act 1924 to receive Capital Receipts and use of the capital of the fund is restricted to the purchase of land and improvements to capital assets. Investment income earned on this fund may be used for the Trust’s general purposes. During the year, £14,479 investment income was transferred to the General Fund (2023/24 £14,399).
- The Capital Outlay Discharged fund is represented by the cost of land and the net book value of improvements to land and buildings, the original cost of which was funded from the Lands Maintenance or Parliamentary Funds. These assets can only be sold in very limited circumstances (that is, they are inalienable) and any proceeds must be used for the purchase of land, so this fund should be considered as inalienable.
- The Foothill Grasslands CSMT fund is government grant aid towards our conservation work.
- Handgate (DEFRA) fund is grant funding for specific gate projects.

23 Transfers between funds

Transfers made during the year 2024/25 were:

Restricted					£
From	Gifts unrestricted	To	Gifts restricted	Partial funding of SAW basin	4,140
From	Land Maint fund	To	General fund	Non restricted investment income	(5,675)
From	General fund	To	Bench fund	Staff time to deliver 2024 & 2025	(5,220)
From	Land Purch fund	To	Bill Loan Capital	Loan draw down tranche 1 & 2	(190,000)
From	Parl fund	To	General fund	Non restricted investment income	(14,479)
From	General fund	To	Land Purch fund	Compensation payment loan tranche 1	710
From	General fund	To	Parl fund	Easement 23/24 transferred to RF	6,666
From	Parl fund	To	Cap outlay dischg	Parliamentary Fund asset purchases	(12,788)
From	Parl fund	To	Cap outlay dischg	Parliamentary Fund asset purchases	12,788
From	Bill Loan Capital	To	Prom & Prep Bill	LP loan funds promotion & prep of bill	(190,000)
From	General fund	To	Bill Loan Capital	Loan draw down tranche 1 & 2	190,000
					(203,858)
Designated					
From	Gifts unrestricted	To	Gifts restricted	Partial funding of SAW basin	(4,140)
From	Fundraising	To	General fund	Release fundraising board approved	(10,000)
From	General Fund	To	Election expenses	Budgeted annual election expenses	5,000
From	General Fund	To	Modernise Acts other	24/25 budget for Bill other costs	104,000
From	General Fund	To	Sink Hole fund	£30k sink hole fund board approved	30,000
From	Sink Hole fund	To	General Fund	Release sink hole fund board approved	(28,150)
From	General Fund	To	Tree & Track fund	Bad weather track & tree work	17,000
From	General Fund	To	Marketing & Comms	Marketing & comms DF board approved	25,000
From	Car park repair	To	General fund	Car park cost capital so fund release	(4,369)
From	BPS Scheme	To	Prom & Prep Bill	Agreed move of unused DF	30,983
From	Bill Loan Capital	To	Prom & Prep Bill	LP loan funds promotion & prep of bill	190,000
From	BPS Scheme	To	Prom & Prep Bill	Agreed move of unused DF	(30,983)
From	Desig Fixed Assets	To	General fund	Designated asset depreciation	(2,117)
					322,224

General					£
From	Land Maint fund	To	General fund	Non restricted investment income	5,675
From	General fund	To	Bench fund	Staff time to deliver 24 & 25	5,220
From	Parl fund	To	General fund	Non restricted investment income	14,479
From	General fund	To	Land Purch fund	Compensation payment loan tranche 1	(710)
From	General fund	To	Parl fund	Easement 23/24 transferred to RF	(6,666)
From	Fundraising DF	To	General fund	Release per Board approved	10,000
From	General Fund	To	Election expenses	Budgeted annual election expenses	(5,000)
From	General Fund	To	Modernise Acts other	24/25 budget for Bill other costs	(104,000)
From	General Fund	To	Sink Hole	Designate £30k sink hole fund per board approval	(30,000)
From	Sink Hole DF	To	General Fund	Release fund per board approval	28,150
From	General Fund	To	Tree & Track fund	Bad weather track & tree work per board approval	(17,000)
From	General Fund	To	Marketing & Comms	Marketing & comms DF board approved	(25,000)
From	Car park repair fund	To	General fund	Car park cost capital so fund release	4,369
From	Desig Fixed Assets	To	General fund	Designated asset depreciation	2,117
					(118,366)

Prior year transfers were:

Restricted

				£
From FIPL foothills	To Gifts restricted	Excess on FIPL foothills, back to RF gifts		500
From General fund	To Donkey shed fund	Overspend on Donkey shed		7,787
From Gifts restricted	To General fund	small overspend on WW1 memorial fund		(48)
From Land Purch fund	To capital outlay discharged	Land Purchase fund asset additions		48,046
From Gifts restricted	To FIPL foothills	Excess on FIPL foothills, back to RF gifts		(500)
From FIPL all saints	To General fund	clear out small balance on FIPL all saints		(81)
From FIPL tools	To Desig fixed assets	designated fund asset purchases		(12,704)
From Land maintenance	To General fund	Non restricted investment income		(5,644)
From Parl fund	To General fund	Non restricted investment income		(14,399)
From Land Purch fund	To capital outlay discharged	Land Purchase fund asset additions		(48,046)
				<u>(25,090)</u>

Designated

From General Fund	To Boundary Comm'n fund	To cover expected spend		10,000
From General Fund	To FAM/CEO replacement	To cover FAM and CEO replacement cost		25,000
From General Fund	To Election expenses	Budgeted annual election expenses		5,000
From General Fund	To Modernisation of Acts	Board agreed fund transfer		8,700
From General Fund	To FAM/CEO replacement	Additional FAM CEO overspend		2,662
From HLS Chase End fund	To General Fund	Recharged stewardship salary costs		(409)
From HLS Old Hills fund	To General Fund	Recharged stewardship salary costs		(655)
From FIPL tools	To Desig fixed assets	designated fund asset purchases		12,704
From General Fund	To Election expenses	Additional election overspend		4,523
				<u>67,525</u>

General

From General Fund	To Boundary Comm'n fund	To cover expected spend		(10,000)
From General Fund	To FAM/CEO replacement	To cover FAM and CEO replacement cost		(25,000)
From General Fund	To Election expenses	Budgeted annual election expenses		(5,000)
From General Fund	To Modernisation of Acts	Board agreed fund transfer		(8,700)
From General Fund	To FAM/CEO replacement	Additional FAM CEO overspend		(2,662)
From HLS Chase End fund	To General Fund	Recharged stewardship salary costs		409
From HLS Old Hills fund	To General Fund	Recharged stewardship salary costs		655
From General fund	To Donkey shed fund	Overspend on Donkey shed		(7,787)
From Gifts RF	To General fund	small overspend on WW1 memorial fund		48
From FIPL all saints	To General fund	clear out small balance on FIPL all saints		81
From Land maintenance	To General fund	Non restricted investment income		5,644
From Parl fund	To General fund	Non restricted investment income		14,399
From General Fund	To Election expenses	Additional election overspend		(4,523)
				<u>(42,435)</u>

24 Analysis of net assets between funds

Current year

	Heritage assets £	Fixed asset investments £	Tangible fixed assets £	Pension liability £	Other net assets ** £	Total £
Restricted funds						
Capital Outlay Discharged	1,346,835	0	268,866	0	0	1,615,701
Parliamentary fund	0	490,504	0	0	29,702	520,206
Land Purchase (1992) fund	0	219,601	0	0	116,976	336,577
Land Purchase 2 Fund	0	222,851	0	0	(262)	222,589
Lands Maintenance fund	0	190,751	0	0	2,049	192,800
Nature of the Malverns	0	0	0	0	2,901	2,901
Gift fund	0	0	0	0	5,801	5,801
Tree planting	0	0	0	0	684	684
Picnic benches	0	0	0	0	6,025	6,025
Access for All**	0	0	0	0	1,911	1,911
Urban Tree Challenge fund	0	0	0	0	5,993	5,993
Foothill Grasslands CSMT	0	0	0	0	1,465	1,465
Handgate (Defra)	0	0	0	0	547	547
Bill Loan Capital	0	0	0	0	0	0
Boost4Biodiversity	0	0	0	0	1,389	1,389
	<u>1,346,835</u>	<u>1,123,707</u>	<u>268,866</u>	<u>0</u>	<u>175,181</u>	<u>2,914,588</u>
Unrestricted funds						
General fund	0	0	161,649	0	210,312	371,961
Designated funds	0	190,000	0	0	928,634	1,118,634
Pension fund	0	0	0	(130,000)	0	(130,000)
	<u>0</u>	<u>190,000</u>	<u>161,649</u>	<u>(130,000)</u>	<u>1,138,946</u>	<u>1,360,595</u>
Total funds	<u>1,346,835</u>	<u>1,313,707</u>	<u>430,515</u>	<u>(130,000)</u>	<u>1,314,126</u>	<u>4,275,183</u>

Any project shortfall will be met from the General Fund.

** Other net assets includes Flagstone investments due > 3 months categorised as current asset investments and Flagstone investments due <3 months categorised as short term deposits.

Prior year

	Heritage assets £	Fixed asset Investment s £	Tangible fixed assets £	Pension liability £	Other net assets ** £	Total £
Restricted funds						
Capital Outlay Discharged	1,346,835	0	284,704	0	0	1,631,538
Parliamentary fund	0	493,363	0	0	20,000	513,363
Land Purchase (1992) fund	0	402,616	0	0	110,375	512,991
Land Purchase 2 Fund	0	215,439	0	0	19	215,458
Lands Maintenance fund	0	191,863	0	0	2,099	193,962
Nature of the Malverns	0	0	0	0	2,901	2,901
SDF fund	0	0	0	0	453	453
Gift fund	0	0	0	0	5,130	5,130
Tree planting	0	0	0	0	904	904
Picnic benches	0	0	0	0	7,408	7,408
Access for All	0	0	0	0	2,864	2,864
Urban Tree Challenge fund	0	0	0	0	2,673	2,673
Boost4Biodiversity	0	0	0	0	1,389	1,389
	<u>1,346,835</u>	<u>1,303,281</u>	<u>284,704</u>	<u>0</u>	<u>156,214</u>	<u>3,091,034</u>
Unrestricted funds						
General fund	0	0	144,045	0	335,085	479,130
Designated funds	0	0	0	0	897,153	897,153
Pension fund	0	0	0	(612,000)	0	(612,000)
	<u>0</u>	<u>0</u>	<u>144,045</u>	<u>(612,000)</u>	<u>1,232,238</u>	<u>764,283</u>
Total funds	<u>1,346,835</u>	<u>1,303,281</u>	<u>428,749</u>	<u>(612,000)</u>	<u>1,388,452</u>	<u>3,855,317</u>

Any project shortfall will be met from the General Fund.

** Other net assets includes Flagstone investments due > 3 months categorised as current asset investments and Flagstone investments due <3 months categorised as short term deposits.

25 Financial and capital commitments

At 31st March 2025, no capital expenditure had been contracted for (2024 £nil). Capital expenditure which had been approved but not contracted was £Nil (2023/24 £30,081).

Under the Higher Level and Countryside Stewardship schemes, the charity is contracted to make 6-monthly payments to graziers from the grants received. Malvern Hills Trust's contracts with graziers have an annual break clause. The annual payments committed at 31st March 2025 total £82,043 (2023/24 £82,043).

The two Higher Level Stewardship schemes were due to end in 2023 but a 5 year extension was granted during 2023/24 to 2028. The Countryside Stewardship schemes are for a 10-year period and have a 5-year break clause. The Countryside Stewardship Scheme for the North & Central Hills ends in 2028, the scheme for the Southern Hills ends in 2030 and the scheme for Castlemorton Common (see Castlemorton Delivery Group) ends in 2031.

26 Serious incident – Post balance sheet event

A serious incident at work occurred after the balance sheet date involving the death of a member of staff. The matter is currently the subject of ongoing regulatory investigations by the relevant authorities and no conclusions have yet been reached.

This tragic event did not exist at the balance sheet date and does not relate to conditions that were in place at that time. Consequently, it represents a non-adjusting event after the reporting period in accordance with FRS 102 Section 32 (Events after the End of the Reporting Period) and Charities SORP (FRS 102) paragraphs 13.9 to 13.13.

No adjustments have been made to the financial statements for this event. The trustees have considered the potential financial and operational implications and will take appropriate actions once the investigations have concluded.

27 Operating leases

The Charity has granted licenses and rental agreements over some of its land. Rentals receivable are recognised on a straight-line basis over the life of the agreement. The future minimum lease receipts under non-cancellable operating leases for each of the following periods is:

	2025	2024
	£	£
Within the next 12 months	21,975	23,295
Within 1-5 years	41,203	59,880
5 years plus	1,867	2,625
	<u>65,045</u>	<u>85,800</u>

The Charity had the following future minimum lease payments under non-cancellable operating leases for equipment at the balance sheet date:

	2025	2024
	£	£
Within the next 12 months	2,200	2,200
Within 1-5 years	5,500	7,700
5 years plus	0	0
	<u>7,700</u>	<u>9,900</u>

28 Defined benefit pension scheme

Malvern Hills Trust participates in the Worcestershire County Council Pension Fund, which is part of the Local Government Pension Scheme (LGPS), a multi-employer scheme. Contributions are charged to the statement of financial activities so as to spread the cost of pensions over employees' working lives with the charity. The contributions are determined by a qualified actuary on the basis of triennial valuations using the projected unit method. The scheme was most recently formally valued as at 31st March 2022 and was updated by the actuary on an FRS102 basis as at 31 March 2024.

At the time this report was approved the 31 March 2025 triennial valuation is still in progress.

The employer's contribution (including the FRS102 adjustment) for the period was £130,000 (2023/24 £127,000).

The amounts recognised in the Balance Sheet are as follows:

	2025	2024
	£	£
Present value of funded obligations	(2,776,000)	(3,178,000)
Fair value of plan assets	2,646,000	2,566,000
	<u>(130,000)</u>	<u>(612,000)</u>
Amounts recognised as:		
Liabilities	(130,000)	(612,000)
Assets	0	0
Net amount recognised	<u>(130,000)</u>	<u>(612,000)</u>

The amounts included within the Statement of Financial Activities are as follows:

	2025	2024
	£	£
Current service cost	45,000	47,000
Interest on pension liabilities	151,000	145,000
Past service cost	0	0
Administration costs	0	0
Expected return on plan assets	(122,000)	(113,000)
Contributions by employer	<u>(130,000)</u>	<u>(127,000)</u>
Total pension cost charged within net incoming resources	(56,000)	(48,000)
Remeasurements (Actuarial (gain)/loss)	<u>(426,000)</u>	<u>(77,000)</u>
Total amount (credited)/charged to SOFA	<u>(482,000)</u>	<u>(125,000)</u>

Changes in the present value of the defined benefit obligation are as follows:

	2025	2024
	£	£
Opening defined benefit obligation	3,178,000	3,128,000
Current service cost	45,000	47,000
Interest on pension liabilities	151,000	145,000
Member contributions	14,000	15,000
Actuarial (gains)/losses on liabilities	(500,000)	(33,000)
Past service cost	0	0
Benefits/transfers paid	(112,000)	(124,000)
Benefit obligation at end of period	<u>2,776,000</u>	<u>3,178,000</u>

Explanation of the “interest” figure in the above table

As part of the annual pension deficit calculation, the Actuary estimates the future benefit cashflows, and then reduces them in line with assumed future investment returns to get an estimate of the money needed now to pay the benefits. The process of reducing the future cashflows is called discounting, and the assumed future rate of return is called the discount rate. When the Actuaries update the calculations for the following year, they need to remove one year’s discounting (as the benefit payments are all now one year closer), and it is this removal of discounting that is referred to as “interest” on the benefit obligation in the accounting schedule.

The Actuaries have to follow FRS 102 as issued by the Financial Reporting Council in setting the discount rate, which must be based on high quality (typically taken to mean at least AA rated) corporate bond yields at the accounting date.

The “interest” figure for the year 2024/25 uses the 31/03/2025 rate of 5.8 % (2023/24 uses the 31/03/2024 discount rate of 4.8 %)

Changes in the plan assets during the period to 31st March 2025 were as follows:

	2025	2024
	£	£
Fair value of plan assets at beginning of period	2,566,000	2,391,000
Expected return on scheme assets	122,000	113,000
Administration expenses	0	0
Remeasurements (assets) (Actuarial gains/(losses) on plan assets)	(74,000)	44,000
Employer contributions	130,000	127,000
Member contributions	14,000	15,000
Benefits/transfers paid	(112,000)	(124,000)
Fair value of plan assets at end of period	<u>2,646,000</u>	<u>2,566,000</u>

The weighted - average asset allocation at the period-end was as follows:

	Fair value at 31st March 2025		Fair value at 31st March 2024	
		£		£
Asset category				
Equities	42 %	1,111,000	43 %	1,103,000
Other bonds	37 %	979,000	36 %	924,000
Property	19 %	503,000	19 %	488,000
Cash Liquidity	2 %	53,000	2 %	51,000
		<u>2,646,000</u>		<u>2,566,000</u>

	2025	2024
	£	£
Actuarial gains/(losses) on assets	(74,000)	44,000
Actuarial gains/(losses) on liabilities	(500,000)	33,000

Weighted average assumptions used to determine benefit obligations at 31st March:

	2025	2024
Discount rate	5.8 %	4.8 %
Rate of increase in salaries	4.3 %	4.3 %
Rate of increase in pension	2.8 %	2.8 %
Rate of CPI inflation	2.8 %	2.8 %

Weighted average assumptions used to determine net pension cost for period ended 31st March:

	2025	2024
Discount rate	5.80 %	4.80 %
Rate of pension increase	2.80 %	2.80 %
Assumed life expectations on retirement age 65:		
Retiring today - males	21.2	21.3
Retiring today - females	23.6	23.6
Retiring in 20 years - males	22.5	22.6
Retiring in 20 years - females	25.4	25.5

Contributions

The employer expects to contribute £ 133,000 in the period to 31st March 2026. Included in this figure is £81,150 agreed to be paid in April 2025 as part of the deficit recovery plan.

The contributions payable by the employers are reassessed at each triennial valuation. A triennial valuation was carried out at 31st March 2025 but at the time this report was approved the valuation is still in progress. The next actuarial valuation of the Worcestershire County Council Pension Fund will be carried out with an effective date of 31st March 2028.

29 Financial instruments

	2024	2024
	£	£
Financial assets measured at fair value	1,313,707	1,303,281

See note 1q for details of what is included in the above figures.

30 Statement of Financial Activities for the year ended 31st March 2024

	Unrestricted funds	Restricted funds	Total funds 2024	Total funds 2023
	£	£	£	£
<i>Income and endowments from:</i>				
Donations and legacies	13,697	4,546	18,243	13,879
Charitable activities:				
Management of the hills and commons	831,527	39,036	870,563	756,190
Car parks	398,720	0	398,720	360,753
Other trading activities	50,931	0	50,931	78,407
Investments:				
Bank deposits	39,354	6,780	46,134	9,518
Investment portfolio	0	33,698	33,698	37,785
Other	22,913	0	22,913	16,529
Total income	1,357,142	84,060	1,441,202	1,395,317
<i>Expenditure on:</i>				
Charitable activities	1,290,495	48,315	1,338,810	1,287,897
Other expenditure	1,729	7,350	9,079	15,937
Total expenditure	1,292,224	55,665	1,347,889	1,205,079
Net gains/(losses) on investments	0	88,332	88,332	(90,627)
Net income/(expenditure)	64,918	116,727	181,645	241,963
<i>Transfers between funds</i>	25,090	(25,090)	0	0
<i>Other recognised gains/(losses)</i>				
Actuarial gains/(losses) on defined benefit pension scheme	77,000	0	77,000	1,541,000
Net movement in funds	167,008	91,637	258,645	280,963
<i>Reconciliation of funds:</i>				
Total funds brought forward	597,275	2,999,397	3,596,672	2,177,072
Total funds carried forward	764,283	3,091,034	3,855,317	2,177,072



Malvern Hills Trust

GOVERNANCE HANDBOOK



Malvern Hills Trust is the working name of the Malvern Hills Conservators (registered charity number 515804)

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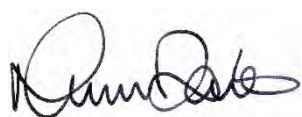
Preface

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
5 October 2023

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.

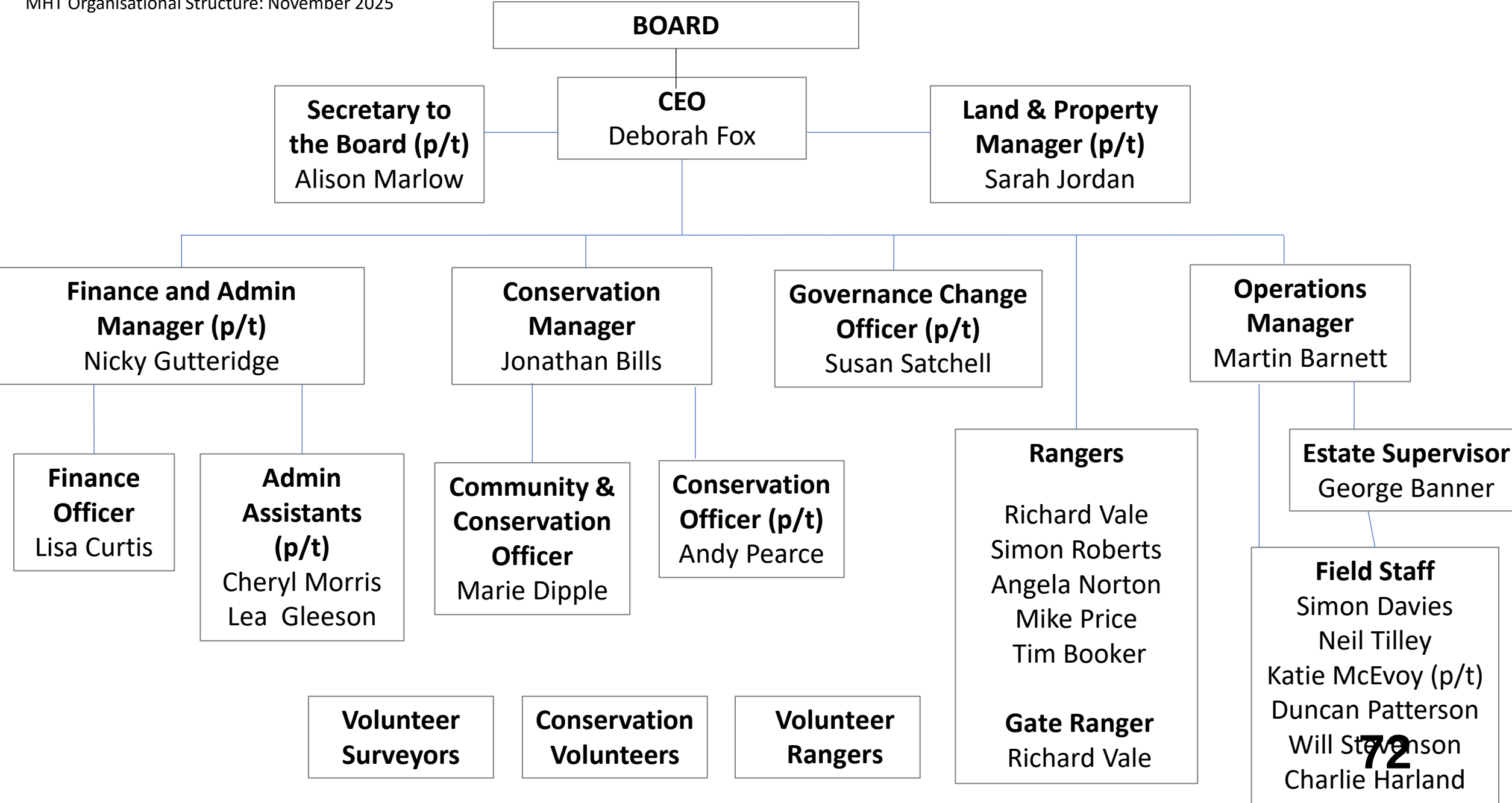
Membership of the Board

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 on behalf of 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 years 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.



MHT Duties and Powers

Malvern Hills Trust's (MHT) duties and powers are set out in the Acts.

The Malvern Hills Acts were set up to protect the rights of commoners and the public and to prevent encroachment on the Malvern Hills, lands and commons. "The Hills" means land under the jurisdiction of the Trust.

Under these and other relevant Acts, MHT shall manage the Hills to:

- Preserve the natural aspect of the Hills (MH Act 1924/21)
- Protect and manage trees, shrubs, turf and other vegetation (MH Act 1924/21)
- Prevent unlawful digging and quarrying (MH Act 1924/21)
- Keep the Hills open, unenclosed and un-built on as open spaces for the recreation and enjoyment of the public (MH Act 1930/3)
- Conserve and enhance biodiversity (Natural Environment & Rural Community Act 2006/40), Sites of Special Scientific Interest (Wildlife and Countryside Act 1981/28) and Scheduled Ancient Monuments (Ancient Monuments and Archaeological Areas Act 1979) on its land.

MHT may:

- Take proceedings and make byelaws to protect, defend and regulate the rights of commoners (MH Acts 1884/9, 1930/10a, f)
- Take measures, including making byelaws, to prevent digging and quarrying, enclosure, building structures and encroachment (MH Acts 1884/10, 1930/10)
- Plant, protect, fence, maintain, transplant and manage trees and shrubs (MH Acts 1884/12, 1909/6, 1930/4)
- Make temporary enclosures to protect or renovate turf (MH Act 1930/4a)
- Fence dangerous places (MH Act 1930/4b)
- Regulate or prohibit public access to open areas of the Hills (MH Act 1995/15) to:
 - o protect ancient monuments and areas of archaeological or historical importance
 - o protect and restore the natural beauty of the Hills and maintain their suitability for rough grazing or recreation
 - o preserve trees
 - o protect or preserve flora, fauna and scientific interest
- Regulate or prohibit public access to any area including footpaths and bridleways (MH Act 1995/15) to:
 - o to prevent fire risk
 - o to prevent accident, injury or damage to health
- Make and enforce byelaws *inter alia* (MH Act 1930/10) to:
 - o regulate stalls, shows, games and recreation facilities etc
 - o prevent unlawful turning out of animals
 - o prevent litter and nuisance
 - o regulate the use of vehicles (MH Act 1995)

- Make and maintain footpaths and ways over the Hills (MH Act 1930/14c)
- Provide sports grounds, circuses, stalls, lavatories and car parks for the public (MH Act 1930/4d)
- Acquire land within 9 miles of Great Malvern Priory (MH Act 1884/29)
- Sell or exchange land (parcels up to ¼ acre only, c0.1 Ha) to modify boundaries (MH Act 1930/9)
- Erect, maintain and repair sheds for tools and materials (MH Act 1930/4e-g, 5, 6)
- Rebuild and operate St Ann's Well in the event of fire (MH Act 1995/3)
- Purchase buildings to use as offices, for storage in connection with their function or as information centres, including sales (MH Acts 1995/9)
- Grant easements for services (MH Act 1995/8)
- Authorise the making and maintenance of new vehicular roads and grant easements over these (MH Act 1995/8)
- Regulate horse riding including making and charging for new facilities (MH Act 1995/16-18)

Note: This is a summary of duties and powers relating to the main purposes of the MHT, prepared by trustees (not lawyers). It is for guidance only – please refer to the original Acts for full legal details governing all our activities. There may be further relevant powers and duties arising from other legislation.

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 – 10).

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 policies 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:

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

Disciplinary Committee Terms of Reference

The Disciplinary Committee will meet only when required to implement the process set out in the Disciplinary Procedure to investigate and adjudicate any complaint about trustee conduct.

Malvern Hills Trust
Trustees' Code of Conduct
(approved by the Board on 7 March 2024)

As a trustee of the Malvern Hills Trust ("the Trust"), Trustees are asked to sign and follow this Code of Conduct which is intended to help the board of trustees ("the Board") work together in carrying out their obligations under the Malvern Hills Acts. and their responsibilities as trustees.

I, (name)

commit to complying with the aims, principles, and obligations of this Code of Conduct.

I will:

1. Act and take decisions solely in the best interests of the Trust and its charitable objects.
2. Adhere, at all times, to the 'Nolan Principles of Public Life' (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) (see appendix).
3. Develop a sound understanding of, and act in accordance with, the Malvern Hills Acts and other relevant legislation and regulatory guidance.
4. Read and follow the Trust's policies and procedures and the Charity Commission's Guidance for trustees, in particular CC3 'The Essential Trustee - what you need to know, what you need to do', CC27 'It's your decision: charity trustees and decision making' and CC29 'Conflicts of Interest'.
5. Act in accordance with the Trust's Conflict of Interest policy and, in making decisions, not allow my personal interests (or the interests of those connected to me) or any duty I owe to any group, organisation or other person, to conflict with my duty as a trustee of the Trust.
6. Commit sufficient time and thought to my responsibilities as a trustee and to the strategic management of the Trust.
7. Prepare diligently for, and attend, meetings, training and workshops whenever possible, and contribute constructively to debate and decision-making.
8. In my dealings with the Trust, avoid pre-judging issues, expressing my own views openly and courteously and listening to others' views respectfully and with an open mind.
9. Exercise care and skill in discharging my role and take professional advice whenever appropriate.
10. Make responsible use of the Trust's resources and be accountable to the Trust for my actions as a Board member.

11. While having regard to the Board's wish to be open and transparent in conducting its business, and in decision-making, not disclose to, or discuss with, others (including via social and other mass media) any confidential information (whether so marked or not) that I receive in the course of my work as a trustee, unless the material enters the public domain (except as a result of a breach of this Code). I also recognise that this obligation continues after I cease to be a trustee.
12. Act collaboratively and in accordance with the principles of collective responsibility in relation to decisions made by the Board. If I disagree with a decision or policy, I will refrain from expressing my disagreement other than with the Board (or in accordance with arrangements made by the Board).
13. Not take any action or make any comment to, or in, the media (including social media) which might bring the Trust, its trustees, staff or volunteers, into disrepute (subject to paragraph 15 below).
14. In advance of making any public comment in relation to the Trust, contact the CEO or their nominated deputy, in order to ensure that the comment I propose to make is factually correct and in line with the Trust's policy.
15. If I have grounds to believe there has been misconduct (whether by an individual trustee or by the Trust's officers) or that the Board has acted outside its powers, raise my concerns as soon as possible in the first instance with either the Chair, CEO or other senior officer of the Trust.
16. Recognise that I have no authority to act individually on behalf of the Trust, except where the Board has given me delegated authority to do so.
17. Accept that my role as a trustee is strategic and about the setting of policy, while that of the Trust's staff is of an executive and operational nature, and I will respect that role distinction.
18. Ensure that any personal data acquired in my role as a trustee is held securely and not do, or omit to do, anything which would cause the Trust to breach legal or regulatory obligations in relation to data protection.

Declaration

I have read and understood this Code of Conduct and confirm that I will comply with it.

Signed.....

Date.....

Appendix: the Nolan principles of public life

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Disciplinary Procedures for Board Members – Breaches of the Code of Conduct

Where the breach of Code occurs during a Board or Committee meeting:

- a) Board members should raise breaches of the Code as a point of order through the chair of the meeting
- b) If the chair of the meeting agrees that a breach has taken place, a first verbal warning will be issued to the person concerned. This will be noted in the minutes
- c) If an individual breaches the Code for a second time during the same meeting they may be asked to leave that meeting. This will be noted in the minutes, explaining briefly the reasons for exclusion from the meeting
- d) The Board or the committee as appropriate may resolve to refer repeated breaches of the Code to the chair of the Board (hereafter referred to as “Chair”) to be dealt with in accordance with the same procedures as if the breach of the Code had taken place outside the meeting

Where the breach of Code takes place outside a Board or committee meeting:

- e) Any complaint against a Board member shall be immediately referred to the Chair. The date of receipt of such complaint by the Chair is to be regarded as the date of commencement of the disciplinary procedure.
- f) If the complaint is against the Chair, the matter shall be referred to the chair of Governance.
- g) Upon receipt of a complaint, and, where appropriate after any preliminary investigation, the Chair and the chair of the Governance Committee shall within 10 working days together determine whether:
 - o the complaint has no merit and should be dismissed; or
 - o the complaint raises issues of misconduct and either it is appropriate for there to be a summary disposal of the matter and the Member agrees; or
 - o it is appropriate that the matter be fully investigated and a Disciplinary Panel convened.
- h) The Board member shall be notified in writing of the complaint within 5 working days of the determination.
- i) Normally, a complaint will be put before a Disciplinary Panel. However, the Chair and chair of the Governance Committee may jointly initiate a summary disposal of a complaint where they consider it to be a comparatively minor matter, and may finalise it if the Member agrees that he or she has breached the standards expected of a Member and accepts the proposed penalty. In these circumstances, the Chair and chair of the Governance Committee may together impose a reprimand
- j) If it is determined that a Disciplinary Panel should be convened, the Secretary to the Board (or in his or her absence the CEO) shall be notified immediately and shall convene a special meeting of the Disciplinary Committee
- k) The Disciplinary Committee shall nominate 3 of its members to serve on a Disciplinary Panel
- l) Where a summary disposal is initiated, but for any reason that course cannot be finalised, the matter shall be put before a Disciplinary Panel
- m) A Disciplinary Panel shall have the absolute power to initiate such investigations as they may consider reasonably necessary to ensure that all relevant facts are put before the Disciplinary Panel
- n) A Disciplinary Panel shall hear cases in accordance with fairness and the rules of natural justice

- o) If the Disciplinary Panel finds that a complaint of misconduct is proved, it shall have the following penalties at its disposal:
 - o a reprimand; or
 - o require the Board member to attend training; or
 - o the suspension of the right to speak at any Board or committee meeting; or
 - o the suspension of the right to attend any Board or committee meeting; or
 - o the suspension of the right to vote at any Board or committee meeting; or
 - o a combination of one or more of such the penalties

The period of any suspension shall not exceed the term of office of the Member
- p) All decisions in relation to a complaint, and the reasons for those decisions shall be recorded in writing.
- q) All decisions (including that a complaint has no merit and should be dismissed) in relation to the final disposal of any complaint against a Member shall be reported to the next meeting of the Governance Committee following that disposal
- r) Nothing in these procedures shall prevent the Member against whom a complaint has been upheld from attending meetings of the Board or any committee in his or her capacity as a member of the public or to receive notice of such meetings or of papers that would normally be within the public domain
- s) In any case in which the Chair and/or the chair of the Governance Committee is involved as a witness, or in which either or both become closely involved in investigating a case, he or she shall be disqualified from membership of the Disciplinary Panel hearing the complaint

Appeals Process

- t) A Member may appeal against the decision of a Disciplinary Panel on one or more of the following grounds:
 - o the decision was against the weight of the evidence; and/or
 - o there was a procedural irregularity in the original hearing; and/or
 - o the sanction imposed was unjust in all the circumstances of the case
- u) Notice of appeal shall be directed to the chair of the Disciplinary Committee and must be lodged within fourteen clear days of the decision appealed
- v) An Appeals Panel shall be convened at a special meeting of the Disciplinary Committee and shall be constituted in the same way as a Disciplinary Panel save that no Member who served on the Disciplinary Panel shall be eligible to sit on the Appeals Panel
- w) At an Appeals Panel there shall be no right to a rehearing of the complaint and the Appeals Panel shall hear such evidence and/or submissions as it sees fit, bearing in mind the grounds of appeal, but shall act in accordance with fairness and natural justice
- x) An Appeals Panel shall have at its disposal any or all of the sanctions which were available to the Disciplinary Panel and shall have the power to apply a greater sanction than the Disciplinary Panel if it sees fit in all the circumstances

Administrative Arrangements

- i. The CEO and Board Secretary shall make available to the Chair, chair of the Governance Committee, Disciplinary Committee and Disciplinary Panel such administrative resources and professional advice as may be reasonably necessary to investigate and dispose of any complaint
- ii. A Member against whom a complaint has been made shall be given at least fourteen days' notice of any hearing
- iii. Such Member shall be given adequate notice of the detail of the evidence to be given against him or her. This will usually require that any witness statement or report be copied to the Member
- iv. A Member subject to a disciplinary hearing may choose to make a written representation to the Disciplinary Panel or the Appeals Panel.
- v. A Member may appear before a Disciplinary Panel or an Appeals Panel alone or with a representative
- vi. A Disciplinary Panel or Appeals Panel may, prior to any hearing, make such directions as it sees fit
- vii. A Disciplinary Panel hearing shall usually be convened within 28 days of a complaint being received by the Disciplinary Panel chair and an Appeals Panel hearing shall usually be convened within 28 days of receipt of Notice of Appeal
- viii. It shall be the duty of any Member called upon to act in any capacity on a Disciplinary Panel or Appeals Panel to ensure that he or she has no conflict of interest in the matter brought before such Panel or in the event that one exists, to recuse himself or herself for that reason
- ix. If the complaint is against the Chair or the chair of Governance, or if at the time the complaint is made, the Chair or chair of Governance is not available, then his or her place in the process set out above shall be taken by the vice-chair or the vice-chair of Governance Committee as appropriate

Emergency Action

Nothing in the Code shall prevent any necessary immediate action being taken by the CEO to deal with any emergency or breach of the Code that occurs, provided that, within a reasonable time thereafter, the matter is referred to the Chair to be dealt with in accordance with these regulations

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

Processes for Decisions of the Board and Committees

Board and Committee Minutes Protocol

The purpose of this Protocol is to clarify the procedures for the preparation and approval of MHT Board and Committee Minutes, including the content of those minutes and the service that trustees and members of the public may expect.

Although there is nothing specific regarding minutes in charity law, the Charity Commission does provide some guidance as to what minutes should include. It should be noted that minutes are *not* a verbatim record of the meeting, and this would not be an effective or efficient approach to adopt.

The Commission's advice provides that minutes would usually record:

- the precise wording of any resolution together with the name of the proposer and (optionally) the seconder of the motion (*MHT records both*);
- a summary of the discussion on each item of business;
- information upon which the decision was based;
- details of the decision, ie who voted and how and, in the event of an equality of votes, if the Chair used a casting vote (*MHT records details of how individual trustees vote only at their request*);
- the action required;
- the names of the people who are responsible for implementing the decision (*MHT would normally give the job title if a member of staff*);
- the date, time and venue of the next meeting.

It is fairly common practice for organisations to record meetings in order to assist with the preparation of minutes and as a point of referral in case of any disagreement about their content. However, once the minutes have been approved by the Board and signed by the Chair, they form the only legal record of the business of the meeting.

The Secretary to the Board will usually create a first draft of the minutes within a week of the date of the meeting. This draft is then shared with relevant officers at the Trust and with the Chair and Vice-Chair of the meeting. Once these people have made any necessary amendments (which will normally be factual rather than stylistic), the draft minutes are circulated to trustees; in the case of committees, the minutes are circulated to committee members only in the first instance. Any trustee who identifies minor amendments (typos etc) should notify them to the Secretary to the Board. If a trustee disagrees with any *content*, they should contact the Chair of the meeting. The Chair will then work with the Secretary to the Board to make any necessary amendments. If the trustee is still unable to agree, their dissension can be formally noted in the minutes.

For committee minutes, committee members will at this stage be asked to approve the minutes via email. The confirmed minutes will then be circulated to all trustees and published on the web site. They will then be adopted by the Board at its next meeting. For Board minutes, the minutes will be published on the web site in draft only, pending approval at the next Ordinary Board meeting.

Once minutes are approved, the Secretary to the Board will take the following steps in the interests of efficiency and data protection:

- All draft versions of the minutes will be **deleted**.
- The Secretary to the Board's handwritten notes will be **shredded**.
- The recording of the minutes will be **deleted**.
- A hard copy of the minutes will be prepared for signature and filed in the archives.

Protocol approved by Board on 16 January 2025

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
Prepare reports and minutes for committees and the Board
Assist the CEO in running elections

Governance Change Officer

Support the CEO and Trustees in establishing and agreeing the measures required to update the 5 Malvern Hills Acts of Parliament into a consolidated Act of Parliament covering all requirements for necessary powers & good governance of MHT. This will include introduction of key new powers, updating of some existing powers and removal of outdated measures.
Liaise (as single point of contact) between the Trust and the Parliamentary Agents and any other relevant advisors regarding any technical drafting and/or amendments to the Bill.
Provide input to other relevant ancillary requirements eg Registration of the People Regulations.
Provide input to the overall work schedule following deposit of the Bill in November 2024, and its subsequent passage through Parliament.
Support the CEO and Trustees in managing all aspects of the preparation required to secure MHT governance changes by way of a private Bill or any other appropriate process.
Liaise (as single point of contact) between the Trust and the Parliamentary Agents and any other relevant advisors regarding any technical drafting and/or amendments to the Bill.
Support the CEO and Trustees in liaison with key external bodies with a direct interest in the progress of the Bill.
Assist in identification of key stakeholders for engagement regarding the passage of the Bill.
Support the CEO and Trustees in establishing and delivering an ongoing engagement programme covering all the key stakeholder groups.

Support the CEO, Trustees and the Parliamentary Agent in the progress of the Bill through its Parliamentary stages.

Assist in preparing Board papers for consideration by Trustees, as required, to reach decisions in relation to the Bill and to report on progress with the Bill.

Maintain a log of key decisions taken in relation to the preparation of the Bill.

Ensure that adequate records (paper and electronic) are maintained to demonstrate due diligence in all aspects of preparing and presenting the draft Bill.

Support the CEO and Trustees in identifying and addressing any potential overspend against agreed budgets.

Log and index legal advices received and ensure ongoing retention of advice requests and advice received.

Provide ongoing support to staff as required (Work on the Bill to take precedence).

Land and Property Manager

Oversee all aspects of land and property management for MHT, in line with the Malvern Hills Acts of Parliament.

Ensure safe and welcoming provision of visitor infrastructure and effective management of MHT land and property,

Resolve boundary and land and property incidents escalated for further action by the MHT rangers, other staff or the public. Work with staff, solicitors or police to address boundary encroachments, breaches of byelaws e.g. unauthorised encampments, rough sleeping and third-party issues (e.g. leaking pipes, flooding etc.). Pursues damage costs claims against relevant individuals and bodies.

Oversee operation of all car parking facilities including implementation of the snow plans. Liaise with providers of aspects of the car parking system and ensure seamless interfaces.

In coordination with the CEO, Conservation Manager (CM) and the Board of Trustees, is responsible for the management and administration of applications to MHT for easements, variations to easements, deeds of grant, wayleaves and other land related legal matters. This will include liaison with land agents, solicitors, other advisers, neighbours, statutory undertakers and promoters of infrastructure projects.

Support the CEO and others in the assessment and acquisition of new land. Proactive registering of new land and addressing boundary anomalies on MHT land. Maintain databases and an archive of all relevant documents pertaining to MHT landholdings, easements and wayleaves.

Responsible for all licensing relating to MHT land including catering concessions, fairs, circuses and other public events on Link Common.

Responsible for liaising with the tenant of St Ann's Well to ensure compliance with the terms of the lease, ensure the fabric of the buildings is well maintained and to arrange/ carry out relevant health & safety and building inspections.

Assess the implications of any new planning policy documents or other public plans or projects that pertain to MHT land and responds to the promoting authority accordingly.

Manage the Trust property portfolio i.e. its operational sheds and office building.

Lead on visitor surveys and monitoring visitor satisfaction.

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

Finance Officer

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

Estate Supervisor

Assist the Operations Manager with practical land management tasks across all land managed by the Malvern Hills Trust, having particular responsibilities for tree surveys, building and countryside furniture maintenance and management of contractors, whilst having due regard for the landscape, wildlife and archaeological features. Work needs to conform to environmental good practice and Health and Safety legislation, and there is a need to ensure work complies with the Trust's duties under the Acts of Parliament.

Work with the Operations Manager and field staff in planning and delivering the day-to-day management of all works across the Trust's estate.

In particular assist with the tree safety survey and the planning and execution of tree safety works across the estate.

Undertake the regular inspection and maintenance of buildings and structures on Trust land in line with the building maintenance schedule, including checks to ensure all relevant certification and standards were being met and to maintain accurate records.

Assist with implementation of key building projects.

Survey and record the condition of all access furniture (gates, steps, stiles, footbridges, boardwalks etc) and organise repairs as required.

Undertake and document checks and record compliance with all safety standards and regulations, including First Aid, Health and Safety, COSHH, PUWER and other relevant regulations.

Supervise Field Staff team members as and when required.

Deputise for the Operations Manager as required and during periods of holiday and sickness.

Undertake any other work for the proper maintenance of the Trust estate.

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

Rangers

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 Rangers

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. Only trustees who have signed the Code of Conduct shall be eligible for membership of Committees.
- 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. Only trustees who have signed the Code of Conduct shall be eligible.

- 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 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.
- 9.3 The quorum of the Disciplinary Committee will be 6 trustees
- 9.4 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 the text of the proposed statement being received at the office by noon, 1 clear working day preceding the meeting. Members of the public will speak in the same order as notifications are received. If a member of the public wishes to make a statement 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.
 - 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** Committee minutes are approved by email in advance of Board meetings.
 - 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 5 October 2023 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.

Protocol for virtual meetings

This protocol was adopted on 11 June 2020 as an addendum to Standing Orders to cover any meetings of the Trust held by video/telephone conference.

Except in so far as they are inconsistent with this protocol, Standing Orders will continue to apply.

Notice of meetings

1. Virtual meetings will take place by way of video/telephone conference for all trustees and will be streamed to the public. The link for the stream will be set out on the agenda for the meeting and on the Trust's website.
2. Meetings will be called on the notice as specified in Standing Orders, or as otherwise decided by the Board. The agenda for all meetings and non-confidential papers will be published on the Trust web site.
3. In addition trustees will receive a notice by E-mail setting out instructions for joining the meeting. Joining will commence 15 minutes before the time the meeting is due to start. Any trustee not using E mail will be sent the information by first class post.

Members of the public

4. Members of the public can view the meetings which will be streamed contemporaneously. In substitution for the process set out in Standing Order 13.2, members of the public can forward a short statement to the Trust (by post or to info@malvern hills.org.uk) to be read out at the meeting. The statement should be of such length that it can be read out loud in 3 minutes or less. These statements must arrive no later than by noon, 1 clear working day before the meeting. They will be circulated to trustees, posted on the Trust's website if possible and read out verbatim at the meeting. The Trust reserves the right not to publish content which is defamatory or otherwise unlawful.

Joining the meeting

5. Trustees should join the meeting at least 10 minutes before the designated start time on the agenda. Be aware that streaming may already have started.
6. Trustees should enter their first name and family name when going through the process of joining the meeting
7. Members and officers attending a virtual meeting should ensure:
 - a) they have no audible background noise when participating in the meeting
 - b) they mute their microphone when they are not speaking
 - c) they stay for the duration of the meeting if possible
 - d) before they speak, they clearly state their name
 - e) they do not speak when somebody else is speaking
 - f) they signal by means of a raised hand that they wish to speak and await the invitation of the Chair

Chairing the meeting

8. The Chair will as far as possible conduct the meeting in accordance with the protocol, but may at his discretion adopt other arrangements to ensure the smooth running of the meeting and completion of any business.
9. The Chair should ensure that any participants using audio only have the opportunity to contribute to the meeting.

In the meeting

10. A trustee is present at the meeting if he/she has joined the meeting by video link, audio link or telephone so that he/she can hear (and if possible see) other trustees speak and be heard (and if possible be seen) by them. At the beginning of the meeting the Chair will ask an officer to read out the names of all those who are present at the meeting in order to assist those using audio only.
11. If a trustee has IT problems and loses connection with the meeting, he/she should attempt to re-join as quickly as possible. Where practical the meeting administrator will record that a trustee has left the meeting or re-joined.
12. If a trustee has persistent IT problems which disrupt the conduct of the meeting, and which cannot be resolved, the Chair may at his discretion ask the trustee to leave the meeting and re-join by telephone.

Quorum

13. The Quorum for any meeting is as set out in Standing Orders or as decided by the Board in relation to ad hoc committees.
14. The meeting will not be stopped because any trustee has lost connection with the meeting, unless the meeting becomes inquorate.
15. If number of trustees present falls below the quorum or if there is a failure which causes the administrator to leave the meeting or the meeting is otherwise terminated, the chair will adjourn for a period at his discretion to see if lost connections can be restored or the meeting re-started.
16. If this is not possible, the Chair will adjourn the meeting to a date to be fixed (or can declare the meeting closed if there is no further business which needs to be transacted).

Interests

17. If a member has declared a conflict of loyalty in respect of any item under discussion, the Chair will not invite that trustee to vote on the matter in question. If any trustee has a personal conflict of interest he/she will be asked to leave the meeting and will be E-mailed or called by telephone and asked to re-join once the item is concluded.

Confidential items

18. Any confidential items will be taken in a separate meeting. All trustees will have to leave the first meeting and join a second meeting which will not be streamed.
19. If the discussion of a confidential/exempt item is required, prior to the meeting every trustee will be asked to sign and return by E-mail or letter confirmation verifying that their venue is secure, that no member of the public (including members of their family) will have access to that part of the meeting, that they have not forwarded the meeting invitation or disclosed the meeting access code to any third party and that no recording of the proceedings will be made.

Any trustee who has not done this will be asked to leave the meeting, and if they decline to do so, will be removed.

Proposing and seconding

20. Any trustee proposing or seconding a motion should state his/her name

Voting

21. When the chair is satisfied that a matter has been adequately discussed, he will ask for a proposer and seconder for the motion. An officer will then go down the list of attending trustees and ask them whether they wish to vote for, against or wish to abstain.

22. A vote can be taken in the absence of any trustee who is unable to participate remotely so long as the meeting is quorate. The Chair may at his discretion suspend the meeting to allow trustees who have lost connection to re-join.

23. The Secretary to the Board or other officer will then state the result of the vote. Individual votes will not be mintued unless this is specifically requested.

Standing Committee meetings

24. Any Member, not a member of the relevant committee, wishing to participate in the virtual meeting must submit their request by email to the Secretary to the Board in advance of the meeting taking place.

Conflicts of Interest Policy

Malvern Hills Trust

Registered Charity Number 515804

Adopted 9 March 2017

1 Purpose and scope

- 1.1 This document sets out the rules the Board of Malvern Hills Trust (MHT) wishes to adopt for managing potential and actual conflicts of interest or loyalty affecting Board Members of MHT. It applies to all Board Members. Its purpose is to enable Board Members to ensure the open and proper management of any particular conflict in order to ensure that all decisions are taken in MHT's best interests and that both MHT and the individuals involved are protected from any appearance of impropriety and that public trust and confidence in MHT can be maintained.
- 1.2 It is intended to ensure that MHT is not placed in a position where, even though Board Members may have acted in the best interests of the charity, those outside the Board may gain an impression, or have a suspicion, that a Board Member had a conflict of interest or loyalty. Accurate or otherwise, such an impression could damage the reputation of MHT and result in MHT having to invest time and energy in justifying its actions and defending its reputation, thereby deflecting resources from its objectives.
- 1.3 Where the term conflict of interest is referred to in this policy, it includes both personal interests of the member or a connected person (see 3.7 below), whether financial or otherwise, and conflict of duty or loyalty described under 3.5 below.
- 1.4 Where a potential conflict arises, it is the responsibility of all the Board Members to make sure that it is addressed, not just the member concerned.
- 1.5 Except where otherwise indicated by the context, any masculine term used in this policy also shall include the feminine.
- 1.6 Where examples are set out in this policy, they are not to be taken as a definitive list and are without prejudice to the generality of a foregoing statement.

2 Background

- 2.1 Board Members have a legal obligation to act in the best interests of MHT and in accordance with its governing documents. They are expected to act impartially and objectively, and to take steps to avoid conflicts of interest or apparent conflict of interest.
- 2.2 Conflicts inhibit free discussion, may result in decisions that are not in the best interests of MHT and risk giving the impression that the Board Members have acted improperly.
- 2.3 Conflicts can come in all shapes and sizes. Board Members should be alive to this, and each Board Member has a responsibility to identify where there may be a conflict in relation to themselves, a person connected to them or a conflict of loyalty (including as a result of membership of or responsibility to another organisation).

3 Legal context

- 3.1 There are some fundamental legal issues Board Members should ensure they understand. These are summarised below.

3.2 Board Member benefits

- 3.2.1 Board Members cannot receive any personal benefit from the MHT unless they have express legal authority to do so. "Benefit" includes any property, goods or services which may have a monetary value, as well as money. This will include payments to a Board Member for providing goods or services to the MHT on normal commercial terms. A Board Member who may derive any personal benefit of this kind from a transaction with MHT will have a conflict between their duty to the MHT and their own personal

interest in the benefit. It is the potential benefit (rather than any actual benefit) which gives rise to this conflict of interest.

- 3.2.2 A benefit does not include any permitted reimbursement of properly incurred out of pocket expenses.

3.3 General Board Member benefits

- 3.3.1 Board Members may receive the following "general" benefits (i.e. benefits that are available to all Board Members):

- indemnity insurance paid for by the MHT
- an annual car park pass

3.4 Personal Conflict of interest

- 3.4.1 A Board Member has a personal conflict of interest where he (or a connected person) has a financial or other personal interest in the outcome of a decision which could, or could be seen to, prevent the Board Member from making a decision only in the best interests of the charity. This would include a situation where one Board Member is affected more than others by the outcome of a decision.

3.5 Conflicts of loyalty

- 3.5.1 A Board Member who owes a loyalty to another person or organisation (eg a friend or relative, charity, council or limited company), who/which is involved in a transaction or arrangement with MHC or where a decision made by MHT will affect that person or organisation (or, in the case of a council, will affect some or all of the residents of that council area to a greater extent than residents in the Malvern Hills area generally), may have a conflict between their duty to MHT and their loyalty to the other person or organisation. This may be because for example they are a trustee, director, shareholder, member, officer or employee of that other organisation. Notwithstanding that the Board Member has no personal interest in the transaction or arrangement, and cannot benefit from it personally, he may have a conflict of loyalty.

- 3.5.2 Specifically,

- (a) a Board Member who is a member of a Council may have a conflict of loyalty in relation to decisions affecting that Council, its operations or which could affect the implementation of an agreed policy of that Council.
- (b) a Board Member who sits on an MHDC, Worcestershire County Council or Herefordshire Council Development Control Committee may have a conflict of loyalty in relation to decisions which are linked or could be linked to a past, current or future planning application which has or may come before the committee on which he sits. (eg: applications for easements in relation to potential development sites).
- (c) a Board member who is appointed by or nominated on behalf of a ward or parish may have a conflict of loyalty in relation to decisions affecting that ward or parish or which could affect the implementation of an agreed policy of that ward or parish.

3.6 Duty to avoid conflicts

- 3.6.1 Every Board Member has a personal responsibility to declare any conflict or potential conflict of interest in order to fulfil their legal duty to act in the best interests of MHT and to avoid any conflict of interest. The duty is not simply to mitigate any conflicts that arise, but to avoid them altogether.

3.7 Connected persons

- 3.7.1 A Board Member can be put in a position of conflict where the MHT enters into a transaction or arrangement with or makes a decision which affects a member of their family or a business in which they have an interest or anyone else who is "connected" to them. Any benefit to the connected person is a benefit to the Board Member. For this purpose a "connected" person is:

- any Board Member's spouse, civil partner, parent, child, brother, sister, grandparent or grandchild (or any spouse or civil partner of any of these people);
- any other person in a relationship with a Board Member which may reasonably be regarded as equivalent to that of a spouse or civil partner; or
- any company, LLP or partnership of which a Board Member or a person as set out in the bullets above is a paid director, member, partner or employee or a holder of more than 2 % of the issued share capital or capital.
- Any company LLP or partnership where 2 or more people listed above when taken together are holders of more than 2 % of the issued share capital or capital.

4 Declaration of interests

- 4.1 On appointment and when requested thereafter, Board Members must declare their interests and any gifts or hospitality accepted which might be seen to influence their role as a Board Member on the declaration of interests form attached to this policy. This declaration should include the interests as listed in 4.2 below of the member's spouse, civil partner or cohabitee where they are known.

- 4.2 Board Members should declare the following on the declaration of interests form:

- any post held in the ordinary course of employment or practice
- any company or firm where the Board Member is a partner or remunerated as a director
- membership of any professional body or trades union
- any body making a payment in relation to appointment as a Board Member
- any shareholding of more than 2 % of the issued share capital in any local company (whether public or private)
- any land owned or rented in parishes where MHT has a land holding or any land within 500metres of MHT land.
- any Board Membership or membership of any other charity (including any overseas charity)
- any body where the Board Member represents MHT

- any a) public authority or body b) company, industrial or provident society, charity or charitable body where the Board Member is a member or is in a position of management or control
 - any office held in any body, society, association or other institution in the public, private or voluntary sector, including posts such as president, chair, Board Member, chief executive, treasurer and secretary
 - consultancies, directorships or advisory positions
 - membership of a political party or pressure group with an interest in the activities of the MHT
 - gifts or hospitality offered, whether accepted or declined.
- 4.3 The Secretary to the Board will use the information provided by Board Members to maintain a register of interests for all Board Members. The register will be accessible to all Board Members and members of the public on request.
- 4.4 Board Members should amend their declarations of interest as soon as possible following any change in their circumstances and will, in any event, be invited to update their entries in November each year.
- 4.5 In addition to completing and updating the declaration of interests, every Board Member must declare to the other Board Members and the Secretary to the Board the nature and extent of any direct or indirect interest he may have in any existing transaction or arrangement with MHT or any transaction or arrangement proposed of which the Board Member is aware.
- 4.6 If Board Members are unsure of what to declare, or whether/when their declaration needs to be updated, they should contact the Secretary to the Board or the Director for guidance.
- 4.7 All Board Members must complete a Related Party transaction form on request every year prior to the preparation of the annual accounts

5 Managing conflicts

- 5.1 This policy is not intended to inhibit the normal course of Board Member business. While recognising that identifying and managing conflicts is very important, the Board Members wish to deal with them in a way which recognises the materiality of the risk that a particular conflict may pose to the best interests of the MHT. The key points are set out below.

5.2 Declarations at meetings

- 5.2.1 Every Board Member must declare their interests in any matter on the agenda at the start of every meeting stating the agenda item to which it relates and the nature of the interest.
- 5.2.2 If a Board Member realises part way through a meeting that they have an interest in an item under discussion, they should declare there and then
- 5.2.3 If a Board Member for any reason fails to declare an interest, this may be raised either by an officer or another Board Member.

5.3 General Board Member benefits

- 5.3.1 Any Board Member who has a conflict of interest which arises exclusively out of the general Board Member benefits described, in paragraph 3.3 above, may vote, and count in the quorum on any vote, in relation to that benefit.

5.4 Personal conflicts of interest

- 5.4.1 A Board Member who has a personal conflict of interest in relation to a particular transaction or arrangement (as referred to in paragraph 3.4) must not vote, or count in the quorum on any vote, in relation to any Board or Committee decision on such transaction or arrangement. The Board Member in question should not be present during any debate or vote on such transaction.

5.5 Conflicts of loyalty

- 5.5.1 Where a Board Member has a conflict of loyalty (as outlined in 3.5) in relation to a particular transaction or arrangement and in which the Board Member has no personal interest, he may speak in any meeting at which such transaction or arrangement is being considered but should withdraw from the meeting before a vote is taken, and will not count towards the quorum.
- 5.5.2 If a Board Member is a member of another charity (such as the RSPB or National Trust), but is not in a position of management or control in relation to that charity (e.g. as a director or trustee) there is no requirement for a member to withdraw from a meeting and may take part in discussions, vote and count towards the quorum.

5.6 Decision making

- 5.6.1 In the event of a conflict or potential conflict of interest arising which is not covered in 5.4 or 5.5 above, (or where there is any disagreement about the correct application of paragraphs 3.5.1 or 3.5.2 to that interest) it will be for the Members of the Board present at that meeting to consider whether the interest might, or might appear to affect the Board Member's judgement of the charity's best interests.
- 5.6.2 A Board Member with an actual or potential conflict of interest should, after having fully explained his position to the meeting, leave the meeting and not take part in any discussion or decision by the other Board Members about how best to manage that conflict (and should not vote or count in the quorum).
- 5.6.3 If a Board Member has a conflict of interest, they must not take part in a tender process or in managing or monitoring a contract to which that interest relates. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

5.7 Minutes

- 5.7.1 The minutes of meetings will record the nature and extent of any conflict of interest and summarise the discussion and the actions taken to manage the conflict.

6 Appointment to outside bodies

- 6.1 Where a Board Member has been appointed to represent MHT on the Recreation Advisory Panel, Wildlife Panel, 4C's, AONB or the Malvern Spa Association, they will not be required

to withdraw from any meeting of MHT where the affairs of that body are discussed and may take part in that discussion and vote and count towards the quorum, unless the discussion relates to any financial transaction between MHT and the other body.

7 Data protection

- 7.1 The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998. Data will be processed only to ensure that Board Members act in the best interests of the MHT and that, except as required by law (including in respect of law enforcement or regulatory investigations), no other use will be made of the information provided.

8 Receipt of Information

- 8.1 The Board or any Committee may decide to exclude a conflicted Board Member from receipt of information in relation to the matter under consideration. All Members of the Board should (in line with their duties as charity trustees) remain alert to the fact that whatever information they acquire in their role should remain confidential and not be used to the advantage of themselves, an external individual, or entity.
- 8.2 The Director may make a preliminary decision to withhold confidential Committee or Board papers circulated prior to a meeting from a Board member where in his reasonable opinion a Board Member has a conflict of interest in relation to the business to be considered at that meeting which will require him to withdraw from the meeting under this policy.
- 8.3 In the event of papers being withheld under 8.2 above, the Director shall:
- (a) Notify the affected Board Member of his decision and the reasons for it as soon as possible
 - (b) Notify all other Board Members and staff in receipt of the relevant paper, that the paper has been withheld from the Board Member concerned and the content should not be disclosed to him.
- 8.4 The Director's decision under 8.2 should be reported with reasons to the meeting to which the papers relate and the relevant Committee or the Board shall confirm or override his decision.
- 8.5 Where it is apparent from the register of interests that there are Board Members who have conflicts of interest in the subject matter to be discussed in any meeting, a notice shall be circulated by the Director with the papers for the meeting indicating:
- (a) The names of Board Members who may have a conflict of interest
 - (b) The nature of the conflict of interest
 - (c) The agenda item/s where the conflict of interest may arise.

9 Inquorate meetings

- 9.1 If as a result of conflicts of interest in relation to a specific agenda item, a committee meeting becomes inquorate, discussion of that item will be suspended and the matter referred directly to the next Board meeting for decision.
- 9.2 If as a result of conflicts of interest in relation to a specific agenda item, a Board meeting becomes inquorate, discussion of that item will be suspended and a Special Meeting of the Board will be convened as soon as is practicable to deal with the agenda item.

10 **Review**

- 10.1 The Board Members will review this policy annually or at such other intervals as the Board may determine.

Conflict of Interest Policy

Procedure for dealing with conflicts of interest

The term “conflict of interest” applies to both personal conflict of interest (3.4.1) and conflict of loyalty (3.5.1). “The Policy” refers to the Conflict of Interest Policy.

1. The register of interests will be circulated to Board members (and included on the members’ section of the website in due course). Amendments will be notified as they arise.
2. The CEO or Secretary to the Board will, in advance of the meeting, alert those members who appear to have a potential conflict of interest and assist in deciding how the Policy applies to their situation if requested.
3. The Declarations of Interest item will continue to appear on the agenda at the start of the meeting, and members are required to declare any potential conflicts of interest under 5.2.1. Whilst making the declaration the member indicates whether they feel their position is such that they should leave the meeting under 5.4.1 or 5.5.1.
4. If a potential conflict of interest is identified (by the member affected, another member or an officer) but the member concerned does not believe they should leave the meeting, the Chair will invite that member to address the meeting on the reasons why there is either no potential conflict of interest or it is so minor that a reasonable person would not consider it material to the decision making process.
5. The member will then be asked to leave the meeting under 5.6.2 whilst the remaining committee or Board members decide how to deal with the conflict.
6. If several Board members share the same interest (eg members of an MHDC Development Control Committee) their cases may be considered together. If there are several Board members with interests of different types, they will be considered individually.
7. If the meeting becomes inquorate whilst considering how to deal with conflicts of interest, the matter will be dealt with under section 9 of the Policy.
8. Following a decision under item 5, the Board member will be invited back into the meeting and notified of the decision.
9. In the event that it is the Chair who has a conflict of interest but they indicate that they believe they should not be required to leave the meeting for the item concerned, the Vice Chair should immediately take the chair whilst the decision on the Chair’s potential conflict of interest is taken. If the Vice-Chair is unavailable (or also has a conflict of interest in relation to the same matter), the meeting will appoint a chair pro tem.
10. If it is decided that the Chair has a conflict in relation to any agenda item, the Chair should not chair that item, but the Vice Chair will do so. (Or another member will be appointed by the meeting to take the chair as in 9 above)
11. If the meeting has decided that a Board member has a conflict of interest and should leave the meeting, and that Board member refuses to comply with the Policy, the following will apply at the option of the unconflicted members:
 - a. The item may be adjourned to a later date
 - b. In the case of a Committee meeting, the item may be referred direct to the Board for decision
 - c. Discussion of the item may proceed but the conflicted member will not be counted in the quorum for the meeting nor will their vote be counted or
 - d. Any other course of action which is appropriate in the circumstances.

Receipt of Information

12. Where the CEO has decided to withhold papers from a Board member under section 8 of the Policy, this will be reported to the meeting under the Declaration of Interest agenda item. The Board or Committee will make a decision pursuant to section 8.4 under the

agenda item Declarations of Interest or immediately prior to the agenda item to which the papers relate.

13. The Board or Committee may make a decision pursuant to section 8.1 of the Policy under the agenda item Declarations of Interest or immediately prior to the agenda item to which the papers relate.
14. When making a decision under 12 or 13 above, the affected Board member will be invited to explain their position to the meeting, but will then leave the meeting and not take part in any discussion or decision on whether the papers should be withheld.
15. The Board or Committee may resolve to close the meeting to the public whilst making a decision under 12 and 13 above.
16. If a decision is made to withhold papers from a Board member, then it should be made clear to other Board members that the contents of those papers must not be disclosed to that individual.

Section 5

Exempt Information

Exempt Information and public access to information

As a public body responsible for the environment, the public are entitled to inspect, with some restrictions, a wide range of information held by MHT. These include Board and committee papers and minutes; accounts; and reports containing environmental information. This relates only to information that MHT holds, the public cannot demand additional analyses or reports.

There is some information that the public is not allowed to inspect, such as personal and personnel information, in accordance with the Data Protection Act. There are other types of information that it would not be in the public interest to disclose. For example the quotes for a tender process would be commercially sensitive information whilst price negotiations are ensuing.

MHT are subject to the parts of the Local Government Act conferring rights of attending meetings and access to information and also to the Environmental Information Regulations.

MHT aims to be open and transparent in the management of the Malvern Hills and will endeavour to answer any questions and offer the information to the best of its capability. However, MHT is a small organisation, with limited systems and resources, and it may not be able to meet large, generic or particularly onerous requests. Where MHT is unable to meet a request, the enquirer will be informed of the reason why.

Exempt Information Under Schedule 12A Local Government Act 1972

CATEGORY	CONDITION	EXAMPLE
1. Information relating to an individual.	Information is not exempt information unless it relates to and is recognisable as referring to a particular individual.	Employees' terms and conditions of employment or disciplinary proceedings. Former employees. Applicants to become employees. Information relating to tenants and former tenants. Matters relating to individual trustees.
2. Information which is likely to reveal the identity of an individual.	Information is not exempt information unless it relates to and is recognisable as referring to a particular individual.	As for 1 above plus, for example, an informant in a case of breach of byelaws.
3. Information relating to the financial or business affairs of any particular person (including the authority holding that information).	Information is not exempt if it must be registered under various statutes, such as the Companies Act or Charities Act. To be exempt the information must relate to a particular third person who must be identifiable.	Information regarding tenders for contracts; quotations for services; contract details; land values etc.
4. Information relating to any consultations or negotiations, or contemplated consultations and negotiations, in connection with any labour relations matter arising between the authority or a Minister of the Crown and employees of, or office holders of, the authority.	Information is only exempt if and for so long as its disclosure to the authority would prejudice the authority in those or any other consultations or negotiations in connection with a labour relations matter. ' <i>Labour relations matters</i> ' are as specified in paragraphs (a) to (g) of Section 29(1) of the Trade Unions and Labour Relations Act 1974 i.e. matters which may be the subject of a trade dispute.	Labour relations.
5. Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings.		Instructions to Counsel and Counsel Opinions. Advice received, information obtained, or action to be taken in connection with any legal proceedings by or against the Trust.
6. Information which reveals that the authority proposes: (a) to give under any enactment a notice under or by virtue of which requirements are imposed on a person; or	Information is exempt only if and so long as disclosure to the public might afford an opportunity to a person affected by the notice, order or direction to defeat the purpose for which the notice,	As for 5. above.

(b) to make an order or direction under any enactment.	order or direction is to be given or made.	
7. Information relating to any action taken or to be taken in connection with the prevention, investigation or prosecution of crime.		Self-explanatory.

Where the meeting will determine any person's civil rights or obligations, or adversely affect their possessions, Article 6 of the Human Rights Act 1998 establishes a presumption that the meeting will be held in public unless a private hearing is necessary for one of the reasons specified in Article 6.

All of the categories above are subject to a 'public interest test' – information is only exempt if it comes within one of the above categories and the public interest in favour of maintaining that exemption outweighs the public interest in disclosing the information. The decision on whether the public interest test is satisfied rests with:

1. In relation to reports and whether they should be treated as exempt in advance of the meeting, the CEO, as the proper officer; and
2. The Board or committee itself when deciding whether to exclude the press and public from the meeting.

Section 6

Representatives on Advisory Panels and Outside Bodies

Advisory Panels

Wildlife Panel

The panel consists of expert naturalists and four Board members who meet at least twice a year and report on any changes in their particular field of expertise. The reports are then considered by the Land Management Committee. Under the constitution the Chair of the panel has to be a Board member and these four representatives are appointed at the November meeting of the Board.

Recreation Advisory Panel

The panel consists of 16 members, 12 representatives from twelve user groups and four Board members. The Board members are appointed at the November meeting of the Board. It meets twice a year to advise on recreational topics on MHT land. Reports of the meetings are considered by the Land Management Committee.

Outside Bodies

Malvern Hills AONB Joint Advisory Committee & Spa Association

At the November meeting the Board appoints 1 representative to serve on each of the Malvern Hills AONB Joint Advisory Committee and Malvern Spa Association. These representatives report to the Board at its quarterly meetings.

Castlemorton Commons Coordinating Committee (4 C's)

At the November meeting the Board appoints 2 representatives to serve on the 4 C's at the meetings held in May and November each year. The report from the meetings is included as an information item to the following Board Meeting.

Section 7

Policies and Guidelines

The following policies determine the operations of MHT. The policies are constantly under review to ensure compliance with changing legislation and best practice. Policy amendments can be recommended to the Board by any of the committees.

Staffing and Health & Safety

- **Staff Handbook, incorporating:**
 - o Bribery policy
 - o Data protection policy
 - o Drugs and alcohol policy
 - o Flexible working policy
 - o Fraud policy
 - o IT security and social networking policy
 - o Lone working policy
 - o Staff benefits policy (*formerly* Retirement gifts for employees)
 - o Staff expenses for attending evening meetings
 - o Volunteers policy
 - o Use of electronic devices policy
 - o Whistleblowing policy
- Abusive, persistent & vexatious complainants policy*
- CEO appraisal procedure
- Equality, diversity, and inclusion policy*
- Health and safety policy
- Prevention of bullying and harassment policy
- Relocation expenses policy
- Safeguarding policy*
- Staff at confidential meetings
- Staff Trustee Protocol

Finance, Administration and Resources

- Accounting Policies and Procedures Manual, *incorporating*
 - o Information security policy – credit card data
- Investment policy – Land Purchase Fund
- Investment policy – Parliamentary and Land Maintenance Fund
- Memorials and giving policy *
- Privacy policy *
- Local Government Pension Scheme (LGPS) discretions policy
- Reserves policy*
- Vehicle replacement policy

Governance

- Access to information policy (coming autumn 2025)
- Complaints procedure *
- **Governance Handbook, incorporating**
 - o Conflicts of interest policy
 - o Disciplinary procedure for trustees
 - o Trustee Code of Conduct
- Social media policy*

Land Management

- Land acquisition policy
- **Land User Policy** (coming autumn 2025), *incorporating*
 - o Circuses and fairs
 - o Climbing *
 - o Cycling Code*
 - o Dogs Code*
 - o Filming/Photography *
 - o Fishing *
 - o Grass re-seeding
 - o Hang gliding*
 - o Horse riding on enclosed land
 - o Hunting and disturbance of wild animals*
 - o Model aircraft and drones*
 - o Mowing and grass cutting*
 - o Posters and Signs*
 - o Reinstatement
 - o Sponsored walks & events *
 - o Suburban tree management*

* On web site



Social Media Policy and Guidelines

Adopted 7th March 2024

Background

Malvern Hills Trust (MHT) recognises the numerous benefits and opportunities which a social media presence offers. MHT aims to build relationships and engage with the local community by sharing news, information, stories, achievements and the work we do to conserve the Hills and Commons and keep them open for the enjoyment of the public.

Social media is an essential part of the way in which MHT communicates the work of the charity. MHT will actively use social media in a variety of ways including engaging with local people to help them to understand our work, posting information relating to the future management of the Hills, providing information to help visitors and local people enjoy the Hills safely, and to network with other similar organisations.

MHT will actively encourage staff to make effective and appropriate use of social media platforms to engage in conversation with the local community and other external stakeholders. While encouraging the use of social media, there are certain standards, outlined in this policy, which must be complied with.

To provide clarity and consistency for staff, board members and volunteers, this policy has been put in place to guide the use of social media, whether personal or professional, when relating to MHT and the charity's work. Guidance on best practice and how to engage through social media will be provided by the Community and Conservation Officer (CCO).

This policy must be used in conjunction with related MHT policies including the Equality, Diversity and Inclusion Policy, Privacy Policy, GDPR regulations, Acceptable Use of Computer Resources policy (Staff handbook) and Board Code of Conduct. Others are included in the 'Other policies and laws' section. The policy will be included in the Staff and Governance handbooks for Staff and Trustees.

This policy has been written in line with guidance from the Charity Commission and the recommended template provided by CharityComms (as referenced by the Charity Commission).

This policy will be reviewed every three years. Reviews may be made sooner when necessary.

Scope of policy

Social media is the term given to web-based tools and applications which enable users to create and share content (words, images and video content), and network with each other through the sharing of information, opinions, knowledge and common interests. Examples include X (previously Twitter), Facebook, YouTube, Instagram and Pinterest.

This policy is intended for all MHT staff, volunteers and trustees and applies to content posted on both an MHT device and a personal device. The difference between a personal and professional opinion can be blurred on social media.

This policy sets out guidelines on how social media should be used to support the delivery and promotion of MHT, and the use of social media by staff/trustees/volunteers in both a professional and personal capacity. It sets out what to be aware of when interacting in these spaces and is designed to help stakeholder support and engage on the Trust's official social media channels, while protecting the charity and its reputation and preventing any legal issues.

Publication and commentary on social media carries similar obligations to any other kind of publication or commentary in the public domain.

There are no current restrictions to any social media sites at the MHT office. However, when using the internet at work, staff should refer to the Acceptable Use of Computer Resources policy.

The CCO is responsible for the day-to-day publishing, monitoring and management of our social media channels. If you have specific questions about any aspect of these channels, speak to the CCO.

Trust Social Media Accounts

The Trust uses the following social media accounts:

Facebook www.facebook.com/MalvernHillsTrust - This is the main social media account of the Trust. Latest news stories and the charity's updates are posted this account.

X (Twitter) www.twitter.com/malvhillstrust - Short news stories and immediate updates are posted on Twitter. Third party content is regularly shared on this platform.

Instagram www.instagram.com/malvern_hills_trust - This account is the newest platform used by the Trust. It is used predominantly for sharing images and is in development with a small number of followers.

Access to social media and controls

The social media accounts are accessed and managed on a day-to-day basis by the CCO. The CCO responds to content and monitors social media accounts intermittently during office hours (typically from 9am to 5pm, Monday to Friday). Social media accounts are monitored very infrequently or not at all on evenings and weekends.

Passwords for social media accounts are kept securely. No other staff/trustees/volunteers have access without the CCO's permission.

The CCO is responsible for:

- Keeping up to date with technological developments
- Reviewing and updating all documentation relating to social media
- Delivering guidance and training on social media, including inductions for staff/trustees/volunteers
- Maintaining a directory of MHT social media accounts

- Posting content, monitoring, updating and editing content on social media accounts.
- Reviewing and moderating third party content and reporting to Line Manager/CEO/Chair if required

Line managers/CEO/Chair are responsible for:

- Addressing relevant concerns or questions regarding posts or comments on, or from professional and personal accounts
- Making decisions as to whether content should be deleted
- Creating content of a sensitive or high-profile nature
- Dealing with a social media crisis (see section 'Responding to third party content or incidents')
- Reporting outcomes, formal responses (off social media), or escalating the matter to involve external agencies where appropriate

Required conduct

Guidelines – Using MHT's social media channels

1. Content will be published by the CCO however, if other staff/trustees/volunteers wish to contribute to social media content they should speak to the CCO about this.
2. Staff/trustees/volunteers should ensure they always act in the best interest of the charity.
3. All social media content should have a purpose and a benefit for the Trust and accurately reflect the Trust's position.
4. Social media should bring value to the charity's audiences – answer questions, help and engage with users.
5. Staff/trustees/volunteers should take care with the presentation of content. Make sure that there are no typos, misspellings or grammatical errors and check the quality of images.
6. Staff/trustees/volunteers should carefully consider their content before posting. Respond to comments in a timely manner when a response is appropriate.
7. Staff/trustees/volunteers should check facts before posting particularly if sharing third party content. It should not automatically be assumed that material is accurate and reasonable steps should be taken where necessary to seek verification, for example by checking data/statistics and being wary of photo manipulation.
8. Be honest. Say what is known to be true or you have a good source for. If a mistake has been made, don't be afraid to admit it.
9. Staff/trustees/volunteers should refrain from offering personal opinions via MHT's social media accounts, either directly by commenting or indirectly by 'liking', 'sharing' or 'retweeting'. If in doubt about MHT's position on a particular issue, please speak to the CCO or CEO (depending on the type of content).
10. It is vital that MHT does not encourage others to risk their personal safety or that of others, to gather materials, for example a video of a stunt.

11. Staff/trustees should not encourage people to break the law to supply material for social media, such as using unauthorised video footage. All relevant rights for usage must be obtained before publishing material.
12. Staff/trustees/volunteers should not set up other Facebook groups or pages, Twitter accounts or any other social media channels on behalf of MHT. This could confuse messaging and brand awareness. By having official social media accounts in place, MHT can ensure consistency of the brand and focus on building a strong following.
13. MHT is not a political organisation and does not hold a view on party politics or have any affiliation with or links to political parties. The Trust has the right to express views on policy, including the policies of parties, but cannot tell people how to vote.
14. If a complaint is made on MHT's social media channels, the CCO should seek advice from their line manager / CEO before responding when appropriate.
15. Sometimes issues can arise on social media which can escalate into a crisis situation because they are sensitive or risk serious damage to the charity's reputation. Examples might include incorrect statements posted by staff or misinformation around a current issue e.g. the erection of a giant wellington boot statue on Worcestershire Beacon at huge cost. The nature of social media means that complaints are visible and can escalate quickly. Not acting can be detrimental to the charity.

MHT monitors other social media spaces for mentions of MHT to catch any issues or problems early. If there is an issue that could develop or has already developed into a crisis situation MHT will follow the steps identified in the Responding to third party content and incidents section.

If any staff/trustees/volunteers become aware of any comments online that they think have the potential to escalate into a crisis, whether on MHT's social media channels or elsewhere they should speak to the CCO immediately.

Guidelines – Use of personal social media accounts

This policy does not intend to inhibit personal use of social media but instead flags up those areas in which conflicts may arise. MHT staff/trustees/volunteers are expected to behave appropriately, in accordance with MHT's policies, and in the best interests of the charity, both online and in person.

1. Be aware that any information made public could affect how people perceive MHT. You must make it clear that you are speaking for yourself and not on behalf of MHT. If you are using your personal social media accounts to promote and talk about MHT's work, you must use a disclaimer such as: 'The views expressed on this site are my own and don't necessarily represent MHT's positions, policies or opinions.'
2. Staff/trustees who have a personal blog or website which indicates in any way that they work at MHT should discuss any potential conflicts of interest with their line manager and the CCO. Similarly, staff who want to start blogging and wish to say that they work for MHT should discuss any potential conflicts of interest with their line manager and the CCO.

3. Those in senior management must take particular care as personal views published may be misunderstood as expressing MHT's view.
4. Use common sense and good judgement. Be aware of your association with MHT and ensure your profile and related content is consistent with how you wish to present yourself.
5. If a staff member/trustee/volunteer is contacted by the press about their social media posts that relate to MHT, they should under no circumstances respond directly. They should notify the CCO at the earliest opportunity.
6. MHT is not a political organisation and does not hold a view on party politics or have any affiliation with or links to political parties. When representing MHT, staff and trustees are expected to hold MHT's position of neutrality. Staff and trustees who are politically active (in their spare time or in other positions) need to be clear in separating their personal political identity from MHT and understand and avoid potential conflicts of interest.
7. Never use MHT's logos or trademarks unless approved to do so. Permission to use logos should be requested from the CCO.
8. Always protect yourself and the charity. Be careful with your privacy online and be cautious when sharing personal information. What you publish is widely accessible and will be around for a long time so consider the content carefully. Even deleted content may remain. When you are using social media sites at work, it is important that you do so safely. You can find more information on your responsibilities when using MHT computer systems in the Acceptable Use of Computer Resources policy.
9. Think about your reputation as well as the charity's. Express your opinions and deal with differences of opinion respectfully. Don't insult people or treat them badly. Passionate discussions and debates are fine, but you should always be respectful of others and their opinions. Be polite and the first to correct your own mistakes.
10. We encourage staff/trustees/volunteers to share tweets and posts that we have issued. When online in a personal capacity, you might also see opportunities to comment on or support MHT and the work we do. Where appropriate and using the guidelines within this policy, we encourage staff/trustees/volunteers to do this as it provides a human voice and raises our profile. However, if any content is controversial or misrepresented, please highlight this to the CCO who will respond as appropriate.

Guidance – Use by third parties

MHT encourages commenting and engagement by the public on social media channels however, we do have some guidelines that we ask users to follow:

1. Be respectful of other people's opinions. Please do not use profanity, offensive or defamatory statements or illegal content.
2. Comments that include bullying, advertising or those that are considered as spamming will be removed where possible. Spamming is the posting of unrelated content or regularly posting duplicate posts or comments. In extreme circumstance, the user may be blocked from commenting.
3. We encourage users to 'flag' on Facebook or 'report' on X (formerly Twitter) any posts that they think are inappropriate.

Guideline – Responding to third party content or incidents

Third party comments on MHT’s social media pages can come in several different forms and should each be addressed differently. Each comment or engagement will be dealt with on an individual basis and for its own merits.

Best practice is to respond to every comment. Ignoring a negative comment is unlikely to resolve the situation and so should be responded to appropriately.

The following guidelines have been published by Comms Creatives and are included to assist staff when making decisions about how to respond to different types of engagement.

Type of engagement	Action	Who	Next steps
Complaint	• Answer their questions. Provide as much information as possible • If this is a current topic, perhaps publish more information on website and link to it for similar comments	CCO	Follow up with staff for further information. Create a ‘latest news’ article or position statement on website
Query	• Answer their questions. Provide as much information as possible. • Speak to colleagues to ensure the information is correct and up to date if unsure.	CCO / other staff to provide information as requested	If the answer is not known immediately, post this and then respond when you have the answers.
Compliment	• Thank them. • If appropriate, ask if MHT can use/share their comments	CCO	Pass on to staff as praise about the work of MHT
Chat	• Engage in a conversation and find out more about their experience	CCO	
Attack	• Offer to help or apologise for how they feel. • Speak to line manager for advice or report to CEO if concerned about content (possibly discriminatory etc).	CCO / Line Manager / CEO	Ask sender to direct message or email in
Spamming	• Ignore. Do not respond	CCO	Block persistent abusers from commenting / accessing MHT social media accounts.

Crisis Management Plan

Sometimes issues can arise on social media which can escalate into a crisis situation because they are sensitive or risk serious damage to the charity's reputation. An example of a crisis may be a large negative reaction online or viral spread of misinformation:

In these situations, the Crisis Management Plan may need to be enacted.

- Staff/trustee/volunteer to immediately report issue to CCO and CEO. The staff/trustee/volunteer should not respond to the comment.
- CEO to determine whether the post on the Trust's account should be deleted or responded to bearing the following in mind:
Decision to Delete:
 - o The post should be deleted if it is illegal, discriminatory, confidential, contains personal information or is a breach of staff/trustee/volunteer policies.
 - o The post will be deleted by the CCO if requested by the CEO.
 - o If deleted, a statement should be posted on social media to clarify the situation for example "We have removed a post which contained offensive information. We apologise for any offence caused and are reviewing our policies relating to the content we post on social media." Or "We have removed a post on our social media which contained offensive statements. We will not tolerate hateful messages or behaviour."Decision to Respond:
 - o If the post is to be responded to, the CEO should work with CCO to create an immediate response, for example "Thank you for your comment. This is currently being investigated and we will share more information in due course." Or "We have recently been made aware of a post on social media regarding a potential issue and are currently looking into this. An update will be provided shortly."
 - o CEO to work with the CCO to provide an official statement which explains the situation and provides detail. Further information relating to the topic may be linked to from the social media account e.g. to the MHT website with a detailed description of the incident / background / MHT's position.
- Should the CCO be unavailable, the CEO will log into the social media accounts to delete or publish the response as required.
- For content on third party pages or groups, posts cannot be deleted by MHT. The CCO may request the removal of the post/content from the groups, or respond with an agreed statement on their page/group.
- The CEO will notify staff/trustees/volunteers to the issue at the earliest opportunity asking staff/trustees/volunteers to only respond with the official response provided by the CEO.
- All non-urgent scheduled MHT social media posts will be postponed until after the incident or until an appropriate time.
- CEO will determine whether the post should be reported to relevant authorities for example the police, other regulators or report a serious incident to the Charity Commission. The CCO will report offending posts to the relevant social media platform as required.

- CEO to continue to update staff/trustees/volunteers with the current situation and any resolutions.
- Review and update the social media policy in light of the incident.

Other relevant policies and laws

Libel

Libel is when a false written statement that is damaging to a person's reputation is published online or in print. Whether staff or trustees are posting content on social media as part of their job or in a personal capacity, they should not bring MHT into disrepute by making defamatory comments about individuals or other organisations or grounds.

Copyright law

It is critical that all staff/trustees/volunteers abide by the laws governing copyright, under the Copyright, Designs and Patents Act 1988. Never use or adapt someone else's images or written content without permission. Failing to acknowledge the source/author/resource citation, where permission has been given to reproduce content, is also considered a breach of copyright.

Confidentiality

Any communications that staff/trustees/volunteers make in a personal capacity must not breach confidentiality. For example, information meant for internal use only or information the MHT is not ready to disclose yet. For example, a news story that is embargoed for a particular date. Please refer to the Staff and Governance Handbooks for further information.

Discrimination and harassment

Staff/trustees/volunteers should not post content that could be considered discriminatory against, or bullying or harassment of, any individual, on either an official MHT social media channel or a personal account. For example:

- Making offensive or derogatory comments relating to sex, gender, race, disability, sexual orientation, age, religion or belief.
- Using social media to bully another individual
- Posting images that are discriminatory or offensive or links to such content

This is in line with MHT's Equality and Diversity Policy.

Lobbying Act

Charities are legally allowed to campaign to bring about a change in policy or law to further their organisational purpose. In most cases, spending on charity campaigns that are in accordance with charity law will not be regulated under electoral law. However, the Lobbying Act, which was passed in January 2014, states that during national elections (known as regulated periods) spending on campaigning activities may be regulated.

To abide by the Lobbying Act, campaigning activities on social media must not be seen as intending to influence people's voting choice. During these periods, all campaigning activity will be reviewed by the CEO.

Use of social media in the recruitment process

Recruitment should be carried out in accordance with the associated procedures and guidelines. Any advertising of vacancies should be done through the CCO. Vacancies are shared on Facebook and Twitter.

There should be no systematic or routine checking of candidate's online social media activities during the recruitment process, as conducting these searches might lead to a presumption that an applicant's protected characteristics, such as religious beliefs or sexual orientation, played a part in a recruitment decision.

Protection and intervention

The responsibility for measures of protection and intervention lies first with the social networking site itself. Different social networking sites offer different models of interventions in different areas. For more information, refer to the guidance available on the social networking site itself, for example Facebook. However, if a staff member/trustee considers that a person is/people are at risk of harm they should report this to the CEO immediately.

Under 18s and vulnerable people

Young and vulnerable people face risks when using social networking sites. They may be at risk of being bullied, having sensitive or personal information on their profiles, or becoming targets for online grooming.

Where known, when communicating with young people under 18-years-old via social media, staff/trustees should ensure the online relationship with MHT follows the same rules as the offline 'real life' relationship. Staff/trustees should ensure that young people have been made aware of the risks of communicating and sharing information online and given guidance on security/privacy settings as necessary. Staff/trustees should ensure that the site itself is suitable for the young person and MHT content and other content is appropriate for them. Please refer to the Safeguarding Policy.

Responsibilities and breach of policy

Everyone is responsible for their own compliance with this policy. Participation in social media on behalf of MHT is not a right but an opportunity so it must be treated seriously and with respect. For staff and trustees, breaches of policy may result in disciplinary action depending on the severity of the issue. Please refer to the Staff Handbook and the Governance Handbook for further information on trustee disciplinary procedures. Staff/trustees/volunteers who are unsure about whether something they propose to do on social media might breach this policy, should seek prior advice from the CCO.

References

Charity Commission – [Charities and social media and checklist for developing a social media policy](#)

Charity Comms – [Social media policy template for charity](#)

Creative Comms – [Answering comments on social media](#)

Hootsuite – [Dealing with a social media crisis](#)

Somerset Wildlife Trust - <https://www.somersetwildlife.org/policies/social-media-policy>

Policy review

This social media policy has been produced and approved by the Board. Should there be any questions relating to this policy, they should be referred to CCO/CEO/Chair.

This policy will be reviewed every three years. Reviews may be made sooner as required.

Next review date: February 2027

Equality, Diversity, and Inclusion Policy

1. Our Vision

- 1.1 The Malvern Hills and Commons are a stunning, unique and inspiring landscape that is enjoyed and respected by everyone in harmony with rich and flourishing wildlife, natural and cultural heritage.

2. Our Commitment to equality, diversity and inclusion

- 2.1 Everyone is welcome
- 2.2 We are an equal opportunities employer and actively support human rights and all equality legislation and promote diversity and inclusion throughout the Trust. Our ethos is to respect and value people's differences, and to help everyone achieve more at work as well as in their personal lives so that they feel proud of who they are and of the part they play in our success.
- 2.3 In delivering its vision, the Malvern Hills Trust (MHT) aspires to be an equitable, diverse and inclusive organisation with zero tolerance for discrimination. We believe that all decisions about people at work should be based on the individual's abilities, skills, performance and behaviour and our business requirements. With these values at its core, MHT will consciously and continuously improve how it approaches its work, ensuring no individual is discriminated against.
- 2.4 We therefore aim to ensure that the values of equality, diversity, and respect for all are embedded into everything that we do.
- 2.5 This policy statement applies to anyone acting on behalf of MHT, including staff, trustees, volunteers, and partner organisations, all of whom have a responsibility to comply with its requirements and promote fairness in the workplace and to ensure their language, behaviour and actions are consistent with its spirit and contents.
- 2.6 Any substantiated/significant form of discrimination, abuse or harassment will result in disciplinary action being taken, including dismissal for serious cases. The policy will also be drawn to the attention of subcontractors and visitors.

3. Defining equality, diversity and inclusion

- 3.1 Equality, diversity and inclusion (EDI) mean fair treatment and opportunities for all.
- 3.2 Equality means that individuals should be provided with the resources they need to have access to the same opportunities as the general population, eg equal job opportunities and fairness for employees and job applicants. In particular, it aims to remove prejudice and discrimination based on the following protected characteristics as defined under the Equality Act (2010):
- Age (or perceived age)
 - Disability (past or present)
 - Gender reassignment
 - Marriage or civil partnership status
 - Race, colour, nationality, ethnic or national origins
 - Religion or belief
 - Sex
 - Sexual orientation
 - Maternity, pregnancy or family leave

3.3 **Diversity** means recognising that everyone is different in a variety of visible and non-visible ways; for example, they might have different ages, religions, ethnicities, abilities, genders, etc. Importantly, it also means valuing those differences.

3.4 **Inclusion** concerns the active creation of a learning, working and social environment that is welcoming, which recognises and celebrates difference and is reflected in structures, practices and attitudes. An inclusive workplace means everyone feels valued at work. It lets all employees feel safe to:

- come up with different ideas;
- raise issues and suggestions to managers and trustees, knowing this is encouraged;
- try doing things differently from how they've been done before, with management and board approval.

4. Statement of policy

4.1 **Responsibilities** - we recognise our responsibilities under the Equality Act 2010 and are committed to meeting them in full. In particular, we recognise that we must have due regard as part of our decision-making processes to the requirements of s149 of the Equality Act 2010 (Public Sector Equality Duty), specifically, the need to:

- eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by or under the Act;
- advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it; and
- foster good relations between persons who share a relevant protected characteristic (see 3.2) and persons who do not share it.

4.2 **Culture** - we believe that a culture that embraces EDI will help us to ensure that everyone feels involved and included in our plans, programmes and activities. The MHT aims to:

- be a fair, diverse and inclusive place to work, which means we listen respectfully, to help us learn and understand different perspectives;
- represent all levels of society through our staff, board and volunteers;
- ensure our staff, trustees, volunteers and partners feel valued and respected;
- create an environment which respects and welcomes everyone and in which no form of bullying, harassment, disrespectful or discriminatory behaviour is tolerated by anyone towards anyone. This particularly applies in relation to the "protected characteristics"¹ named in the Equality Act 2010 (see para 3.2).

5. Values and behaviours

5.1 We endeavour to uphold the following values in all our work:

- **Public benefit** - we carry out our purposes for the public benefit; ie the interests of MHT's beneficiaries and the causes we work for are at the heart of everything we do;
- **Integrity** – MHT staff, trustees and volunteers uphold the highest level of institutional integrity and personal conduct at all times;
- **Openness** – staff, trustees, volunteers and the wider public can see and understand how we work, how we deal with problems when they arise and how we spend our funds.
- **Right to be safe** - Every person who volunteers with, works for or comes into contact with a charity is treated with dignity and respect, and feels that they are in a safe and supportive environment.

5.2 In accordance with best practice, as promoted by the [Committee for Standards in Public Life](#), our trustees are expected to sign up to and uphold a Code of Conduct, based on the Nolan Principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

6. Putting our equality, diversity and inclusion policy into practice

6.1 ‘Walking the talk’. We recognise that an EDI Policy alone is not enough to ensure that these things are central to everything that we do. For the policy to be effective, we must all work to ensure:

- staff, trustees and volunteers feel valued and respected;
- different perspectives and experiences are celebrated and valued;
- people are treated fairly in all aspects of their work, including recruitment, training, development through career progression and volunteering;
- the working environment is free from bullying, harassment, victimisation and unlawful discrimination, dignity and respect for all are promoted and decisions concerning staff are based on merit and in line with the Equality Act;
- MHT has a reputation as an exemplary place to work; and
- there is a positive work/life balance for all.

6.2 Training - we recognise that many people are unfamiliar with the ways in which discrimination and disadvantage affect people’s health, well-being and quality of life. We will therefore support people to develop equalities awareness and understanding, and expect staff, trustees and volunteers to participate in relevant training modules as required.

6.3 Policy assessment – we will assess any significant new or revised policies and procedures for their impact on EDI. Accordingly, we will:

- embed EDI into our development plans; and
- ensure our employment practices and procedures are consistent with the aims of this policy.

6.4 Accessibility - we are committed to:

- using accessible venues for events and meetings;
- using plain English and offering accessible communications, eg emails, letters, reports and publicity materials, in a suitable format as far as it is within our means to do so.

7. Review and Monitoring

7.1 MHT is committed to long-term action to embed lasting improvement in ED&I performance in relation to its work.

7.2 We recognise that it is important for us to review this policy regularly to ensure that it reflects up to date equality legislation and best practice. A review of our EDI Policy will be carried out on an annual basis as a minimum and any necessary actions taken.

8. Approval of Equality, Diversity and Inclusion Statement

8.1 This policy has been agreed by our Board of Trustees. It will also be subject to agreement with any trade union which staff choose to join or to which they belong.

8.2 This policy should be read in conjunction with other MHT policies including the Trustees Code of Conduct

8.3 Overall responsibility for the implementation of this policy lies with the CEO and our Board of Trustees.

MALVERN HILLS TRUST STAFF/TRUSTEE PROTOCOL¹ SUMMARY

Creating an inclusive culture – behaviour ‘dos and don’ts’

Respecting the division of responsibility between the Board/Trustees and the Executive Staff, Trustees should not:

- issue instructions or orders to Staff members; and constantly check up on progress;
- lobby or try to influence Staff members;
- turn up at Staff work premises without previously making an appointment;
- ask Staff members probing questions about their opinion on MHT policies (internal or external) or Board decisions;
- watch or follow Staff members around;
- openly criticise the work of Staff members;
- berate Staff members – either 1:1 or in front of others;
- question Staff members about their qualifications for the job;
- expect Staff to respond outside their normal working hours.

How to ask the Staff questions or request information

- Trustees wishing to provide information, ask questions or request information from Staff should complete the Referral Form on the Board Member Area of the web site.
- Trustees without online access may send their enquiry in hard copy to the Secretary to the Board (SttB).
- All enquiries will be logged, prioritised, assigned and tracked; Staff will do their utmost to source information and respond in a timely manner.
- Since the Board has collective responsibility, as a general rule, answers to questions will be shared with the whole Board via email and the Trustee area of the web site.
- Any correspondence should be conducted in polite and civil terms.

How to comment on meeting minutes, policy docs, etc.

- Commenting on Board and committee papers. Trustees can notify comments and suggested changes in advance of meetings, by email to the SttB who will forward them to the document’s author for consideration.
- Commenting on minutes of meetings. Please see the Minutes Protocol in the Governance Handbook.

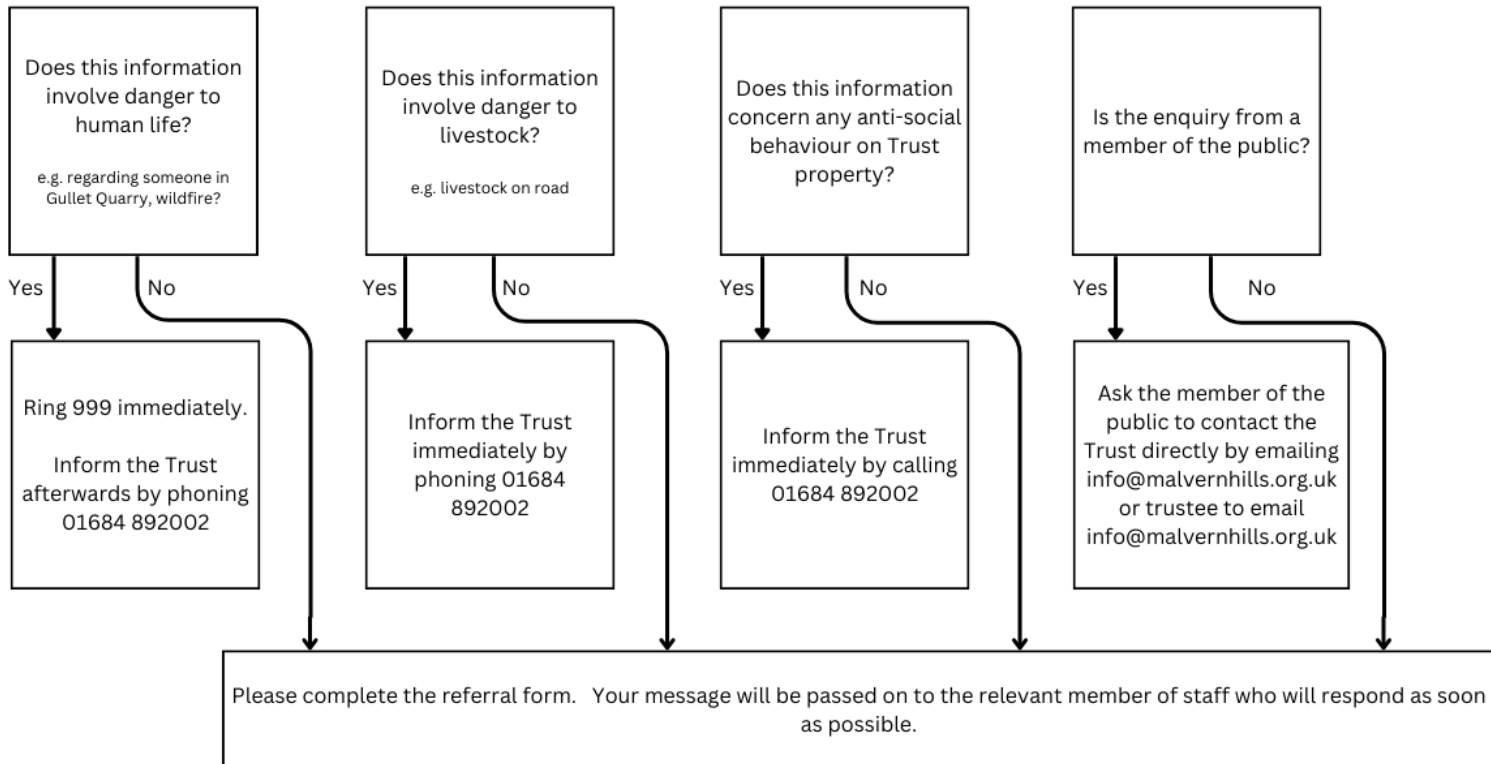
Meetings and phone calls with Staff

- Trustees wishing to meet with a member of Staff should submit their request via info@malvern hills.org.uk. Sufficient notice needs to be given and any such meeting should be held on MHT premises.
- Unless covered by the circumstances set out at 3(a) (above) Trustees are discouraged from calling Staff members directly by phone. Should they do so, their query will be processed along with all other questions and requests for information and given an appropriate priority.

¹ The full Staff/Trustee Protocol is on the Trustee-only area of the MHT website.

**PROCESS FLOWCHART FOR MHT TRUSTEES TO CONTACT MHT STAFF TO
PROVIDE INFORMATION ASK A QUESTION OR REQUEST INFORMATION**

Type of Enquiry



PROTOCOL FOR STAFF/TRUSTEE INTERACTIONS

EXECUTIVE SUMMARY (1) Overview - Board and Executive Staff Responsibilities (a) There will always be some degree of overlap between governance and management; the key to the successful running of an organisation is how well this overlap is managed by Staff and Trustees. (b) In a professionally staffed organisation like the Malvern Hills Trust (MHT), the roles of Staff and Trustees are largely discrete, with the Trustees' role being to govern the charity and the Staff's to implement policies and strategy and manage the organisation on a day to day basis: <i>'Trustees steer, Staff row'</i>. (c) The MHT Trustees Code of Conduct states, at Clause 17: <i>'Accept my role as a Trustee is strategic and about setting policy, while that of the Trust's Staff is of an executive and operational nature, and respect that role distinction'</i>. This means that ultimately the CEO is responsible for managing the Staff and the Chair is responsible for managing the Trustees. The Chair does act as line manager to the CEO, but this is on behalf of the Board; in other words the Chair speaks for the Board, not as an individual¹. (d) A programme of Trustee training will be developed, including on the difference between Board and Executive responsibilities. (2) Creating an inclusive culture - behaviour 'dos and don'ts' (a) The way in which individuals behave towards each other is fundamental in maintaining a culture at MHT in which everyone, be they Staff, Volunteers or Trustees, is treated fairly and no form of bullying, harassment, disrespectful or discriminatory behaviour is tolerated². (b) When meeting Staff, whatever the circumstances, Trustees should say who they are. (c) Respecting the division of responsibility between the Board/Trustees and the Executive Staff, Trustees should not: - issue instructions or orders to Staff members; and constantly check up on progress; - lobby or try to influence Staff members; - turn up at Staff work premises without previously making an appointment; - ask Staff members probing questions about their opinion on MHT policies (internal or external) or Board decisions; - watch or follow Staff members around; - openly criticise the work of Staff members; - berate Staff members - either 1:1 or in front of others; - question Staff members about their qualifications for the job; - expect staff to respond outside their normal working hours. (d) Staff members who feel they have been in receipt of any of these behaviours have been told to inform their line manager. If a Staff member does not know the answer to a question they will politely say so, and where appropriate, point the Trustee towards the 'Guidance for Trustees on how to ask Staff questions or request information' - Annex 1. (e) If a Trustee has a question or concern about a Staff member they may raise it with the Chair who will, if necessary, raise it with the CEO at their regular meeting. (f) A Staff member may raise an issue concerning a Trustee/Trustees with a Trustee Staff Point of Contact (POC) using the process at Annex 2 (see Section 6 below). (3) How to ask the Staff questions or request information (a) Trustees wishing to provide information, ask questions or request information from staff should route their enquiries using the Flowchart and online Referral Form referred to at Annex 1. Exceptions to this are where Trustees: - are officers or members of Committees undertaking a task that is part of the ongoing work of a Committee, such as meeting preparation; - are members of working group, as directed by the Board or CEO operationally, where frequent interaction with Staff members may be needed for a discrete period in order to complete a piece of work. In such circumstances, Trustees may contact the relevant member of staff direct. (b) Trustees without online access may send their enquiry in hard copy to the Secretary to the Board (SttB). (c) All Referral Forms will be logged, prioritised, assigned and tracked. (d) Where Trustees have minor administrative requests or wish to comment on Board or Committee papers or minutes they should contact the SttB as per the process in (4) below. (e) Staff will do their utmost to source information and respond in a timely manner. (f) Since the Board has collective responsibility³ it will be assumed that if information is required by one Trustee, it is required by all. As a general rule, therefore, it will be shared with the whole Board via email and the Trustee area of the web site. (g) Any correspondence should be conducted in polite and civil terms. (4) How to comment on meeting minutes, policy docs, etc. (a) <u>Commenting on Board and committee papers.</u> Trustees can notify comments and suggested changes in advance of meetings, by email to the SttB who will forward them to the document's author for consideration.
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¹ Governance Handbook page 12 para 1 bullet 1.

² See [edi-policy-approved-march-2024.pdf \(malvern hills.org.uk\)](#)

³ As set out in the MHT Trustee Code of Conduct, Clause 16.

(b) Commenting on minutes of meetings. Board members should advise the SttB of any minor amendments (typos etc). If they wish to make any changes to the content of the draft minutes, they should contact the Chair of the meeting. It is then up to the Chair to progress any changes with the SttB. NB Minutes are not designed to be a verbatim record of the meeting.

- draft minutes will be agreed prior to their adoption at the next meeting, but Trustees do have the right to propose amendments at the next meeting if they are not content.

(5) Meetings and phone calls with staff

(a) Trustees wishing to meet with a member of Staff should submit the online Referral Form referred to at Appendix 1 to the SttB. Sufficient notice needs to be given and any such meeting should be held on MHT premises.

(b) Unless covered by the circumstances set out at 3(a) (above) Trustees are discouraged from calling Staff members directly by phone. Should they do so, Staff may fill out a Referral Form on their behalf and their query will be processed along with all other questions and requests for information and given an appropriate priority.

(6) The role of the Trustee Staff Point of Contact

(a) The role of the Trustee Staff POC is to help engender a positive relationship between Staff and Trustees. However, a Staff member may raise an issue concerning a Trustee/Trustees with a Trustee Staff POC using the process at Annex 2.

(7) Informal Staff/Trustee events

(a) Staff members are welcome to attend Board and Committee meetings. In addition, Staff and Trustees are encouraged to participate in a programme of annual work-related events and social events, better to understand their respective roles and build relationships.

1. BOARD AND EXECUTIVE STAFF RESPONSIBILITIES

1.1 Charity Commission Guidance 'The essential trustee: what you need to know, what you need to do (CC3) sets out the role and responsibilities of Trustees, which in turn are reflected in the MHT Governance Handbook. Guidance about the essential differences between the roles of the Board (Trustees) and the Executive (Staff) is available from a number of sources. The following extracts are taken from 'The Charity Administration Handbook', a reputable first point of reference for charities, and provide useful background to the MHT Protocol.

'What is Charity Governance

6.3 The word 'governance' derives from a Greek word meaning to steer. It has been defined as:

- what a governing body does;
- the process through which organisations are directed and controlled;
- relating to decisions that define expectations, grant power; or verify performance;
- a collective effort to take actions that advance a shared purpose consistent with the institution's mission;
- being about creating the future, not minding the shop; and
- being not necessarily about doing; it is about ensuring that things are done'.

'6.5 Some commentators argue that the division between governance and management is clear, but this is an over-simplification. They confuse governance with strategic management, and limit management to operational management. 'Governance' is not the same as 'management', but neither is it totally discrete. Governance is an integral part of the system by which organisations are managed and controlled. It is too complex and too dynamic to be reduced to a simple division of labour with trustees 'governing' and staff taking responsibility for day-to-day operational management.

Trustees should quite rightly focus most of their attention on issues of governance, such as setting long-term strategy and policy, but from time to time they will have to carry out management tasks, such as appointing, appraising and dismissing senior members of staff. Similarly, operational matters will be the main focus of the staff's work, but at times staff will have a most valuable input into governance issues. For example, staff input will be essential in setting strategic aims and direction. There will always be some degree of overlap between governance and management and the key to the successful running of an organisation is how well this overlap is managed by staff and trustees.'

'Roles

7.8 in large, professionally staffed organisation [such as MHT], the roles of staff and trustees become largely discrete, with the trustees' role being to govern the charity and staff's to implement the trustees' policies and strategy and manage the organisation on a day to day basis.....It is at this stage that one commentator's distinction between governance and management becomes clear: trustees steer, staff row'.'

1.2 The MHT Trustees Code of Conduct states:

17. Accept my role as a Trustee is strategic and about setting policy, while that of the Trust's Staff is of an executive and operational nature, and respect that role distinction.

1.3 This means that the CEO is responsible for managing the Staff, including dealing with any poor behaviour or other disciplinary matters. The Chair⁴ is responsible for managing the Trustees, including dealing with any poor behaviour or other disciplinary matters. The Chair does act as line manager for the CEO, but this is on behalf of the Board; in other words the Chair speaks for the Board, not as an individual⁵.

⁴ With the support of Committees as per the Scheme of Delegation.

⁵ Governance Handbook page 12 para 1 bullet 1.

1.4 Confidentiality must be upheld by all in the case of complaints of any nature and no trustee or staff member's name should be circulated that is the subject of a complaint or disciplinary action unless in communicating the outcome of a procedure that now needs to be broadcast.

1.5 A programme of MHT Trustee training will be developed, including on the difference between Board and Executive responsibilities.

2. WHO ARE THE TRUSTEES?

2.1 Many MHT Staff members, particularly non-office Staff who spend most of their working days outside, do not know who the Trustees are. Some may not know what the Trustees' role is, particularly if they are new to the organisation.

2.2 Trustees' details are on the MHT website, and copies are on workplace notice boards, but Staff may not necessarily recognise an individual Trustee straight away when 'out and about'. When meeting Staff, therefore, whatever the circumstances, Trustees should introduce themselves and say who they are; otherwise, as far as the Staff member knows, they might be any member of the public.

2.3 Trustees should be mindful, in any interactions with Staff, that not every Staff member will be fully conversant with all MHT's policies and plans. Some are junior and new to the organisation, some work on very specific issues, others seldom come into the main MHT office, or they work part-time, etc.

3. CREATING AN INCLUSIVE CULTURE – BEHAVIOUR 'DOS AND DON'TS'

3.1 MHT is committed to creating a culture that embraces equality, diversity and inclusion.

The way in which individuals behave towards each other is fundamental in maintaining such a culture in which everyone, be they Staff, Volunteers or Trustees, is treated fairly and no form of bullying, harassment, disrespectful or discriminatory behaviour is tolerated⁶.

3.2 Trustees have a leading role in engendering an inclusive culture. Unfortunately, the behaviour of some Trustees has adversely affected some Staff members in the past and, consequently, the effective delivery of MHT's objectives, hence it is necessary to provide guidance about behaviours that are not acceptable when interacting with Staff.

3.3 Respecting the division of responsibility between the Board/Trustees and the Executive Staff, Trustees should not:

- issue instructions or orders to Staff members, and constantly check up on progress⁷;
- lobby or try to influence Staff members;
- turn up at Staff work premises without previously making an appointment;
- ask Staff members probing questions about their opinion on MHT policies (internal or external) or Board decisions⁸;
- watch or follow Staff members around, whether to monitor their activities or for any other reason. In some circumstances such behaviour could be construed as stalking.⁹
- openly criticise the work of Staff members;
- berate Staff members - either 1:1 or in front of others;
- question Staff members about their qualifications for the job;
- expect Staff members to respond outside their normal working hours or set timescales for responses such as 'by return'.

3.4 Staff members who have been in receipt of any of these behaviours and feel uncomfortable about it have been told to inform their line manager. If they are asked a question to which they do not know the answer they will politely say so, and where appropriate, point the Trustee towards the 'Guidance for Trustees on how to ask Staff questions or request information' at Annex 1.

3.5 If a Trustee has a question or concern about a Staff member they should raise it with the Chair who will, if necessary, raise it with the CEO at their regular meeting.

3.6 A Staff member may raise an issue concerning a Trustee/Trustees with a Trustee Staff Point of Contact (POC) using the process at Annex 2 (see Section 6 below).

4. TRUSTEE QUESTIONS AND REQUESTS FOR INFORMATION

4.1 **Supporting Trustee Decision Making.** MHT is committed to ensuring that Trustees have all the information they need to take informed, strategic and governance decisions in the best interests of the charity. Guidance for Trustees on how to raise questions or request information that would assist them in their role is set out in 4.2 and 4.3 below.

4.2 **Guidance for Trustees on how to raise questions or request information.** Before asking a question of a Staff member, including the CEO, Trustees are asked to check first whether the info is already available on the MHT website. They should also consider whether it would be more appropriate to raise their question in the relevant MHT committee. Otherwise, Trustees wishing to raise a question with or request information from Staff should route their enquiries using the Flowchart and (where appropriate) online Referral Form, referred to in Annex 1. (Only Trustees without online access may send their enquiry in hard copy to the Secretary to the Board (SttB)). Exceptions to this are where Trustees:

- are officers or members of Committees undertaking a task that is part of the ongoing work of a Committee, such as meeting preparation;
- are members of a working group, as directed by the Board or CEO operationally, where frequent interaction with Staff members may be needed for a discrete period in order to complete a piece of work.

In such circumstances, Trustees may contact the relevant member of staff direct.

4.3 Where Trustees have **minor** administrative requests or **wish to comment on Board or Committee papers or minutes**, they should contact the SttB as per the process in 4.7 and 4.8 below.

4.4 Referral Forms will be reviewed by the Secretary to the Board (SttB), if necessary in consultation with the CEO and relevant Staff members. All Referral Forms will be logged, prioritised, assigned to an appropriate person to respond to, and tracked. This system will enable the Executive to have an overview of the questions coming into the organisation, answer them in a consistent and timely manner and manage and prioritise Staff workloads effectively. Staff will do their utmost to source information requested and respond in a timely manner. A Staff

⁶ See [edi-policy-approved-march-2024.pdf \(malvern hills.org.uk\)](#)

⁷ The follow-on can be quite persistent and is to be avoided e.g. 'what happened about X?; I've seen you haven't sorted out X' etc.

⁸ For example saying things like 'the Board made a bad decision there didn't they?' or 'the CEO was wrong there eh, what do you think?'

⁹ [What is stalking and harassment? | Police.uk \(www.police.uk\)](#)

member who has been assigned to answer a question may contact the Trustee who has raised it to discuss the matter or seek further clarification. Where a Trustee has raised a question on behalf of a member of the public, the Staff member dealing with it will provide feedback to the Trustee about how the question has been answered.

4.5 Trustees without online access may send their enquiry in hard copy to the SttB.

4.6 Since the Board has collective responsibility¹⁰, it will be assumed that if information is required by one Trustee, it is to the benefit of all. As a general rule, therefore, it will be shared with the whole Board via email and the Trustee area of the website.

4.7 **Guidance for Commenting on Board and committee papers.** MHT aims to circulate papers at least a week before the date of the meeting. It is helpful to the Staff, and saves time in meetings, if Trustees can notify comments and suggested changes in advance. This is best done by email to the SttB who will forward them to the author of the document for consideration.

4.8 **Guidance for Commenting on minutes of meetings.** MHT uses the following process for minutes approval:

- The SttB aims to complete a first draft of the minutes of a Board or committee meeting within a week of the meeting.
- The SttB sends the first draft of the minutes to MHT officers (e.g. CEO, Conservation Manager).
- Once approved by the officers, the minutes are sent to the Chair and Vice-Chair of the Board or committee.
- Once approved by the Chair and Vice-Chair, minutes are circulated to the full Board/committee.
- **Board members should advise the SttB of any minor amendments (typos etc). If they wish to make any changes to the content of the draft minutes, they should contact the Chair of the meeting.** It is then up to the Chair to progress any changes with the SttB. Trustees should be aware that **minutes are not designed to be a verbatim record of the meeting.**
- It is hoped that draft minutes will be agreed prior to their adoption at the next meeting but Trustees do reserve the right to propose amendments at the next meeting.

4.9 **Email etiquette.** Any correspondence with Staff members should be conducted in polite and civil terms. The use of bold, capitals and red ink will not result in enquiries being dealt with any more swiftly. On the contrary, it could cause unnecessary stress and be construed as harassment.

5. TRUSTEE MEETINGS AND PHONE CALLS WITH STAFF

5.1 **Meetings.** No Trustee should expect to turn up to any premises and demand to see a staff member immediately. Trustees wishing to meet with a member of Staff should submit the online Referral Form referred to at Annex 1 to the SttB, stating their reason for seeking the meeting and, if appropriate, who else they would like to bring along so that Staff members do not feel 'ambushed'. A few days' notice should be given so that Staff members are able to manage their workloads effectively and any such meeting should be held on MHT premises.

5.2 **Phone calls.** Unless covered by the exceptions set out at 4.2 (above), Trustees are discouraged from calling Staff members directly by phone. Should they do so, Staff may fill out a Referral Form on their behalf and their query will be processed along with all other questions and requests for information and given an appropriate priority. It is accepted that the Chair, Vice Chair and trustees may contact the CEO directly, especially regarding sensitive matters that would be inappropriate to be referred around the Staff. However, this should not be used to circumvent the procedure on how to raise questions and request information. If this method is used to circumvent the procedure, the CEO will ask them to raise an online Referral Form as referred to at Appendix 1 and the same timescales for response etc would apply.

6. TRUSTEE STAFF POINTS OF CONTACT – ROLE AND HOW TO CONTACT THEM

6.1 The purposes of the Trustee Staff POCs are:

- To help build a good relationship between Staff and Trustees; taking their concerns about Trustee and Staff interaction seriously and acting as an informal sounding board to avoid issues escalating.
- Through listening to the Staff's concerns, gain an overall sense of how things are going with regard to Trustee and Executive (staff) relations, so that any concerns may be relayed to the Board as a whole and MHT strategy adjusted or updated as needs be.
- To be 'a listening ear', to enable individual Staff members to speak informally and in confidence (unless there is an exception to confidentiality¹¹) to a Trustee about any concerns they have been unable to resolve, or feel they are unable to resolve, through their line management chain.

6.2 A guidance note and flow chart for Staff about the role of the Trustee Staff POCs and how to contact them is at Annex 2.

7. PROGRAMME OF INFORMAL STAFF/TRUSTEE EVENTS

7.1 Staff members are welcome to attend Board and Committee meetings, in accordance with MHT policy¹².

7.2 In addition, the CEO will agree with the Chair a programme of work-related annual events, in which Staff and Trustees will be encouraged to participate, in order to build relationships and learn more about each other's roles and responsibilities.

7.3 A Social Committee has been established, comprising Staff and Trustee representatives¹³, for the purpose of organising Staff/Trustee social events eg at Christmas, midsummer, to mark arrivals and departures, etc so Staff and Trustees can get to know each other better in an informal setting

¹⁰ As set out in the MHT Trustee Code of Conduct, Clause 16.

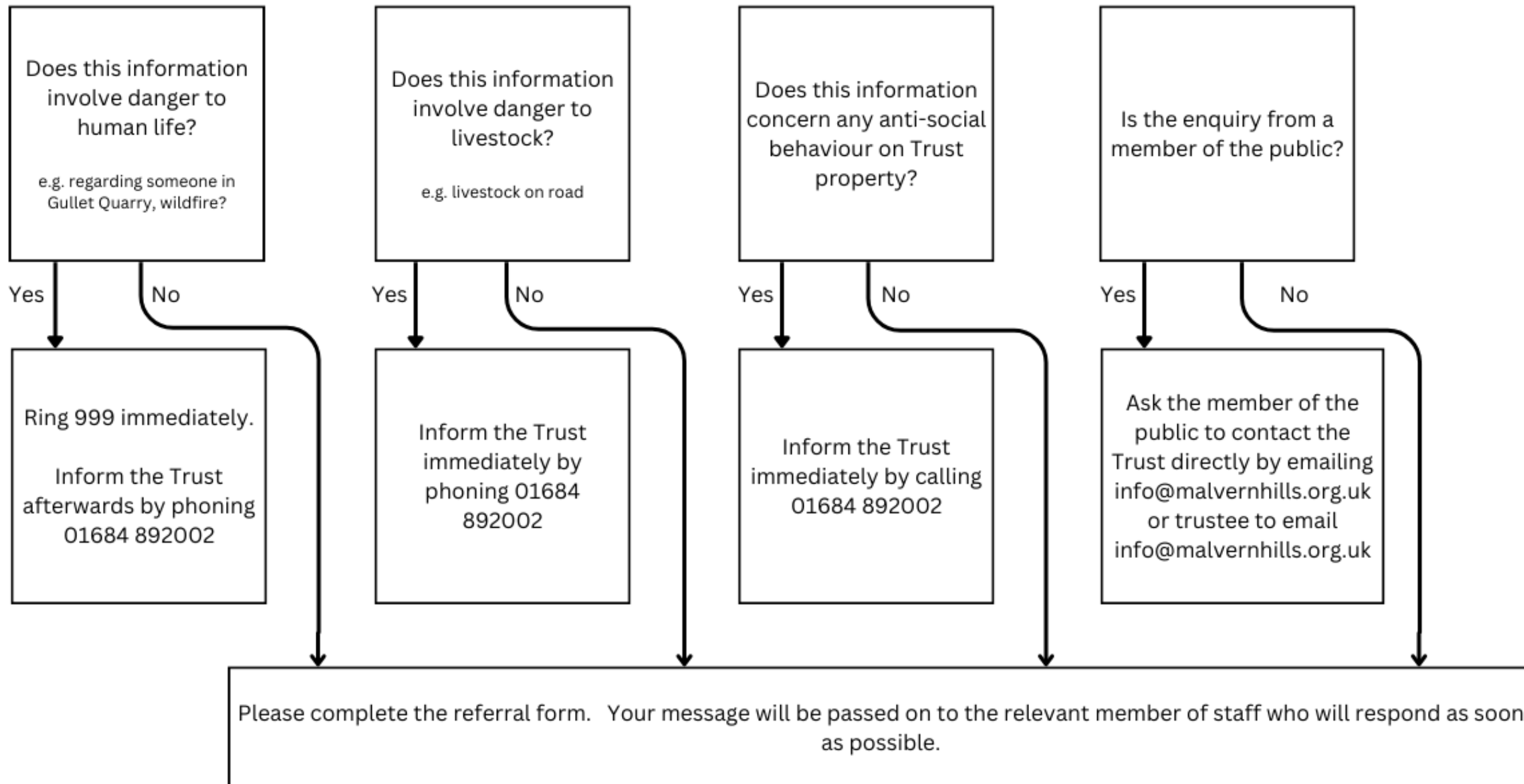
¹¹ Concerns may need to be elevated and confidentiality may not be mutually agreed. Reasons for this may include safeguarding, criminal activity etc.

¹² Staff attendance at confidential meetings.

¹³ Currently Deborah Fox (CEO), Mary Turner (Trustee) and Cheryl Morris (Administrative Support).

PROCESS FLOWCHART FOR MHT TRUSTEES TO CONTACT MHT STAFF TO PROVIDE INFORMATION ASK A QUESTION OR REQUEST INFORMATION

Type of Enquiry



To: All Malvern Hills Trust Staff Members

TRUSTEE STAFF POINTS OF CONTACT – ROLE AND HOW TO CONTACT THEM

Role of trustees

As well as setting the strategic direction of the MHT, Trustees are responsible for ensuring it carries out its purposes for the public benefit, complies with governance documents, acts in the charity's best interests, manages resources responsibly, acts with reasonable care and skill, is accountable and reduces the risk of liability¹⁴. Trustees maintain oversight of these responsibilities through a system of committees, but day to day delivery of MHT's purposes is carried out the Executive (Staff).

Trustees who are points of contact for staff

The Board of the Malvern Hills Trust (MHT) have appointed the following Trustees to be points of contact (POCs) for staff members:



David Core



Lucy Hodgson

Either are contactable during normal working hours via the MHT switchboard on 01684 892002. You can choose who you would like to speak to and a message will be passed to them to call you back.

Purposes of Trustee points of contact

The purposes of the trustee points of contact (POCs) are:

- To help build a good relationship between Staff and Trustees; taking your concerns about Trustee and Staff interaction seriously and acting as an informal sounding board to avoid escalation of issues.
- Through listening to your concerns, gain an overall sense of how things are going with regard to Trustee and Executive (Staff) relations, so that any concerns may be relayed to the Board as a whole and MHT strategy adjusted or updated as needs be.
- To be 'a listening ear', to enable you to speak informally and in confidence (unless there is an exception to confidentiality¹⁵) to a Trustee about any concerns you have been unable to resolve, or feel you are unable to resolve, through your line management chain.

Your line management chain includes your immediate line manager, senior manager (if you have one) and the CEO, Deborah Fox. Under normal circumstances, you will be expected to raise your concerns through your line management chain in the first instance before approaching a Trustee POC.

That said, not all concerns are straightforward, or there may be some circumstances in which you feel uncomfortable about approaching your line managers. Please be assured that in such cases no Staff member will be criticised for approaching a Trustee POC, and the information you share will be treated confidentially (but see also Footnote 9).

Informal role

Para 7.2 (a) of the MHT staff handbook states '*Wherever possible, grievances should be resolved informally without recourse to formal procedures*'.

In line with this principle, the role of the Trustee POCs is strictly informal.

They will:

- help you to address your concern informally and in confidence;
- take no action without your agreement;
- not replace or otherwise undermine your normal line management chain;
- if appropriate, 'signpost' you to the relevant formal processes in the Staff Handbook if it has not been possible to resolve your concern informally.

The attached flow chart illustrates the role of the Trustee POCs in helping you to resolve problems or raise concerns.

Staff meetings

There are bi-monthly All-Staff meetings and Trustee POCs are invited to attend every other one so that Staff members can ask them questions about Board strategy, policies and processes, and they, in turn, can gain an understanding of issues that are of interest and concern to Staff.

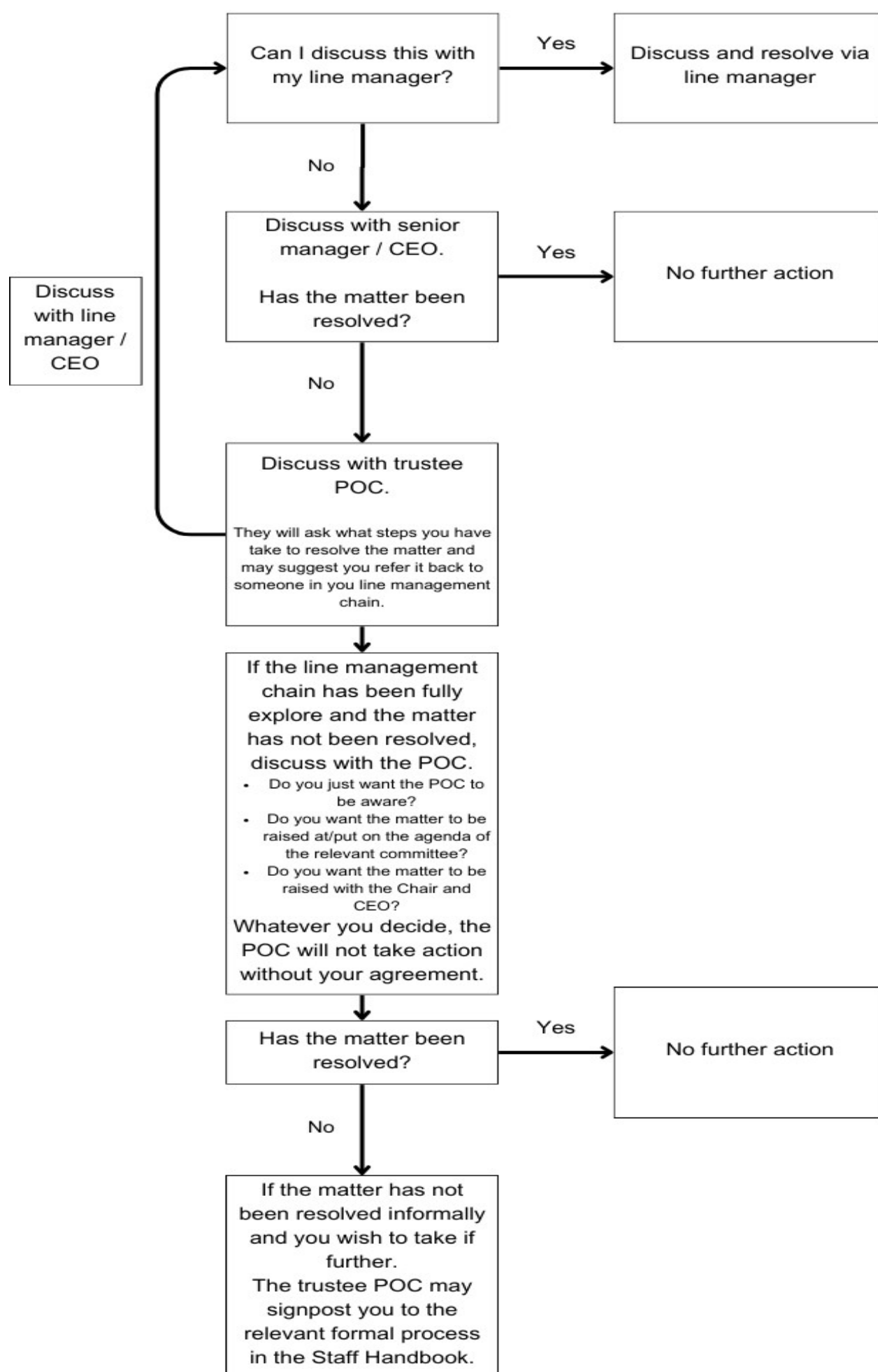
Reports to the Board

Any information you share informally with a Trustee POC will be treated confidentially (but see also Footnote 9). However, each year/every 6 months [?] the Trustee POCs will provide a generic, non-attributable report to the Board

¹⁴ Source: Charity Commission Guidance 'The essential trustee, what you need to know, what you need to do (CC3)' [The essential trustee: what you need to know, what you need to do \(CC3\) - GOV.UK \(www.gov.uk\)](https://www.gov.uk/guidance/the-essential-trustee-what-you-need-to-know-what-you-need-to-do-cc3)

¹⁵ Concerns may need to be elevated and confidentiality may not be mutually agreed. Reasons for this may include safeguarding, criminal activity etc.

Staff problem / concern





Prevention of Bullying and Harassment Policy

Approved by the Board on 11 September 2025

Policy purpose and scope

This policy applies to everyone working at or with the Trust – employees, trustees volunteers and MHT visitors.

MHT is committed to having a working environment where everyone is treated with dignity and respect. The Trust does not tolerate bullying, harassment and/or victimisation and all trustees, employees and volunteers must comply with this policy. You are required to treat other people with respect and you must not behave in ways which may cause offence, or which could be considered to be harassment, bullying or victimisation.

The purpose of this policy document is to:-

- explain what bullying and harassment is,
- explain the rights and responsibilities of individuals,
- set out the responsibilities of MHT as an employer,
- give guidance on how to report allegations of bullying and harassment and
- give guidance and direction to trustees, managers and others about what to do when they are informed of allegations of bullying and harassment.

This policy can be used if you experience bullying, harassment and/or victimisation either at work or work events (including social functions, trustee meetings and work related visits). We encourage you to resolve any problems informally in the first instance.

Definition of bullying, harassment and victimisation

Bullying and/or harassment can take place in a number of ways, either verbally or non-verbally, including face-to-face, behind your back, by telephone, email, text, social media or any other form of communication and it can also occur through the display or sharing of visual images.

Bullying - There is no statutory definition of bullying.

ACAS describes bullying as

“Behaviour from a person or group that is unwanted and makes you feel uncomfortable, including feeling:

Frightened; less respected or put down; made fun of or upset”

Harassment - This policy adopts the definition of harassment as set out in law as unwanted conduct related to a relevant protected characteristic or of a sexual nature, and where the conduct has the purpose or effect of violating an individual’s dignity, or creating an intimidating, hostile, degrading, humiliating or offensive environment for that individual. Protected characteristics are:



- age,
- disability,
- gender reassignment,
- marriage and civil partnership,
- pregnancy and maternity,
- race,
- religion or belief,
- sex and
- sexual orientation.

Victimisation - Victimisation is when someone treats you badly or subjects you to a detriment because you complain about discrimination or helped someone who has been the victim of discrimination (or they think you have).

Examples

Bullying and/or harassment are not always obvious or apparent to others. It may be persistent or an isolated incident.

There are many actions and behaviours that would not amount to bullying and/or harassment. For example:

- fair and reasonable criticism of your performance or behaviour,
- a manager rejecting your personal request (such as a request for time off or for adjusted hours) because of a legitimate business need,
- constructive feedback,
- not being invited to a meeting where you are not required,
- being appropriately managed in accordance with any MHT policy, e.g. being placed on a performance procedure where your performance is not of an appropriate standard.

Examples of unacceptable behaviours which could constitute bullying or harassment (including sexual harassment) are:

- spreading malicious rumours, or insulting someone by word or behaviour;
- maliciously copying to others correspondence that is critical of someone;
- ridiculing or demeaning someone – picking on them or setting them up to fail;
- unjustified exclusion from work activities;
- victimisation;
- communicating in a demeaning manner;
- deliberately undermining a member of staff, trustee or volunteer, including by overloading or constant criticism;
- preventing individuals progressing by intentionally or unjustifiably blocking promotion or training opportunities;
- unwelcome sexual advances or sexual innuendo – touching, standing too close, display of offensive materials (including pornographic), asking for sexual favours;
- making decisions on the basis of sexual advances being accepted or rejected, or sending material of a sexual nature by any means; and
- making threats or comments about job security without foundation.



Responsibilities

The Trust has a legal duty to protect its staff and a responsibility for its volunteers whilst they are working for the Trust and will not tolerate bullying and harassment of any kind. Senior staff and trustees have an obligation to tackle harassment, bullying and victimisation in the workplace. All allegations of bullying and harassment will be investigated and, if appropriate, disciplinary action will be taken.

Where you feel you can, you should actively discourage harassment, bullying or victimisation by making it clear you find such behaviour unacceptable. You should support colleagues who suffer any such treatment and who are considering making a formal complaint. You should alert a manager or Nominated Contact (see footnote) to any incident of harassment, bullying or victimisation to enable MHT to deal with the matter.

If you make an informal or formal bullying, harassment and/or victimisation complaint, you will be treated fairly, without victimisation or detriment. However, vexatious or malicious complaints will be dealt with in line with MHT's Disciplinary Policies.

How to raise a Bullying or Harassment concern

Concerns should be raised informally in the first instance. Where necessary, modifications may be made to the process outlined below to ensure that concerns raised are considered and responded to in an appropriate way.

Informal Process

Before using the formal process, where possible and appropriate, you are encouraged to try to resolve problems informally. Informal resolution can often help resolve matters more swiftly and help reduce the emotional impact on those involved. There are several routes you can take to raise your complaint informally and/or get support.

- If you feel able to do so, talk to the person you feel aggrieved with to explain the situation and how it made you feel. It can be helpful to describe the day, place, meeting or event that took place so the other person is clear about your concerns. You should use the opportunity to ask the person to change or stop their behaviour. It is important to remember that the other person may be unaware of their behaviour and/or the impact it has on you.
- If you are uncomfortable talking to the person you are aggrieved with alone, you may ask your line manager or another senior staff member, to be present.
- Such an informal approach may be all that is needed, but you should make and keep a note of what happened.
- If you feel unable to make the informal approach or if your request is ignored and the harassment continues, please contact one of the four Nominated Contacts as soon as possible. They will provide support, advice



and guidance to help you address your concerns and explore whether there are any other ways of resolving the matter informally.

If after exploring the informal process, the matter has not been satisfactorily resolved you may wish to raise a formal complaint.

Formal Process

Step 1: Making your formal complaint

Your complaint should be put in writing, to one of the Nominated Contacts as soon as possible after the incident occurred. Please set out as much detail of your complaint as possible and include any supporting documentation you wish to be considered. You should also state how you would like the matter resolved.

Step 2: Appointing someone to investigate

The Nominated Contact will send you a written acknowledgement and ask for any additional information which he/she feels is necessary. He/she will then check that this policy is the most appropriate route for dealing with your complaint. If the behaviours or actions outlined in the complaint do not appear to have the potential to amount to bullying, harassment and/or victimisation, your case may be dealt with under the MHT Grievance Procedure. The Nominated Contact will discuss with you why they believe this is more appropriate and confirm that decision in writing.

If it is considered appropriate to deal with your complaint under this policy, the Nominated Contacts together (unless one of them is a party to the complaint, in which case that person or persons will take no part) will appoint someone (the Investigator) to fully investigate the complaint. This may be one of the Nominated Contacts. They may appoint someone appropriately qualified from outside the Trust, either as the Investigator or to act as a joint decision maker with the Investigator.

The Trust aims to deal with complaints within 30 calendar days from the date of receipt (or 60 calendar days for complaints involving a number of witnesses and/or a lot of evidence). You will be notified of the likely timescale as soon as possible. Where it is likely your case is not going to be completed within the notified timescale, you will be told of this and the reason(s) why.

Step 3: Formal investigation

As soon as possible, you will be invited to a formal meeting to discuss your complaint with the Investigator at a mutually convenient time. You will receive confirmation in writing of the date, time and location of this meeting (giving you five working days' notice to ensure you have sufficient time to prepare).

You have the right to be accompanied to this meeting by a trade union representative or colleague to support you through the process (not a practising lawyer or anyone directly involved in your case, e.g. a witness). You should inform the Investigator in advance of the name of the person accompanying you, so they can check there is no conflict of interest. Where there is a conflict of interest the Trust reserve the right to require you to find a different supporter.



At the meeting the Investigator will give you full opportunity to explain your complaint and may seek clarification including on any documentation submitted. It may be necessary to adjourn the meeting to allow for further investigation (for example so any witnesses can be spoken to) and you will be notified of the time and date when the meeting is to be resumed.

Points to note:

- In exceptional cases, if the complaint is particularly sensitive (for example sexual harassment) and you do not feel able make the complaint in writing, you may talk to one of the Nominated Contacts instead.
- Consideration will be given at every stage to whether mediation or conciliation can be used to resolve matters.
- Consideration will be given to a temporary change in working arrangements.
- If the complaint involved actions which if proven, would be a criminal offence, the Investigator will discuss with the complainant whether the matter should be reported to the police.
- You may be required to participate in any disciplinary process, in which case full support will be provided to you.

Confidentiality and Data Disclosure

Confidentiality is an important part of the application of this policy and we will respect and maintain your confidentiality where possible. We will also remind anyone involved in your complaint about their responsibilities to maintain confidentiality. There may be instances where information you have submitted and/or which we have collated in relation to your complaint under this policy may need to be disclosed, for example to other parties as part of the investigation and in accordance with MHT's legal or reporting obligations (eg where there is a concern about the safety of others). By submitting information during any step of the processes outlined in this policy, you agree to the disclosure of such information for the above purposes.

The Investigator's decision

The Investigator determines if there is 'a case to answer'. After your complaint has been fully investigated and a conclusion has been reached, the Investigator will communicate their decision to you in writing. A meeting will be arranged with you and the Nominated Contact in order to discuss the outcome and what action, if any, should be taken. You have the right to bring a colleague or a trade union representative to the meeting. The subject of the complaint will also be informed of the outcome in writing. If the Investigator decides there is a case to answer, the matter will be dealt with under the relevant disciplinary process. For confidentiality reasons, we will be unable to inform you of the exact outcome of that process. However, you will be advised when that process has come to an end.

Your right to appeal

If you wish to appeal the outcome of your complaint you must do so within 14 calendar days of the decision being provided to you in writing. You must set out in



writing to the Nominated Contact to whom your complaint was originally made your grounds of appeal ensuring you provide as much detail as possible and any supporting documentation.

Legitimate grounds for appeal may include:

- procedural errors,
- a failure to consider relevant evidence and/or
- a failure to address all allegations.

The Nominated Contacts will appoint someone who has not been involved with the complaint to hear the appeal (Appeal Manager). MHT aims to offer you a date for an appeal hearing at the earliest opportunity and within 30 calendar days of receiving your grounds for appeal.

As part of the appeal process we will need to share all relevant documentation from your original complaint with the Appeal Manager. They will review and investigate your grounds of appeal and you will be invited to a formal hearing to discuss your grounds of appeal.

The Appeal Manager will make a decision as to whether your appeal is upheld or not. If your appeal is upheld, the appropriate disciplinary process will commence. For confidentiality reasons, we will be unable to inform you of the outcome of that process. However, you will be advised when the process has come to an end.

If your appeal is not upheld, there is no further right of appeal.

Criminal Investigations

Where the allegations in your complaint or appeal involve a potential criminal matter, and the police become involved, any ongoing internal investigation may need to be delayed or suspended.

*Note

Nominated Contacts.

Two members of staff and two trustees are appointed by the Board as Nominated Contacts in to deal with bullying and harassment. The CEO should **not** be one of the Staff Nominated Contacts. The two nominated staff members should be of different genders and the two nominated trustees should be of different genders. Names of all nominated persons are displayed on notice boards in Manor House and the Top Shed.

Version No	Approved By	Approval Date	Main Changes	Review Period
1.0	Board	20.01.2022	Initial draft approved	Annually
2.0	Board	11.09.2025	Policy renamed, CEO <i>not</i> to be a Nominated Contact	Annually

Useful Links

Address

Malvern Hills Trust
Manor House
Grange Road
Malvern
WR14 3EY

t: 01684 892002

Business Plan

<https://www.malvern hills.org.uk/looking-after/business-plan/>

Byelaws and Policies

<https://www.malvern hills.org.uk/visiting/byelaws-and-policies/>

Charity Governance Code

<https://www.charitygovernancecode.org/>

Facebook

<https://www.facebook.com/MalvernHillsTrust/>

Land Management Plan 2021-2026

<https://www.malvern hills.org.uk/looking-after/land-management-plan/>

Latest News

<https://www.malvern hills.org.uk/latest-news/>

Last Minutes of Meetings

<https://www.malvern hills.org.uk/looking-after/board-meetings-and-committees/>

Malvern Hills Acts

<https://www.malvern hills.org.uk/looking-after/malvern-hills-acts/>

Website

www.malvern hills.org.uk



**Charity
Governance
Code** 2025 **163**

The Charity Governance Code is authored by a cross-sector voluntary steering group.

Group members



Observer



CHARITY COMMISSION
FOR ENGLAND AND WALES

Overview

Good governance helps charities achieve their goals.

The Code sets out universal principles of governance for charities to consider and helps to shape a common view of what good looks like.

Compliance with the Code is not a regulatory requirement. It is the Charity Commission, and in some cases other regulators, and charity law, that tells charities about what they must do. The Code draws upon, but is fundamentally different to, the Charity Commission's guidance. It is a practical tool for trustees to encourage discussion about standards, behaviours and processes that are helpful in cultivating good governance.

Meeting the Code's principles and outcomes would provide strong assurance to external stakeholders that a charity is well governed.

For resources and the most updated version of the code, please visit charitygovernancecode.org.uk



The principles

The Code is based on eight principles, which build on the assumption that a charity is meeting its legal and regulatory responsibilities as a foundation.

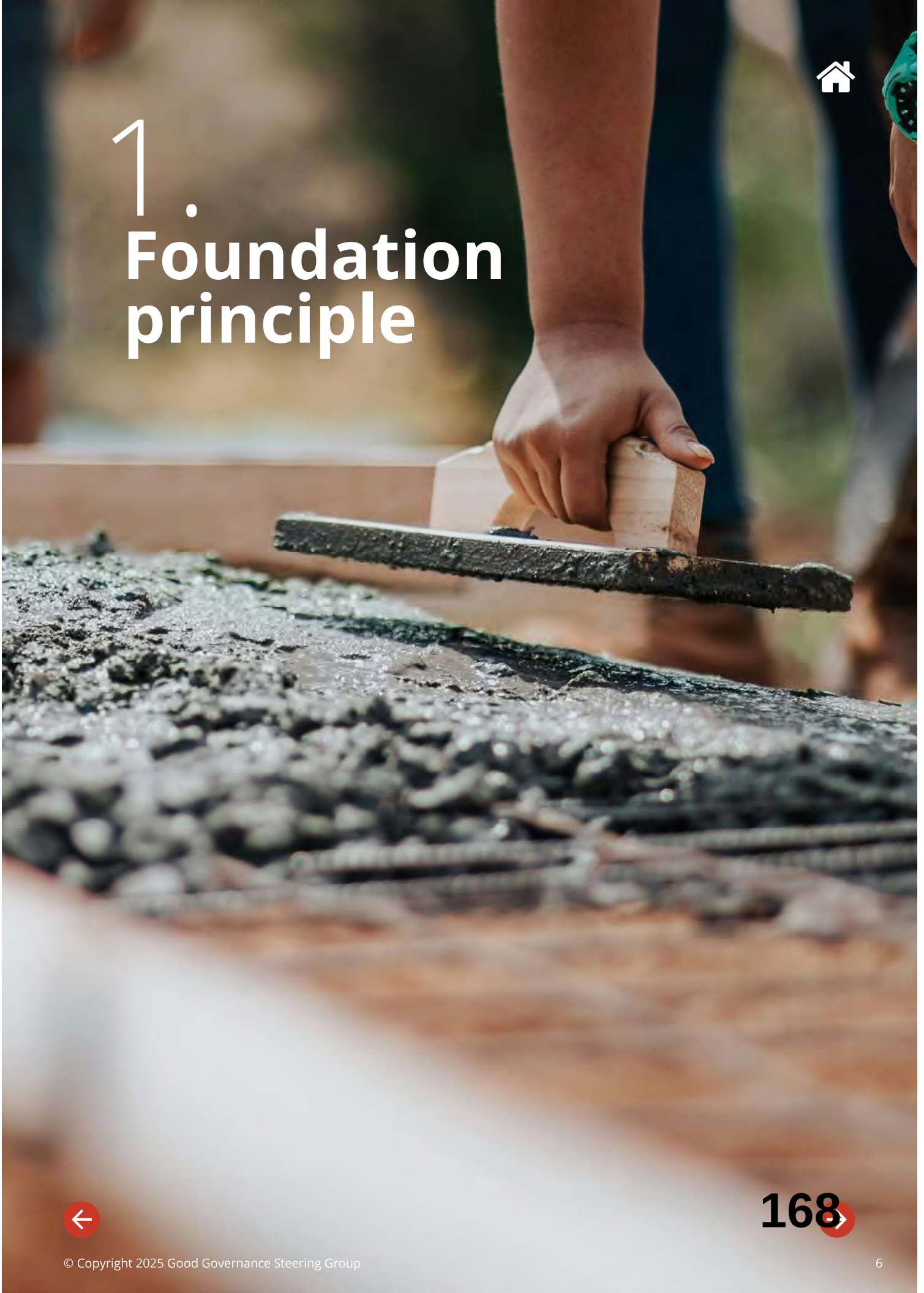


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1. Foundation principle





1. Foundation principle

Behaviours

Policy, processes and practice

Suggested evidence and assurance

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3. Leadership

4. Ethics and culture

5. Decision making

6. Managing resources and risks

7. Equity, diversity and inclusion

8. Board effectiveness

Trustees take responsibility for, and invest the necessary time and care, in understanding the charity, their responsibilities and legal duties.

You know it's working when:

1. Trustees understand their role and are committed to doing a good job, ensuring continuous learning and sufficient time for their responsibilities.
2. Trustees have a good understanding of the charity's governing document, purposes and how the charity delivers public benefit.
3. Trustees have an up-to-date understanding of how charity law and wider regulation relate to their charity's work.
4. Trustees uphold and promote standards of good governance, and work to ensure that the role of the board is understood and valued throughout the charity.
5. Trustees identify and manage conflicts of interest, making sure the charity and its aims are put first in decision making.





1. Foundation principle

Behaviours

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Suggested evidence
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4. Ethics and culture

5. Decision making

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7. Equity, diversity and inclusion

8. Board effectiveness

Behaviours

- Trustees dedicate time to their own induction and to supporting new trustees
- Trustees are curious and keen to learn
- Trustees invest time in staying up to date with regulatory changes and advice
- Trustees share their experience and expertise
- Trustees maintain confidentiality as appropriate
- Trustees recognise and are open about any conflicts between their personal interests and those of the charity
- Trustees recognise that they have both individual and shared responsibilities



1. Foundation principle

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8. Board effectiveness

Policy, processes and practice

- The charity has an agreed process for inducting new trustees which includes:
 - a focus on charitable objects
 - legal duties of charities and trustees
 - potential liabilities associated with their role
 - specific information relevant to the charity and its particular circumstances
- All trustees have access to Charity Commission Guidance, in particular The Essential Trustee (CC3)
- Expectations of trustees (including time commitment, conduct and areas for which they should take personal responsibility) are made clear by the charity
- The board regularly finds opportunities to refresh and update its understanding of the wider context within which charities operate
- The board communicates about its work to internal and external stakeholders
- The charity has a policy and process for managing conflicts of interest, and for the acceptance of gifts and hospitality



1. Foundation principle

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Suggested evidence and assurance

- A trustee role description
- An induction checklist
- Induction training
- All trustees have a copy of the charity's governing document
- Trustees are signposted to additional regulatory guidance from the Charity Commission and other relevant regulators
- A conflicts of interest policy, declarations of interests recorded in minutes, an up-to-date register of interests
- A trustee code of conduct
- Evidence of meeting attendance and preparation

Applies to large charities only:

- A governance handbook





2. Organisational Purpose



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1. Foundation principle

2. Organisational purpose

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8. Board effectiveness

The board is clear about the charity's aims and how these benefit all or part of the public. It ensures that activity is targeted at achieving those aims both in the short and long term.

You know it's working when:

1. The board prioritises the people and causes served by the charity.
2. The board works collaboratively to develop a long-term vision for the organisation.
3. The board has set shorter-term aims for the organisation and agreed how they will be achieved.
4. There is a measurable impact over time of the difference the organisation makes and how it provides public benefit.
5. The board adapts the approach of the charity to reflect changes in the operating environment.



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Behaviours

- The board is focused on issues that are of most importance to the success of the charity's mission
- The board balances evidence from a range of stakeholder perspectives, not just the loudest or the most persistent
- The board considers both current and future stakeholders in its decision making
- The board is forward-thinking and outward-looking, and uses insights from diverse sources
- The board assesses the charity's performance considering both the charity's long-term aims and the current context
- The board is open to new ideas, approaches or partnerships where these support the charity's purpose
- In considering new activities, the board reviews their compatibility with the charitable purposes
- From time to time the board reflects on the charitable purposes to see if they need updating and to check that activities are in line with them



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Policy, processes and practice

- The board regularly reviews how changes in the operating environment affect delivery of the charity's purpose
- With the involvement of stakeholders, the board has established a long-term vision and a theory of how the charity's activities lead to change
- The board has agreed a strategy or business plan that sets out clear aims to be achieved over a specific timeframe
- There is an agreed method for monitoring progress against the strategy or business plan
- The board regularly considers the views of service users and other key stakeholders
- The board uses both internal and external evidence to improve its work and understand the charity's wider impact
- The board is able to demonstrate how the charity provides public benefit
- The board fosters collaboration with other organisations through partnerships or mergers where these enhance the charity's impact
- Where relevant, the board sets clear objectives for campaigning and lobbying, ensuring all activity furthers the charity's purposes and is in the charity's best interests





1. Foundation principle

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Suggested evidence and assurance

- Documents that outline the charity's vision, aims, strategy and business plan
- Evidence of the link between the charity's activities and its long-term impact (e.g. a theory of change)
- Board meeting agendas broadly reflect the focus on the charity's mission
- Key performance indicators
- Impact measures, which could include feedback and evaluation reports
- A trustee annual report detailing the charity's work, funding and spending over the past year
- Stakeholder satisfaction measures (e.g. giving feedback on services, or a perceptions survey)
- Analyses of how changes in the operating environment affect – or could affect – the charity (e.g. SWOT or PESTLE analyses)
- A diagram of the wider organisational structure (including partners or subsidiaries)





3. Leadership



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2. Organisational purpose

3. Leadership

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8. Board effectiveness

The charity is headed by an effective board that provides strategic leadership in line with the charity's purpose and values.

You know it's working when:

1. Trustee behaviours align with the charity's purpose and values.
2. There is clarity and respect for the different leadership roles of chair, board and (where they exist) CEO and senior staff.
3. Trustees have clarity about the difference in accountabilities between their role as trustees and any other voluntary roles they undertake for the charity.
4. The board, led by the chair, creates an environment in which people can contribute effectively.
5. Where there are staff, the board provides effective support and challenge to senior staff.

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8. Board effectiveness

Behaviours

- Trustees actively champion the charity's values, modelling expected behaviours and leading by example
- Trustees respect defined roles and delegations
- Trustees are respectful and courteous, and are aware of how their behaviours are perceived by others, especially if they have very different backgrounds and experiences
- Trustees contribute by questioning and challenging ideas openly and constructively
- Trustees are willing to take on an ambassadorial role as required
- The chair identifies where individual trustees might be best placed to take more of a leadership role and helps the board work together as a team

For charities with staff:

- The board seeks and values the perspectives of staff
- Trustees balance support for and challenge to the executive team
- The chair invests time in developing the relationship with the most senior member of staff
- The board draws on the expertise of any employed governance professional to help organise its work and improve its effectiveness



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Policy, processes and practice

- The board defines and agrees values that align with the charity's purpose
- Trustees ensure the charity's values help provide guidance for major decisions
- The chair leads on ensuring the board operates cohesively, with sound decision making and good relationships
- Where trustees take on any additional leadership role (e.g. treasurer or committee chair), there is clear reporting and communication from them to the board
- Trustees involved in operational activities clearly distinguish this from their trustee role
- The board follows a fair, open process for appointing the chair, identifying the leadership qualities needed
- Trustees reflect on dynamics within the board and with senior staff, and develop inclusive ways of working

For charities with staff:

- There are clear processes for the appointment, appraisal, support, and remuneration of senior staff
- The board is clear about the role, responsibilities and expectations of the executive leadership team
- The board provides a mechanism for staff and volunteers to give honest, direct feedback and advice



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Suggested evidence and assurance

- A set of clearly defined values
- A trustee code of conduct
- Role descriptions for officer roles, including the chair
- Regular appraisal of the chair and trustees

For charities with staff:

- A scheme of delegation with defined responsibilities across the board and any executive and/or senior staff
- Documented controls on financial transactions (which may be included in the scheme of delegation)
- Records of regular management meetings, objective setting and appraisals between the chair and CEO
- A process for handling disputes between trustees, board–staff disputes and complaints about trustees
- Appropriate HR policies and procedures (e.g. staff pay, senior staff appraisal)



4. Ethics and Culture



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1. Foundation principle

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4. Ethics and culture

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8. Board effectiveness

The board has agreed the standards and values which shape the charity's behaviours and culture. This includes being open about how the charity operates and responding thoughtfully to feedback.

You know it's working when:

1. The board has agreed on a set of values and expected behaviours for the charity, which board members consistently demonstrate in how they work.
2. The board has adopted clear standards for the charity to follow.
3. Trustees are sensitive to the ethical, social and environmental consequences of their decisions.
4. Complaints and concerns are taken seriously, handled fairly, and used as opportunities for learning and improvement.
5. The board is open about how the organisation and its governance works.



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Behaviours

- Trustees lead by example, upholding high ethical standards in their conduct and decision making
- The chair addresses trustee behaviours, in and outside meetings, when these fall short of the agreed expectations
- Trustees actively bring considerations of the charity's values and ethics into their decision making, and recognise that these may be different from their personal values
- Trustees consider how the charity's purpose and values link directly with any other moral, social or environmental responsibilities
- Trustees foster a culture where everyone feels safe and respected
- Trustees actively listen and show respect in meetings
- Trustees speak up when they have concerns about the charity's governance or operations
- Trustees take time to reflect and learn from mistakes and unintended consequences



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8. Board effectiveness

Policy, processes and practice

- The board ensures that organisational culture and practice aligns with stated values
- The board ensures that a comprehensive set of policies is in place that cover how the organisation works
- Appropriate policies and training related to ethics are in place, including policies on safeguarding, complaints, fraud and whistleblowing
- There is published guidance on how stakeholders can raise concerns
- The board has a due diligence and review process for partnerships, funders and supplier relationships
- The board considers whether there are other voluntary codes or standards it wishes the charity to follow
- Trustees are alert to inappropriate power imbalances within the board and charity, taking action to address and prevent them
- The charity is appropriately transparent when there are failures, sharing what it has learnt and how it has implemented change
- The board considers how the charity is perceived by the people and organisations involved in its work, as well as the wider public
- The board has discussed how its work is shared more widely within the organisation and externally



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Suggested evidence and assurance

- A set of agreed values
- Code(s) of conduct for the board, members, staff and volunteers
- An up-to-date document summarising policies for board review, with review dates
- Public, user, staff and volunteer feedback
- Reporting about complaints, fraud, whistleblowing and safeguarding
- Trustee training on topics such as safeguarding and ethics
- Evidence of adopting established standards (where these are relevant), such as the Code of Fundraising Practice and the Charity Digital Code of Practice
- A policy for trustee expenses
- Profiles of trustees and senior staff or trustees are available on the charity website
- The charity's approach to tenders, written agreements and contracts with third-party suppliers reflects its values and ethics
- A procurement policy
- A gift acceptance (or gifts and hospitality) policy
- An ethical investment policy (where relevant)



5. Decision making





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The board makes effective decisions that best serve the charity's purposes. Trustees take personal responsibility for carefully considering each decision and working to reach agreement.

You know it's working when:

- 1. There is clarity about which decisions are made at which level of the organisation, including strategic ones that can only be made by the board.
- 2. The board makes orderly and effective use of its time to focus on the right things at the right time.
- 3. The board has the information and analysis it needs to make timely and well-informed decisions.
- 4. The board considers past and current performance to learn lessons for future organisational performance.
- 5. The board can track, review and learn from its decisions.
- 6. Trustees explore different viewpoints before uniting behind board decisions.



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Behaviours

- Trustees respect delegated roles and responsibilities
- Trustees are open to ideas, question information and check accuracy when needed
- Trustees recognise the limits of their knowledge/experience and take appropriate advice, without relinquishing responsibility for understanding the issues and making decisions
- Trustees engage in constructive challenge and debate
- Trustees are helpful in progressing debates to reach solutions
- Trustees share collective responsibility and accountability, even when they disagree with a decision
- All committee chairs work with the board chair to ensure an integrated approach to the work of the board
- Committee chairs ensure effective communications from committees to support board decision making

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- The board makes clear which matters are reserved for it to decide – and keeps this updated
- Meeting agendas and papers are designed to give trustees the right information and time to discuss key issues
- The chair is active in the design of meeting agendas to ensure effective use of board time
- The board can access agendas, board papers and other important information easily and securely
- The board considers whether any sub-committees are needed for its work, and the need for additional expertise from co-opted committee members
- There is a planned and rolling schedule of board (and, where they exist, committee) meetings, with the board meeting frequently enough to fulfil its responsibilities
- Decisions are made with regard to the charity's existing policies, financial resources and the board's appetite for risk
- The board decides what decisions to delegate and to whom
- The board can monitor and oversee the implementation of its decisions
- The board sets clear written rules on delegation, controls and reporting, and reviews them regularly
- There are clear expectations on when and how matters should be escalated if a threshold for board involvement is met
- The board ensures that committees have a clear scope, purpose, powers, and mix of skills and experience
- There is an effective process for how committee work feeds in to the board
- The board can access independent professional advice if needed to discharge its duties
- The board understands when to take advice; examples might include decisions with a significant financial impact, or new activities (such as working overseas, campaigning or trading)

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Suggested evidence and assurance

- Scheme of delegations, including matters reserved for the board, subject to annual review
- Documented authorisation limits (which may be included in the scheme of delegation)
- Terms of reference for committees
- Board minutes that capture the rationale for decisions and actions
- Induction for senior staff covering governance and working with boards
- Board meeting agendas that reflect the charity's strategy and are clear about when the board is making decisions
- Board papers that identify key data and factors for informed decision making, including associated risks
- Board papers that provide analysis, including metrics or indicators showing performance over time
- Procedures for decisions that need to be taken outside the board meeting cycle
- Benchmarking data (e.g. for pay awards)
- Digital access to governance documents, including historical board minutes

Applies to large charities only:

- Evidence of the board receiving specialist in-house or external governance advice when necessary



6. managing resources and risks





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The board takes responsibility for stewarding, developing and allocating resources. The board identifies the risks to achieving the charity's aims and agrees how to navigate them. The board seeks assurance that risks are properly managed.

You know it's working when:

1. The board has a good understanding of the charity's capabilities, capacity and resources, and optimises the use of them to fulfil the charity's current and long-term aims.
2. The board assesses whether the charity's approach and use of resources is sustainable and whether fundamental change is needed.
3. The board identifies key risks to achieving its aims and the actions needed to manage them.
4. The board balances taking risks with safeguarding the charity's service users, staff and resources.
5. The board ensures control and risk management frameworks are effective, and reviews them regularly.



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Behaviours

- All trustees embrace their responsibility to understand the charity's finances and resources
- Trustees are open and willing to speak up and ask questions about data or analyses they do not understand
- Trustees use information and data to help them make decisions
- Trustees look to make best use of the charity's assets in a responsible way
- Trustees are proactive in identifying and addressing risks and opportunities
- When appropriate, the board supports the charity's right to speak out about its mission, even if unpopular



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- The board agrees an annual budget for the financial year consistent with the charity's strategy, aims and values
- The board receives regular, accurate and accessible financial information about the charity's current and projected performance
- The board keeps under review the sustainability of its sources of income
- The board is alert to and discusses people risks (e.g. burn out, or over-reliance on one person)
- The board ensures the charity follows the appropriate financial reporting requirements relevant to its size and type
- The board receives reporting about the scope, performance and investment needs of the charity's properties and estates
- Trustees carefully review and jointly approve the annual report and accounts
- Major and emerging risks are reviewed regularly, and there is a robust control framework
- Trustees have agreed tolerances of risk, including the use of reserves (where these exist) in line with the board's reserves policy
- There are procedures for escalating to the board reputationally sensitive communications (including via social media)
- The board ensures that the charity complies with data protection laws and regulations
- If applicable, the board sets an investment approach that focuses not only on the financial return but also on the charity's purpose and values

Applies to large charities only:

- The board receives reports about the performance and risks of any subsidiaries
- The board oversees external auditor or independent examiner appointment and review, taking audit committee advice where applicable





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- Regular (at least quarterly) and annual financial reporting and forecasting
- External scrutiny of annual financial statements via independent examination or audit for charities
- Financial policies and procedures
- Review of internal controls
- A reserves policy
- The annual report and accounts
- An appropriate range of policies for staff and/or volunteers
- A policy for the use of technology and AI tools
- A fundraising policy (if applicable)
- Anti-bribery and anti-fraud policies
- A whistleblowing policy
- A risk management framework
- A board-approved risk register
- Audit management letters
- A social media policy

Applies to large charities only:

- An investment policy and framework that has also considered the Charity Investment Governance Principles
- An estate strategy
- A property maintenance plan





7. Equity, diversity and inclusion



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8. Board effectiveness

The board has a clear, agreed and effective approach to supporting equity, diversity and inclusion (EDI) throughout the organisation, including in its own practice.

You know it's working when:

1. The board creates a welcoming environment in which people of all backgrounds and perspectives are equally heard and respected.
2. The board is committed to understanding how inequality of resources, opportunity and power affects the charity, its work, users and the board itself.
3. The board sets clear EDI aims and ensures progress through dedicated plans, resources and monitoring.
4. The board draws on a range of diverse backgrounds, experiences and expertise to enhance decision making.



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Behaviours

- Trustees seek to understand the discrimination and inequality that exists in society and how it manifests in their own charity
- Trustees demonstrate that they seek out and value diverse opinion
- In their discussions and debates, trustees consider the range of voices that may be absent from the boardroom and how these are best heard
- Trustees consider how the charity's ways of working or language might unintentionally reinforce exclusion
- Trustees understand that offering and receiving feedback on experience, feelings and behaviour around EDI can feel challenging and work respectfully in a spirit of learning
- Trustees help create and maintain inclusive cultures, practices and behaviours in the work of the board and the charity
- The chair and individual trustees act swiftly to identify and stop inappropriate behaviour



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- The board is clear why EDI is important for the charity, its context and the delivery of its aims
- The board works to understand a wide range of perspectives, especially the charity's users (where appropriate) and marginalised communities
- The board works with stakeholders to set a clear organisational approach to EDI in line with the charity's aims, strategy, culture and values
- The board ensures that there are appropriate arrangements and resources in place to monitor and achieve the organisation's EDI plans and targets, including those relating to the board
- The board periodically takes part in learning and/or reflection to better understand obstacles to progress and the changes needed
- The board shares information publicly about its success and challenges in progressing EDI aims





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- An agreed approach to EDI in the organisation, its work and in the board
- Feedback and/or metrics, such as user, staff and volunteer surveys
- Published information on the charity's progress against plans and targets
- Records of EDI learning and development activity
- The adoption of practices that seek to ensure inclusive culture and practice

Applies to large charities only:

- A review of the board's approach to EDI in any external evaluation process every three years





8. Board effectiveness





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The board works well together, using an appropriate balance of skills, experience, backgrounds and knowledge. It reviews its performance on a regular cycle and takes steps to improve.

You know it's working when:

1. The board has the right mix of skills, knowledge and experience to serve the charity's purposes.
2. There are open processes for board recruitment and/or election.
3. The board is committed to its development, including trustee induction, individual learning and whole board learning.
4. There are constructive and regular processes for reviewing the performance of individual trustees, the chair, and the board as a whole.
5. There are clearly defined processes for managing disputes and differences between trustees, and between trustees and staff members.



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Behaviours

- Trustees engage with the organisation outside meetings in an effort to learn about its activities and to build relationships
- Trustees respect agreed board procedures, including term limits
- Trustees make a positive contribution to team dynamics
- Trustees are willing to give, receive and act on feedback
- The chair seeks to understand the motivations, strengths and areas for development of trustees and supports them to address their development needs
- The chair offers feedback and encouragement to trustees
- Trustees offer feedback and encouragement to the chair
- The board takes steps to reflect, learn and improve



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- The board has, and regularly considers, the mix of skills, knowledge and experience (including lived experience) needed to provide direction and oversight
- There is a formal and transparent approach to recruit new trustees, which includes advertising vacancies
- The search for new trustees is carried out, and appointments or nominations for election are made, on merit against objective criteria
- The board is of an appropriate size, typically between five and 12 trustees
- Trustees are offered learning and development opportunities
- The appointment and retirement cycle of trustees is mapped and enables timely management of succession
- The board considers appointing a trustee or vice chair who can:
 - provide a sounding board for the chair
 - help with concerns about the relationships within the board, or between the board and senior staff
 - organise appropriate appraisal of the chair
- Trustees have ample opportunities to provide feedback on the way the board works and how it can be improved
- There are agreed processes for reviewing the performance of the board (ideally annually) and the chair and individual trustees
- Trustees are appointed for an agreed length of time, subject to any applicable constitutional or statutory provisions
- Where a trustee has served for more than nine years, their reappointment is subject to a rigorous review, and explained in the trustees' annual report





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- The charity explains its board evaluation process in the trustees' annual report
- Where trustees are elected by members, members are supported to play an informed role in the processes; additionally, member-elected trustees receive induction support to understand the difference between representing views and acting in the charity's best interest

Applies to large charities only:

- There is an external evaluation every three years to consider the board's effectiveness



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Suggested evidence and assurance

- Periodic assessment of competencies needed by the board to understand any skills gaps
- Evidence of efforts to fill skills gaps through board training, recruitment or specialist advice
- Fixed terms for trustees to enable board renewal – no more than nine years unless evidence of exceptional reasons
- A succession plan for the board and committees
- Policy and evidence of open recruitment
- Evidence of trustee commitment to learning and development
- A budget for board development activities
- Awayday and team building activities, where team dynamics can be explored
- A record of regular reviews of the board, chair and individual trustees, with staff input (where relevant)
- Evidence of feedback being welcome and acted upon
- An agreed dispute resolution process for trustees

Part of
Set up a charity: step by step
(/set-up-a-charity)



Guidance

The essential trustee: what you need to know, what you need to do

Updated 3 May 2018

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1. About this guidance

This guidance explains the key duties of all trustees of charities in England and Wales, and what trustees need to do to carry out these duties competently.

Trustees have independent control over, and legal responsibility for, a charity's management and administration. They play a very important role, almost always unpaid, in a sector that contributes significantly to the character and wellbeing of the country.

Trusteeship can be rewarding for many reasons - from a sense of making a difference to the charitable cause, to new experiences and relationships. It's also likely to be demanding of your time, skills, knowledge and abilities. Being aware of the duties and responsibilities covered in this guidance will help you carry out your role in a way that not only serves your charity well but also gives you confidence that you will be complying with key requirements of the law.

You should read this guidance if you are a trustee of any charity based in England or Wales, including:

- a registered charity
- a charity that is not required by law to register
- a charity that is required to register, but has not yet done so

You should also read this guidance if you are thinking about setting up a charity or becoming a trustee in England or Wales.

The charity regulators in [Scotland \(http://www.oscr.org.uk/charities/managing-your-charity/trustee-duties\)](http://www.oscr.org.uk/charities/managing-your-charity/trustee-duties) and [Northern Ireland \(http://www.charitycommissionni.org.uk/charity-essentials/running-your-charity-guidance/\)](http://www.charitycommissionni.org.uk/charity-essentials/running-your-charity-guidance/) have their own guidance for trustees.

If you are involved in running a charity but do not know whether you are a trustee, check the charity's governing document. (This is the document that sets out the charity's rules; it may be a constitution, trust deed, articles of association or similar document.) It will tell you which body has ultimate authority and responsibility for directing and governing the charity. All properly appointed members of that body are charity trustees in law, whatever they are called (trustees, directors, committee members, governors or something else).

If you are a member of that body, you are automatically a charity trustee. You share, with all members of that body, equal responsibility for the charity.

The Charity Commission expects trustees to take their responsibilities seriously. Using this guidance and ensuring you give sufficient time and attention to your charity's business will help. The Commission recognises that most trustees are volunteers who sometimes make honest mistakes. Trustees are not expected to be perfect - they are expected to do their best to comply with their duties. Charity law generally protects trustees who have acted honestly and reasonably.

1.1 Must and should - what they mean

In this guidance:

- 'must' means something is a legal or regulatory requirement or duty that trustees must comply with
- 'should' means something is good practice that the Commission expects trustees to follow and apply to their charity

Following the good practice specified in this guidance will help you to run your charity effectively, avoid difficulties and comply with your legal duties. Charities vary in terms of their size and activities. Consider and decide how best to apply this good practice to your charity's circumstances. The Commission expects you to be able to explain and justify your approach, particularly if you decide not to follow good practice in this guidance.

In some cases you will be unable to comply with your legal duties if you do not follow the good practice. For example:

Your legal duty	It's vital that you
Act in your charity's best interests	Deal with conflicts of interest
Manage your charity's resources responsibly	Implement appropriate financial controls Manage risks
Act with reasonable care and skill	Take appropriate advice when you need to, for example when buying or selling land, or investing (in some cases this is a legal requirement)

Trustees who act in breach of their legal duties can be held responsible for consequences that flow from such a breach and for any loss the charity

incurs as a result. When the Commission looks into cases of potential breach of trust or duty or other misconduct or mismanagement, it may take account of evidence that trustees have exposed the charity, its assets or its beneficiaries to harm or undue risk by not following good practice.

1.2 How to use this guidance

You may want to read all of this guidance to get a better understanding of trustees' duties overall, or you may want to find out more about a specific topic. As a minimum the Commission recommends that you read the summary of trustees' duties in [section 2](#):

- [section 2](#) of this guidance gives a summary of trustees' duties
- [section 3](#) explains whether you can legally be a trustee
- [sections 4 to 9](#) explain the 6 key duties of trustees in more detail
- [section 10](#) explains when trustees can be liable and how to reduce the risk
- [sections 11](#) and [12](#) provide more detail about charity structures, and the roles of charity officers
- [section 13](#) contains definitions of technical terms used in this guidance

2. Trustees' duties at a glance

This is a summary of trustees' main legal responsibilities, which are explained in detail in the rest of this guidance. You should read this section as a minimum, and ensure you fully understand your responsibilities by referring to the rest of the guidance as necessary.

2.1 Before you start - make sure you are eligible to be a charity trustee

You must be at least 16 years old to be a trustee of a charity that is a company or a charitable incorporated organisation (CIO), or at least 18 to be a trustee of any other charity.

You must be properly appointed following the procedures and any restrictions in the charity's governing document.

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You must not act as a trustee if you are disqualified, unless authorised to do so by a waiver from the Commission. The reasons for disqualification are shown in the disqualifying reasons table and include:

- being bankrupt (undischarged) or having an individual voluntary arrangement (IVA)
- having an unspent conviction for certain offences (including any that involve dishonesty or deception)
- being on the sex offenders' register

You can read the [automatic disqualification guidance for charities](https://www.gov.uk/guidance/automatic-disqualification-rule-changes-guidance-for-charities) (<https://www.gov.uk/guidance/automatic-disqualification-rule-changes-guidance-for-charities>) which explains the disqualification rules in more detail.

There are further restrictions for charities that work with children or adults at risk.

See [section 3](#) for more information.

Ensure your charity is carrying out its purposes for the public benefit

You and your co-trustees must make sure that the charity is carrying out the purposes for which it is set up, and no other purpose. This means you should:

- ensure you understand the charity's purposes as set out in its governing document
- plan what your charity will do, and what you want it to achieve
- be able to explain how all of the charity's activities are intended to further or support its purposes
- understand how the charity benefits the public by carrying out its purposes

Spending charity funds on the wrong purposes is a very serious matter; in some cases trustees may have to reimburse the charity personally.

See [section 4](#) for more information.

2.2 Comply with your charity's governing document and the law

You and your co-trustees must:

- make sure that the charity complies with its governing document

- comply with charity law requirements and other laws that apply to your charity

You should take reasonable steps to find out about legal requirements, for example by reading relevant guidance or taking appropriate advice when you need to.

See [section 5](#) for more information.

2.3 Act in your charity's best interests

You must:

- do what you and your co-trustees (and no one else) decide will best enable the charity to carry out its purposes
- with your co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term
- avoid putting yourself in a position where your duty to your charity conflicts with your personal interests or loyalty to any other person or body
- not receive any benefit from the charity unless it is properly authorised and is clearly in the charity's interests; this also includes anyone who is financially connected to you, such as a partner, dependent child or business partner

See [section 6](#) for more information.

2.4 Manage your charity's resources responsibly

You must act responsibly, reasonably and honestly. This is sometimes called the duty of prudence. Prudence is about exercising sound judgement. You and your co-trustees must:

- make sure the charity's assets are only used to support or carry out its purposes
- avoid exposing the charity's assets, beneficiaries or reputation to undue risk
- not over-commit the charity
- take special care when investing or borrowing
- comply with any restrictions on spending funds or selling land

You and your co-trustees should put appropriate procedures and safeguards in place and take reasonable steps to ensure that these are followed. Otherwise you risk making the charity vulnerable to fraud or theft, or other kinds of abuse, and being in breach of your duty.

See [section 7](#) for more information.

2.5 Act with reasonable care and skill

As someone responsible for governing a charity, you:

- must use reasonable care and skill, making use of your skills and experience and taking appropriate advice when necessary
- should give enough time, thought and energy to your role, for example by preparing for, attending and actively participating in all trustees' meetings

See [section 8](#) for more information.

2.6 Ensure your charity is accountable

You and your co-trustees must comply with statutory accounting and reporting requirements. You should also:

- be able to demonstrate that your charity is complying with the law, well run and effective
- ensure appropriate accountability to members, if your charity has a membership separate from the trustees
- ensure accountability within the charity, particularly where you delegate responsibility for particular tasks or decisions to staff or volunteers

See [section 9](#) for more information.

3. Who can be a trustee and how trustees are appointed

You must make sure you are allowed to be a trustee:

- there are some restrictions on who can be a trustee – there are minimum age limits and some factors that automatically disqualify people from being trustees
- you must be properly appointed, and should know how long your appointment lasts
- if you are not properly appointed, the trustees' decisions or actions may be invalid, potentially creating disputes or putting charity assets at risk
- if you are a trustee of a charity that provides 'regulated activities' for children or adults, be prepared for your charity to request a DBS check on you

3.1 Who can be a trustee

3.1.1 Minimum age

You must be at least 16 years old to be a trustee of a charitable company or a charitable incorporated organisation (CIO), unless the charity's governing document says you must be older. You must be at least 18 to be a trustee of any other type of charity.

3.1.2 Disqualification

You must not act as a trustee if you are disqualified under the Charities Act, unless your disqualification has been waived by the Commission. Reasons for disqualification include if you:

- are disqualified as a company director
- have an unspent conviction for an offence involving dishonesty or deception (such as fraud)
- are an undischarged bankrupt (or subject to sequestration in Scotland), or have a current composition or arrangement including an individual voluntary arrangement (IVA) with your creditors
- have been removed as a trustee of any charity by the Commission (or the court) because of misconduct or mismanagement
- are on the sex offenders' register

You can read the [automatic disqualification guidance for charities](https://www.gov.uk/guidance/automatic-disqualification-rule-changes-guidance-for-charities) (<https://www.gov.uk/guidance/automatic-disqualification-rule-changes-guidance-for-charities>) in more detail.

If any of the current or new disqualification reasons apply to you, you may be able to get your disqualification lifted (or 'waived') by the Commission. The Commission will carefully consider whether granting a waiver is appropriate, although there are some situations where it has no power to

grant a waiver – for example, where a trustee is disqualified as a company director.

Read more about [trustee disqualification \(https://www.gov.uk/charity-trustee-disqualification\)](https://www.gov.uk/charity-trustee-disqualification).

3.1.3 Fit and proper persons

Charities that want to claim UK tax reliefs and exemptions (eg Gift Aid) must meet the management condition in the Finance Act 2010. This requires all of the charity's managers (including trustees) to be 'fit and proper persons'.

Find out more - see the [HM Revenue and Customs guidance \(http://www.gov.uk/government/publications/charities-fit-and-proper-persons-test\)](http://www.gov.uk/government/publications/charities-fit-and-proper-persons-test).

3.1.4 Disclosure and Barring Service (DBS) checks

There are legal restrictions under safeguarding legislation on who can be involved in working with children and adults at risk. In addition, the DBS undertakes criminal records checks of individuals, which charities can use to ensure that they are eligible and suitable for the trustee role. The type of check that can be made depends on the nature of the charity's activities and the role that the trustee plays. For example, if you are a trustee of a charity that provides 'regulated activity' for children or adults, you should expect your charity to request an enhanced DBS check on you: where it is satisfied that the role is eligible, this will include a check against the relevant barred list.

Find out more about [safeguarding and DBS checks \(https://www.gov.uk/government/publications/strategy-for-dealing-with-safeguarding-issues-in-charities/annex-1-trustee-safeguarding-duties-explained\)](https://www.gov.uk/government/publications/strategy-for-dealing-with-safeguarding-issues-in-charities/annex-1-trustee-safeguarding-duties-explained).

3.2 How trustee appointments begin and end

You must follow any rules in your governing document about:

- who appoints new trustees
- when, and how, new trustees are appointed
- who can be a trustee - the governing document may impose conditions
- how long appointments last and whether a trustee can be re-appointed
- how trustees can [resign or be removed \(https://www.gov.uk/charity-trustees-resignation-and-removal\)](https://www.gov.uk/charity-trustees-resignation-and-removal)

If your governing document has no specific provisions for these things, your charity must comply with the relevant legal provisions:

- companies must comply with company law provisions for appointing and removing directors
- unincorporated charities must comply with Trustee Act 1925 provisions

CIOs must include provisions in their constitutions for appointment and removal of trustees.

The Commission can use its powers to appoint or remove trustees if the charity's trustees (or members, if applicable) are unable to do so. It may also confirm the appointment or election of a trustee, in exceptional circumstances, where the appointment or election is invalid or where there is uncertainty about its validity.

Read more about [legal powers to remove and appoint trustees](https://www.gov.uk/charity-trustees-resignation-and-removal) (<https://www.gov.uk/charity-trustees-resignation-and-removal>).

3.3 What to consider when recruiting trustees

When charities recruit new trustees, they should think about:

- the skills and experience the current trustees have, and whether there are any gaps
- ensuring new trustees are eligible to act
- ensuring new trustees do not have [serious conflicts of interest](https://www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29/conflicts-of-interest-a-guide-for-charity-trustees#annex-c-serious-conflicts-of-interest) (<https://www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29/conflicts-of-interest-a-guide-for-charity-trustees#annex-c-serious-conflicts-of-interest>), or getting Commission consent and putting procedures in place to manage the conflicts
- how to help new trustees to understand their responsibilities and the charity's work

It's also important for trustees to be interested in the charity's work and be willing to give their time to help run it.

Members or beneficiaries on your board

Many charities' governing documents allow or require:

- some or all of the trustees to be elected by the members (this is usual practice for charities with voting members other than the trustees)
- the trustee body to include beneficiaries

- other groups or organisations, such as local authorities, to appoint trustees

It's important to listen to the views and perspectives of members, beneficiaries and other bodies with an interest in your charity. Having people as trustees is one way of obtaining these views. But all trustees, regardless of how they are appointed, must act solely in the interests of the charity; it's not their role to act on behalf of any particular group. They must also manage conflicts of interest, including conflicts of loyalty to their appointing body.

Find out more:

[Trustee board: people and skills \(https://www.gov.uk/trustee-board-people-and-skills\)](https://www.gov.uk/trustee-board-people-and-skills) - how to appoint the right people with the right skills

[Finding new trustees: what charities need to know \(https://www.gov.uk/government/publications/finding-new-trustees-cc30\)](https://www.gov.uk/government/publications/finding-new-trustees-cc30)

[Charity trustee: declaration of eligibility and responsibility \(https://www.gov.uk/government/publications/confirmation-of-charity-trustee-eligibility\)](https://www.gov.uk/government/publications/confirmation-of-charity-trustee-eligibility)

Avoid mistakes - make sure trustee appointments are valid

Be careful to follow the rules in your charity's governing document and the law when appointing trustees. If trustee appointments breach these rules they are not valid. The validity of actions and decisions they were involved in could be called into question. But even if a trustee isn't validly appointed, they can still be held liable for their actions and decisions.

Improper trustee appointments can often lead to disputes. In the worst cases this can harm the charity's reputation, alienate supporters, put charity assets at risk (including by loss of funding) or ultimately leave the charity unable to function.

4. Ensure your charity is carrying out its purposes for the public benefit

You and your co-trustees must make sure that everything your charity does helps (or is intended to help) to achieve the purposes for which it is set up, and no other purpose. This means you should:

- ensure you understand the charity's purposes as set out in its governing document
- plan what your charity will do, and what you want it to achieve
- be able to explain how all of the charity's activities are intended to further or support its purposes
- understand how the charity benefits the public by carrying out its purposes

Spending charity funds on the wrong purposes is a very serious matter; in some cases trustees may have to reimburse the charity personally.

4.1 Understanding the charity's objects and powers

You should read the objects clause in your charity's governing document and ensure you understand:

- what the charity is set up to achieve (its purposes)
- who the charity is there to benefit (its beneficiaries)
- how they will benefit (what the charity will do for or with them)
- any order of priority to the services and benefits the charity provides
- any restrictions on what the charity can do or who it can help (geographical or other boundaries; or specific criteria that beneficiaries must meet)

The objects might be quite broad and general, or they might be quite narrow, specifying what services or activities the charity can provide in order to achieve its purposes.

You can find out more about governing documents in [section 5](#) of this guidance.

The charity may have specific powers in its governing document. Charities also have powers from the Charities Act and other laws. You must only use these powers in ways that further your charity's purposes.

Find out more about [charitable purposes](https://www.gov.uk/government/publications/charitable-purposes/charitable-purposes) (<https://www.gov.uk/government/publications/charitable-purposes/charitable-purposes>).

Some charities produce 'mission statements' or other summaries of their aims and activities. When checking the scope of your charity's objects or powers, be careful not to rely on such statements instead of the charitable purposes set out in the governing document, as the wording may be less precise. If you need to check whether your charity can lawfully undertake a particular activity, you should check against the objects clause rather than any other statement of the charity's mission or aims. Otherwise you could end up carrying out activities in breach of the charity's governing document.

4.2 Public benefit

All charities must be for the public benefit. Trustees must have regard to the Commission's [public benefit guidance PB1, PB2 and PB3](https://www.gov.uk/government/collections/charitable-purposes-and-public-benefit) (<https://www.gov.uk/government/collections/charitable-purposes-and-public-benefit>) when making decisions they are relevant to. This would include reviewing the charity's activities or considering new ones.

Public benefit is essential to:

- charitable status - to be a charity an organisation must have only charitable purposes for the public benefit
- a charity's operation - its activities must all be focussed on carrying out the charity's purposes for the public benefit
- a charity's accountability - trustees must be able to explain how their charity's activities are or have been for the public benefit

This means that you should understand, and be able to explain:

- what the charity is set up to achieve - its purpose
- why the charity's purpose is beneficial - this is the 'benefit aspect' of public benefit
- how the charity's purpose benefits the public or a sufficient section of the public - this is the 'public aspect' of public benefit
- how the charity will carry out (or 'further') its purpose for the public benefit

4.3 Planning and reviewing your charity's work

You and your co-trustees are responsible for deciding and planning how your charity will carry out its purposes.

All charity trustees should, therefore, decide together what activities the charity will undertake, and think about the resources it will need. Trustees of larger charities should take responsibility for setting the charity's strategic aims and direction, and agreeing appropriate future plans.

Involving the charity's staff, volunteers and others with an interest in the charity in the planning process can be helpful.

As part of your planning process, you should work out what funds and other resources the charity will need and where it will get them. See [section 7](#) of this guidance for more detail.

You and your co-trustees should periodically review what the charity is achieving, and how effective the charity's activities are. Thinking about the difference your charity makes may help you to explain more clearly how it benefits the public. It may also help you to decide whether it could be more effective in carrying out its purpose by changing what it does.

Find out more:

[Inspiring Impact \(https://www.thinknpc.org/\)](https://www.thinknpc.org/)

[Charity governance, finance and resilience: 15 questions you should ask \(https://www.gov.uk/government/publications/charity-trustee-meetings-15-questions-you-should-ask\)](https://www.gov.uk/government/publications/charity-trustee-meetings-15-questions-you-should-ask)

You and your co-trustees should also review the charity's objects from time to time and make sure that they are still appropriate, relevant and up to date. Circumstances change over time and this could affect whether:

- the charity's beneficiary group still exists, and is still a '[sufficient section \(https://www.gov.uk/government/publications/public-benefit-the-public-benefit-requirement-pb1/public-benefit-the-public-benefit-requirement#part-5-benefiting-the-public-or-a-sufficient-section-of-the-public\)](https://www.gov.uk/government/publications/public-benefit-the-public-benefit-requirement-pb1/public-benefit-the-public-benefit-requirement#part-5-benefiting-the-public-or-a-sufficient-section-of-the-public)' of the public
- the geographical 'area of benefit' in which the charity can operate is still relevant
- the need that the charity was set up to meet still exists, and meeting it is still for the public benefit
- there may be better ways of meeting the need for which the charity was set up

If your charity's objects are no longer effective, you must consider how these could be changed or take other action to enable the charity's resources to be applied for its purposes.

In the past many charities helped people by providing goods including food, clothing or fuel. Many charities have decided that they can meet current needs more effectively with cash payments or vouchers, and have updated their objects. Some charities still work effectively by providing goods (such as food or medical equipment).

Charities are often set up for a particular locality. Changes over time may mean that there are no longer enough people who need the charity's services in that place. In these circumstances, charities can expand their area of benefit to include neighbouring areas.

Two charities providing similar (or complementary) services in the same area may decide to collaborate or merge for greater efficiency.

4.4 Updating your charity's objects

Charities can modify or add to their objects if necessary, using powers in the governing document, company law or the Charities Act. They can't usually change their objects completely; the governing document and charity law do not usually allow it. If your charity is planning to update its objects, you and your co-trustees should consider what the charity was originally set up to do, and how circumstances have changed. Most charities must obtain permission from the Commission before changing their objects.

You should also review the other provisions in your charity's governing document and update them if they no longer meet the charity's needs - see [section 5](#) of this guidance.

Governing documents are legal documents. You must follow the correct procedures to amend them, and it's important to word any changes correctly. You should consider taking appropriate advice about any changes. Use one of the [Commission's model governing documents](https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents) (<https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents>) or an [approved governing document](https://www.gov.uk/government/publications/list-of-national-charities-with-approved-governing-documents) (<https://www.gov.uk/government/publications/list-of-national-charities-with-approved-governing-documents>), to ensure that your governing document has all the provisions and powers you need.

Find out more:

[How to make changes to your charity's governing document](https://www.gov.uk/government/publications/changing-your-charitys-governing-document)
(<https://www.gov.uk/government/publications/changing-your-charitys-governing-document>)

[document-cc36\)](#)

[How to write charitable purposes \(https://www.gov.uk/how-to-write-charitable-purposes\)](https://www.gov.uk/how-to-write-charitable-purposes)

5. Comply with your charity's governing document and the law

You and your co-trustees must:

- make sure that the charity complies with its governing document
- comply with charity law requirements and other laws that apply to your charity

You should take reasonable steps to find out about legal requirements, for example by reading relevant guidance or taking appropriate advice when you need to.

5.1 Your charity's governing document

You and your co-trustees must make sure that the charity complies with the governing document, which usually contains key information about:

- what the charity exists to do (its purposes, as explained in its objects clause)
- what powers it has to further its objects
- who the trustees are, how many trustees there should be and how they are appointed and removed
- whether the charity has members and, if so, who can be a member
- rules about trustees' (and members') meetings; how they are arranged and conducted; how decisions must be made and recorded, and so on
- how to change the governing document
- how to close the charity down

There may also be rules limiting how powers can be used, who can vote at meetings, or which rules can be changed.

Every trustee should have an up to date copy of their charity's governing document and regularly refer to it. If you do not have a copy, or do not know

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what it is, ask your fellow trustees. If they do not have a copy, the Commission can usually provide one (if your charity is a registered charity).

The governing document is essential to your charity. You and your co-trustees may need to review it from time to time to ensure that it continues to meet the charity's needs. Governing documents are legal documents. You must follow the correct procedures to amend them, and it's important to word any changes correctly. You should consider taking appropriate advice about any changes. Use one of the [Commission's model governing documents](https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents) (<https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents>) or an [approved governing document](https://www.gov.uk/government/publications/list-of-national-charities-with-approved-governing-documents) (<https://www.gov.uk/government/publications/list-of-national-charities-with-approved-governing-documents>), to ensure that your governing document has all the provisions and powers you need.

Read more about [governing documents](https://www.gov.uk/how-to-write-your-charitys-governing-document) (<https://www.gov.uk/how-to-write-your-charitys-governing-document>) and [charity purposes and rules](https://www.gov.uk/guidance/charity-purposes-and-rules) (<https://www.gov.uk/guidance/charity-purposes-and-rules>).

5.2 Charity law - registration, accounting, reporting and other requirements

Charities set up in England or Wales must register with the Commission unless they are:

- exempt charities
- excepted from registering
- very small (below the annual income threshold for compulsory registration, currently £5,000) and not a CIO (all CIOs must register)

Find out [whether your charity needs to register or is exempt or excepted](https://www.gov.uk/how-to-register-your-charity-cc21b) (<https://www.gov.uk/how-to-register-your-charity-cc21b>).

Charities that operate in Scotland or Northern Ireland may also have to register there.

All charities must keep proper financial records and prepare annual accounts. Trustees must arrange for accounting books and records (including cash books, invoices and receipts) to be kept for a specified period. Read more: [Retention of Accounting Records](http://www.buzzacott.co.uk/insights/retention-of-accounting-records-(1))) ([http://www.buzzacott.co.uk/insights/retention-of-accounting-records-\(1\)\)](http://www.buzzacott.co.uk/insights/retention-of-accounting-records-(1))).

All registered charities:

- must inform the Commission of any changes to the information on the register of charities, including trustee details and changes to the governing document
- must send an annual return (or annual update) and other information to the Commission
- must comply with any additional accounting and reporting requirements such as filing annual accounts and reports with the Commission, depending on the size of the charity
- should report to the Commission any serious incident in their charity, as soon as possible after it occurs (see [section 8.3](#) for more details)

Exempt charities may have to send accounting information to their principal regulator.

Find out more about [accounting and reporting requirements for charities](https://www.gov.uk/government/publications/charity-reporting-and-accounting-the-essentials-march-2015-cc15c) (<https://www.gov.uk/government/publications/charity-reporting-and-accounting-the-essentials-march-2015-cc15c>).

Charities whose income is over £250,000, and all charitable companies, must prepare their accounts and trustees' annual report in accordance with the Statement of Recommended Practice - Accounting and Reporting by Charities (Charities SORP).

Find out more about the [Charities SORP](https://www.gov.uk/government/publications/charities-sorp-2005) (<https://www.gov.uk/government/publications/charities-sorp-2005>).

A registered charity with an income over £10,000 in its last financial year must state that it's a registered charity on any fundraising documents and on many of its financial documents, including cheques, invoices and receipts. This includes electronic documents such as emails and websites. You do not have to state the charity's registration number, but it's good practice to do so.

5.3 Other laws and regulations

Charities and their trustees may be subject to a range of other laws and regulations depending on what the charity does, where it works and how it is set up. Some laws apply to all charities, such as equality, data protection and copyright law. It is important to be aware of the laws that apply to your charity, for example if it:

- is a company, CIO or community benefit society
- employs staff

- owns or rents premises
- operates vehicles
- provides:
 - legal, financial or other regulated advice
 - housing or accommodation
 - medical or care services
- works with children or adults at risk
- undertakes activities that are subject to regulations, such as fundraising
- wants to benefit from Gift Aid or other tax reliefs
- works in Scotland, Northern Ireland or outside the UK

The Commission doesn't expect every trustee to be a legal expert. You and your co-trustees should take reasonable steps to find out about legal and regulatory requirements and keep up to date, for example by getting mailings from the Commission and other sources, reading relevant guidance and attending appropriate training. The charity should also have systems and procedures to ensure that it complies with legal requirements.

Where there is concern about a specific issue, the trustees may wish to consider taking independent advice from a suitably qualified person.

[Find a solicitor - Law Society \(http://www.lawsociety.org.uk/find-a-solicitor/\)](http://www.lawsociety.org.uk/find-a-solicitor/)

[Legal advice for small charities - LawWorks \(http://www.lawworks.org.uk/\)](http://www.lawworks.org.uk/)

5.4 Avoid mistakes - know your governing document

If the trustees do not comply with the governing document, the charity might undertake activities outside its objects. It might fail to follow the correct procedures, or take actions it has no power to take. Actions and decisions could be invalid and have to be reversed as a result.

If you do not follow rules about who can be a member or a trustee, or how to arrange and run meetings, it often leads to disputes, which can prevent the charity from operating effectively.

6. Act in your charity's best interests

You must:

- do what you and your co-trustees (and no one else) decide will best enable the charity to carry out its purposes
- with your co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term
- avoid putting yourself in a position where your duty to your charity conflicts with your personal interests or loyalty to any other person or body
- not receive any benefit from the charity unless it is properly authorised and is clearly in the charity's interests; this also includes anyone who is financially connected to you, such as a partner, dependent child or business partner

6.1 Understanding the charity's interests

Acting in the charity's best interests means always doing what the trustees decide will best enable the charity to carry out its purposes, both now and for the future. It's not about serving:

- the interests of trustees or staff
- the personal interests of members or beneficiaries
- the personal interests of supporters, funders or donors
- the charity as an institution in itself, or preserving it for its own sake

Sometimes trustees need to consider [collaborating or merging with another charity](https://www.gov.uk/work-with-other-charities) (<https://www.gov.uk/work-with-other-charities>), or even spending all of the charity's resources and [bringing it to a close](https://www.gov.uk/how-to-close-a-charity) (<https://www.gov.uk/how-to-close-a-charity>).

6.2 Making decisions

You and your co-trustees are ultimately responsible for deciding what activities the charity will undertake, what resources it will need, how it will obtain and use them. Collective decision making is one of the most

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important parts of the trustee role. Some decisions are simple and straightforward; others can be complex or far reaching in their consequences. When you and your co-trustees make decisions about your charity, you must:

- act within your powers
- act in good faith, and only in the interests of your charity
- make sure you are sufficiently informed, taking any advice you need
- take account of all relevant factors you are aware of
- ignore any irrelevant factors
- deal with conflicts of interest and loyalty
- make decisions that are within the range of decisions that a reasonable trustee body could make in the circumstances

You should record how you made more significant decisions in case you need to review or explain them in the future.

Read more about [decision making \(https://www.gov.uk/guidance/making-decisions-at-a-charity\)](https://www.gov.uk/guidance/making-decisions-at-a-charity).

6.3 Avoid mistakes - be prepared to challenge assumptions

Trustees must make decisions solely in the charity's interests, so they shouldn't allow their judgement to be swayed by personal prejudices or dominant personalities.

Trustees must act collectively (jointly). Part of their role is to critically and objectively review proposals and challenge assumptions in making decisions. No one should be able to direct the trustees or drive decisions through without sufficient consideration. Trustees who simply defer to the opinions and decisions of others aren't fulfilling their duties.

Decisions do not usually have to be unanimous (depending on your governing document), but once the trustees have made a decision, they must all comply with it, including any who disagree. If you strongly disagree with your fellow trustees' decision, you can ask for your disagreement to be recorded in the minutes of the meeting. If you think that your fellow trustees are acting in breach of their duty, you should discuss the matter with the chair or your fellow trustees. If you are still concerned, contact the

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Commission. Ultimately, you may feel that you have to resign in order to distance yourself from the decision.

The Commission can only advise or intervene in relation to trustees' legal duties; it can't arbitrate in disputes between trustees.

6.4 Dealing with conflicts of interest and conflicts of loyalty

You can only comply with your duty to act in the charity's best interests if you prevent your personal interests from conflicting (or appearing to conflict) with the best interests of the charity. This means recognising and dealing with conflicts of interest.

A conflict of interest is any situation where your personal interests could, or could appear to, prevent you from making a decision only in the charity's best interests. For example, if you (or a person connected to you, such as a close relative, business partner or company):

- receive payment from the charity for goods or services, or as an employee
- make a loan to or receive a loan from the charity
- own a business that enters into a contract with the charity
- use the charity's services
- enter into some other financial transaction with the charity

Even when you receive no financial benefit, you could have a conflict of loyalty. For example if your charity has business dealings with your employer, a friend, family member, or another body (such as a local authority or charity, or a charity's trading subsidiary) that you serve on.

This means you and your co-trustees:

- should identify, and must declare conflicts of interest (or loyalty)
- must prevent the conflict of interest (or loyalty) from affecting the decision
- should record the conflict of interest (or loyalty) and how it was dealt with

How you prevent a conflict of interest from affecting a decision will depend on the circumstances and the seriousness of the conflict of interest. You must follow any specific conflict of interest provisions in your governing document. If a trustee (or a person connected to a trustee) stands to benefit

directly or indirectly, the conflicted trustee(s) should withdraw from the discussion and decision making process. If the non-conflicted trustees can demonstrate that a conflict of loyalty involves no material benefit and poses a low risk to decision making in the best interests of the charity, they may permit the affected trustee to participate. Directors of charitable companies must have specific authority in the company's articles to do this. For the most serious conflicts of interest it may mean obtaining permission from the Commission, deciding not to proceed with a proposal or even resigning as a trustee.

6.5 Avoid mistakes - deal with conflicts of interest

Conflicts of interest (and conflicts of loyalty) are more common than people often think. If one of your fellow trustees appears to have a conflict of interest you should say so; you are not calling their integrity into question by doing so.

In deciding how to deal with a conflict of interest, trustees should be mindful of what feels right, and also how others might view the trustees' actions.

Where conflicts of interest have not been identified or properly dealt with, it can have negative impacts on both the charity and individual trustees including financial cost and reputational damage. Because the trustees have acted in breach of their duty, decisions may be called into question or legally challenged. The Commission may have to take regulatory action to protect the charity from further harm or to deal with any misconduct or mismanagement by the trustees.

Read more about [conflicts of interest \(https://www.gov.uk/guidance/managing-conflicts-of-interest-in-a-charity\)](https://www.gov.uk/guidance/managing-conflicts-of-interest-in-a-charity).

6.6 Payments and other benefits to trustees

Charities can't usually pay their trustees. When you become a trustee, you usually volunteer your services and receive no payment for your work. This is called the voluntary principle.

You can, however, [claim reasonable expenses \(https://www.gov.uk/guidance/trustee-expenses-what-charities-can-pay\)](https://www.gov.uk/guidance/trustee-expenses-what-charities-can-pay) that you

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incur such as travel and childcare - being a trustee shouldn't mean being out of pocket. If your charity is looking to pay a trustee or a connected person, you must follow the legal rules. For example, you must have authority (or legal permission) for the payment, the decision must be in the charity's best interests, and the conflict of interest must be managed.

Read more about [payment of trustees, whether you need authority and how to apply \(https://www.gov.uk/government/publications/trustee-expenses-and-payments-cc11\)](https://www.gov.uk/government/publications/trustee-expenses-and-payments-cc11).

7. Manage your charity's resources responsibly

You must act responsibly, reasonably and honestly. This is sometimes called the duty of prudence. Prudence is about exercising sound judgement. You and your co-trustees must:

- make sure the charity's assets are only used to support or carry out its purposes
- avoid exposing the charity's assets, beneficiaries or reputation to undue risk
- not over-commit the charity
- take special care when investing or borrowing
- comply with any restrictions on spending funds or selling land

You and your co-trustees should put appropriate procedures and safeguards in place and take reasonable steps to ensure that these are followed. Otherwise you risk making the charity vulnerable to fraud or theft, or other kinds of abuse, and being in breach of your duty.

7.1 Managing risks

A risk is anything that could, if it happened, affect your charity achieving its purposes or carrying out its plans. All charities face some risks. The risks your charity might face will depend on factors such as its size, funding and activities. For example, managing property, employing staff, using volunteers, using IT, working with children or people at risk, or implementing change all involve elements of risk.

You and your co-trustees should manage risk responsibly. You have a duty to avoid exposing your charity to undue risk. This doesn't mean being risk averse. Risk management is the process of identifying and assessing risks, and deciding how to deal with them. It may involve an element of responsible risk taking, and is central to how trustees make decisions.

The Commission's guidance on risk management sets out the basics of dealing with risks and includes a risk management model, made up of the following steps:

1. Establish a risk policy.
2. Identify risks (what could go wrong).
3. Assess risks (how likely is it, and how serious would it be).
4. Evaluate what action to take (eg avoid it, transfer it, insure against it, accept it).
5. Review, monitor and assess periodically.

Find out more:

[How to manage risks in your charity](https://www.gov.uk/government/publications/charities-and-risk-management-cc26)

(<https://www.gov.uk/government/publications/charities-and-risk-management-cc26>)

[Institute of Risk Management guide for charities](https://www.theirm.org/what-we-say/thought-leadership/charities-and-voluntary-organisations/) (<https://www.theirm.org/what-we-say/thought-leadership/charities-and-voluntary-organisations/>)

[Charities: how to protect vulnerable groups including children](https://www.gov.uk/guidance/safeguarding-duties-for-charity-trustees)

(<https://www.gov.uk/guidance/safeguarding-duties-for-charity-trustees>)

Some charities work in areas or undertake activities that involve greater exposure to risks such as fraud, financial crime, extremism or terrorism. Charities should assess their exposure to these risks and take proportionate action. If your charity needs to address these risks, you may find the Commission's toolkit on [protecting charities from harm](https://www.gov.uk/government/collections/protecting-charities-from-harm-compliance-toolkit) (<https://www.gov.uk/government/collections/protecting-charities-from-harm-compliance-toolkit>) helpful. Chapter 2 of the toolkit includes a practical guide to due diligence, based on 3 principles:

- know your donor (for example, if your charity receives large donations, particularly anonymous or cash donations or with conditions attached)
- know your partner (if your charity relies on partners or intermediaries to carry out any of its work)
- know your beneficiaries (for example if your charity makes grants of cash or other financial support directly to individuals)

Charities must also assess and manage safeguarding risks. For example, they must ensure that their beneficiaries or others who come into contact

with their charity do not, as a result, come to harm. For example, many charities come into contact with or provide activities for those who may be experiencing, or at risk of, abuse or neglect. This includes:

- children and young people under 18 years of age
- adults (aged 18 and over) at risk

Even where work with children or adults at risk does not form part of the core business of the charity, trustees must be alert to their responsibilities to protect from risk of harm those with whom the charity comes into contact.

Read more about [protecting vulnerable groups](#)

(<https://www.gov.uk/government/publications/strategy-for-dealing-with-safeguarding-issues-in-charities/annex-1-trustee-safeguarding-duties-explained>)

These principles will help you and your co-trustees to carry out their legal duties and manage the risks to the charity's assets and services.

7.2 Budgeting

You and your co-trustees need to work out what funds and other resources your charity will need and where the charity will get these from. A charity can only succeed in meeting its aims if it manages its money and other resources properly. You will need to plan and monitor its income and outgoings so that it can meet its short, medium and long term goals.

Find out more:

[Managing charity finances](#) (<https://www.gov.uk/guidance/managing-charity-finances>)

[Charity governance, finance and resilience: 15 questions you should ask](#) (<https://www.gov.uk/government/publications/charity-trustee-meetings-15-questions-you-should-ask>)

[Financial difficulties in charities](#) (<https://www.gov.uk/financial-difficulties-in-charities>)

7.3 Getting the funds your charity needs (income generation)

Most charities get their funds through one or more of the following methods:

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- fundraising (asking for donations, legacies or grants)
- trading (selling goods or services)
- investment
- leasing or letting land or buildings

In practice, it's best to avoid relying on a single source of income. You and your co-trustees are responsible for deciding how your charity will obtain funds. You should think about:

- how much money the charity needs
- the costs, benefits and risks of different methods of generating income
- any legal requirements that the charity must comply with, including fundraising regulations, and restrictions on commercial trading
- any potential reputational issues
- whether you need advice

If your charity is already bringing in funds, you and your co-trustees should ensure that its income generation is on target, complies with the law and is not exposing the charity to undue risk.

Find out more:

[Fundraising legally and responsibly \(https://www.gov.uk/fundraising-legally-and-responsibly\)](https://www.gov.uk/fundraising-legally-and-responsibly)

[Institute of Fundraising code of fundraising practice and good practice guides \(http://www.institute-of-fundraising.org.uk/code-of-fundraising-practice/\)](http://www.institute-of-fundraising.org.uk/code-of-fundraising-practice/)

[Charity trading: selling goods and services \(https://www.gov.uk/charity-trading-selling-goods-and-services\)](https://www.gov.uk/charity-trading-selling-goods-and-services)

[How to invest charity money \(https://www.gov.uk/how-to-invest-charity-money\)](https://www.gov.uk/how-to-invest-charity-money)

7.4 Charities and their trading subsidiaries

Charities need to use a trading subsidiary if they carry out commercial (non-charitable) trading which exceeds the threshold for paying income or corporation tax, or involves significant risk.

A trading subsidiary is a separate company controlled by the charity. The charity can raise money from trade without exposing its assets to risk of

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being liable for income or corporation tax.

There are, however, risks which trustees need to be aware of and manage:

- the charity exists for charitable purposes, but the trading subsidiary exists to generate income; their aims and interests are different; you need to distinguish between them
 - if the trading subsidiary starts to fail, the charity must not bail it out; this would be putting the charity's funds at risk
 - charity trustees who are also directors of the subsidiary have a conflict of interest
 - if a charity trustee is also a director of the trading subsidiary, the restrictions on payments and benefits to trustees also apply to any payments or benefits as a director
-

7.5 Managing funds and keeping them safe

You and your co-trustees are responsible for your charity's money. Your charity should have effective processes for handling money, to help avoid poor decisions and accidental errors, as well as theft and fraud. Failure to do so is likely to result in a breach of your duty. You should:

- set a budget and keep track of it
- put in place clear policies and procedures to deal with income and expenditure
- ensure the charity keeps accurate records of income and expenditure
- have robust and effective [financial controls](https://www.gov.uk/government/publications/internal-financial-controls-for-charities-cc8) (<https://www.gov.uk/government/publications/internal-financial-controls-for-charities-cc8>) in place
- protect the charity from [financial crime such as theft or fraud](https://www.gov.uk/government/publications/charities-fraud-and-financial-crime) (<https://www.gov.uk/government/publications/charities-fraud-and-financial-crime>)
- put appropriate safeguards in place for money, assets and staff if [the charity operates outside of the UK](https://www.gov.uk/charities-how-to-manage-risks-when-working-internationally) (<https://www.gov.uk/charities-how-to-manage-risks-when-working-internationally>)
- have an appropriate [reserves policy](https://www.gov.uk/charity-financial-reserves) (<https://www.gov.uk/charity-financial-reserves>)
- ensure the charity receives [tax reliefs](https://www.gov.uk/charities-and-tax/overview) (<https://www.gov.uk/charities-and-tax/overview>) to which it is entitled

If something does go wrong, you should inform the Commission and (if appropriate) the police. See the section on what to do if something goes wrong in [section 8](#) of this guidance.

Find out more:

[Charity money: how to keep it safe \(https://www.gov.uk/charity-money-how-to-keep-it-safe\)](https://www.gov.uk/charity-money-how-to-keep-it-safe)

[Charities: due diligence checks and monitoring end use of funds \(https://www.gov.uk/government/publications/charities-due-diligence-checks-and-monitoring-end-use-of-funds\)](https://www.gov.uk/government/publications/charities-due-diligence-checks-and-monitoring-end-use-of-funds)

7.6 Managing property (land and buildings)

If the charity owns or rents land or buildings, you and your co-trustees should:

- make sure the property is recorded as belonging to the charity - see [section 11](#) of this guidance
- know on what terms it's held
- ensure it's properly maintained and being correctly used
- make sure the charity has sufficient insurance

You should regularly review whether the property is suitable for the charity's purposes, and whether any property the charity lets to generate income is still a good investment.

Decisions about property are important, so think about the advice and information you may need in order to make decisions in the charity's interests.

Most charities can buy, sell or lease land when they need to. When selling or leasing land, trustees must try to get the best deal for the charity (unless they are making the disposal to further the charity's purposes). So all charities should, and registered charities must:

- obtain written advice, including a valuation, from a qualified surveyor before agreeing a sale or granting a lease for more than 7 years
- advertise the sale or lease, unless the surveyor advises otherwise

Otherwise, you are likely to need permission from the Commission for the sale or lease.

A charity's governing document may specify that land or buildings must be used for a particular purpose. This is called designated land (or 'specie land'). Special conditions apply to leasing or selling designated land.

Land belonging to a charity (particularly designated land) might be permanent endowment. This restricts how you can use the proceeds of sale.

You must get permission from the Commission to sell or lease property to or from a trustee, someone closely connected to a trustee, or an employee of the charity.

Before taking out a mortgage or loan secured against your charity's land you must get written financial advice and ensure that:

- the loan is needed and used for an activity that fits with your charity's purposes
- the terms of the loan are reasonable
- the charity will be able to repay the loan

Otherwise you will need permission from the Commission to proceed.

Find out more about [buying, selling, leasing or mortgaging charity property \(https://www.gov.uk/charity-land-and-property\)](https://www.gov.uk/charity-land-and-property), including designated land and [permanent endowment \(https://www.gov.uk/permanent-endowment-rules-for-charities\)](https://www.gov.uk/permanent-endowment-rules-for-charities).

7.7 Staff and volunteers

As part of your overall responsibility for the charity, you and your co-trustees have responsibilities towards any volunteers or staff.

You must ensure that:

- the charity complies with relevant law including employment, pension, equality and health and safety law
- volunteers are clearly distinct from employees in terms of responsibilities and rights; for example by not requiring volunteers to work set hours, nor paying them more than expenses they actually incur

You should ensure that:

- people are clear about what they are supposed to do, through appropriate job descriptions for staff or role descriptions for volunteers

- people are aware of the rules and boundaries within which they must work, for example, when representing or speaking on behalf of the charity
- people work safely
- people know what to do if there's a problem
- people know what they need to report and who they report to
- senior managers are not disqualified (see below)

You and your co-trustees should ensure that the charity has appropriate procedures and policies in place, staff and volunteers get appropriate training, and people know they must comply with policies and procedures. You also have an important role in promoting effective working relationships between trustees, senior staff (if any), staff and volunteers.

If your charity has senior managers – typically carrying out chief executive or finance director roles – you and your co-trustees should ensure that you have procedures in place to check if they are disqualified by law from acting in that role. The reasons for disqualification are the same as for trustees - see section 3.2.1.

You can read the [automatic disqualification guidance for charities](https://www.gov.uk/guidance/automatic-disqualification-rule-changes-guidance-for-charities) (<https://www.gov.uk/guidance/automatic-disqualification-rule-changes-guidance-for-charities>) which explains the disqualification in more detail..

Find out more:

[How to manage your charity's volunteers](https://www.gov.uk/how-to-manage-your-charitys-volunteers) (<https://www.gov.uk/how-to-manage-your-charitys-volunteers>)

[Charity staff: how to employ paid workers](https://www.gov.uk/charity-staff-how-to-employ-paid-workers) (<https://www.gov.uk/charity-staff-how-to-employ-paid-workers>)

[Pension rules for charities](https://www.gov.uk/pension-rules-for-charities) (<https://www.gov.uk/pension-rules-for-charities>)

[Charity Finance Group guidance about pensions](https://cfg.org.uk/pensions-and-hr) (<https://cfg.org.uk/pensions-and-hr>)

7.8 Avoid mistakes - do not rely too much on individuals

Things can go wrong when trustees place too much reliance on individuals, and do not implement sufficient safeguards to ensure accountability. This can result in the charity falling victim to fraud or theft, or beneficiaries

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suffering abuse. These kinds of occurrences could cause the charity serious reputational and other damage.

All charities should have appropriate financial controls which ensure that more than one person is involved in receiving income and authorising expenditure. These should cover all payment methods that the charity uses - cheque, cash, credit card, charge card, debit card, prepaid card, telephone or internet banking or other electronic means. Handling cash brings increased risk, so try to avoid cash payments wherever possible.

When other people raise funds on behalf of the charity, whether they are volunteers or paid professionals, you should ensure there are proper controls over the funds raised. This is to make sure that the charity receives the full amount due to it.

Read more about [financial controls \(https://www.gov.uk/charity-money-how-to-keep-it-safe\)](https://www.gov.uk/charity-money-how-to-keep-it-safe).

If something does go seriously wrong, you should take prompt action to deal with it and report it to the Commission. Find out more in [section 8.3](#) of this guidance.

8. Act with reasonable care and skill

As someone responsible for governing a charity, you:

- must use reasonable care and skill, making use of your skills and experience and taking advice when necessary

- should give enough time, thought and energy to your role, for example by preparing for, attending and actively participating in all trustees' meetings

This is sometimes called the duty of care.

8.1 Using your skills and experience

As a trustee, you must use your skills and experience to inform decision making and benefit your charity. For example, the Trustee Act 2000 says that trustees must “exercise such care and skill as is reasonable in the circumstances”. What is reasonable in the circumstances will depend on any special knowledge or experience that the trustee has or claims to have.

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It also depends on whether a trustee is acting in a professional or paid capacity, and what it would be reasonable to expect such a person to know.

The Trustee Act 2000 applies to trustees of unincorporated charities. Company law and the Charities Act impose similar duties on directors of charitable companies and trustees of CIOs (see [section 11](#) of this guidance). In addition, all trustees have a general duty of care which they must apply to all aspects of their role.

8.2 Taking advice when you need to

Trustees should recognise and acknowledge when they need advice. This is particularly important if the charity (or its property) may be at risk, or if they could act in breach of their duties, for example, when:

- buying or selling land (most charities must take advice from a surveyor or other qualified person when selling charity land)
- investing charity funds
- entering into novel, long-term, complex or high-value contracts
- considering legal action

Some larger charities employ their own professional advisers; most charities are more likely to obtain advice externally.

Find out more:

[Making decisions at a charity \(https://www.gov.uk/guidance/making-decisions-at-a-charity\)](https://www.gov.uk/guidance/making-decisions-at-a-charity)

[How to invest charity money \(https://www.gov.uk/how-to-invest-charity-money\)](https://www.gov.uk/how-to-invest-charity-money)

[Other sources of help and advice \(https://www.gov.uk/charity-trustee-whats-involved\)](https://www.gov.uk/charity-trustee-whats-involved)

8.3 What to do if something does go wrong

Most problems in charities can be resolved by the trustees themselves, sometimes with some advice. However, in serious cases the Commission may need to advise the trustees or take action to protect the charity.

If something does go wrong, you should take prompt and appropriate action to:

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- prevent or minimise any further loss or damage

- if appropriate, report it to the Commission, the police if a crime has been committed, and any other regulators that the charity is accountable to

- plan what you will say to your staff, volunteers, members, the public or the media

- take reasonable steps to prevent it from happening again - review controls and procedures, take appropriate advice

The Commission requires charities to report serious incidents. A serious incident is an adverse event, whether actual or alleged, which results in or risks significant:

- loss of your charity's money or assets

- damage to your charity's property

- harm to your charity's work, beneficiaries or reputation

The most common type of incidents are frauds, thefts, significant financial losses, criminal breaches, terrorism or extremism allegations, and safeguarding issues.

If a serious incident takes place, you need to report what happened and explain how you are dealing with it, even if you have reported it to the police, donors or another regulator.

The Commission can then decide what action, if any, is appropriate. Trustees must avoid exposing their charity to undue risk and should take reasonable steps to assess and manage risks to its activities, beneficiaries, property and reputation. Reporting serious incidents to the Commission demonstrates that you have identified a risk to the charity and that its trustees are taking appropriate and effective action to deal with it. It also means the Commission can respond positively to any enquiries from the public or media.

If trustees fail to report a serious incident that subsequently comes to light, the Commission may consider this to be mismanagement and take regulatory action, particularly if further abuse or damage has arisen following the initial incident.

Find out more:

[How to report a serious incident in your charity \(https://www.gov.uk/how-to-report-a-serious-incident-in-your-charity\)](https://www.gov.uk/how-to-report-a-serious-incident-in-your-charity)

8.4 When the Commission would become involved

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The Commission will get involved if it is concerned that trustees are not fulfilling their duties towards their charity, either because they do not understand them or are unwilling or unable to fulfil them.

In some cases, the Commission may decide that it's sufficient to advise the trustees about their duties. In more serious cases, when charities' assets, reputation, services or beneficiaries have been harmed or are at significant risk, the Commission may open a statutory inquiry, which will allow it to:

- obtain and assess evidence

- use enforcement powers to protect the charity's assets or secure their proper application

Opening an inquiry does not always mean the Commission suspects wrongdoing. The Commission's aim in such cases is to stop abuse or damage and put charities back on a proper footing for the future.

Read about the Commission's work to prevent, detect and tackle abuse and mismanagement in charities and promote charity law: [Tackling abuse and mismanagement in charities](https://www.gov.uk/government/publications/tackling-abuse-and-mismanagement-in-charities) (<https://www.gov.uk/government/publications/tackling-abuse-and-mismanagement-in-charities>).

9. Ensure your charity is accountable

You and your co-trustees must comply with statutory accounting and reporting requirements. You should also:

- be able to demonstrate that your charity is complying with the law, well run and effective

- ensure appropriate accountability to members, if your charity has a membership separate from the trustees

- ensure accountability within the charity, particularly where you delegate responsibility for particular tasks or decisions to staff or volunteers

9.1 Complying with accounting requirements

All charities must produce accounts and provide a copy of the most recent to anyone who asks. (You can charge to cover your costs.) The Commission will take regulatory action against charities that persistently fail to provide copies of accounts when asked by members of the public or a regulator.

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Exactly what accounts your charity must produce depends on whether the charity is a company and how much income it receives. Different rules apply to exempt charities. Find out more about [accounting and reporting requirements for charities \(https://www.gov.uk/government/publications/charity-reporting-and-accounting-the-essentials-march-2015-cc15c\)](https://www.gov.uk/government/publications/charity-reporting-and-accounting-the-essentials-march-2015-cc15c).

Charities whose income is over £250,000, and all charitable companies, must prepare their accounts and trustees' annual report in accordance with the Statement of Recommended Practice - Accounting and Reporting by Charities (Charities SORP).

Find out more about the [Charities SORP \(https://www.gov.uk/government/publications/charities-sorp-2005\)](https://www.gov.uk/government/publications/charities-sorp-2005).

All registered charities must also provide information annually to the Commission. The rules vary according to your charity's size and structure. Registered charities with:

- income up to £10,000 should complete the relevant sections of the annual return, which include updates to trustees

- income above £10,000, and all CIOs, must prepare and file an annual return form

- income above £25,000, and all CIOs, must also file copies of their trustees' annual report and accounts

Failure to submit accounts and accompanying documents to the Commission is a criminal offence. The Commission also regards it as mismanagement or misconduct in the administration of the charity. Providing timely, accurate and informative financial information that will help funders, donors, beneficiaries and others to understand your charity and its work will encourage trust and confidence in it.

Remember, those trustees who sign the trustees' annual report and accounts are signing on behalf of the whole trustee body so all of the trustees are responsible for the accounts.

Find out more about [annual returns \(https://www.gov.uk/prepare-a-charity-annual-return\)](https://www.gov.uk/prepare-a-charity-annual-return).

Your charity may also have to report to other regulators, for example, if its activities include providing social housing, education or social care. Companies must also submit accounts and annual returns to Companies House annually.

9.2 Being accountable to people with an interest in the charity

It's important to take account of what your members, beneficiaries, supporters and funders say. Use this information to inform decisions and improve the charity's services. If your charity has a wider voting membership in addition to the trustees, your governing document may contain specific provisions about when to involve members in decisions, for example through general meetings.

Charities should consider the benefits of having appropriate [procedures for dealing with complaints \(https://www.gov.uk/government/publications/cause-for-complaint-rs11\)](https://www.gov.uk/government/publications/cause-for-complaint-rs11), and ensuring they are easy to find and easy to follow.

You and your co-trustees must ensure that your charity complies with the law, and should be able to demonstrate that it is legally compliant, well run and effective in carrying out its purposes. If you can't demonstrate these things, you should be able to explain what steps you are taking to address any difficulties.

You may find it helpful to review your charity's compliance and good practice using:

the [Charity Governance Code \(https://www.charitygovernancecode.org/en\)](https://www.charitygovernancecode.org/en)

a quality standard, such as [PQASSO \(https://www.ncvo.org.uk/about-us/our-services/trusted-suppliers/trusted-standard/#/\)](https://www.ncvo.org.uk/about-us/our-services/trusted-suppliers/trusted-standard/#/), or another standard that is suitable for your charity

benchmarking (comparing and learning) with another organisation

an independent review by a suitably qualified adviser

Read about [public trust and confidence in charities \(https://www.gov.uk/government/publications/public-trust-and-confidence-in-charities-rs31\)](https://www.gov.uk/government/publications/public-trust-and-confidence-in-charities-rs31).

9.3 Trustees and delegation

Trustees often delegate day to day activities to particular trustees (such as the chair), volunteers or staff. Many charities also have power to delegate decision making to sub-committees or senior staff. Delegation can help trustees to govern more effectively, but they cannot delegate their overall

responsibility. Trustees always remain collectively responsible for all decisions that are made and actions that are taken with their authority.

You and your co-trustees should set out in writing the limits of any delegated authority. You should also put clear reporting procedures in place, so you can ensure the delegated authority is exercised properly. This could include staff job descriptions, volunteers' role descriptions and committees' terms of reference. A periodic review of any delegated authorities can help to ensure that those authorities are properly managed.

The trustees should consider and decide what decisions they will not delegate. High risk and unusual decisions should not be delegated. You should agree appropriate guidelines to help assess what is likely to be high risk or unusual. Staff, particularly senior staff, can have an important role in informing trustee decision making by providing information and advice.

Trustees might be told that they should not interfere in day to day operations. You should allow staff and volunteers to carry out any functions that have been delegated to them. But you and your co-trustees must be able to ensure that delegated authority is being properly exercised, through appropriate monitoring and reporting procedures (and, where appropriate and possible, independent checking).

It's important to have clear and appropriate channels of communication between staff and trustees and ensure these are followed.

9.4 Avoid mistakes - ask questions (even ones that seem 'awkward' or 'stupid')

Part of your role is to hold people (including staff, volunteers and fellow trustees) to account for how they carry out their role or use the charity's resources. This can mean asking probing or challenging questions about information at trustee meetings, or being prepared to say 'I do not understand what this means'. You should receive timely information in a format that you can understand and use, and if necessary ask for explanations, training or a different presentation. For example, all trustees, not just the treasurer, are responsible for the charity's finances and should be able to understand, consider and comment on financial information.
