

10 November 2016

MALVERN HILLS CONSERVATORS ANNUAL MEETING OF THE BOARD

**Council Chamber, Avenue Road, Malvern
Thursday 10 November 2016, 7:00 pm**

Present: Mr D Baldwin, Mr R Bartholomew, Ms C Bovey, Dr S Braim, Mr D Bryer, Mr M Cordey, Mrs P Cumming, Mr M Davies, Dr P Forster, Mr S Freeman (Vice Chair), Mr A Golightly, Mr R Hall-Jones (Chair), Mr D Hawkins, Mr J Michael, Mrs C O'Donnell, Mr C Penn, Mrs G Rees, Mr C Rouse, Ms S Rouse, Ms H Stace, Mr D Street, Mr P Watson, Mr T Yapp.

In attendance: Community and Conservation Officer (CCO), Conservation Officer, Director, Finance and Administration Manager, Secretary to the Board, Mr R Hale, Mr M Regan.

1. ELECTION OF CHAIR

The Director took the chair. One nomination had been received for the post of Chair and Mr Hall-Jones was elected unopposed.

2. CHAIRMAN'S REPORT FOR 2015/16

Mr Hall-Jones presented his report. See annexed.

3. APOLOGIES FOR ABSENCE

Mr J O'Donnell, Prof J Raine.

4. CHAIR'S ANNOUNCEMENTS

Mr Hall-Jones welcome Cindy Parish, the new Administrative Assistant. He also announced, with regret, the resignation of Ralph Madden, who had been a tremendous support to MHC as Chair of Finance, Administration and Resources Committee.

Future events:

- i. Investment Workshop 15 November 6pm Open Space Rooms
- ii. Land Management Outdoor Meeting 24 November 2pm Swinyard's car park
- iii. Business Plan Workshop 24 November 7pm Manor House

Mr Hall-Jones said that he would look into the question of MHC Board members being provided with car park permits for the MHDC car park whilst attending meetings in the Council Chamber.

5. PUBLIC QUESTIONS

There were none.

6. DECLARATIONS OF INTEREST

Mr C and Ms S Rouse declared an interest in matters relating to the Higher Level Stewardship Scheme.

7. CONSIDERATION OF THE AUDIT FINDINGS REPORT

The Director confirmed that the Audit Finding's Report (circulated with the August FAR Committee papers) indicated that the Auditors had found no matters of concern to draw to the Board's attention. However, it did contain general recommendations in relation to the "Hallmarks of a Risk Aware Charity". These recommendations should be taken up over the next 12 months. On the proposal of Mr Bartholomew, seconded by Mr Cordey, the meeting agreed that the contents of the report should be **NOTED**.

8. TO AUTHORISE SIGNING OF THE LETTER OF CONFIRMATION TO CCW

On the proposal of Mr Hall-Jones, seconded by Mr Freeman it was **RESOLVED** unanimously that the Letter of Confirmation be signed by the Chair.
Mr Regan left the meeting.

9. ELECTION OF VICE-CHAIR

There was one nomination and Mr Freeman was elected unopposed.

10. APPOINTMENT OF COMMITTEES

On the proposal of Mrs O'Donnell, seconded by Mr Rouse, it was **RESOLVED** unanimously to appoint to the committees as follows:

Land Management

D Baldwin
C Bovey
S Braim
P Cummings
P Forster
A Golightly
R Hall-Jones
D Hawkins
J Michael
G Rees
C Rouse
H Stace
T Yapp

Finance Administration and Resources

R Bartholomew

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D Bryer
M Cordey
M Davies
S Freeman
J O'Donnell
C Penn
J Raine
S Rouse
D Street
P Watson

Governance

Mr R Bartholomew
S Braim
D Bryer
C Penn
J Raine
S Rouse
H Stace

Staffing

D Baldwin
M Davies
P Forster
C Penn
J Raine
G Rees
H Stace

11. APPOINTMENT OF BOARD MEMBERS TO EXTERNAL BODIES

On the proposal of Mr Hall-Jones, seconded by Mrs Cumming, it was **RESOLVED** unanimously to make the following appointments:

4Cs	C Rouse and M Davies
Recreation Advisory Panel	D Baldwin, M Davies, P Forster, D Hawkins
Wildlife Panel	C O'Donnell, C Penn, C Rouse and H Stace
AONB	G Rees
Malvern Spa Association	C Bovey

**12. TO CONFIRM THE MINUTES OF THE BOARD MEETING HELD ON
08.09 2016**

On the proposal of Ms Stace, seconded by Mr Penn, it was unanimously **RESOLVED** to approve the minutes of the meeting held on 8 September 2016.

13. MATTERS ARISING FROM THE PREVIOUS BOARD MEETINGS

There were none.

14. LAND MANAGEMENT COMMITTEE

14.1 On the proposal of Mr Rouse, seconded by Ms Bovey, the **ACCURACY** of the minutes of the meeting held on 13 October 2016 was agreed.

14.2 Matters arising

There were no matters arising.

14.3 Board to adopt the report with any amendments

On the proposal of Mr Rouse, seconded by Mr Yapp, it was **RESOLVED** unanimously to adopt the report.

15. GOVERNANCE COMMITTEE

15.1 On the proposal of Mr Penn, seconded by Dr Braim, the **ACCURACY** of the minutes of the meeting held on 18 October 2016 was agreed.

15.2 Matters arising

Mr Penn drew attention to the analysis of the data collected from the Quality of Governance survey. It was intended to repeat the survey in 12 months' time to see if the responses had changed. Mr Penn thanked Mr Freeman and the Secretary to the Board for the work they had put into re-drafting the disciplinary procedure for Board members. The Committee had also approved terms of reference for the Staffing Committee (and consequential amendments to the Governance Handbook). The terms of reference highlighted the division between the strategic responsibility of the Board and the Director's operational responsibility for staff matters. The Committee had agreed priorities for review of policies relating to Governance matters and that the policy on attendance of staff at confidential sessions of meetings should be reviewed at the end of the term of the current Board.

The Secretary to the Board confirmed she had received a draft order from the Charity Commission in relation to the settlement in relation to the land at Bush Lane. An amendment was required to the draft order but progress had been made.

15.3 Board to adopt the report with any amendments

On the proposal of Mr Penn, seconded by Mr Bartholomew, it was **RESOLVED** unanimously to adopt the report and the resolutions contained in it.

16. ST ANN'S WELL REFURBISHMENT COMMITTEE

The Committee had met on Monday. Nine companies had been invited to tender for the refurbishment work and 5 had responded. The tenders were being analysed in detail and once this had been done the matter would come back to the Board. None of the tenders had come within the budget authorised by the Board.

17. REBRANDING

The rebranding panel had agreed two final options for a new logo for MHC. The CCO, the Director and Mytton Williams would finalise the pantone colour. The designs were put to the Board and following a discussion, the Board voted as follows:

For option 1 7 votes

For option 2 14 votes.

On the proposal of Mr Hall-Jones, seconded by Dr Braim it was **RESOLVED** (with 1 vote against and 3 abstentions) to adopt option 2 as the new logo for Malvern Hills Conservators.

Mr Hall-Jones thanked the CCO for all her work on the rebranding and her very clear paper. Dr Braim thanked the rebranding panel for doing a very good job.

18. PEOPLE'S PENSION AND GROUP LIFE COVER UPDATE

The Finance and Administration Manager went through the paper and highlighted two issues which had come up in the course of setting up the new arrangements and which required Board decisions. She had also been informed by the insurance broker that Canada Life would not allow MHC to use their Master Trust. The brokers were approaching another insurer who would allow charities to use their Master Trust. The arrangements for setting up the life cover had been delegated to the Director in consultation with Mr Madden, so she proposed that the Director pursued a resolution of the problem with the broker in consultation with the Chair of FAR.

On the proposal of Mrs Rees, seconded by Mr Davies it was **RESOLVED** unanimously:

- i. That MHC adopt a policy for new employees of postponing enrolment into the People's Pension for 3 months from the date of the employee joining MHC.
- ii. That employees are required to make a minimum contribution of 5% of pensionable earnings in order to join the pension scheme and benefit from the employer's contribution of 10% of pensionable earnings.

19. URGENT BUSINESS

There was none.

20. INFORMATION

20.1 Malvern Spa Association

No report.

20.2 AONB Joint Advisory Committee

A written report had been circulated.

20.3 Wildlife Panel

No meeting had taken place.

20.4 Recreation Advisory Panel

The minutes had been circulated. Mr Hawkins commented that the panel were enthusiastic and the meetings well attended. The Director said that the data collected on car parking would feed into the evaluation of the car parking arrangements and charges. The problem in practice with any system of card or phone payments was signal strength on the Hills. The providers also made a relatively high charge. The Swinyard car park machine had been badly damaged by vandals. He agreed that more needed to be done to inform people that their car park ticket was valid for all MHC car parks on a given day. The new £1 coin, to be introduced in March 2017 meant that the car park machines had to be modified. The question of replacing the car park ticket machines would be referred back to FAR in due course.

20.5 Management Report

A written report had been circulated. The Director added that there was now a water connection for the Top Shed but a sewage connection was still awaited. Making the connection was likely to result in additional costs.

21. ITEMS FOR FUTURE CONSIDERATION

There were none.

22. CONFIDENTIAL ITEM

On the proposal of Mr Penn, seconded by Dr Forster it was **RESOLVED** unanimously to exclude the public for discussion of item 23 on the agenda on the grounds that publicity would be prejudicial to the public interest by reason of the exempt or confidential nature of the business to be transacted (legal /commercially sensitive matter).

The meeting closed at 8pm