

8 September 2016

MALVERN HILLS CONSERVATORS ORDINARY MEETING OF THE BOARD

**Council Chamber, Avenue Road, Malvern
Thursday 8 September 2016, 7:00 pm**

Present: Mr D Baldwin, Ms C Bovey, Dr S Braim, Mr D Bryer, Mr M Cordey, Mr M Davies, Dr P Forster, Mr S Freeman, Mr R Hall-Jones (Chair), Mr R Madden (left after item 18), Mr J O'Donnell, Mr C Penn, Professor J Raine, Ms S Rouse, Mr C Rouse, Mr P Watson, Mr T Yapp.

In attendance: Director, Community and Conservation Officer (CCO), Conservation Officer, Finance and Administration Manager, Secretary to the Board, Dr G Crisp.

1. APOLOGIES FOR ABSENCE

Mr R Bartholomew, Mrs P Cumming, Mr A Golightly, Mr D Hawkins, Mr J Michael, Mrs C O'Donnell, Mrs G Rees, Ms S Stewart, Mr D Street.

2. CHAIR'S ANNOUNCEMENTS

Future events:

- i. Investment Workshop 15 November 2015 – An evening meeting, further details tba aiming to give Board members a better understanding of MHC's current financial framework, trustee investment powers, MHC's current investment policies and a basic understanding of different types of investment vehicle.
- ii. Land Management Outdoor Meetings 24 November 2pm venue tba.
- iii. Business Plan Workshop 24 November 7pm venue tba.
- iv. Board member training – An evening meeting, details tba to cover the difference between strategic and operational matters, and good decision making.

Prof Raine was invited to tell the meeting about the walk he was undertaking to raise money for mental health charities.

There would be an urgent business item in the confidential section of the meeting.

3. PUBLIC QUESTIONS

There were none.

4. DECLARATIONS OF INTEREST

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

5. MINUTES OF BOARD MEETINGS HELD 9 JUNE, 7 JULY AND 28 JULY 2016

On the proposal of Mr Madden, seconded by Mr Cordey, it was unanimously **RESOLVED** to approve the minutes of the meetings held on 9 June, 7 July and 28 July 2016.

6. MATTERS ARISING FROM THE PREVIOUS MEETING

There were none.

7. LAND MANAGEMENT COMMITTEE

7.1 On the proposal of Mr Rouse, seconded by Dr Braim, the **ACCURACY** of the minutes of the meeting held on 14 July 2016 was agreed.

7.2 Matters arising

Ms Bovey referred to a letter received by several Board members, from Mr Prosser. The Director confirmed that he had replied to inform Mr Prosser that the policy on drones allowed for applications to be made to MHC by CAA certificated operators who had a legitimate purpose for using drones over MHC land.

7.3 Board to adopt the report with any amendments

On the proposal of Mr Rouse, seconded by Mr Freeman, it was **RESOLVED** unanimously to adopt the minutes and the resolutions contained in them.

8. FINANCE, ADMINISTRATION AND RESOURCES COMMITTEE

8.1 Mr Bryer confirmed he had been at the meeting on 11 August. Subject to that amendment, on the proposal of Mr O'Donnell, seconded by Ms S Rouse, the **ACCURACY** of the minutes of the meetings held on 22 June and 11 August 2016 was agreed.

8.2 Matters arising

Mr Madden said that MHC had received a clear audit report and he thanked the Finance and Administration Manager and her team for the very professional job they had done.

Mr Madden proposed that when adopting the minutes, there should be an amendment to the resolution contained in minute 9 of the meeting of 11 August. Secretary to the Board hours should be increased by 7.5 hours per week and not 7 hours as stated at the meeting.

8.3 Board to adopt the report with any amendments

On the proposal of Mr Madden, seconded by Mr Cordey, it was **RESOLVED** (with one vote against and one abstention) to adopt the minutes and the resolutions contained in them, as amended in accordance with Mr Madden's proposal set out at 8.2 above.

9. GOVERNANCE COMMITTEE

- 9.1 On the proposal of Prof Raine, seconded by Dr Braim, the **ACCURACY** of the minutes of the meetings held on 28 July and 25 August 2016 was agreed.
- 9.2 Matters arising
Prof Raine drew Board members' attention to the results of the Quality of Governance survey which were included in the papers for the meeting, together with a relevant article. He also drew attention to the Urgent Business at the meeting on 25 August in relation to Farm Business Tenancies.
- 9.3 Board to adopt the report with any amendments
Mr Hall-Jones pointed out that the items on the Charity Commission Scheme and Standing Orders were on the agenda for separate discussion at this meeting. On the proposal of Prof Raine, seconded by Prof Braim, it was **RESOLVED** (with one abstention) to adopt the minutes and the other recommendations contained in them.

10. ST ANN'S WELL REFURBISHMENT COMMITTEE

- 10.1 On the proposal of Mr Freeman, seconded by Mr O'Donnell, the **ACCURACY** of the meeting held 20 July 2016 was agreed.
- 10.2 Matters arising
These would be dealt with in the Director's report.
- 10.3 Board to adopt the reports with any amendments
On the proposal of Mr Freeman, seconded by Mr O'Donnell, it was **RESOLVED** unanimously to adopt the minutes.

11. REBRANDING

The CCO went through the paper. Mr Hall-Jones confirmed that adopting a trading name would not change the name of the organisation. The CCO said that the green tone, which formed part of the brand design as reproduced in the papers for the meeting was not the exact colour which was to be adopted.

On the proposal of Mr Freeman, seconded by Dr Braim, it was **RESOLVED** (by 12 votes to 5) to approve the changing of the trading name of the organisation to Malvern Hills Trust.

On the proposal of Mr Freeman, seconded by Dr Braim, it was **RESOLVED** (by 15 votes to 2) to approve the overall brand design and general layout for interpretation.

On the proposal of Mr Freeman, seconded by Dr Braim, it was **RESOLVED** (by 16 votes to 1) to defer the approval of the new logo to the November Board meeting.

12. TO APPROVE PROVISION FOR LIFE COVER FOR THOSE EMPLOYEES NOT CURRENTLY JOINING THE WCC PENSION SCHEME

The Finance and Administration Manager introduced the paper and explained that she was still awaiting legal advice on whether using the insurance company's Master Trust

(to administer payment of any benefits under the life insurance) was appropriate for MHC. She also agreed to check that the annual premium quoted of £480 was a combined premium for all 3 employees. As the life cover needed to be set up before the next Board meeting it was agreed that implementation of the arrangements should be delegated. On the proposal of Mr Madden, seconded by Mr Cordey, it was unanimously **RESOLVED**:

1. That a group life scheme offering 3 times salary be set up for staff joining the People's Pension.
2. That approval of the additional cost in the 2016/17 financial year and the decision whether to join the Master Trust of the group life provider or whether MHC should set up its own trust to administer any benefits paid out under the policy should be delegated to the Director in consultation with Mr Madden.

13. CHARITY COMMISSION SCHEME

Professor Raine reported that there had been a very positive meeting with a lawyer from the Charity Commission and that he had suggested seeking the “in principle” approval of the Charity Commission Board prior to carrying out any detailed work on the scheme. It was apparent that the costly part of the exercise would be drafting the scheme. The details of the Scheme still required a lot more thought, and all Board members would need to be involved in the process of refining the terms of the Scheme prior to any detailed drafting taking place. Once the detail was agreed, there would be a public consultation.

Mr Madden said that whilst he understood why it was necessary to approve the next stage of the process, there was a risk of the costs building up without there being an overview of the total financial commitment and he hoped that after the next stage there would be a better idea of the costs to completion. Mr Cordey asked whether, within the Scheme, it would be possible to make changes to allow some of the capital reserves to be used for costs? Mr Penn pointed out that the Auditor's Report highlighted that Board members should be aware that there was a risk in missing opportunities by being over cautious. Mr Watson felt there was a risk that examination of the Scheme in Parliament might result in losing the precept. Mr Freeman pointed out that a Charity Commission Scheme would not invalidate the underlying legislation.

On the proposal of Prof Raine, seconded by Dr Braim, it was **RESOLVED** (with 2 votes against):

- I. To undertake the necessary work to progress the scheme:
 - a. To get “in principle” approval for the scheme from the Charity Commission Board and
 - b. For MHC's solicitor and Tony George to meet with a representative of the Office for Civil Society to get their views on the scheme

and approve a budget of £6,000 for that work.

2. Once that work is completed, to obtain more detailed costs estimates and timescales for the subsequent stages and refer these to the Governance Committee and the Board for review and decision.

14. APPROVAL OF REVISED STANDING ORDERS

Mr Hall-Jones explained that changes had been agreed by the Board at the June meeting and that the Board now had to consider the revised draft incorporating those agreed changes. There was a discussion about whether it was clear that Board members could sit on either Land Management or Finance Administration and Resources Committees and in addition on either or both of the Staffing Committee and Governance Committee.

On the proposal of Prof Raine, seconded by Mr Penn, it was unanimously **RESOLVED** to adopt the revised Standing Orders.

15. URGENT BUSINESS

Dealt with in confidential session.

16. INFORMATION

16.1 Malvern Spa Association

No report.

16.2 AONB Joint Advisory Committee

No meeting has taken place.

16.3 Wildlife Panel

No meeting has taken place.

16.4 Recreation Advisory Panel

No meeting has taken place.

16.5 Management Report

The Director confirmed that since his report had been written, the results of the asbestos survey for St Ann's Well had been received and there was nothing significant found. Some of the work indicated in Keith Tomkins' Health and Safety report had been undertaken. Quotes for design of a new web site had been invited. The budget of £5,000 had proved too low, and all the responses of an acceptable calibre had come in at over that figure. The preferred bidder had quoted £6,050

On the proposal of Mr O'Donnell, seconded by Mr Rouse, it was **RESOLVED** unanimously to authorise additional expenditure on development of a new web site of £1,050.

17. ITEMS FOR FUTURE CONSIDERATION

None were raised.

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18. CONFIDENTIAL ITEM

On the proposal of Mr Freeman, seconded by Mr Davies, it was unanimously **RESOLVED** to exclude the public for discussion of item 19 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 9.05pm