

**MALVERN HILLS CONSERVATORS
FINANCE, ADMINISTRATION AND RESOURCES COMMITTEE**

**Manor House, Grange Road, Malvern
Thursday 11 August 2016, 6:00 pm**

Present: Mr R Bartholomew, Mr M Cordey, Mr R Hall-Jones (ex officio), Mr R Madden (Chairman), Mr J O'Donnell, Mr C Penn, Professor J Raine, Ms S Rouse (until agenda item 9), Mr D Street, Mr P Watson.

In attendance: Director, Finance and Administration Manager, Conservation Officer (from agenda item 8), Community and Conservation Officer (CCO) (until the end of agenda item 8), Secretary to the Board, Financial Assistant, Mr A Golightly, Dr P Forster, Mr C Rouse.

1. APOLOGIES FOR ABSENCE

Mr D Bryer, Mr M Davies, Mr S Freeman, Ms S Stewart.

2. CHAIRMAN'S COMMUNICATIONS

2.1 Charlotte Williams (Admin Assistant) had handed in her notice and MHC was recruiting to replace her. The closing date for applications was 2nd September.

2.2 The Stroll was on 23 August at 6pm.

2.3 Business Plan Workshop - Thursday 24 November 7pm.

3. DECLARATIONS OF INTEREST

There were none.

4. MINUTES OF PREVIOUS MEETING (12 MAY & 22 JUNE 2016) AND ANY MATTERS ARISING NOT OTHERWISE ON THE AGENDA

There were none.

5. INVESTMENT PERFORMANCE REVIEW

Ian Borrows went through a written summary which he had provided for those at the meeting. He pointed out that the performance figures were not representative as, when the funds were received for investment, they were drip fed into the market so that the whole of the fund had not been fully invested during the relevant periods.

Mr Street asked whether a committee should be set up to monitor the investments. Mr Hall-Jones enquired what such a committee would do, over and above what the F A & R Committee was presently doing? It was agreed to consider the matter at the next meeting. Mr Madden suggested a workshop to help Board members to be better informed about how the MHC investment funds were set up and what the performance expectations were.

6. RESOLUTION TO EXCLUDE THE PUBLIC (item 15)

On the proposal of Ms Rouse, seconded by Mr O'Donnell it was unanimously **RESOLVED** to exclude the public for discussion of agenda items 16 and 17 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 (16 at request of auditor 17 personnel matter)

Minutes released

7. TO APPROVE TRUSTEES' ANNUAL REPORT AND ACCOUNTS FOR YEAR ENDING 31 MARCH 2016 (& authorise signature of Letter of Confirmation) (Agenda item 6)

Proposed amendment:

Pension Scheme: the pension review would not be concluded in autumn 2016.

The Finance and Administration Manager went through the paper and the reconciliation of the draft management accounts dated 31 March 2016 to the final accounts. The Auditors had given a clean audit report.

It was suggested that there should be another legacy campaign once the rebranding exercise was completed.

On the proposal of Mr Madden seconded by Mr Bartholomew it was **RESOLVED** unanimously that the Committee agree the draft of the Trustees' Annual Report and Accounts and recommend to the Board that it be adopted at the Annual Meeting of Council Tax Payers on 10 November 2016, subject to any post balance sheet events arising before that meeting and that the Chairman of the F A & R Committee sign the letter of representation to the Auditors.

Mr Regan pointed out that there was a difference between last year's accounts and this year's comparative numbers, arising from the fact that some changes had to be written back into the previous figures as result of the change to FRS 102.

8. TO CONSIDER THE AUDIT FINDINGS REPORT (agenda item 16)

Mr Regan said that most of the items in the Audit Findings Report were general to the sector and not specific to MHC. However, they should be read and considered. The audit had gone well and he thanked the Finance and Administration Manager and her team.

Mr Madden agreed that the points made in the Audit Findings Report should be considered, to make sure they were covered in MHC's procedures. The Director confirmed that some issues had been highlighted for action in the Risk Management Strategy.

9. SECRETARY TO THE BOARD HOURS (agenda item 17)

It was **AGREED** that the Committee recommend to the Board that the Secretary to the Board's hours of work be increased by 7 hours per week on a temporary basis, to continue (subject to quarterly review at Board meetings) until such time as the requirement for work on the Charity Commission Scheme ceased.

The meeting was reopened to the public.

10. AUTO ENROLMENT PENSION SCHEME (agenda item 7)

The Finance and Administration Manager went through the paper. A temporary alternative pension scheme had to be put in place, whilst negotiations were on-going with the County Council, to comply with the auto-enrolment legislation. The Master Trust offering the most appropriate terms was called The People's Pension. She confirmed that she was also look at setting up a small group life policy to cover the loss of death in service benefits which were not covered under that scheme.

On the proposal of Prof Raine, seconded by Mr Street, it was **RESOLVED** to recommend to the Board that The People's Pension be set up as MHC's auto enrolment scheme for employees not enrolled in WCCPF, and that the Finance Assistant be paid on an hourly basis for additional work arising from setting up a second pension scheme, to be reviewed after 6 months.

11. REBRANDING (agenda item 8)

The CCO went through the paper. The Interpretation Audit carried out in 2015 and the subsequent Interpretation Strategy identified that much of MHC's signage, interpretation boards and leaflets required replacement. The web site was also in urgent need of updating and work on all of these things had been postponed until the rebranding exercise had been completed. The paper set out the associated costs and the provisional timetable for implementation, but this work was required whether MHC adopted a rebrand or not. Mr Madden pointed out that the cost of the rebrand itself for 2016/7 was limited to the consultant's fees and the cost of trademarking.

On the proposal of Mr Bartholomew, seconded by Mr Cordey, it was **RESOLVED** (with one vote against) to recommend to the Board that they approve a budget of £1,500 for trademarking and that the future years' costs as outlined in the paper be included in the budgets for the relevant years.

The CCO confirmed that the proposal for new logo would come back to the Board meeting for approval in September.

12. IT REPLACEMENT STRATEGY (agenda item 9)

The Director went through the paper which had been produced for the Committee's Information. He outlined the short term priorities (review of IT support and cyber security) and the other matters which would be included in the Business Plan for review. The Director confirmed that Dr Braim had offered to assist, and Mr O'Donnell said he would also be pleased to help.

13. HEALTH AND SAFETY AUDIT REPORT (agenda item 10)

An independent consultant, Keith Tompkins, had been asked to provide an assessment of MHC's current systems. His report had been circulated. He raised no issues requiring urgent action but made a number of recommendations, some of which had

already been effected. One recommendation was that a group should be assigned to monitor, record and consider Health and Safety within MHC. The Director made it clear that the overall responsibility for Health and Safety lay with the Board as a whole. Mr Cordey asked what the legal position was in relation to rock falls. The Director said that it depended on the circumstances but action was being taken to discourage parking at the toe of slopes. Earth bunds were being put in place to make sure vehicles could not park close to the rock faces and also to act as a “catch zone” for minor rock falls. The major quarries were fenced off and there were signs to indicate the danger of rock fall. The car parks had signs to say that parking was at the driver’s own risk. The Director confirmed, in relation to risk issues relating to children and vulnerable adults, that MHC did not organize events for vulnerable groups. However people over 70 were classed as vulnerable adults. Mr Madden asked that Health and Safety became an agenda item at each FAR meeting until the Staffing Committee was set up.

On the proposal of Mr Madden, it was **RESOLVED** to recommend to the Board that:

- a. Health and Safety for staff and volunteers should be one element of the terms of reference for the Staffing Committee, including overseeing the implementation of H & S policy, setting up and reviewing procedures for the organisation and reporting back to the Board and
- b. In the interim the Health and Safety measures recommended in Mr Tompkins’ report be actioned by the Director, and that he report back to F A & R Committee until such time as the Staffing Committee was set up.

14. CAPITAL BUDGET FOR THE DIRECTOR (agenda item 11)

The Director had set out proposals for changes to the authorization of expenditure in his paper. The Committee indicated their general agreement and the Director was asked to bring forward appropriate amendments for inclusion in the Accounting Policies and Procedures Manual at the next meeting.

15. REPORTS - FOR INFORMATION (agenda item 12)

15.1 Management accounts for the period ending 30 June 2016

The Finance and Administration Manager went through her written report. It appeared that MHDC had overpaid the levy but they had explained that they had combined the levy payment with a payment of £2,000 for car park passes. She confirmed that the level of cash being held would be re-examined once the Business Plan was approved.

15.2 Budget 2016/17 –quarterly split and estimated cash flow

A paper had been circulated for information.

15.3 Review of Capital projects

The Director had circulated a report to update the committee on the progress of various projects. He pointed out that there was not a sufficient budget for maintenance for the car parks and the priority repairs for 2016/7

would mean that MHC would overspend on this item by around £2,500. Similarly, the budget for line repainting would be exceeded.

15.4 Facilities at Top Shed

The building works were 80% complete and water should be connected next week, following a delay on the part of Severn Trent.

15.5 St Ann's Well Refurbishment Committee report

Committee minutes had been circulated. It was hoped to go to tender for the building works in early September. The Finance and Administration Manager confirmed that unfortunately VAT could not be recovered on the project. Mr Madden said that he had asked the Director to look at the items in the capital budget to see if any could be rephrased into 2017/18 in order to avoid a further £30,000 overspend.

15.6 Business Plan

The aim was to bring this to F A & R Committee in December and to the Board in January for final approval. There would be a workshop in November.

16. FUNDING FOR "THE NATURE OF MALVERN" BOOK (agenda item 13)

The Conservation Officer introduced his paper. MHC would have a reviewing role, and would write a chapter on conservation and management. Questions included Pisces' commitment to market the book throughout the projected sales period, whether a discount could be offered to precept payers and whether copy and images could be used on the website and in leaflets? The Finance and Administration Manager confirmed that the gift fund was an unrestricted fund and could be used for the purpose of funding the book. If there was a profit, it was up to the Board to decide to which fund that was credited. The contributing authors would like to see any profits going into conservation management for the relevant species.

On the proposal of Mr O'Donnell, seconded by Mr Street it was **RESOLVED** unanimously that the Committee recommend to the Board approval of the proposal to produce a book as outlined in the paper and the use of £3,500 from the gift fund for its publication.

17. URGENT BUSINESS

There was none.

The meeting closed at 7.50pm