

## Malvern Hills Trust

Ordinary Meeting of the Board

By video/telephone conference and live stream

Thursday 12 November 2020 7.00 pm

**Present:** Mr C Atkins, Mr D Baldwin, Mr R Bartholomew, Dr S Braim, Mr D Core, Dr G Crisp, Mr M Davies (Chair), Mr M Dyde, Mr D Fellows, Mr R Fowler (joined during item 4), Mrs L Hodgson, Mrs H I'Anson, Mr J Michael, Mrs C Palmer, Dr T Parsons, Mr C Penn, Prof J Raine, Mrs G Rees, Mr C Rouse, Ms S Rouse, Ms H Stace, Mr T Yapp.

**In attendance:** CEO, Secretary to the Board, Finance and Administration Manager, Community and Conservation Officer.

Mr Davies welcomed everyone to the meeting.

### 1. Election of Chair

Ms Rouse took the chair. She thanked Mr Davies for all the work he had put in over the past year as Chair of the Trust.

There had been one nomination for Chair and Mr Davies was appointed unopposed.

### 2. Election of Vice-Chair

Mr Davies took the chair. There had been one nomination for vice-chair of the Board and Ms Rouse was appointed unopposed.

### 3. Apologies for absence

Ms Alexander.

### 4. Chair's report for 2019/20

See schedule 1 to the minutes.

### 5. Chair's announcements

- Land Management Workshop  
This would take place by Starleaf on 19 November.
- 3Cs Committee  
The committee met on 6 November. There was a 10 minute disruption to the streaming at the start of the meeting for which the Trust apologised.
- Email Addresses  
The new email addresses for trustees would effective from 17 November.
- GDPR Training  
This would take place early next year on-line.
- Amazon Smile  
Whilst the Chair encouraged people to shop locally, the Trust was registered with Amazon Smile. By selecting Malvern Hills Trust as the preferred charity, 0.5 % of the purchase value would be donated to the Trust.

### 6. Declarations of interest

Mr Rouse declared that he had commoners' rights over Trust land.

Mr Yapp and Dr Crisp mowed grass on Trust land in front of their properties.  
 Prof Raine declared an interest in any discussion relating to Brockhill Road.

**7. Public Comments**

There were none.

**8. Appointment of committees**

Mr Davies said there were more trustees wanting to sit on the Governance Committee than there were places. The Board would be considering adoption of a revised Code of Conduct at this meeting. He was aware that trustees had differing views on whether anyone who declined to sign the Code of Conduct should sit on the Governance Committee. Mr Davies suggested it would be helpful to clarify the position of all trustees on the revised Code of Conduct prior to appointing the members of the Governance Committee to the next meeting.

Mr Fowler asked if failure to sign a document could disbar trustees from sitting on a committee? He contended that Standing Order 4.6 did not apply to the Governance Committee. Mr Davies said that the composition of the Governance Committee would ultimately be resolved by a resolution of the Board. A show of hands indicated that the majority of Board members were in favour of deferring the appointment of the Governance Committee.

On the proposal of Ms Rouse, seconded by Dr Braim it was **RESOLVED** unanimously to appoint trustees to committees as follows:

<p><b>Land Management</b>                      Michelle Alexander                      Chris Atkins                      David Baldwin                      Stephen Braim                      Graeme Crisp                      Richard Fowler                      Helen I’Anson                      Cynthia Palmer                      Trevor Parsons                      Gwyneth Rees                      Chris Rouse                      Helen Stace                      Tom Yapp</p>	<p><b>Finance Administration and Resources</b>                      Richard Bartholomew                      David Core                      Mick Davies                      Mark Dyde                      David Fellows                      Lucy Hodgson                      John Michael                      Charles Penn                      John Raine                      Sarah Rouse</p>
<p><b>Staffing</b>                      David Baldwin                      Richard Bartholomew                      Mick Davies                      Helen I’Anson                      Cynthia Palmer                      John Raine                      Gwyneth Rees</p>	

On the proposal of Mr Davies, seconded by Mr Bartholomew it was **RESOLVED** unanimously to appoint trustees to other bodies as follows

4Cs: Mr Davies, Mr Rouse

Recreation Advisory Panel: Mr Baldwin, Dr Braim, Mr Davies, Mr Dyde

Wildlife Panel: Mr Atkins, Dr Braim, Mr Fowler, Ms Stace

AONB: Mrs Rees

Malvern Spa Association: Mrs Palmer

**9. To confirm the Minutes of the Board meetings held on 10 September and 15 October 2020**

On the proposal of Mr Davies, seconded by Ms Rouse, it was **RESOLVED** with one abstention to approve the minutes of the meetings held on 10 September and 15 October 2020.

Matters arising: The CEO confirmed that it was not possible for MHT to use the single justice procedure but he was in dialogue with MHDC who remained willing to assist the Trust with prosecutions.

**10. Financial update.**

The Finance and Administration Manager referred to the paper which had been circulated. Since the paper was written, she had received a further report from Brewin Dolphin. The value of the portfolio had risen since the start of the financial year by 0.65% on a total return basis. Because of the extension to the furlough scheme, the Government grant payable for keeping people in post who had been on the furlough scheme (expected early in 2021) had been withdrawn.

It was proposed that some of the budget items which had been put on hold because of the pandemic should be reinstated. Mrs Palmer thanked the Finance and Administration Manager for all her hard work. Mr Fowler suggested reviewing the proposals for improvements at Manor House as they had been delayed for some time. The CEO confirmed that he had made enquiries about connecting the sewage system at British Camp toilets to the mains. It was looking an unlikely prospect.

On the proposal of Ms Rouse, seconded by Mrs Palmer it was **RESOLVED** unanimously

- a) To reinstate the budget of £50,000 from the parliamentary fund for work on the septic tank at British Camp,
- b) To reinstate the budget of £5,000 from the parliamentary fund for hedge laying,
- c) That the work on Manor House improvements, budgeted at £55,000 in 2018/19, commence as soon as possible.

**11. Covid Contingency Committee**

The minutes of the meeting of 3 July 2020 had been approved by the Committee at their meeting on 6 November.

**12. Staffing Committee**

12.1 On the proposal of Mrs Palmer, seconded by Mrs Rees, it was **RESOLVED** by the committee members present to approve the minutes of the meeting held on 1 October 2020

12.2 Matters arising

Mrs Palmer went through the key points discussed at the meeting.

12.3 Adoption of minutes

Several trustees asked about the cost of employing an additional warden. The CEO said the post would commence from April 2021. The need for an additional warden had been made clear to the Staffing Committee. Not only had visitor numbers increased, placing more demands on the staff, but the Trust needed to do more public engagement on the Hills. There needed to be cover for the evenings, and after deducting holidays and absences through sickness, the wardening capacity was not adequate to cover 3,000 acres. Mr Core suggested the cost of the additional post and whether it was full time or a fixed term contract could be examined when the budget for 2021/22 was considered.

On the proposal of Mrs Palmer, seconded by Mr Bartholomew it was **RESOLVED** (with 2 abstentions) to adopt the minutes of the Staffing Committee meeting of 1 October 2020.

On the proposal of Mrs Palmer, seconded by Mr Bartholomew it was **RESOLVED** (with 2 abstentions) that the Secretary to the Board should continue to work an additional day per week until such time as the work on changes to the Trust's governing Acts was brought to a conclusion or until 31 December 2021 whichever was earlier.

On the proposal of Mrs Palmer, seconded by Mr Bartholomew it was **RESOLVED** (with 2 abstentions) that an additional full time permanent warden post should be included in the staff structure and the budget for 2021/22.

### 13. Land Management Committee

13.1 On the proposal of Mrs Rees, seconded by Mr Baldwin, it was **RESOLVED** (with 3 abstentions) by the committee members present to approve the minutes of the meeting held on 8 October 2020.

13.2 Matters arising

Mrs Rees went through the key points from the meeting. She hoped that part 1 of the revised Land Management Plan was now finalised. If any trustee had further comments they were asked please to contact the Conservation Manager as soon as possible after the meeting.

13.3 Adoption of minutes

On the proposal of Mrs Rees, seconded by Mr Baldwin it was **RESOLVED** (with 2 abstentions) to adopt the minutes of the meeting of 8 October 2020 and to adopt the mowing guidelines. The guidelines to be brought into effect from 1 January 2021 with any further action to be taken from 1 January 2022.

### 14. Governance Committee

14.1 On the proposal of Prof Raine, seconded by Mr Bartholomew, it was **RESOLVED** unanimously by the committee members present to approve the minutes of the meeting held on 29 October 2020.

#### 14.2 Matters arising

Prof Raine highlighted the key points from the meeting. In relation to the proposed governance changes, the Trust needed to ascertain the cost of a Private Bill. Before that, Prof Raine proposed a series of workshops to bring trustees back up to speed on the proposals. He hoped to do this as soon as possible.

The following points were made in discussions:

- Should adoption of the Code await the report which was expected in late December?
- Words should be added to the Code to add the trustees monitoring function. Prof Raine had explained that the Code was a guide for behaviour, and not meant to define the role of trustees.

#### 14.3 Adoption of Minutes

There was a proposal from Dr Parsons, seconded by Dr Crisp to amend the draft Code of Conduct to include reference in clause 17 to add "and monitor the performance of the board and its employees". The proposal was **DEFEATED** by 17 votes to 4 with 1 abstention. On the proposal of Mr Davies, seconded by Mrs Rees it was **RESOLVED** (with 2 votes against and 4 abstentions) to adopt the minutes of the meeting of 29 October 2020 and the revised Code of Conduct.

### 15. **Review of Governance arrangements**

Prof Raine had nothing further to add. The Secretary to the Board confirmed that the date by which private bills had to be lodged was 27 November. She would report on the issue of costs when she had heard back from solicitors.

### 16. **Urgent business**

There was none.

### 17. **Information**

#### 17.1 Malvern Spa Association

The Spa Association had held its AGM but because of Covid there was little to report.

#### 17.2 AONB Joint Advisory Committee

No report

#### 17.3 Wildlife Panel

No report

#### 17.4 Recreation Advisory Panel

No report

#### 17.5 Management Report

The CEO had been investigating the provision of an extra ticket machine at British Camp car park. A power supply was required, and it was unlikely that a second machine could be installed this financial year. He had also investigated using a different payment provider but there was no cost saving. A new router had been fitted to the British Camp machine, and upgraded aerials to four of the other machines which had improved their performance. One of the machines was vandalised using fireworks on 6 November, but the machine was now in use again.

### 18 **Date of next meeting** (agenda item 19)

7pm 21 January 2021 by video conference

**19 Confidential** (agenda item 20)

On the proposal of Mr Davies, seconded by Mrs Rees, it was **RESOLVED** to exclude the public for discussion of item 21 – 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 (HR/legal matter).

**The meeting closed at 9.55pm**

## Appendix I

### CHAIRMAN'S REPORT TO BOARD 2020 11 12

Every four years, in November, the Trustees around this table may be replaced overnight with up to 28 entirely different people, a recipe for healthy refreshment but with some risk of discontinuity, loss of the organisations collective memory and knowledge. In the event, 15 of the previous board are no longer with us, we have 10 new members around the virtual table and 6 current vacancies.

Following last November's elections and nominations we welcomed those new members with an intensive induction programme that was helpful to old members too but soon we ran into internal disputes about the workings of the Board. Then, earlier this year, after a largely supportive public consultation, we were advised by the Charity Commission and DCMS that our proposals for updating our Acts would be better enacted through a Private Bill process; an unexpected and significant change of direction. Then, along came a virus and during that hiatus, a number of complaints to the Charity Commission.

As you know, the internal disputes and the matters related to the Charity Commission remain unresolved for now but we have agreed a robust albeit costly process for bringing them to a conclusion. Work on the modernisation of the Malvern Hills Acts was paused while we organised around Covid-19 and will recommence soon through the Governance Working Party.

The realities of the Global Pandemic reached us in March and we all pitched in to deal with the consequences, operationally in terms of fieldwork, wardening, visitor services and other essential day to day work and administratively in terms of the organisation of meetings. The Board successfully instituted a Covid-19 Contingencies Committee to enable urgent decisions to be made and, anticipating the loss of revenue from closed car parks and a fall in visitor numbers, staff hours were adjusted temporarily. Since lockdown was removed, visitor numbers have soared and revenues have bounced back ahead of budget. However additional staff resources were then required both to deal with visitor numbers and associated issues, as well as the additional workload selling car park passes in house when our arrangements with the library were suspended, another success that we may learn from. Online meetings were successfully piloted by the 3Cs committee and regular Board and Committee meetings have been re-established since September using this medium. The format is not ideal but we can function.

Out on the Hills and Commons our land management and conservation work has gone on although for most of the productive year we have been without the much valued help of our cheerful volunteers. The new winter scrub clearance work is already programmed, adding to the greatly appreciated programme completed last winter, paths have been restored at Old Hills, Gardners and British Camp and pond restoration started at Castlemorton. The Community Woodland Access civil works were finished in September to wide acclaim with seating and signage to follow and habitat restoration work continues throughout the estate.

Our Land Management Plan is the foundation for our conservation work and this year has seen a major effort to engage with stakeholders and update the plan for the next 5 years. Hopefully, following our postponed workshop we can soon formally ratify the plan for implementation including the Countryside Stewardship Scheme for Castlemorton Common and the Southern Hills for which our application is under consideration by DEFRA.

Meanwhile, our managers have also kept us on a stable financial footing. The audit told us that our processes and the 2019/20 accounts were well managed and clean and the accounts tell us that we registered a marginal surplus and that we hold healthy reserves, in large part resulting from generous legacies. The prudent use of reserves has also helped us to maintain grazing across

12 November 2020

the gap in the Southern stewardship schemes. Prudent management is a precious commodity for which we are very grateful.

The modernisation of the Malvern Hills Acts remains an objective that is supported by the majority of the public who responded directly to our proposals in October last year. But it seems that the controversy that was expressed during and after the formal consultation has persuaded DCMS that the matters within that scheme should be subject to the test of parliamentary scrutiny and debate. It also seems that the Charity Commission remain supportive of those proposals that align with their guidance while expressing their current preference for a Private Bill as the better process to implement changes to the Acts.

I hope that we can reach a positive conclusion when we come to decide on a forward path for this modernisation work. The rewards of success have been well rehearsed in this Board over the years; let's hope we are not unduly impeded in reaping those rewards.