

14 July 2022

Malvern Hills Trust

Ordinary Meeting of the Board

Council Chamber, Avenue Road, Malvern

Thursday 14 July 2022 7pm

Present: Mr C Atkins, Mr R Bartholomew, Dr S Braim, Dr E Chowns (arrived during item 3), Mr P Clayburn, Mr D Core, Mr M Davies (Chair), Mr R Fowler, Mrs L Hodgson, Mrs H I'Anson, Mr J Michael (arrived during item 7), Dr T Parsons, Mr C Penn, Prof J Raine, Mr C Rouse, Ms M Turner, Mr D Watkins, Mr T Yapp.

In attendance: CEO, Secretary to the Board, 1 members of the public, Andy Thomason (Bishop Fleming)

Please note – reporting items set out on the agenda which were not for decision were dealt with at an online workshop (“the Workshop”) on Monday 11 July 2022 which was streamed for members of the public. This action was taken because of the continuing high numbers of Covid-19 cases in order to shorten the face-to-face meeting.

Mr Davies welcomed everyone to the meeting.

1. Apologies for absence

Mr D Baldwin, Mr D Fellows, Mrs C Palmer, Mrs H Stace, Finance and Administration Manager.

2. Chair's announcements

- Trustee Workshop (by Zoom) 21 July - review of car parking arrangements
- Trustee Workshop (by Zoom) 8 August 6.30pm – first quarter's accounts and the impact of escalating prices
- Castlemorton Parish Hall 16 August 7pm – Trustee Workshop to discuss the outcomes from the Governance Toolkit exercise
- Stroll 31 August Malvern Link 6.30pm
- The Trust had purchased a piece of land in Evendine Lane
- A portfolio update letter had been received from Brewin Dolphin, which had been circulated to all trustees
- A letter from the Charity Commission had been received confirming that they had closed their file in relation to a regulatory compliance case.

3. Declarations of interest

There were none.

4. Public Comments

There were none.

5. Audit completion report

Mr Core confirmed that there was a clean audit report and that he and Mr Davies had had a meeting with the auditors without staff present.

Mr Thomason said that the process had gone very smoothly and the Malvern Hills Trust team had been brilliant. There were no management letter points. He summarised the report which had been circulated. He asked whether any trustee was aware of any post balance sheet events - there were none raised.

He outlined the statistical tests which were applied for error and fraud detection, and the results set out in the report, which raised no concerns. There were no unresolved prior year points.

He confirmed that, in relation to the pension scheme, the auditors did not enquire into the figures presented by the actuary, as they were the specialists.

Mr Core thanked the team from Bishop Fleming and the team at the Trust for all their hard work.

Mr Thomason left the meeting.

6. To confirm the Minutes of the Board meeting held on 12 May 2022

On the proposal of Mr Clayburn, seconded by Mr Atkins it was **RESOLVED** (with 7 abstentions) to approve the minutes of the meeting held on 12 May 2022.

There were no matters arising.

7. Staffing Committee

7.1 On the proposal of Mr Davies, seconded by Mr Penn it was **RESOLVED** by the committee members present to confirm the accuracy of the minutes of the meeting held on 31 May 2022.

7.2 Prof Raine confirmed that there were no updates.

7.3 Adoption of minutes

On the proposal of Mr Davies, seconded by Mr Bartholomew it was **RESOLVED** (with 2 abstentions):

- i. To adopt the minutes of the meeting held on 31 May 2022
- ii. To introduce a 20p per mile tax free bicycle mileage allowance for business journeys with immediate effect.
- iii. That the carry forward provisions for staff annual leave in the Employee Handbook have the following added – ‘to allow all untaken annual leave (including bank holidays) as at 31st March 2022 to be carried forward and used before 31st March 2024’,

That the carry forward provisions for TOIL in the Employee Handbook have the following added – ‘that overtime balances outstanding at 31st March 2022 can be carried forward, to be used before 31st March 2024’

The matter be reviewed at 31 December 2022.

The recommendations from the confidential part of the Staffing Committee meeting were dealt with in the confidential part of this meeting.

8. Finance Administration and Resources Committee

8.1 On the proposal of Mrs Hodgson, seconded by Prof Raine it was **RESOLVED** by the committee members present to confirm the accuracy of the minutes of the meeting held on 9 June 2022.

8.2 Mr Core confirmed that there was a regulatory requirement for the Trust’s investment managers to write if a fund fell by more than 10% from the previous

quarterly valuation. Such a letter had been sent out in June as a result of a fall in value of the Land Purchase Fund. Whilst this was to be regretted, these were long term investments and was not a matter of immediate concern to the Committee. The Committee had agreed to hold a workshop for all trustees once the June management accounts were available to consider the impact of increasing prices and staff costs on the Trust's budgets for 2022/23.

8.3 Adoption of minutes

On the proposal of Mr Core, seconded by Mrs Hodgson it was **RESOLVED** unanimously:

- i. To adopt the minutes of the meeting held on 9 June 2022
- ii. To adopt the amended reserves policy
- iii. To record that the assessment of the reserves position at 31st March 2022 was satisfactory

9. **Governance update**

This had been discussed at the Workshop.

Mr Atkins reminded trustees that a summary of the main outcomes of the Governance Toolkit exercise had been circulated in advance of the workshop on 16 August. If trustees had other issues which they wanted to include, they should contact Mr Atkins before the meeting.

10. **Final Management Accounts to 31.3.2022**

These had been circulated. There had been a small number of adjustments which were set out in the accompanying paper. It was confirmed that there had been no expenditure in the year in connection with the Governance changes.

11. **To approve the narrative on the Trustees' Annual Report.**

An E-mail from the Finance and Administration Manager together with Mr Fowler's response had been circulated to trustees. It related to a proposed amendment to the narrative which had been discussed at the workshop on 17 May 2022. The proposed change had been considered after the workshop and the Finance and Administration Manager reported that she believed that the wording of the Trustees' Annual Report as previously circulated properly reflected the Trust's legal status and the proposed change was not appropriate. Mr Atkins said that he believed the assertions in Mr Fowler response of 14 July, which were represented as matters of fact, did not present a full and accurate picture. Mr Davies pointed out that the debate about whether the Trust could properly be labelled as a "public body" was one which was likely to be central to the discussions on the outcomes of the Governance Toolkit, and the Workshop on 16 August might be the best place for a discussion on how the issue might be resolved.

Mr Penn had made a number of points in an E-mail to the Finance and Administration Manager. It was agreed to insert the words "...of pensionable salary" after "10%" at the end of para 4 page 18.

On the proposal of Mr Davies, seconded by Mr Bartholomew it was **RESOLVED** (with 2 votes against and 2 abstentions) to approve the wording of the Trustees' Annual Report with the addition of the words "of pensionable salary" at the end of para 4 page 18.

12. Authority for bank mandate

On the proposal of Mr Core, seconded by Mrs Hodgson it was **RESOLVED** (with 2 abstentions) to alter the Lloyds Bank mandate to add the Secretary to the Board as a signatory with online access to the account.

13. Proposed amendment to Standing Orders

As outlined in the paper, some minor anomalies had been identified and the changes were intended to clarify the existing wording of Standing Orders.

On the proposal of Mr Bartholomew, seconded by Mr Clayburn it was **RESOLVED** unanimously to amend Standing Orders as follows:

4.3 There shall be a minimum of 9 trustees appointed to Land Management Committee and a minimum of 9 to Finance, Administration and Resources Committee

4.9 If the number of members on any standing committees 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 committees will, with the consent of the member/s concerned, appoint additional trustees 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

9.2 Only trustees who have signed the Trustees' Code of Conduct will be eligible for membership of the Disciplinary Committee.
Renummer existing paragraphs 9.2 – 9.4 accordingly

14. Approval Risk Management Schedule

The content of the Risk Management Schedule had been discussed in a workshop and a final draft had been circulated. The CEO reminded everyone that this was a living document and subject to change. The Chair thanked the CEO for his work on the document.

On the proposal of Mr Core, seconded by Mr Penn it was **RESOLVED** unanimously to approve the wording of the Risk Management Schedule.

15. Local Government Boundary Commission (LGBC) revised proposals

The Secretary to the Board had circulated an E-mail summarising the current proposals and the LGBC comments on the Trust's response to the original proposals. The LGBC were now consulting on further proposed changes – the amalgamation of four wards into two, thus potentially making a change to the

warding arrangements which would be inconsistent with the wording of the Malvern Hills Acts. The Trust would respond in the further consultation and was seeking advice on how it could address the necessary legislative change were the current recommendations to be adopted. If the Malvern Hills Acts could not be amended by the Secretary of State pursuant to s 67(2) Local Democracy, Economic Development and Construction Act 2009, being a consequential change flowing from the adoption of the recommendations, exercising the other options open to the Trust to amend the wording of the current statutory provisions could be very costly.

The proposed changes would not affect the precepting arrangements, only the voting arrangements. There was a change made to the numbers of wards in 1958 and an amendment to the Acts was made by Statutory Instrument.

An additional issue was whether the change could be made in time for the scheduled Trust elections in November 2023. The breaking of the link between voting arrangement and payment of the levy was potentially divisive.

16. Arrangements for Levy Payers' Meeting

The Secretary to the Board confirmed that the Levy Payers' Meeting would take place before the September Board meeting. The Trust offered the opportunity to members of the public to ask questions on the accounts as a matter of good practice.

A complex question was put at the meeting in 2021, to which it was not possible to give a full answer during the meeting. An option would be to revert to the practice of asking for questions to be submitted in advance of the meeting in order to avoid this situation arising again. Any questions posed on the accounts without prior notice could be answered at a later date. The public information about the meeting made it clear that questions could be asked on the accounts. Questions could be asked at any time on other topics through the office,.

17. H & S update

There had been one minor accident in the period after the report had been written.

The CEO suggested keeping the existing Covid precautions in place given the high case numbers – they were not onerous.

On the proposal of Dr Chowns, seconded by Mr Bartholomew it was **RESOLVED** (with 2 abstentions) to continue the current precautions.

18. Information

These items had been discussed in the Workshop, but the comments recorded below were made at the meeting:

18.1 Management accounts - interim accounts to 31.5.22

Mr Core said there had been a small decline in car park takings but they were still ahead of the pre-pandemic figures. The CEO pointed out that car park takings declined during very hot weather.

18.2 Expenditure approved under delegated authority 2022

The CEO had understood that WCC would be contributing 50% of the cost of the work required to the roadway at Westminster Bank. He had subsequently been

told that they were not able to do that within this year's budget. They would only make a £1,000 contribution from the public Rights of Way budget.

18.3 Conservation Manager's Report

18.4 GDPR breaches There were none to report.

18.5 Malvern Spa Association

18.6 AONB Joint Advisory Committee

18.7 Wildlife Panel

18.8 Recreation Advisory Panel

18.9 4Cs

18.10 Management Report

19. Urgent Business

There was none.

20. Date of next meeting

8 September 2022 after the levy payers' meeting

21. Confidential

On the proposal of Mr Davies, seconded by Mr Core it was **RESOLVED** unanimously to exclude the public for discussion of item 22 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 matter).

The meeting closed at 9.00pm