

22 September 2022

Malvern Hills Trust  
Ordinary Meeting of the Board  
Council Chamber, Avenue Road, Malvern  
Thursday 22 September 2022 7pm

**Present:** Mr C Atkins, Mr R Bartholomew, Mr P Clayburn, Mr D Core, Mr M Davies (Chair), Mr D Fellows, Mr R Fowler, Mrs L Hodgson (arrived during item 8), Mrs C Palmer, Ms M Turner, Mr D Watkins,

**In attendance:** Secretary to the Board, Conservation Manager, Finance and Administration Manager, 5 members of the public.

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 5 September 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, Dr S Braim, Dr E Chowns Mr J Michael, Dr T Parsons, Prof J Raine, Mr C Rouse, Mrs H Stace, CEO.

**2. Chair’s announcements**

The Board meeting had been reconvened, the original meeting having been abandoned because of the death of Her Majesty the Queen and the agenda had been reissued without the reporting items which were dealt with at the Workshop. The Chair reminded trustees of the dates of forthcoming meetings.

**3. Declarations of interest**

There were none.

**4. Public Comments**

See schedule.

**5. To confirm the Minutes of the Board meeting held on 14 July 2022**

On the proposal of Mr Davies, seconded by Mr Bartholomew it was **RESOLVED** (with 2 abstentions) to approve the minutes of the meeting held on 14 July 2022.

Mr Fowler asked whether there had been any communications with the Charity Commission this year regarding the proposed bill. The Secretary to the Board said she would check.

**6. To review the Letter of Representation addressed to Bishop Fleming and authorise the Chair of the Board to sign**

On the proposal of Mr Core seconded by Mr Clayburn it was **RESOLVED** unanimously to authorise the Chair to sign the Letter of Representation.

**7. Trust bank deposit accounts**

The Finance and Administration Manager referred to the paper. A deposit platform was provided by Flagstone Investment Management which allowed charities to place funds through the platform for investment in around 80 different deposit accounts. This provided the charity with a straightforward way of splitting deposits of £85,000 between different banks, thus taking advantage of the FSCS deposit guarantee.

Mr Fowler asked if the Trust could keep a record of the interest received compared with the interest which would have been achieved under the previous arrangement. On the proposal of Mr Core, seconded by Mrs Palmer, it was **RESOLVED** unanimously:

1. To close the CAF Gold deposit account,
2. To transfer a total of £340,000 to the CAF Charity Deposit platform (being the full balance on the CAF Gold account and the balance from the Lloyds 30-day notice account) for a trial period of 12 months. Blocks of £85,000 to be invested across a range of 3 to 6-month deposits.
3. To keep the deposit accounts under review, with a further report to FAR or the Board in 12 months' time (or sooner if needed).

#### **8. Arrangements following Levy Payers meeting: Appointment of auditors – tendering exercise**

The Finance and Administration Manager had spoken to PwC following the Levy Payers' meeting. They had taken the Trust's details but said that they did not act for many charities, and those they acted for were global charities. After consultation with the audit partner concerned, the Finance and Administration Manager received an E-mail to say that PwC did not operate in this market at the present time.

It was suggested that the audit be put out to tender, targeting firms operating in the Trust's market. She had compiled a list of 8 charity specialists (Haines Watts, Haynes McIntyre, Crowe, RSM, Moor Kingston Smith, Alder Blackthorn, Birman and Co and Preston Reeves, together with Bishop Fleming if agreed). Mr Core commented that Bishop Fleming had been the Trust's auditor for 4 years and it was appropriate to go through a tendering process to demonstrate that the Trust had looked effectively at the market.

Mr Fowler asked why the auditing arrangements were being questioned and whether auditors included in the tendering process on the last occasion were on the list this time. The Finance and Administration Manager said that Crowe and Moore Stephens (as they then were) were included on the last occasion.

The Levy Payers' meeting would be reconvened when there was a proposal for consideration.

On the proposal of Mr Core, seconded by Mr Atkins it was **RESOLVED** unanimously to re-tender for the audit for accounts year 2022/23.

A member of the public interjected to suggest including a levy payer who was not a trustee in the tender process.

#### **9. Local Authority Boundary Commission (LGBC) Review: update and to approve a budget**

Mr Davies said that the LGBC had published a final report on the electoral arrangements for Malvern Hills District Council, which would be enacted in time for the election in May 2023. The Trust would be forced to make a response to these changes. Concern was expressed about the cost implications for the Trust. The Secretary to the Board said that the Trust had approached a Parliamentary Agent who had contacted DEFRA and the Department for Levelling Up Housing and Communities to see if they would make an order under s67 Local Democracy, Economic Development and Construction Act 2009 to amend the Acts. This was the best option for the Trust. She was also approaching the Charity Commission to see if they would consider a single-issue s 73 Charities Act 2011 scheme. She would prepare a paper for the Governance Committee looking at what the options for change might be. The priority was to find a solution that a majority of people would find acceptable. There was a very tight timescale to get the changes to the Acts made. Mr Davies commented that it was not suggested that £15,000 would cover the cost of making changes to the Acts. Costs incurred to date were around £3,500.

On the proposal of Mr Davies, seconded by Mr Core it was **RESOLVED** (with 1 abstention)

- i. that work should proceed immediately to address the inconsistency which would be created by the implementation of the LGBC proposals, which would result in the provision in the Acts in relation holding Trust elections no longer being consistent with the MHDC warding arrangements within Malvern.
- ii. To authorise a budget for legal fees of £15,000 and set up a designated fund.

#### **10. Updates Risk Management Schedule**

The Secretary to the Board said that significant changes had been made to the Risk Management Schedule since the last Board meeting, chief of which arose from the Boundary Commission review. Items 2.2 and 3.4 – compliance with Malvern Hills Acts and Impact of Government Policy, had both gone up to a risk score of 20 (red category) as the likelihood of an adverse impact was now inevitable and the impact level was very serious. Item 4.4 – employment issues (lack of capacity to cover staff absences) and 4.5 – loss of key staff had also increased because of staff absence from Covid and long Covid.

#### **11. To consider the outcomes from the trustee workshop on the Governance Toolkit exercise**

A trustee workshop would take place on 29 September to take forward some of the ideas from the workshop in August. There would be an agenda. Mr Atkins had invited trustees to let him know if there were matters they wished to raise.

#### **12. Review of temporary fencing**

The Conservation Manager went through the paper.

As an alternative to fencing, the use of electric collars on cattle was still being trialled. This might be effective in some areas but would not work for sheep.

The Trust always took into account those with disabilities and endeavoured to make arrangements to allow access to as many different users as possible. He acknowledged that the gates in the temporary fencing could be difficult to use but were the best that could be achieved given the terrain.

On the proposal of Mrs Turner, seconded by Mr Clayburn it was **RESOLVED** unanimously to agree the current use of temporary fencing.

### **13. Purlieu Field – land management**

The Conservation Manager said that the paper summarised the research which had been carried out at the site and set out management prescription.

The Conservation Manager had noted a number of comments during the Workshop which he would incorporate. Reference to meadow saffron would be added. This had an impact on the management regime as it was poisonous to livestock. There was a pond on the site, and its restoration would be added to the work schedule.

On the proposal of Mr Bartholomew, seconded by Mrs Turner it was **RESOLVED** unanimously to approve the management prescription as amended.

### **14. Suspension of trail hunting on Trust land**

The Secretary to the Board went through the paper. The letter from the hunt did not acknowledge the Trust's legitimate interest in managing activities on its land for the benefit of all users and the preservation of the flora and fauna in accordance with the Acts. The Conservation Manager added that Trust staff had put in considerable time and effort to try to assist the hunt in complying with the policy but they had failed to do so.

It was acknowledged that if a different organisation came to the Trust with a different proposal the Trust would consider it.

On the proposal of Mrs Hodgson, seconded by Mr Bartholomew it was **RESOLVED** unanimously to reaffirm the decision to suspend indefinitely the issue of licences for trail hunting events on Trust land.

### **15. H & S update**

There had been no incidents since the workshop. The Secretary to the Board suggested that the issue of Covid precautions should be considered at the Governance Committee Meeting. Mrs Turner noted that some staff had been off sick for quite a long time, and she wanted to acknowledge that the staff must be stressed as a result of that.

### **16. Information**

#### **16.1 Management accounts to 31.7.22**

The Finance and Administration Manager said that the August car park takings were 2.7% below budget, which was a good result in the circumstances.

#### **16.2 GDPR breaches**

There were none to report.

#### **16.3 Conservation Managers report from 5 September 2022**

September was a busy time. A robocut had been hired to carry out work on the steepest ground, including on Swinyard Hill where it removed the vegetation from the Shire Ditch. Two forestry contractors had been at work at Old Hills and the western side of Swinyard Hill. They had opened up the secondary woodland to restore the wood pasture at Old Hills. The Field Staff had been clearing the mire habitat (SSSI) on Castlemorton Common.

A sheep had been killed by a dog on the northern hills yesterday. The owner had come forward. The police had been involved and the Trust would publicise the incident in the hope of preventing others.

**17. Urgent Business**

There was none.

**18. Date of next meeting**

10 November 2022

**19. Confidential**

On the proposal of Mr Davies, seconded by Mr Core it was **RESOLVED** unanimously to exclude the public for discussion of item 20 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 (commercially sensitive).

**The meeting closed at 8.30pm**

**Schedule**

Graham Crisp

Is the holding of the precept payers' meeting the exercise of a public function?

Response

The position was unclear. The Secretary to the Board had spoken to the Trust's solicitors. They said it might be but it was not a clear cut issue. It was not material to the holding of the meeting whether it was a public function or not.