

9 March 2023

## Malvern Hills Trust

Ordinary Meeting of the Board

Council Chamber, Avenue Road, WR14 3AF

Thursday 9 March 2023 7pm

**Present:** Mr C Atkins, Mr D Baldwin, Mr R Bartholomew, Dr S Braim, Mr P Clayburn, Mr D Core, Mr M Davies (Chair), Mr R Fowler, Mrs L Hodgson, Mr J Michael, Mrs C Palmer, Dr T Parsons, Prof J Raine, Mr C Rouse, Ms H Stace, Mrs M Turner, Mr D Watkins. Dr D Westbury

**In attendance:** CEO, Secretary to the Board, New and Outgoing Finance and Administration Managers, Conservation Manager, 3 members of the public.

Mr Davies welcomed everyone to the meeting.

### 1. Apologies for absence

Mr D Fellows, Mrs H I'Anson, Mr C Penn.

### 2. Chair's announcements

- Plans were in hand for a second workshop on stakeholder engagement, to take place on 16 March at 7pm.
- A get-together was planned for trustees and staff on 23 March at 4.30pm.
- The Trust had received a letter from the Charity Commission advising that it had received allegations of unspecified inappropriate conduct at the board meeting held on the 19th January. The letter directed trustees to the Commission's general guidance and asked them to work together to resolve any outstanding issues and to focus on the best interests of the charity. Mr Davies surmised that the allegation concerned the discussion about a request for information relating to the ward boundary changes. He had raised the matter in the meeting in order that the trustees could establish a reasonable response to the request. He now realised that initiating the discussion in a public meeting risked damaging the reputation of the Trust and he apologised to trustees and staff for his misjudgement. He also apologised to Mr Fowler if he felt in any way aggrieved as a consequence of his actions. If trustees wished to consider their response to the letter, Mr Atkins had offered to organise a workshop. Trustees were asked to contact Mr Atkins if they were interested in participating. Mr Clayburn commented that it was difficult to have a constructive discussion without more information about the nature of the complaint.
- Mr Davies welcomed, the newly appointed Finance and Administration Manager to the meeting.
- Mr Davies thanked the outgoing Finance and Administration Manager for her work for the Trust over the past 20 years and wished her a happy and fulfilling retirement.
- Mr Davies welcomed Dr Westbury to his first board meeting.

- There was an item of urgent business, relating to capital expenditure on the Donkey Shed. Mr Davies said that a formal opening of the restored Donkey Shed was anticipated in the near future and he thanked the Civic Society and the AONB for the grants which had made the restoration possible.

### 3. Declarations of interest

Mr Rouse –rights of common over Trust land.

### 4. Public Comments

See Schedule

### 5. To approve the Minutes of the Board meetings held on 19 January and 16 February 2023

The Secretary to the Board confirmed that the title to the February minutes should be amended to a Special meeting. On the proposal of Mr Clayburn, seconded by Ms Stace it was **RESOLVED**

- a) (with 1 vote against and 3 abstentions) to approve the minutes of the meeting held on 19 January 2023
- b) (with 1 vote against and 4 abstentions) to approve the minutes of the meeting held on 16 February 2023

### 6. Matters arising from the previous Board meeting not otherwise on the agenda

Mr Fowler read out a statement in relation to the meeting on 19 January.

During the agenda item on the Local Government boundary changes, the Chair had raised the issue of a request for information which Mr Fowler had made in relation to that topic. Mr Fowler believed the Chair presented selective information which was designed to lead other trustees to consider Mr Fowler's request unreasonable and thereby instigated a bout of bullying. He said that the Chair had apologised for bullying in the past. Mr Fowler went on to make a number of criticisms of other trustees, in particular their lack of understanding of information before them and their failure to attend meetings.

He believed no single trustees should be denied access to information on the grounds that other trustees did not require it.

He raised the issue about the conduct of the meeting with the Vice Chair. She had tried to facilitate a meeting with the Chair of Governance but there had been no action from the governance of the Trust.

The Chair suggested that the matter should be discussed outside the meeting. Mr Fowler felt any resolution of the complaint should be made public.

He said he was not familiar with what was contained in any letter to the Charity Commission.

In response to a number of other general points that were raised, the Chair made it clear that if trustees needed further clarification on items which were not matters arising from the minutes, they should contact the CEO.

## 7. Land Management Committee

7.1 On the proposal of Dr Braim, seconded by Mr Atkins it was **RESOLVED** (with 1 vote against and 2 abstentions) by the committee members present to confirm the accuracy of the minutes of the meeting held on 15 February 2023.

7.2 There were 2 recommendations from the Committee for adoption by the Board. Points were raised in relation to removal of non-native conifers, tree planting in West Field, the purchase of a bowser and the management regime for West Field. The future management of the conifers would be addressed in the Conservation Manager's plan which would be considered by the next Land Management meeting. The CEO reiterated that the rationale for purchasing the bowser was that rather than spending money on putting infrastructure in fields which would only be grazed occasionally, a bowser could be used across the Trust's entire estate as and when needed.

Dr Braim referred all trustees to the paper which had been prepared for Land Management Committee on the Trust's powers in relation to the expenditure of funds on the proposed new building. The Conservation Manager confirmed that there had been a discussion with the grazier, and it had been agreed that he would pay a small rent for the use of the building and for West Field.

### 7.3 Adoption of the minutes and recommendations

On the proposal of Dr Braim, seconded by Mr Bartholomew, it was **RESOLVED** (with 2 votes against and 1 abstention) to approve the work programme for Stonepit Field, Swinepit Rough, West Field, Colwall Coppice and Norbridge Field for inclusion in the Land Management Plan, including the proposals:

- i. That the lower part of West Field be sparsely planted (20 – 30 trees) with a mix of orchard and broadleaved trees within the pasture.
- ii. That the Conservation Manager should develop a viable plan for removing the exotic trees and establishing new site appropriate tree/shrub species.

On the proposal of Dr Braim, seconded by Mr Bartholomew, it was **RESOLVED** (with 1 abstention) to approve the expenditure of up to £40,000 from the Parliamentary Fund to construct a building to replace the temporary structure at Colwall Lands.

On the proposal of Dr Braim, seconded by Mr Bartholomew it was **RESOLVED** (with 2 abstentions) to adopt the minutes of the Land Management Committee meeting held on 15 February 2023.

## 8. Residents' parking pass policy

The CEO referred to the paper. The terms and conditions were a compilation of all of the existing information relating to parking. Two changes were agreed - that the document should include reference the Trust's policy on free parking for blue badge holders and a small change ("and" to "but") on the second substantive line.

On the proposal of Mr Core, seconded by Prof Raine it was **RESOLVED** unanimously to approve the terms and conditions document as amended.

## 9. Update to investment policies

The new Finance and Administration Manager (FAM) introduced the paper. The policies (as updated following the January Board meeting) were attached to the paper and the Board was invited to review them.

On the proposal of Mr Core, seconded by Mrs Hodgson it was **RESOLVED** with 1 abstention to adopt the policies and authorise the Chair of the Board and the Chair of the Finance, Administration & Resources Committee to sign the investment policies for the Land Purchase (1992) Fund and the Parliamentary & Land Maintenance Fund on the Trust's behalf .

## 10. Use of Flagstone account

The new FAM went through the paper. Comments made included:

- Concern was expressed about placing more than £85,000 with one institution. because in the event of the collapse of that company, the excess funds would not be protected.
- On what basis was the BBB rating assessed as a “safe” credit rating.

Mr Core said these were important concerns. Since 2008, the regulations had been strengthened to reduce risk in the retail banking sector. The Trust had high levels of cash holdings at the present time and this proposal was an attempt to maximise the return. The FAM and Chair of Finance Administration and Resources Committee would have to weigh what was a reasonable risk for the Trust to take – for example, it might not be worth taking a risk for a 0.05 % return, but a 0.5 % difference might be significant.

It was suggested that a level should be set for a maximum investment with any one institution, and that any deposits exceeding £85,000 should be reported to the Board when the investment was made.

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

1. That movements of funds (as distinct from withdrawal of funds for expenditure) between the current account, the two deposit accounts and the Flagstone platform be at the discretion of the Finance & Administration Manager in consultation with the Chair of the Finance, Administration & Resources Committee.
2. That should deposits with any one FSCS registered organisation be greater than £85,000, the institution chosen should have a credit rating of BBB or above.
3. The sum deposited with any one organisation should not exceed £100,000 and deposit with one organisation of a sum greater than £85,000 should immediately be reported to all trustees.

## 11. Review of CEO's delegated authority

The new FAM introduced the paper.

On the proposal of Mr Core, seconded by Mr Bartholomew it was **RESOLVED** unanimously that with effect from 1<sup>st</sup> April 2023 the CEO be granted authority to

approve unbudgeted expenditure up to a total of £15,000 per financial year (with a limit of £5,000 per single item), to be exercised in consultation with the Chair of the Finance, Administration and Resources Committee.

## 12. TOIL buyback

The outgoing FAM introduced the paper.

The following comments were made:

- People were not using annual leave because they were taking their TOIL. It would be better to clear the outstanding TOIL balances.
- Was it appropriate to set a deadline for booking leave – what if people had to take leave at short notice for example because of caring responsibilities?  
It was confirmed that the proposal was for booking statutory leave only.
- Could holiday dates be changed after this deadline? It was anticipated that they could be if necessary.
- Did the problem arise from having a single leave year, rather than staggered leave years?  
The outgoing FAM said the problem with the Trust was that people did not have time to take their leave. The HR consultant had advised against staggering the leave years.
- Should TOIL be lost after a defined period if it was not taken?
- The Trust needed to get back to its pre-Covid holiday and TOIL carry forward arrangements.

The CEO said that the Trust benefitted enormously from the flexibility of the staff and putting too short a time scale on taking TOIL would inhibit Trust operations.

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

1. That staff be offered payment for outstanding TOIL balances as at 31st March 2023 and the HR Consultant be asked to draft a letter to affected staff about this.
2. That a deadline of 31 December be introduced for staff to book the statutory component of their annual leave (20 days plus 8 days bank holidays) each year.
3. That the employee handbook be updated to reflect the revised carry forward provisions (7 days for staff with less than 5 years' service and 12 days for staff with more than 5 years' service) and the annual leave booking deadline, again with input from the HR Consultant,
4. That a letter be drafted to all staff explaining the annual leave booking deadline and carry forward provisions (also with help from the HR Consultant),
5. That a policy of paying for overtime and for management of TOIL be considered further at the next meetings of the Staffing and Finance, Administration & Resources Committees.

### 13. Ward boundary changes

The Secretary to the Board said that a follow up meeting between Harriet Baldwin and the minister had been scheduled in the next week. Any updates would be fed back to trustees.

### 14. Information

#### 14.1 Management accounts

The new FAM said that the general fund surplus was £24,000 better than budget for the 10 months to the end of January. The significant variations were set out in the paper. The February car park taking had been above budget, and there was a slight reduction in staff costs as a result of a field staff vacancy.

The Trust had met with the new auditor to go through the Trust's processes and controls. The feedback had been very positive.

#### 14.2 Malvern Spa Association

The theme for the Well Dressing would be Kings and Queens. Mrs Palmer noted the death of Dr John Harcup.

#### 14.3 AONB Joint Advisory Committee

No meeting

#### 14.4 Wildlife Panel

No meeting

#### 14.5 Recreation Advisory Panel

No meeting

#### 14.6 Conservation Manager's Report

The winter works programme had gone well. Only 2 planned work tasks had not been completed (east Worcestershire Beacon and east Perseverance Hill). The general tree safety felling was continuing – there had been a delay in obtaining permissions for Conservation Areas and TPO trees.

The Conservation Team would be making plans for the newly acquired land and trying to obtain grants for the work where possible. In answer to a question, the Conservation Manager confirmed there was an ongoing programme of clearance of views from benches.

#### 14.7 Management Report

Since the report was prepared, extra work had been carried out on the fallout from the ward boundary changes. The Secretary to the Board had been asked to prepare the s74 application. Staff capacity issues would have to be considered.

### 15. Urgent Business

The CEO was finalising the work on the Donkey Shed. The original costs had increased slightly. Most of this was attributable to Covid which resulted in the bat surveys having to be re done, and work had to be monitored because of the signs of bats which were found (additional £1,500). More authentic cast iron guttering had been used at additional cost. There had been a £2,800 overspend.

On the proposal of Mr Davies, seconded by Mrs Turner it was **RESOLVED** unanimously to authorise additional expenditure from the Gift Fund of up to £3,000 for work to the Donkey Shed.

**16. Date of next meeting**

11 May 2023.

**17. Confidential business**

On the proposal of Mr Core, seconded by Mr Bartholomew it was **RESOLVED** to exclude the public for discussion of item 18 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 8.55pm**

**CONFIDENTIAL**

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**MINUTES RELEASED**

**18 CEO appraisal and pay award**

The Chair had circulated a paper summarising the outcomes of the appraisal and the recommendations and comments of the Remuneration Committee.

On the proposal of Mr Davies, seconded by Mrs Stace it was **RESOLVED** unanimously that the CEO's salary increment for the 2023/24 financial year be in line with the local government services pay award given to other staff, the salary increase to be backdated to 1 April 2023..

## **Schedule**

Graeme Crisp

Prior to the 19th January meeting, the Trustees and public were given no information as to the scope of a meeting involving Trust Officers and DLUHC other than that an order would be sought to solve the "Boundary Change Problem". The Chair made his disapproval of Mr Fowler's request for information clear to the Board before inviting their views. There followed a set of disapproving comments which would be best described as bullying. Mr Fowler pointed out that his request for information had been polite and in order and that the information requested should have been supplied. In my view the way in which Mr Fowler was treated was disgraceful.

The special Board meeting of 16th February so lacked debate and discussion on such a complex and strategic issue as altering the manner in which representatives are elected to the Board that it must be concluded that those arguments had been conducted previously under the guise of a workshop and behind a closed door.

This lack of transparency shows little regard for the public at large and the voting precept payers in particular.

The fact that a trustee arrived late during the special Board meeting of 16th February, half way through the only item on the agenda of substance and then voted, is not recorded in the draft minutes. That the trustee concerned did so demonstrates that the real business of the meeting took place beforehand. Its omission from the minutes demonstrates the acquiescence of the Trust's senior management.

As a matter of more minor importance, the meeting of 16th February is wrongly described in the minutes as an Ordinary Meeting.