

5 October 2023

Malvern Hills Trust

Special Meeting of the Board

St Edmunds Hall, College Road, Malvern WR14 3DL

Thursday 5 October 2023 7pm

Present: Mr C Atkins, Mr D Baldwin Mr R Bartholomew, Dr S Braim, Mr M Davies (Chair), Mr D Fellows arrived during item 6), Mr R Fowler, Mrs L Hodgson, Mr J Michael, Mrs C Palmer, Dr T Parsons, Mr C Penn, Prof J Raine, Mr C Rouse, Mrs M Turner, Prof D Westbury.

In attendance: CEO, Secretary to the Board, Conservation Manager, 3 members of the public.

Not present: Mr D Watkins

Mr Davies welcomed everyone to the meeting.

1. Apologies for absence

Mrs M Alexander, Mr P Clayburn, Mr D Core, Ms H Stace.

2. Chair's announcements

- The meeting at which the Trustees Annual Report and Accounts would be approved and the auditors appointed would take place at The Cube on Thursday 19 October.
- Mrs Helen I'Anson had resigned. Mr Davies wished her well and thanked her for her time at the Trust and for her contribution.
- The Finance and Administration Manager and the CEO had handed in their resignations. There were some items of urgent business (which Mr Davies enumerated) which would be dealt with in the confidential part of the meeting.

3. Declarations of interest

There were none relevant to the agenda.

4. Public comments

There were none.

5. To approve the minutes of the Board meetings of 3 and 17 August 2023

On the proposal of Mr Davies, seconded by Mr Bartholomew it was **RESOLVED** (with 3 abstentions) to approve the minutes of the meetings held on 3 August and 17 August 2023.

Mr Fowler said he had a matter which he would raise in the confidential part of the meeting.

6. Governance Committee

6.1 On the proposal of Mr Atkins, seconded by Mr Penn, members of the Governance Committee **RESOLVED** to approve the minutes of the meeting held on 20 September 2023.

6.2 Updates and matters arising

Mr Parsons said that the current meeting timetable was as a result of a fear of Covid spreading and it was not appropriate to continue the arrangement. The Secretary to the Board pointed out that the Board had made a decision post Covid to continue a reduced number of scheduled committee meetings and an increased number of Board meetings for a number of reasons.¹ Mr Fowler said the committee meetings were reactive. He wanted better communications with precept payers and there was no committee meeting to consider it. Holding meetings “as required” was not defined. The Secretary to the Board said that the revised documents before the meeting were a reflection of the current arrangements and any substantive changes would be a matter for the new Board. On the proposal of Mr Davies, seconded by Mr Fellows it was **RESOLVED** unanimously to recommend that the Governance Committee meet as soon as possible in the term of the new Board to review various matters in the Governance Handbook.

6.3 Adoption of the minutes

On the proposal of Mrs Hodgson, seconded by Mr Penn it was **RESOLVED** (with 1 vote against) to adopt the minutes of the meeting held on 20 September 2023.

On the proposal of Mrs Hodgson, seconded by Dr Braim it was **RESOLVED** (with 1 vote against and 1 abstention) to approve the proposed revisions to the Governance Handbook.

On the proposal of Mr Davies seconded by Mrs Palmer, it was **RESOLVED** (with 2 votes against and 1 abstention) to appoint a working group comprising Mr Atkins, Prof Raine, Mr Clayburn, Mr Core & Mr Fellows to meet with the Parliamentary Agent and prepare provisional timetable and work programme for the Private Bill.

7. Finance Administration and Resources Committee

7.1 On the proposal of Mrs Hodgson, seconded by Mr Fellows members of the Finance Administration and Resources Committee **RESOLVED** to approve the minutes of the meeting held on 21 September 2023.

7.2 Updates and matters arising

There were no matters arising.

7.3 Adoption of the minutes

On the proposal of Mrs Hodgson, seconded by Mr Fellows it was **RESOLVED** (3 abstentions) to adopt the minutes of the meeting held on 21 September 2023.

On the proposal of Mr Fellows, seconded by Mrs Palmer it was **RESOLVED** unanimously that the Chair should sign the Letter of Representation on behalf of the Board.

On the proposal of Mr Davies, seconded by Mr Fellows it was **RESOLVED** unanimously to authorise expenditure of up to £10,000 from the Environment

¹ 10 November 2022

Stewardship Reserve Fund for the purchase of a quad bike to replace the bike currently used by the grazier of the Northern and Central Hills.

The CEO went through the proposed changes to the privacy policy. The following comments were made:

- It was pointed out that the Policy should refer to “X” and not to Twitter and page 3 line 11 should read “personal data” not “date”.
- The disclaimer on page 3 in relation to data compliance by third party organisations - there ought to be a statement in relation to Data Protection Officers (DPO) engaged by the Trust to say that there would be a rigorous selection process. The CEO said that MHT would undertake rigorous checks to ensure third parties had appropriate data protection procedures in place, but this could only be a contractual requirement and the Trust could not be responsible for operation of third parties data systems.
- There was no person on the Board named in the policy take responsibility as DPO other than the third party contractor. The CEO said that he had acted as DPO when the role was not outsourced. It was suggested a sentence should be included to state that the CEO should be the responsible person for carrying out the Policy. The CEO said this should be unless the role was contracted out by the Board.

On the proposal of Mrs Palmer, seconded by Mr Rouse it was **RESOLVED** unanimously to include a line in the policy to say the CEO was the person that was responsible from MHT’s end.

On the proposal of Mr Davies, seconded by Mr Fellows it was **RESOLVED** (with one abstention) to adopt the revised policy.

8. Arrangements for Trust elections

The election date was 1 November. Nominations had closed. Details of the persons nominated were on the website. There were 2 contested elections and one ward with no one standing for election. The election process would need to be restarted for the vacant ward within 35 days of the 1 November.

9. Update on arrangements for Private Bill

A meeting had been arranged with the Parliamentary Agent on 13 October.

10. Reports

10.1 Health and Safety

The CEO went through the report.

10.2 GDPR

There had been no reportable incidents.

10.3 Conservation Manager’s Report

The weather had delayed haymaking but this had now been done. Field staff had started work on the cut and collect areas. Colwall Green was being used as a wildflower seed donor site. The annual tree safety survey was expected in mid-October. Robocut had been operating on 5 areas of the Hills. Livestock grazing was going well.

The Conservation Manager had sent out an E-mail to trustees updating on infrastructure work and there had been a site visit to the Evendine Lane land. Tenders were awaited for an NVC survey (last carried out in 2013). He was putting together the Winter Works programme.

There had been little progress on signage and interpretation because of lack of staff time. The Trust had attended the Malvern Autumn Show. There had been very little interest in the Trust's stall and the exercise was not worth repeating. By contrast, the Trust had attended a "pop up" session in Colwall and this had been very successful with a high number of visitors.

11. Urgent business

This would be taken in confidential session.

12. Date of next meeting

Next scheduled meeting 19 October 2023. .

13. Confidential

On the proposal of Mr Davies, seconded by Mr Bartholomew it was **RESOLVED** unanimously to exclude the public for discussion of items 14, 15 and 16 and items of urgent business 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 (personnel and commercially sensitive matters).

The meeting closed at 9.40pm