

## Malvern Hills Trust

Special Meeting of the Board

Malvern Cube, Albert Road North, Malvern WR14 2YF

Thursday 19 October 2023 7pm

**Present:** Mrs M Alexander, Mr D Baldwin Dr S Braim, Mr D Core, Mr M Davies (Chair), Mr R Fowler, Mrs C Palmer, Dr T Parsons, Mr C Penn, Prof J Raine, Mr C Rouse, Ms H Stace Mrs M Turner.

**In attendance:** CEO, Secretary to the Board, Conservation Manager, Finance and Administration Manager, Financial Assistant, Administrative Assistant, Administrative Support Officer, Eleanor Sunderland and Katherine Parkin (Azets Audit Services), 10 members of the public.

**Not present:** Mr D Watkins

Mr Davies welcomed everyone to the meeting.

### 1. Apologies for absence

Mr C Atkins, Mr R Bartholomew, Mr P Clayburn, Mr D Fellows, Mrs L Hodgson, Mr J Michael. Prof D Westbury.

### 2. Chair's announcements

Mr Davies announced the arrangements for public comments and questions.

### 3. Declarations of interest

There were none relevant to the agenda.

### 4. To approve the minutes of the Levy Payers Meeting held on 1 December 2022

On the proposal of Mr Core, seconded by Mr Penn it was **RESOLVED** (with 3 abstentions) to approve the minutes of the meeting held on 1 December 2022.

Mr Fowler asked what progress had been made with public engagement. Mr Davies said trustees had been addressing how best to improve this but it was something the Trust needed to work on.

### 5. Public questions on the accounts

Prof McCrae referred to the wording in the Annual Report and asked about the definition of an unincorporated charity. He said that the expression "public body" did not appear in the accounts. Part of the Trust's income came from taxation and not charitable giving. He felt the Trust was not accountable only to the Charity Commission.

Ms D'Albertson said she was not clear about the difference between an incorporated charity and a public body.

The Secretary to the Board explained that the Trust was a body corporate under the Acts and as such was a legal entity in its own right and able to hold property and enter into contracts in its own name.

The CEO said the Trust had taken advice and based the descriptions used in the Trustees' Report and Accounts on that advice. The Trust did not choose to be one or the other and the Trust's regulatory body was the Charity Commission.

Mr Core pointed out that there was no single definition of a public body. Mr Davies explained that the Trust was a complex organisation and was unusual in the way it was constituted. What the Trust was called was not important, it was the laws and regulation which applied which were important and the Trust complied with those requirements.

Dr Crisp said there seemed to be an effort on the part of the Trust to oversimplify their position by claiming that being a charity debarred them from any other responsibility. He asked how much staff time had been spent on the Bill, how the Trust proposed to achieve no change in the Trust's status and to repeal that which set up the Malvern Hills Conservators. The CEO said the only staff time spent had been on planning but most of this work had been done after 30 March 2023. He did not have a breakdown.

A further question was asked about the Trust's likely expenditure on the Bill and how it would benefit the Trust and the people of the Malvern Hills. The CEO said the Charity Commission had given consent to the Trust spending up to £320,000<sup>1</sup> on legal costs.

Mr Davies said there had been a costs and benefit analysis carried out which was in the public domain. Mr Core summarised that the proposals should enhance the Trust's ability to manage the estate, widen the Trust's powers to generate income and make the Trust's operation more efficient.

#### **6. To receive and approve the Trustees' Annual Report and Accounts for the year ended 31 March 2023**

Mrs Parkin spoke briefly about how the audit was conducted. Azets proposed to issue a clean audit opinion. The audit had gone smoothly and she thanked all the staff for their assistance in that process. The CEO thanked Azets for their positive approach to the audit.

On the proposal of Mr Core, seconded by Ms Stace it was **RESOLVED** (with 2 abstentions) to approve the Trustees' Annual Report and Accounts for the year ended 31 March 2023.

#### **7. Appointment of Auditors for the financial year ending 31 March 2024**

The Secretary to the Board said in answer to a question, that whilst a "Levy payers meeting" had by custom and practice been hived off as a separate meeting for a number of years, it was established within the Commissioners Clauses Act 1847, that the vote of the precept payers to appoint the auditors took place at a Board meeting. Ms Stace confirmed that this meeting had been publicised in the same way as the "Levy payers meeting" had been advertised in previous years.

On the proposal of Dr Crisp, seconded by Mr Core it was **RESOLVED by the precept payers present** to appoint Azets Audit Services as auditors for the financial year ending 31 March 2024.

Ms Sunderland and Mrs Parkin left the meeting.

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<sup>1</sup> The correct figure is £306,000

## **8. Public comments**

There were none.

## **9. To approve the minutes of the Board meeting of 5 October 2023**

On the proposal of Mr Davies, seconded by Prof Raine it was **RESOLVED** (with 3 abstentions) to approve the minutes of the Board meeting held on 5 October 2023. The CEO sought clarification on the content of the Privacy Policy. He had checked and it was perfectly proper to appoint an external person or body as data protection officer (“DPO”). He suggested that the wording to be inserted in the policy was that the CEO should be the primary liaison between the Trust and any external DPO and in the absence of an external DPO the CEO should act in that role.

## **10. Arrangement for Trust elections**

The CEO said the bye-election for Priory Ward would take place on 7 December.

## **11. Car park takings for second quarter 2023/24**

A summary had been provided. The CEO had checked the take up of the evening tariff and over the summer, about 25 – 30 evening tickets had been sold on average per day but on some days there had been 50 – 80 sales. It was hard to tell whether this had affected the sale of full price tickets. Ticket sales between 5 and 6pm did appear to have fallen.

The Financial Assistant was asked about the dip in residents car park pass sales. She said staff were now asking to see V5C forms to establish that the car for which the pass was sought was registered at the relevant property and it was possible that people were previously buying passes for others outside the precept paying area.

## **12. Management accounts to 30 August 2023**

These had been circulated. The Finance and Administration Manager said income from a variety of sources was above budget. Expenditure had been below budget, resulting in a surplus of around £81,000 at the end of August. However, some of the below budget expenditure was associated with land management work which was scheduled for the last quarter of the year, and the Local Government pay award had not yet been settled, but when it was, would be backdated to April.

Mr Fowler commented that budgeted expenditure seemed to be inflated which had an effect on the precept. He asked if a more realistic forecast could be made? The Finance and Administration Manager said she could not see anything which was grossly misjudged but it might be that the seasonal nature of (for example) the land management expenditure could be reflected in the management accounts.

The CEO reiterated that certain bills came through at a particular time of year (eg tree work in the winter).

Mr Core said it did not make sense at present to seek to make too many changes, given the forthcoming changes in personnel, but perhaps forecasting could be re-examined next year. He thanked the Finance and Administration Manager for her efforts over the last 6 months.

### **13. Update on arrangements for obtaining a new Act**

The Secretary to the Board said the working group had met with the Parliamentary Agent and mapped out a rough timetable. If the new Board agreed that the Bill should proceed, there would be a massive amount of work to do in the first quarter of 2024.

### **14. To approve Relocation Expenses Policy**

The Secretary to the Board said that the policy had last been looked at in 2015 and the figures in it were very out of date. She had proposed raising them by the change in the RPI since 2015. There were some minor changes proposed to the wording but the substance of the policy was unchanged.

It was pointed out that para 1.6 was unclear and it was agreed to change the wording to say "...on the written authority of the CEO and Chair of the Board".

On the proposal of Ms Stace, seconded by Mrs Palmer it was **RESOLVED** unanimously to approve the policy with that amendment.

### **15. Reports**

A written report from the Recreation Advisory Panel had been circulated. The CEO had prepared a written project update. As a result of the lack of staff capacity, the report showed a number of projects being put on hold for the time being.

Mr Fowler asked if lifetime emissions would be taken into account when considering the purchase of electric vehicles. The CEO had taken this issue into consideration. However, the main problem was capacity in the network to charge the vehicles during the daytime.

Mrs Palmer thanked the CEO for all his work on the restoration of the Donkey Shed. The CEO confirmed that the interpretation board had arrived and he would shortly be putting out invitations to an event to celebrate the completion of the work.

### **16. Urgent business**

There was none.

### **17. Date of next meeting**

16 November 2023.

Mr Core said this was the last meeting of the current board and a number of longstanding trustees would be leaving. He wanted to acknowledge the contribution in particular of 2 longstanding trustees, Mr Davies, the chair, and Ms Stace, a former chair. He proposed a vote of thanks to all the trustees in support of their efforts on behalf of the Trust.

Mr Davies thanked members of the public for attending.

**18. Confidential**

On the proposal of Mr Core, seconded by Mr Penn it was **RESOLVED** unanimously to exclude the public for discussion of items 19 and 20 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 matters).

**The meeting closed at 9.05pm**