

Malvern Hills Trust

Annual Meeting of the Board

Council Chamber, Avenue Road, WR14 3AF

Thursday 16 November 2023 7pm

Present: Mrs C Palmer(Chair), Mr D Baldwin, Mr R Bartholomew, Mr R Berry, Mr D Core, Mr A Cottam, Mr M Driscoll, Mr D Fellows, Mr R Fowler, Mrs L Hodgson, Mr J Michael, Prof J Raine, Mrs F Robinson, Mr C Rouse, Mrs F Victory, Mr M Victory, Prof D Westbury, Mr M Wilkinson.

In attendance: CEO, Incoming Interim CEO, Conservation Manager, Secretary to the Board, Incoming Secretary to the Board, six members of the public.

Mrs Palmer welcomed everyone to the meeting and took the chair, as Vice-Chair.

1. Election of Chair

There was one nomination and Mrs Palmer was appointed unopposed, proposed by Prof Raine and seconded by Mr Bartholomew. Mrs Palmer thanked the meeting for her appointment. She noted that she had served for two years as Vice-Chair, and had learned much during this time from the previous Chair and from the CEO. She understood the challenges that the Trust was facing at a time of significant changes of personnel, and acknowledged how the leadership and dedication of the CEO would be missed. She highlighted the requirement for the Malvern Hills Acts to be updated to reflect the changing world of the 21st Century and the need to engage with the public to achieve this.

2. Election of Vice-Chair

There was one nomination and Mr Core was appointed unopposed, proposed by Prof Raine and seconded by Mr Bartholomew.

3. Apologies for absence

Mrs M Alexander, Mr P Clayburn, Mr J Owenson and Mr C Penn.

4. Chair's report for 2022/23

The outgoing Chair's Report was received. There were no questions on the report.

5. Chair's announcements

Mrs Palmer advised that there was an item of urgent business to be discussed in the confidential section of the meeting.

6. Declarations of interest

Mr Rouse believed that he might need to declare an interest in the confidential item.

Since this was the first meeting of the new Board, Mrs Palmer invited all those present to introduce themselves and identify their nominating body or electoral ward as appropriate.

7. Public Comments

Mr Chris Churchill of Chase Ward asked four questions regarding the Private Member's Bill.

1. Were electoral changes to be proposed in the Bill?
2. Had a public consultation taken place and if so, what feedback had been received?
3. Why did the Charity Commission reject the application?
4. Was the sum of more than £150k spent on the application to the Charity Commission and had this money been wasted?

Mr Core responded to the questions on behalf of the Board.

1. Electoral changes were indeed proposed and had been consulted upon. The number of Board members would be reduced from 29 to 12, and the proportion of those to be elected increased from 33% to 50%. A more significant change was that there would be a single electoral area. In the recent elections, one ward had had no nominations at all and nominees of seven wards had been elected unopposed (this equated to eight trustees, due to Colwall having two representatives). The Trust hoped that by moving to a single electoral area with a list of candidates, all levy payers would have the opportunity to vote, rather than just a third as in the current election.
2. A consultation had been conducted in late 2019 and published in early 2020. Over 400 responses had been received to the public element, and the results had been positive. Of the 50 specific questions, only two had not received majority support from the respondents. The consultation feedback was available on the Trust's web site.
3. The Charity Commission and the Department for Culture, Media & Sport (as it had been at the time) had advised the Trust that a Section 73 parliamentary scheme was no longer appropriate to enact the changes, due to the substantial public interest, especially amongst the levy payers. A Private Bill was the more appropriate mechanism.
4. The £150k expenditure had been with a legal firm to develop the proposals; it was revenue expenditure and not balance sheet value. The Charity Commission statement had indicated that the work already done would be helpful in completing the required work on the Bill. 21 points raised during the consultation would be consulted upon further.

Mr Fowler highlighted the fact that, under the proposals, individual wards would no longer have their own "representative" on the Board.

The CEO advised the meeting that the consultation was available on the web site. The statement from the Charity Commission, explaining why the Private Member’s Bill was the appropriate way forward, was also available here.

8. Appointment of committees

A paper detailing individual trustees’ application for committee membership was received. Mrs Victory asked to be considered for Staffing Committee, rather than Land Management, and Mr Fowler asked to move from Land Management to Finance, Administration & Resources.

On the proposal of Mr Fellows, seconded by Mr Rouse, it was **RESOLVED** to make the following appointments to Land Management Committee, and Finance, Administration & Resources Committee:

Land Management Committee	Finance Administration and Resources Committee
Mrs Alexander	Mr Berry
Mr Baldwin	Mr Core
Mr Bartholomew	Mr Cottam
Mr Clayburn	Mr Fellows
Mr Driscoll	Mr Fowler
Mr Michael	Mrs Hodgson
Mrs Palmer	Mr Penn
Mrs Robinson	Prof Raine
Mr Rouse	
Mr Wilkinson	
Mr Victory	
Prof Westbury	

The Secretary to the Board reported that there had been a delay with the appointment of the Herefordshire County Council nominees, and recommended that the appointment of Staffing Committee members be postponed until these nominations had been confirmed and the nominees’ skills audits received. It was **RESOLVED** unanimously to defer the appointment of Staffing Committee members until the next Board meeting on 30 November 2023.

There had been 13 self-nominations for seven places on Governance Committee and these had been submitted to the current Vice-Chair of the committee, Prof Raine. He reported that he had considered the applications against two principles: firstly, prior experience on the Board, and; secondly, whether the self-nominees had signed the Trustees’ Code of Conduct.

There was a discussion of this approach. It was suggested that new trustees would come with fresh ideas and should not therefore be automatically excluded. It was also suggested that the Board might lose useful talent in automatically barring people. In answer to a question, the Secretary to the Board confirmed that it was not a legal requirement for trustees to sign the Code, although it was best practice.

It was noted that in the event of problems in the future, the Charity Commission would take into account whether trustees were abiding by the Code, and that they did urge all trustees to sign it. The CEO pointed out that all trustees were allowed and indeed encouraged to attend meetings of committees of which they were not a member.

It was **RESOLVED** to defer the appointment of the Governance Committee until the next meeting on 30 November.

On the proposal of Mrs Palmer and seconded by Mrs Hodgson, it was **RESOLVED** unanimously that Disciplinary Committee membership would be as follows:

Disciplinary Committee

Mr Baldwin
Mr Bartholomew
Mr Clayburn
Mr Core
Mrs Hodgson
Mr Michael
Mrs Palmer
Mr Penn
Prof Raine

Appointment of Board members to outside bodies

On the proposal of Mr Fellows, seconded by Mr Bartholomew it was **RESOLVED** unanimously to make the following appointments:

4Cs	Mr Rouse and Mr Wilkinson
AONB	Mrs Victory
Recreation Advisory Panel	Messrs Baldwin, Fellows and Penn, and Prof Raine
Wildlife Panel	Messrs Driscoll, Owenson and Wilkinson, and Mrs Robinson.
Malvern Spa Association	Mrs Palmer

9. Appointment of trustees pursuant to the Bullying & Harassment Policy

It was noted that this was a staff-facing policy, which provided for four people (two senior members of staff and two trustees) whom staff could approach if necessary. It was **RESOLVED** that Mrs Hodgson and Mr Core should be appointed.

10. Minutes of the Special Meeting of the Board held on 19 October 2023

On the proposal of Mr Core, seconded by Mr Baldwin, it was **RESOLVED** (with 7 abstentions) to approve the minutes of the meeting held on 19 October 2023.

Matters arising

Mr Fowler reported that he had abstained from the minutes approval due to concern about the minutes of the Levy Payers Meeting of 1 December 2022 and the Trust's

Annual Report & Accounts having been presented to and approved by the Board on 19 October, and not to a separate meeting of the Levy Payers. The Secretary to the Board advised that the Commissioner Clauses Act 1847 stated that that the presentation of the Annual Report & Accounts should take place at a full Board meeting, and pointed out the 19 October meeting had been promoted in the same way at the Levy Payers' meeting had previously been, giving those who wished the opportunity to attend. Mr Fowler recommended that the Trustees should discuss the issue. Mrs Palmer supported the recommendation and said that the issue would be included on a future agenda.

11. Meetings and Induction Timetable

Mrs Palmer referred to the timetable of meetings up to the end of January, which had been circulated. The schedule for the Private Bill had also been circulated; trustees were advised that there was much work to do in the first part of 2024. The Board would be asked to give its approval to proceeding with a Private Bill at its meeting on 18 January 2024.

In answer to a question about how vital it was to submit the Bill in 2024, the Secretary to the Board advised that, due to ward boundary changes, it was critical to get the Bill successfully through Parliament before the next Trust elections in November 2027. The process was likely to take at least two years. The CEO added that although there had been no issues with this year's elections, the Trust did not want to risk any uncertainty about future elections.

12. Information

12.1 Update on Risk Management Schedule

The CEO explained for the benefit of new trustees that this was a large document identifying potential risks to the organisation and steps taken to mitigate them. The Schedule was agreed by the trustees each year and any major change reported upon by the CEO at each Board meeting. The current version would be circulated to all trustees. Of the 50 items on the schedule, there were just two to highlight:

- Under Charity Governance (risk 1.8), the risk of the Board making decisions that were not fully informed, due to the arrival of new trustees with limited knowledge, had been increased from very minor to minor. The risk was mitigated by the Governors' Handbook and the induction programme.
- The on-going conflict in the Middle East had necessitated an increase in risk of three points (risk 5.1). The CEO advised that there were longer term impacts: if the conflict were to spread, it was likely to result in increased costs in fuel and imported goods, for example. This might in turn result in reduced car parking income, if people drove less to save fuel. The CEO added that the war in Ukraine had previously had a similar impact on the budget.

Questions were invited on the Risk Management Schedule, but there were none.

12.2 Conservation Manager's Report

The Conservation Manager reported that a few special projects had been completed.

- Nine hand gates improving access had been installed and the grant claimed.
- Fencing and access infrastructure had been successfully installed at the new fields by Evendine Lane and the FIPL grant claimed.
- All Saints Wood, where the Trust was improving the woodland and developing a forest school for the benefit of the Malvern Wyche Primary School, was still a work in progress.

Field staff had finally finished the mowing works. Grass would be collected and composted. They would now move onto drainage and tree safety works. Practical works were divided between maintenance and projects to enhance what was already there (often grant-funded). This year's tree safety report, provided by an independent arboriculturalist, had been received and work requiring specialist tree contractors had gone out to tender, with responses due in 2 ½ weeks. 140 trees in required work, 100 of which were ash trees. There was a designated fund of £65k for work on ash trees. It was hoped that the work would start before Christmas. Field staff aimed to have the works completed before 1 March, because this was the start of the bird breeding season.

This year's winter works programme, detailing where field staff would undertake scrub clearance and habitat restoration, had been completed and would form a paper to the December meeting of the Land Management Committee, along with a paper on the land management budget for 2024/25.

Questions were invited on the Conservation Manager's Report. Mr Rouse noted that the paths budget was currently underspent by £3k and asked whether further work was planned. This was confirmed.

12.3 Malvern Spa Association

Mrs Palmer reported that Christmas cards and calendars were now available in the Tourist Information Centre. The Association would be choosing the theme for next year's well dressing at its January meeting.

12.4 AONB Joint Advisory Committee

Prof Raine reported that two position statements had been worked through. Due to confusion about the meaning of AONB, sites would in future be known as National Landscapes. Malvern's AONB name would change to 'Malvern Hills National Landscape'.

12.5 Wildlife Panel

No meeting.

12.6 Recreation Advisory Panel

No meeting.

12.7 Management Report

The Management Report for July to November 2023 was received.

- The CEO highlighted what a busy period it had been, particularly with recruitment and budget work. The recent wet weather had caused lots of additional work for conservation and field staff.
- In the recent elections, one ward had fielded no candidates and so the election had been re-notified for 7 December, with two candidates standing.
- Trustees were invited to attend the unveiling of the interpretation board at the Donkey Shed on Sunday 26 November.

Questions were invited on the Management Report.

- Mr Rouse asked about point 9 on the CEO's work list, relating to ongoing boundary and neighbouring landowner matters. This discussion was referred to the Land Management Committee meeting.
- Mr Berry referenced the statement 'taken their toll on the Trust and its people' in the Chair's Report for 2022-23. He asked whether the CEO shared these concerns and whether other members of staff might leave. The CEO replied that the Trust had taken action to ensure continuity. The outgoing and incoming Secretaries to the Board were overlapping and an interim CEO appointed to provide stability while a new CEO was recruited. The CEO acknowledged that there had been a reduction in capacity amongst staff and a need to manage workloads. The Trust had been obliged to suspend projects to relieve pressure and capacity. He assured trustees that staff would do their best to respond promptly to their enquiries, but requested their understanding.

13. Date of next meeting

30 November 2023.

14. Confidential items

On the proposal of Mr Bartholomew, seconded by Mrs Hodgson it was **RESOLVED** unanimously to exclude the public for discussion of an item of urgent business 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 (personnel matters).

The meeting closed at 9.21pm

Minutes approved by:

Date: