



**Malvern Hills Trust**

## **Special Meeting of the Board**

**Thursday 18 April 2024**

**Guesten Room,  
Lyttelton Well,  
Malvern, WR14 2AY**

**Malvern Hills Trust**  
**Special Meeting of the Board**  
Guesten Room, Lyttelton Well, Malvern WR14 2AY  
Thursday 18 April 2024 8pm

**Agenda**

1. Apologies for absence
2. Chair's Announcements
3. Declarations of Interest
4. Public Comments
5. Approval of s 105 Charities Act 2011 Order Paper A
6. Mapping area under Trust's jurisdiction Verbal update
7. Consultation Plan & Communications Paper B
8. Private Bill - general update
9. Date of next meeting

09 May 2024

## **Special meeting of the Board**

Approval of s105 Charities Act 2011 Order  
18 April 2024

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### **Background**

Paper D - Meeting 3 August 2023

Paper E – FAR Committee meeting 14 December 2023

The Trust agreed to make an application for a s105 Charities Act 2011 Order in August last year to authorise a loan from the Land Purchase Fund to the Trust for the purpose of funding the proposed Private Bill. The Land Purchase Fund has a narrow objective (the purchase of land) and is invested in accordance with the Trust's investment policy for the Fund. There was a potential conflict of interest in deciding to invest the Fund by way of a fixed rate loan to the Trust.

The Trust applied for the Order in December and trustees are aware that the Charity Commission wrote on 27 March agreeing to make the Order. The loan is repayable over 25 years with interest at a fixed rate of 6%. In addition the Trust agreed to make good any loss arising from investing part of the fund in lower risk investments prior to draw down of the loan.

The draft loan agreement was put before the Finance Administration and Resources Committee in December 2023, and it was agreed at the Board meeting in March 2024 that Mrs Hodgson should be authorised to sign the agreement on behalf of the Trust in its capacity both as borrower and lender, and the CEO should be authorised to sign the draw down requests.

The draft Order (as agreed between the Charity Commission and the Trust's solicitors) is annexed and the Board is asked to agree the terms.

Susan Satchell  
Governance Change Officer  
13.4.24

**ORDER OF  
THE CHARITY COMMISSION FOR ENGLAND AND WALES**

to authorise a decision of the trustee of the special trust to invest and a decision of the trustees of the charity to borrow where there is a conflict of interest under section 105 of the Charities Act 2011

dated the

**[Date]**

for the charities known a

**MALVERN HILL CONSERVATORS (515804) AND ASSOCIATED SPECIAL  
TRUST KNOWN AS THE LAND PURCHASE (1992) FUND**

**A member of staff of the Charity Commission authorised to  
act on behalf of the Charity Commission**

## Definitions

In this order:

‘the charity’ means Malvern Hill Conservators (515804)

‘the trustee’ means Malvern Hill Conservators (515804) in its capacity as trustee of the special trust

‘the Commission’ means the Charity Commission for England and Wales

‘the governing documents’ mean the Malvern Hills Act 1884, the Malvern Hills Act 1909, the Malvern Hills Act 1924, the Malvern Hills Act 1930 and the Malvern Hills Act 1995

‘the special trust’ means the Land Purchase (1992) Fund established pursuant to section 9 of the Malvern Hills Act 1930

‘the trustees’ mean the charity trustees of the charity

## ORDER

- (1) On the basis of the information provided to the Commission which includes:
  - (a) the charity’s proposal to borrow from the special trust an unsecured loan facility of up to £306,000 drawn down over 5 years with repayment over 25 years at an interest rate of 6% per annum; and
  - (b) confirmation from the trustees that the charity can afford the repayment of the loanand being satisfied that it is expedient in the interests of the special trust, the Commission authorises the trustee to exercise the statutory power of investment to provide the loan to the charity on the terms communicated to the Commission.
- (2) On the basis of the information referred to in (1) and being satisfied that it is expedient in the interests of the charity, the Commission authorises the trustees to exercise the charity’s power to borrow in the charity’s governing documents to enter into a loan agreement with the charity acting as trustee of the special trust to borrow money on the terms communicated to the Commission.
- (3) The Commission directs that the loan and repayments made must be transparently reported to the public on an annual basis by inclusion in the charity’s statutory accounts and in the annual report prepared by the trustees in accordance with s.162 of the Charities Act 2011.

## Special meeting of the Board

Consultation and communications arrangements  
18 April 2024

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### Outline of the consultation plan

A draft proposal for the consultation process is attached for discussion and approval. There is no formal requirement to consult on the content of the Private Bill but it will be expected that the Trust does this and the Trust would wish to give the public and all other stakeholders the opportunity to share their views. Some very helpful contributions came out of the 2019 consultation.

Details of the proposals have been discussed with the Parliamentary Agent and they are content that it will fulfil the requirement.

The draft consultation document will follow at a later stage. Officers have received a number of quotations for hosting the online consultation and are in the process of considering them. The CEO has delegated authority for appointing consultants for project work below a certain threshold and it is anticipated that this contract will fall within that delegated authority.

### Resolution

That the Board agrees the consultation process in accordance with the document annexed.

### Communications

Communicating with the media is delegated to the CEO/ Chair/ Community and Conservation Officer. The CEO also has delegated authority to coordinate promotional information.

The CEO is developing a communications strategy, stakeholder plan and communications grid. The three main phases of the campaign through the period will be:

1. The need for change.
2. The public consultation.
3. The private Bill process.

Promotion of the need for change began earlier in the year, via a post on the MHT website dated 12 February 2024 in support of a physical exhibition along Church Walk from then until 25 March. The posters and core messaging about looking backward over the past 140 years and looking forward were also promoted on the MHT social media pages.

An article in the April/May edition of the free publication *All About the Hills/ West of the Hills* carried the same message.

### **Operational arrangements**

The CEO propose to invite those trustees and others (either volunteers or where necessary professionals) who have had relevant professional experience in communications and/ or public relations to assist in the operational communications planning and delivery. Any volunteers would be invited to sign a non-disclosure agreement.

All trustees will have a core brief provided to support the staff-led approach and to enable them to address any misinformation during their work related to the Board.

There will be opportunities at meetings and events for the CEO, trustees and other MHT staff and volunteers to explain the need for change and invite consultation responses during the spring and summer. The Community and Conservation Officer will maintain a calendar of opportunities.

### **Resourcing**

At this stage it appears likely the Trust will need to contract in extra help to cover the Trust's day to day work as well as the additional tasks associated with communications about the Private Bill. External costs would be kept to a minimum and would be within the CEO's delegated authority for commissioning budgeted expenditure.

Deborah Fox, CEO  
Susan Satchell, Governance Change Officer  
13.4.24

## Consultation Plan

NB A similar process to that outlined below for the public consultation was submitted to and approved by Charity Commission and DCMS in conjunction with the consultation on the s73 Scheme. The process has also been discussed and agreed with the Trust's Parliamentary Agent (PA).

### Consultation requirement

This falls into 4 sections:

1. Bodies/people named in the Acts
2. Bodies with an interest in MHT
3. Government contacts
4. Public consultation
  - General public
  - Local interest groups

#### 1. Bodies, organisations & people named in the Acts

Repeal notices will need to be served because it is intended to repeal statutory provisions which give protection or rights to named parties (even if they will be restated into the new Act). Overlaps with group 2.

#### **Actioned by:**

Governance Change Officer (GCO) has already contacted all such bodies/people (or their descendants where possible) in the previous consultation. GCO will repeat the exercise under guidance of PA in terms of exactly what action is required.

#### 2. Bodies with a direct interest in MHT

##### **Councils (or their successor bodies) named in the Acts**

Worcestershire County Council (WCC)

\*Herefordshire Council (HC)

\*Malvern Hills District Council MHDC

Guarlford, Mathon and Colwall Parish Councils

Clerk / Chief Exec will receive a written communication setting out a brief overall outline of the planned changes & details of changes which will affect council.

- i. WCC/HC/MHDC: The CEO will ask for an initial meeting with Chief Exec and Leader followed up by briefing to the councillors or as agreed by CE/Leader.
- ii. Parishes: As agreed with Clerk – Officer will attend Council meeting or briefing to give details and answer questions.

#### **Actioned by:**

NB there is some overlap with groups 1 and 4.



CEO will lead with support where required from CCO/GCO/trustees. Initial feedback to GCO for consideration in relation to drafting.

GCO to contact relevant officers of Councils marked with \* to discuss levying proposals and voting arrangements.

All the above will be followed up by formal invitation to comment as part of consultation process.

### **Natural England Historic England**

**Actioned by:**

Initial formal contact from CM as the lead Officer dealing with these bodies.

Formal invitation to comment as part of consultation process by CM (drafting with GCO).

### **Church Commissioners**

**Actioned by:**

GCO (Church Commissioners have previously indicated their unequivocal support for the changes)

## **3. Government contacts**

### **Officer contact**

On technical elements of the changes

**Actioned by:**

Parliamentary Agent

### **MPs and Peers (including candidates for general election in local area)**

Ascertain what contacts there are with staff and trustees and use those contacts to make the initial approach.

**Actioned by:**

To be coordinated by CEO or delegated to another.

Requirement of the process in co-ordination with PA.

## **4. Public consultation**

### **General public**

General publicity by communications team in run up to consultation process so people are aware that a formal process is being initiated.

**Actioned by:**

Planned by communications team.

### **Public consultation process**

- a) Consultation document - Primarily on the website. A very detailed version plus a high-level summary (2 - 3 pages) with links to the detail in the full consultation document. Paper copies will be available in the office. Consider other options for people unable to access by either of these means.

**Actioned by:**

**Primary draft GCO and CCO with input from others as appropriate. Professional help may be required with page layouts etc**

- b) Questionnaire hosted on third party website. The host will collate the responses and provide reports as required.

**Primary draft GCO and CCO with input from the professional hosting company**

- c) Ongoing publicity in the paper (articles and advert), local radio, parish magazines, website and social media. Posters with QR codes, leaflets in appropriate places such as libraries, village halls, cafes etc.
- d) 5 “drop in” sessions around the Malvern Hills (3pm – 8pm) with stands/banners showing the proposed changes with staff and a few trustees attending to answer questions. Facilities for the public to write down their comments.

Suggested venues

**Callow End Village Hall**

**Colwall Village Hall**

**Malvern Theatres, Circle Bar (time to fit in with theatre) OR The Cube**

**United Reformed Church Hall, Malvern Link**

**Castlemorton Parish Hall**

- e) Offer to attend all local parish council meetings
- f) Write direct to all volunteers and members of Wildlife & Recreation Advisory Panels
- g) Consider other methods of contacting regular users of the Hills who might miss all of the above (possible professional help)
- h) Major adjoining landowners not part of group 2 will be contacted by CM and then invited to make written representations on the proposals.

#### **Local interest groups**

CEO/CCO/GCO will list and make contact offering a speaker (eg Civic Society, Castlemorton Commons Association).

**National groups** eg OSS, Ramblers, CPRE, BHS, Hang gliders, Disabled Ramblers, YHA, wildlife trusts, AONB will be contacted by GC and invited to make written representations on the proposals.