

## Malvern Hills Trust

Ordinary Meeting of the Board

Welland Parish Hall, Marlbank Road, Malvern WR13 6NE

Tuesday 23 July 2024 at 7 pm

**Present:** David Core (Chair), Richard Bartholomew, Allan Cottam, Mark Driscoll, Richard Fowler, Lucy Hodgson, John Michael (arrived 7.25), Charles Penn, John Raine, Felicity Robinson, Chris Rouse, John Stock, Frances Victory, Malcolm Victory, Mary Turner, and Mike Wilkinson.

**In attendance:** CEO, Secretary to the Board, Governance Change Officer, Conservation Manager, 18 members of the public.

**Absent:** David Baldwin

David Core welcomed everyone to the meeting, noting that it was a pleasure to have so many members of the public in attendance. He explained that this was a resumption of the adjourned meeting of 11 July 2024.

### 1. Apologies for absence

Robert Berry, David Fellows, Duncan Westbury, Sheila Wren and Finance & Administration Manager.

### 2. Declarations of interest

Mary Turner repeated her declaration of interest made on 11 July in the item on signage at Malvern Wells (agenda item 16), being a Malvern Wells resident. She was asked not to vote on this item.

### 3. Vice-Chair's Announcements

**3.1** David Core confirmed for the sake of clarity that there was no connection between the resignation of Cynthia Palmer and that of Paul Clayburn. Mr Clayburn had asked that the Board be informed that his resignation was due to a long-standing conflict of loyalty, which had been troubling him deeply. Board members recorded their thanks to Mr Clayburn for his significant contribution to the Trust.

**3.2** Mr Core acknowledged the resignation of Cynthia Palmer, thanking her for her positive contributions and wishing her well for the future.

**3.3** The new Chair of the Board would be elected at a Special Board Meeting on Tuesday 30 July at 7 pm at Welland Parish Hall. Mr Core encouraged Board members to consider whether they wished to stand. He confirmed that the new Chair would hold office until the AGM in November.

**3.4** Mr Core announced that Mark Driscoll had been appointed to the Governance Committee to replace Paul Clayburn, and that Mary Turner had been appointed to the Staffing Committee to replace Cynthia Palmer. The Governance Committee would elect its new Chair at its next meeting.

**3.5** Mr Core said that the Trust had now had the opportunity to consider the Public Comments made on 11 July. He offered responses to each of the comments, which are attached at Schedule 1.

**4. Confirmation of the Minutes of the Board meeting held on 9 May 2024**

Richard Fowler objected to the minutes on the basis that two points he had made in the meeting had not been included.

On the proposal of Lucy Hodgson, seconded by John Stock, it was **RESOLVED** with 12 in favour, one against and one abstention, to approve the minutes of the Board meeting held on 9 May 2024. Richard Fowler asked for his vote against to be recorded.

**5. Matters Arising**

The CEO reported that the recruitment process for a Land & Property Manager had been unsuccessful. None of the applications had been of sufficient calibre to shortlist. It was thought that this might be due to the appointment being offered fixed term and/or to the salary being too low on the management scale. The CEO reminded the meeting that the post was required to cover *existing* pressures rather than being related to future provision.

On the proposal of John Stock, seconded by Malcolm Victory, it was **RESOLVED**, with 13 in favour, one against and one abstention, to delegate authority to the CEO and the Chair of the Board to review and, as necessary, to revise the salary and duration of the post, pending re-advertisement.

David Core reported that the new Protocol for interaction between staff and trustees was now in place. He stressed that it was there to assist both; trustees could get the information they required without the risk of several people asking the same question of various members of staff. He encouraged trustees to familiarise themselves with the Referral Form on the Board members' area of the web site and confirmed that the Secretary to the Board would publish requested information in this area for the benefit of *all* trustees.

*John Michael joined the meeting at 7.25.*

**6. Bill/Public Consultation Update**

The Governance Change Officer (GCO) reported that the consultation had now closed. There had been a good response. Responses would be scrutinised and discussed with the Parliamentary Agent and published on the Board Members' area of the web site in due course. In answer to a question as to how many responses there had been, the GCO said that she was still awaiting details. In answer to a suggestion that there would be a further consultation when the Bill was published, the GCO said that there would not be a further consultation, but that input on the detail would be welcome. The Trust could make amendments to the Bill as it progressed through Parliament. David Core reminded the meeting that the Charity Commission had recommended

the Private Bill route in their statement in March 2020 because it would allow for greater public scrutiny than a Scheme would have done, and it would be better to engage outside of the Parliamentary process. It was noted that the Bill would not be drafted in significant form until deposited, at which time the Trust would welcome further input.

**7. Delegated authority**

Trustees received a paper prepared by the CEO, inviting the Board to review sign-off arrangements for expenditure. It was noted that during the pandemic, it had become the practice for the CEO to sign off every single invoice, due to concerns about income, and this had continued afterwards. However, in practice expenditure had already been committed via the purchase order process and it was not good use of the CEO's time. The CEO said that most expenditure was budgeted and that she would seek to bring any that was not to the Board. She recommended that the sign-off for the CEO increase to £10k for a single item, with a limit of £25k in total for the financial year, while MHT managers would be granted a sign-off level of £5k.

On the proposal of Richard Bartholomew, seconded by Felicity Robinson, it was **RESOLVED** unanimously that sign-off at payment point would be undertaken by the FAM, MHT managers would have a sign-off level of £5k, and the CEO's sign off would increase to £10k for a single item and £25k in total for the financial year.

The CEO and the FAM were thanked for putting this proposal together.

**8. Annual review of temporary fencing on the Malvern Hills**

Trustees received a paper prepared by the Conservation Manager (CM), who went through it. He explained that the Trust was allowed to use temporary fencing for conservation reasons, which were listed in the paper. In most cases, public access was still available. The paper did not concern the use of permanent fencing of e.g. quarries, which was there for safety reasons. The CM commented that the use of temporary fencing to protect and restore fauna from further erosion had been particularly successful at Summer Hill. Fencing there would be removed in the autumn. The CM estimated that if all temporary electric fencing was in use at the same time, it would cover about 10% of the Trust's whole estate.

The Trust had been notified at a recent meeting that some of the corner posts were not in good condition; these were now being replaced and repaired. Felicity Robinson commented that fencing was sometimes sited very close to paths; the CM said staff did try to keep an eye on this, and feedback was very useful. Allan Cottam expressed concern that the use of fencing went against the fourth objective of the Trust; the CM explained that the Acts did give the Trust powers to enclose on a temporary basis. It was noted that the Land Management Plan (LMP) outlined how the Trust addressed its main objectives; the Plan was to be reviewed during the next year. It was suggested that there could be a workshop, or a meeting of the Land Management

Committee, to review the current LMP and look towards the next one; it was agreed that the CM and CEO would consider the suggestion.

On the proposal of Mark Driscoll, seconded by Malcolm Victory, it was **RESOLVED**, with 13 in favour and one against, to confirm the Board's approval for the continued, similar use of temporary fencing for the next 12 months. Allan Cottam asked for his vote against to be recorded.

## 9. Property Management

### 9.1. Land movement near St Ann's Well

Trustees received a paper on reported land movement on the approach road to St Ann's Well. The CEO reported that there was potential for the supporting wall at Foley Terrace to collapse. John Stock had volunteered his professional expertise to support the Trust in addressing the problem; his report was attached to the paper and had been discussed by the Land Management Committee. The CEO had flagged the potential collapse as a red risk and logged it on the Highways portal on 16 May, but no response had been received from Worcestershire County Council, who probably owned the wall. She therefore planned to write to the CEO of the County Council.

John Stock reported that he and a Warden had put round pins into fissures in the tarmac to identify whether they were increasing. At present, they were not, but Mr Stock would continue to monitor them. Asked what he considered to be the risk, Mr Stock said that the risk of collapse was low, but if the wall, which had no real structure, were to slip it might block Foley Terrace. For the moment, this had to be regarded as high risk. Concern was expressed at the lack of response from the County Council, and it was suggested that the Trust approach the relevant portfolio holders, Councillors Marc Bayliss and John Hobbs.

The CEO reported that most of the six immediate actions to be taken by staff that were listed in the paper, were already in hand. She confirmed, in answer to a question, that the Trust was maintaining a good dialogue with the St Ann's Well café owner around this issue.

On the proposal of Malcolm Victory, seconded by John Raine, it was **RESOLVED** unanimously to allocate a budget of £10k for the CEO to seek geotechnical advice.

The Board recorded its thanks to John Stock for his assistance and it was noted that this was a really good example of a Board member offering his skills as a volunteer.

### 9.2. Roof leak at St Ann's Well

The CEO reported that a leak in the roof of St Ann's Well had been discovered in the week prior to this meeting, which was thought to be due to a faulty pipe that

must have been leaking for some time. The café owner had been to Manor House to report the problem. He had been restricted to providing a skeleton service over the weekend, but the water was now back on, the insurance company had assessed the damage, and the Trust was making sure that the tenant's business was back up and running and that he was comfortable.

## 10. External Audit and Annual Meeting

The CEO read out an update in the absence of the FAM. The auditors had been in attendance at Manor House during June and the files were now going through Manager and Partner review process. After this, the FAM and the Chair of FAR would meet with the auditors to go through the detail in advance of the FAR meeting on 29 August. It was hoped that the accounts would be approved at the Board meeting on 12 September, at which the auditors would be present to take any questions. Once finalised, the statutory accounts would form the basis of the Annual Report, due out later in the autumn.

*The Governance Change Officer left the meeting at 8 pm.*

## 11. Annual review of risk management strategy

Lucy Hodgson reported that risk management had been discussed at the last FAR meeting. Trustees were reminded that risk management was a critical part of their role. The recommendations from FAR were intended to create a more focused process.

On the proposal of Malcolm Victory, seconded by Lucy Hodgson, it was **RESOLVED** unanimously to commission a shorter risk management document with more succinct content, with relevant committees taking ownership of respective areas. It was also **RESOLVED** that a risk management workshop be arranged for all Trustees to consider any movement in final risk scoring and overall shifts to red/amber/green.

The CEO reported that there was a course available in risk management for trustees, run by the Civic Society. Flyers were available.

## 12. Urgent Business

### 12.1 Motion of support for MHT staff proposed by Charles Penn, Chair of Staffing Committee

Charles Penn introduced the motion of support, stressing that it was *for* the staff and not *against* any group. He observed that recent comments on social media had been very uncomfortable both for Trustees and for staff. Lucy Hodgson said that she and David Core, as Trustee Points of Contact (PoCs) for staff, had attended the last staff meeting. It had been a really good meeting and she and David had been amazed by the sorts of things staff did. The meeting had included a presentation by field staff on their work on the hills. The PoCs would be attending every other staff meeting in future.

Richard Fowler thought that the Trust should have recognised that the Bill Consultation was not going to be plain sailing. He thought the motion of support was unnecessary. David Core pointed out that a number of staff had

been present at drop-in sessions and had had to deal with objectors. The CEO expressed her thanks to Charles Penn, observing that staff might be more deeply affected than others realised, and the Trust could not ignore this.

On the proposal of Charles Penn, seconded by Mary Turner, it was **RESOLVED**, with 13 in favour and one abstention, to adopt the following motion:

That the Board

- notes the recent campaign of disinformation against the Malvern Hills Trust, in which unfounded, inflammatory and grossly misleading statements have been made about the organisation and its work;
- acknowledges the negative effects this toxic activity may have had on members of staff at all levels of the organisation;
- conveys its heartfelt thanks to all staff for their forbearance and stoicism, and for the professional manner in which they have continued to discharge their duties during this difficult time.

## 12.2 Health & Safety

The Board received a paper on action the Trust was taking to ensure compliance with health & safety legislation and to make improvements, with risk being a major focus. A dedicated health & safety budget had been created and Keith Tomkins retained as Health & Safety Advisor; he had worked with the Trust on an ad hoc basis for a number of years and knew the land management sector well. The annual health & safety visit and fire risk assessments had just been undertaken when this paper was written. It was normal practice for internal fire risk assessments to be carried out between external visits; Cheryl Morris, who was experienced in health & safety from her previous employment, would undertake this. Work had already taken place to implement 'quick wins' from the Annual Visit's recommendations. The CEO said that she would be submitting a more detailed paper to the Staffing Committee.

On the proposal of Richard Bartholomew, seconded by Charles Penn, it was **RESOLVED** unanimously to appoint a working group of trustees and staff to review and address the findings of the fire risk assessments and the health & safety assessment. It was also **RESOLVED** to allocate an initial budget of £10k for staff to address quick wins and ensure compliance.

The Board recorded its thanks to Cheryl Morris for her contribution.

## 12.3 Staff/Trustee social group

The Board received a paper written by Mary Turner, who reported that a group comprising herself, the CEO, Cheryl Morris and Mike Price had been set up to promote informal gatherings of staff and Trustees, for example at Christmas. Mary Turner encouraged Trustees to contact her with ideas for events and how they might best be funded.

## **Other Committee Business for Decision**

### **13. Finance, Administration & Resources Committee – meeting of 20 June 2024**

#### **13.1. Adoption of Minutes by the Board**

On the proposal of David Core, seconded by Charles Penn, it was **RESOLVED** unanimously to adopt the minutes of the FAR Committee meeting held on 20 June 2024.

#### **13.2. Chair of Committee Updates**

Lucy Hodgson reported that it had been a comprehensive meeting. The Committee had scrutinised the end of year accounts and discussed risk management and GDPR.

#### **13.3. Resolutions**

The CEO reported that she had become aware of the Board's resolution of 5 October 2023 to seek an alternative Data Protection Officer. It appeared that some quotations had been sourced at that time. The CEO, FAM and Secretary to the Board were currently researching alternatives, although the CEO said that she was working well with the current provider.

On the proposal of Lucy Hodgson, seconded by Charles Penn, it was **RESOLVED** unanimously to note the actions now being taken by MHT staff, further to the special Board meeting of 5 October 2023, to source an alternative Data Protection Officer and arrange GDPR training for staff and Trustees.

### **14. Land Management Committee – meeting of 27 June 2024**

#### **14.1. Adoption of Minutes by the Board**

On the proposal of Mark Driscoll, seconded by Mike Wilkinson, it was **RESOLVED** unanimously to adopt the minutes of the Land Management Committee held on 27 June 2024.

#### **14.2. Vice-Chair of Committee Updates**

Mike Wilkinson reported that the meeting had been well attended and had been followed by a walk on the Old Hills.

- He noted that Severn Trent had completed the work at Link Top but still hadn't claimed ownership. MHT continued to investigate but believed that Severn Trent were responsible. Chris Rouse asked about the blockage found in the pipe; John Stock said that the capacity was adequate at present.
- The Committee had been pleased with the consensus approach adopted by the CEO concerning signage at Malvern Wells. The Parish Council and the Trust were now in complete agreement on the way forward. Malcolm Victory, as local councillor and parish councillor for Malvern Wells, recorded his thanks to CEO for her dialogue with the Parish Council.

- Mike Wilkinson outlined the schedule for the next Land Management Plan (LMP) and confirmed that the Committee had agreed on a major consultation. Allan Cottam asked whether the Committee could discuss a 'nature recovery' policy; Mike Wilkinson said that although the LMP might not use these words, much of it was around nature recovery. The CEO added that she had met with Herefordshire local nature partnerships to discuss strategies and that she hoped to meet with similar groups in Worcestershire. These strategies would have an input into the new LMP.

#### 14.3. Resolutions

On the proposal of John Stock, seconded by Frances Victory, it was **RESOLVED** with 13 in favour and one abstention:

- To approve the installation of Malvern Wells Parish Council's preferred design of signage, albeit with two posts per sign in all locations for visual attractiveness. The Peachfield Road sign is to be integrated in the space with other street signs.
- that the approach of finding consensus and a placemaking ethos should become the Trust's regular approach to land and property matters.

On the proposal of Mark Driscoll, seconded by Mike Wilkinson, it was **RESOLVED** unanimously:

- to approve the proposed timetable for the production of the Land Management Plan 2026-2031.

#### Items for Information

##### 15. Red flags on the Risk Register

It was noted that the CEO considered the following red risks to be of current concern to the Board:

2.4 Changes to Local Government Ward Boundaries.

3.1 Loss of reputation.

3.2 Adverse publicity, loss of confidence, loss of influence, impact on staff morale.

3.5 Impact of local campaigns by groups or individuals diverting organisational focus.

5.4.1 Grant funding being reduced by unilateral changes to existing agreements made by Rural Payments Agency.

##### 16. Management accounts for the 12 months ended 31 March 2024

The accounts were received for information. Lucy Hodgson confirmed that they had been discussed in detail at FAR. Trustees had had the opportunity to ask questions and staff had responded well. Mary Turner recorded her appreciation of the two page summary document prepared by the FAM. Richard Fowler referred to the accrual of



overtime and annual leave mentioned in the report and noted that the Trust must not allow this to happen again.

**17. Dates of next meetings**

30 July 2024 – Special Meeting to elect new Chair of the Board

8 August 2024 – Special Meeting to discuss consultation results

12 September 2024

**18. Confidential Items**

On the proposal of Charles Penn, seconded by Lucy 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 (matters relating to individuals and commercially sensitive information).

**The meeting closed at 8.57 pm.**

## **Schedule 1**

### **Trust Responses to Public Comments made on 11 July 2024**

#### *Response to Mr John Watts*

The Trust considered a wide range of potential governance changes prior to the 2019 consultation, including the possibility of extending the levy paying area to reflect the current land holdings. Following discussions with the Charity Commission and the DCMS, the Board decided not to include such a change in the proposals and therefore the consultation. Subsequently, the Charity Commission included in its s74 approval a limitation that no material changes be made to the Trust's power to levy. The Board's position has not changed, even though the mechanism has changed to Private Bill.

#### *Response to Prof Malcolm McCrae*

The Trust has always acted within the limits set by the Acts when raising its levy and currently charges significantly less than the maximum allowed under the relevant legislation. Although it is an unincorporated charity, the Trust is a body corporate established under the Malvern Hills Acts. Our annual report and accounts are prepared under the relevant guidance for charities. The Trust is *not* in breach of its statutory reporting duties. There is currently no separate, stand-alone organisation called the Malvern Hills Trust; that is simply the working name for the Malvern Hills Conservators.

#### *Response to Mrs Katharine Harris*

The proposed resolution was made in support of staff and in the light of comments that have been raised. It makes no mention of any specific group or individual. However, the activities of some groups have led to the comments that are the source of concern. The Trust remains committed to actively engaging with all stakeholders, and particularly levy payers. We would welcome the opportunity to engage with groups such as the MEPG, represented by Katharine Harris, and are disappointed that it has not accepted our invitations to discuss its concerns with us directly.