



Malvern Hills Trust

Special Meeting of the Board

Thursday 17 October 2024 at 7 pm

**The Council Chamber,
Avenue Road,
Malvern, WR14 3AF**



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Agenda

Introduction

1. Apologies for absence
2. Chair's Announcements
3. Declarations of Interest
4. Public comments

Items for Decision

5. Resolutions required to proceed to deposit Private Bill 27 November 2024
Paper A
6. Urgent Business
7. **Date of Next Meeting**
14 November 2024 – Annual General Meeting
8. **Confidential**
Resolution to exclude the public for discussion of item 9 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).

9. Terms of Reference *To Follow*

Special meeting of the Board
Title: Private Parliamentary Bill
Date: 14/10/2024

BACKGROUND

The Trust has been working on proposals to modernise its governance arrangements since 2014. A public consultation was held in September-October 2019 which received over 400 responses, an excellent result for a long and technical consultation. Although the Trust's proposals were widely supported a number of modifications were made to them following detailed analysis of the consultation responses.

The Trust originally planned to implement the changes using a s73 Charities Act 2011 Scheme, with the support and co-operation of the Charity Commission (CC) and the Department for Culture, Media and Sport (DCMS, the Government Department with responsibility for the charity sector). However, in the light of the strong public interest generated by the consultation, the CC and DCMS agreed *"that these changes to the charity's governing documents would now be best handled via a private bill, allowing greater scope for public scrutiny and debate than under a parliamentary scheme procedure"*¹.

PREPARATION

There followed a delay mainly as a result of external factors including Covid and Local Government boundary changes. Work started in 2023 on an application to the Charity Commission for s 74 Charities Act 2011 consent to proceed with a Private Bill. A series of workshops and briefings was held allowing both new and existing trustees to understand the proposals and consider whether they were necessary and appropriate.

A further public consultation on the revised proposals was conducted by a professional market research agency in May-July 2024. A number of written submissions were also received. The Trust's public engagement linked to this consultation included delivery of 14,000 leaflets to households in the area, meetings with local councils and other groups, drop-in sessions attended by over 300 people, writing to over 60 different organisations and charities, and publicity on the Trust's website and social media accounts. Almost 500 consultation responses were received.

A working group was established to review and analyse consultation feedback and develop proposals in response to key concerns. The Board has had the opportunity to debate these through a series of workshops and special Board meetings to agree any changes. That process completed on 10 October 2024.

Before taking the decision whether to submit the Bill to Parliament, trustees need to be confident that they have been properly informed and that the Trust has followed a robust process to ensure this.

DECISION

The Board now has a choice between two options; either to proceed with the submission of the Private Bill this November, or to postpone doing so until November 2025. That would mean a delay of a full year before the Bill would enter the Parliamentary process.

¹ Charity Commission [statement](#) 11 March 2020

Once the Bill has been submitted, it follows the full Parliamentary [process](#)². The Bill as submitted should include all the powers that the Trust believes it needs since once submitted it is not easy to extend its scope. However, the Trust will be free to introduce amendments at certain points of the Parliamentary process.

The Parliamentary Agent (PA) is content that the scope of the Bill is appropriate, and that there is sufficient time to complete the work required to meet the November deadline. He has been encouraged by the constructive responses received so far from the relevant Government Departments that have been consulted.

The pros and cons of the options are set out in the table below.

Option	Pros	Cons
Proceed	<p>Maintains momentum following stakeholder engagement</p> <p>The Trust will still be free to engage with stakeholders who wish to make points, particularly drafting points on the text of the Bill, and to modify the text of the Bill as a result</p> <p>Builds on positive responses with Government Departments and the CC</p> <p>Increases the chance of the Bill receiving Royal Assent before the next Trust elections</p>	<p>Potentially increases likelihood of petitions to Parliament</p> <p>The public and stakeholders will not have an opportunity to comment on the draft Bill ahead of submission</p>
Delay	<p>Allows time for further public engagement including consultation on the text of the draft Bill</p> <p>Provides the Board with more time to reflect on proposals and implications, including costs</p> <p>Provides an opportunity to rescope resource requirements for the Bill process and plan accordingly</p>	<p>Risks reputational damage</p> <p>Drains Trust resources from primary activities</p> <p>Distracts from review of the Land Management and Business Plans</p> <p>Uncertain that any significant improvements or changes to the Bill would be made, potentially losing a year for no benefit</p> <p>Risks difficulties in running the elections following the Local Government Boundary changes which mean that the current District Council wards do not conform to the levy paying area.</p> <p>Delays having powers that are needed to improve the Trust's ability to manage the land under its control.</p>

² The process was described in a briefing note for trustees from the PA

Option	Pros	Cons
		<p>Delays having powers to improve the Trust's ability to raise funds.</p> <p>Risks loss of critical skills and knowledge</p> <p>Increases costs</p>

RESOLUTION

- 1 That, having considered all of the factors set out in in the consultation document and all of their previous deliberations on this matter, the trustees (the "**Trustees**") of the Malvern Hills Trust (the "**Trust**") **resolve** that it is expedient in the best interests of the Trust (and its charitable objects) to promote a Bill in November 2024 repealing the existing local legislation relating to Malvern Hills Conservators (the "**Conservators**") and replacing it with a single enactment written in modern terms, including (but not restricted to) provisions effecting all or some of the purposes mentioned below and that such a bill be promoted accordingly. The relevant purposes are:
- (a) renaming the Conservators as the "Malvern Hills Trust", defining the charitable objects of the Trust and the area within which it may exercise its powers, making provision about its constitution, including arrangements for elections and appointment of Trustees, conflicts of interest, benefits for Trustees and limitation of liability and insurance;
 - (b) making provision about finance, including continuing the power to levy, provision about use of capital and income, powers to borrow and mortgage, continuing provisions for contributions by local authorities to the Trust and requiring annual audits and publication of annual reports and accounts;
 - (c) making provision about rights of public access to the Malvern Hills, continuing the duty to keep the Hills unenclosed, subject to powers for the Trust to regulate access for specified reasons (including by fencing); continuing the general power to regulate and manage the Malvern Hills, provide for the prevention of unauthorised access by vehicles, regulate horse riding, prevent nuisances and regulate public order, make provision about access roads, trees, drainage and turf, parking places, sheds and other facilities on the Hills, regulation of games and other activities, licensing of stalls and other commercial activities, and removal of items from the Hills, including vehicles;
 - (d) the making and confirmation of byelaws and their enforcement, including power to serve fixed penalty notices;
 - (e) making provision about land, including the power to dispose of land and grant leases and licences and easements for utilities;
 - (f) providing for a general power for the Trust to do anything in pursuance of its charitable objects (subject to appropriate limitations in such areas as fencing of the Hills, the acquisition or disposal of land or interests in land, or borrowing or raising money) but subject to any duties or obligations owed under general charity law and without overriding the requirement for Secretary of State consent to works on common land;

- (g) making provision for a number of general powers which would normally be enjoyed by charities including but not limited to fund raising, employing and delegating functions to staff, powers of investment and to make loans, operating bank accounts, insuring property, limited powers to trade and power to conduct and defend legal proceedings;
 - (h) making general provisions, including about public access to meetings, local inquiries, repeals and consequential amendments, and continuing the application of savings and protections for certain individuals and bodies that are contained in the existing legislation;
 - (i) making provision about the administration of the Trust, including provisions about meetings of the Trustees, quorum, decision making, committees and powers to make regulations about procedure; and
 - (j) to enact any additional, supplemental and consequential provisions that may appear to the Delegates (as defined below) to be necessary or convenient.
- 2 That the Trustees also **resolve** to delegate to the individuals holding the posts of Chair, Vice Chair, Chief Executive Officer and Governance Change Officer of the Trust (together the "**Delegates**") the power and discretion to take all such steps as they consider to be necessary or desirable to give effect to the resolution referred to above.
- 3 That the Trustees also **resolve** that the Delegates should provide a report for the Trustees on the steps taken in exercise of the power and discretion delegated to them at each meeting of the Trustees and, between each such meeting, by way of a report sent via email to the Trustees at least once every fortnight in relation to such steps as the Delegates shall consider to be significant.
- 4 That the Trustees also **resolve** that the Common Seal of the Trust be affixed to the Petition for the Bill in the presence of the Chair and Vice Chair of the Trust and the Chair and Vice Chair are hereby authorised to seal or sign any other documents on behalf of the Trust which they consider to be necessary or desirable in order to give effect to the resolutions referred to above.

NEXT STEPS

Trustees have received a draft of the Explanatory Memorandum which will accompany the Bill. Sections of the Bill will be circulated to trustees for comment as they become available. Two review workshops will be held on 24 October and 8 November to review the drafts. Should the Board decide to proceed with submission in November 2024 a final review meeting could be held in the week commencing 11 November to resolve any outstanding issues from the review process.

Should the Board decide not to proceed then the CEO should be asked to develop a timetable for activities leading up to submission on 27 November 2025, including cost implications.

David Core
Chair, Governance Committee