Malvern Hills Trust

Ordinary Meeting of the Board
Colwall Park Hotel, Colwall, Malvern, WR13 6QG
Thursday 10 July 2025 at 7pm

Present: David Core (Vice-Chair, in the chair), Simon Baggaley, Richard Bartholomew, Paul Bennett, Robert Berry, Allan Cottam, Mark Driscoll, Richard Fowler, Lucy Hodgson, Chris McSweeny, David Mead, Cynthia Palmer, John Raine, Felicity Robinson, Chris Rouse, Frances Victory, Malcolm Victory, Sheila Wren.

In attendance: CEO, Secretary to the Board, Finance and Administration Manager, Governance Change Officer, Land and Property Manager, Mary Stenson (Malvern Gazette), 15 members of the public.

1. **Apologies for absence**
   David Baldwin, David Fellows, John Michael, John Stock, Mary Turner, Mike Wilkinson, Andrew Willmott.

2. **Vice-Chair's Announcements**
   2.1 The Vice-Chair welcomed Chris McSweeny, newly nominated to the Board by Worcestershire County Council, to his first meeting.
   2.2 A wildflower walk had been held on Sunday 29 June, the first in a series of public events over the summer.
   2.3 On 20 June, the CEO and Ranger on call were called by Hereford and Worcester Fire and Rescue Service. This was about a camp fire on Worcestershire Beacon. The fire service attended and did not need Trust input on this occasion. Unauthorised fires were not permitted anywhere on the Hills and Commons, neither were barbecues, overnight parking or camping. In answer to a question, the CEO said that there had been a recent fire on Peachfield Common, caused by a barbecue. The Vice-Chair recorded thanks to the Malvern Gazette for raising awareness of the fire risk.
   2.4 On 5 July, the Air Ambulance had attended a rescue incident at Earnslaw Quarry. Trust input was not required on this occasion. The meeting was advised that the Trust itself did not call in the Air Ambulance; only blue light services could do this.
   2.5 Timothy Booker had joined the Ranger team, beating off 87 other candidates for the post. He brought valuable experience of enforcing byelaws and leading conservation volunteers from his time working for the Canal and Rivers Trust.
   2.6 Open events had been arranged for members of the public to meet Trust staff and learn more about the Malvern Hills Bill, the Trust's conservation work and opportunities for volunteers. Details were on the Trust website.
   2.7 The Wells Road was due to be closed from 14 to 18 July inclusive for tree safety works, most of which was the felling of unsafe ash trees.

2.8 Trustees were reminded that today was the last day for returning Related Party Transaction Forms, which were required for audit.

3. Declarations of interest

None

4. Public Comments

A comment was received from Mr David Smallwood. This had been published in full in the meeting papers, together with the Trust's response. Mr Smallwood read out a shortened version of his question, which is attached at Schedule 1.

5. Confirmation of the minutes of previous Board meetings

On the proposal of Lucy Hodgson, seconded by John Raine, it was RESOLVED, with in 11 favour and seven abstentions to confirm the open and confidential minutes of the Ordinary Board Meeting of 8 May 2025 and the Special Board Meetings of 22 and 29 May 2025.

6. Matters Arising from Previous Board Minutes

The CEO recorded apologies to Dr Graeme Crisp for any inconvenience caused by the statement at a previous meeting that an email had been sent to him addressing a query; it was subsequently found that the email had been sent to an old address.

7. Committee appointments for new trustees

The Secretary to the Board reported that skills audits had been received from Chris McSweeny and Andrew Willmott, and it had been established that they would be best suited to Land Management and Finance, Administration & Resources (FAR) Committee respectively. Cynthia Palmer had expressed a wish to serve on FAR but had not yet completed a skills audit; David Mead had not provided a skills audit and had not yet expressed a preference. A trustee objected that the Board should not insist on Mrs Palmer providing a new skills audit, but the Vice-Chair said that the procedure for new trustees had to be followed, nonetheless. A trustee asked for all the skills audits to be published so that all trustees could see them.

On the proposal of Lucy Hodgson, seconded by Sheila Wren, it was RESOLVED, with 17 in favour and one abstention, to appoint *Chris McSweeny* to Land Management Committee and *Andrew Willmott* to FAR Committee.

8. Private Bill

The Governance Change Officer gave a brief update. The Second Reading in the House of Lords had gone well and she was currently fielding a lot of questions from the House.

9. LGPS Discretions Policy

The Board received an updated Policy, with a copy of the existing Policy from 2021. The Finance and Administration Manager (FAM) reported that she was in touch with the Governance Officer at Worcestershire Pension Fund and that some minor changes were required by legislation, with the number of mandatory discretions being increased from four to six. The Policy had been amended to include these new mandatory discretions. In answer to questions asked by trustees, the FAM confirmed that it was a standard approach to take and the Board was only voting on mandatory exceptions.

On the proposal of Malcolm Victory, seconded by Richard Bartholomew, it was RESOLVED with 11 in favour, one against and six abstentions, to approve the revised LGPS Discretions Policy dated 10 July 2025.

A trustee asked when an updated valuation of the LGPS scheme would be available. The FAM said that the triennial valuation was in progress with a report due in September or October. There would be a detailed note in the statutory accounts. FAR would discuss the valuation at its September meeting if it was received in time.

10. Risk Register

Trustees received a paper from the CEO on the Corporate Risk Strategy, with observations and proposals for movement, together with the Corporate Risk Register and Parliamentary Bill Risk Register as at July 2025. The CEO reported that the Risk Strategy was a work in progress; the papers were being circulated at this point to give trustees plenty of time to consider them ahead of a Risk Management Workshop, which had been arranged for Thursday 18 September at 6 pm at Colwall Park Hotel. Trustees were urged to submit any comments on the Corporate Risk Strategy to the SttB in advance. Comments on the Risk Register for the Bill should be made to the GCO. The SttB agreed that she would circulate comments before the workshop, to help anyone unable to attend to feed into the discussion.

A trustee referred to risk 1.5 (Trustee body is unduly influenced by local government or other external bodies) recommending that this should be reviewed urgently in the light of a meeting of Worcestershire County Council, which had taken place earlier in the day. They asserted that all councillors who had spoken had been uncomplimentary about the Trust. The CEO said that she had given a reactive statement to Worcester News about the meeting. The GCO advised that the Council's petition had made purely technical points, to which the Trust had responded. The motion to lodge the petition at the Council meeting had been procedural; the Council had failed to comply with s239 Local Government Act 1972, and the council was required to correct this defect. Paul Bennett, as Vice-Chair of

Worcestershire County Council, countered that as a point of order the petition had had to be re-ratified due to a change in governance at the Council[1].

11. Urgent Business

There was to be an item of urgent business in the confidential session.

12. Land Management Committee

12.1 **Vice-Chair updates and questions**

The Vice-Chair of Land Management Committee reported that Land Management Committee had held a brief meeting on 26 June 2025, to which they had welcomed the new Operations Manager, Martin Barnett. This had been followed by a workshop on the Land Management Plan (LMP). The Trust was keen to receive input from the Board, and all trustees were urged to complete and return the survey circulated on behalf of the Conservation Manager. The engagement process for the new LMP was under discussion. The Vice-Chair of the Board stressed that the LMP was the most important document that the Trust had and looked forward to wider debate with stakeholders. There was general agreement amongst those who had attended the workshop that it had been a useful session.

12.2 **Resolutions**

There were no resolutions arising from the public session of the Committee meeting.

13. Governance Committee

13.1 **Committee approval of the minutes of the meeting held on 10 June 2025**

David Core as Chair of Governance Committee said that the Committee had not yet approved the draft minutes and invited comments. A trustee queried whether under the first bullet point of minute 8, David Core *had* 'said that the trust had been assured by ONS that the notification made no material difference to its status'. The Committee Chair confirmed that he had indeed said this.

A trustee referred to an email sent to the SttB by another trustee (not present this evening) querying why some trustees were named in the minutes and others were not. The SttB said this was a change she had made, which was best practice in governance minute writing; it had been welcomed by committee chairs. Trustees would be named in resolutions, when they entered or left a meeting, if they specifically requested that their vote be recorded or if they were speaking in their role as a Chair or Vice-Chair. A trustee complained that this change had been made without reference to trustees; the SttB said that Chairs and Vice-Chairs of the Board and

[1] The filing of the Petition had not been ratified by the Council prior to lodging in Parliament, hence the need for the agenda item at the Council's meeting on 10 July.

committees were happy with it. She had sent a reply to the trustee who had queried the point and they had accepted the explanation. The trustee had also pointed out that no resolution had been taken on a decision for Mark Driscoll and Robert Berry to meet to discuss the Trust's status; it was confirmed that this had been an action point rather than a resolution.

A trustee suggested that chairs and vice-chairs should be mentioned in minutes by title only rather than name and there was general agreement to this suggestion.

On the proposal of David Core, seconded by Mark Driscoll, it was RESOLVED unanimously by those committee members who had been present to approve the minutes of the meeting of Governance Committee held on 10 June 2025.

13.2 **Board adoption of the minutes of the meeting held on 10 June 2025**

On the proposal of David Core, seconded by Mark Driscoll, it was RESOLVED, with 11 in favour and six abstentions, to adopt the minutes of the meeting of Governance Committee held on 10 April 2025.

13.3 **Chair updates and questions**
None

13.4 **Resolutions recommended to Board**
None

14. Investment Report

The Board received, under confidential cover, the Investment Update Report from RBC Brewin Dolphin, dated 19 June 2025. The FAM said that unfortunately no one from Brewin Dolphin had been available to attend this meeting; trustees had been invited to submit questions in advance via the FAM, but none had been received. Brewin Dolphin representatives would be attending the September meeting of FAR.

15. Red flags on the Risk Register

The CEO drew attention to concerns around the wider safety of the public. The recent hot and dry weather had aggravated the risk of access to Gullet Quarry, which had been closed to the public following two deaths in 2013. Staff were conducting regular patrols; there were calls to the office with reports of people picnicking near the quarry. The CEO said that the Trust did everything it could to secure the quarry, although she wished it didn't have to. She was reassured by the reaction of the public when it was pointed out to them that *they* were at risk.

16. Draft Management accounts to the end of April 2025

Trustees received the management accounts for the first month of the 2025-26 financial year.

The Finance and Administration Manager (FAM) reported that the auditors had been in for one full week and one planning week; this had gone well. There would now be a manager review, after which the 2024-25 accounts would go to the September meeting of FAR prior to sign off at the Annual Board Meeting in November.

The FAM went through the paper. She confirmed that the opening balances were in line with the closing balances for March and there probably would be some changes there once the accounts had been finalised; trustees would receive a copy of these finalised accounts in due course.

16.1 **Balance Sheet**

- The FAM drew attention to the detailed notes provided to the accounts, where she had highlighted any issues of particular significance.
- Investments reflected the 31 March position; these would be updated at the end of the first quarter;
- Current assets were reflected through Flagstone and cash and as usual there was some accrued income. The FAM reminded trustees that the levy income was now reflected on a month by month basis so that they could see a more realistic deficit/surplus position.

16.2 **General Fund**

- The WCC grant had been received in April.
- Car park income was over budget, mainly due to use of a car park by a contractor.
- The cost of a lower sided skip had been charged to the Hire of Plant and Equipment budget; this had been purchased for health and safety reasons, to assist staff and had been well received.
- Legal and professional fees were currently low, but there were some large costs coming for May and June, which would go against this header.
- There was a credit showing under Employers' National Insurance; this was due to the Trust receiving a small business employment allowance of £10.5k. The budget had been done on a pro-rata basis which is why it was currently showing as credit; it would even out in due course.
- Training and recruitment costs had been high due the arrival of new members of staff.

16.3 **Designated Funds**

- Delayed tree work was due to start in the week following this meeting; £14k had been carried over from the previous financial year to fund this.
- The FAM confirmed that the budget set aside for marketing and communications was being used; an invoice for work done in April had not arrived in time to be included in these accounts.

16.4 **Restricted Funds**

- Repayments of the loan used to fund work on the Private Bill had started in April 2025.

16.5 **Questions from trustees**

- A trustee noted that investments were marked red on the risk register and asked what they were invested in. The FAM said the Trust had an investment portfolio with RBC Brewin Dolphin, which was split between risk category 6 and risk category 4 across the land maintenance, land purchase and Parliamentary funds; there were lower risk level cash investments in the Trust's Flagstone account, which was managed as cash flow required. The CEO pointed out that she was proposing to downgrade the risk to moderate and this was the reason. The trustee commented that he thought there might be a risk associated with the Flagstone investment platform..

- A trustee queried the income breakdown for the Trust on the Charity Commission web site. She was asked to submit the question in writing to the FAM.
- A trustee asked why expenditure on subscriptions had increased from £1.5k to £5k. It was pointed out that this was the budget for the whole year, not expenditure to date. It related to professional subscriptions for senior management, some of which were standard practice, for example RICS accreditation for the Land and Property Manager.
- A trustee queried personal liability for trustees regarding Flagstone and it was confirmed that there was none.
- A trustee said that auditors would normally want to be assured that all trustees had input into any decision making with financial implications, pointing out that some trustees were excluded from decision making in relation to the Private Bill. The Vice-Chair said that this issue had been discussed with the auditors.
- A trustee asked if there was a 'what if' plan with associated financial risks 'should the Bill be sent back to the promoter'[2]. The Vice-Chair said that the Bill was going through the parliamentary process and the whole reason for it had been to allow wider public scrutiny.

17. Date of Next Meeting

- This was confirmed for Thursday 11 September 2025
- There was a discussion about the venue being used for Board meetings, with a trustee suggesting that it was inconvenient for levy payers. It was pointed out that a variety of venues were used for Trust meetings and the SttB had received positive feedback about Colwall Park. The Vice-Chair said that meeting venues would remain under review. A trustee asked if a PA system could be provided for future meetings.

[2] There is no process for this to happen.

Confidential
On the proposal of David Core, seconded by Lucy Hodgson, it was RESOLVED, with 11 in favour, five against and two abstentions to exclude the public for discussions of items 18-19 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/legal privilege).

The members of the public and Mary Stenson (Malvern Gazette) left the meeting.

The meeting closed at 10.23 pm

Schedule 1

Public Comment from Mr David Smallwood

My understanding is that the Trustees voted to extend the delegated power to two officers and two trustees, originally approved on 17 October 2024, through to November 2025, to cover the committee stage of the Bill in the House of Lords.

My understanding is that on 8 May 2025 the Trustees also agreed to extend the scope of this power so that the Delegates can make immediate decisions about changes to the wording of the Bill at committee stage, as the committee and the House of Lords may expect immediate answers. There might not be time to seek Board approval for these changes, even if they were major, and unless the Delegates had the power to make immediate decisions the Bill might fail. The trustees voted in favour of this.

My question is, is this a delegated power to the 4 individuals acting Collectively, or is it a delegated power to each of the 4 acting Individually?

I do not believe that this is at all clear.

If it is to the 4 individuals acting collectively, then further questions arise:

1. Will they all be present or immediately be able to be in contact with each other throughout the entire committee stage of the Bill (which I understand to be about three weeks)?
2. If one or more of them are not available to make a decision, how will they make a collective decision?
3. What happens if 3 agree with a proposed change and 1 does not? If they are acting collectively, no “rules” have been authorised by the Board to deal with this – there is no Board mandate for a majority to over-rule a minority.
4. If 2 of the 4 agree with a proposal and 2 do not, even if there was a mandate for the 4 to vote amongst themselves, how would a tied vote (2:2) be dealt with?
5. If 2 trustees opposed a change and 2 officers were in favour of it, could the wishes of the 2 officers ever take precedent over the wishes of the 2 trustees?

Alternatively, If it is a delegated power to the 4 individuals acting Individually, would that mean that one individual could agree at the House of Lords committee to a change in the Bill and that would be binding on the whole Board and irreversible?

And could that one individual be an officer, ie the CEO or the Governance Change Officer?

This would amount to total loss of control by the trustees of a Bill that has been 10 years in the making and voted on by the trustees at every other stage.

As a member of the public listening to Board Meetings, I do not feel that the detail of this is clear to the trustees and it is certainly not clear in the minutes. I do wish to add that the minutes are an accurate record, but they don't explain the position.

I am raising the matter now to give you as much notice as possible to consider your answers to these matters, before the next Board meeting in July.

The Vice-Chair responded to acknowledge the legitimate concerns raised by Mr Smallwood. He confirmed the Trust's understanding that the delegates were a body to which powers were delegated. In practice, no circumstance had yet arisen when these delegated powers had needed to be used; to date all queries had been resolved in special board meetings. It was anticipated that there might be decisions to be taken by the delegates when the Bill reached Select Committee in the autumn. The Board would agree red lines and rules ahead of that process.