

## Malvern Hills Trust

Colwall Park Hotel, Colwall, Malvern, WR13 6QG

Thursday 13 November 2025 at 7 pm

**Present:** John Michael (Chair), Simon Baggaley, David Baldwin, Richard Bartholomew, Paul Bennett, Robert Berry, Jenny Burford, David Core, Allan Cottam, Mark Driscoll, David Fellows, Richard Fowler, Lucy Hodgson, Chris McSweeny, Andrew Myatt, John Raine, Cynthia Palmer, David Reynolds, Felicity Robinson, Chris Rouse, John Stock, Frances Victory, Malcolm Victory, Andrew Willmott, Sheila Wren.

**In attendance:** CEO, Secretary to the Board, Finance and Administration Manager, Governance Change Officer, Land and Property Manager, Katherine Parkin (Azets Audit Services – left after item 12), 70 members of the public.

*David Core welcomed everyone to the meeting as Vice-Chair, apologising for the lack of a microphone, which the Trust had understood would be provided.*

### 1. Election of Chair

A trustee raised a point of order, asking for Public Comments to be taken before the Chair election, because there was reference to this election in one of the comments. This request was declined by the Vice-Chair.

There were two candidates for the position of Chair: John Michael, nominated by Frances Victory and seconded by Sheila Wren, and; Andrew Myatt, nominated by David Fellows and seconded by Cynthia Palmer. Both candidates were invited to speak and David Fellows spoke in support of his nomination of Andrew Myatt. Trustees were given the opportunity to question both candidates.

**On the proposal of Frances Victory, seconded by Mark Driscoll, it was RESOLVED, with 18 in favour, one against and six abstentions, that the election would be carried out via secret ballot.**

John Michael was elected as Chair by a majority of 14 votes to ten, with one abstention. Andrew Myatt offered his congratulations.

### 2. Election of Vice-Chair

There were two candidates for the position of Vice-Chair: David Core, nominated by Richard Bartholomew and seconded by Malcolm Victory, and; Richard Fowler, nominated by David Fellows and seconded by Robert Berry.

Both candidates addressed the Board. David Core began with a statement about an anonymous letter he had received accusing him of failing to declare property interests. This was an accusation that he categorically denied. He was raising it now in case anyone should accuse him of deception ahead of the Vice-Chair election vote.

Questions to the candidates were invited from trustees were invited, but there were none.

**On the proposal of Frances Victory, seconded by Mark Driscoll, it was RESOLVED, with 18 in favour, one against and six abstentions, that the election would be carried out via secret ballot.**

David Core was elected as Vice-Chair by a majority of 14 votes to ten, with one abstention. Richard Fowler offered his congratulations.

### **3. Apologies for absence**

David Mead.

### **4. Chair's Report for 2024-2025**

This is attached at Schedule 1.

### **5. Chair's announcements**

- 5.1 The Chair thanked staff for their work removing fallen branches and trees and clearing paths following recent adverse weather, and for attending to fly tipping and a crashed car on Peachfield Common.
- 5.2 The Trust had secured a grant of £12,000 from the Government's 30x30 funding for the replanting and deer-proofing of Colwall Coppice, which would take place in December.
- 5.3 The Chair thanked the Community and Conservation Officer and volunteers for conducting a survey of memorial benches across the Hills and Commons. 380 benches had been mapped.
- 5.4 The first phase of public consultation on the refresh of the Land Management Plan had begun. As part of this, the Conservation Team had met around 100 pupils at Malvern St James School at a 'beyond COP 21 Symposium'.
- 5.5 The Trust had taken part in this year's Remembrance Parade, laying a wreath in memory of the fallen and of Martin Cottrell.
- 5.6 Work was in progress to improve the Reception area at Manor House. Around 2000 people had visited during the year to purchase car park passes.
- 5.7 All trustees were invited to Christmas drinks after the meeting of the Finance, Administration and Resources Committee on Thursday 11 December, venue to be confirmed.

### **6. Declarations of interest**

Richard Fowler observed that David Fellows had been previously deemed to have a conflict of interest on the Malvern Hills Bill because he was a member of Guarlford Parish Council and suggested that Frances Victory was similarly conflicted because she was a member of Newland Parish Council. Mrs Victory pointed out that Newland had not petitioned and stated that she was not conflicted.

Chris McSweeney said he had an interest to declare in confidential agenda items and that he would do this in the confidential session of the meeting. Frances Victory declared an interest in the item on Newland Parish bus shelters.

## **7. Public Comments**

Public comments were received from Malcolm McCrae, David Smallwood, Charles Penn, Mick Davies, Graeme Crisp and Anthony Madigan. These are attached at Schedule 2, together with the Trust's responses.

## **8. Public Questions on the Accounts**

No questions had been received in advance. Two members of the public raised questions, but these were not permitted by the Chair, because they did not relate specifically to the 2024-25 accounts.

## **9. Risk Management Strategy for 2025**

The Board received a paper from the CEO together with an updated Corporate Risk Strategy and the Risk Register for the Malvern Hills Bill. The CEO went through the paper, explaining that the previous version of the Corporate Risk Strategy had been considered by the Board in July, with Finance, Administration and Resources (FAR) Committee reviewing red risks at its September meeting. There had also been a trustee workshop in September to consider risk strategies and any movements appropriate. The CEO recorded her thanks to all those who had contributed. Following the workshop, the CEO had refined scores and responsibilities so that each committee could consider risks relevant to their remit, and focused on strong control measures around corporate risks, as recommended by trustees. She stressed that adopting a proactive approach did not necessarily mean that a risk was heightened. A new risk requested by a trustee on staff impartiality and misconduct was pending consideration.

*Questions and comments were invited.*

- A trustee said that they were not clear what they were being asked to approve, although they were content with the process. They recorded a number of anomalies in the documents for the CEO's attention. They considered that the Bill risk register read like a tool for defending the Bill process and asserted that this positioning was wrong. They were also alarmed that the 'Governance' risk in the Bill (*Resignations create a change in balance of trustees in favour of the Bill*) had been assigned the maximum score for severity of impact and likelihood and urged the Board to pause and review. They asserted that 'morale building' was insufficient as a mitigation for this high risk.
- A trustee thanked the CEO and her staff for producing a useful strategic document. They asked why the risk was high for grant funding from the Rural Payments Agency. The CEO said this was because there was so much delay in receiving the money and uncertainty as to how the scheme would work in the

future. The Trust could not plan conservation objectives if income to support them was uncertain. Another trustee asked what contingency the Trust had to replace this income if it were not received. The CEO said that the overall contingency policy would apply; for example, it might be necessary to appoint staff on temporary contracts.

- A trustee recommended that the Bill Risk Register should be seen as part of the whole, and not as a separate entity.

Andrew Myatt proposed an amendment to the recommendation in the paper as follows:

*In the light of the governance risk recorded in the Parliamentary Bill Risk Register (Severity 6, Likelihood 6, Impact Score 36), as well as seven other highly probable catastrophic risks, the Board resolves to pause all further actions and expenditure relating to the Malvern Hills Parliamentary Bill until all risks have been independently reviewed, mitigated, and demonstrably reduced to acceptable levels, in accordance with trustees' fiduciary duty of prudence under Charity Commission guidance.*

**A vote was taken on the amendment. There were nine in favour, 14 against and two abstentions. The amendment was therefore NOT carried. Andrew Myatt asked for his vote in favour of the amendment to be recorded.**

**On the proposal of Richard Bartholomew, seconded by Lucy Hodgson, it was RESOLVED, with 14 in favour, nine against and two abstentions to approve the Risk Management Strategy for 2025, as published in the Board papers. Andrew Myatt and Robert Berry asked for their votes against to be recorded.**

## **10. Reserves Policy and Going Concern**

The Board received a paper prepared by the Finance and Administration Manager (FAM). The FAM reported that FAR Committee had considered a paper on the Reserves Policy at its September meeting and would have further discussions about in December about whether an inflationary uplift or expenditure based formula should be applied to the current free reserves level, approved by the Board, of £350k. The paper included comparisons of reserves levels over the last three years for trustee information.

The FAM referred to the section of the paper on Going Concern, drawing attention to the General Fund Balances Forecast up to April 2027. This supported the assessment made that the Trust **was** a Going Concern. The FAM pointed out that there were comfortable levels of reserves, including £415,314 in the unrestricted git fund.

**On the proposal of Allan Cottam, seconded by Lucy Hodgson, it was RESOLVED, with 22 in favour and three abstentions as follows:**

- **To keep the free reserves level above £350k until the next review at FAR in December and the Board in January 2026;**

- To assess that the reserves were at a satisfactory level as at 31 March 2025; and
- To approve the assessment that Malvern Hills Trust is a Going Concern.

#### **11. Trustees' Annual Report and Accounts for the year ended 31 March 2025**

The Annual Report and Accounts were received. The FAM reported that two changes had been made since the publication of the document on 22 October 2025: the resignation of Mike Wilkinson from the Board on 31 October 2025 and the inclusion of the Trust's web site address and phone number on the front page.

Katherine Parkin of Azets Audit Services was invited to address the Board. She thanked the FAM and her staff for all their help during the audit. She confirmed that the audit had been carried out to international standards. No significant deficiencies of internal control and no ethical issues had been found. Subject to the signing of the Letter of Representation, the Auditor was happy to issue an unqualified i.e. clean audit opinion.

A trustee drew attention to the top bullet point on page 19 of the Report, pointing out that the Charity Commission had now approved the increased budget for the Malvern Hills Bill. The FAM said she would update this.

Lucy Hodgson, Chair of FAR, thanked the FAM and her staff for all their work on the accounts and audit.

**On the proposal of Lucy Hodgson, seconded by Malcolm Victory, it was RESOLVED, with 21 in favour and four abstentions, to approve the Trustees' Annual Report and Accounts for the year ended 31 March 2025, which were then signed by the Chair.**

#### **12. Letter of Representation**

The proposed Letter of Representation was received. The FAM explained that this was the Trustees' formal letter of confirmation to the auditors that they were satisfied with the financial statements.

**On the proposal of Sheila Wren, seconded by Lucy Hodgson, it was RESOLVED, with 21 in favour and four abstentions, to approve the Letter of Representation, which was then signed by the Chair.**

The Chair recorded his personal thanks to the FAM and her team.

*Katherine Parkin left the meeting at 9.08 pm.*

#### **13. Appointment of Auditors for 2025-26**

The Board received a paper from the FAM, who explained that due to the unexpectedly large increase in the quotation from the present Auditors, the Trust was not at this time content to recommend that they be reappointed, but that instead a tender process

should be carried out and the appointment of auditors for 2025-26 adjourned until that had taken place. So far no proposals for an alternative auditor had been received from levy payers; the FAM was content to extend the deadline for nominations for a further week following this meeting. The FAM advised of a correction to the paper – the dates at the top of page 38 of the Board pack should read 2025-26 (not 2026-27).

David Core, speaking as a levy payer, said that in 2022 there had been a selection process after an amended proposal, which had seen Azets Audit Services appointed. They had committed at that time to restrict increases to their fees to inflation for three years; that period had now expired. A period of 3-5 years was typical between tender processes. A levy payer asked why the quotation had increased so much. David Core explained that typically auditors had a floor to their fees and that the Trust fell significantly below that of Azets, who were originally the Gloucester office of KPMG. It was purely a price increase and nothing else. A trustee levy payer asked whether this problem could be avoided in the future. The FAM said that the Trust had chased several times for the quotation; Azets had apologised for their late submission.

A trustee levy payer asked whether there was a realistic prospect of securing a better quotation and this was confirmed. In answer to a question as to whether the reconvened meeting would take place in January 2026, the FAM said that there was a lot of work to be done in the next few weeks, which meant that the meeting might not be as soon as January. There was no particular hurry, since the appointment was for the financial year ending 31 March 2026. She added that Azets had said they were happy to retender.

**On the proposal of Graeme Crisp, seconded by Richard Bartholomew, it was RESOLVED, with 59 levy payers in favour, to adjourn the appointment of auditors for the financial year 2025-26 until a resumed meeting of levy payers; and that the Trust should invite tenders from a selection of suitably qualified and experienced auditors, with a view to appointing at a reconvened meeting in early 2026.**

*Approximately 60 members of the public left the meeting following the vote. There was a short recess, during which Paul Bennett, David Fellows and Cynthia Palmer left the meeting.*

*The Chair informed those remaining that it was not going to be possible to complete the planned agenda in the time available and that the meeting would therefore be adjourned once urgent decisions had been taken<sup>1</sup>.*

#### **14. Appointment of Committees for 2025-26**

A paper listing the proposed committee membership was received. The Secretary to the Board explained that trustee applications had been considered by the 2024-25 Chairs

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<sup>1</sup> It was subsequently agreed by the Chair and officers that it would not be possible to reconvene the meeting before Christmas and that outstanding business would therefore be added to the agenda for the Board meeting on 15 January 2026.

and Vice-Chairs of the Board and Committees. Trustees’ skills audits had been taken into account. The proposed membership was as follows:

<p>Land Management</p> <ol style="list-style-type: none"> <li>1. David Baldwin</li> <li>2. Richard Bartholomew</li> <li>3. Mark Driscoll</li> <li>4. Chris McSweeny</li> <li>5. John Michael</li> <li>6. Cynthia Palmer</li> <li>7. David Reynolds</li> <li>8. Felicity Robinson</li> <li>9. Chris Rouse</li> <li>10. John Stock</li> <li>11. Sheila Wren</li> </ol>	<p>Finance, Administration &amp; Resources</p> <ol style="list-style-type: none"> <li>1. Simon Baggaley</li> <li>2. Robert Berry</li> <li>3. David Core</li> <li>4. Allan Cottam</li> <li>5. David Fellows</li> <li>6. Richard Fowler</li> <li>7. Lucy Hodgson</li> <li>8. Andrew Myatt</li> <li>9. John Raine</li> <li>10. Frances Victory</li> <li>11. Malcolm Victory</li> <li>12. Andrew Willmott</li> </ol>
<p>Governance (7)</p> <ol style="list-style-type: none"> <li>1. Richard Bartholomew</li> <li>2. Robert Berry</li> <li>3. David Core</li> <li>4. Mark Driscoll</li> <li>5. David Fellows</li> <li>6. Lucy Hodgson</li> <li>7. John Raine</li> </ol>	<p>Staffing (7)</p> <ol style="list-style-type: none"> <li>1. David Baldwin</li> <li>2. Richard Bartholomew</li> <li>3. Lucy Hodgson</li> <li>4. John Raine</li> <li>5. John Stock</li> <li>6. Frances Victory</li> <li>7. Sheila Wren</li> </ol>

The Chairs and Vice-Chairs were recommending to the Board that it would be impractical for a trustee deemed conflicted on the Malvern Hills Bill to become Chair or Vice-Chair of either Finance, Administration & Resources Committee, or of Governance Committee, due to them not being able to receive confidential information on the Bill or to vote on Bill-related matters.

It was noted that Jenny Burford had not been nominated to a committee, because she had qualified her signing of the Code of Conduct. Mrs Burford told the meeting that she had stated that she would find some of the commitments ‘difficult’ to abide by, but this did not mean that she would not do so. Following a request from the Chair, she confirmed that she would abide by the Code of Conduct. It was therefore agreed that the Chairs and Vice-Chairs would meet again consider her application alongside her skills audit in the same way as they had considered the applications from all other trustees.

**On the proposal of John Stock, seconded by Malcolm Victory, it was RESOLVED, with 12 in favour, five against and two abstentions, that it would be impractical for a trustee deemed conflicted on the Malvern Hills Bill to become Chair or Vice-Chair of either Finance, Administration & Resources Committee, or Governance Committee.**

**On the proposal of David Core, seconded by John Stock, it was RESOLVED with 19 in favour to approve the committee memberships for 2024-25.**

**15. Appointment of Board Members to Other Bodies for 2025-6**

A paper listing individual trustees’ applications to serve on Other Bodies was received. It was noted that there was one vacancy each remaining on the Recreation Advisory Panel, the Wildlife Panel, the Castlemorton Common Co-ordinating Committee and Malvern Spa Association. Chris McSweeny volunteered to serve on the Recreation Advisory Panel. The position to represent the Trust on the Malvern National Landscape Joint Advisory Committee was contested between three trustees, two of whom had already left the meeting. The Secretary to the Board recommended that the appointment be deferred so that all candidates could have the opportunity to address the Board and this was agreed. The proposed appointments were therefore as follows:

Recreation Advisory Panel (4)	Castlemorton Common Co-ordinating Committee (4Cs) (2)	Wildlife Panel (4)	Malvern Landscapes (1)	Malvern Spa Association (1)
David Baldwin David Fellows Chris McSweeny John Raine	Chris Rouse <i>Vacancy</i>	Mark Driscoll Felicity Robinson Sheila Wren <i>Vacancy</i>	<i>Deferred to next meeting</i>	<i>Vacancy</i>

**On the proposal of David Core, seconded by Felicity Robinson, it was RESOLVED with 20 in favour to approve the above appointments to Other Bodies for 2025-26, with the appointment to the Malvern National Landscape Joint Advisory Committee being deferred to the next meeting.**

**16. Resolutions from the Land Management Committee meeting of 16 October 2025**

**16.1 Replacement bus shelters in Newland Parish**

Land Management Committee had discussed an application from Newland Parish Council (NPC) for the replacement of bus shelters on Trust land and was asking the Board to approve the design requested. A trustee objected to shelters being built of wood, pointing out that the arsonist was still at large, but other trustees pointed out that NPC had voted in favour of the wooden shelters and that the Trust did not have a valid reason to oppose their request. The Land and Property Manager read out a letter from NPC confirming their request.

**On the proposal of Sheila Wren, seconded by Malcolm Victory, it was RESOLVED, with 15 in favour, one against and two abstentions, to approve the design for replacement bus shelters submitted by NPC; to authorise the**

**CEO to proceed with finalising the licences and co-ordinating with NPC, and; to authorise the CEO to sign off the completed licences.**

## 16.2 Bin Strategy

**On the proposal of Mark Driscoll, seconded by Lucy Hodgson, it was RESOLVED unanimously to approve the allocation of £2,000 + VAT to undertake a bin trial as per the Land and Property Manager's Bin Strategy.**

It was noted that the Board would need in due course to consider whether any proposed new bin design met its objectives.

## 17. Malvern Hills Bill Update

The Governance Change Officer (GCO) gave an update:

- The Select Committee had been appointed; members had a quasi-judicial role and so there should be no attempt to contact them.
- The GCO and Parliamentary Agent (PA) were still looking at comments from Worcestershire County Council (WCC) with a view to reaching agreement that would enable WCC to withdraw its petition. They were also reviewing further comments (round 3) from House of Lords counsel.
- The Trust had finally received consent from the Charity Commission to increase spending on the Bill and to allow the Trust to enter into any debate on changing the levy arrangements in response to petitioners and from Select Committee.
- Guarlford Parish Council had had their s239 meeting and West Malvern Parish Council had theirs set up for end of November.

### 17.1 Renewal of delegated authority

The Board received a paper from the GCO. This set out the requirement for renewal of delegation of authority during the Bill's progress through Parliament. This applied to decision making where it had to be done quickly and where there was not time to call a Special Meeting of the Board, which had to take place in person.

The GCO referred to the public comment made earlier by David Smallwood and reminded the meeting that Mr Smallwood was a petitioner against the Bill. She stressed that the Acts did not specify all the decisions that the Board could make.

The GCO reminded unconflicted trustees of the reporting process that was already in place. Where changes had been proposed, they had been reported to trustees. Any decisions required would be notified to trustees by email and a Teams call convened if necessary to allow the Delegates to seek the views of Trustees. The Select Committee was expected to last for eight weeks and it was simply not practical for the Board to meet to make every decision.

A trustee suggested that it would be sensible to include a third trustee on the list of delegates, so that the balance of Delegates would be in favour of trustees. This suggestion was backed by two other trustees. A trustee proposed that the Chair or Vice-Chair of the Governance Committee would be a suitable candidate, provided that person was not a conflicted trustee.

**On the proposal of Malcolm Victory, seconded by Mark Driscoll, it was RESOLVED with 15 unconflicted trustees in favour, as follows:**

- 1. That, where decision-making has to be done quickly, the Trustees resolve to delegate to the individuals holding the posts of Chair, Vice Chair, Chair or Vice-Chair of Governance Committee (provided not conflicted in relation to the Bill), 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 Trust's resolution to promote the Malvern Hills Bill. This resolution to be reviewed on or before 31 May 2026 or once the Bill has completed its passage through the House of Lords.**
- 2. The Delegates will where possible consult the Board about a) any proposed significant amendments to the Bill or b) any significant undertakings, assurances or agreements proposed to be given to or made with third parties relating to the drafting of the Bill or its implementation if enacted.**
- 3. All decisions of the Delegates to be made by simple majority.**

#### **Confidential**

**On the proposal of Lucy Hodgson, seconded by Frances Victory, it was RESOLVED with 14 in favour to exclude the public for the discussion of item 29 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 (legal privilege).**

*Members of the public left the meeting.*

**The meeting closed at 10.15 pm**

## Schedule 1

### Chair's Annual Report 2024-25

The Malvern Hills Trust was, and continues to be, deeply saddened by the untimely passing of one of its Field Team. **Martin Cottrell**, a dedicated member of the staff for over thirty years, died on 2 May. I want to thank again the emergency services for their fast response to the incident, including the Air Ambulance, and we are grateful for all of the understanding and support for Mr. Cottrell's family and colleagues. Planning is underway with the family for memorials to be commemorated in the New Year.

As much as 2024 was a year of *wet, wet, wet*, this spring and summer were *dry, dry, dry*. **Rangers** have dealt with over 30 manmade and barbecue related fire incidents on the Hills and Commons. I want to thank them for their tireless work: from emptying over 50 bins to educating the public about our byelaws. I also want to thank all of the emergency services, who work tirelessly to keep local residents safe in light of such extreme weather conditions affecting the Hills and Commons and other hazards.

**Dogs worrying livestock** is a difficult topic to reflect on. One of our graziers has lost 10 sheep this year and our Rangers are often first on the scene to see sheep horrifically wounded. I thank the National Sheep Association, which is based locally, for helping us to get the message across to dog owners and walkers that it is vital that you keep your dog on a lead around sheep, even if you can usually trust it to come to call. Vehicle drivers also need to heed livestock signs on the highway.

The CEO has served notice on numerous **traveller encampments** this year. I thank the public for calling the office with their concerns about them and rough sleepers and we manage the situations as best we can. Sometimes there are safeguarding issues and I give credit to StreetLink, which connects people sleeping rough to local services.

Under the guidance of new **Operations Manager**, Martin Barnett, **the Field Team** has worked hard to maintain the Hills and Commons, including 80 miles of hill paths. There has been a very long grass cutting season and I'm encouraged to see how they are learning to use new robot mowers.

The new **Land and Property Manager** has made her mark, explaining to utility companies that they cannot simply dig up Trust land. I'm pleased to report the **purchase** of a small traditional cherry orchard on Castlemorton Common, next to the Foxhalls property and the acquisition of two blocks of principally woodland, extending as a whole to approximately 64 acres at Little Malvern. This acquisition strengthens the Trust's stewardship of the Malvern Hills and aligns with our long-term conservation objectives.

The Trust is now calling for evidence to refresh our Land Management Plan, which guides what we do. By taking part, you will be helping to shape the future of the Malvern Hills and Commons for generations to come. This is guided by the expertise of the **Conservation Team**.

We deposited our **Parliamentary Bill** on 27 November 2024. This followed 10 years of hard and focused work on identifying the problems with our outdated legislation and identifying the best solutions. There was an eight-week public consultation over the summer and an intensive period of considering the feedback, special board meetings held in public and a series of decisive votes by the board of trustees. My thanks to **Susan Satchell** for her stalwart support on this. The Bill now is being considered under full public scrutiny.

Our **public engagement programme** has brought the Trust into contact with over 600 people at over 25 events. Nearly 40 people enjoyed our summer events programme and we continued our drop-in sessions on the Bill. Staff met over 100 people from local families at Malvern Fire Station on August Bank Holiday Monday and over 100 school pupils at the recent 'beyond COP 21 Symposium'.

I personally enjoyed handing out medals to those who completed the **Malvern Hills Challenge** in September. Charities have raised many thousands of pounds from events and activities that we licence on the Hills and Commons and this one raised £21,500 for Help the Heroes.

**Volunteers** have provided many hours of service this year and help enormously to manage parts of the Hills and Commons that are hard to reach with machinery. I was delighted to hear that, in March, a 40<sup>th</sup> birthday party of 17 family members, young and old, came and cleared scrub and small trees on the ramparts of British Camp and enjoyed it immensely.

Whether it is litter picking, scrub bashing or managing sensitive and protected habitats, I thank them all. **Company employees** have lent a hand too, including from INDRA, Raytheon and Speller Metcalfe.

Next, I want to thank all of the **office team**. In particular, the Secretary to the Board, who has collated and issued papers for 11 board meetings and 12 committee meetings and organised many others. The sheer numbers of trustees on the Board now (26) makes this a huge administrative task. I'm grateful to Alison for finding time to update Trust policies, which helps **trustees to 'steer', while staff 'row'**, which is the right dynamic.

The **Finance and Administration Manager** deserves particular thanks also, whose exceptional quality of work on the Trust's finances always receives favourable comments from trustees in our meetings. In this issue period, her team welcomed nearly **2,000 local people to our Reception** to purchase discounted levy passes, annual passes for our car parks or report issues.

And I **thank the CEO**, who has a tough job managing so many priorities and overseeing the whole staff operation and yet always remains cheerful.

Now, thanks to all of you, **the trustees**. We've achieved a lot this year together. We don't always agree and constructive challenge and debate reflect your diversity of experience and is a sign of healthy governance.

Some, like John Stock, Sheila Wren, Andrew Myatt and Felicity Robinson have **contributed their skills to the Trust as volunteers.**

I feel the loss of some really good trustees this year: Charles Penn, Mary Turner and now Mike Wilkinson and I thank them for their service to Malvern Hills Trust.

The Staffing Committee has also gone above and beyond, forming the **Protocol Working Group** with staff to carry on the good work of a protocol the Board adopted in May 2024. They met and thanked staff at our depots and held a workshop with Trust managers to take forward good ideas from staff. I particularly enjoyed handing out the **long service award certificates** to staff in September and hearing their stories: 12 awards have been made in total.

Last but by no means least, I **thank the Levy payers** for their financial contribution to our work, which is caring for the Hills and Commons and that's what we will continue to do.

## Schedule 2

### Public Comments

#### **Malcolm McCrae**

Given that the Trust usually has some six Board Meetings each year I am puzzled by this meeting being called the Annual Board Meeting. What has happened to the annual levy payers meeting that usually sits alongside the Board meeting that occurs to approve the accounts for the previous financial year?

The Annual Levy Payers meeting is the only occasion on which Levy Payers have the power under the Commissioners Clauses Act to formally challenge proposed action by the Board. When in 2022 levy payers exercised this power over a recommendation to reappoint auditors they were told by officers that the recommendation to appoint auditors is made following a well-established, presumably documented procedure of evaluating possible auditors. I could elaborate on the unfortunate events that followed the overwhelming vote by levy payers to reject the Board's recommendation in 2022 but suffice it to say that paper E on tonight's agenda clearly shows that assertions made in 2022 were untrue.

The Annual Levy payers meeting should be properly called in the context of a meeting that is considering the annual accounts together with a recommendation from the Chair on the appointment of auditors, which is not the case for this meeting. So, to reciprocate the respect that the Board demands from levy payers and the wider public, I suggest that either this meeting is abandoned at this point or consideration of the accounts is held over until a subsequent meeting at which any recommendations on the appointment of auditors can be discussed and voted on.

Finally, since submitting my comments to the Board Secretary, I've learned that another levy payer has been blocked by the Chair from informing the meeting that if it proceeds as planned it makes various breaches of the Commissioners Clauses Act.

#### *Response from the Chair*

*Thank you for your comment. It has always been the case that the accounts are approved by the Board and the appointment of auditors is voted on by levy payers at the Annual Meeting of the Board. It is not a separate levy payers' meeting. Consideration of the accounts is not dependent on the appointment of auditors for next year, which will be discussed under item 13 on the agenda.*

## **David Smallwood - Statement on the Recommendation in Paper G**

I have previously spoken about the lack of clarity regarding how delegated decision making to two trustees and two officers would work.

I wish to make two comments on the proposal in Paper G, on which you will be asked to vote, as it has now been clarified that decisions will be made by a simple majority.

This has two implications:

Firstly, if two are in favour of an amendment to the Bill and two are against, then no amendment can be made. If the two Trustees wish to approve a change to the Bill and the two officers oppose the change, then the change cannot be made.

Secondly, if, for example, the Deputy Chair and the two officers wish to agree to a change, and the Chair is against it, the Chair would be over-ruled.

In both cases, the two officers, working together, will have taken control away from the trustees and frustrated their wishes.

I cannot understand why you are not voting for an arrangement where decision making is delegated to four trustees, who would take into account advice from officers. Voting would be by simple majority, with the Chair of the trustees having a casting vote.

As trustees you should remain in control in any decision-making process and therefore you should reject the proposal in Paper G.

I am also concerned with assumption that the Trust even has the power to delegate decision making

A charity is controlled by its Governing Document – in this case the Malvern Hills Acts. There is nothing in these Acts which permits the delegation of decision making to a group of officers and trustees. In fact, the words “delegation” and “delegate” do not appear anywhere in these Acts at all.

Your Governance Handbook specifies that only the CEO and the Secretary can give legal advice to the trustees, so would either of them now please explain how it is lawful to delegate decision making to a group of officers and trustees.

### *Response from the Chair*

*Thank you for your comments. They have been circulated to trustees so that they might consider them as part of the discussion under item 22 on the agenda. It is a well-established practice that the Board may decide to delegate decisions to staff and groups of trustees.*

*Mr Smallwood asserted that it was significant that the CEO and SttB had remained silent on his point about delegated authority on ‘giving legal advice’.*

## Charles Penn

First, I had to resign earlier this year as a trustee due to deteriorating health and increasing age.

I know from personal experience over the past ten years that the majority of trustees have care and preservation of the hills and commons at the heart of their aspirations for the trust. There is no other reason why anyone would wish to offer their time and effort, as none have been paid, received expenses or gained benefits. I hope everyone at the meeting can share that volunteering spirit, and that all can work together to achieve long-lasting and effective governance of the Trust.

I was however dismayed to see a trustee standing for election as chair, making fundamentally mistaken and misleading statements about the current efforts to achieve essential updating and increased effectiveness of the governing legislation. I would like to put on record these errors.

First, he stated that 'the Trust' has employed 'selective interpretation of charity law'. I can assure him that extensive legal advice has been taken from solicitors with specialised expertise in charity law, regarding both the drafting of the new bill and questions that have arisen in discussion with individuals and organisations since its submission to parliament.

Second, he refers to 'blinkered persistence and borrowed funding' by the Chair and leadership. The Board has voted by a clear majority to pursue the governance changes, on numerous occasions over almost eight years. The proposals have been considered in detail and supported by a large majority of current and past trustees. The funding is borrowed from one of the Trust's own funds and will be repaid with appropriate interest. This strategy was also employed the last time a new governing bill was passed by Parliament in 1995.

Permission was sought this time from the Charity Commission who considered it at length and granted approval.

Finally, there is a clear contradiction in the statement that 'there may well be merit in new legislation' when the proposed legislation had been dismissed in the previous sentence as 'to expose the Trust and the Hills to the roulette wheel of parliamentary scrutiny and the associated ruinous costs of that gamble.'

In 2020 the Charity Commission and DCMS directed the Trust to use a private bill to modernise its governance because it would allow greater scope for public scrutiny and debate than under a parliamentary scheme. I am happy to see the eminently sensible Bill considered through the parliamentary process, which will consider the reasonable concerns that many have expressed.

*Response from the Chair*

*Thank you for your contribution to the development of the governance changes over your 10 years on the Board. I note particularly that it was the Charity Commission and DCMS who directed the Trust to follow the Private Bill route and that is what we are doing now.*

**Mick Davies**

Thank you for enabling me to speak tonight, my purpose being to offer support and to encourage resolve in those hard working and committed staff members and trustees who selflessly serve us through The Malvern Hills Trust.

Many of you know me as, among other things, a supporter of the governance reforms that are set out in the current Bill. As a nominated trustee for eight years during which the proposals were being developed and refined, I was sure and I remain sure that the research, consultation and evaluation has been thorough and painstaking, that the proposed governance changes represent no threat to any stakeholder in the community and that without some change, the Trust would never be able to engage properly with and serve the community as we all want it to.

As a detached but well-informed and still interested member of the public, I have been amazed and saddened by the wilful misrepresentations about the Bill that have swirled around social media and print and, in some cases, election materials, promulgated by opponents of the Trust, most of whom acknowledge the need for governance reform but remain resolutely silent on alternative proposals.

The whole content of the submitted Bill had been subject to frequent and continuing scrutiny by the Board and its governance committee. The Board and that committee are properly constituted including elected and nominated Trustees and make their decisions in public.

From the 2011 Inquiry into the St Ann's Well debacle, when the Trust was advised again to undertake a review of flawed governance, to November 2024 when the Bill was deposited, the proposals have continually been available for scrutiny by the Board. And if anyone wants to scrutinise it now, it is there, in full, on the Government Website.

Nevertheless, the Bill is now going through the Parliamentary process in accordance with the direction of the Trust's regulator and the Government. That process was prescribed, not to initiate a "roulette wheel" gamble but to ensure that the proposals were subject to proper public scrutiny and debate.

Sadly, the process seems not to include any channel for anyone to Petition In Favour of the Bill, but let's hope their Lordships also appreciate that the largely silent majority have expressed sensible, supportive views, for instance in last week's letters in the Gazette. And let's hope that the staff and trustees who have worked so hard to do the right thing for our Hills and Commons take heart in the knowledge that the properly informed public are with you.

*Response from the Chair*

*Thank you, Mick, for your continued support of the Trust. I share your disappointment that ill-informed comments continue unchecked on social media, but as you say the focus for us all should be on the committee stage in Parliament, where the concerns of petitioners will be considered.*

*I note that many social media comments express concern that petitioner trustees are being denied access to documents and unable to speak on matters pertaining to the Bill. To put that in context, so far only four documents fall into that category. The Board has not discussed the contents of the Bill since it was submitted and as Mick notes, it is the Select Committee rather than the Board that is now considering the Bill. The Trust is content to present its case for changes and support the Committee's deliberations.*

**Graeme Crisp**

Chair; As a levy payer I would like to know:

When and how did the Trust invite members of the public wishing to propose the appointment of an alternative firm of auditors to notify the Trust of their proposal no later than 5 pm on Friday 31st October 2025. I and many others are unaware of this edict.

How the Trust reconciles this deadline with their obligations under the provisions of the Commissioner's clauses act 1847 which entitles the rate payers to appoint auditors at the annual meeting.

The recommendation under item 8 is unclear as to how the accepted tenderer should be appointed at a reconvened annual meeting. It is clear that the final choice should rest with the levy payers as set out under the Commissioner's clauses act 1847 and I am sure that the levy payers would pay due attention to a new paper setting out the costs and merits of a set of suitable tenders at such a reconvened annual meeting.

However the resolution proposed leaves the door open to a decision of questionable legality by the Trustees to appoint an auditor of their choice without reference to the levy payers present at the reconvened meeting.

It is open to the levy payers to assert their authority this evening by making a snap decision to appoint an auditor of their choice. I think it would be in everyone's interests if this were avoided. I invite the Trust to give an undertaking tonight, before item 8 is considered by the levy payers, that if the meeting is adjourned and reconvened to allow for tendering, the Trust will invite the levy payers at the reconvened meeting to appoint the auditor, informed by a new paper prepared by the Trust, setting out the costs and merits of a suitable selection of tenderers.

Without such an undertaking the Trust runs the risk of having a rerun of the time consuming problems which arose prior to the appointment of Azets following a levy payer's choice at the annual meeting of PWC.

*Response from the Finance and Administration Manager*

*The Trust invited members of the public by way of a public notice in the 10 October edition of the Malvern Gazette. This is normal and proper practice. There is no change to the obligation under the Commissioners Clauses Act requiring the levy payers to appoint the auditor at the Annual Meeting. This item, if the levy payers accept the recommendation by officers in Paper E, will be adjourned until the tender process is complete. Thereafter the levy payers will vote for appointment in the usual manner.*

*Paper E outlines why the recommendation is not to reappoint. To be clear, there will be an agenda, there will be Board papers prepared, the meeting will be advertised in the Gazette, the papers will be publicly available, as is always the case, and the levy payers will vote to appoint the auditor. I have also added in Paper E that we will extend the time window again until the end of next week, giving levy payers a further week to put forward auditor suggestions.*

**Anthony Madigan**

As I look back over a year or more of following the Trust's work and the proposed improvements to its Board and ways of working, the most stark development has been the near total evaporation of common decency and responsible behaviour, in meetings and online, as we've been divided by the noisy opposition to the Bill.

When I walked every street of West Ward during the recent trustee election, I kept hearing the same thing. People staying out of the discussions, the elections, the meetings, because the environment has become so toxic.

This is not what Malvern is about. And there's a groundswell within the community now, starting to push back against the antagonism, the scare stories and the attacks on the Trust. I'm expecting responsible, grown-up behaviour from all trustees this evening, as you all know I assume what being a proper trustee involves, although I have to say I've already been disappointed by some of the childish behaviour that we've seen.

No one is saying the Bill is perfect. That's what a lengthy Parliamentary review process is actually for. It's a reassurance. They'll find any weaknesses and balance the compromises, in the same way that they'll spot hollow objections. That process has to continue whatever the Bill's opponents want. The agitators' allegations need scrutinising as well, and it's easy to see why they are perhaps afraid of the process. We are after all in the main talking about a protest group who during the public consultation last year produced a guide telling us all not to read the consultation document, but to simply fill in the objections that they had provided. They are afraid of independent minds, you see, people who are happy to think things for themselves, people like us.

For anyone who is at a Trust meeting for the first time, well done for taking an interest. It's more than possible, though, that the widespread misrepresentation of the Trust and the changes being proposed have provoked you to come tonight to protect something that seems under threat. And we're here because we care. But there is no need for fear. I absolutely understand what's happening and why.

Some people have it in for the Trust for whatever reason. There are always people like that. But the great majority of people care more about the landscape we live in and around than they do about petty grievances, and many people feel that care and energy is being actively exploited by those determined to resist changes that don't suit them. The growing view in the community is that the future of the hills is being threatened by this opposition to the Trust's modernisation. If you weren't aware, there are more trustees in this room than there are employees of the Trust in total.

So if you find in time that you've been provoked unnecessarily into anger and resentment against the Trust, don't redirect your anger to the people responsible. We need to get back to being grown-ups. Instead, let's point that caring energy at understanding what the Trust really does, the way it really works, how it needs to change, what Trustees are actually for. There's no better protection against misinformation than education.

Let's not be told what to think and believe by people who have their own reasons for doing what they're doing. We're bigger and better than that. This isn't the people versus the Bill. It's some people versus the Trust. So, the fair but firm fight we have on our hands is for the community-informed independent management of conservation of the Hills through the Trust, and against those in our community who would divide us and impose their preferences on the whole 33,000 of us levy payers. I'm confident which side of the argument the majority in our community are on.

*Response from the Chair*

*Thank you Anthony. The Trust is in the process of renewing its five-year Land Management Plan. That is the core document describing the core activities of the Trust: to protect, conserve and maintain the land under our management, and to keep it unbuilt upon as an open space for the recreation and enjoyment of the public at large.*