

MEETING OF THE BOARD

Thursday 12th July 2012, 7:00 pm

Priory Lodge Hall, Malvern

Present: Mrs S Adeney, Rev'd C Attwood, Mr R Chamings, Mr M Cordey, Mr R Cousins, Mr S Ginn, Mr R Hall-Jones, Mr D Hawkins, Mr P Hughes, Miss R Massey, Mr T Musgrove (Vice Chairman), Mrs B Nielsen, Mr B Pilcher (Chairman), Mrs G Rees, Mr C Rouse, Mrs H Stace, Mr D Street, Mr J Tretheway, Mr P Tuthill, Mr P Watson, Mr T Yapp.

In attendance: Director, Administrative Officer, Conservation Officer, Deputy Conservation Officer, Financial Consultant, and 6 members of the public.

1. APOLOGIES FOR ABSENCE

Mr C Cheeseman.

[Secretary's note: Mr C Smith and Mr J Plant had offered apologies but their names were omitted due to a clerical error].

2. CHAIRMAN'S ANNOUNCEMENTS

Welcome to the new Director. The Chairman formally welcomed Mr Stephen Bound as the organisation's new Director.

Staff changes. The Chairman announced that the Conservation Officer, Mr R Havard, has resigned from his post and will be taking up a new position as the Managing Director of the Rare Breed Survival Trust. The Chairman stated that the Conservation Officer will be missed and thanked him for his work and also for doing a brilliant job in the role of Acting Director. This sentiment was echoed by Board members.

3. PUBLIC QUESTIONS

Question 1. What are the Malvern Hills Conservators' plans / policy for the Donkey Shed in Happy Valley?

Answer: The Donkey Shed forms part of the lease for the St. Ann's Well Cafe as a 'storage shed'. As Miss Griffin has stated in her letter the shed is starting to leak and may be being damaged by the ivy currently growing over it. A Working Party of the Board is currently engaged in looking at the property included in the lease at St Ann's Well, with the intention of assessing the need for repairs to the property. Thanks to your prompting this committee will now take a closer look at the Donkey Shed to assess what needs to be done here.

Question 2. What is the situation between BT and the Conservators with regard to the rollout of faster broadband in the Malvern area? And what action is being taken by whom to resolve this?

Answer: The Malvern Hills Conservators fully understand the importance of this work to the local community and to local businesses and are committed to resolving the issues with regard to BT Broadband provision on our land in Malvern. It has always been our policy not to impede any vital utility provision in the town and this case is no different.

We have already arranged a meeting with BT to discuss a solution acceptable to both parties and have no wish to prevent this important work happening in any way. As a charity protecting public land it is important to follow standard practice and have proper Deeds of Grant in place for these way-leaves. Once these have been completed there is no reason why the work may not go ahead.

4. DECLARATIONS OF INTEREST

Mr C Rouse declared a personal interest in the Higher Level Stewardship scheme.

Mr M Cordey declared a non-pecuniary interest in item 7 as he is an employee of Lloyds TSB bank.

Mr P Watson declared an interest as he is a MHC volunteer.

5. TO CONFIRM THE MINUTES OF THE BOARD MEETING HELD ON 10th MAY 2012

Mr B Pilcher presented the report and proposed its adoption. It was **AGREED** that the minutes be signed as a **TRUE** and **CORRECT** record.

6. MATTERS ARISING FROM BOARD MEETING

6.1 7.2.2 Date of AGM. It was noted that the Admin and Resources Committee had voted to move the AGM to immediately prior to the September Board meeting and that this had been brought to the Board's attention at the Board meeting in May.

6.2 7.2.5 Levy. The Chairman confirmed that now the Director had taken up his post that the meeting with Worcestershire County Council would be pursued.

6.3 7.3.1 Communication to the Charity Commission. Mr D Street stated that he disagreed with the last paragraph on item 7.3.1 and moved that it be struck from the record. Mr D Street explained that MHC did not incur internal costs as the people involved were already paid and this reflects badly on the Conservators. Mr D Street stated that this figure was not true and proposed that it be removed from the minutes.

Rev'd C Attwood seconded the proposal and stated that this figure had not been agreed by the Board and it had not been supplied by the Financial Consultant.

In defence of this amount being included as internal costs incurred by MHC during the St Ann's Well dispute, Mr T Musgrove stated that the figure reflected the amount of time staff spent answering questions and that therefore it was only right that the figure be included. It was further stated that the Board were not qualified to dispute such financial and accounting practices.

A discussion ensued. Rev'd Attwood agreed that the figure should not be struck from the official record on the grounds that the figure was quoted at the meeting

but stressed that the figure did not come from the Board. Rev'd C Attwood withdrew his support for the proposal and the proposal was withdrawn.

It was agreed that the item in question cannot be struck from the minutes, however, it was also agreed that the objections to this figure be stated in the minutes of this meeting, and that it is noted that the figure quoted was a personal estimate not an official figure.

Mr P Watson disagreed with the letter written to the Charity Commission as it stated that the Conservators had received 'vast' amounts of negative publicity. Mr P Watson stated that there was *some* criticism but that it was not a *vast* amount.

7. TO CONFIRM MINUTES OF THE SPECIAL BOARD MEETING HELD ON 31st MAY 2012

The Administrative Officer informed the Board that there were errors in the papers that had been sent out to members, but that those errors had been corrected for the official minutes that the Chairman was to sign.

The Chairman presented the report and proposed its adoption and this was seconded by Mrs S Adeney. It was **AGREED** that the minutes be signed as a **TRUE** and **CORRECT** record.

It was noted the Mrs L Deller has resigned from the Council but that she remains as a member of the Board and is in communication via email. Once the Inquiry Committee has completed the first part of its report, Mrs L Deller intends to resign from the Board.

8. TO CONFIRM THE MINUTES OF THE FOLLOWING COMMITTEES

8.1 LAND MANAGEMENT MEETING HELD ON 7TH JUNE 2012

Mrs H Stace presented the report and proposed its adoption. This was seconded by Mr J Tretheway. It was **AGREED** that the report be **ADOPTED**.

Land Management Committee

Manor House, Grange Road, Malvern
Thursday 7th June 2012, 4:00 pm

Present: Mrs S Adeney, Mr D Hawkins, Mr P Hughes, Mr T Musgrove (ex-officio), Mr B Pilcher (ex-officio), Mrs G Rees, Mr C Rouse (Vice-Chairman), Mrs H Stace (Chairman), Mr J Tretheway, Mr T Yapp.

In attendance: Acting Director, Administrative Officer, Deputy Conservation Officer, Mr D Street, Mr P Watson and 3 members of the public.

I. Apologies for Absence

Mr R Chamings, Mr J Plant.

2. Declarations of Interest

Mr C Rouse declared a personal interest in the Higher Level Stewardship Scheme.

3. Chairman's Communications

The Chairman asked the Acting Director to say a few words about the Diamond Jubilee Beacon Bonfire.

The Acting Director stated that about 3000 people attended the bonfire and that MHC received some good press coverage of the event. The Acting Director expressed thanks to the field staff and all those concerned which was echoed by committee members. The Chairman of the Board expressed thanks to each of the field staff and the Operations Manager for their efforts in building the bonfire and clearing up the site the next morning. It was agreed that the Chairman of the Board would write a letter of thanks to all those involved.

4. Matters arising from the meeting of 5th April 2012

4.1 4.4 Marlbrook Farm permanent access.

The Acting Director stated that the site is still being used for caravans but the owner of the property has now decided not to proceed with the application for an access across MHC land other than the existing easement.

5. 32 Peachfield Road

The Acting Director presented the paper and stated that the applicant had requested some restrictions on our title which would require MHC to seek the property owner's permission if MHC should ever sell the land. The guidance received from MHC legal advisors is to be consistent and that the easement should only be granted subject to the usual conditions.

The Acting Director explained that the figure of the consideration could not be discussed due to the Data Protection Act. MHC uses the Stokes vs Cambridge principle which allows for a third of the uplift in the value of the property to be the standard consideration for MHC to grant an access. As a charity MHC must receive market value if it is giving away an interest in its land. However, it was stressed that financial benefit should not form part of the decision making process as the MHC Acts state that the Board has a duty to protect common land. Once the decision to grant an access has been made, and then negotiations take place to determine the actual consideration, for which a professional land agent and a legal advisor are engaged.

Standing Orders were suspended to allow the owner of the property to speak in relation to the exact boundary of the property as shown on a map. The meeting was then reconvened.

The Acting Director confirmed that an easement is granted for one dwelling only and that where one easement already exists, any other developments within the boundary of the property would be required to apply for additional easements.

The Acting Director stated that new easement application forms were being produced and advice had been sought in relation to this. The new forms should clarify the type of easement being applied for. Copies of policies, including the overground and underground easement policies are available for Board Members.

On the proposal of Mrs H Stace, seconded by Mr B Pilcher, that **OPTION 2** as detailed in the paper was **CARRIED** by 7 votes for, with 2 abstentions.

6. Track to British Camp Toilets

The Acting Director stated that this item had been referred to the Administration and Resources Committee for approval of expenditure, but that the A & R Committee wished to refer the matter back to the Land Management Committee for more details regarding the materials to be used in the construction of the track and the costings for the work. It was confirmed that whilst one quote for both jobs had been received that officers were still waiting for other quotes. The Acting Director recommended that the concrete option be pursued as concrete is longer lasting, is easily maintained and is less slippery as the surface can be textured.

The Administrative Officer raised some concerns on behalf of Mr R Chamings regarding the income of the ATBRU, their hours of work, the number of cases they have attended and the number that required an ambulance to attend.

The Acting Director stated that as the Board had approved the premises for the use of the ATBRU, that those premises should be appropriate for the intended use. The space could be used for other activities in the future, and the track would improve Health and Safety issues.

On the proposal of Mr J Tretheway, seconded by Mr D Hawkins, it was **UNANIMOUSLY AGREED** to recommend to the Administration and

Resources Committee that no more than £2,500 be taken from Gift Fund to provide an improved concrete access to the void at British Camp toilets.

Mrs H Stace requested information from the ATBRU in response to the issues raised by Mr R Chamings via the Administrative Officer.

7. Agricultural Building and the licensing and letting of land – THE HACKETTS

This item was deferred due to the legal advice had not yet been received.

8. Townsend Way Temporary Easement

The Acting Director presented the paper and confirmed that a site visit had taken place at the property which is adjacent to the Malvern Spa Hotel. The applicant has requested a temporary easement to the site for construction vehicles, however there is already an access to the site beside the Malvern Spa, but this access is surfaced with block paving which is unlikely to withstand the weight of construction traffic. This could result in the applicant being involved in extra expense if the block paving is damaged. However, this is not the concern of the MHC. There are also safety issues regarding construction traffic entering and exiting the site from near the roundabout on Townsend Way.

The applicant has also asked for underground easement for utilities.

Mrs H Stace suspended Standing Orders to allow the representative of the applicant to address the Committee. The representative of the developer stated that the owners of Malvern Spa have requested that the block paved access is not used for construction traffic as not only would the blocks not take the weight but that this access is used by the Spa's clients and also provides access to the Spa's kitchens. The Spa is concerned that any construction traffic will create dust that will contaminate their kitchens. One suggestion was that the developer only brings un-laden vehicles over the block access and any laden vehicles would leave the site by the temporary access onto Townsend Way. Vehicles leaving the site via the temporary access would be regulated between the hours of 10am and 3pm. The temporary access would be required for approximately 6 months for use of 'muck-away' lorries. The underground easement would be to lay cables and drainage pipes.

The representative of the developer stated that there was no intention for the temporary access to be used as a permanent access.

Mrs H Stace reconvened the meeting.

The Acting Director reminded members that where an access already exists to a site, that a secondary access would not normally be approved. This may set a precedent for any future construction as part of the South Worcestershire Development Plan.

Mr B Pilcher raised the issue that once the light industrial units have been built that traffic to those industrial units would have to use the access by the side of the Malvern Spa, therefore it could be argued that the block paving would have to be replaced anyway. However, it was acknowledged that once the light industrial units are built that traffic would not include 20 ton 'muck away' lorries.

On the proposal of Mr P Hughes, seconded by Mr T Yapp, to reject both the temporary access and the underground easement application in its entirety. The vote was 4 in favour, and 4 against with 2 abstentions. Mrs H Stace, as Chairman of the Committee, had the casting vote and the proposal was **CARRIED**.

9. The Future of Livestock Management on the Malvern Hills

Administrative Officer raised some concerns on behalf of Mr R Chamings relating to the cost of fencing the hills, the legality of fencing and what other options are available e.g. a shepherd.

The Acting Director presented the paper and stated that funding was available from the AONB to conduct a feasibility study into the possibility of future management of the hills and how other organisations similar to MHC deal with this issue. There are several areas to examine: the MHC Acts, any legal issues, etc. This study would provide information which would inform Board Members, the new Director and would also feed into the next Management Plan. Funding for the study would need to be matched by MHC to the amount of £2,500. It was confirmed that there is a fund in the accounts where money could be sourced for this study. It was envisaged that the study would not take longer than 6 months to complete.

Mrs S Adeney stated that the grazing policy should form part of the brief for any parties contracted to undertake such a study.

On the proposal of Mr P Hughes, seconded by Mrs G Rees, the recommendation to match AONB funding to the amount of £2,500 to complete a feasibility study was **UNANIMOUSLY AGREED**.

10. Information item Adder Telemetry Project

The Deputy Conservation Officer presented a paper and explained that local adder expert, Mr N Hand, will conduct the electronic tagging (radio tracking) of adders which will provide vital information to allow MHC to prioritise the scrub management programme. Approximately 10 adders will be tagged.

The Acting Director confirmed that there was a good population of grass snakes and slow worms on the hills.

11. Bench and Tree at Colwall Green

Mrs G Rees presented the Deputy Conservation Officer's paper and explained that a memorial bench and tree had been requested in memory of the late publican of the Yew Tree Inn at Colwall. The family, with the support of Colwall Parish Council, have requested that a bench near the bus stop is replaced with a seat. This would be located on land owned by Colwall Parish Council but that is under the jurisdiction of MHC.

The Acting Director explained that the deeds to this area of common land were lost in a fire and that without the deed to prove ownership to the Land Registry the land passed to Colwall Parish Council. However, as the land appears under MHC jurisdiction on MHC maps, the Conservators still manage this area of land.

Mrs G Rees stated that the family is willing to compromise and to site the seat at this location rather than facing the Yew Tree pub. The family have also requested to plant a tree but will follow MHC recommendation as to which species is best suited to the site. It was also confirmed that the family would bear the costs of the seat and its maintenance.

Concerns were raised that other people may also want a seat and may upset those in the community who have been refused a memorial seat in the past.

The Acting Director confirmed that the seat would be to MHC specifications that would include a plaque however the MHC policy is not to permit any more seats. It was argued that this would be replacing an existing bench and that the land is owned by Colwall Parish Council.

On the proposal of Mrs G Rees, seconded by Mr D Hawkins, **OPTION 3** was **CARRIED** by 8 votes for, with 1 against and 1 abstention.

12. Report on the trip to Cleeve Common Conservators

The Deputy Conservation Officer presented a paper on the MHC visit to the Cleeve Common Conservators who are based near Cheltenham. It was explained that the Cleeve Common Conservators (CCC) manage 1000 acres of common land, which is designated SSSI and has Scheduled Ancient Monuments, and are also in the Higher Level Stewardship Scheme (therefore are a similar organisation to MHC). Field staff and a Warden visited the site and found it interesting. CCC managing scrub on rotation basis and have electric fence enclosures for grazing cattle. In the summer months they have sheep to graze the common to keep scrub down and encourage wild flowers. The CCC SAM is a hill fort, which is prone to erosion; they use a plastic mesh that is pinned to protect the soil and the grass has come back well. The CCC also receives funding from Natural England. Their work is very similar to that of MHC. It was suggested that MHC conduct walks like the CCC to publicise the work on the hills and explain to the public the reasons behind the Land Management plan. It was also noted that an all terrain vehicle may be something that MHC considers.

13. Improvements to Western Car Park on Malvern Common

The Acting Director presented a paper and explained the suggested alterations to the car park. However, it was noted that it is difficult to predict how the public will use the space within a car park. The suggested changes to the car park would not alter the access. Doubts were expressed as to whether the changes would provide additional spaces.

The recommendation was proposed by Mr J Tretheway and seconded by Mr P Hughes. The vote was 4 for, with 4 against and 2 abstentions. The Chairman had the casting vote and the proposal **FAILED**.

14. Repair to Track at Castlemorton Common

The Acting Director presented the paper and showed members where track is on the map. It was explained that sections of a 250 metre track were impassable. The track is not an easement. There are also 2 streams, one continues to a ford that stops a lot of vehicles, but the other is impassable and it causes a lot of complaints. The suggested solution is to put in a pipe to create a silt trap which will help with drainage and could be periodically emptied. The majority of the cost will be for the 250 metres as this will need a base layer of stone then top dressing, plus digger work to level out the area. This has been brought to Committee as although it is a maintenance job, it will be costly, but once complete it should last for some time.

On the proposal of Mr B Pilcher, seconded by Mr C Rouse, the recommendation was **CARRIED** by 9 votes for, with none against and 1 abstention.

15. Route to the Hills

The Acting Director confirmed that the Board have given a watching brief on this project. The project is being managed by a partnership of bodies in Malvern to encourage people from the hills to the town. MHC has restrictions in the Acts about what can be done regarding tourism. There is also another AONB project to encourage visitors to Malvern. Those running the project have asked if MHC would confirm our support for a funding bid, and have suggested various ways that MHC could become involved.

The issue of all terrain vehicles and improved access to the hills was discussed.

The issue of the amount of signage was discussed.

The Chairman suspended standing orders to allow a member of the public to speak.

It was stated that another project 'Gateway to the Hills' was also in development.

The meeting was reconvened.

The Acting Director stated that this is a watching brief only. There are no funds available for the purposes of seeking more funding. If MHC wished to work in partnership with the Route to the Hills project, they would need a letter of support stating that we would consider becoming involved.

On the proposal of Mr D Hawkins, seconded by Mr B Pilcher the recommendation to support Route to the Hills funding bid was **CARRIED** by 6 votes for, with 3 abstentions.

16. Information

16.1 4 C'S report of the meeting held on 24th May 2012

The Administrative Officer presented the report which was **NOTED**.

The Acting Director updated the Committee on the Mill Pond Dam and stated that the tender documents had been received and would be sent out shortly.

The meeting closed at 6:02 pm.

Matters Arising

8.1.1 6. Track to British Camp Toilets and ATBRU First Aid Treatment Room. The Conservation Officer stated that this item had been placed before the Board on 2 occasions and that it was suggested at the Land Management meeting that the ATBRU provide MHC with some statistics regarding hours, number of incidents etc. The Conservation Officer has tried to contact the ATBRU but has not been successful. In light of this, it was suggested that there be an amendment to the recommendation to state that the recommendation be acted upon at officers' discretion, and that officers are given delegated authority to continue the work subject to a response from the ATBRU team. This amendment was proposed by Mrs H Stace, but it was agreed to postpone this issue until Matters Arising from the Administration and Resources Committee where this item is also discussed.

8.1.2 8. Townsend Way Temporary Easement. Mr P Watson requested a clarification over the recommendation as it seemed to differ from the officer's recommendation that appears in the Land Management papers. Mrs H Stace confirmed that the agreed recommendation had been tabled at the meeting and that it did differ from the officer's recommendation in that both the temporary access and the underground easement were refused.

The Conservation Officer stated that the developers in question have verbally expressed that they wish to withdraw the application however this has not yet been received in writing. It was further stated that Mr P Hughes, the Conservation Officer and Administrative Officer had met with the developers on site to look at alternatives. Mr P Hughes, having knowledge of the site, may be able to suggest alternative access other than to cross Conservators' land.

It was noted that even though this application has subsequently been verbally withdrawn, the Board still needed to consider this item as it was presented at the Land Management Committee.

Mr R Hall-Jones stated that there had been incidents of vandalism to the trees and that MHC land needs to have clear demarcation of its boundary.

8.1.3 13. Improvements to Western Car Park on Malvern Common. The Conservation Officer stated that this item had been brought to the Land Management Committee but as the vote had been very close the Board may wish to reconsider the outcome.

A discussion ensued. It was agreed that as the public may not recognise that any alterations to the car park were made to provide a turning space, not additional parking spaces, that the decision not to undertake any alterations should remain.

8.2 ADMINISTRATION AND RESOURCES MEETING HELD ON 21st JUNE 2012

Mr P Tuthill presented the report. Mr M Cordey proposed its adoption which was seconded by Mr S Ginn. It was **AGREED** that the report be **ADOPTED**.

Administration and Resources Committee

**Manor House, Grange Road, Malvern.
Thursday 21st June 2012, 7:00 pm**

Present: Mr C Cheeseman, Mr M Cordey, Mr S Ginn, Mr T Musgrove (Vice Chairman), Mr B Pilcher (Ex-officio), Mr C Smith, Mr D Street, Mr P Tuthill (Chairman), Mr P Watson.

In attendance: Acting Director, Administrative Officer, Financial Consultant, Financial Officer, Mr R Chamings, Mr C Rouse, and the Auditor.

1. Apologies for Absence

Rev'd C Attwood, Mrs L Deller.

2. Declarations of Interest

Mr M Cordey declared a non-pecuniary interest in item 7.

Mr P Watson declared an interest as a volunteer of MHC.

3. Chairman's Communications

Mr P Tuthill stated that Mrs L Deller has resigned from the Council, but will remain on Board of the Conservators to take part in Inquiry Committee until July 6th 2012.

Mr P Tuthill stated that the Audit can not be completed until a decision has been made on an item in accounts during this meeting. Once that decision has been made, Little and Co will then address the Committee on the accounts. A management letter is to be circulated to members.

4. Matters arising from the meeting held on 19th April 2012

4.1 11. Levy. Worcestershire County Council shared services & precept.

The Acting Director stated that MHC and Malvern Hills District Council were looking at potentially sharing some services, for example mapping and IT support. Mapping software that is currently being used by the AONB would be a great help to MHC. On the 18th July the Chairman of the Board with the new director, Mr Steve Bound, will be meeting the Chief Executive of the Malvern Hills District Council, Mr Chris Bocock. Members will be discussing the issue of shared services with the MHD Council at a workshop at Manor House on 9th August 2012.

5. Management Accounts for the Year End 31st March 2012

Mr P Tuthill presented the Management Accounts which appear in the new format. Questions were invited and the following comments were made:

- Rents are received for 34 Wyche Road, St Ann's Well Cafe, and various other items (a list can be provided to members if requested).
- The restrictions on the Land Acquisition Fund and the Parliamentary Fund are set out in the Acts of Parliament. If we sell land we can only spend the proceeds to purchase more land. The Gift Fund is monies donated to MHC and the donor is entitled to specify what their donation is spent on, in which case it is restricted.
- Wardens' vehicles are taken out of Public Relations fund as they manage the byelaws and are not part of the Land Management budgets.
- Rosebank Gardens was a joint project. An interpretation panel was purchased that explained the involvement of the 3 different bodies that participated in the project and to highlight access to the hills.

The Financial Consultant explained that the Grazing project had historically been included within Restricted funds, since the project began with HLF funding. This classification had been continued when the funding switched to the Higher Level Stewardship scheme through English Nature, due to the contractual agreements being put in place with the graziers.

After examining this, and looking to see if there were any restrictions placed on the HLS fund either from the Scheme or from English Nature, and with discussion with the Auditors, it was agreed by the Management Team, the Chair and Vice Chair of Administration and Resources Committee that the fund should be reclassified and given Designated status rather than Restricted. The fund will still be maintained separately from other monies, but will be disclosed as Designated in the Accounts.

The Financial Consultant clarified that funds are classified as Designated by the Trustees, whereas Restricted funds have the restrictions placed upon it by external parties. Designated funds can be altered if the purpose for the fund changes. As the English Nature agreements do not include any restrictions and the contracts with the graziers include break clauses, and after all relevant documents were reviewed, it has been decided that the grazing project would be more accurately categorised as a designated fund.

It was further explained that placing the funds under Designated status will increase the reserve funds of the Charity which will assist in maintaining 6 months expenditure in reserve.

On the proposal of Mr M Cordey, seconded by Mr S Ginn the recommendation to reclassify the HLS as a Designated fund was **UNANIMOUSLY AGREED.**

6. Statutory Accounts

Mr P Tuthill presented the Statutory Accounts and Annual Report.

Mr C Smith joined meeting.

Mr P Watson challenged the inclusion of the last bullet point under the first section of Future Plans and a discussion ensued. Concerns were raised at the negative tone of this point. However it was also noted that this is a challenge for the Conservators and including the point demonstrates that issues are taken seriously.

Mr C Cheeseman joined the meeting.

An alternative wording for this point was suggested:

'We maintain a pro-active policy to ensure the continuing enjoyment of users of our Hills.'

On the proposal of Mr B Pilcher, seconded by Mr C Rouse was **CARRIED** with 1 abstention.

It was confirmed that the change in classification of the HLF from Restricted to Designated would be dealt with as an opening adjustment in the Accounts.

The issue of land valuation was raised.

The issue of the pension deficit was raised and Mr P Tuthill confirmed that the Actuary has estimated £746 K deficit and that additional contributions over 19 years will clear this.

On the suggestion of the Auditor, Note 14 on page 16 should include details of how long the commitments have to run that will incur expenditure.

The Acting Director confirmed the following which will be added to the Capital Commitments and Contingent Liabilities section of the Annual Report:

That one scheme ends in 2017 and two schemes end in 2020, with a 5 year break clause, but contracts with graziers have an annual break clause.

After a discussion about the treatment of the Higher Level Stewardship Scheme, it was agreed that the following be an amendment (*in italics*) to Note 11 on page 15:

‘...These funds were originally categorised as restricted funds. Following a review of the contract and discussion with the funder, ***and after a detailed discussion and investigations, that these funds are now categorised as designated.***’

The Management Letter

Item 1.

The Acting Director stated that the agreement start date was 1st June 2011, but that the document was not signed until after that date which was due to a clerical error that has since been rectified. Tender applicants were required to tender a rent bid to ensure that MHC received market value.

Item 2.

The Acting Director stated that external sources can stipulate if a fund is restricted. MHC entered into grazing contracts with the graziers. This was the choice of MHC and did not form part of the agreement with Natural England. There is no external factor which would require the fund to be categorised as restricted.

Item 3.

It was noted that the following Board Members were still to complete a declaration of interest form:

- Mr D Street
- Mr J Tretheway
- Mr R Hall-Jones
- Mrs E Newman
- Mrs J Campbell
- Mrs B Nielsen
- Mr J Plant
- Mr D Baldwin

Item 4.

It was an error on the part of Natural England that a contract was addressed to the Acting Director personally rather than the organisation. This has since been rectified.

On the proposal of Mr C Smith, seconded by Mr D Street it was **UNANIMOUSLY AGREED** to recommend draft 3B of the Trustees' Annual Report and Accounts for the year ended 31st March 2012 subject to the above amendments, to the Board.

Mr P Tuthill thanked the Auditor.

7. Lloyds TSB Deposit

The Financial Consultant presented the paper and explained that the money market investment matures in August 2012. A rate of 3.25% has been offered by Lloyds TSB but can not be confirmed until closer to that date. A discussion ensued and the following 3 points were proposed:

- The Financial Consultant should invest at this rate once the funds mature, but the Financial Consultant will first check whether the investment at 3.25% was for a period of 400 days or whether it is an annual rate.
- If the interest rate drops below 3% then an emergency meeting of the Committee will be called to discuss the issue.
- Any surplus in the general fund cash will be invested in the Scottish Widows 7 day notice account at the discretion of finance staff.

On the proposal of Mr P Watson, seconded by Mr C Smith, the above decisions were **AGREED** with one abstention by Mr M Cordey.

8. Risk Assessment SORP

The Acting Director presented the paper and stated that the completed risk assessments follow Charity Commission guidelines. Risk Assessments are completed in-house during May 2012 to highlight areas of risk relating to Health & Safety, Financial and Employment issues and general risk to business activities.

The Administrative Officer stated that the trustees are collectively responsible for the risk management of the organisation, but the completion of risk assessments can be delegated to officers. Members of the Board should familiarise themselves with the content of the risk assessments and this is a suitable topic for a future Chairman's Workshop. Training in managing risk will need to be ongoing for staff and Board Members.

On the proposal of Mr S Ginn, seconded by Mr M Cordey it was **AGREED** that the risk assessments are recommended to the Board for ratification and that workshops will be organised for a working group of Board Members to ensure risk management issues are fully understood and that this working group will report back to the full Board so that every member is aware of risk management and the trustees' responsibilities. This was **CARRIED** by 6 votes for, with 2 against and 1 abstention.

9. Charity Commission and ICSA Conference

The Administrative Officer stated that a workshop had been conducted in which the Charity Commission slideshow was presented and that a secondary shorter version will be conducted before the next Board Meeting. It was stressed that members should attend if possible.

10. Track at Castlemorton Common

The Acting Director presented the report and stated that an initial quote for £6,000 had been received and that other quotes will be received by 10th July. The Land Management Committee has put a provision of £7,500 to allow for any other expense. It was confirmed that the pond will be deepened which will form slit trap that will need periodic clearing. The costs will be taken from Designated Funds as it is part of the Stewardship of the common.

On the proposal of Mr C Smith, seconded by Mr B Pilcher, the recommendation to provide up to £7,500 for this work was **UNANIMOUSLY AGREED.**

11. Track to ATBRU Treatment Room British Camp

The Acting Director confirmed that the Land Management Committee agreed to opt for the concrete option and recommended that this Committee approve funding for up to £2,500.

Mr R Chamings raised concerns that MHC does not have details of the hours and number of treatments the ATBRU have undertaken.

The Acting Director stated that they operate at weekends and that MHC have a duty of care and would be liable if an accident should occur due to the poor surface of the track. It was also confirmed that the space used as a treatment room has been greatly improved by the ATBRU at their own expense. There is an agreement with the ATBRU for them to use the space.

Mr PTuthill proposed an amendment to the recommendation to read as follows:

‘To approve in principal the expenditure from the Gift Fund of no more that £2,500, for an improved concrete access to the ATBRU treatment room, and that when this item is presented to the Board there will be a summary of the agreement between MHC and the ATBRU and figures on the usage of the treatment room will be provided.’

This was seconded by Mr M Cordey and was **CARRIED** with 1 abstention.

12. Information

Mill Pond Dam

The Acting Director stated that tenders for the Mill Pond Dam are due back by the 20th July 2012. £60,000 has been set aside in the accounts for this work.

Broadband

The Acting Director explained that OpenReach have not been delayed by MHC in their work to install faster broadband and that this will be stated at the Board Meeting on the 12th July 2012.

It was **AGREED** that the press and public should be excluded from the remainder of the meeting as publicity would be prejudicial to the public interest as the nature of the information to be conveyed to members was exempt under Schedule 12A to the Local Government Act 1972. Members will be discussing commercially sensitive tender applications.

The meeting closed at 8:48 pm.

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ITEMS 13 AND 14 OF THE REPORT OF THE MEETING OF THE ADMINISTRATION & RESOURCES COMMITTEE HELD ON 21st JUNE 2012

13. TENDERS FOR LEGAL WORK

Mr P Tuthill confirmed that a working party had tendered for legal services and that one solicitor was chosen for local work, one for specialist land management work and for when a firm is required who is not local to Malvern, and one for specialist charity work. However, in light of Inquiry Committee other solicitors may be sourced to provide expert legal advice regarding charity issues. The solicitors are as follows:

- Day to day advice – Whatley Recordon
- Specialist land advice and for issues where it is deemed beneficial to employ a firm outside the Malvern area – Loxleys
- Specialist charity advice (with the above proviso) – MFG

This was **AGREED** with 1 abstention.

14. TENDERS FOR AUDITORS

Mr P Tuthill presented the paper.

It was **AGREED** that the recommendation be taken to the Board meeting of 12th July 2012.

Mr B Pilcher thanked the Acting Director for taking on extra responsibilities until the new director, Mr Stephen Bound, commences his employment on the 2nd July 2012.

Matters Arising

8.2.1 6. Statutory Accounts. Mr P Tuthill stated that the Management Letter was produced by the Auditor and that it was circulated at the Committee.

Item 3. Mr D Street confirmed that he had completed a Declaration of Interest.

8.2.2 4.1 Levy. The Chairman requested an amendment to Item 4 in the minutes to clarify that the council referred to was the Malvern Hills District Council.

It was noted that the Chairman's workshop with the Chief Executive of the MHDC is being held in August and some concerns were raised as some Board members would be unable to attend due to summer holidays. Five Board members will be absent during August.

8.2.3 11. Track to ATBRU Treatment Room British Camp. Mr P Tuthill stated that the Administration and Resources Committee had amended the recommendation of this item that came from the Land Management Committee to include that MHC will require a summary of the agreement and figures on the usage of the treatment room. The Administrative Officer stated that the agreement between the MHC and the ATBRU team took the form of a letter written by the former Director and that this document is available for inspection at the office.

The Conservation Officer stated that this matter was being referred to the Board as the funds were to be sourced from the Gift Fund.

Mr B Pilcher proposed that this item is delegated to officers and that up to the amount of £2,500 is taken from the Gift Fund at the discretion of officers to complete this work when officers see fit. This was seconded by Mrs S Adeney and was **CARRIED** by 16 for, with 1 against and 3 abstentions.

8.2.4 8. Risk Assessments SORP. Rev'd C Attwood expressed concern that the voting on this item shows that some members voted against or abstained from this item. Mr P Tuthill stated that this was due to the way the Charity Commission had recommended how the risk assessments are calculated, not with the content of the risk assessments. It was noted that as the calculations are recommended practice from the Charity Commission that this method of calculation will be followed.

8.2.5 13 and 14. Tenders for Legal Work and Tenders for Auditors. Mr P Tuthill provided the names of the firms who were successful in the tender processes.

Mr T Musgrove stated that Item 5. regarding the Designated Fund should go to the next Committee.

8.3 INQUIRY COMMITTEE MEETING HELD ON 31st MAY 2012 AND THE ADJOURNED MEETING ON 19th JUNE 2012.

Rev'd C Attwood presented the report and explained that the minutes were a verbatim record of the second part of the meeting and that this was unusual but necessary as the Inquiry Committee needed to capture all that was said. The last 2 Inquiry Committee meetings were in fact one meeting that had to be adjourned due to the length of the discussion. The purpose of the meeting was to discuss in detail the questions. There is a difference in the format of the two reports of the meetings so that either the first part of the meeting will require a transcript of the meeting or the second part of the meeting will require a summary of the main points to ensure consistency. The Administrative Officer will undertake this task.

Mr R Hall-Jones suggested that the minutes, in their current form, be received by the Board and that when the report is produced by the Inquiry Committee that this will be placed before the Board for approval. This was **AGREED**.

Inquiry Committee

**Manor House, Grange Road, Malvern
Thursday 31st May 2012, 6:30 pm**

Present: Rev'd C Attwood (Chairman), Mr R Cousins, Mrs L Deller, Mr K Douglas (independent advisor), Mr T Musgrove (ex-officio), Mr B Pilcher (ex-officio).

In attendance: Acting Director, Administrative Officer, Mr D Hawkins, Mr C Rouse, Mr C Smith, Mr D Street, Mr P Watson, Mr T Yapp, and 4 members of the public.

Rev'd C Attwood welcomed Mr R Cousins as a new member of the Inquiry Committee.

1. Apologies for Absence

None.

2. Declarations of Interest

None.

3. Matter Arising from the meeting held on 20th March 2012

Rev'd C Attwood confirmed that the minutes of the meeting had previously been ratified by the Board. There were no Matters Arising.

4. Progress Report

Charity Commission. Rev'd C Attwood reminded the meeting that the Charity Commission had been contacted by the Chairman of the Board. In response the Charity Commission has requested documents to be sent to them. The Charity Commission has since contacted Rev'd C Attwood directly via telephone calls and an email which has been circulated to the Inquiry Committee.

The Rev'd C Attwood asked the Administrative Officer to circulate the email to all members of the Board.

Rev'd C Atwood stated that although the Charity Commission interest in this matter was not initially linked to the Inquiry Committee, this has now changed as a result of the telephone calls. The Charity Commission is now happy for the work of the Inquiry Committee to contribute to the Charity Commission's own investigation. Rev'd C Attwood confirmed that he will have a personal meeting with representatives from the Charity Commission.

Rev'd C Attwood stated that the Charity Commission's email outlined certain areas of concern:

1. Governance review
2. Costs incurred in the litigation
3. Costs of the Inquiry
4. Timescale of the Inquiry

Rev'd C Attwood stated that the bullet points beneath these headings will link to the questions that are being examined by Inquiry Committee. The questions already received implicitly cover these areas. However the Charity Commission will examine these issues independently and will look at the responses that the Inquiry Committee feeds back to the Board. The Inquiry Committee work with the Charity Commission was instigated by the Chairman of the Board and therefore expenses incurred are not attributable to the Inquiry Committee.

All Charity Commission communication generated on behalf of the Board is open and available to the public.

Expenses. Rev'd C Attwood stated that out of the allocated £5,000, to date £4,200 has been spent. Most of this expense has been to pay for consultancy work by Mr K Douglas who has completed a considerable amount of work. Rev'd C Attwood thanked those members of the Board and the public who have written submissions and responded to questions

and stated that hundreds of hours work has been completed and thanked the Committee for their hard work.

Rev'd C Attwood stated that it was made clear that the submissions and the questions were in the public domain, and stressed that the responses to the questions will be included in the papers at the end of the process. With this in mind permission has been sought from individuals to allow named answers to the questions. If people do not wish their name to appear, the Inquiry Committee will redact out personal information. Until the permissions have all been received, responses to the questions will be referred to by alphabetical letter so for now the answers to the questions will remain anonymous.

Rev'd C Attwood stated that there has been a variety of reactions to the progress of the Inquiry Committee and stressed that the object of the Inquiry is to learn lessons and examine governance.

5. Questions (for the full questions and the written responses which are referred to in the meeting please refer to the relevant papers in the MHC office and on the website).

Rev'd C Attwood explained that the Committee has produced a paper that shows the questions and the various answers that have been submitted. The first 40 questions will be examined first; the other questions relate to governance and this will be addressed in the second process of the Inquiry. It was clarified that this meeting was to collect information so that a detailed report can be produced. It is not the intention of the Committee to form judgements on each question at this meeting. There were 19 responses to the questions that have been received to date.

Rev'd C Attwood stated he had received a letter from one respondent that said '*the questions were enormously biased and that they were predetermined.*' Rev'd C Attwood confirmed that he had written a letter in reply stating that the questions had only arisen from the submissions or documentation and if the questions were reasonable to be asked, then those questions would be asked as they were not pre-determined and they needed to be answered.

The Comments below are in addition to the written responses to the questions.

Question 1.

Comments:

- Were the inconsistencies between the Director's reports of February 2009 and June 2009 a dramatic change or a difference in the Board's perception of the tenant?
- Were changes in the reported relationship with the tenant due to pressure on the Director from a small group of Board members?
- Director later likened himself to a sheepdog responding to 28 whistles.
- Did the differences between the February report and the June report reflect the Director's view or the Board's view?
- Small influential group of members has been suggested but also refuted.
- When was the point when the Director and other staff seem to think or been made to believe there was a problem with the relationship with the tenant.
- Anecdotal views appear to have been dominant.
- Some members appeared to want to remove the tenant and the Director was under pressure to achieve this.
- Votes were recorded in the minutes as unanimous. Issues of the detail and accuracy of minute taking were voiced.
- The first report appears to question whether to sign the lease or refuse the lease, the second report appears to be aimed at justifying the pursuit of legal action. There was a change in purpose.
- There was a change of feeling at the June A & R meeting.
- Were some decisions decided outside Board meetings? However there is no evidence of this.

Question 2.

Comments:

- There needs to be clarification over what people perceived the information centre to be.
- Were members encouraged to increase the importance and remit of the information centre, to include an education centre, to provide the Board with a greater chance of succeeding in taking over St Ann's Well? The usage of the site for an information centre ranges from putting a few information panels up and having some leaflets to the taking over of the Octagon Room which formed part of the living accommodation of the tenant.
- Some Board members knew about the Parliamentary Select Committee report, others did not; why the lack of communication?
- An information centre was required for the business plan, was this why it developed in scale?

- The timescale needs to be examined. The information centre was put into the defence document as extra weight to the case dated 22nd January 2010.
- There were issues about the proposed use of the Octagon Room.

Question 3.

Comments:

- The minute book shows that Mr R Hall-Jones was the member who reported back to the Board on the Select Committee's deliberations in 1993. Why was the information not shared/re-iterated in 2009?
- Response O – states a letter to press should have alerted board to restrictions on their powers.

Question 4.

Comments:

- What was the Board's intention: to run the cafe or to remove the tenant?
- There is no evidence about the issue of manorial rights being discussed at the time.
- Was the perception that the cafe could be improved and was the intention to negotiate for the tenant to do this? Others suggest that the intention was to remove the tenant. What was the intention?
- Some Board Members claim that they were against the removal of the tenant, yet the minutes show unanimous voting. Were the minutes recorded accurately, are people's recollections correct or incorrect, or were people being bullied into voting a certain way or were people voting with the majority? The majority vote will still pass the motion. Minutes are reviewed and ratified at the next Board meeting. Some Board members do not turn up to Board meetings therefore do not engage.
- Is a local government form of governance appropriate for a charity?
- The evidence ranges from an intention to up the game of the tenant to aiming at an eviction.

Question 5.

Comments:

- When was *ultra vires* considered by Harrison Clark?
- Was the intention speculative? The Board went forward with litigation on the basis of intent only. There was not a business plan at that stage, therefore it was speculative.
- Then Chairman "I see no risk of losing money trading". No business plan to evidence this.
- The Rubus Plan showed that the business would never be profitable for MHC.

- There appeared to be a lack of understanding by the Board regarding their powers and the restrictions on charities operating a business other than through a trading subsidiary.

The Board was thinking as a Landlord, not as a Charity and failing to recognise that charities have to be run in a special way.

Question 6.

Comments:

- Who briefed the solicitor and how? Were the solicitors provided with sufficient information? The particular lawyer concerned was new to the whole context. Should there have been a greater proactive role by the solicitors to find out more about MHC? Tendering process states that MHC are a charity and it is clearly stated on all letterheads. What was the tendering documentation?
- There appears to have been a lack of understanding by the Board regarding the status and powers of MHC? This is a governance issue, training and induction needs to inform members of the legal issues surrounding charitable status.
- There is not a comprehensive trail of communication between the Director, Admin Officer, and Chairman and the solicitors.
- It is not the job of the Inquiry Committee to question the probity or competence of the legal advisors.
- The role of Clerk to the Board, previously occupied by a lawyer, was replaced with the role of Director. This changed the job to focus on land management rather than legal issues. Was this reflected in the new role of the Director? Is there evidence of sufficient support given by board members to the previous director and officers?
- Some board members relied on their own legal research rather than following the advice of the solicitors and barrister Stephen Eyre.
- The Deputy Director / Admin Officer dealt with legal matters.
- Although HC had not initially advised on powers / charitable aspects, they did address both issues well before the September 2009 Board meeting that decided to serve notice on the tenant.

Question 7.

Comments:

- The issue of number of members failing to attend meetings was raised.
- Rubus were recommended as they had previously completed work for the District Council.
- Advice from the solicitors was that ground g could be used to terminate the tenancy if the Conservators put a manager in place. This would require a business plan. Clare Dolan was recommended and appointed to produce a business plan, which led to the decision to take over the cafe. It

became evident that the plan was not good and would not be successful under test in a court. Rubus were appointed to produce a report that would feed into grant applications for funding building works to improve the cafe. When it was realised that the grant funding was not going to be available, Rubus' role changed to produce a business plan, Clare Dolan's business plan being insufficient for the purpose.

- Rubus showed Claire Dolan's business plan to be unviable therefore exposing MHC throughout the litigation process.
- Turpin Smale was brought in to assist the tenant to do a business plan to satisfy MHC's aspirations for the Café, but they concluded that the current tenant was already running the business in a sound manner and that there was no way that MHC could run it on the same lines and make a profit. Charity Trustees can not trade at a loss. A business that risks trading at a loss must be held in a subsidiary company. Therefore it was not possible for the Board to operate the cafe.
- There were suggestions that Rubus' appointment be deferred until after attempts at mediation.
- Why was Clare Dolan appointed to produce a business plan? She had no experience, she was a previous employee, the selection process was not completed through a tender or through obtaining various other quotes. However, under Standing Orders the Director does not need to go through a quotation or tender process for goods or services under £5,000 value. Her appointment was encouraged by a previous Board member.
- Clare Dolan's business plan was the initial key document that led to the subsequent events. The plan was to add support to the legal case to remove the tenant.
- There has always been a culture of not spending money on good professional advice.
- Why did the Working Party not raise the issue of a subsidiary company and the implications of VAT and whether the Board actually had the powers to operate a cafe?
- The cost of the business plan produced by Clare Dolan was £800; the cost of the Rubus report was £4275.

Question 8.

Comments:

- No Board member proposed that the action against the tenant was stopped therefore the suggestion of a cabal does not hold weight.
- Lack of attendance at meetings could result in inappropriate decision making. Attendance's are recorded.
- Was there pressure to show unanimous voting?

- Standing Orders state that a decision can only be overturned after 6 months have lapsed and only on the recommendation of a committee or by a third of board members.
- Committee recommendations would usually be accepted by the board. Therefore a small amount of people attending a committee and passing a recommendation could sway the decisions and voting of the entire Board. But why did those Board members who thought the tenant should remain not bring that as a proposal to the Board?
- Some Board members thought everyone wanted the tenant removed, while other board members wanted the tenant to stay. Why was this not reflected in the Board meetings?

Question 9.

Comments:

- There is no record of how complaints about the cafe were dealt with, or what discussions took place with the tenant so that these issues could be addressed.
- There was a meeting with the tenant in 2006, and further meetings were supposed to occur with the Director.
- The monitoring of the cafe's opening hours was set up without any discussion with the tenant.
- The 'round table' meeting in 2005 indicated that the breaches in the tenancy agreement were not substantial. The tenant requested a reduction in the opening hours which was acceptable as longer opening hours were not profitable. From this time until 2009 there were very few complaints.
- It could be argued that there was inappropriate and covert monitoring of the cafe. In March 2005 the Director was asked to monitor the cafe, but the resources and support were not available to manage the monitoring. A charity and corporate body should not be undertaking covert surveillance. There was no structure to the monitoring. Was it designed to intimidate the tenant?
- Why did MHC not assist the tenant in the removal and recycling of rubbish?
- The tenant was subjected to surveillance.

Question 10.

Comments:

- The opening times of the cafe as set out in the lease were not sufficiently communicated. Was this because this information was not in the interests of the Board to be publicised as they wanted to take over the cafe?

- Under the Landlord and Tenant Act, a landlord cannot dictate the opening hours of a tenant. It can only be agreed by negotiation and mutual agreement.
- The tenant appears to have tried various different opening hours and is best positioned to determine the optimum opening hours for the profitability of the business.
- The initial issue of opening hours was raised by the public and the Board seized it as an opportunity to build a case against the tenant, however as it became apparent that the Board could not insist on opening hours as part of the lease it became less important.
- The Conservators have an obligation to provide a public service, however the cafe is a private business.
- The tenant is not an employee of the Board, nor a servant of the public.

Question 11.

Comments:

- Once the Board became involved in legal activity there is an issue about what is appropriate to communicate to the public and what is not. Is this reasonable or did this amplify areas of error.
- Why did the solicitor move for litigation rather than negotiation with the tenant in the first instance? The solicitors did state that when serving notice on the tenant that this was a good time to also put an offer to the tenant, however there was little attempt to communicate with the tenant. Is there evidence that the solicitors were instructed not to communicate with the tenant?
- Only when a second counsel was received did the stance change to become of risk adverse.
- It was the Board's decision as to how to proceed as legal advice is merely advice. The Board rejected some legal advice. Did the solicitors therefore offer advice that they knew would be acceptable to the Board?

Question 12.

Comments:

- There is no evidence surrounding the grant process. Was there anxiety that the grant would be lost due to the length of time the process was taking and did this influence proceedings?
- How influential were the members of the Working Party?
- Although it is stated in one submission that it was felt that the "tenant would have to go if improvements and grant funding was to be successful", there is no evidence for this; rather an impression.

Question 13.

Comments:

- Is there evidence of personal animosity towards the tenant? Evidence suggests some individual animus.
- There were misplaced aspirations for the cafe but those aspirations did not take into account the Landlord and Tenant Act.
- Did hostile feelings against the tenant cloud the collective judgment of the Board?
- There was no base line reference for assessing the cafe.
- If some people did have animosity towards the tenant did this form into an influential group of people who shaped the collective judgement of the Board? Did this manifest as bullying?
- Submissions suggest clear implication of bullying within the Board.
Is there evidence of a cabal? No. The Board has members from local government so therefore it is inevitable that conversations will take place outside the boardroom, but there is no evidence that this was a deliberate attempt at secrecy or conspiracy.
- Did members who were on the A & R, when the lease of the café was previously renewed, have an undue influence to try to remove the tenant in this instance of the lease renewal, having failed previously?
- Is it healthy that the Board has so many members made up from local government when a charity should have a different remit? This is a governance issue.

Question 14.

Comments:

- There was a letter sent to several people in February 2004 and to the Director and Administrative Officer but this document was not circulated. This highlights the need for clarity of roles within staff. A signal example of inadequate governance.

Question 15.

Comments:

- The responses to this question allude to some people being unaware of an offer to the tenant whilst other members appear to see it as an opportunity but failed to pass the information on to other members. Does this indicate that the intention of the Board was to remove the tenant rather than improve the café?
- The Board tried in 2005 to remove the tenant, did the same members push for the removal of the tenant instead of trying to improve the service of the café.
- Harrison Clark suggested making an offer to the tenant as early as 29/9/09.

6. Date of Next Meeting

Tuesday 19th June 2012 at Manor House at 6:30 pm.

Rev'd C Attwood stated that if there is relevant evidence, that further responses to the questions would be permitted. Rev'd C Attwood suspended Standing Orders to ask the tenant if he was happy with the process of the Inquiry. The tenant confirmed that he was, although he would need to time to think about it. Rev'd C Attwood thanked the officers for their time.

The meeting was adjourned at 10:00 pm.

Reconvened Inquiry Committee

Manor House, Grange Road, Malvern.

Tuesday 19th June 2012, 6:30 pm

Present: Rev'd C Attwood, Mr R Cousins, Mrs L Deller, Mr K Douglas (independent advisor), Mr T Musgrove (Ex-officio), Mr B Pilcher (Ex-officio).

In attendance: Administrative Officer, Mr T Yapp, Mr S Ginn, Mr C Rouse, and 4 members of the public.

1. Apologies for Absence

Mr R Havard, Mrs B Nielsen.

2. Declarations of Interest

None.

3. Matters Arising from the meeting held on 20th March 2012

Refer to previous meeting.

4. Progress Report

Refer to previous meeting.

5. Questions

Rev'd C Attwood stated that this is not a normal or ordinary meeting, and will resume where the last meeting finished off, which was at Question 16.

Question 16.

Comments:

Rev'd C Attwood stated that one submission says this question is naive, but whether it is or is not, it must still be addressed. The following points were raised:

- Very few Board members had actually gone to the cafe so they were not in a position to understand what was going on.
- Responses to this question fall into three categories: that this question is not relevant; that this question is not surprising because the tenant was antagonistic; that this question is not surprising because MHC were antagonistic.
- The Conservators provide a public service, but the tenant is not provide a public service and is not required to promote the work of MHC.
- It is not for the Inquiry Committee to criticise the tenant's behaviour.
- It is for the Inquiry Committee to determine if there were any breaches of duties.
- There was a breakdown in communication.

Question 17.

Comments:

- The 'round table' meeting did not have an agenda; the intention of the meeting was to offer the tenant money to vacate.
- The Conservators needed to prepare a defence document and this was partly the reason for the delay.
- The Christmas break could have been a factor in the delay.
- The Inquiry Committee are looking at the urgency retrospectively and are making assumptions about what would be appropriate in terms of urgency.
- It appears that there was not an appetite for this meeting and no meeting was arranged to discuss improvements to the cafe.
- The Board's appetite appears to be for litigation and the figures of £25,000 to £50,000 seem to have been plucked from thin air.

Question 18.

Comments:

- It appears that Board members were not informed of the detail and that this was not discussed.
- There was not time for the Director or Chairman to look at changes to the lease or any improvements as this would have required the Board as a whole to agree before that meeting.
- Where did Andrew Cave get the impression that there was no intention for discussion in regard to his statement 'their agenda is rather academic'?
- The Board had voted to make an offer of payment but there appears to be no alternative plan in the event that the tenant refused the payment.
- Did the Conservators require a valuation to acquire the lease from the tenant?
- The tenant's solicitor was only informed that the financial question was to be moved to item 1 on the agenda whilst at the meeting.
- It appears that the intention of the Board, via the Chairman and the Director, was to discuss the tenant's departure and that no other issue e.g. Improvements to the cafe or changes to the lease were going to be discussed. Ignoring other items on the agenda appears to go against the instruction of the Board.

- It appears that all the Board were interested in was getting the tenant out and offering £50,000 for that, and maybe going up a little higher using the Urgent Business Sub-Committee if £50,000 was not acceptable.
- This offer could have been made by a letter, but it may have been thought that a meeting was the way it should be done despite the costs.

Question 19.

Comments:

- Is there evidence that the £50,000 was intended to buy back the lease and how was this figure arrived at?
- It was first suggested that a figure of £25,000 be offered but that this was increased to £50,000. The figure of £75,000 was brought back from the meeting. There appears to be no evidence of a negotiated figure.
- There was ignorance of the Landlord and Tenant Act. Board members should have had an understanding of the protected nature of the lease.
- Board members and the Director should have been aware of the implications from the 2005 lease renewal and the issue of the protected tenancy.
- The Board sought legal advice because of the differences between a private and a commercial lease; however it is the responsibility of Trustees to understand what their powers are.
- Early reports went to the Administration and Resources Committee and then to the Working Party but the implications were not spelled out for benefit of those members who would not necessarily be aware of the protected tenancy.
- Was the figure of £75,000 specifically mentioned in any report back to the Board? The tenant's solicitor stated that he did not remember anything ever being said about £75,000. Was it intimated that this figure may have been acceptable? The tenant stated that he had been asked to come up with a figure but due to the tight timeframe he had been unable to discuss this figure with his wife. The tenant's solicitor stated that the only figure offered at the meeting was £50,000. It does not appear that the figure of £75,000 was formally offered.
- There was a reference to the figure of £125,000 in a paper dated 11th March.
- Various submissions refer to various figures: £125,000; £150,000; £250,000. Where do these figures come from?
- It appears that on one side the figure of £100,000 to £125,000 was mentioned and the other side mentioned £25,000 to £50,000 and that an acceptable figure may be £75,000. It appears only the £100,000 to £125,000 was reported to the Board.
- Were higher figures quoted to pursue the course of litigation?
- There is a lot of anecdote surrounding the figures.
- The tenant was only given 24 hours to make a decision at the round table meeting. Was this on the instruction of the Board? Of did the solicitor take this stance from the Chairman and Director who were both present?

Question 20.

Comments:

- It was expected that a figure would come back from the meeting and the Urgent Business Sub-Committee was put on stand-by to respond to it.
- Was the comment made by the then Chairman that £50,000 was a generous offer made at the time or retrospectively?
- There was a Board meeting where the figure of £50,000 was agreed and it was reported back that the £50,000 had been rejected. Were the Board aware that a higher figure of perhaps £75,000 may have been acceptable? Was the figure of £125,000 quoted to steer the Board away from making a higher offer? It appears the Board did not receive the information regarding the £75,000.
- Was the intention to pursue litigation or to remove the tenant?
- There appears to be ignorance as to the value of the business.

Question 21.

Comments:

- There appears to be little advice shared with Board members and what information was provided was unstructured and biased.
- There appears to be a lack of understanding of the legal issues, the Landlord and Tenant Act and the interaction of this with the MHC Acts. There was no summary of the counsel's advice; there was no discussion or peers' review on the counsel's advice.
- There was no understanding of the statutory framework regarding mediation and the need for a probationary period.
- There were gaps in the legal advice e.g. Charity Law, Landlord and Tenant Act and MHC Acts.
- Was the advice poor advice, or was it correct advice given to the questions asked, or was it that Board members had closed minds, or was it that the advice was just not communicated. Whose responsibility was it that that advice was shared amongst the Board?
- The solicitors would have taken their brief from the individuals with whom they were in contact; they may not have known the position of the full Board.
- Some Board members were clearly unaware of the events and discussions that were occurring.
- Were there perceptions of fear and intimidation by some Board members? Is there evidence of this?
- A member of the public stated that there were 3 Board members who had communicated with St Ann's Well supporters, and that those Board members were worried about being revealed to the full Board.

- The tenant's solicitor stated that he had no serious criticisms of the legal advice received by MHC except the absence of any advice regarding Charity Law and that this may be attributable as a commercial lawyer was instructed on the case whom presumably would have little or no knowledge of Charity Law.
- It appears the lack of communicating the legal advice was a fault of the Board, however the Board were not told about the protected tenancy although they should have been aware of it.
- The tenant stated that he had explained the terms of the lease to members who had visited him.
- There were some Board members who appeared to stifle challenge so that people did not ask questions, however the Board still voted for the actions that it took. Did Board members vote a certain way because of fear and intimidation?

Question 22.

Comments:

- This issue appears not to have been discussed in 2005.
- Was it legally possible to remove the tenant? It then appears that breaches of the tenancy were considered and a 6 month investigation reviewing the cafe was set up to try to gather evidence.

Questions 23.

Comments:

Rev'd C Attwood stated that this question was more or less the previous question, so the issues have been covered.

Question 24.

Comments:

- The Board were unsure if they could run a cafe which is why they sought the advice of a barrister.
- It appears that the communication from the Director in June raised the issue that MHC are a charity.
- There should be a mindset of every Trustee and Director that asks about its responsibilities and powers. There is a history of the Board needing to acquaint itself with its powers and responsibilities. As MHC is also a creature of statute. There are two different tendencies of the culture. Charities encourage creativity and responsiveness to the objects of the charity within one's powers. However, if you are dealing with a creature of statute you are onto precisely the opposite, i.e. if it doesn't say you can do it you can not. At the heart of this, MHC has quite an issue to deal with getting the culture right and appropriate. There are a certain number of people who didn't want it to be a charity. They may have seen the problems. But of course being a charity has enabled MHC to access grants which have been very important as it has enabled good work.
- It is surprising that guidance was not provided by senior Board members to recently appointed Board members.

- Some Trustees come from Local Government and is not a culture that would provide members with the perspective of a charity.
- There is no forum where Board members can discuss things or pass on information; members meet once every 2 months in a formal setting.
- MHC is a charity but it is running on a Local Government model which is inappropriate.
- Is there evidence that the issue of *ultra vires* was considered?

Question 25.

Comments:

- There was an appetite to improve the cafe facilities.
- The appetite was not consistent with the Landlord and Tenant Act as the tenant is not subject to the objectives of MHC.
- There needs to be a culture within a charity of understanding risk.
- There was a breakdown in communications but it does not say that this breakdown was between the Conservators and the tenant.
- The above point was questioned and it was suggested that the lawyer had been asked to advise on how to get rid of the tenant and that only later did work on the facilities come into it.
- The tenant stated that the Board had said that once he had left the cafe that a survey would be conducted to see how best to run the cafe, and questioned how the Board could enter into seeking to run the cafe when they had no idea of what they actually wanted to do. 1999 was the last official survey. There was nothing to suggest St Ann's Well was run in the incorrect manner. In fact all 3 surveys carried out since case started said it was being run ok.
- There appears to have been an assumption that nothing positive was able to happen while the tenant remained and from this there appears to be a perception that the Board would run the cafe better themselves.
- Mr Jeremy Kershaw did not raise ground g as it was deemed unsustainable. Harrison Clark did not have the background knowledge regarding MHC powers. Grounds c and g are normal grounds for terminating a lease.
- There appears to be two perceptions: that the service needed to be improved; that this could not happen with the current tenant. What was the aim – to improve service or get rid of the tenant?
- The issue of the opening hours that was raised in 2005 does not appear to have been considered.

Question 26.

Comments:

- In 2011 the Conservators were reviewing the provision of legal advice as part of the 3 year cycle.
- The legal advice required was not so specialised that you could not expect the normal legal provider to be capable to issue advice, although it was stated that this case may be on the margin of this.
- One statement claimed that 'Jeremy Kershaw was sacked'. Is there evidence of this?
- The tenant stated that in 2004/2005 Jeremy Kershaw had acted but that within 2 weeks the tenant learned that MHC had appointed a new solicitor.

- It was stated that the Director prepared a letter to invite tenders which set out the criteria.
- The tenant stated that his wife would probably have documentary evidence regarding the replacement of the solicitor.

Question 27

Comments:

- There appears to be a lack of clarity regarding the advice of Harrison Clark.
- The Dolan Plan in August stated that the Conservators would require a subsidiary company to trade at the cafe.
- There appears to be no knowledge that the Conservators as a statutory body do not have the power to set up or trade under a subsidiary company.
- The tenant stated that the issue of a subsidiary company was raised, but the issue of the lack of power to set this up was not. At the Chairman's meeting in 1993 where this case was discussed in detail this was noted and was pointed out to the Board members.

Question 28

Comments:

- When the organisation moved from employing a Clerk to employing a Director, the focus changed to Land Management.
- It was stated that even if the tenant was carrying out the bare minimum of the lease agreement that he was still complying with the lease.
- Mr T Musgrove stated that the Harrison Clark was informed of the tenant's 'bare minimum' by the Director and that the Director was in turn informed by the Admin and Resources Committee.
- It appears that some Board members considered there were significant issues and that there was a breach, but this may have been driven by other things, e.g. Personal issues.
- Some things which may have been considered a breach were not in the lease agreement.
- It appears the only difference between the situation in 2009 and 2010 is Ground g being introduced.
- There is evidence some people know more than other people. It appears there is almost an acceptance that some members were withholding information.
- The tenant stated that the breaches were in fact complaints not breaches of the lease.

Question 29.

Comments:

- It is the responsibility of the Director, the Chairman and every Board member to consider the issue of *ultra vires*.
- Every Board member should be asking questions and have that awareness and make sure that the officers have a clear understanding of what is being asked of them. It is up to the organisation to know what their responsibilities are and that they are supported in their responsibilities and it is very clear that neither of those cases pertained.

- The issue of 'can we do this' should relate to whether the Conservators could legally undertake the cafe and also whether the Conservators are physically capable of undertaking the cafe.

Question 30.

Comments:

- It appears some Board members were not aware of the issues regarding charity status. It was suggested that some Board members did not want the organisation to become a charity and may have regarded it as a technicality.
- The limitation of a charity is that if a business venture is not going to be profitable then a subsidiary company should be set up.
- The Director on the 26th November 2009 had with conversation with Steven Evers where it was said that MHC were risk averse but that the Board do not seem to have behave like that.
- It appears the Board were fragmented and things were not being thought through.
- There may be an assumption by some Board members that issues had been thought through already therefore there was an assumption that everything was fine. It is a culture issue.
- A baseline for the cafe performance should have been undertaken.
- It appears that questions were asked in April 2010 but they should have been asked in February 2009. That was when Bryan Smith and Mr Myatt were preparing their submission statement for the mediation. This was when the protected tenancy matter arose.
- The Dolan report states that the Conservators should not undertake any activity that would make losses. There was public support for the way the tenant was operating the cafe.
- There appears to be a reference that the Board did state its objective was to run the cafe and that Board members thought that this was within the charitable objectives. This suggests that the Board were trying to creatively fulfil those objectives but that the issues surrounding the charitable status were not understood.
- In 2007 Mr J Tretheway asked that as a charity could MHC run St Ann's well cafe and this was not answered.

Question 31.

Comments: Various submissions state that the Conservators were unconscious of their charitable status, that they did not listen, that they were led by the solicitors, etc.

- The legal expenses quoted by the solicitor appear to be misleading.
- It was never going to be a watertight case as the best odds were 50/50.
- There was no consideration to the projection of potential costs.
- The tenant stated that the issue of the costs was raised in Public Questions but the Board failed to provide this information.

Question 32.

Comments:

- It was noted that Stephen Evers had written a note stating “frustration and surprise when explaining the limits of statutory power”.
- There appears to be some knowledge that members did not want to know.

Question 33.

Comments:

- It appears that nobody took much notice of this and that not much time was spent analysing this at the meeting.
- One submission questions how did people take or not take responsibility with regard to the costs. However another submission states that a second opinion was put to the Board and this issue was fully discussed.
- As the result of the second opinion they gave up on ground c and they firmed up the resolutions on that they wanted to manage facilities themselves.

Question 34.

Comments:

- The term ‘Information Centre’ should not have been used.
- It appears that initially the information centre was merely a place for leaflets.
- It appears the Information Centre became more prominent to aid the legal case as it had educational possibilities.
- It appears that the focus altered from a cafe that had an information centre to an information centre that had a cafe.

Question 35.

Comments:

- Was there a breach of Trustee’s duties in terms of financial care?
- Was the question regarding the cost associated with monitoring the premises for 6 months asked at that time? What does this mean in terms of cost?
- Is there any evidence that things were not right and proper?
- Was the advice recommended by the solicitor improper advice rather than improper actions on behalf of the Board?
- Is there any evidence that it was recommended by solicitor rather than an instruction?
- Mr T Musgrove stated that Harrison Clark said in April that commercial landlords would use this as a negotiation ploy. In December, the Board was wavering. Harrison Clark said they could drop it but it wouldn’t increase the chances of getting rid of the tenant. It was not direct advice but it was a nudge.
- There appear to be differences from what was instructed and what was understood as being instructed.
- There appears to be no attempt to negotiate.

Question 36.

Comments:

Mr K Douglas stated that this question was answered by the responses to the previous question.

Question 37.

Comments:

- Was the intent to improve the cafe or to take the cafe over? Was the removal of the tenant the only method of improving the cafe?
- The Board appear not to have addressed its charitable behaviour.

Question 38.

Comments:

- If the Board were to win the case, did the Board know or have any respect for the ability for the tenant to be able to pay? Was the tenant being pursued unrealistically?
- The tenant stated that it states in the minutes that the Board thought that at £25,000 the tenant would be bankrupt so the Board would have to put that aside money to actually pay / cover the costs.
- There appears to be a lack of understanding of the legal process.
- The tenant is not an employee of the Board.

Question 39.

Comments:

- One submission states that the offer to buy a lease is an offer to acquire an interest in land and therefore a charity must obtain a valuation.
- Did the Board give due consideration as to what to do with the cafe if they won?
- It appears that the Board had good intentions but those intentions were wrong.
- It appears that the Board forgot its responsibilities as charity trustees.
- It appears that section 8 of the 1930 Act is clearly a legal argument. MHC needs to look at how the Acts are interpreted.

Question 40.

Comments:

- There was something about risk in this point.
- Mr T Musgrove stated that Harrison Clark specifically advised that on the 30th June to put in an offer a 20% discount. If that's not accepted, put in an offer of 10% discount.

- The tenant stated that he wrote to the Director saying that he would pursue the Director personally if he did not receive all of his money back; he would come after the Director personally.
- The tenant confirmed that there had been a deal between himself and the then chairman 3 to 4 months earlier.

6. The Next Move

Rev'd C Attwood drew the meeting to a close and summarised that the Inquiry Committee would put together a report that captures the essential issues that lie behind this episode.

Rev'd C Attwood thanked those who have provided submissions, questions, responses, members of the Board who aren't part of the Inquiry Team, and members of public.

Rev'd C Attwood stated that the first part of the report will be produced and the conclusion it reaches depends upon whether the Charity Commission will want to get involved.

Rev'd C Attwood stated that the Charity Commission said in their latest email that they are specifically interested in costs and money. On that basis, we are being asked to look at any possibly breach of duty by the Trustees such that it would be possible through indemnity insurance to remedy monies expended on this case. That is a different perspective to what we agreed to do in our terms of reference, which was to learn from mistakes and move on.

The Administrative Officer /Secretary to the Board reported that she spoke to the Charity Commission today and they assured her they did not mean for MHC to get legal advice by separate solicitors.

7. Date of Next Meeting

To be confirmed.

Rev'd C Attwood expressed thanks to the Administrative Officer /Secretary to the Board.

The meeting closed at 10:15 pm.

Matters Arising

Rev'd C Attwood stated that the first part of the Inquiry Committee report will be approximately 120 pages and that the Board will need time to digest the contents of this report before it is discussed. It was therefore suggested that a Special Meeting of the Board be held to discuss the contents of the report. The Board will receive the report in August to have time to contact Rev'd C Attwood via telephone or email if individuals have comments or questions. The report will be treated as confidential by Board members until it is made public in the papers for the Special

meeting in September. The report will also be provided to the Charity Commission in August to allow time for their lawyers to look at the contents. The Charity Commission will indicate whether they are happy with the Inquiry report before the report is discussed at the Special Meeting. The Charity Commission's view will be published at that meeting. Rev'd C Attwood made the distinction between the Board's focus of the Inquiry which is to examine what occurred, learn from it and move forward with recommendations for changes to governance, and the Charity Commission's focus which is primarily a financial interest therefore there is a subtle difference in perspectives.

Part two of the process will be looking at governance and how the Conservators can improve.

A discussion ensued as to the format of the report. Mrs H Stace stated that even if there is a summary that Board members should read the report in its entirety with due care and attention. The Inquiry Committee was thanked for its hard work; this sentiment was echoed by the Board.

The suggestion of holding a workshop was discussed however it was cautioned that the process to date has been open and transparent and that a workshop would not follow the openness of the Inquiry Committee meetings.

It was **AGREED** that there will be a Special meeting of the Board directly prior to the Board meeting on the 13th September 2012 to receive the report. The report will be commended to the Board; it is up to the Board whether the report is accepted or not.

If any Board member has questions or comments once they receive a copy of the report in August, Board members are invited to contact Rev'd C Attwood directly.

Rev'd C Attwood confirmed that the Inquiry Committee has remained within the budget of £5,000 with a total expenditure of £4985.90. Some work has been completed gratis and Rev'd C Attwood thanked Mr K Douglas for his work.

The Board **AGREED** to receive the report.

15. TO RECEIVE REPORTS FROM OUTSIDE BODIES

15.1 Malvern spa Association

Mr P Watson presented the following report.

The Malvern Spa Association held their AGM on 19th June and it was very well attended. For the Diamond Jubilee weekend five wells were dressed.

The Jacobs Well in the theatre was inspected for restorative treatment. It was reported to be in generally fine condition, and little work was thought necessary. There is a programme of activities until the next Well Dressing next May. These include items such as:

- *Well dressing for Malvern in Bloom*
- *Well dressing and dowsing with Ced Jackson*
- *Wildlife of the Malvern Hills by Dudley Brook*
- *An annual dinner at the Wellington Inn*

15.2 Malvern Hills AONB

Mrs G Rees stated that the last meeting attended was in April when John Raine was elected Chair and Philip Bettington was elected Vice-Chair. There was a discussion at this meeting about future projects with AONB working with other partners such as English Heritage and various boards of trade to get hills and the AONB area advertised across the country. Roadside Management was being promoted to keep side verges uncut to encourage wildlife. Visit Worcestershire, English Heritage and MHC have a connection and the Deputy Conservation Officer has been asked by Visit Worcestershire to contribute to their magazine as they are going to do a feature on the hills.

16. URGENT BUSINESS

None.

17. MANAGEMENT REPORT

The Director presented the report and stated that the organisation has a dedicated, knowledgeable and enthusiastic staff. The Director thanked the Conservation Officer for all his support and while it is sad to see him leave MHC, offered congratulations on his new appointment as Managing Director of the Rare Breeds Survival Trust.

MANAGEMENT REPORT

DATE: 12 JULY 2012

ACTING DIRECTOR/CONSERVATION OFFICER

- Beacon Bonfire organisation and event.
- Meeting with resident about road mirror for visibility.
- Breeding Bird Survey on the Old Hills.
- Survey of Castlemorton Common to assess grazing impact.
- Meeting with local resident on Midsummer to look at future management work.
- Survey of Petty Whin (rare plant) on Castlemorton Common.
- Interview with BBC midlands today.
- AONB tourism meeting.

- Meeting with County Council and South Worcestershire College about access to Woodfords meadow.
- Meeting with developers about temporary access to Townsend way.
- Meeting with Malvern Community Forest Chairman.
- Assisted in Plant ID course for MHC volunteers organised and run by the Deputy Conservation Officer.
- Wildflower walk, Malvern Common.
- Talk and walk on Castlemorton Common for Welland WI.

DEPUTY CONSERVATION OFFICER

- Carried out Farm Environment Plan for HLS application at Old Hills.
- Surveys of Special Management Areas.
- Attended Field Studies Council 'Getting to Know Wildflowers' course.
- Attended Field Studies Council 'Shropshire Wildflower Weekend' course.
- Planned and delivered 'Wildflower ID course' for MHC and Worcestershire Wardens volunteers.
- Promoted and helped at Malvern Common Wildflower Walk.
- Manned MHC stand at Poolbrook fete.
- Brief for Conservation Builder with Operations Manager.
- HLS scheme monitoring at Southern Hills.
- Organised hay strewing project.

FIELD STAFF

- Grass cutting when weather permitted.
- Checked quarry fencing.
- Strimmed and cleared most of the hill paths.
- Created, managed and cleared up after the Beacon Bonfire.
- Cleared fallen branches.
- Cleared a fallen tree from Wells Road.

WARDENS

Bylaw breaches:

- | | |
|---|----|
| • Utilities | 2 |
| • Boundary issue | 1 |
| • Bike ramps (Parkwood) dismantled | 2 |
| • Unauthorised parking | 2 |
| • Mountain bikers (not on bridleways) advised | 27 |
| • Camp fires | 8 |
| • Off road driving | 2 |
| • Signs | 4 |
| • Unauthorised Fishing | 2 |
- Helped at Jubilee bonfire and helped to organise volunteer support.
 - Work party with the Rotary Club at Dale's Hall Bog.
 - Arranged Wildflower ID event for Volunteers, with Jenny and Rob.
 - Arranged Dawn Chorus Event for volunteers, with Rob.
 - Attended Worcestershire Warden's Partnership Meeting.

- Made £1,300 tool purchase with the AONB Sustainable Development Fund.
- Completed Conservation Volunteer work programme for next 6 months.
- Strimmed and mulched Memorial Orchard trees and park trees at Old Hills.
- Ragwort clearance at Chase End Hill with the Voluntary Site Warden for the area.
- Arranged Dormouse Ecology course for 2 volunteers, part of AONB Sustainable Development Fund training.

VOLUNTEERS

Conservation Day activities:

- Fri 11th May – Hangman's Hill ephemeral ridge.
- Fri 25th May – Meadow Saffron Field, the Purlieu
- Sat 2nd June – Ballard's Lane
- Fri 8th June – Old Hollow Land, West Malvern
- Fri 22nd June – Lodge Field

ADMINISTRATION

- Site meeting at Townsend Way.
- Further meetings with television producers re: documentary on the history of Beacon Fires and live coverage of the Beacon Bonfire.
- Risk Assessments completed.
- Presented the Governance Conference slideshow.
- Attended Employment Law seminar.

The Conservation Officer stated that the Deputy Conservation Officer has organised a hay strewing project which will involve using the wildflower rich hay from Malvern Common to be laid over areas of Link Common to encourage wildflower populations.

Mr P Watson stated that the wildlife walk on the Common was excellent and that there were plans to try to get the area designated as a SSSI. If any Board members wished to write to Natural England to further the SSSI application then that support would be welcome. It was noted that the Board should decide if the Common is recommended to Natural England for designation as an SSSI and the Conservation Officer confirmed that this was decided at a Committee meeting.

Mrs G Rees requested that any future walks be advertised to the Board so that members can attend.

The Chairman thanked the Field Staff and the Operations Manager for building, monitoring and clearing up the Beacon Bonfire. It was noted that the Operations Manager was there until 5:00 am and then supervised the clean-up operation. The Chairman's thanks were echoed by the Board.

12th July 2012

It was suggested that the Management Report contains more information on certain topics. The Director stated that if a new format was needed then Board members should contact the office.

The Conservation Officer stated that an environmental survey has been conducted at Old Hills as part of a HLS application. The next step is to conduct a public consultation and it will come to Committee in due course. The Farm Environment Plan informs what options in the scheme are appropriate.

The issue of the BT boxes being placed on our land was discussed. The Director stated that MHC were due to meet with BT today, but BT postponed due to understandable circumstances. The meeting is now scheduled for Monday.

The meeting closed at 9:00 pm.

Signed 13th September 2012
Chairman