MALVERN HILLS CONSERVATORS
MEETING OF THE BOARD

Council Chambers (formerly Priory Lodge Hall), Avenue Road, Malvern
Thursday 10th January 2013, 7:00 pm

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

In attendance: Director, Deputy Director/Secretary, Financial Consultant and 2 members of the public.

1. APOLOGIES FOR ABSENCE

Mr J Plant, Mr C Cheeseman, and Mrs B Nielsen will be arriving late.
[Secretary's note: belated apologies received from Mr D Baldwin and Mr P Hughes.]

2. CHAIRMAN'S COMMUNICATIONS

2.1 Protocol at Meetings. Mrs H Stace requested that members comply with the following:

- That a Member raises his or her hand if they wish to speak on a subject;
- That a Member speaks on the subject that is currently under discussion;
- That if a Member wishes to speak on a separate subject that they do not raise their hand until the subject under discussion has been dealt with;
- That if a Member has an idea or issue with an item on the agenda that the Member please discuss it with the Chairman prior to the meeting so that there is time to think about it and do any relevant investigation;
- That if a Member finds mistakes or typing errors in the minutes that the error is brought to the attention of the Chairman or the Secretary prior to the meeting so that corrections can be made.

Mrs H Stace also stated that it has been the Board's practice to answer a Public Question with a single answer however under Standing Orders it is permissible for a member of the public to ask the Board a supplementary question and this right will be upheld.

2.2 Conservation Officer. The Director stated that approximately 30 applications had been received for the post and that short-listing had occurred on Monday. Five applicants will be interviewed: one on Monday 14th and the remaining 4 on Tuesday 15th January.

2.3 Annual Report and Year Card. Mrs H Stace stated that Members should have received a new Year Card, and a copy of the Annual Report which has been produced in a new format. The Director would welcome any feedback regarding the Annual Report. Members should have also received a Schedule of Meetings. Mr P Tuthill stated that the Annual Report was excellent and suggested that it be used for public relations and publicity. The Director confirmed that more Annual Reports could be printed at a reduced cost from the initial print run.

2.4 Chairman's Workshop. Mrs H Stace reminded Members that the next workshop will be held next Thursday 17th January at Manor House at 7:00 pm. Workshops are intended for informal debate and Members were urged to attend.

3. PUBLIC QUESTIONS

None.

4. DECLARATIONS OF INTEREST

Mr C Rouse declared a personal interest in the Higher Level Stewardship scheme.
Mrs H Stace reminded the Board that a Member can declare an interest at any time during the meeting.

5. TO CONFIRM MINUTES OF BOARD MEETING HELD ON 8th NOVEMBER 2012.

Mrs H Stace presented the paper and proposed that the minutes be confirmed as a **TRUE** and **ACCURATE** record. This was seconded by Rev'd C Attwood and **UNANIMOUSLY AGREED**.

6. MATTERS ARISING

6.1 16.1.1 3.2 Badger Cull. Mr D Street pointed out that the minutes state that '*the Board should not allow people with rifles on the Hills*', but that under MHC Byelaws this is forbidden. Byelaw 4.(a) states that '*No unauthorised person shall have in his possession whilst he is on the Hills any bow crossbow or other weapon capable of firing or propelling any missile.'*

6.2 13.1 2.2 Board Members' Resignations. Mr P Watson expressed concern that the Council was under no obligation to replace the resigned Members and stated that if an elected Member resigned there would be an election.
Mrs H Stace confirmed that there had been a meeting with the Chief Executive of the District Council and that this matter is under review.
Mr B Pilcher suggested that he knew of 2 Councillors who would be happy to sit on the Board.

6.3 Risk Management Workshops. Mrs H Stace presented the report which was **NOTED**.

6.4 Charity Commission letter. The Director stated that a letter had been received from the solicitors who had been appointed by the Board's insurers. The solicitors are asking for minutes of meetings, the documentation that had previously been sent to the Charity Commission and details of the Board's decision making processes. These documents will be sent to the solicitors. It was confirmed that the solicitors will report directly to MHC, not the insurers. £2,500 has been set aside to cover the excess premium on the insurance policy.

Mr R Chamings expressed concern at more expenditure and that if a breech of duty is found that this could split the Board as some Members are considered to be conflicted whilst others are not.

Mrs H Stace stated that the Board would have to await the outcome of the solicitor's findings and that the non-conflicted Members would then decide how to deal with the conclusions.

6A TO CONFIRM THE MINUTES OF THE SPECIAL BOARD MEETING HELD ON 1st NOVEMBER 2012

Mrs H Stace presented the paper and allowed Members time to peruse the report. The Secretary stated that this paper had been erroneously omitted from the Board Meeting agenda due to an oversight.

Mr R Hall-Jones stated that the minutes record that the resolution '*was CARRIED, with 3 Members not casting a voted due to their Council membership*.' Mr R Hall-Jones stated that until the Localism Act came into effect that District Councillors were required to declare an interest and would have been prohibited from taking part in the discussion. This has now changed and Councillors are not considered to have an interest and can take part in discussion in the normal way. Those Councillors who sit on the Board are considered first and foremost as Conservators.
Mr R Cousins stated that the Council had confirmed that there was no interest.

Mrs H Stace proposed that the minutes be confirmed as a **TRUE** and **ACCURATE** record. This was seconded by Mrs G Rees and **UNANIMOUSLY AGREED**.

7. TO CONFIRM THE MINUTES OF THE FOLLOWING COMMITTEES:

The following item was brought forward in the agenda.

7.3 ADMINISTRATION AND RESOURCES MEETING HELD ON 13th DECEMBER 2012

Mr P Tuthill presented the paper and asked Members of the Committee to ratify the minutes. This was **AGREED**. Mr P Tuthill proposed that the minutes be confirmed as a **TRUE** and **ACCURATE** record. This was seconded by Mr P Watson and was **AGREED**.

MALVERN HILLS CONSERVATORS
ADMINISTRATION AND RESOURCES COMMITTEE

Manor House, Grange Road, Malvern
Thursday 13thDecember 2012, 7:00pm

Present: Mr M Cordey, Mr R Cousins (ex-officio), Mr S Ginn, Mr T Musgrove, Ms H Stace (ex-officio), Mr D Street (Vice-Chairman), Mr P Tuthill (Chairman), Mr P Watson.

In Attendance: Director, Deputy Director/Secretary to the Board, Financial Consultant, Finance Officer, Mr T Yapp, Mr C Rouse, Mr B Pilcher and 2 members of the public.

1. **APOLOGIES FOR ABSENCE**
   Rev'd C Attwood, Mr C Smith.

2. **ELECTION OF CHAIRMAN FOR ENSUEING YEAR**
   The Director stated that no prior nominations had been received. Mr P Watson proposed Mr P Tuthill which was seconded by Mr D Street.

   Mr P Tuthill was duly elected Chairman.

3. **ELECTION OF VICE CHAIRMAN FOR ENSUING YEAR**
   Ms H Stace nominated Mr T Musgrove which was seconded by Mr R Cousins.

   Mr M Cordey proposed Mr D Street which was seconded by Mr P Watson.

   A ballot was conducted with both candidates receiving 4 votes each. On the Chairman's casting vote Mr D Street was duly elected Vice Chairman.

4. **DATES OF MEETINGS FOR 2013**
   This was **NOTED**.

5. **DECLARATIONS OF INTEREST**
   None.

6. **CHAIRMAN'S COMMUNICATIONS**
   6.1 Conservation Officer post re-advertised. The Director stated that the closing date for applications is 17th December. Interviews will be conducted in mid January.
   6.2 Auditors – Crowe Clark Whitehill. Mr P Tuthill stated that there had been a meeting with the new auditors. They may have comments in the first year. The Auditors will have looked at the notes from the previous auditors to aid a smooth transition.

   6.3 Shared Services – meeting on 17th December. The Director stated that he will meet with MHDC together with Mrs H Stace and Mr R Cousins. Mr P Tuthill stated that the maps are at risk as they are not stored in a fire proof cabinet. The Council may be able to provide a scanning service as they have a flat bed A0 scanner that could be used to digitise the MHC map book.

7. **MATTERS ARISING FROM THE MEETING HELD ON 18th OCTOBER 2012**
   None.

8. **ANY OTHER MATTERS ARISING**
   None.

9. **MANAGEMENT ACCOUNTS FOR THE 7 MONTHS ENDED 31st OCTOBER 2012**

The Financial Consultant explained that the grant for the conservation volunteers was received from the Sustainable Development Fund (SDF) from the AONB. This paid for some tools, training and some clothing.
The amount of £818K referred to on page 6 is the cost of land when it was acquired. The details of purchased land was included in the Annual Accounts.

The Accounts were **NOTED**.

10. GENERAL FUND BUDGETS AND THE SETTING OF THE LEVY FOR THE YEAR 2013/2014

The Financial Consultant presented a paper and stated that income is decreasing and car park revenue is down. Staff vacancies have saved some expense and the transfer from the Stewardship Fund is paying for some staff costs. The Director will plan a 5 year forecast. A discussion ensued and the following points were raised:

- Parking fees have been reduced as the weather has been poor the last few years and due to the economic climate people are not travelling as much.
- The Warden's expenditure has been moved from Public Relations.
- A new leaflet for mountain bikers is going to be produced and will include a map of bike routes.
- A leaflet to be included with Council Tax information would explain the levy and the work that it funds.
- The 3 Counties show will be attended in 2013.
- A new agreement for gas supply has been negotiated. Mobile phone contracts will be negotiated shortly.
- With regard to the pension fund, the Actuary valuation is due in March 2013 but will not be implemented until March 2014.
- The pay award is as yet unknown but 2% has been included in the budget. Salaries have been frozen for 3 years. There is some scope for people to move up a pay scale subject to a performance review but some staff are at the top of their pay scale.
- Any work that would potentially cost more than £10K is put out to tender and a Board Member is present when the tender documents are opened. Work costing between £5K and £10K is delegated to the Director who seeks 3 quotations.
- The Charity Commission guidelines suggest that a charity maintains 6 months' funds in reserves. However, MHC does not have to actively fundraise so this level of reserves may be too high for the organisation.
- A package of works for St Ann's Well Cafe will be funded from Capital money through the Parliamentary Fund.
- The Insurance premium included a loyalty reduction for a three year period.
- The excess that the Board will be required to pay for legal advice over St Ann's Well will come from the current year's budget.
- The levy should keep in line with inflation. The September figure of inflation is 2.2%.

- New housing stock would reduce the levy amount per household.
- A 5 year budget is needed to see a truer picture of the pension deficit.

On the proposal of Ms H Stace, seconded by Mr M Cordey, it was **UNANIMOUSLY AGREED** to recommend to the Board, an increase in the 2013/2014 levy by the rate of inflation at 2.2%

11. PENSION FUND GROUPING

Mr P Tuthill proposed that the Committee recommend to the Board to split from the pre 1992 group. This was seconded by Mr T Musgrove, but before the vote a discussion ensued and the following points were raised:

- The Actuary would give MHC a calculation of the deficit attributable to MHC members which is shown on the balance sheet as a liability;
- Charities have a higher proportion of final salary pension schemes to offset the lower salaries charities typically pay their staff;
- When the deficit was first shown, MHC requested to make extra contributions but was told that this was not possible as there were 4 organisations in the group. MHC is the only active member in the group;
- If MHC split from the group extra payments could probably be made;
- There are two calculations, one is the overall liability, and the other is the allocation of that liability to members within the group. If the ratios are the same within the group then the allocation is fair, but there is a risk that as MHC is the only active member it would be allocated more liability effectively taking on a portion of another group member's liability.

The Financial Consultant agreed to put a paper to the Board.

The proposal to recommend to the Board that MHC splits from the group was **UNANIMOUSLY AGREED**.

12. PENSION FUND NEW JOINERS

This item was taken in Committee as it was information relating to an individual.

13. CHARITY COMMISSION UPDATE

The Director stated that there was a delay in getting information to the barrister so it was not received until 21st November. The barrister will be in touch.

14. MANORIAL RIGHTS

The Deputy Director confirmed that the solicitors had been contacted and a response would shortly be received. This will come back to the Board once an estimate of costs for registering the rights has been received.

15. MONITORING PURCHASE PAYMENTS

The Financial Consultant stated that a report from SAGE will provide details of what payments are being made. The report is available for Board Members to view at the office. This was **NOTED** and Members were reminded that trustees of a charity have a duty to oversee expenditure and conduct sample checks. The General Fund requires 2 staff signatories, and the Capital Fund also requires the signature of the Chairman of the Board.

It was suggested that the Chairman of the Board and of Committees agree between them who and when sample checks are carried out on expenditure.

The Financial Consultant suggested that Members may wish to attend a meeting on the 30th January 2013 to meet the Audit Manager to go through the organisation's financial systems and controls.

16. INFORMATION

16.1 Financial Consultant at a Conference in London. The Financial Consultant attended a conference organised by Jordans. Two of the speakers were from the firm of the Board's appointed Auditors. The UK Generally Accepted Accounting Principles will be replaced by the Financial Reporting Standard (FRS) 102. The existing SORP will be updated for all accounting periods after 1st January 2015; the SORP will be available in 2014. The fundamental change in accounting will be a move away from profit and loss with the focus changing to the balance sheet so the year end figures will appear different.

Any organisations that are in a pooled group membership for their pension schemes will be exempt from showing any pension deficit on the balance sheet.

The Financial Reporting Standard for Small Enterprises will be looked at with the newly appointed Auditors to see is this is something MHC should adopt.

It was suggested that trustees should have a greater input into the production of the Annual Report.

There will be a greater emphasis on charities outputs and impact reporting in assessing performance and the public benefit.

In Risk Management there is a move away from examining all risks to focus on those risks that could have a big impact or that could cause a 'domino' effect that collectively would have a big impact.

Mr P Tuthill thanked public for attending the meeting and stated that the press and public will 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 is exempt information under

Schedule 12A to the Local Government Act 1972 as it is information relating to the financial or business affairs of any particular person (including the authority holding that information). The information is also relating to an individual and any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter arising between the authority of a Minister of the Crown and employees of, or office holders of, the authority.

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17. MILL POND

12. PENSION FUND NEW JOINERS

The meeting closed at 8:50 pm.

Matters Arising
7.3.1 6.2 Auditors – Crowe Clark Whitehill. Mr P Tuthill informed the Board that when there is a change of auditors that the newly appointed auditor has the right to examine the work of the previous auditor to ensure consistency.

7.3.2 10. General Fund Budgets and the setting of the Levy for the year 2013/2014. Mr P Tuthill stated that the Committee had UNANIMOUSLY AGREED to increase the levy by 2.2% in line with the September rate of inflation figure. Mr P Tuthill proposed that this be adopted by the Board. This was seconded by Mr S Ginn and was **UNANIMOUSLY AGREED**.

7.3.3 15. Monitoring Purchase Payments. Mr P Tuthill stated that a report was available in the office that shows what purchase payments have been made. If Members wish to see the report please give staff some notice.

7.3.4 14. Manorial Rights. Mr P Watson asked if MHC had received a response from the solicitors. The Secretary stated that a response had not yet been received.

7.3.5 11. Pension Fund Grouping. Mr P Tuthill presented a paper and explained that historically Malvern Hills Conservators had been grouped with other employers in the pension scheme. The cost to examine exactly what the Conservators' position is within the group would be approximately £775. The Financial Consultant confirmed that every 3 years there is an Actuarial Valuation and that this cost would therefore be incurred every three years. The figure may be slightly higher due to inflation. The valuation will be reported every year but it is reviewed and updated every three years.

Mr P Tuthill proposed that the Board adopts the recommendation from the Administration and Resources Committee to request that Worcestershire County Council treats MHC as a separate and individual group within the pension scheme. This was seconded by Mr C Smith and was **CARRIED** with 1 abstention.

7.3.6 12. Pension Fund New Joiners. Mr P Tuthill presented the paper and explained that new information had come to light regarding the pension arrangements for MHC employees since the Administration and Resource Committee met on the 13th December 2012. The Board was aware that changes to WCC Defined Benefit pension scheme were due to be announced on 24th December 2012 and it was understood that there would then be an 8 week period after which these changes would soon be implemented. The Board had previously tasked a Working Group to assess the current pension arrangements and to ascertain if a Money Purchase scheme may be more cost effective. The decision was that existing employees would remain in the WCC scheme but that new employees should be offered to join either a Money Purchase scheme or the amended WCC scheme after changes to the scheme had been implemented. The Pension Department of WCC has since been contacted and has confirmed that any changes to the current pension scheme are not due to take effect until 2014. The main change appears that pensions will be calculated on average earnings rather than final salary. WCC Pension Department informed MHC that if an employer has a pension scheme that staff should be invited to join that scheme when they become eligible (after 6 months probationary period). The Director became eligible to join a pension scheme on 2nd January 2013. The Administration and Resources Committee had agreed to place the Director in a holding position until the amendments to the pension scheme came into affect after the 8 week period, however as this is now not going to be implemented until 2014 the Director was entitled to join the WCC scheme from 2nd January 2013.

A discussion ensued and the following points were raised:

- WCC will be undertaking the calculations in March 2013 for implementation in 2014 therefore a decision could be made then as to future pension schemes for new employees;
- The Board can implement a new pension scheme at any time and is not under any obligation to wait until the changes to WCC pension scheme come into effect in 2014;
- The Board needs to be fully informed of the calculations in March 2013 and the changes to WCC pension scheme before it can decide whether to opt for a Money Purchase scheme;
- Mr S Ginn expressed concerns about funding pension commitments in the future and the affordability of final salary pensions;
- The pension of the Conservation Officer, once appointed, will also need to be considered;
- Interviews for the post of Conservation Officer are being conducted next week and applicants will want to know the details of the pension that he or she will be entitled to;
- A Money Purchase scheme could be set up within the 6 months probationary period of the Conservation Officer;
- The pension deficit will remain regardless of what pension scheme is offered to newly appointed staff. The current deficit is approximately £750K;
- Proportionally the post of Conservation Officer may not make much difference to the overall deficit;
- The new WCC scheme to be introduced in 2014 will have a cap on contributions;

Mr P Tuthill proposed that the Board continues with the Worcestershire County Council scheme for existing employees and that by September 2013, or earlier if the information about changes to the scheme becomes available, that the Board reviews the information from the County Council and reinvigorates the Pension Fund Working Party to review the WCC scheme. The Director will be invited to join the existing scheme as will the newly appointed Conservation Officer after a satisfactory probationary period.

This was seconded by Mrs S Adeney and was **CARRIED** by 16 votes for to 2 votes against with 2 abstentions.

7.3.7 7.3.4 Work to St Ann's Well. The Director informed the Board that it is their responsibility to maintain the building of St Ann's Well under the terms of the lease of the café. The building is built into the bank and a significant part of the building is below ground level which has resulted in it becoming damp. Advice was sought from 3 contractors on how to deal with this and each had a differing opinion. Condensation in the stairwell and penetrating damp in the bedroom and kitchen were suggested as the cause of the damp. As the stairwell is underground it is likely that this area is also suffering from penetrating damp. This can be solved by putting in a protective membrane which is preferable to treating the condensation first and then any penetrating damp afterwards as the café will only need to close for one period.

A discussion ensued and the following points were raised:

- Until the contractors undertake the work, it is difficult to ascertain how much the work will cost as other problems may be encountered;
- The building has been damp for some years; the problem worsened during the floods in 2007;
- The Board has a responsibility as the landlord of the tenant;
- The tenant will not be able to operate the business while the work is undertaken due to the disruption to the premises;
- To undertake the work in one go will reduce the amount of time the business will have to close;
- If the work is undertaken during winter opening hours it will only require the café to be closed for one weekend during a two week period;
- The membrane will protect the building from damp.

Mrs H Stace proposed the recommendation to appoint Rudders and Paynes to undertake the damp proofing / ventilation work to be paid for from capital funds. This was seconded by Mr C Rouse and was **UNANIMOUSLY AGREED**.

The Director confirmed that a meeting of the St Ann's Well Working Party will be meeting the tenant on Thursday 17th January 2013.

7.3.8 10. Approval of the General Fund Budget. Mr P Tuthill proposed that the Board ratify the Administration and Resources Committee decision to approve the General Fund Budget for 2013 / 2014 and the increase in the precept of 2.2%. This was seconded by Mr M Cordey and was **CARRIED** with 1 vote against.

7.1 LAND MANAGEMENT MEETING HELD ON 6th DECEMBER 2012

Mr C Rouse presented the paper and asked Members of the Committee to ratify the minutes which was **AGREED**. Mr C Rouse proposed that the minutes be confirmed as a **TRUE** and **ACCURATE** record. This was seconded by Mrs G Rees and was **CARRIED**.

MALVERN HILLS CONSERVATORS
LAND MANAGEMENT COMMITTEE

Manor House, Grange Road, Malvern
Thursday 6th December 2012, 4:00 pm

Present: Mr D Baldwin, Mr R Chamings, Mr R Cousins (ex-officio), Mr D Hawkins, Mr P Hughes (Vice-Chairman), Mr B Pilcher, Mr J Plant, Mrs G Rees, Mr C Rouse (Chairman), Mrs H Stace (ex-officio), Mr T Yapp.

In attendance: Director, Deputy Director/Secretary, Deputy Conservation Officer, Operations Manager, Mr D Street, Mr P Watson, and 3 members of the public.

1. APOLOGIES FOR ABSENCE
Mrs S Adeney.

2. ELECTION OF CHAIRMAN FOR THE ENSUING YEAR
The Director stated that no prior nominations have been received.
Mr B Pilcher nominated Mr P Hughes which was seconded by Mr R Cousins. Mr P Hughes agreed to stand but stated that he was reasonably new to the Board and therefore did not have the depth of local knowledge that other members may have.
Mr P Hughes nominated Mr C Rouse, which was seconded by Mr R Chamings.

A paper ballot was conducted with 8 votes for Mr C Rouse to 3 votes for Mr P Hughes.

Mr C Rouse was duly elected Chairman.

3. ELECTION OF VICE CHAIRMAN FOR THE ENSUING YEAR
Mr C Rouse proposed Mr P Hughes, which was seconded by Mr B Pilcher.

Mr P Hughes was duly elected Vice Chairman.

4. TO CONFIRM DATES OF MEETINGS FOR 2013
Mr C Rouse stated that meetings started at 4:00 pm to allow site visits to take place whilst it was still light. The time of meetings and the 2013 schedule was **AGREED**.

5. DECLARATION OF INTEREST
Mr C Rouse declared an interest in the Higher Level Stewardship Scheme.
Ms H Stace declared an interest in Item 16.

Mrs G Rees declared a non-prejudicial interest as a member of Colwall Parish Council.

6. CHAIRMAN'S COMMUNICATIONS
None.

7. MATTERS ARISING FROM THE MEETING OF THE 4th OCTOBER 2012
7.1 3.1 Recruitment of Conservation Officer. The Director stated that the Conservation Officer post had been re-advertised. The closing date is 17th December 2012 with interviews scheduled for January 2013.

7.2 4.2 Townsend Way. Mr P Hughes confirmed that this matter is in negotiations between the applicant and Halls.

7.3 6. Rose Cottage. Ms H Stace confirmed that surveys had been undertaken.

8. ANY OTHER MATTERS ARISING
None.

The follow two items were moved forward on the agenda.

15. SCULPTURE ON THE HILLS
Mr C Rouse suspended Standing Orders to allow a member of the public to address the Committee. It was stated that the sculpture was part of the artist's Master's degree in Fine Arts at Cheltenham University. The artist made the following request:
The sculpture would be a temporary sculpture 4 to 5 metres away from the bus stop by the car park. The sculpture is small in scale, 7 to 8 houses; each house no bigger than A3 size that would not damage the environment. The sculpture would bring art out into the environment and would invite people to see and learn. A video will be created for the University and will be shown in galleries afterwards. The artist confirmed that he would fund the project and that all material will be cleared away afterwards. The proposed date is 21st March and the sculpture would be installed for 8 to 12 weeks. The artist confirmed that he did not belong to a political organisation and he is covered by the University's insurance. The artist stated that all aspects of life are connected to politics and that this artwork is to criticise how humans have been brutal towards each other.

The following points were raised:

- MHC is an a-political organisation; this is a political statement;
- Stone to build the houses will be purchased by the artist from a retail outlet, and will be removed from the site after the installation;
- Vandalism could be an issue;
- It is an opportunity to engage with a different group of people and provide a different view of the hills;
- Any damage to the environment will be made good by the artist.

On the proposal of Mr R Cousins, seconded by Mr B Pilcher, it was **AGREED** by 8 votes for with 2 abstentions to grant the artist's request for a temporary sculpture.

16. 10 EVENDINE CORNER, COLWALL

Mr C Rouse suspended Standing Orders to allow a member of the public to address the Committee. The owner of 10 Evendine Corner made the following request:
To re-site an existing access as the current access raises safety issues. The owner stated that there were 3 issues with the current access that prove it is not satisfactory.

1. *Safety. The angle of the access requires a vehicle to reverse in a blind manoeuvre from the drive into the lane. There is a danger that a person could be injured. Many children live in the lane and it is also used by other people and dogs. Statistics show that there is a high risk of children under 7 being accidentally run down in their driveway by their own relatives or parents.*
2. *Security. As the area is not enclosed there is a risk of theft.*
3. *Aesthetics. The hedge is currently too high. The owners would like to reduce the height of the hedge and close off the side access.*

Mr C Rouse reinstated Standing Orders. The following points were raised:

- The Secretary stated the recommendation to refuse the request was on the grounds that the property already enjoyed an access. However a clause in the 1995 Act states that the Conservators may grant an access to a property '*appearing to ...lack satisfactory access*';
- There would be a fee for a change of access.
- Neighbours have been approached and there appeared to be no objections to re-siting the access;
- There is an electrical pole that prevents the side entrance to be re-located without crossing MHC land;
- Easements in general are an affront to the main purpose of the Conservators in that they destroy trees, shrubs, turf and will corrupt the natural aspect;
- Health and Safety issues must take precedence.

Mr B Pilcher proposed a site visit. The motion did not receive a seconder.

Mr J Plant proposed that in this instance, the re-siting of the access is granted due to Health and Safety reasons as the current access is unsatisfactory, but that the side access is closed off so the property will enjoy one access only. This will be subject to any fees payable to the Conservators once the property has been valued by a land agent. This was **AGREED** by 7 votes for with 3 abstentions.

9. APPROVAL OF STEWARDSHIP & LAND MANAGEMENT BUDGET FOR 2012 / 2013

The Director presented the paper and stated that the layout is slightly different to last year's budget. The budget has been gauged against actual expense rather than the previous year's budget. In the New Year work will begin on developing a 5 year budget.

A discussion ensued and the following points were raised:

- NVC surveys will come out of HLS funds next year;
- Grass cuttings had to be removed from the common as it was too wet to make hay and this was an additional expense;
- Some staff time is re-charged to the HLS fund;
- Annual grants are received for grazing work. Capital grants are received primarily for scrub clearance work. Agreements with the graziers confirm that we pay out 90% of the annual grant money. This year one grazier left the scheme and the surplus fund will be divided between the other graziers, however until a dispute is settled between MHC and Natural England the surplus will not be paid;
- £160K is kept in reserves as the grant funding will come to an end;
- Some scrub clearance is done by contractors; some is done by Field Staff;
- The Board will need to review the grazing policy and the number of livestock that graze the hills;
- A small budget will be provided for an Events and Guided Walk programme.

The budget will be reviewed in 6 months' time.

On the proposal of Ms H Stace, seconded by Mr R Cousins the budget was **UNANIMOUSLY AGREED**.

10. ASH DIEBACK

The Deputy Conservation Officer presented this paper for information. Ash dieback is sweeping the country, and has been confirmed in Worcestershire but to date there have not been any confirmed cases in Malvern. The Forestry Commission and the Wildlife Trust have advised that no ash should be planted, any suspected cases should be reported, trees should only be purchased from disease free nurseries, and any work to trees such as pollarding should be avoided. Natural regeneration of ash should be encouraged. Be aware of safety implications if trees are near roads, footpaths or buildings. It will be difficult to monitor ash trees at the moment as the leaves are falling due to the season, however diamond shapes lesions on the bark can indicate the disease. 5% of ash trees appear to be resistant to the disease and may offer scope for cultivation to restock ash.

Mr D Hawkins read a statement that expressed concern at the felling of trees. Healthy trees should not be felled however scrub needs to be managed. The definition of scrub is brushwood or stunted forest growth, not mature or semi-mature trees. There is widespread support for the expansion of woodland in the UK, only 10 % of the country is currently woodland compared to 44% of the EU. Mr D Hawkins expressed concern that the percentage of trees in the UK will decline due to this disease.

11. LARCH DISEASE

The Deputy Conservation Officer presented the paper and stated that Third's Wood, also known as Little Switzerland has a larch plantation of approximately 7 Ha. The larch is mainly mature and over mature trees. Larch dieback is another tree disease spreading across the country, and the Forestry Commission requires any trees with confirmed infection to be felled with stringent hygiene procedures. The paper examined pros and cons for the options of taking pre-emptive action, or awaiting natural developments. Issues to consider include potential safety problems if trees fall down, implications for wildlife, how the disease will affect other plants such as heather and bilberry, the cost and public reaction. A discussion ensued and the following points were raised:

- Presently, if the disease has been identified, the Forestry Commission is issuing a felling order that requires trees to be felled in accordance with hygiene practices. This will add to the cost of felling;
- Some of the larch are becoming old and dangerous and there are safety implications;
- If trees are felled before the disease arrives they would have a financial value. MHC is a charity and should maximise its income;
- The larch will be difficult to fell as the land is steep. There is also a risk of run-off onto the road as there is very little vegetation underneath the trees. If the work is done in stages the risks could be better managed;
- The Forestry Commission have provided a letter to MHC to confirm that trees can be felled without the need for a felling licence;
- Local people could be consulted as to what trees to plant if the larch are felled;
- Two quotes will be sought from contractors, to fell with and without the disease. This financial information, and relevant ecological information, will be brought to the next relevant Land Management Committee for decision.

12. BENCH AT COLWALL

Ms H Stace declared a personal interest.
The Deputy Conservation Officer presented the paper and stated that this request has come back to the Committee as it differs from the original request. The family would like an additional bench to the one by the bus stop with a tree behind the new bench. Mrs Green contributed to the village of Colwall and the proposed seat will look at the pub that she owned. The family have confirmed that they will pay for and maintain the bench and they are willing to compromise as to the variety of tree.

On the proposal of Mr J Plant, seconded by Mr R Chamings, it was **AGREED** by 9 votes for with 2 abstentions to grant the bench and the planting of a tree, the variety of which will be at MHC's discretion.

13. BRADFORD'S FARM

Mr J Plant declared a personal interest.
The Director presented the paper and explained that the building had burned down in 2008. The new owner of the plot wants to rebuild the farmhouse with a separate garage with a home office above. The existing agricultural easement would better suit access to the garage rather than the original residential easement which would provide access to the side of the new house. A discussion ensued and the following points were raised:

- A second residential access could be used to provide access to a second residential property therefore there must be a clause in any deed of grant to prohibit this. The access must be limited to the owner of Bradford's Farm only;
- Currently there are 2 agricultural easements and 1 residential;
- The second agricultural access could be closed off;
- The access should be for residential use only not for business use;
- The agricultural access to the side already has a gravel surface;
- Any building materials should be stored within the property boundary not on the common;
- To grant the change of use of the agricultural access will provide 2 residential accesses within about 20 yards.

Mr C Rouse proposed that the existing residential access be closed off and that the existing agricultural access be changed to residential use and that access is not permitted for business use. This was seconded by Mr T Yapp and **AGREED** by 9 votes for with 1 abstention.

14. SKYLARKS

The Deputy Conservation Officer presented the paper and stated that skylark numbers have decreased since the 1992 surveys undertaken by Malvern Bird Group. Then there were 21 nesting pairs on the Central Hills, now there is only 1 nesting pair. Skylarks like open habitat away from trees. The grazing programme provides various heights of grasses. When skylarks are disturbed by dog walkers the birds fly up to distract the predator therefore the bird uses energy that would otherwise be used to feed chicks. Skylarks are in national decline and are listed as a rare species. Skylarks are one of the reasons that the area is a SSSI and HLS activities should be increasing the numbers of this species. This year has been very wet leading to low insect numbers which will have had an impact. To aid the recovery of skylark populations it was suggested that a trial area be identified where dogs are to be kept on leads and livestock will be excluded. This will take place from April 2013. A discussion ensued and the following points were raised:

- Designating an area to assist skylark populations could attract people to look for the birds which would also disturb nesting birds;
- Skylarks do not return to an area once they have left it;

- This could involve the Bird Group and a guided walk programme;
- 'Dogs on leads' zones would be identified by posts with a red top with information about access under the CRoW Act and MHC Acts;
- MHC can self designate land so that we can opt to follow the same regulations as the CRoW Act. MHC Acts state that we can regulate access;
- This could generate good publicity.

On the proposal of Mr D Baldwin, seconded by Mrs H Stace, it was **AGREED** by 8 votes for to 1 vote against to trial a seasonal 'Dogs on leads' area where skylarks are known to nest.

A public relations exercise will need to be done to inform people of why, where and when there will be designated a 'dogs on leads' area. A survey will be undertaken to learn where skylarks are nesting.

17. INFORMATION

17.1 SSSI Unit Condition Assessment 2013

The Deputy Conservation Officer stated that Natural England will carry out a condition survey of 10 units of SSSI land. Presently the condition is unfavourable but recovering. The land is recovering because of grazing and scrub clearance work. MHC, with funding through Natural England, will also be conducted a National Vegetation Survey of the Hills and Commons. After 2013 Natural England will not be accepting HLS applications and the focus will be on SSSI land.

An application will be sent to Natural England to include Old Hills in the HLS scheme. As the deadline for applications is tight, it had been decided to lodge the application as soon as possible then it can be amended at a later date. This item will be brought back to Committee in the February meeting for debate before the HLS agreement is signed.

17.2 Goat Grazing

The Deputy Conservation Officer stated that scrub re-growth is a problem to the east of Pinnacle Hill. Birch that has been cut back becomes multi-stemmed and livestock will not eat silver birch leaves, except for goats. There will be a 6 month trial from January to June next year on the east side fenced area of the central hills where 6 goats will graze.

17.3 Fence Cutting

The Director stated that the electric fences have been cut and livestock are escaping. A press release has been issued and the problem has improved but it is still occurring to some extent. If cattle get onto the road there could be a fatal accident. The police are aware of this issue.

Mr C Rouse stated that the press and public will 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 is exempt information under section 12A to the Local Government Act 1972 as it is information relating to the financial or business affairs of any particular person (including the authority holding that information).

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18. MANAGING RISK AND ASSESSING PROGRESS OF THE MALVERN HILLS GRAZING PARTNERSHIP – FIGURES AND FINAL REPORT

19. MILL POND DAM UPDATE

20. LAND AT WELLS ROAD

21. THIRDS WOOD – PRICE FROM CONTRACTOR

The meeting closed at 6:57 pm.

Matters Arising

7.1.1 10. Ash Dieback. Mr C Rouse stated that the Board will have to wait until spring to see if there are any infected trees. Mr P Watson stated that there are a lot of ash saplings along Townsend Way.

7.1.2 11. Larch Disease. The Director stated that in the area known as Little Switzerland there is a large plantation of larch trees. The trees are not currently affected, but is designated a medium risk area. If the trees get infected there will be a cost associated with felling the trees as there are quarantine issues and the timber can only be taken to certain mills for disposal. Any infection will greatly reduce the value of the timber. There are also safety implications as there is a greater chance that diseased trees will fall and a lot of the larch are near roads and houses. Natural England and the Forestry Commission have been asked for advice as to whether preventative felling would be beneficial.

A discussion ensued and the following points were raised:

- MHC is awaiting quotes from 2 contractors to show the costs of felling now as opposed to felling the larch at a later date if and when it becomes infected with the disease;
- The Director stressed that there are currently no plans to fell the larch, but that advice is being sought from Natural England and the Forestry Commission;
- Concerns were raised about felling the larch altogether as the terrain is steep and may lead to erosion causing debris to flow onto the road below;
- The public could be consulted as to what type of trees to plant should it be required that the larch is felled;
- Some of the larch are getting old and there is a danger of trees falling onto the road which could cause a fatality;

- If the larch are infected with the disease it may be necessary to fell the entire plantation in one go. Selective felling before this occurs may be more favourable.

7.1.3 14. Skylarks. Mrs H Stace stated that skylarks are declining nationally. Under terms of HLS scheme the Conservators have a duty to look after skylarks as they are a named species in the agreement. The birds are also iconic to the Hills. Early in the year a survey will be undertaken to determine if skylarks are still present on the Hills, and if so that a 'dogs on leads' zone will be created to protect the nesting sites. Work needs to be done to inform people why the zones will be created and why it is important for dogs to remain under control. The nesting territories of the birds will be mapped and the grazing compartments will be adjusted to ensure minimal impact.

7.1.4 17.2 Goat Grazing. The Director stated that one of the graziers is going to trial grazing goats on the Central Hills. Bagot goats will be used as they are a hardier breed that would be able to better cope with the conditions on the Hills. The grazier is going to fund the project. It was noted that the Board had tried to graze goats in the past but that the animals escaped into neighbouring gardens. Mr J Tretheway suggested that the Board consult with the Parish and District Councils over this project.

7.2 GOVERNANCE COMMITTEE HELD ON 29th NOVEMBER 2012

Rev'd C Attwood presented the paper and asked Members of the Committee to ratify the minutes which was **AGREED**. Mr B Pilcher proposed that the minutes be confirmed as a **TRUE** and **ACCURATE** record. This was seconded by Mrs G Rees and was **CARRIED**.

MALVERN HILLS CONSERVATORS
GOVERNANCE COMMITTEE

Manor House, Grange Road, Malvern
Thursday 29th November 2012, 6:00pm

Present: Mrs S Adeney, Rev'd C Attwood (Chairman), Mr R Cousins (Vice-Chairman), Mr S Ginn, Mr B Pilcher, Mrs G Rees, Ms H Stace (ex-officio).

In Attendance: Director, Deputy Director / Secretary, Mr D Hawkins, Mr C Rouse, Mr C Smith, Mr D Street, Mr P Watson, Mr T Yapp and 1 member of the public.

1. APOLOGIES FOR ABSENCE
Mr R Hall-Jones, Mr T Musgrove.

2. CHAIRMAN'S ANNOUNCEMENTS
None.

3. **DECLARATIONS OF INTEREST**
None.

4. **ELECTION OF CHAIRMAN OF THE COMMITTEE**
The Director stated that no nominations have been received prior to the meeting and asked for any nominations.

Mr B Pilcher proposed Rev'd C Attwood which was seconded by Mr R Cousins and was **UNANIMOUSLY AGREED**.

5. **ELECTION OF VICE CHAIRMAN OF THE COMMITTEE**
Mr B Pilcher proposed Mr R Cousins which was seconded by Mrs G Rees and was **UNANIMOUSLY AGREED**.

6. **MATTERS ARISING FROM THE MEETING HELD ON 18th OCTOBER 2012**
6.1 4. Change of Committee Title. Rev'd C Attwood stated that the minutes of this meeting had previously been ratified by the Board and that it was AGREED that the Inquiry Committee be renamed the Governance Committee.

6.2 6. Membership of Committee. Mr R Cousins asked if another Board Member might be asked to join the Committee. It was **AGREED** that Ms H Stace will ask another Board Member to sit on the Governance Committee.

Rev'd C Attwood stated that the principle of how committees are populated will be reviewed as part of the work of the Governance Committee and any proposed changes to procedure will be placed before the Board.

7. **PRESENT CHARITABLE STATUS OF MHC**
Rev'd C Attwood stated that how the Board interprets the organisation's aims and objectives is at the heart of everything the Conservators do, and that the Board must agree what sort of body MHC is.
The Director presented a paper that outlined the reasons why MHC is a charity and stated that the law requires MHC to register as a charity.
A discussion ensued and the following points were made:

- The Board needs to examine the conflict that arises from MHC's dual status as a charity and as a creature of statute;
- Mr P Watson raised the issue that as there is no mention of MHC being a charity in the MHC Acts whether it was legal to have charity status. The Charity Commission state that to be a charity the organisation has to work for the benefit of the public, but this could apply to MHDC. Part of MHC remit is to preserve the rights of commoners, could this be a benefit to the public. A new Act could state that MHC is a charity;
- Mr S Ginn stated that under the Charities Act 2011 MHC is required to be charity and that one of the identified charitable purposes is the

protection and improvement of the environment. This creates areas of conflict:

1. Trustees should not give anything to an individual that outweighs the benefit to the public. This could affect the granting of easements. Trustees should look after the public benefit not an individual benefit;
2. Charity trustees should not pursue political aims;
3. Charity trustees must be independent and make their own decisions not represent the public, which affects elected members;

- The Acts govern the organisations operational status, but they do not govern MHC legal status;
- MHC is a charity because of what the organisation does rather than what the Acts call the organisation.

Mr B Pilcher proposed that the Committee recommend to the Board that MHC confirm acceptance of charitable status, but that an ongoing brief will look for potential conflicts between charitable status and being a creature of statue.

Rev'd C Attwood proposed an amendment to the above to read:
'*that the Governance Committee will propose to the Board that MHC acknowledges its present charity status; potential conflicts will be examined in the long term objectives.*'

This amendment was accepted by Mr B Pilcher and was seconded by Mr S Ginn and was **UNANIMOUSLY AGREED**.

Rev'd C Attwood thanked the Director and Mr S Ginn for their input.

8. DISTINGUISHING SHORT AND LONG TERM OBJECTIVES

Rev'd C Attwood stated that the Governance Committee should have some short term proposals to take to the Board meeting in January and that the Charity Commission will need to see that the Board is looking at its governance.

Rev'd C Attwood brought Members attention to the short term and long term objectives listed in the minutes of the meeting held on 18th October 2012.

Rev'd C Attwood suggested that the skills audit and trustee training form part of the short term objectives, and that visiting other organisations are a longer term objective. Short term objectives should be those things that the Committee can propose to the Board at the meeting due to be held on 10th January 2013.

A discussion ensued and the following points were raised:

- Some issues will need to be discussed while others will need identified persons to undertake areas of work and an action table would be useful;

- The skills audit and training programme will be completed;
- The Inquiry Committee looked at incidents relating to a single issue; the Governance Committee will look at a broad range of activities and should therefore become a permanent committee to monitor and support the Board, and report to and ask questions of the Board to ensure compliance;
- The Administration and Resources Committee looks at financial responsibility and how that responsibility is communicated;
- A Treasurer sourced from the Admin and Resources Committee could report to the Board on financial responsibilities. The role of a Treasurer would be clearly defined and would be an ex-officio member of both Admin and Resources and Land Management Committees;
- An effective Governance Committee would need to be slimmed down, but those not involved may feel left out;
- If the Board accepts a permanent Governance Committee the terms of reference will be dealt with as MHC moves forward; it would not be the present structure of the Governance Committee;
- The reforming of the Public Relations Committee was suggested;
- Culture of local government is adversarial which is not a good model for a charity. Communication is vital in a committee structure which is more suitable for a charity;
- Training will be required to develop the role of charity trustees;
- A Treasurer should have an intimate understanding of the financial position of the organisation and would be best placed to make sure the Board understands its responsible for the spending of officers;
- As an alternative to the above, it was suggested that the Members of the Admin and Resources Committee receive some financial training rather than tasking one person with the role of Treasurer;
- The various roles of Members be formalised, i.e. a 'job description' for Chair, Vice-Chair etc. A role such as a Treasurer should be clearly identified;
- A short term objective could be to appoint a Treasurer from the Admin and Resource Committee to provide clarity and focus around financial responsibilities until there is an in depth review of the organisation's structure. The Treasurer's role could be fleshed out at a later date. The person best suited to take on the role of a Treasurer should be decided by the Admin and Resource Committee, but in the short term it may be sensible that the Treasurer be a different person from the Chairman of the Admin and Resources Committee;
- The Treasurer does not take on sole responsibility for the finances of the organisation; this is shared by all Members of the Board.

9. SHORT TERM OBJECTIVES: PROPOSALS FOR THE BOARD MEETING TO BE HELD ON 10th JANUARY 2012

Rev'd C Attwood proposed the following short term objectives be placed before the Board at the meeting due to be held on 10th January 2013:

1. The skills and experience audit be completed, and Board Members to confirm that they are happy for the information to be shared between Board Members;
2. A training programme for trustees be developed;
3. To establish the Governance Committee as a permanent committee (with future terms of reference to be agreed);
4. In the short term, prior to an in depth committee structure review, to appoint a Treasurer within the Administration and Resources Committee who will sit on the Land Management Committee as an ex-officio member.

This was seconded by Mr R Cousins and was **CARRIED** by 6 votes for with 1 abstention.

10. GOVERNANCE WORKSHOPS: DATE OF FIRST MEETING

Rev'd C Attwood put forward a suggestion that the Governance Committee hold workshops as a forum for all Board Members to participate in discussions.

Ms H Stace stated that the Board needs to deal with easements and that a set of criteria for making decisions about easements should be produced to ensure decisions are being made for the right reasons. Similarly the Land Acquisition policy needs to have guidelines that are clear and helpful. Both these issues need clarification about what the organisation is here to do.
The Director agreed that this issue affects all operational issues and needs to be clarified before a 5 year business plan can be produced.

A paper will be produced taking into account previously completed work undertaken by Mr Bryan Smith and Price Waterhouse Coopers to look at what the aims and objectives are of the organisation.

Rev'd C Attwood asked Members that any historical information be given to Ms H Stace as Chairman of the Board.

After discussion it was **AGREED** that a workshop be organised for early January so that the maximum number of Members could attend, and that Rev'd C Attwood, Ms H Stace and the Director will inform Members of the date and time of the workshop. The Deputy Director will try to source the work completed by Dr Bryan Smith.

11. STARTING ON LONG TERM OBJECTIVES

This item was deferred until the next meeting.

12. REQUIREMENT OF CONSULTANT FOR LONG TERM OBJECTIVES

This item was deferred until the next meeting.

13. BUDGET

This item was deferred until the next meeting.

14. DATE OF NEXT MEETING

The date of the next meeting of the Governance Committee will be 14th February 2013.

The meeting closed at 8:06 pm.

Matters Arising

7.2.1 6.2 Membership of Committee. Mrs H Stace confirmed that a Board Member had been invited to join the Committee but the individual declined the invitation.

7.2.2 7. Present Charitable Status of MHC. Rev'd C Attwood stated that the Board should be in agreement as to the charitable status of MHC. The Governance Committee had UNANIMOUSLY AGREED the following:

> '*that the Governance Committee will propose to the Board that MHC acknowledges its present charity status; potential conflicts will be examined in the Long Term Objectives.*'

A discussion ensued and the following points were raised:

- The Director's paper stated that under Charity Regulations MHC has charitable purposes and has an income of over £5K per annum and therefore has to register as a charity;
- It was acknowledged that the governance of the organisation would be very different if it has charity status compared to if it did not have charity status;
- It was questioned whether MHC is legally permitted to be a charity. It may be that in law the organisation is not allowed to be a charity. Legal advice may be needed to resolve this;
- The above point will be addressed in the Long Term Objectives;
- Charitable status provides a favourable public perception of the organisation and allows MHC to apply for grants, and also ensures that it is harder for a third party to acquire MHC land under compulsory purchase regulations;
- The Charity Commission says that to be a charity an organisation's objectives have to have a charitable purpose. One board member questioned whether our duties in relation to preserving commoners' rights fell under this definition;
- To establish the legality of MHC's charitable status may not take very long.

Rev'd C Attwood stated that some of these issues will be dealt with in the Long Term Objectives. Rev'd C Attwood proposed that for the Board's present purposes to deal with the Short Term Objectives that it adopts the above recommendation of the Governance Committee. This was seconded by Mr B Pilcher and was **CARRIED** with 1 abstention.

7.2.3 9. Proposals and Comments for Short Term Objectives. Rev'd C Attwood stated that the list of Short Term Objectives is not exclusive and that the list may change in time. The Governance Committee agreed to place the following 4 Short Term Objectives before the Board:

1. The skills and experience audit be completed, and Board Members to confirm that they are happy for the information to be shared between Board Members;
2. A training programme for trustees be developed;
3. To establish the Governance Committee as a permanent committee (with future terms of reference to be agreed);
4. In the short term, prior to an in depth committee structure review, to appoint a Treasurer within the Administration and Resources Committee who will sit on the Land Management Committee as an ex-officio member.

Rev'd C Attwood stated that the Skills Audit will help identify individuals to be nominated members from MHDC to fill the existing vacancies. The Chairman's Workshops will aid the training programme and will allow Members to establish exactly what MHC is here for and what the organisation does or does not undertake. Protocols and procedures cannot be developed without agreement as to the organisation's purpose.

Mr P Tuthill requested that Item 2 be amended to read '*Board Members*' rather than '*trustees*'. However it was noted that due to the dual status of the organisation as a creature of statute and as a charity that Board Members are both Conservators and charity trustees. It was agreed at amend item 2 to read '*Board Members'*.

Rev'd C Attwood asked the Board to adopt the 4 Short Term Objectives and made the following 2 points:

- that the Governance Committee should be a permanent committee to allow the Board to be better equipped to fulfil its objectives, at least until the Long Term Objectives have been completed at which time the Board may wish to adopta different committee structure.
- that the Board appoint a Treasurer to demonstrate to the public and to the Charity Commission that the Board has effected some change.

A discussion ensued and the following points were raised:

- The role of Treasurer should be undertaken by the Administration and Resources Committee;
- The role of Treasurer would allocate a lot of responsibility to one person;
- The Terms of Reference of the Governance Committee need to be agreed;
- The Governance Committee need not meet as regularly as other committees;
- The Governance Committee will regulate the work of the Board.

Mr P Tuthill requested an amendment to item 3. to read 'an *established* committee' rather than 'a *permanent* committee'. This was **AGREED**.

Rev'd C Attwood proposed the amended items 1. to 3. as follows:

1. The skills and experience audit be completed, and Board Members to confirm that they are happy for the information to be shared between Board Members;
2. A training programme for Board Members be developed;

3. To establish the Governance Committee as an established committee (with future terms of reference to be agreed).

This was seconded by Mrs S Adeney and was **UNANIMOUSLY AGREED**.

Item 4.was then discussed and the following points were raised:

- Without knowing the job description for the role of Treasurer it is impossible to vote for it;
- The role would be a responsible and onerous job for one person;
- It could lead to confusion in roles and communications;
- The Treasurer would be a representative of one committee who would also sit on the other committee and it was suggested that this concept be discussed by the committees and issues reported back before the Board makes a decision;
- A Treasurer would make the Board more aware of its financial responsibilities;
- Other organisations have a finance committee but it was thought that this would be demanding on Members and staff, but that there should be a financial focus for the Board.
- If there is someone on the Board with the necessary financial skills who would be willing to undertake this role it would be beneficial to the Board;
- The Chairman of the Administration and Resource Committee could fulfil this role;
- If the role of the Treasurer is to ensure compliance of spending and to act as an arbitrator then the role is onerous for one person;
- The Board has a collective liability and responsibility for the finances of the organisation. A Treasurer would act as the Board's representative to ensure that finance is understood;
- It was suggested that the role of Treasurer is already being fulfilled by the Financial Consultant. However the Financial Consultant does not have a personal liability whereas Board Members do;
- In Local Government the main responsibility rests with officers whereas in a charity the responsibility rests with Board Members. There are skills on the Board to support officers in their duties.

Mr R Hall-Jones proposed an amendment to the recommendation that Item 4. be deferred to allow the committees to consider and discuss this concept and report back to the Board. This was seconded by Mr B Pilcher and was **UNANIMOUSLY AGREED**.

Rev'd C Attwood asked Members that if they know of any historical information relating to the Long and Short Term Objectives or any other comments to please pass it to the Chairman.

8. TO RECEIVE REPORTS FROM OUTSIDE BODIES

8.1 MALVERN SPA ASSOCIATION

Mr D Street presented the following report which was **NOTED**.

The Malvern Spa Association has held two committee meetings on the 11th December and the 8th January since the last Board meeting.
Following the cleaning of Jacob's Fountain in the Theatre's restaurant, Chairman Dr Harcup is to have a meeting with Nic Lloyd to discuss its lighting and a plaque.
The MSA have written a letter of support re: the application for HLF funding for the Route to the Hills and have requested inclusion as partners.
The MSA is continuing to support Dr E Philpott of Key IQ in respect of QR Codes for wells and spouts.
Dr Harcup is giving a talk at the Forum on Tuesday 15th January on 'Unique Malvern'.
The theme for this year's well dressing has not yet been decided – Lionel Shorstone would welcome ideas.
The MSA will be represented at this year's Three Counties' Showground events, namely Countrytastic on the 4th April and the Spring Gardening Show from 9th to the 12th May.

8.2 MALVERN HILLS AONB

Mrs G Rees presented the following report which was **NOTED**.

I attended, as your representative, the December meeting of the Malvern Hills AONB Joint Advisory Committee.
*A discussion was held on **Tourism within the Malvern Hills AONB**. The Tourism Working Group had met twice in 2012 and the report gave details of tourism opportunities and priorities. Emphasis being given to creating a sustainable and successful visitor economy. Car parks were discussed as were the 'Miles without Stiles' project and how this might be a possible way to improve access to some areas. The Committee felt that, subject to proposed minor amendments, the draft AONB Partnership Position Statement on Tourism be endorsed. They agree that the Working Group should continue to meet as long as it had specific tasks to do.*
Members were asked to consider the process for the Draft Management Plan Review. A lengthy discussion was held with usage, relevance, publicity and priorities among items discussed. Further work will be done on the plan prior to the next AONB meeting in April.
Sustainable Development Fund
David Armitage highlighted projects which had benefited from the Sustainable Development Fund and encouraged people to remind organisations about the fund.
Should anyone wish to read the draft minutes in detail they can be obtained from the AONB office.

9. INFORMATION

Mr P Watson asked for clarification on the status of paved or surfaced paths on the Hills. The Director stated that the incident that has resulted in an insurance claim has been passed to Worcestershire County Council.

The Director stated that a person has been living on the Hills in horrendous conditions, and has been sleeping on bare ground. A homeless persons' charity in Worcester has been contacted and has met with the person. To date the charity has secured social benefits for the person and are looking for flat accommodation. Once the person is housed the charity will assist the person to gain employment as he is very eager to work.

Mr D Street stated that the volunteers had completed First Aid training.

Mr B Pilcher declared a personal interest as a member of the local hang gliding club and asked about the work the club has undertaken to clear scrub from Pinnacle Hill for the past 8 to 10 years. The work was negotiated with the former Conservation Officer. Mr B Pilcher asked if future work would still need the supervision of MHC staff. The Director stated that this is an insurance issue as the members of the club are not insured to undertake work without supervision. A MHC Warden will train a member of the club and will ensure that risk assessments are carried out on any work undertaken to prove that work is being carried out to MHC supervisory standards.

Mrs H Stace confirmed that the Land Acquisition Policy, and the Overground and Underground Easement Policies are currently under review.

The meeting closed at 9:30 pm.

Signed .... 14th March 2013
Chairman