

MALVERN HILLS CONSERVATORS MEETING OF THE BOARD

Council Chamber, Avenue Road, Malvern
Thursday 12th June 2014, 7:00 pm

Present: Mr D Baldwin, Mr M Cordey, Mr R Cousins, Mr A Golightly, Mr S Ginn, Mr D Hawkins, Mrs G Rees, Mr C Rouse, Mr C Smith, Ms H Stace (Chairman), Mr D Street, Mr P Tuthill, Mr P Watson (Vice Chairman), Mr T Yapp, Mrs S Young.

In Attendance: Director, Acting Secretary to the Board, Conservation Officer and 1 member of the public.

Katey Stephens, an advisor on the Land Management Team at Natural England addressed the meeting on the subject of the Malvern Hills and Castlemorton Common SSSI. The SSSI had been notified for acid grassland, heathland, ancient semi-natural woodland, mire, lesser horseshoe bats and geology. Natural England offer advice, work with landowners and help identify sources of funding. They also have formal methods to enforce appropriate management of a site where it was being degraded. Certain activities require formal consent. Katey had noted an increase in the quality and extent of notified habitat since the management regime had been changed with the help of the HLS funding. Katey was asked what would happen if MHC allowed the trees to regenerate, as some members of the public wished. She confirmed that would be neglect of the SSSI, harmful to the notified habitat and that Natural England would reclaim the grants, could prosecute or employ contractors to undertake the necessary work and reclaim the cost. She emphasised the need to have good relationships with the graziers as part of the management regime.

1. APOLOGIES FOR ABSENCE

Rev'd C Attwood, Mr R Chamings, Mr R Hall-Jones Mr B Pilcher, Prof J Raine.

2. CHAIRMAN'S ANNOUNCEMENTS

2.1 Board and Committee Briefing Programme

Ms Stace had tried to establish monthly meetings after working hours for the Chairs and Vice-Chairs but attendance had been disappointing and so they would be discontinued. If members had items they wished to bring to the Board meetings they should get in touch with either Ms Stace, Mr Watson, the Director or the Acting Secretary to the Board.

2.2 and 2.3 Chairman's workshops and picnic

Events were proposed as follows:

22 July	Workshop: Byelaws and enforcement (NB now 21 July)
20 th August	An evening stroll ending at a pub.
24 September	Workshop: Board evaluation exercise.
6 November	Workshop: Income generation

2.4 Update on Board vacancies

Roger Morton had been elected as the new board member for Mathon. Mr Hughes had resigned, and sadly Mr Watts and Mr Cheeseman had died. Ms Stace asked for a minute's silence to remember the good work that they had done. The Chairman was asked to write to Peter Hughes thanking him for his work for the Board. It was a matter of regret that a member who had valuable skills had been prompted to resign and Ms Stace was asked the reason for this. He had felt that the Conservators were not operating well as a Board and were quite divided. Ms Stace asked Board members to contact her if they were able to offer any suggestions to address this problem. Mr Hughes was happy to continue to offer advice to MHC.

Ms Stace felt there was an opportunity to make suggestions to Herefordshire and Worcestershire Councils either in relation to the skills which the Board needed or to put forward individuals with the required skills if they could be identified. There remained a vacancy for a Board member nominated by the Church Commissioners.

3. PUBLIC QUESTIONS

There were none.

4. DECLARATIONS OF INTEREST

Mr Cordey declared a non-pecuniary interest in item 8.

5. TO CONFIRM THE MINUTES OF THE BOARD MEETING HELD ON 13th MARCH 2014

Ms Stace presented the minutes and asked for any points of accuracy.

Item 13.1 "Ivy" Well should read "Eye" Well

Item 9.1.3.6 Mr Watson had said that the Charity Commission stated that decisions should be made in the best interests of carrying out the charities' objects.

Item 10 Second sentence should read "An agreed Investment Policy".

Ms Stace said that it would be helpful if any suggestions for amendments to the minutes were made either at the Chairman's meetings or to the Acting Secretary to the Board before the meeting.

Subject to those amendments, on the proposal of Mr Cousins, seconded by Mrs Rees, it was **RESOLVED** with two abstentions that the minutes be signed as a **TRUE** and **ACCURATE** record.

6. MATTERS ARISING FROM THE BOARD MEETING

Ms Stace confirmed that there was no update on 34 Wyche Road as yet.

7. MINUTES OF THE FOLLOWING COMMITTEES:

7.1 LAND MANAGEMENT COMMITTEE HELD 10 APRIL 2014

7.1.1 Mr Cousins presented the report of the meeting held on 10 April 2014 and asked for any points of accuracy.

Item 12 The last line should read "...the grazing agreements meant that everyone should understand..."

Subject to the amendment, on the proposal of Mrs Young, the **ACCURACY** of the minutes was **AGREED**.

LAND MANAGEMENT COMMITTEE

Manor House, Grange Road, Malvern

Thursday 10th April 2014, 4:00 pm

Present: Mr C Cheeseman, Mr R Cousins (Chairman), Mr A Golightly, Mr D Hawkins, Mr P Hughes (Vice-Chairman), Mr C Rouse, Ms H Stace (ex-officio), Mr T Yapp, Mrs S Young.

In attendance: Director, Deputy Director/Secretary, Conservation Officer, Deputy Conservation Officer, Minute Taker, Mr M Gardner (Grazier) and 2 members of the public.

1. APOLOGIES FOR ABSENCE

Mr D Baldwin, Mr T Perry, Mrs G Rees, Mr J Tretheway, Mr P Watson.

2. DECLARATIONS OF INTEREST

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

Mr A Golightly declared a personal interest in Item 10.

3. CHAIRMAN'S COMMUNICATIONS

3.1 Welcome to new Board Member. Mr A Golightly was introduced as the new Board Member for Castlemorton. Mr A Golightly stated that he had a farming background and is a member of the Commoners' Association for Castlemorton and is the Chairman of the parish council. Mr A Golightly was welcomed to the Committee.

3.2 Mill Lane. The Director stated that last Thursday, the Planning Committee approved access to the proposed development via Charlock Road. Under the Acts, MHC can only grant access if there is no satisfactory alternative. As access was now permitted via Charlock Road no easement was needed across MHC land.

3.3 Thirids Wood. The Director stated that all the safety work had been completed but the future position was still being looked at.

3.4 Land at Mayfield Road. The Director stated that land had recently come on to the market. This land is surrounded by land owned by MHC, therefore the Director is informing the vendor and the estate agent that there is no access to the land.

3.5 Break in at the Shed. The Director stated that a break in had occurred during the night at the lower shed. The secure cabinet that contained chainsaws had been stolen together with chainsaw boots, a generator and some other tools. The insurers and the police have been notified.

3.6 Staff resignation. The Director stated that the Deputy Director/Secretary to the Board had resigned and would be leaving on the 25th

April to take up a new post. The Director thanked the Deputy Director for all her hard work over the past two and a half years and this was reiterated by Mr R Cousins on behalf of Board Members.

Mr R Cousins announced that a member of the public wished to address the Committee and invited the person to speak.

Ms L Aston addressed the Committee and raised the following concerns:

- It is depressing to walk on the Hills because of the dead vegetation. The gorse bushes are gone from British Camp and there is dead thorny vegetation on the ground. Did the Board get permission to undertake work on British Camp?
- There are plastic bags left on the ground by dog walkers.
- The website states that rabbits on British Camp will be gassed by MHC, how often does MHC use gas?
- Is Midsummer Hill going to have more work?
- The trees are being cut down such as at the Dripping Well. Why are the trees being cut down?

The Conservation Officer responded to Ms Aston's concerns.

- The work undertaken on British Camp to remove vegetation was done to preserve the archaeology of the site as required by English Heritage. The gorse is removed to prevent the roots damaging the archaeology and to keep the ramparts clear of vegetation for visitors. There will always be some thorny litter from the gorse bushes but the field staff used a chipper to dispose of the gorse down the slope where there is not any access. There is some argument that gorse has some conservation value but English Heritage strongly value the preservation of the ancient monument.
- It is the responsibility of dog walkers to take plastic bags away and dispose of them.
- English Heritage have suggested to MHC that gassing rabbits may be a management option for the site, but MHC does not gas rabbits.
- Midsummer Hill is owned by the National Trust and the lease MHC had for the site has expired so any future work will be undertaken by the National Trust.
- There is a public consultation being undertaken to inform the 5 year management plan. The policies in the plan will consider clearing trees for access, views, archaeology and wildlife. There will be a second and third consultation in the process and the plan will then be available for public inspection.

4. MATTERS ARISING FROM THE MEETING OF THE 9th JANUARY 2014

None.

5. ANY OTHER MATTERS ARISING

- 5.1 Grazing, poaching and feeding stock on Castlemorton Common. The Conservation Officer stated that the wet weather during the winter, coupled with supplementary feeding on the Common had led to poaching of the ground. Natural England was quite concerned and the cattle were taken off the Common. One of the graziers was not in a scheme but it appeared, following discussions, that he may join in the future, which should allow more control. A meeting was due to take place next week with Natural England to determine exactly what supplementary feeding would be acceptable so that everyone was clear. The Director pointed out that as Natural England was the funding body, if they were not happy with damage caused to the common by the actions of the graziers, it was MHC that was fined. Supplementary feeding caused two problems: introducing nutrients or seeds from plants that were not naturally found on the common, and the stock poaching the ground around the feeding area.

6. EASEMENT APPLICATION CHANCE LANE

The Director presented the paper. It was **NOTED** that the neighbouring land is not owned by the applicant and the neighbours have now been consulted.

The Deputy Director/Secretary stated that the Committee had not been given the correct information regarding the context for this easement when the matter was previously discussed therefore the Committee's previous decision was considered null and void. The Director had contacted the applicant to inform him of this decision and to seek clarification. The applicant had still not provided a detailed proposal for the development so the recommendation is that the applicant obtains planning permission so that the Committee knows exactly what it is being asked to agree. The Board's easement policy requires an applicant to gain the Board's approval for an easement prior to planning permission but in this instance it was felt that the Committee needed firm information before a decision could be reached.

A discussion ensued and the following points were raised:

- The applicant may be involved in unnecessary expense in obtaining planning permission first.
- The plans for the development may change in the future.
- The applicant had been asked to supply further information but only a draft map had been received.
- Asking the applicant to obtain planning permission first is not in line with the Board's current policy.
- Another clause will be added to the existing Easement Policy to allow for instances when information provided to the Committee is found to be incorrect.

Ms H Stace proposed that the Committee declines to make a decision on this application because of insufficient information. This was seconded by Mr C Rouse and was **AGREED UNANIMOUSLY**.

Mr R Cousins proposed that a recommendation to add an extra clause to the existing Easement Policy be placed before the Board to read as follows:

‘Where the Conservators have been given, or feel they have been given, incorrect or misleading information on which to consider an easement application, MHC reserves the right to:

- A. *Where the easement has been granted in principle: Void the decision and decline any requests to reconsider, or*
- B. *Where the easement has not yet been granted: Decline the request to consider the application.’*

This was seconded by Ms H Stace and was **AGREED UNANIMOUSLY**.

7. LAND MANAGEMENT PLAN – CHAIRMAN’S WORKSHOP

The Conservation Officer presented the paper and detailed the changes to the document as suggested at the Chairman’s Workshop.

A discussion ensued and the following points were raised:

- The plan needs to include a paragraph about the management of people regarding health and safety issues.
- The Business Plan will address issues regarding employment policies and the two Plans will be complementary.
- Non-native species will be looked at in turn to determine if there is a threat, either financial, ecological or to the landscape i.e. Japanese Knotweed.
- Sites that have been previously cleared should be maintained and any clearance should be done sensitively. The Management Plan will address this issue.
- The Committee had had a presentation regarding the clearance work and explaining the rationale behind the work.

It was **NOTED** that this was an early draft setting out the scope of the Management Plan to determine that the Committee and Board were happy with the direction of the plan. The Conservation Officer would be updating the Committee on a regular basis on the progress of the Plan.

On the proposal of Mr R Cousins, seconded by Ms H Stace it was **AGREED UNANIMOUSLY** to note the progress of the draft plan. Mr R Cousins thanked the Conservation Officer for his work.

8. COMMUNITY WOODLAND DRAFT PLAN

The Deputy Conservation Officer presented the paper and explained that the draft plan for the woodland, located near Townsend Way, covered the next 5 years. Malvern Community Forest was being consulted. She explained that they were a charitable group who aimed to reinstate the Malvern Chase and encourage involvement from the local community. The Conservation Officer stressed the importance of creating a management plan so that the objectives of MHC as landowners were clear and volunteers from the community could then assist in the implementation of the plan. The Deputy Conservation Officer confirmed that community groups could apply for funding to assist with the management of the site, although this would have to be with the formal approval of MHC. Mr R Cousins thought that they may already have approached some of the businesses on Retail Park for funding and to encourage use of the woodland. The area had been given to MHC, was of a different nature to the rest of their land and required a different management approach. Mr R Cousins thanked the Deputy Conservation Officer for her work and her report on the draft management plan was **NOTED**.

Ms H Stace confirmed that part of the rationale for planting trees on the site was to replace trees cleared from the Hills.

9. THE HACKETTS

The Conservation Officer reported that the lean-to had been taken down. A structural survey of the building had been carried out a few years ago but would now need updating. Half of the muck had been removed. Once any necessary structural work had been carried out, the building would be valued for rental purposes and rented out with Thetford Meadow. It would be a condition of the tenancy that the building was not to be used for housing livestock other than on a short term/emergency basis.

The Conservation Officer confirmed that the cost of removing muck from the building would be shared.

10. ROAD SIGNS CASTLEMORTON COMMON

The Director said that he had been approached by David Jew of Worcestershire Highways following a meeting Mr Jew had had with Castlemorton Parish Council. The Parish Council had asked for a speed limit to be imposed on the straight between Welland and the Plume of Feathers, which approached a sharp bend. The Highways Department had declined the request but had offered to put chevron signs on the bend, which would need to be sited on MHC land. The Director had asked for evidence that the corner was an accident blackspot and was informed that there had been 3 accidents over a 6 years period, all involving a single vehicle. However, Mr A Golightly in his capacity as Chairman of Castlemorton Parish Council, had told him that the statistics which he had been given were not a true representation of the

number of accidents on the corner. The Director had been provided with a plan showing the proposed location of the sign, slightly down the hill so it would not be very visible from MHC land.

Mr A Golightly said that there were no speed limits on the B4208 between Welland and Birtsmorton. Highways had agreed that the corner by the Plume of Feathers was dangerous and a chevron might help to alert drivers to the sharp bend. The proposed position was opposite the grass island with a tree on it, in the Plume of Feathers' car park.

Mr C Rouse did not want to see the Conservators land cluttered with signs. Mrs S Young pointed out that the cattle also posed a hazard on that stretch of road. Mr R Cousins felt that the sharpness of the bend was deceptive and "near misses" were not recorded. Mr A Golightly believed that Highways did not have a right to put up signs on common land without consent.

Mr R Cousins confirmed that no vote was required but asked whether the Director now felt he had sufficient information to make a decision.

II. GULLET QUARRY

The Director reported that all of the on-site safety work which had been recommended by RoSPA had now been completed, including fencing, signage, planting and installation of throw-lines. Mr A Golightly expressed concern about information posted on the internet encouraging people to swim at the site. It was agreed that this was impossible to control but could it be countered by publicising warnings, for example, on Facebook?

The Director confirmed that a press release had been sent to the Gazette and the Observer, which the BBC had picked up on.

The Director then gave a PowerPoint presentation showing the work which had been carried out and the signs which had been erected. The wording on the signs had been approved by RoSPA. The Director had visited the site with Mr O'Neal prior to press release going out. Although he felt that a huge security fence should be erected, or the quarry filled, he understood that it could not be done and he was impressed by what had been done. He asked the Director to pass on his thanks to board members and staff. Generally the press had been supportive and given a positive response. A mail-out had also been prepared to send to all the secondary schools in Herefordshire, Gloucestershire and Worcestershire, asking head teachers to make all pupils aware of dangers of swimming in open water.

A sign would be erected in the car park saying "No swimming at Gullet Quarry" and a trench had been dug along the wall at the car park end of the Quarry to increase the effective height of the wall. The Director

felt that although people could still get in if they wanted, they would have to make a conscious effort, and would have seen the signs.

Mr C Rouse thanked the Director for all the work done.

12. GRAZIER'S REPORT

Mr M Gardner reported that a major issue was supplementary feeding, which had been covered already. Another major issue for the graziers, going forward, was whether the long term plan was to continue to work with the commoners and graziers as they needed to know from a business planning point of view. He emphasised the need to be able to plan stocking levels in the long term.

Mr R Cousins said that he felt the graziers were very important, that grazing was the future and hopefully the management plan would find ways of making it easier. Whether commercial graziers could do it or whether MHC had to do it at a loss, it needed to be done from a conservation perspective. He was convinced MHC and the graziers would be working together for a long time.

The Director confirmed that continuing to work with the graziers was very important.

Mr R Cousins felt that the grazing agreements meant that everyone should understand what was expected.

13. CONSERVATION REPORT

The Conservation Officer reported that he had been approached by Cleeve Common Conservators who were lobbying the Government to change the way that the single payment scheme worked for commons. They wanted other conservator boards to become involved. The RPA currently made payments for common land under the single payment scheme based on rights and not usage. People could claim money for doing nothing. This raised the issue of what MHC was claiming and whether there was any flexibility to make changes in the future. He planned to find out more from Cleeve Common Conservators and could ask a representative to come to speak to the Committee if it would be helpful.

Mr R Cousins said it was important for MHC to understand what they were entitled to claim.

The Conservation Officer reported that MHC had been invited to do an exchange with Welsh board of conservators called Coity Wallia from near Bridgend. They had sent pictures and it looked very interesting, with similar land management issues to MHC. It was **AGREED** that this was a good idea in principle. Ms H Stace pointed out that there had been a poor attendance from MHC when a visit was arranged to Wimbledon.

The Conservation Officer would speak to them to arrange a date. A weekday would be preferred.

The meeting closed at 5.55 pm.

7.1.2 Mr Cousins presented the minutes and the matters arising to the Board.

A member of the public had attended to ask questions and he felt that it had been a positive exercise.

Easement Policy Mr Cousins drew attention to item 6 on the minutes which outlined an amendment to the easement policy.

Gullet Quarry The Director gave an update on Gullet Quarry. Fewer people had visited the Quarry on hot days, but there was still an issue with people ignoring the signs and climbing the fence. He intended to seek guidance from the police on how to deal with this. Mr Golightly pointed out that the Quarry was still being recommended on the internet as a good place to swim.

7.1.3 Mr Hawkins proposed the **ADOPTION** of the report (including the amendment to the easement policy). This was seconded by Mrs Rees and was **CARRIED UNANIMOUSLY**.

7.2 FINANCE, ADMINISTRATION AND RESOURCES COMMITTEE HELD ON 8 MAY 2014

7.2.1 Mr D Street presented the minutes of the meetings held 8 May 2014.

Item 7 should read "...approve capitalisation of amounts over £250"

Item 8 should read "...and an FRS 17 disclosure requirement..."

Subject to the amendments, on the proposal of Mr Ginn, seconded by Ms Stace the **ACCURACY** was **AGREED**.

FINANCE, ADMINISTRATION & RESOURCES COMMITTEE

Manor House, Grange Road, Malvern

Thursday 8th May 2014, 7:00pm

Present: Rev'd C Attwood, Mr S Ginn, Prof J Raine, Mr C Smith, Ms H Stace (ex-officio), Mr D Street (Chairman), Mr P Watson (ex-officio).

In Attendance: Director, Financial Consultant, Acting Secretary to the Board, Mrs G Rees, Mr C Rouse, Mr T Yapp.

1. APOLOGIES FOR ABSENCE

Mr M Cordey, Mr R Hall-Jones, Miss R Massey, Mr J Roskams, Mr P Tuthill

2. DECLARATIONS OF INTEREST

None.

3. CHAIRMAN'S COMMUNICATIONS

- 3.1 Mr Street introduced Susan Satchell, Acting Secretary to the Board.
- 3.2 Board Members were asked to return their Related Party Transaction forms.
- 3.3 Several topics for Chairman's workshops had been proposed including: Parliamentary Order, byelaws, Board evaluation and income generation. These would be scheduled and dates circulated in the near future.
- 3.4 Urgent Business. Mr Street sought agreement to introduce an additional item of business being the cost of architect's management fees at St Ann's Well.

4. MATTERS ARISING FROM THE MEETING HELD ON THE 13th FEBRUARY 2014

There were none.

5. ANY OTHER MATTERS ARISING

There were none.

6. TRUSTEES ANNUAL REPORT

The Board was asked to consider the report, drafted by the Financial Consultant and the Director. The following amendments were **AGREED**:

- A statement should be added about the governance review, with bullet points detailing the actions taken. Ms Stace had prepared a list which she gave to the Financial Consultant.
- To change to the sentence "Worcestershire County Council as representative of the following" at the top of page 2 to "Worcestershire County Council on behalf of the following parishes"
- The title of the MHC bankers should be updated.
- Page 3 - the Annual Meeting now took place in December and not November.
- To show summaries of the Committees' responsibilities rather than include their full terms of reference.
- Under "Future Plans" - second bullet point should be amended to read "To continue to meet the challenges that exist..."
- To add an additional bullet point under Future Plans - "To build on the achievements made through the governance review"

The Financial Consultant would check with the auditors whether the planned change in the investment policy needed to be reflected in this annual report. Ms Stace felt that the wording of the objects and principle activities of MHC as shown on the Charity Commission web site needed

to be reviewed. The Director had raised this with them in the past and had been told that it would be unnecessarily complicated to do so.

7. CAPITALISATION POLICY

On the proposal of Ms Stace, seconded by Mr Ginn it was **AGREED UNANIMOUSLY** to approve capitalization of amounts over £250.

8. PENSION FUND

The Financial Consultant was still awaiting figures and an FRS 17 disclosure requirement from Worcestershire County Council pensions department. Mr Ginn felt it was important that MHC changed the pension arrangements for new employees as soon as possible. On Mr Smith's proposal, seconded by Prof Raine, it was **AGREED UNANIMOUSLY** that:

- a) The Financial Consultant should update the research previously undertaken on money purchase pension schemes and prepare a paper for the next FAR Committee meeting.
- b) The Director and the Financial Consultant should meet with the actuary once a valuation of the pension fund had been received and report back to the next FAR Committee meeting.

9. FINANCE/ACCOUNTING MANUAL

The Director said one of the recommendations of the governance review was that there should be a finance manual setting out the financial controls which were in place. That document was before the committee for information and any comment. Ms Stace said that on page 10, the final words in brackets should be deleted. Ms Stace thanked the Financial Consultant for preparing the document.

10. WORKS TO MANOR HOUSE

A fire risk assessment had been carried out as a result of which seals on the fire doors had been replaced and arrangements were being changed for the storage of paperwork. Fiona and Linda, with the volunteers, had started the major task of sorting and filing the old records by postcode (where it related to a property) or by topic, and the files were then being stored in the new fire proof cabinets. A quote had been obtained for automatic closers for the fire doors. Once those had been fitted, all of the major work identified in the fire risk assessment would have been completed. There were no plans at present to scan and store the paper records electronically. Document retention protocols had also been set up to avoid storing all materials indefinitely.

The Committee wished to record their thanks to Linda for all her hard work in connection with the filing and storage project.

11. WORKS TO 34 WYCHE ROAD

Damp treatment, replastering and redecoration had been completed. There was more work to be done. The Director had not yet progressed the matter of MHC powers and options in relation to the property once the current tenant had vacated.

12. URGENT BUSINESS

The Director reported that damp proofing work had been carried out at St Anne's Well but considerably more work was needed to bring the property to a reasonable standard. MHC staff did not have the knowledge and experience to prepare a specification and to supervise the building work. He had obtained a quote from local architects to prepare drawings and a specification, to apply for the necessary consents and take the project to tender. Their quote for all of the pre-construction phase totalled £4,750 (they were not VAT registered). Another issue was timing the work to avoid trying to undertake it over the winter months and also to minimize disruption to the tenant's business. Late September seemed to be the best option, and in order to meet that deadline, the architect would need to begin work straight away. The Director was asked to clarify whether the Local Authority fees were included in the quote and he confirmed that he had asked for 2 references. The work would be paid for from the Parliamentary Fund. A separate quote had been given for supervision for the work in the sum of £150 per week with an anticipated time scale of 4 – 6 weeks.

On the proposal of Mr Ginn, seconded by Rev'd Attwood, it was **AGREED UNANIMOUSLY** that the MHC should engage the architect to undertake the pre-construction work specified in his quotation for a price of £4,750, subject to the Director receiving 2 satisfactory references.

The Director said that at this stage he had not been given an approximate cost for the building work. He understood that the architect would prepare a dilapidations report at an early stage. The matter would be brought back to the committee before any building work was started.

13. INVESTMENT POLICY

Amendments to the draft investment policy had been adopted by the Board following the last FAR Committee meeting. The Board had agreed that the Committee should go to tender with a view to appointing a wealth manager. Three tenders were invited and two were returned by the deadline, from Brewin Dolphin and Smith and Williamson. A late tender had been received from Hargreaves Lansdown, which was more expensive. Mr Street, Ms Stace, Mr Ginn, the Director and the Financial

Consultant had met to consider the tenders and evaluated them against the agreed criteria. They wished to recommend the appointment of Brewin Dolphin to manage both funds, subject to satisfactory references. The management fee proposed by Brewin Dolphin was slightly higher (0.07%) than that of Smith and Williamson and the sub-committee proposed asking them match the other tender. Mr Raine and Mr Ginn both declared that they knew Stephen Glazzard of Brewin Dolphin but it was agreed that this was not material as he would not be involved in the management of the fund.

On the proposal of Rev'd Attwood, seconded by Ms Stace it was **UNANIMOUSLY AGREED**, subject to satisfactory references, that the Committee endorsed a recommendation to the Board to appoint Brewin Dolphin as MHC investment managers.

14. CONFIDENTIAL ITEM

On the proposal of Mr Smith, seconded by Mr Watson, it was **UNANIMOUSLY RESOLVED** to exclude the public for the discussion of items 13 and 14 on the agenda on the grounds that publicity would be prejudicial to the public interest by reason of the exempt or confidential nature of the business to be transacted. (Personnel issues)

RELEASED

15. PROPOSAL FOR FUTURE STAFF STRUCTURE

The Director introduced the item. One of the recommendations of the business plan was to review staff structure, and the need to do this had been brought forward by reason of Fiona's departure and a request from the Deputy Conservation Officer, currently on maternity leave, to return to work part time in September. Other factors prompting the need to look at the issues included:

- Existing staff retirement plans.
- The Board was requesting more financial information, and these requests were difficult to service within the Financial Consultant's one day per week.
- Dealing with Easements and Wayleaves was time consuming and it would be difficult to find a Secretary to the Board with the knowledge and background to deal with these.
- The Secretary to the Board had undertaken admin work which was not cost effective for a highly paid member of staff. This could be addressed by reducing the role to a part time post and providing alternative administrative support.

- The Conservation Officer was responsible for implementing the management plan, but was not line manager for the staff who had to undertake the work.
- Other tasks did not fall within anyone's role– building refurbishment, interpretation boards, leaflets, volunteering, website, working with young people, education etc.
- The desire for more emphasis on maintenance of the infrastructure on the hills.
- Some of the temporary staff had skills which it would be useful for MHC to retain.
- The Director had line-management responsibilities for 7 members of staff which was very time consuming.
- No one was properly covering day to day management of the buildings, health and safety inspections, risk assessments etc., which as Ms Stace pointed out, gave rise to public liability issues.

The Director suggested that the move towards a new staff structure should take place gradually, as people left. A schematic representation of the proposed staff structure had been prepared. The Conservation Officer would manage the conservation team (including a part time Deputy Conservation Officer and a new post with the working title of Community and Conservation Officer) which would include field staff. The Operations Manager would be concerned with buildings, facilities and hard landscaping (including easements and wayleaves) and would manage maintenance staff and also the wardens.

It was not sensible for the Secretary to the Board to undertake general admin work and, under the new easements policy Halls (the Land Agents) could deal with the easement and wayleave work at no cost to MHC. The Finance and Admin Manager role would be expanded to 2.5 days per week to enable more detailed financial analysis to be provided to the Board and including related work such as insurance. They would also manage the finance and admin assistants, who would both be part time.

A general discussion followed and the following points were raised:

- Following the governance review it was important that the organisation had the structure and capacity to support the Board in delivering its responsibilities.
- It would cost more but would make MHC fit for purpose.
- There was no deputy director within the proposed structure and this was a potential risk to the organisation. The Deputy Director had been a floating post. If the three divisions were clearly defined, the individuals leading those teams may be able to take a lead in the absence of the director as appropriate. In the event of a major incident

and in the absence of the Director, the Chairman of the Board might have to take a lead.

- The estimated additional cost on basic salaries once all of the proposed long term changes had been implemented was £25,000pa.
- Would keeping the field and maintenance staff in one team provide more flexibility?
- The buildings were not at present being properly managed.
- The proposed structure included too many conservation staff.

16. PROPOSAL FOR CREATION OF NEW POSTS

The Director said that in the business planning process, it had been agreed that interpretation materials needed updating and communication with the public should be improved. There were difficult issues such as mountain biking and dogs that needed to be addressed and more funding could be raised through grant applications. There was not sufficient manpower to take on these tasks within the existing staff structure. The Director outlined the work which would be undertaken by the Conservation and Community Officer. There was someone in a temporary post at present who would be ideal for the role and it would make sense to keep her on.

No one had been responsible for general admin work, which had been covered by Fiona and Linda. A temporary member of staff had been taken on whilst Fiona and Linda were undertaking the archiving. A permanent Admin Assistant could cover the hours when the office was open. The employee currently on a temporary contract would be excellent for the role.

Savings on making the Secretary to the Board and the Deputy Conservation Officer part time would amount to about £32,000pa. The additional two post would cost about £34,000 pa. The Conservation and Community Officer post would be a 3 year contract. This was because the post-holder would undertake some major projects which, once completed might not need to be repeated for some time and also because the HLS funding ended in 2017 and it was not clear what the replacement scheme would be. Having an additional member of staff would also enable better monitoring of compliance with HLS and grant conditions.

The following points were made in discussion:

- The Board had responsibility to make sure it operated within its legal framework and MHC did not have the capacity to do that at present. The proposed scheme would make sure that the organisation was compliant.

- Under the Employment Act 2002, it was a requirement to seriously consider the request from the Deputy Conservation Officer to return to work part time.
- The Conservation and Community Officer might also be able to take the lead in fundraising campaigns.
- The job title for the new post was open for discussion.

Upon the proposal of Ms Stace, seconded by Prof Raine it was **RESOLVED** by a majority of 6 votes to 1 and subject to detailed discussion by the Board prior to ratification, to recommend that the Board approved of the creation of the new posts of:

- a) Conservation and Community Officer (full time)
- b) Administrative Assistant (0.8FTE)
- c) Altering the Secretary to the Board post to part time (0.2 FTE)

On the proposal of Ms Stace, seconded by Rev'd Attwood, it was **RESOLVED** by a majority of 6 votes to 1 and subject to detailed discussion by the Board prior to ratification, to approve the proposed new structure for the organisation, recognising that the changes outlined would be implemented over the next 2 to 3 years as posts become vacant. Approval was subject to (a) a review of the pension provision for any new starters not already under contract and (b) there would be no significant increase in the costs to MHC as outlined in Paper E under 'Financial Impact'.

The meeting closed at 9.02 pm

7.2.2 Mr D Street presented the minutes and matters arising to the Board.

Pension Fund Deficit Information on the pension fund deficit had been received very recently, but not yet been evaluated.

Work to Manor House and 34 Wyche Road The Director confirmed that the fire doors at Manor House had been made compliant with current fire regulations and he had received a quote to install automatic closures. Damp proofing, replastering and redecoration had been finished at 34 Wyche Road. There was more work to be done.

St Ann's Well The Director confirmed that this was a listed building. A great deal of work was required and the only practical way to prepare the necessary information before going to tender was to instruct a local architect. A quotation of £4,750 had been received. The architect had to be instructed as a matter of urgency in order to have sufficient time to complete the work before winter.

Investment policy. The Director had taken up references and the responses were excellent.

7.2.3 Mr Smith proposed the **ADOPTION** of the report of the meeting held on 8 May 2014. This was seconded by Mr Ginn and was **CARRIED UNANIMOUSLY**.

8. INVESTMENT POLICY – TO APPOINT BREWIN DOLPHIN AS INVESTMENT MANAGER

Mr Street outlined the process which had been followed. On the proposal of Mr Cousins, seconded by Mr Street, it was **RESOLVED** with one abstention, to appoint Brewin Dolphin as investment managers to MHC.

9. AMENDMENTS TO STANDING ORDERS

The Director outlined the paper. The Chairman confirmed that members could bring forward other proposals in the future.

On the proposal of Mr Cousins, seconded by Mr Smith, it was **RESOLVED UNANIMOUSLY** to add or amend as appropriate the following clauses in MHC Standing Orders:

ADD

4.7 If as a result of unfilled vacancies on the Board, there is an imbalance of Committee Members serving on the Land Management Committee and the Finance Administration and Resources Committee then the Chairman and Vice Chairman of the Board (with the agreement of the Chairman and Vice Chairman of the relevant committees) and the consent of the member/s concerned, may transfer a member or members from one of these committees to the other to achieve as far as is possible, an equal number of members on each committee.

AMEND

10.6 The quorum for a Special Meeting of the Board shall be 10 members/trustees. If a quorum is not present, the meeting shall be adjourned for 7 days.

ADD

10.7 The quorum for a Special Meeting of the Land Management Committee or the Finance, Administration and Resources Committee shall be 7 members/trustees. If a quorum is not present, the meeting shall be adjourned for 7 days.

ADD

10.8 The quorum for a Special Meeting of the Governance Committee shall be 4 members/trustees. If a quorum is not present, the meeting shall be adjourned for 7 days.

10. RESURFACING UPPER DINGLE TRACK - VAT

The Director outlined the history of the matter, as set out in the paper. Residents had originally been led to believe that they would not have to pay VAT on their share of the cost of repair, but it became apparent that MHC would in all probability have to charge VAT. In order to move the matter forward, the residents signed agreements to pay the VAT, if it was chargeable. The Financial Consultant was now of the view that VAT would have to be added but the residents had asked for some concession from MHC as they had been misled on the matter in the first instance. Points raised included:

- The residents claimed they had no obligation to maintain and the offer of a contribution was not a contractual obligation.
- Because the information first provided proved to be inaccurate, MHC should make a concession of 50% of the VAT
- The signed agreement would be binding in the event that MHC sought to enforce it.
- MHC should be prudent with money because of its charitable status and not give it away.
- Consideration should be given to the PR impact of any decision.

Mr Cousins, seconded by Mr Smith proposed that MHC should make a contribution to the residents agreed liability equivalent to 50% of the VAT thereon. The motion was **DEFEATED** by 7 votes to 6 with one abstention.

11. URGENT BUSINESS

There was no urgent business.

12. INFORMATION

12.1 Malvern Spa Association

Mr Street had resigned from the committee and Mr Watson was happy to report in his place, with the Board's approval. The meeting agreed that they would like to continue to receive reports, and that Mr Watson should do this.

Malvern Spa Association had held their Well Dressing and it had been a successful event.

12.2 AONB Mrs Rees had not been at the last meeting but the minutes were available.

12.3 4C's The Director reported that the 2 major issues discussed were scrub clearance and damage caused by graziers' vehicles particularly around the Hollybush area. Castlemorton Commoners' Association had offered funding for scrub clearance provided that MHC matched it and the Conservation Officer would report on the damage to the common at the Land Management Committee meeting.

12.4 Wildlife Panel

A project was ongoing, focusing on the WWT new reserve at Hollybeds Farm, Castlemorton. They were seeking records of a range of species in order to inform their management strategy. Members were also asked to submit records to the Conservation Officer to feed into the Land Management Plan. The panel looked at proposed signage warning dog owners of ground nesting birds. Mrs Rees had not been notified of this meeting.

13.5 Recreation Advisory Panel

Mr Hawkins reported that there was a good turnout at the last meeting and it was a very active committee. Items discussed were Gullet Quarry, the Management Plan and a mountain biking guide. Ms Stace suggested that the panel should feed back to the Land Management Plan. Mr Baldwin had not been notified of the meeting.

13. ITEMS FOR FUTURE CONSIDERATION

Ms Stace asked Board members to put forward ideas.

- Mr Watson suggested making improvements for pedestrians along Cockshot Road. He said that he had been told that Malvern Town Council had money available (matched funding).
- Mr Cousins said that MHC had been invited to make a return visit by Coity Wallia. The date was 29 August. Members interested in attending should notify the Conservation Officer.

14. CONFIDENTIAL ITEMS

On the proposal of Ms Stace, seconded by Mr Cousins it was **UNANIMOUSLY RESOLVED** to exclude the public for the discussion of it items 14, 15 and 16 on the agenda on the grounds that publicity would be prejudicial to the public interest by reason of the exempt or confidential nature of the business to be transacted. (Information relating to individual staff members)

RELEASED

15. PROPOSAL FOR FUTURE STAFF STRUCTURE

The Director said that the proposals outlined in Papers D and E had been approved by the Land Management Committee but in view of their importance it had been agreed that they would come before the Board for full discussion.

The Director highlighted the information contained in Paper D and stressed that his intention was to work towards the proposed structure gradually as staff changes permitted. The proposals were intended to be flexible and could be changed as circumstances altered. Discussion was still taking place about the detail, for example whether an apprentice could be taken on as one of the field staff. It was still intended that the field staff and maintenance staff would work interchangeably as required.

Points raised in discussion were:

- The structure added 1.5 extra people.
- There would be less variety in the work of the outdoor staff if their roles were more defined.
- The arrangement would cost more money at a time when many organisations were cutting costs.
- The Director was trying to accommodate the existing temporary staff.
- The Conservation and Community Officer post was in part developed around the outcomes of the business planning workshop and by having someone tasked with running the volunteer force, more resources could be drawn into the operation. That person could also pursue grant applications which currently no one has time to investigate. This might help to fund the posts.
- Some of the work previously carried by the full time deputy conservation officer would be assigned to the Conservation and Community Officer.

The Director then outlined the information contained in paper E.

Points raised in discussions were:

- The outsourcing of easement work would not result in additional fees payable by MHC as the costs will fall to the applicants.
- How the hours of the Secretary to the Board, (02FTE) would be worked. The loss of Jacqui (who had previously taken the minutes for Fiona) might change the requirement slightly.

The Director outlined the content of Paper F. The total cost additional cost to MHC of all of the short term changes including NI and pensions would be £3,500 per year. This was based on the current rate of pension contributions.

There was a discussion about the pension implications of these proposed changes.

Points raised were:

- If MHC was creating new posts, they could not afford to put the new staff on the existing final salary pension scheme.
- Could the posts be agreed subject to the pension arrangements being clarified at a later date?
- Would there be an obligation to put the staff currently in temporary posts on the existing pension scheme?
- All new staff should be told that they needed a personal pension scheme and that MHC would pay a percentage of salary towards it.
- Could a decision be made on pension provision for new employees at this meeting?
- MHC were not doing their job by failing to make a decision on the future of the pension scheme.

There was a debate about whether the meeting could make a decision on pensions when the matter was not on the agenda and there was no paper summarising the relevant facts.

On the recommendation of Ms Stace, seconded by Mr Cordey it was **RESOLVED** by a majority of 12 to 1 (with two abstentions) that:

1. The Board approved the recommendation of the Finance, Administration and Resources Committee to adopt the proposed new staff structure for the organisation, recognising that the changes outlined were not going to happen immediately – but would be implemented over the next 2 to 3 years as posts become vacant. Approval was subject to (a) a review of the pension provision for any new starters not already under contract and (b) there would be no significant increase in the costs to the organisation beyond those outlined above under 'Financial Impact'.
2. The Finance, Administration and Resources Committee be asked to meet as a matter of urgency to consider the termination of the final salary pension scheme and to make a recommendation to the Board.

16. PROPOSAL FOR AMENDED/NEW POSTS

The Director said that MHC would have to take advice on the legal position in relation to continuous employment and pension issues in the case of the Financial Consultant and staff currently employed on temporary contracts. The Board discussed the option of making offers of employment without a decision having been made in relation to pension provision and whether the Financial Consultant would require additional hours in order to provide the information required for a special FAR Committee meeting. The Board could deal with pensions in two stages – a meeting to decide whether to discontinue the final salary pension scheme and a further meeting to agree what should replace it when all the information was available.

On the proposal of Mr Smith, seconded by Mr Rouse it was **RESOLVED** with one abstention to approve the creation of the new posts of: (a) Conservation and Community Officer (full time on a 3 year fixed term contract) (b) Administrative Assistant (0.8FTE) and (c) altering the post of Secretary to the Board to a part-time post (0.2 FTE)

No positions to be confirmed until there was clarity on the pension scheme.

The Board recognised the value of the staff that were currently in post and regretted the delay that would arise as a result of the need to clarify these issues.

17. PROPOSED AMENDMENTS TO THE ROLE OF FINANCIAL CONSULTANT

On the proposal of Mrs Rees, seconded by Mr Rouse it was **RESOLVED** with 2 abstentions that:

- (a) The Financial Consultant should be offered the post of Finance and Administration Manager to commence in October 2014:
- (b) The role to change from 1 day per week (0.2 FTE) to 2.5 days per week (0.5 FTE)

The position not to be confirmed until there was clarity on the pension scheme.

The Chairman asked those present to convey to the other Board members that there had been a very full and frank debate on the issues. At the request of Mrs Rees, Ms Stace agreed that the relevant advice would be sought as a matter of urgency.

The meeting closed at 10.12pm.

Signed..... 11 September 2014
Chairman