Malvern Hills Trust

Ordinary Meeting of the Board
Council Chamber, Avenue Road, Malvern
Thursday 14 September 2017, 7:30 pm

Present: Mr R Bartholomew, Dr S Braim, Mr D Bryer, Mr M Davies, Dr P Forster, Mr S Freeman, Mr R Hall-Jones (Chair), Mr D Hawkins, Mrs C O'Donnell, Mr J O'Donnell, Mr C Penn, Professor J Raine, Mrs G Rees, Ms S Rouse, Mr C Rouse, Ms H Stace (arrived during item 7).

In attendance: Chief Executive Officer (CEO), Conservation Manager, Secretary to the Board, Finance and Administration Manager, 4 members of the public.

1. **Apologies for absence**
   Mr D Baldwin, Ms C Bovey, Mr M Cordey, Mrs P Cumming, Mr A Golightly, Mr J Michael, D Street, Mr P Watson.

2. **Chair's announcements**
   i. The agreement (Board meeting 8 September 2016) in relation to Bush Lane and land at Old Hills had been implemented and MHT's Solicitors had been asked to apply for registration of the land over which Mr Hawkins' Estate had relinquished their claim, together with the new lease granted to MHT over land adjoining Pixham Ferry Lane.
   ii. A Board Workshop would take place on 21 September at the Hospitality Suite, Malvern Theatres 7.00pm to discuss proposals for inclusion in the Charity Commission Scheme relating to reform of the Board. Mr Hall-Jones said that in his opinion this workshop was unofficial, but he was content for the Governance Committee to take the matter forward.
   iii. Trustee training - Balancing Risk and Reserves - would take place on 16 November 6.30 for 7pm at Open Space Meeting Rooms.
   iv. Land Management site visit 23 November 2.00pm details tba

3. **Public questions**
   There were none.

4. **Declarations of interest**
   None relevant to this agenda. Ms Rouse and Mr Rouse declared an interest in the HLS Scheme.

5. **To confirm the minutes of the Board meetings held on 8 June 2017**
   On the proposal of Mr O'Donnell, seconded by Mr Bartholomew, it was **RESOLVED** unanimously to approve the minutes of the meeting held on 8 June 2017.

6. Matters arising from the previous Board meeting

There were none.

7. **Staffing Committee**

7.1 On the proposal of Mrs Rees, seconded by Dr Forster, the **ACCURACY** of the minutes of the meetings held 6 July 2017 was agreed.

7.2 Matters arising

There were none.

7.3 Adoption of minutes and resolutions contained in them

On the proposal of Mrs Rees, seconded by Dr Forster, it was **RESOLVED** unanimously to adopt the minutes of the meeting.

8. **Land Management Committee**

8.1 On the proposal of Mr Rouse, seconded by Mr Yapp, the **ACCURACY** of the minutes of the meetings held 13 July 2017 was agreed (with one abstention).

8.2 Matters arising

The Conservation Manager said that a goat grazing trial had taken place (with one goat with 2 kids) at Lodge Fields. The trial established that these goats would not be suitable for use on the Hills. The CEO added that the failure of this trial did not mean that the project to graze the Hills using goats should be abandoned.

8.3 Adoption of minutes and resolutions contained in them

On the proposal of Mr Rouse, seconded by Mr Yapp, it was **RESOLVED** unanimously:

i. To adopt the revised policy on hunting.
ii. To adopt the minutes of the meeting.

9 **Governance Committee**

9.1 On the proposal of Mr Penn, seconded by Mr Bartholomew, the **ACCURACY** of the minutes of the meetings held 27 July 2017 was agreed.

9.2 Matters arising

Mr Penn went through the minutes. The Governance Committee had agreed that it would be desirable to hold a Workshop so that Board members could discuss the proposals for reform of the Board. He believed Standing Orders permitted them to do this.

Mr Hall-Jones responded that he believed the Board had made a decision prohibiting this activity. Mr Penn said that discussion by the Board of proposals for reform was not prohibited by the resolution of 9th March 2017, which related only to expenditure on preparatory work. He asked for it to be placed on record that he disagreed with Mr Hall-Jones interpretation of the resolution of 9th March. Prof Raine said that his clear understanding was that the resolution was in the context of the money to be spent with BWB solicitors on development of the scheme and the Board needed to clarify the decision which had been taken in March. The Secretary to the Board provided a copy of the resolution. Following discussion, on the proposal of Ms Stace, seconded by Mr Penn it was **RESOLVED** by 14 votes to 3, for clarity, to confirm that the resolution of March 9th did not prohibit discussion by the Board of the options for restructuring.

9.3 Adoption of minutes and resolutions contained in them

On the proposal of Mr Penn, seconded by Dr Braim it was **RESOLVED** unanimously:

i. **Item 5 Improving the Board meetings**

To retain the current arrangement for approval and adoption of committee minutes and also that:

- The Secretary to the Board should trial the process of including the resolutions for adoption by the Board on the agenda under their respective Committee report items
- Progress through the agenda should be at a pace which allowed Board members to keep up.

ii. to adopt the minutes of the meeting.

10 **Finance Administration and Resources Committee**

10.1 There was one amendment to the draft minutes , in relation to item 5, at 5.11, where the following wording was substituted: “Mr Street pointed out that MHT had not adopted a “conservative” investment policy but one with a moderate level of risk. Subject to that amendment, on the proposal of Mr Davies, seconded by Mr Freeman, the **ACCURACY** of the minutes of the meetings held 10 August 2017 was agreed.

10.2 Matters arising

Mr Davies went through the minutes. But for the inclusion of the pension scheme deficit, there would have been a small surplus in the accounts for 2016/7 on the unrestricted fund. Mr Regan had reported overall a reassuring level of compliance with good practice and had suggested 4 minor changes to systems and controls which had now been addressed. He thanked Mr Regan for his work and the staff for achieving an unqualified audit.

10.3 Adoption of minutes and resolutions contained in them

The resolution in item 15 would be taken separately in the confidential session of the meeting. On the proposal of Mr Davies, seconded by Mr Freeman it was **RESOLVED** unanimously:

i. Item 9 Disposal of capital items

To approve the revised wording to the Accounting Policies and Procedures Manual as follows:

Disposal of capital items is dealt with by the Chief Executive Officer under delegated authority.

Disposal of capital items with an estimated market value under £1,000 is dealt with by the Chief Executive Officer as an operational matter.

The preferred method for disposals of items with an estimated market value over £1,000 shall be by inviting sealed bids from a shortlist of known machinery dealers and/or outside bodies. Staff may enter bids. A minimum of two bids (which must include one from someone who is not a member of staff) must be received for an item to be released for sale.

In the event that any item does not receive more than one bid through the above process, then the Chief Executive Officer shall be at liberty to dispose of the items by any other method.

The Chief Executive Officer decides if a minimum disposal price should be set and shall reserve the right to withhold an item for sale if he does not think offers received have achieved fair value.

ii. **Item 12 Urgent Business**
To approve expenditure of £125 from the gift fund on the purchase and installation of a swift box.

iii. to adopt the minutes of the meeting.

11 St Ann's Well Refurbishment Committee

11.1 On the proposal of Mr Freeman, seconded by Prof Raine, the **ACCURACY** of the minutes of the meetings held 21 August 2017 was agreed.

11.2 Matters arising
These would be covered in the confidential session.

11.3 Adoption of minutes and resolutions contained in them
On the proposal of Mr Freeman, seconded by Prof Raine, it was **RESOLVED** unanimously to adopt the minutes of the meeting.

12 To approve arrangements for opening of new deposit account

The Finance and Administration Manager went through the paper. On the proposal of Mr Davies, seconded by Mrs Rees it was **RESOLVED** unanimously:

i. That MHT close the Scottish Widows deposit accounts
ii. That MHT open a 40-day notice account with Charity Bank
iii. That MHT equalise the amounts held in the 3 deposit accounts (CAF, Lloyds and Charity Bank) to 1/3rd of the total deposited (currently around £209,000 per account)
iv. That the Accounting Manual be updated to reflect (i) and (ii) above.

13 To authorise delegation of responsibility in CEO's absence

On the proposal of Mr Hall-Jones, seconded by Mrs O'Donnell it was **RESOLVED** unanimously that:
During the CEO's absence on holiday from 16 September until his return to work but in any event not beyond 9 November 2017 or the date of the next Board meeting whichever of these shall be the sooner:

i. The Secretary to the Board be authorised (save set out in iii below) to exercise all those functions and duties of the CEO which cannot reasonably be postponed until his return to work, including the signing of any deeds, documents and contracts.
ii. The Secretary to the Board be appointed as Returning Officer.
iii. The Finance and Administration Manager be authorised to make any payments up to the limit of the authority of the CEO, such payments to be countersigned by the CEO on his return.

14 Charity Commission Scheme Report
The Secretary to the Board confirmed that the next steps had been agreed with the solicitors in July – they would review the current Acts and map out the changes needed by the end of September. The Board would then consider the proposals outlined. Following that, it would be necessary create a framework for the consultation process. The Department of Culture Media and Sport (DCMS) and the Charity Commission would be asked to look at the proposals for the consultation process. MHT had asked the solicitors for advice on specific areas (fencing proposals and changes to the electoral arrangement). Costs invoiced to date were approximately £9,000 for preparation for and attending the DCMS meeting. (Part of this had been authorised separately prior to creation of the reserve).

15 Reports
Malvern Spa Association - No meeting.
AONB Joint Advisory Committee - No meeting.
Wildlife Panel - No meeting.
Recreation Advisory panel - No meeting.
Management Report
The CEO had had a meeting with the Trust's Health and Safety advisor. He had prepared a report containing some action points but not identifying any major failings. Two new members of staff had joined the field staff, Duncan Patterson and George Banner. The CEO apologised that the roll out of the rebranded signage had not progressed as he had hoped. Dr Braim felt it was confusing that the old signage was still in place.
Mr Hall-Jones thanked the Conservation Manager for organizing the walk at Castlemorton in August.

16. Items for future consideration

There were none.

17. Urgent Business

There was none.

18. Resolution to exclude the public

On the proposal of Mr Hall-Jones, seconded by Mrs Rees, it was **RESOLVED** unanimously to exclude the public for discussion of items 19 & 20 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 (staffing matters).

The meeting closed at 8.34pm