Malvern Hills Trust

Annual Meeting of the Board
Council Chamber, Avenue Road, Malvern
Thursday 9 November 2017, 7:00 pm

Present: Mr D Baldwin, Mr R Bartholomew, Dr S Braim, Mr D Bryer, Mr M Cordey, Mrs P Cumming (left during item 17), Mr M Davies, Dr P Forster, Mr S Freeman (Chair), Mr A Golightly, Mr R Hall-Jones, Mr D Hawkins, Mrs L Hodgson, Mr J Michael, Mrs C O'Donnell (left during item 17), Mr C Penn, Professor J Raine, Mrs G Rees, Ms S Rouse, Mr C Rouse, Ms H Stace, Mr D Street, Mr P Watson, Mr T Yapp.

In attendance: Chief Executive Officer (CEO), Conservation Manager, Secretary to the Board, Finance and Administration Manager, 4 members of the public, Martin Regan (Crowe Clark Whitehill – left after item 9).

1. **Election of Chair**
   There was one nomination, Simon Freeman, who was elected unopposed. He took the Chair and thanked Mr Hall-Jones for his leadership over the past 2 years.

2. **Election of Vice-Chair**
   There were two nominations, Mrs Rees and Ms Rouse. Mrs Rees indicated that she wished to withdraw and therefore Ms Rouse was elected unopposed.

3. **Apologies for absence**
   Ms C Bovey, Mr J O'Donnell.

4. **Chair's Report for 2016/7**
   A copy of the Chair's report is annexed.

5. **Chair's announcements**
   i. Training - Developing a Reserves Policy 16 November 6.30 for 7pm
   Open Space Meeting Rooms
   ii. Land Management Outdoor Meeting 23 November 2pm
   Meet at southern car park Old Hills
   iii. The Nature of the Malverns – pre publication orders were being taken at a reduced price.
   iv. The FAR meeting scheduled for Thursday 14 December had been moved to Tuesday 12 December.

6. **Public questions**
   There were none.

7. Declarations of interest

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

8. Consideration of Audit Findings Report

The Finance and Administration Manager confirmed there were no major issues. There were a few minor control recommendations which had been implemented.

9. To authorise signing of the Letter of Confirmation to CCW

On the proposal of Mr Cordey, seconded by Mr Bartholomew it was **RESOLVED** unanimously to authorise signature of the Letter of Confirmation.

Mr Freeman thanked Mr Regan for attending and for his help and advice. Mr Regan left the meeting.

10. To approve Schedule of Risk

The CEO confirmed that the draft schedule had been considered by all the committees, and he went through the most significant items.

On the proposal of Mrs Rees, seconded by Ms Stace it was **RESOLVED** unanimously to approve the Schedule of Risk.

11. Appointment of Committees

The list of the suggested committee appointments had been circulated and on the proposal of Dr Braim, seconded by Mr Rouse it was **RESOLVED** unanimously to make the following appointments:

Land Management

David Baldwin
Steve Braim
Pam Cumming
Peter Forster
Simon Freeman
Angus Golightly
Roger Hall-Jones
David Hawkins
John Michael
Gwyneth Rees
Chris Rouse
Sarah Rouse
Helen Stace
Sara Stewart
Tom Yapp

Finance Administration and Resources

Richard Bartholomew
David Bryer
Martin Cordey

Mick Davies
Lucy Hodgson
Charles Penn
John Raine
David Street
Pete Watson

Governance

Richard Bartholomew
Steve Braim
David Bryer
Charles Penn
John Raine
Sarah Rouse
Helen Stace

Staffing

David Baldwin
Mick Davies
Peter Forster
Charles Penn
John Raine
Gwyneth Rees
Helen Stace

Disciplinary

Richard Bartholomew
Martin Cordey
Simon Freeman
Roger Hall-Jones
John Michael
Charles Penn
Gwyneth Rees
Sarah Rouse
Pete Watson

12. Appointment of Board members to external bodies

On the proposal of Mr Hall-Jones, seconded by Mr Bartholomew, it was **RESOLVED** unanimously to make the following appointments:

4Cs (2 representative)

Mick Davies
Chris Rouse

Recreation Advisory Panel (4 representatives)

David Baldwin
Mick Davies
Peter Forster
David Hawkins

Wildlife Panel (4 representatives)

Helen Stace
Pete Watson

Peter Forster
John Michael
AONB
Gwyneth Rees
Malvern Spa Association
Caroline Bovey

13. To confirm the minutes of the Board meetings held on 14 September 2017

Mrs Hodgson pointed out that her apologies had not been recorded in the draft minutes, and subject to that amendment, on the proposal of Mr Rouse, seconded by Prof Raine, it was **RESOLVED** (with 7 abstentions) to approve the minutes of the meeting held on 14 September 2017.

14. Matters arising from the previous Board meeting

There were none.

15. Staffing Committee

15.1 On the proposal of Ms Stace, seconded by Mr Baldwin, the **ACCURACY** of the minutes of the meetings held 5 October 2017 was agreed.

15.2 Matters arising

Ms Stace went through the minutes save for commenting on the confidential matters.

15.3 Adoption of minutes and resolutions contained in them

To be dealt with in the confidential section.

16. **Land Management Committee**

16.1 Mr Hawkins said that the draft minutes recorded the vote on sponsored walks and events as unanimous but he did not think he would have voted in favour. The Secretary to the Board said that she would check. Subject to that, on the proposal of Mr Rouse, seconded by Ms Stace, the **ACCURACY** of the minutes of the meetings held 12 October 2017 was agreed.

16.2 Matters arising

Mr Rouse went through the minutes.

16.3 Adoption of minutes and resolutions contained in them

There were 2 resolutions for adoption:

i **Climbing Policy**

On the proposal of Mr Rouse, seconded by Dr Braim, it was **RESOLVED** (with one vote against) to adopt the draft climbing policy.

ii **Sponsored Walks**

The CEO explained that this was a proposal to look at the principle of charging an administration fee for giving permission to hold larger events. It was not intended to target small groups or individuals, or to penalise schools or similar educational establishments. BWB solicitors had confirmed that making an administrative charge should be permissible. Mr Watson pointed out that some larger events might not involve payment or fundraising of any sort. Mr Cordey suggested changing the wording of the proposal to make it clear that the Board would still have the option of deciding not to apply charges after further detailed consideration. On the proposal of Mrs Rees, seconded by Mr Street, it was **RESOLVED** (with one vote against), subject to confirmation that MHT had a power to make such charges, to agree in principle to the adoption of a charging scheme for events, subject to final approval of the detail by the Board.

iii On the proposal of Mr Rouse, seconded by Dr Braim, it was **RESOLVED** unanimously to adopt the minutes.

17 **Governance Committee**

17.1 On the proposal of Mr Freeman, seconded by Ms Stace, the **ACCURACY** of the minutes of the meetings held 26 October 2017 was agreed.

17.2 <u>Matters arising</u>

Dealt with under 17.3

17.3 <u>Adoption of minutes and resolutions contained in them</u>

Mr Freeman said he intended to take separately each of the proposals relating to reform of the Board within the Charity Commission Scheme.

Prof Raine summarized the background to and the reasons for the reforms proposed in the Charity Commission Scheme. He outlined the process to date, and confirmed that if the proposals were agreed, the Trust's lawyers would prepare a framework for approval by the Board and for use in the public consultation.

Proposals for reform of the Board Size and Structure

Mr Hall-Jones asked to speak about all the proposals together. He said he had 2 fundamental objections – it had already been indicated in the Governance Committee papers that if something controversial was included in the Scheme, the Scheme might fail. He thought that the search for new powers was a prize worth fighting for, but not changing the precept area or reconstitution of the Board, particularly if either of those sunk the Scheme as a whole. The second objection was that the acceptance of the precept by the public was predicated on the concept that the public elected the Board themselves or elected those who appoint the Board. He did not think that the undemocratic selection of half the Board would be acceptable.

The Secretary to the Board pointed out that if during the course of the public consultation any of the proposals for the Scheme proved to be controversial, it would be open to the Board to decide not to proceed with that element.

Mr Freeman gave each Board member the opportunity to express their views on each of the proposals.

i. On the proposal of Prof Raine, seconded by Mr Bartholomew it was **RESOLVED** (by 15 votes to 9) that the Board of MHT be reconstituted to include no more than 12 members.
Mrs O'Donnell left the meeting.

ii. On the proposal of Prof Raine, seconded by Mr Bartholomew it was **RESOLVED** (by 15 votes to 8) that six members of the board should be directly elected by the registered voters in the precepted area through a 'single list' electoral process (i.e. a Single Non-Transferable Vote system).

iii. There was general agreement that candidates for election should live or work within a geographically defined area but some discussion about what this should be. The definition required more work. On the proposal of Prof Raine, seconded by Mr Bartholomew it was **RESOLVED** (with 3 abstentions) that all candidates for MHT elections should satisfy an eligibility requirement of residing or working at an address within a defined geographical area.
Mrs Cumming left the meeting.

iv. The Secretary to the Board explained that there would need to be transitional provisions, which were not included in these proposals. On the proposal of Prof Raine, seconded by Mr Bartholomew it was **RESOLVED** (by 16 votes to 5 with one abstention) that one quarter of the board should retire by rotation each year.

v. On the proposal of Prof Raine, seconded by Mr Bartholomew it was **RESOLVED** (by 17 votes to 3 with 2 abstentions) that an Independent Selection Panel (ISP) process be established to seek out and assess candidates' suitability for appointment to the board. The ISP would make recommendations to fill available places (up to a maximum of six) with the specific aim of ensuring an appropriate overall balance on the board in terms of relevant skills, experience and diversity.

vi. On the proposal of Prof Raine, seconded by Mr Bartholomew it was **RESOLVED** (by 17 votes to 2 with 3 abstentions) that the ISP should be comprised of five suitably experienced practitioners, one of whom should be the chief executive of MHT.

vii. There was a discussion about whether the maximum term should apply to all trustees, or just to those who were appointed. Mrs Hodgson also suggested there might be circumstances in which it would be possible for a trustee to serve for more than 2 terms. On the proposal of Prof Raine, seconded by Mr Bartholomew it was **RESOLVED** (by 18 votes to 2 with 2 abstentions) that apart from during the transitional period, trustees appointed to the board should be able to serve for a term of four years, and may be reappointed, though normally for no more than one further consecutive term.

Additional items

Mr Street asked about including a power to sell land.

It was agreed to take proposals viii to xviii together.

On the proposal of Prof Raine, seconded by Ms Rouse it was **RESOLVED** (with 2 abstentions) to include the following provisions in the Scheme:

viii. An amendment to the 1995 Act s9 to include a power to build offices, information centres, stores etc. (on land which is off the spine of the Hills and is not part of the Commons)
ix. A power to repair and maintain buildings
x. A power to put up "temporary" fencing for up to 12 months for land/stock management purposes. This power would be subject to a public consultation requirement
xi. A power to create barriers (stobs, ditches, low rails etc) to prevent vehicular access to MHT land where necessary (although this may be covered by the general power)
xii. A power to set up a membership organisation
xiii. A power to set up a trading company
xiv. A power if required, to sell renewable energy. (This would ONLY be, for example, solar panels on building rooves, not free standing generating infrastructure)
xv. A power to change the electoral arrangements to enable postal ballots rather than voting in accordance with District Council election procedures
xvi. A power to make regulations for MHT's internal governance
xvii. Provisions to manage Conflict of Interest
xviii. Standard trustee powers – eg to compromise legal proceedings, reserve income etc

Extending the precepted area

xix. On the proposal of Prof Raine, seconded by Ms Rouse, it was **RESOLVED** unanimously not to pursue extension to the precepted area through the Charity Commission Scheme.

Adoption of the minutes

xx. On the proposal of Prof Raine, seconded by Ms Rouse it was **RESOLVED** (by 18 votes to 2 with 2 abstentions) to adopt the minutes of the Governance Committee meeting held on 26 October 2017 with the recommendations as amended above.

18 Charity Commission Scheme

On the proposal of Prof Raine, seconded by Ms Rouse it was **RESOLVED** (by 17 votes to 1 with 3 abstentions) that BWB solicitors be instructed to proceed with preparatory work (including advice and drafting) in relation to the items approved under item 17 above.

19 Charity Commission Scheme – update

The Secretary to the Board confirmed that the Solicitors were still carrying out a mapping exercise, going through the Acts section by section to detail what would be retained or replaced. They had looked at 2 areas in some detail – the changes to third party liability and fencing provisions. The Solicitors were re-arranging the sections into a logical order, in effect producing something which looked like a consolidating Act.

There had been a bill to the end of September for around £11,000.

20 St Ann's Well Refurbishment

The CEO reported that the builders had overrun by approximately 3 weeks which was not surprising as additional issues had been found as the work progressed. They were expected to finish on site within about 10 days. There was one outstanding issue with drainage outside the building. The CEO confirmed that the solicitors were in the processes of negotiating a new lease with the tenant. The Land Agents had advised upon the revised rent. Mr Cordey suggested holding an event at the building once it was finished. Mr Freeman congratulated the CEO on a job really well done.

21 Urgent Business

There was none

22 Information

Malvern Spa Association A written report had been circulated. .
AONB Joint Advisory Committee - No meeting had taken place.
Wildlife Panel - No meeting had taken place.
Recreation Advisory panel The minutes had been circulated.
Management Report

The District Council had confirmed that there should be an Environmental Impact Assessment in relation to the works proposed to Severn Trent to decommission British Camp Reservoir. Contractors were on site at Thirds Wood and all was going to plan with the work on the roadside.

23 Items for future consideration

Mr Watson asked if St Ann's Well should be sold. Mr Hawkins asked if MHT would be able take over British Camp Reservoir. The CEO said that Severn Trent were looking to carry out work to take the body of water outside the regulation of the Reservoirs Act.

24 Resolution to exclude the public

On the proposal of Mr Freeman, seconded by Ms Rouse, it was **RESOLVED** unanimously to exclude the public for discussion of item 25 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 matter)

Mr Freeman thanked everyone for their patience and their contributions.
The meeting closed at 10.00pm