# Malvern Hills Trust

Ordinary Meeting of the Board
Colwall Park Hotel, Colwall, Malvern, WR13 6QG
Thursday 8 May 2025 at 7pm

**Present**: John Michael (Chair), David Baldwin, Richard Bartholomew, Robert Berry, David Core, Allan Cottam, Mark Driscoll, David Fellows, Lucy Hodgson, John Raine, Felicity Robinson, Chris Rouse, John Stock, Mary Turner, Frances Victory, Malcolm Victory, Mike Wilkinson, Sheila Wren.

**In attendance:** CEO, Secretary to the Board, Finance and Administration Manager, Governance Change Officer, 3 members of the public.

Absent: Paul Bennett.

1. **Apologies for absence**
   Simon Baggaley, Richard Fowler.

2. **Chair's Announcements**
   - 2.1 There had been a serious incident on the Hills on Friday 2 May. The Trust was working closely with the emergency services and was unable to make detailed statements at present.
   - 2.2 The Trust had been sorry to learn of the death of one of its former trustees and Chair, Brian Pilcher, and sent condolences to his family.
   - 2.3 John Michael had been pleased to attend the retirement celebration for Simon Davies, who had retired from the Trust on 30 April after 30 years' service.
   - 2.4 Wardens had now been rebranded as Rangers and their new embroidered badges had let to positive engagement with the public.
   - 2.5 Rangers were having to deal with the problem of disposable barbecues on the Hills. These were not permitted anywhere on the Hills and Commons due to the risk of wildfires.

3. **Declarations of interest**
   None

4. **Public Comments**
   A comments was received from Dr Graeme Crisp. This is attached at Schedule 1, with the response provided by the Trust.

5. **Confirmation of the minutes of the Ordinary Meeting of 13 March 2025**

   **On the proposal of John Raine, seconded by John Stock, it was RESOLVED, with in 12 favour and six abstentions to confirm the open minutes of the Ordinary Meeting of 13 March 2025.**

**On the proposal of Frances Victory, seconded by Sheila Wren, it was RESOLVED, with in 12 favour and six abstentions to confirm the confidential minutes of the Ordinary Meeting of 13 March 2025.**

## 6. Matters Arising from Previous Board Minutes

A trustee asked for an update on the Trust's engagement with the independent examination process into the soundness and legal compliance of the South Worcestershire Development Plan. It was confirmed that the Conservation Manager, Land and Property Manager and the Governance Change Officer had attended three of the sessions. The Trust had provided written answers to questions raised in advance by the examiners. The Trust had clarified its position on easements and expressed dissatisfaction as to how the proposed traffic junctions would affect its land and concern about the lack of further recreation sites to take pressure off the Hills. The Trust's comments would feed into the examiners' overall decision as to the Plan's validity.

## 7. Business Plan 2022-2027

Trustees received a paper from the CEO on the timetable for review of the Business Plan. She explained that the current version of the Plan had been published in March 2022, at which time it was anticipated that the governance changes would have been completed by 2025; it was now unlikely that a new Act would be in place before 2027. The CEO had taken a close look at the 82 targets in the current plan and queried whether it was an efficient use of staff time to report on all these. She recommended that instead the 82 targets should be placed by perhaps four or five Key Performance Indicators (KPIs) against which the Board could hold the Trust staff to account over the remainder of the Plan cycle. There would then be a transitional plan for the introduction of new governance arrangements once the new Act was in place, followed by a new Business Plan in 2028. It was noted that there was already an effective system in place for the monitoring of land management targets, with Land Management Committee receiving annual reports on progress against the Land Management Plan.

Questions to the CEO were invited. A trustee asked what the process would be to review the targets and KPIs and what trustees' involvement would be. The CEO said that the KPIs would be discussed by the Finance, Administration and Resources (FAR) Committee for recommendation to Board. There would be benchmarking of the KPIs at the time and realistic targets set over a period of time. The Trust would measure the progress of projects, but to attempt to monitor 82 targets would divert resources from essential day to day operations; it had indeed been beyond the Trust's resources to monitor the targets since 2022.

A trustee said that KPIs were essential for effective business planning and observed that the 82 targets were worthless if no one was looking back and checking on spend on projects. The trustee was disappointed that no progress had been made in this area since the increase of hours in the finance department. They recommended an effective Business Plan as the best way for management to seek additional resources from the Board.

Mike Wilkinson as Chair of Land Management Committee reported on the Land Management Plan progress report recently received by the Committee and expressed his appreciation for the introduction of a RAG rating system, which could be developed for in-year reporting. He recommended that all trustees look at the detail of the report if they hadn't already; most targets were green or amber and had been achieved in difficult circumstances for example due to climate change. He recorded his thanks to hard-working staff.

**On the proposal of Richard Bartholomew, seconded by Lucy Hodgson, it was RESOLVED, with 17 in favour and one abstention, to approve the revised timetable for review of the Business Plan, including removal of the need for an interim review in 2025.**

**8. Private Bill**

8.1 **Renewal of Authority to Delegates**

*Three trustees present were conflicted and did not comment or vote on this item.*

Trustees received a paper from the Governance Change Officer (GCO). The authority to Delegates approved by the Board in November 2024 was now due for renewal and the GCO was seeking renewal for a further six months to November 2025. A trustee had asked for it to be clarified in the proposed resolution when decisions would need to be referred back to the Board and the Parliamentary Agent had suggested a revised text, which was read out by the GCO. The GCO advised that when the Bill reached Select Committee events might be fast moving. The Committee might put points to the Trust during the sessions; they might accept the Trust's counsel taking questions away overnight for an answer the next morning. There would need to be an ability to make decisions during this period without convening an in person meeting; an emergency Zoom meeting might be feasible. A trustee was concerned that the Delegates should know that the Board would provide top cover and support to them and step in if necessary.

In answer to a questions as to whether any decisions made by the Delegates would be made known to the Board afterwards for sign-off, the GCO said that she expected to be reporting to trustees regularly by email during the select committee hearing, but that recommendations for amendment would be at the Select Committee's call. The Vice-Chair said that the Select Committee hearing was likely to last around three weeks and the renewal of authority to delegates would encompass that period. It was likely that the Trust would have some idea of what decisions would be required, but it was too early to say.

**On the proposal of David Core, seconded by John Stock, it was RESOLVED, with 15 in favour:**

1. **That, subject to paragraph 2, the Trustees resolve to delegate to the individuals holding the posts of Chair, Vice-Chair, Chief Executive Officer and Governance Change Officer of the Trust (together the 'Delegates') the power and discretion to take all such steps as they consider to be necessary or desirable to give effect to the Trust's resolution to promote the Malvern Hills Bill. This resolution to be reviewed on or before 30 November 2025.**
2. **The Delegates will where possible consult the Board about a) any proposed significant amendments to the Bill or b) any significant undertakings, assurances or agreements proposed to be given to or made with third parties relating to the drafting of the Bill or its implementation if enacted.**

## 9. Disciplinary Procedure for Trustees

Trustees received a revised Procedure. David Core, as Chair of Disciplinary Committee, reported that it had been established in August 2023 that the Procedure needed review and the Trust's solicitors had recommended some changes at that time. Further changes had been incorporated following practical experience since and following discussion, the Disciplinary Committee was now content to propose that the revised Procedure be adopted.

A trustee recommended that, under point 20, the term 'natural justice' should be defined and read out a form of words that might be used:

*The principles of Natural Justice include:*

1. *The duty to give someone a fair hearing;*
2. *The duty to ensure that the matter is decided by someone who is impartial; and*
3. *The duty to allow an appeal against a decision.*

The trustee also queried the statement under point 26 that: *nothing in these procedures shall prevent the Board Member against whom a complaint has been upheld from attending meetings of the Board **or any Committee** […],* pointing out that the Board did have the power to exclude from committees.

In the light of the points made, it was agreed to refer the draft back to the Disciplinary Committee for further review.

## 10. Red flags on the Risk Register

Trustees received a paper from the CEO. She reported that the Risk Register had been reformatted by the office staff into a shorter document in a spreadsheet, which was now searchable and very useful. There was some cleansing still to do, but it was nearly ready to circulate. It allowed for more dynamic risk management and for risk levels to be updated in-year. The Board was required to approve the Register at its annual meeting in November and it was planned to discuss the new version at the July meeting.

The CEO said that red risks were similar to those of 2024. She invited the Board to consider whether future changes to the structure of local government should be included. An MHDC nominated trustee expressed support for this proposal, stating that local government devolution was likely to have significant implications for the Trust.

The CEO stressed that the Trust could not ignore challenges to its reputation. Overall, sentiment towards the Trust had improved. However, the leaking of an internal email form the CEO to trustees, concerning a YouTube video featuring a trustee, had led to complaints and negative comments on social media. The Trust's email should be secure, and staff and trustees needed to be able to be sure that leaks from Trust emails would not happen.

The Board was invited to consider how it would like to approach the annual review of the Risk Register and there was general agreement that there should be a risk workshop.

**On the proposal of Malcolm Victory, seconded by Lucy Hodgson, it was RESOLVED unanimously to note the red flags on the Risk Register and that a workshop should be arranged to review the Risk Management Strategy in 2025.**

**11. Urgent Business**
**None**

**12. Land Management Committee**

12.1 Board adoption of the minutes of the meeting held on 3 April 2025
**On the proposal of Malcolm Victory, seconded by David Core, it was RESOLVED, with 18 in favour and one abstention, to adopt the minutes of the meeting of Land Management Committee held on 3 April 2025.**

12.2 Chair updates and questions
Mike Wilkinson reported that an internal workshop was planned for Wednesday 25 June to brief Trustees on the Land Management Plan review process. Trustees would also discuss best options for securing public engagement to make sure that the Trust was fulfilling its primary duty of caring for the Hills and Commons.

**13. Staffing Committee**

13.1 Board adoption of the minutes of the meeting held on 10 April 2025
**On the proposal of Frances Victory, seconded by Mary Turner, it was RESOLVED, with 18 in favour and one abstention, to adopt the minutes of the meeting of Staffing Committee held on 10 April 2025.**

13.2 Chair updates and questions

Frances Victory reported that the staff survey had closed and the Committee was waiting for the results. The Secretary to the Board added that it was planned that HRDept would feedback initially to the Staff Trustee Protocol Working Group, which was due to meet on 10 June, ahead of feedback to all staff by the end of June.

**14. Draft Management accounts to the end of March 2025**

Trustees received the first draft management accounts. The Finance and Administration Manager (FAM) went through the paper in detail, explaining that the accounts were still subject to internal changes in anticipation of the audit and external changes by the auditor. The FAM had indicated in the paper where figures might change. She highlighted the following points:

14.1 **Balance Sheet**

- The FAM was in receipt of a desk copy of the quarterly investment portfolio revaluation and was reasonably confident that the figure on the balance sheet was correct.
- Due to stewardship monies having been received, the figure for accrued income was not as high as previously.
- The FRS 102 pension liability had reduced from £610k to £130k (confirmed figure).

14.2 **General Fund**

- The proportion of 2024-25 income made up of the Levy was 43%.
- Grant income was showing as below budget, but the Castlemorton grant was still to be included and the figure had yet to be calculated.
- Income from an easement received in July 2024 had been transferred from General Fund to Parliamentary Fund since it was capital income. However, income remained well above budget.
- Investment income was showing as well above budget, due to the decision to move the investment portfolio to Flagstone, which generates income rather than investment gains. The 2025-26 budgeted figure was expected to be more accurate.
- Tree work was under budget, since the tree works at British Camp had still not been possible. A sum of £7k was being held in designated funds as part-payment.
- The budget for car park repairs had been insufficient to cover all the work required at Welland. Some of the overspend could be capitalised by the Parliamentary Fund.
- Legal and professional fees had exceeded budget by £29,850. The FAM recommended that trustees study the breakdown provided in the paper.

14.3 **Designated Funds**

- The FAM explained that the Bill costs were split between the Preparation and Promotion of the Bill budget, which must not exceed the £306k allowed by the Charity Commission, and the Modernisation of Acts Other Costs budget. The paper provided a breakdown of costs against each of these.

- Monies had been received for 97 % of Stewardship income due for 2023 and 75 % of that due for 2024; 2024 income was due by the end of June 2025.

14.4 **Restricted Funds**

- The FAM drew trustees' attention to a new designated fund for a small Defra project, which was not quite spent yet. Any balance remaining would remain restricted.
- Loan drawdowns from the Land Purchase Fund had been initiated on 31 December 2024 and 31 March 2025. No compensation had been payable due to the rate of return on the lower risk portfolio being higher than that on the higher risk portfolio.

14.5 **Reserves**

- There was no proposal yet on reserves because the current accounts were still in draft. However, no large adjustments were expected. The Reserves Policy required the Trust to keep £350k of free reserves; without the Gift Fund the position would be less comfortable.

14.6 **Comments from Trustees**

- John Raine offered his thanks to the FAM for an excellent presentation.
- Malcolm Victory said that as the local councillor he was working with Worcestershire Highways on the roadworks and might be able to find out more information about when the works at British Camp would be carried out[1]. This offer was gratefully accepted.

14.7 **Audit and Trustees' Report**

- The FAM confirmed that the Audit would take place at the end of June. The Trustees' Report and Accounts, plus the related party transaction report, would be needed by this time. Related party transaction forms were now due. The FAM urged trustees to give prompt attention to the draft Trustees' Report when it was circulated.

14.8 **Resolutions**

**On the proposal of Lucy Hodgson, seconded by David Core, it was RESOLVED unanimously that the sum of £6,666 should be transferred to the Parliamentary Fund to correct an easement that had been inadvertently categorised as General Fund, and that an additional £7k should be designated to help fund the tree works near British Camp that had been delayed.**

## 15. Any Other Business

The Board was advised that the new Operations Manager, Martin Barnett, was due to start in post on 2 June and the new Field Team member, Will Stevenson, was due to start work on 19 May.

## 16. Date of Next Meeting

Thursday 10 July 2025

[1] Malcolm Victory reported back that the dates are 14/07/25 – 18/07/25 (09:30-15:30)

**Confidential**
**On the proposal of David Core, seconded by John Stock, it was RESOLVED unanimously to exclude the public for discussions of items 16-20 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 (matters relating to individuals/legal privilege).**

*The members of the public left the meeting. Robert Berry, David Fellows and Chris Rouse also left the meeting, without notifying the Chair.*

**The meeting closed at 9.35 pm**

**Schedule 1**

**Public Comment from Dr Graeme Crisp**

It appears that, with its obsessive efforts to alter its governance MHT has lost focus on its real duty to maintain and look after the land under its jurisdiction.

The Trust's staff were told as long ago as September 2023 that remedial work following Cadent's operations on Guarlford Road had not been properly carried out. That situation persists to the present even though the Trust has been repeatedly reminded that the works had not been made good. For the avoidance of doubt the works concerned were carried out between Hall Green and Chance Lane on the North side of Guarlford Road in April and May of 2023.

Further works were carried out last week by Openreach and these also appear not to have been made good and reseeded.

This state of affairs gives rise to the following questions:

Was an adequate bond obtained from Cadent before these works commenced and has the bond been returned or is it still in the Trust's hands?

Why has the common still not been made good following Cadent's work and when will the more recent digging up of the common be properly reinstated?

*The Chair confirmed that the questions had been referred to the newly appointed Land & Property Manager for direct response to Dr Crisp.*