Malvern Hills Trust

Ordinary Meeting of the Board
Colwall Park Hotel, Colwall, Malvern, WR13 6QG
Thursday 13 March 2025 at 7pm

Present: John Michael (Chair), Simon Baggaley, David Baldwin, Richard Bartholomew, David Core, Allan Cottam, Richard Fowler, Charles Penn, Felicity Robinson, John Stock, Mary Turner, Frances Victory, Malcolm Victory, Sheila Wren.

In attendance: Secretary to the Board, Finance and Administration Manager, Governance Change Officer, Conservation Manager, Land and Property Manager, 4 members of the public.

Absent: Paul Bennett, Robert Berry, Chris Rouse.

John Michael welcomed everyone to the meeting, especially the new Land and Property Manager, Sarah Jordan, who was attending her first meeting.

1. **Apologies for absence**
   Mark Driscoll, David Fellows, Lucy Hodgson, John Raine, Mike Wilkinson, CEO.

2. **Chair's Announcements**
   - 2.1 John Michael reported on work carried out recently by the Conservation and Field Staff teams.
   - 2.1.1 Winter tree safety works were almost complete and 55 new trees had been planted.
   - 2.1.2 Quarry fence safety checks had been carried out and a new quarry safety fence erected at Earnslaw Quarry.
   - 2.1.3 Safety works had been carried out at St Ann's Well.
   - 2.1.4 The temporary fencing on Summer Hill had been removed, following a successful restoration of ridgetop acid grassland.
   - 2.1.5 The Trust would shortly be installing nine bike racks at several car parks, to encourage more people to cycle to the Hills. John Michael recorded the Trust's thanks to National Landscape for funding these.

3. **Declarations of interest**
   None

4. **Public Comments**
   Comments were received from David Smallwood and Prof Malcolm McCrae. These are attached at Schedule 1, with the responses provided by the Trust.

   One member of the public left the meeting after this item.

5. **Confirmation of the Minutes of** the Annual Meeting of the Board, held on 14 November 2024, the Ordinary Meeting of 16 January 2025 and the open minutes of the Special Meeting of 13 February 2025

The Secretary to the Board advised of an amendment in the minutes of 16 January 2025 to the resolution to move to confidential business. This had been proposed by John Michael and seconded by Felicity Robinson.

On the proposal of Sheila Wren, seconded by Richard Bartholomew, it was RESOLVED, with in 13 favour and one against (Richard Fowler) to confirm the minutes of the Annual Meeting of 14 November 2024, Ordinary Meeting of 16 January 2025, as amended, and the open minutes of the Special Meeting of 13 February 2025.

Richard Fowler asked for his reasons for voting against to be recorded and read out a statement. This statement did not pertain to the accuracy of the minutes but listed his objections to the handling of the Private Bill process and associated petitions.

6. **Matters Arising from Previous Board Minutes**

There were none.

7. **Land Management Plan Timetable**

The Board received a paper prepared by the Conservation Manager (CM), proposing a timetable extension for next the Land Management Plan, currently due for completion by 31 March 2026. The CM proposed a new completion date of 31 March 2027. There were a number of reasons for this listed in the paper. The CM drew attention to the collection of data and evidence, for which there was some reliance on external bodies. Historically, Sites of Special Scientific Interest (SSSIs) had been assessed by Natural England, but due to resource constraints this had not happened for a number of years. The CM had asked them to assess the Malvern SSSIs, but the request had just been refused again; this meant that Trust staff would need to identify a proxy.

Questions to the CM were invited. A trustee asked whether a workshop could be arranged so that all trustees, including those not on Land Management Committee, could share in land management discussions. The CM said he would be willing for this to happen. A trustee suggested approaching similar organisations, also turned down by Natural England for SSSI assessment, with a view to setting up peer review across organisations. A trustee suggested contacting the Royal Agricultural University to find out if they could help in any way, for example by setting up a project for a postgraduate student.

On the proposal of Felicity Robinson, seconded by Mary Turner, it was RESOLVED, unanimously to approve the revised timetabling for the Land

Management Plan as discussed in this meeting, with a new completion date of 31 March 2027.

8. Staff Protocol

This item was moved to the Confidential session.

9. Finance Items

9.1 **Meeting allowances and expenses, and Staff Handbook updates**

The Board received a paper from the Finance & Administration Manager (FAM), recommending some increases to allowances to expenses for staff attending evening meetings; these had last been reviewed in 2018. The paper also proposed that each member of staff be entitled to two parking passes rather than one, for personal use only, and listed some minor changes to the Staff Handbook.

On the proposal of Sheila Wren, seconded by Richard Bartholomew, it was RESOLVED, unanimously to approve the amendments to expenses for staff attending evening meetings, the allocation of two parking passes per member of staff, and the updates to the Staff Handbook listed in the paper and as advised by HRDept.

9.2 **Accounting Policies and Procedures Manual Annual Update**

The updated Manual, dated February 2025, had been available for trustees to view on the Members' area of the web site. The FAM advised that it was good practice to review the Manual at each March Board meeting, in preparation for audit. She hadn't received any questions from trustees ahead of this meeting. A trustee asked why the Manual was not in the public domain, observing that none of the content was confidential. The FAM said that the document was mainly operational and that following an internal discussion it had been agreed that there was no need for it to be published. The Vice-Chair added that although the word 'policies' was used, the Board's focus needed to be on reserves and this document was about day-to-day operations. The issue was referred to the Finance, Administration & Resources (FAR) Committee for further consideration.

On the proposal of David Core, seconded by John Stock, it was RESOLVED unanimously to approve the updated Accounting Policies and Procedures Manual dated February 2025 and to make this an annual process in February for the March Board meeting..

10. Urgent Business

None

11. Land Management Committee

11.1 Committee approval of the minutes of the meeting held on 5 December 2024

On the proposal of John Stock, seconded by Malcolm Victory, it was RESOLVED, with 7 in favour to approve the minutes of the meeting of Land Management Committee held on 5 December 2024

11.2 Vice-Chair updates and questions

There had been a useful meeting of the Wildlife Panel on the day prior to this meeting; good volunteers were coming forward to support the Trust.

11.3 Board adoption of the minutes of the meeting held on 5 December 2024

On the proposal of Richard Bartholomew, seconded by Felicity Robinson, it was RESOLVED unanimously to adopt the minutes of the meeting of Land Management Committee held on 5 December 2024

11.4 Resolutions

On the proposal of Felicity Robinson, seconded by John Stock, it was RESOLVED unanimously to approve confirmation of prescriptive right and a parking licence for Orchard House, Mayfield Road, Malvern, subject to the conditions listed in the paper received by the Land Management Committee on 5 December 2024.

12. Finance, Administration and Resources (FAR) Committee

12.1 Committee approval of the minutes of the meeting held on 12 December 2024

On the proposal of David Core, seconded by Mary Turner, it was RESOLVED, with 4 in favour and one abstention, to approve the minutes of the meeting of FAR Committee held on 12 December 2024.

12.2 Board adoption of the minutes of the meeting held on 12 December 2024

On the proposal of David Core, seconded by Mary Turner, it was RESOLVED unanimously to adopt the minutes of the meeting of FAR Committee held on 12 December 2024.

12.3 Resolutions

These had previously been adopted at the meeting on 16 January 2025. A trustee commented that they welcomed the introduction of an exit interview for leaving staff and trustees, but queried how received feedback would be handled and what Board oversight there would be. The Board needed to be aware of any themes arising from exit interviews.

12.4 Investment Review

This had taken place at a meeting on 26 February 2025 attended by RBC Brewin Dolphin with the CEO, FAM and members of FAR Committee. The report had been available for trustees to view on the Members' area of the web site. The FAM confirmed that all follow-up had been completed. A trustee commented that FAR had raised concerns at the December FAR meeting that the Trust should not invest in companies whose activities were contrary to its objects, for example, pesticides. RBC Brewin Dolphin had undertaken to respond to a number of points raised, including investment in such companies.

13. Staffing Committee

13.1 Committee approval of the minutes of the meeting held on 22 January 2025
On the proposal of Frances Victory, seconded by Mary Turner, it was RESOLVED unanimously to approve the minutes of the meeting of Staffing Committee held on 22 January 2025.

13.2 Board adoption of the minutes of the meeting held on 22 January 2025
On the proposal of Richard Bartholomew, seconded by Malcolm Victory, it was RESOLVED, with 13 in favour and one abstention to adopt the minutes of the meeting of Staffing Committee held on 22 January 2025.

13.3 Resolutions
None.

14. Red Flags on the Risk Register

- The Trust was actively managing the reputational risk resulting from five trustees having petitioned against the Bill. The Board had delegated to the CEO to raise a Serious Incident Report, which had been submitted to the Charity Commission on 26 February 2025.
- The administrative task to split corporate risks between committees and the Board was underway.

15. Private Bill Update

The Governance Change Officer (GCO) gave a verbal report. The Bill's First Reading had taken place on 22 January. The petitioning period had closed on 6 February. There had been 50 petitions, many raising the same points. Very few bodies or other organisations had petitioned, following significant engagement work by the Trust. Petitions had been received from two local pressure groups, five councils and five MHT trustees, two of whom were members of parish councils that had petitioned. The Trust would probably not respond to individual petitions but would provide composite responses to common points. The Parliamentary Agent had to consider whether petitioners had 'locus', that is, standing to petition and this would be looked at in due course.

Earl Attlee had asked to speak at the Second Reading, and so this had been delayed until there was sufficient Parliamentary time. The House of Lords office had advised that the Second Reading was therefore unlikely to take place prior to the Easter recess. Due to the Trust being a charity, there also had to be a report from the Attorney General's Office prior to the Second Reading. It was thought that Select Committee was likely to take place after the summer recess.

Questions were invited, but there were none.

16. South Worcestershire Development Plan

The Board received, for information, a paper from the Land and Property Manager (LPM) on Trust plans to engage with the forthcoming independent examination process into the soundness and legal compliance of the South Worcestershire Development Plan review, to be undertaken by Planning Inspectors. Trust officers would be attending hearing sessions in Worcester in March and Pershore in April.

A trustee asked about the Statement of Common Ground between South Worcestershire Councils and MHT, listed in the paper as one of the documents submitted for review by the inspectors. The LPM said that the statement covered the councils' and Trust's positions; where they were in agreement and where they were not. She advised all trustees to read the statement.

The Chair advised the meeting that the current review would conclude and that there would then have to be a further review, due to changes in government policy, including the Government's focus on housebuilding. In answer to a suggestion that there might be a trustee workshop on the examination process, the LPM said that the decisions were for the inspectors, not the Trust, but officers could compile an information pack for trustees.

The LPM advised the Board that the Trust had submitted an objection to plans for a solar farm at Monksfield Lane. This site was visible from both North Hill and the Worcestershire Beacon and a solar farm there would have significant negative impact on the natural aspect. It was expected to cover 129 hectares of land and to generate 49.9 megawatts of power; as a point of comparison, a site further in the distance covered 8.2 hectares and generated 4 megawatts. The Trust had also raised concerns regarding the cable route from the proposed solar farm back to Malvern Link.

17. Final Budget 2025-2026

The final Budget papers were received for information. The FAM reported that the final papers incorporated a few changes, which had been voted on at the January meeting. The opening balance position would be available in April, subject to adjustment in November following audit.

18. Management Accounts to the end of December 2024

The third quarter management accounts were received for information. The FAM drew the Board's attention to the following points:

- The Trust was required to review its reserves annually but was doing so quarterly.
- The second levy tranche was normally received in December but had actually not arrived until 7 January 2025, hence the income showing as under budget in the

December accounts. The FAM planned to show levy income on an annualised basis in the 2025-26 accounts.

- Car parking income had been good in December and January, down on budget in February, but back on track so far in March.
- The Trust did not currently budget for easements and had received income from two notable ones so far. The Trust does not budget for them and so it had exceeded budget.
- Expenditure on tree work was low compared to budget, due to weather constraints. The FAM was not sure whether all expenditure would be in prior to year end, noting that this had not been possible last year.
- Nearly all the overdue stewardship money had now been received, in line with what was expected.
- The FAM highlighted the high spend on governance-related legal and professional fees. £16-17k of costs had been incurred for January and February 2025.
- There would be further expenditure on the advertising budget, due to the current recruitment for operations roles and potentially another warden.

Questions on the accounts were invited, but there were none.

19. Conflicted Trustees

The Board received, for information, a paper from the Secretary to the Board detailing arrangements for the management of conflicts of interest and loyalty on the part of trustees who had petitioned against the Malvern Hills Bill.

20. Date of Next Meeting

Thursday 8 May 2025

Confidential

On the proposal of Richard Bartholomew, seconded by Charles Penn, it was RESOLVED unanimously to exclude the public for discussions of items 21-22 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 meeting closed at 8.55 pm

Schedule 1

Public Comment from David Smallwood

The Trust set a budget of £410,000 to prepare and promote the Bill in Parliament.

Of that £306,000 is a loan approved by The Charity Commission

My understanding is that he remaining £104,000 was to cover OTHER COSTS, including

Staff costs

Consultation costs

Other Internal administrative costs

All other expenses relating to the Bill, not allowed by The Charity Commission to come out of the £306,000 loan.

In other words, other costs, including legal costs, which it would not otherwise have been necessary to incur had the Trust not been pursuing the Bill.

1. **What has been the total expenditure to date on these OTHER COSTS, including the cost of work commissioned or costs incurred, but for which invoices have not yet been received?**

   Response from the FAM

   The management accounts detailed notes show costs for this financial year every month. So far as published that is up to 31.12.24. You can see the total in the pack on page 80 and this information is available year to date in every board meeting and every FAR meeting.

   The total up to the end of February is £68,672 for "other costs". This is cumulative so includes the amounts spent in last financial year too. The February results are not yet closed but we do not expect this number to change.

   We are billed monthly by our professional advisors so there is rarely any WIP to provide in monthly management information; this is reviewed thoroughly at year end and the accounts are audited to corroborate this.

2. **As the interest on the loan of £306,000 over the 25 year period is just over £248,000, would it not be more accurate to include this in the overall budget, giving a total of £658,000?**

   The amount of interest that will be paid on the loan is determined by when the loan is drawn down and how much is drawn at each drawdown date. The annual audited accounts and report will include full details of the loan as well. There have also been detailed papers and information on the loan drawdown in both board meeting papers and FAR meeting papers. The first tranche of the loan was drawn down at 31.12.24.

3. **In terms of the public having an understanding of the total cost of the Bill, would it not have been clearer to include the cost of £130,000 for the first consultation and the attempt to get a new Bill through under Section 73.**

   Previous amounts spent were not specifically for the Private Bill and were not part of the Budget originally set in May 2023. Information on previous spends has been available in older management and statutory accounts and minutes of relevant public meetings at those times.

4. **What is the Trust's current expectation of the costs of preparing and promoting the Bill in Parliament, compared with the £420,000 budget originally set?**

   At the moment we can't answer that without more details from the Parliamentary Agent. This has not been possible in advance of today's meeting. The 25/26 budget made some modifications to bill spending with the information available at the time and that budget was approved in January. The number of petitions lodged will unfortunately push the costs up.

Public Comment from Malcolm McCrae

Shortly after the Board meeting of November 16th 2025, I wrote to the Chair both about his handling of the meeting and some of the uncouth remarks he made and also to advise him to consider carefully what was said in the minutes when proper answers to my questions on the accounts needed to be forthcoming. To date he has not even had the common courtesy to respond to my letter and now we see written answers to my questions all of which have serious errors. Given the Trust's use of the stopwatch to curtail criticism from levy payers, I only have time to deal with these in relation to one of my questions, that concerning the maximum level of the levy. This was set at 0.4% of local taxation in the 2nd Malvern Hills Act of 1909 and the only legally defendable addition to that sum has been a contingency charge of up to 10% of income legislated in the 1995 Act. The claim that your maximum is no longer defined by the Malvern Hills Acts is quite simply wrong and interestingly directly contradicts what a previous Chair tried to assert when I first raised this issue in 2021. I have given the MHC Board more than three years to come forward with a sensible plan to rectify the apparently long-term overcharging of tax and my patience is at an end. So, I will now take these issues elsewhere.

Turning to a separate issue. In its surreptitiously submitted objection to the planning application for a large-scale solar farm at Monksfield Lane most attention was focused on the likely change in the view from North Hill and other parts of the Malvern Hills Area of Outstanding Natural Beauty. There was no mention of the fact that under the archaic definition of the Malvern Hills used by MHC/T the solar farm if approved will actually cover a considerable part of the Malvern Hills and it is this that is likely to form its primary impact on the natural aspect and biodiversity of the Hills. Was this because:

I. Those who prepared and submitted the objection were unaware of this outdated definition or had they simply not been properly briefed?
II. It might help shield the organisation from possible criticism about the vacuous claims made last summer about constraints on the general power that is now being sought?

III. Was it to draw attention away from ongoing breaches of the code of conduct by failing to act in the best interests of the 'charity' by instituting renegotiation of the terms under which large areas of land that have nothing to do with the Malvern Hills eg: Old Hills were taken on?

If MHC/T continues conducting its affairs in an opaque and secretive fashion that actively seeks to exclude stakeholder input, it will not end well for the organisation or its trustees and senior officers.

Responses from the Trust

- *The Chair has not received the letter from Prof McCrae sent in November 2024[1].*
- *The Trust has previously responded to questions on the Levy from Prof McCrae and has nothing further to add to those responses.*
- *Commenting on planning applications that might impact the Malvern Hills is a routine part of the work of Trust officers. The only justification for the Trust commenting on applications – we are NOT the planning authority – is if they might have an impact on the Malvern Hills or the enjoyment of those exercising their right of access. Comments to therefore limited to these aspects. There is a process for submitting planning comments, which we have followed. There is nothing 'surreptitious' or 'secretive' going on here.*

  The only definition of the Malvern Hills that is relevant to the charity is that in the 1995 Act: '"the Malvern Hills" means the land from time to time under the jurisdiction of the Conservators for the purposes of the Malvern Hills Acts'. The suggestion that the proposed solar farm would cover part of the Malvern Hills is wrong.

[1] On subsequent investigation, it was found that the email had been sent to an old address, which is not monitored.