Malvern Hills Trust

Ordinary Meeting of the Board
Colwall Park Hotel, Colwall, Malvern, WR13 6QG
Thursday 11 September 2025 at 7 pm

Present: John Michael (Chair), Simon Baggaley, David Baldwin, Richard Bartholomew, Paul Bennett, Robert Berry, David Core, Richard Fowler, Lucy Hodgson, John Raine, David Reynolds, Felicity Robinson, Chris Rouse, John Stock, Frances Victory, Malcolm Victory, Mike Wilkinson, Andrew Willmott, Sheila Wren.

In attendance: CEO, Secretary to the Board, Finance and Administration Manager, Governance Change Officer (arrived 8 pm), eight members of the public, Mary Stenson (Malvern Gazette).

Absent: Paul Bennett, Robert Berry.

1. **Apologies for absence**
   Allan Cottam, Mark Driscoll, David Fellows, Chris McSweeny, David Mead, Cynthia Palmer.

2. **Chair's Announcements**
   - 2.1 The Chair welcomed David Reynolds, newly nominated to the Board by Worcestershire County Council on behalf of Newland, to his first meeting.
   - 2.2 A by-election would be taking place in Priory and West Wards on 18 September.
   - 2.3 A reconciliation process had been set up with those trustees who had petitioned against the Malvern Hills Bill.
   - 2.4 The Trust was grateful to the executors of the estate of John and Margaret Holmes for a donation of just over £4k received in July.
   - 2.5 The Trust had just completed a purchase from the National Trust of a mixed orchard near Swinyard Hill, in furtherance of the Land Management Plan objective '*to maintain or expand the existing holding to protect the whole Malvern Hills and Commons landscape*'.
   - 2.6 The CEO and Rangers had enjoyed meeting local families at Malvern Fire Station on August Bank Holiday Monday and thanked the Fire Station for the invitation.
   - 2.7 The Chair recorded his thanks to members of the public for attending drop-in sessions during July and August.
   - 2.8 On Wednesday 10 September, the Chair had distributed long service awards to nine members of staff for between five and 30 years of service to the Trust.
   - 2.9 The Chair was due to hand out medals to those crossing the finishing line of the Malvern Hills Challenge, raising money for Help the Heroes, on Saturday 13 September.

3. **Declarations of interest**
   None

4. **Public Comments**
   A comment was received from Mr David Smallwood, which is attached at Schedule 1.

5. **Confirmation of the minutes of previous Board meetings**

   On the proposal of Malcolm Victory, seconded by Richard Bartholomew, it was RESOLVED, with 12 in favour and two abstentions to confirm the minutes of the Special Board Meeting of 3 July 2025.

   The Vice Chair reported that Richard Fowler had raised a point with him about the minute 8 in the draft minutes of the meeting of 10 July 2025, concerning the brief update on the Private Bill given by the Governance Change Officer (GCO). Mr Fowler had queried the second sentence: '*The Second Reading in the House of Lords had gone well and she was currently fielding a lot of questions from the House lawyer',* stating that the word 'lawyer' had not been used. The Vice Chair said that it was correct that the GCO had not used the word 'lawyer, but that she had *intended* to say it at that point – he had had a separate conversation with her before the meeting, when she had made this clear. The Vice-Chair proposed that the word 'lawyer' be deleted from the minutes.

   On the proposal of Lucy Hodgson, seconded by Frances Victory, it was RESOLVED, with 12 in favour and four abstentions to confirm the minutes of the Ordinary Board Meeting of 10 July 2025, subject to the amendment agreed in this meeting.

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

   6.1 **Publication of Trustee Skills Audits**
   The Secretary to the Board (SttB) referred to the suggestion of a trustee at the last meeting that trustee skills audit returns should be shared with other trustees. She had consulted trustees and no one had made any objection. The full set of audits would now be published on the Board Member area of the web site.

   6.2 **Challenges to the Minutes**
   Richard Fowler queried how the error in the minutes of the meeting of 10 July had been possible, suggesting that officers should not be able to make changes to the draft minutes when trustees did not have that opportunity. He alleged that content was omitted from the minutes against the majority view, pointing out that an apology he had offered to the SttB at the 3 July meeting had not been included. He restated that apology.

   The Vice-Chair said that the SttB had tried hard to make sure that there was a professional process for minute taking and explained the procedure that was used for the preparation of minutes, whereby the first draft was circulated to the Chair and Vice-Chair and to those officers who had spoken at the meeting. The draft minutes were then circulated to trustees, and it was open to any trustee to comment on them.

Mr Fowler said he was not questioning the ability of the SttB to write minutes, rather the process that was used. The SttB pointed out that the process was clearly stated in the Minutes Protocol, which had been approved by the Board.

7. Committee appointments for new trustees

The SttB reported that a skills audit had been received from David Reynolds, who had expressed a wish to serve on the Land Management Committee.

On the proposal of Mike Wilkinson, seconded by Sheila Wren, it was RESOLVED, with 16 in favour and one abstention, to appoint David Reynolds to the Land Management Committee.

8. Requests for Budgets

8.1 **Purchase of a Quad Truck**

The Board received a paper prepared by the Operations Manager and the Finance and Administration Manager (FAM). The FAM referred trustees' attention to the evidence provided in the paper as to the truck's suitability and specifications. A similar vehicle had been on loan to the Trust for a week and the Rangers were happy with it. The FAM said that this sort of purchase would normally have been included in the General Fund capital spend, but that it had not been clear at budgeting time what option would be best for the Trust to pursue, hence the separate paper coming to the Board now. The cost of the truck was just under £17k, excluding change of colour and addition of signage. It would be a designated fixed asset, but there were no restrictions on its use.

Questions and comments were invited from trustees:

- A trustee commended the report as convincing and detailed.
- A trustee queried the age of the vehicle and it was confirmed that its registration plate was for September 2025.
- A trustee noted that normally three quotations would be required and the reason why there had been only one in this case but queried the reference in the paper to the truck being good value for money 'compared to other similar vehicles', observing that the comparative vehicles must be slightly different; this was confirmed. It was also confirmed that a new pick up would be more expensive (around £30k) and would not be fit for purpose because it was too big.
- A trustee asserted that the specification provided on the company's web site was not very good. They were concerned that the risks were not clear and queried whether the truck was designed for off-road use

and whether it had been tested in appropriate conditions. It was confirmed that the truck had been tested, was intended to be a substitute for panel vans and pick-ups and that appropriate training had been provided. The CEO said that Trust staff carried out dynamic risk assessments all the time and confirmed that they would assess the circumstances at the time.

- A trustee said they were concerned that the occupants of the truck might be at risk when driving on the road. They noted that the truck was directly imported by the supplier and not by Suzuki and was not supported by Suzuki.

On the proposal of Richard Bartholomew, seconded by Malcolm Victory, it was RESOLVED with 14 in favour, one against and two abstentions, to approve the purchase of the Suzuki truck as detailed in the paper. Richard Fowler asked for his vote against to be recorded, stating that he was not sure that the risks had been fully assessed or of the capability of the vehicle.[1]

On the proposal of Lucy Hodgson, seconded by Sheila Wren, it was RESOLVED with 15 in favour, one against and one abstention to use the unrestricted gifts fund to finance the purchase of the Suzuki truck up to a maximum value of £20k.

8.2 **Cost of the By-elections**
The Board received a paper prepared by the FAM, who reported that it had become clear that the £5k per annum allocated to elections in the budget was insufficient and this would be addressed at 2026-27 budget setting. Malvern Hills District Council had confirmed that the cost of the two forthcoming by-elections would be £18.5k. The FAM was asking the Board to approve the transfer of £12k from general fund to the designated fund for elections to bring the latter budget back on track.

On the proposal of John Stock, seconded by Lucy Hodgson, it was RESOLVED, with 16 in favour and one abstention, to approve a transfer from general fund to election expenses designated fund of £12k, to bring the 2025-26 designated balanced to £17k.

9. Management Accounts to 30 June 2025 and Reserves Review

The Board received the management accounts for the first quarter of the 2025-26 financial year and a review of the current reserves position, together with detailed accompanying notes provided by the FAM.

The FAM confirmed that the Finance, Administration and Resources Committee (FAR) was due to meet on 25 September, at which point the adjustments agreed between the auditors and the FAM would be put through and adjustments made to the

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[1] Following the meeting, trustee queries were referred to the Operations Manager and further information promptly circulated to trustees.

opening balances; this was expected to increase reserves by £6,200. The draft Trustees' Annual Report would also be discussed at FAR. The FAM urged all trustees to study this carefully and notify any comments. The accounts would be signed off at the Annual Meeting in November, by which time it was expected that all decisions would have been made.

The FAM highlighted the following points of particular interest in the accounts:

General Fund

- The FAM reminded trustees that income from the levy was now shown as divided equally across the year. The percentage of total income covered by the levy as at 30 June 2025 (end of quarter 1) was 39%. Over the last seven years, the average percentage had been 43-44%.
- The car parking income budget was doing well, helped by income from a contractor at Earnslaw Quarry.
- The Rents and licences income budget was doing unexpectedly well (£17k over budget to date) due to income from two sets of licences; the FAM advised it was difficult to set a budget on this line.
- Land management equipment hire costs in this quarter were higher than budget partly due to a change of skips; this was necessary for staff health and safety and would be taken into account in the 2026-27 budget.
- The land management budget expenditure was showing as well under budget, but quarter 1 was habitually the least expensive of the year.
- The communications general fund spend was currently at zero; this was because there was a designated fund for communications, which was being used first. The general communications budget would be needed later in the year.
- The FAM drew attention to the high spend on legal expenses, which were primarily governance related.
- Salaries were showing as under-budget, but the budget would catch up as the year progressed. The Local Government pay award had been decided in August and so was not included in these accounts.
- The first Private Bill loan repayment was in.

Designated Funds

- The FAM advised of an amendment to note D2 in the report. It was not correct that 50% of the 2025 amounts had been received; they had not been received yet but were not due either.
- The FAM had been informed that the dog campaign would not happen this financial year and therefore recommended that the Board approve a release of £3501 from designated funds to general funds. The position would be reassessed for 2026-27.
- Works at British Camp had been completed in July. The designated fund for this would show as fully spent in the next set of accounts.

- The FAM advised that when the statutory accounts were discussed at FAR, trustees would see a reallocation of capital against Bill costs. They were currently shown as two separate balances.

The FAM reported that she had as usual carried out a Reserves Review at the end of the quarter. The Reserves Policy stated that the Trust must hold a minimum of £350k in reserves; at the end of quarter 1, it was holding £681k. However, this figure did include the unrestricted gift fund of potentially free reserves (£407K). The Trust had recently purchased safety headsets for the field staff team, which had been very well received; the FAM proposed that the unrestricted gift fund should be used to finance the cost of £2034.

Trustees recorded their thanks to the FAM and her staff for a comprehensive report.

The Governance Change Officer arrived at 8 pm.

On the proposal of Malcolm Victory, seconded by Sheila Wren, it was RESOLVED with 16 in favour and one abstention, to authorise the release of the sum of £3501 from the dog campaign to General Fund.

On the proposal of John Stock, seconded by Frances Victory, it was RESOLVED, with 16 in favour and one abstention, to authorise the release of the sum of £2034 from the unrestricted gift fund to pay for safety headsets.

10. Policy Review

10.1 **Safeguarding**

Trustees received a paper prepared by the SttB together with a new draft of the Safeguarding Policy. The SttB reported that some amendments that had been suggested following the circulation of the papers and these had been circulated to trustees by email.

On the proposal of Richard Bartholomew, seconded by John Raine, it was RESOLVED, with 16 in favour and one abstention, to approve the new Safeguarding Policy, subject to the amendments circulated by email.

11. Urgent Business

None.

12. Land Management Committee

12.1 **Board adoption of the minutes of the meeting held on 26 June 2025**

On the proposal of Mike Wilkinson, seconded by Richard Bartholomew, it was RESOLVED, with 16 in favour and one abstention, to adopt the minutes of the meeting of the Land Management Committee held on 26 June 2025.

12.2 **Chair updates and questions**

Mike Wilkinson reported that there would be a trustee workshop on Thursday 2 October to continue the internal process of preparing for the new Land Management Plan (LMP). There would then be a special meeting of the Land Management Committee on 16 October 2025 at 6.30 pm in the Park View Community Room, Victoria Park Road, to consider any recommendations arising from the 2 October workshop.

The Conservation Manager had organised an internal questionnaire for staff and trustees on the LMP; trustees were still welcome to contribute to this. Mike Wilkinson and Felicity Robinson (Vice-Chair of Land Management Committee) were happy to chat to trustees one-on-one about the LMP; one of the challenges for trustees was to focus on strategic issues rather than operational. There would be a public consultation in due course.

12.3 **Resolutions**

Resolutions from the meeting had been adopted at the 10 July Board meeting.

13. Staffing Committee

13.1 **Board adoption of the minutes of the meeting held on 15 July 2025**

On the proposal of Mike Wilkinson, seconded by Sheila Wren, it was RESOLVED, with 15 in favour, and two abstentions, to adopt the minutes of the meeting of the Staffing Committee held on 15 July 2025

13.2 **Chair updates and questions**

The CEO thanked members of Staffing Committee for visiting the outdoor staff, by arrangement, at Top Shed. The outdoor staff had appreciated trustees' willingness to see everything as it really was. The CEO recommended that meeting the outdoor staff should be part of trustee induction.

13.3 **Resolutions recommended to Board**

On the proposal of Lucy Hodgson, seconded by John Stock, it was RESOLVED, with 16 in favour and one abstention:

- To approve the renamed and revised *Prevention of* Bullying & Harassment Policy (PBHP); and
- To resolve that the CEO should **no**t automatically be one of the Staff Nominated Contacts under the PBHP, in order that they may remain impartial.
- To approve the inclusion in the Staff Handbook of the updated version of the Whistleblowing Policy.

14. Malvern Hills Bill Update

The GCO said that the Trust's Parliamentary Agent was still fielding questions from the House of Lords lawyer and government departments. She was in liaison with the County Council about their petitions. The Trust's Parliamentary Agent was now having fortnightly meetings with the House of Lords' clerk.

15. Red flags on the Risk Register

15.1 **Loss of graziers**

The CEO drew attention to the heightened risk of losing graziers due to loss of stock; one grazier had lost 10 sheep recently. Grazing was the best method of managing the hills. The Trust had taken part in an engagement event with West Mercia Police, the Police and Crime Commissioner, Malvern Hills District Council and the National Sheep Association; even while the event was taking place, another dog had worried sheep. Some dog owners failed to keep their dog on a lead or control them; some apologised when challenged but others refused to engage. It was noted that the police had powers to issue community restriction orders, which ensured that the stock owner was compensated, but these did not stop the problem.

15.2 **Risks associated with the by-election**

The CEO reported that there was a slightly raised risk of legal challenge and reputation arising from the election. She had delegated to the Chair and Vice-Chair of the Board, unless it was appropriate to her to be involved as Returning Officer. The Vice-Chair said that drop-in sessions had been arranged on Wednesday 10 September to improve engagement; they were intended to outline some of MHT's activities and give the public an opportunity to ask questions about the Malvern Hills Bill. Late on Tuesday, the police had contacted the Trust to advise that the sessions be cancelled due to 'purdah'. This issue had been previously raised during the Bill consultation in 2024, which took place at the same time as the General Election campaign. The legal advice received then was that the Trust was ***not*** subject to purdah restrictions. Therefore the decision had been taken to proceed with the drop-in sessions. Not many people had attended but there had nonetheless been some good conversations.

A trustee asked what legal challenges the Trust might face. The CEO said that these might be around fairness, the ability to cast one's vote or whether the election had been promoted properly. She confirmed that as Returning Officer she was confident that she had considered the risks.

16. Reports from Outside Bodies

16.1 **Wildlife Panel**

The Board received the report of the meeting of 12 March 2025.

16.2 **Castlemorton Common Co-ordinating Committee**

The Board received the report of the meeting of 19 March 2025.

Mike Wilkinson (Chair of 4Cs) reported that both the Wildlife Panel and 4Cs had also held outdoor meetings during the summer. He recorded particular thanks to the members of the Wildlife Panel for contributing their expertise.

17. Date of Next Meeting

- There would be a Risk Management Workshop on Thursday 18 September 2025 at 6 pm at Colwall Park Hotel.
- The next meeting of the Board would be the Annual Meeting on 13 November 2025 at 7 pm at Colwall Park Hotel.

Confidential

On the proposal of Lucy Hodgson, seconded by David Core, it was RESOLVED, with 16 in favour and one abstention, to exclude the public for discussions of items 18-22 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).

David Baldwin, Mary Stenson and members of the public left the meeting.

The meeting closed at 9.25 pm

Schedule 1

Public Comment from Mr David Smallwood

At the last Board Meeting you passed a motion to delegate decision making on changes to the Bill in Parliament, to two Trustees and two Officers. Their decision will be final and not subject to approval by you afterwards, as the Board of Trustees as a whole.

I was concerned that you might have inadvertently handed over decision making powers to the CEO and Governance Change Officer.

If decisions were to made by some kind of vote, two Officers and one Trustee could outvote the other Trustee.

This would be contrary to the principle of Trustees being in control that applies to every other decision you make.

Officers do not vote when decisions are made at Board meetings, nor do they vote in formally established Committees.

Fortunately, the arrangement as to how the two Trustees and two Officers will arrive at decisions has not yet been clarified.

Would it not be better if the delegated power to make decisions was simply given to the two Trustees.

It would then only require both of them to be in agreement for a decision to be made.

Officers would still be present to be consulted, but they would have no say in the decision making process.

I am just asking you to make sure that you are absolutely clear who has the final say in decision making at the Committee stage of the Bill.

The Vice-Chair responded to Mr Smallwood, acknowledging that he had raised a valid concern and that these points did need to be clarified. The Trust had hoped to have done some work towards this already, but it was now known that the Select Committee would not take place until the New Year, and there had been other pressures. The Vice-Chair said it rather depended on what kind of decisions were required. Substantive decisions would be taken by trustees on the advice of officers, but there might be more minor decisions that could be delegated to staff.

The current powers of the delegates were due to expire in November and so this would be on the agenda for the November Board meeting.