

19 January 2017

MALVERN HILLS CONSERVATORS ORDINARY MEETING OF THE BOARD

**Council Chamber, Avenue Road, Malvern
Thursday 19 January 2017, 7:00 pm**

Present: Mr D Baldwin, Mr R Bartholomew, Dr S Braim, Mr M Cordey, Mr M Davies, Dr P Forster, Mr S Freeman, Mr A Golightly, Mr R Hall-Jones (Chair), Mr D Hawkins, Mr C Penn, Professor J Raine, Mrs G Rees, Ms S Rouse, Mr C Rouse, Mr D Street.

In attendance: Director, Community and Conservation Officer (CCO), Conservation Officer, Finance and Administration Manager, Secretary to the Board.

1. APOLOGIES FOR ABSENCE

Ms C Bovey, Mr D Bryer, Mrs P Cumming, Mr J Michael, Mrs C O'Donnell, Mr J O'Donnell, Ms H Stace, Ms S Stewart, Mr P Watson, Mr T Yapp.

2. CHAIR'S ANNOUNCEMENTS

a) Future events:

Charity Commission Scheme consultation meetings:

February 7th 10am and 2pm

February 8th 6.30pm

February 10th 3.30pm, 6.00pm

b) There was one item of urgent business to be considered from the Director.

c) The only item for the Finance Administration and Resources Committee meeting in February was consideration of the management accounts. It was suggested that the meeting might be cancelled, if nothing else arose, and the management accounts would be circulated for comment.

3. PUBLIC QUESTIONS

There were none.

4. DECLARATIONS OF INTEREST

Mr Rouse and Ms Rouse both declared an interest in matters relating to the HLS scheme.

5. TO CONFIRM THE MINUTES OF THE BOARD MEETINGS HELD ON 10 NOVEMBER 2016

On the proposal of Mrs Rees, seconded by Mr Penn, it was unanimously **RESOLVED** to approve the minutes of the meeting held on 10 November 2017.

6. MATTERS ARISING FROM THE PREVIOUS BOARD MEETINGS

There were none.

7. LAND MANAGEMENT COMMITTEE

7.1 On the proposal of Mr Rouse, seconded by Mr Hawkins, the **ACCURACY** of the minutes of the meeting held on 1 December 2016 was agreed.

7.2 Matters arising

Mr Rouse commented that the work referred to at item 10 of the minutes had not yet been carried out and that occupants at Lake House were still using the eastern entrance.

7.3 Board to adopt the report with any amendments

On the proposal of Mr Rouse, seconded by Mr Golightly, it was **RESOLVED** unanimously to adopt the report.

8. FINANCE, ADMINISTRATION AND RESOURCES COMMITTEE

8.1 On the proposal of Mr Bartholomew, seconded by Prof Raine, the **ACCURACY** of the minutes of the meeting held on 8 December 2016 was agreed.

8.2 Matters arising

Mr Davies pointed out that during the meeting on 8 December, it had been stated that the percentage increase in the levy would not be set out on the MHDC Council Tax bill. This was not correct. He also pointed out that the increase in the levy approved by the committee (8% + 1% for inflation) was significantly higher than the officer's recommendation.

The amendment to the scheme of delegation for the Director and the Committee was intended to speed up operational decisions.

Adoption of the budget, Business Plan and registration of the trademarks were separate agenda items at this meeting.

The Finance and Administration Manager updated the meeting on the pension scheme. She had received a constructive response from Worcestershire County Council. Further information had to be provided to them which would be considered by their pensions committee on 13 March. The Pensions Working Group would meet again on 28 March to review the position and formulate a final recommendation for the Board. It was intended to have a special Board meeting in April to consider the recommendation.

Mr Street expressed concern about making the proposed levy increase at the same time when the launch of the rebrand was taking place.

8.3 Board to adopt the report with any amendments

On the proposal of Mr Davies, seconded by Mr Cordey, it was **RESOLVED** unanimously to adopt the report.

9. STAFFING COMMITTEE

9.1 On the proposal of Dr Forster, seconded by Prof Raine, the **ACCURACY** of the minutes of the meeting held on 5 January 2017 was agreed.

9.2 Matters arising

Mrs Rees highlighted the recommendation to change the job titles of the Conservation Officer to Conservation Manager and the Director to Chief Executive Officer. She also drew attention to the recommendation to make the post of Community and Conservation Officer a permanent post.

9.3 Board to adopt the report with any amendments

Mr Street asked whether consideration had been given to changing the Director's job title to Chief Operating Officer. The Director had researched the use of the term and found it was not generally used in the charity sector although it was used in utility companies. CEO was more commonly used. Prof Raine confirmed that that title was used in the public sector, but not to denote the person in charge. On the proposal of Mrs Rees, seconded by Mr Penn, it was **RESOLVED** unanimously to adopt the report.

10. Governance Committee

10.1 On the proposal of Prof Raine, seconded by Dr Braim, the **ACCURACY** of the minutes of the meeting held on 5 January 2017 was agreed.

10.2 Matters arising

There were 3 main items of policy business considered at the meeting – safeguarding, conflict of interest and diversity. Since the meeting, as a result of issues raised by Mr Hall-Jones, who had not been at the Governance Committee meeting, further guidance had been sought in relation to the conflict of interest policy, in particular in relation to conflict of loyalty. A letter from the solicitors (VWV) advising on the matter had been circulated, indicating that the policy as drafted was appropriate. Some minor drafting amendments had also been suggested. Prof Raine proposed that, in order that Mr Hall-Jones view could be fed into the process, the Board should not be asked to adopt the conflict of interest policy at this meeting but it should be referred back to the February Governance Committee meeting. Mr Freeman asked if there was anything in the advice from VWV which was different from the advice given at the training in November. The Secretary to the Board quoted from the letter which stated “I think the policy is clear and comprehensive and addresses the charity law position in relation to conflict of interest which we discussed at the training session I attended”. Mr Freeman understood that the nature of the amendments proposed were minor drafting issues and was concerned that the matter was being sent back to the committee when there was no change in circumstances. Mr Hall-Jones said it

was not unusual to refer a matter back to a committee to be re-examined. Mr Freeman asked for reassurance that it was not the intention of the Board to seek another legal advice from another source.

10.3 Board to adopt the report with any amendments

On the proposal of Prof Raine, seconded by Mr Freeman, it was **RESOLVED** unanimously to adopt the report but item 9 be referred back to the committee.

11. St Ann's Well Refurbishment Committee

11.1 On the proposal of Mr Freeman, seconded by Mr Davies, the **ACCURACY** of the minutes of the meetings held on 11 November 2016 and 9 January 2017 was agreed.

11.2 Matters arising

There was one recommendation from the second meeting, which was listed as a separate agenda item for this meeting. The Director confirmed that there had been a further bat survey prior to making the new planning application.

11.3 Board to adopt the report with any amendments

On the proposal of Mr Freeman, seconded by Mr Davies, it was **RESOLVED** unanimously to adopt the report.

12. TO SET THE GENERAL FUND BUDGET AND THE LEVY FOR 2017/8

The Secretary to the Board confirmed that it did not appear that the declarations of interest received impinged upon this item, provided the discussion did not extend to the designated funds.

The Finance and Administration Manager reported that the budget as originally drafted with a levy increase of 6%, produced a deficit of £32,000. Stewardship funding was tailing off, depreciation charges were increasing as a result of replacing some very old assets and essential expenditure was required on car parks together with other land management expenditure. It had also been noted how far MHC's income had fallen behind inflation as a result of failures to increase the levy in past years.

Mr Cordey said there was a good business case for making the increase proposed by the committee, but the arguments for doing so needed to be marshalled. Ms Rouse said that people would notice the percentage increase, and making such a significant increase this year when the rebranding exercise was taking place might not be appropriate. The additional income from the extra 4% increase only amounted to about £13,000. Mr Davies pointed out that a 9% increase for a band D property was around £3 per year. Had MHC raised the levy in line with inflation since 2003, an additional £275,000 would have been accumulated. He felt the 9% increase went some way towards getting the levy back towards the trajectory of inflation. Mr Bartholomew was not comfortable with setting deficit budget. Mr Hall-Jones felt establishing a higher base for the levy might protect MHC

in the long term should central government see fit to intervene on setting the levy in the future.

On the proposal of Mr Davies, seconded by Mr Cordey, it was **RESOLVED** (by 13 votes to 2 with one abstention):

That the Board approve the General Fund budget as attached to the paper for the meeting

That the Board set the levy for 2017/8 at £482,325.

Mr Freeman asked the officers to draft a rationale for the increase, for circulation to Board members.

13. TO APPROVE THE BUSINESS PLAN

Mr Davies said he was impressed by the amount of work which had gone into the plan and viewed it as a sound basis for running the organisation for the next 5 years. He thanked the Director and the officers who contributed their effort and skill to compiling the document. The Director confirmed that a number of amendments had been made since the FAR meeting, and he had circulated a list. He would produce a shortened version for the public.

On the proposal of Mr Davies, seconded by Mr Bartholomew, it was **RESOLVED** unanimously to adopt the Business Plan.

14. TO AMEND RESOLUTION IN CONNECTION WITH ADOPTION OF THE NAME MALVERN HILLS TRUST (agenda item 19)

On the proposal of Mr Hall-Jones, seconded by Mrs Rees, it was **RESOLVED** unanimously to adopt the working name of Malvern Hills Trust.

15. REGISTRATION OF TRADEMARKS (agenda item 20)

The CCO went through the paper. The recommendation from MHC's solicitors (VWV) was to trademark both the name and the logo. This required an increase in the budget.

The paper also contained details of the plans for the brand launch. The CCO confirmed that consideration was being given to having a stand at the Three Counties Show, but the cost was considerable. She and the Finance and Administration Manager were looking at the options.

On the proposal of Mr Bartholomew, seconded by Mr Freeman, it was unanimously **RESOLVED** to approve the separate registration as trademarks of the Malvern Hills Trust working name and the logo and to increase the budget for registration to the sum of £4,750.

16. TO APPROVE PURCHASE OF 4X4 VEHICLE FOR USE BY WARDENS (agenda item 14)

On the proposal of Mr Davies, seconded by Mr Bartholomew, it was unanimously **RESOLVED** to approve the expenditure of the sum of £18,376.68 for replacement of the Ford Ranger with an Isuzu Dmax.

17. TO APPROVE REPLACEMENT OF DAMAGED CAR PARK TICKET MACHINE (agenda item 15)

Mr Hawkins asked if it was economic to replace the ticket machine at Swinyard's Car Park. The Director confirmed that he had looked at this issue and the income from the machine last year was £8,000. Replacing it was therefore worthwhile. The new machine required the last 3 digits of the registration number to be inputted, to prevent people from passing on their tickets.

On the proposal of Ms Rouse, seconded by Mr Rouse it was unanimously **RESOLVED** to purchase an MPI04 ticket machine for British Camp car park and the relocation of the old machine to Swinyard's car park at a cost of £2,565, to be paid from the general fund.

18. PURCHASE OF GOAL POSTS FOR MALVERN COMMON (agenda item 16)

The Director went through the paper. Mr Davies said that there had been no request for replacement, it was not clear that there was a power to do so, and it was the creation of a structure on the common. The Director confirmed that the other goal post would be left in place until such time as it became unsafe. He had undertaken some research and it appeared that the Football Association had been allowed to put goal posts up on Link Common in 1968.

On the proposal of Mr Davies, seconded by Mrs Rees it was **RESOLVED** (by 14 votes to 2) not to replace the goal posts on Upper Malvern Common.

19. PLAN FOR MHC TO START TAKING CARD PAYMENTS (agenda item 18)

The Finance and Administration Manager had researched providers and found a company called Worldpay who offered the most reasonable terms for MHC. They allow "customer not present" transactions which would allow payments to be taken over the phone (for example payment of car park fines) which was a service often requested but currently not available. The service could also be extended to offer online payments if required in future. The initial

contract was for 18 months. It was intended to offer the service from 1st March.

20. URGENT BUSINESS (AGENDA ITEM 21)

The Director reported that there had been a delay in commissioning the welfare facilities at the Top Shed, because it transpired that there was a separate connection requirement for the sewage system. The Director had obtained several quotes and the best was £3,600. The original budget for the work was £19,000, but the additional cost of the sewer connection would take the overall cost above that figure. He therefore sought Board approval to spend a further £3,600 from the Parliamentary Fund.

On the proposal of Mrs Rees, seconded by Mr Street, it was unanimously **RESOLVED** to approve the payment of £3,600 from the Parliamentary Fund for the cost of making the sewage connection.

21. INFORMATION (agenda item 22)

21.1 Malvern Spa Association

A written report had been circulated.

21.2 AONB Joint Advisory Committee

A written report had been circulated. Mrs Rees was congratulated on being elected as Chair.

21.3 Wildlife Panel

No meeting had taken place.

21.4 Recreation Advisory Panel

No meeting has taken place.

21.5 Management Report

A written report had been circulated.

22. CONFIDENTIAL ITEM

On the proposal of Mr Freeman, seconded by Mr Bartholomew it was unanimously **RESOLVED** to exclude the public for discussion of item 17 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 (commercially sensitive matter).

The meeting closed at 8.33pm