

MALVERN HILLS CONSERVATORS
Governance Committee
Manor House, Grange Road, Malvern
Thursday 25 August 2016, 6.30 pm

Present: Dr S Braim, Mr S Freeman (ex officio), Mr R Hall-Jones (ex officio), Mr C Penn, Professor J Raine, Ms S Rouse.

In attendance: Director, Secretary to the Board, Mr M Davies, Dr P Forster, Mr R Madden, Mr C Rouse, Mr D Street.

The Chair thanked everyone for attending.

1. APOLOGIES FOR ABSENCE

Apologies were received from Mr R Bartholomew, Mr D Bryer and Ms H Stace.

2. DECLARATIONS OF INTEREST

There were no declarations of interest.

3. CHAIR'S ANNOUNCEMENT

The raw results of the Quality of Governance survey had been circulated. There had been no time to consider any conclusions which might be drawn from them before the meeting. The Committee discussed how to interpret the results, in particular the numbers who "neither agree nor disagree" and whether there was a reluctance to give strongly negative responses. It was agreed that the aim over the period before the next questionnaire should be to take action which would result in shifting the responses towards agreement with the statements. It was agreed that Board members should be circulated with the results. What conclusions could be drawn and how to respond to those conclusions would be considered at the next Governance Committee meeting.

4. CHARITY COMMISSION SCHEME

Prof Raine introduced the paper which contained a report of the meeting on 22nd August between the Director, Prof Raine, the Secretary to the Board, Tony George, a senior lawyer from the Charity Commission, and Laura Soley, a partner at BWB solicitors. A more detailed timetable and some provisional costings had been received from BWB and circulated to committee members prior to the meeting. Both Tony George and Laura Soley were of the view that because of the nature of MHC, it was important at an early stage to get "in principle" approval of the scheme from the Charity Commission and also seek the views of the Office for Civil Society (part of the Cabinet Office) before undertaking detailed work on drafting and consultation.

The Secretary to the Board said that, at this stage, it was unclear whether any change could be made within the scheme in relation to the power to precept, either to change the application of the precept, or solely to update the wording of the power in the Acts (which currently refers to the poor rate). Mr Freeman asked that

the reference in the paper to the Charity Commission should put the issue in a neutral way. Prof Raine intended, as a side issue, to start a dialogue with WCC to explore why they were not willing to use their power to precept on behalf of MHC. If there were strong objections to any part of the scheme, it would be necessary to review and possibly to amend the scheme after the consultation stage. Ms Rouse pointed out that it was important that there was a full explanation for members of the public when they were asked to consider the proposals.

Mr George had indicated that it would take around 3 months to ask the Charity Commission Board for “in principle” approval of a scheme, but there was no further information on how long it might take to secure a scheme as there were too many unknown factors. Tony George had not disagreed with the suggestion that 2019 might be an appropriate target date for implementation. Prof Raine said he envisaged another series of meetings to give Board members the chance to comment on the detailed wording of the proposed scheme.

The Secretary to the Board was asked to check that the VAT on legal fees would be recoverable. BWB had given an estimate of £4,200 for the cost of completing the “pre application phase” (ie the steps outlined in the proposal together with ad hoc advice in connection with a further Board member consultation) but had suggested allowing a 20% contingency margin. Mr Freeman reminded the Board not to lose sight of the additional staff time that was also required. It was impossible to predict with any degree of accuracy what the cost would be to complete the scheme because there were too many unknown factors. BWB’s conservative estimate for the overall cost would be in excess of £50,000 and Mr Freeman said that he imagined the overall cost would not be less than £100,000. The Secretary to the Board suggested that everything would need to be re-appraised at the end of the next phase but even if all elements of the current proposals could not proceed, there were some parts which related to the operational capabilities of MHC and it was important that they should go forward if possible. The issue of ongoing cost would become pressing when the budget was set and by that stage a PR strategy needed to be in place.

On the proposal of Prof Raine, seconded by Mr Penn, it was unanimously **RESOLVED** that the Committee recommend to the Board

1. To undertake the necessary work to progress the scheme:
 - a. To get “in principle” approval for the scheme from the Charity Commission Board and
 - b. For MHC’s solicitor and Tony George to meet with a representative of the Office for Civil Society to get his views on the scheme and approve a budget of £6,000 for that work.
2. Once that work is completed, more detailed costs estimates and timescales for the subsequent stages should be brought back to the Governance Committee and the Board for review and decision.

5. URGENT BUSINESS

The Secretary to the Board explained that 2 other matters were discussed at the meeting on 22 August. One would be detailed in the paper on Bush Lane that would come forward to the Board at the September meeting. The other was a request for the Charity Commission to make an Order authorising the granting of a Farm Business Tenancy to John Chance, the new central Hills grazier. MHC had received advice from their Land Agents that this was necessary to protect MHC's position in relation to their Higher Level Stewardship Scheme income. However there was no power in the Acts to grant a lease in these circumstances. The Charity Commission could make an order to sanction the action and the Committee **AGREED** to request that the Board note the position and agree that MHC should request an Order from the Charity Commission sanctioning the granting of a Farm Business Tenancy to Mr Chance in relation to the "in-by" land.

6. DATE OF NEXT MEETING

18th October at 6:30pm

The meeting closed at 7.25pm