

9 March 2017

**MALVERN HILLS CONSERVATORS
ORDINARY MEETING OF THE BOARD**

**Council Chamber, Avenue Road, Malvern
Thursday 9 March 2017, 7:00 pm**

Present: Mr D Baldwin, Mr R Bartholomew, Ms C Bovey, Dr S Braim, Mr D Bryer, Mr M Cordey, Mrs P Cumming, Mr M Davies, Dr P Forster, Mr A Golightly, Mr R Hall-Jones (Chair), Mr D Hawkins, Professor J Raine, Mrs G Rees, Ms S Rouse, Mr C Rouse, Ms H Stace, Mr D Street, Mr P Watson, Mr T Yapp.

In attendance: Director, Conservation Officer, Secretary to the Board, 6 members of the public, Mr R Hale.

1. APOLOGIES FOR ABSENCE

Mrs C Gentry, Mrs L Curtis, Mr S Freeman, Mrs C O'Donnell, Mr J O'Donnell, Mr C Penn, Ms S Stewart.

2. CHAIR'S ANNOUNCEMENTS

The next Land Management meeting was to be postponed until May. The provisional date was 9 May but this could change if no venue was available.

3. PUBLIC QUESTION

There were none.

4. DECLARATIONS OF INTEREST

None relevant to this agenda. Ms Rouse declared an interest in the HLS Scheme.

**5. TO CONFIRM THE MINUTES OF THE BOARD MEETINGS HELD ON 19
JANUARY 2017**

On the proposal of Mr Davies, seconded by Mr Bartholomew, it was unanimously **RESOLVED** to approve the minutes of the meeting held on 19 January 2017.

6. MATTERS ARISING FROM THE PREVIOUS BOARD MEETING

There were none.

7. GOVERNANCE COMMITTEE

7.1 On the proposal of Prof Raine, seconded by Ms Stace, the **ACCURACY** of the minutes of the meeting held on 23 February 2017 was agreed.

7.2 Matters arising

There were none.

7.3 Board to adopt the report with any amendments

On the proposal of Prof Raine, seconded by Ms Stace, it was **RESOLVED** unanimously to adopt the report (all resolutions being set out separately on the agenda for discussion)

8. CHARITY COMMISSION SCHEME.

Prof Raine reported that there had been a high degree of unanimity in the consultation groups in relation to most of the scheme. Further work and consultation was needed on proposals for the make-up of the Board and Counsel.

Mr Watkins suggested that the cost of the Scheme might escalate, that none of the provisions to be included in the scheme were essential for the operation on MHC, and that the Scheme should wait until it was clear what any relevant outcomes from leaving the European Union would be. It was pointed out in response that the cost of the scheme should be within the parameters set out in the motion and it was not a recurring annual cost. It was important to proceed with the Scheme, amongst other reasons, in order to acquire additional powers to secure the commons in order to create a more sustainable grazing model not dependent on grant funding. There were also additional powers proposed to increase MHC's ability to fundraise. Mr Hall-Jones said that there would be an opportunity at the drafting stage to look at the provisions in more detail.

On the proposal of Prof Raine, seconded by Mr Braim, it was **RESOLVED** (16 votes in favour, 3 against and 1 abstention) as follows:

- i) To set aside a designated fund of £100,000 for the cost of the Charity Commission Scheme
- ii) To proceed with the preparatory work (including legal advice, preliminary consultations and drafting) in connection with the agreed elements of the Scheme, to be funded from that reserve. (For the time being not to include work on any new Board structure or methods of appointment of Board members other than to seek legal advice on the options available in relation to these)
- iii) There should be a report on progress and expenditure at each Board meeting.

Mr Watkins left the meeting.

9. TO APPROVE CONFLICT OF INTEREST POLICY

Prof Raine confirmed that the Governance Committee had reconsidered the draft policy following receipt of Mr Hall-Jones' comments and legal advice upon them. The committee had unanimously approved the policy which was before the Board. Prof Raine read out statements from Simon Freeman and Charles Penn who were unable to attend the meeting. (Annexed to minutes) Prof Raine proposed adoption of the policy, seconded by Mr Bartholomew. Mr Hall-Jones read out his comments (annexed to the minutes), concluding with a proposal to amend the policy, which was seconded by Mrs Cumming, by substituting the word "may" for the word "will" at paragraph 3.5.1, in the 7th line and 11th line [sic], and in paragraphs 3.5.2 (a) in the first line, (b) in the second line and (c) in the second line. He then opened the amendment to debate, and in the absence of any comment, the amendment was put to the meeting. Nine votes were cast in favour of the amendment and nine against. It was **RESOLVED** to approve the amendment on the Chair's casting vote. Mr Hall-Jones asked if there was any further debate on the report, and no member immediately indicating a wish to speak he put the substantive motion and asked for those in favour to vote.

Whilst members were voting, Ms Stace asked for clarification on what the Board was now voting on and said she was not happy that the amendment had been carried using the Chair's casting vote as it was not in accordance with the Charity Commission recommendation. The matter should be debated until there was a better consensus. Mr Hall-Jones said that the Board had debated it and moved to a vote and that he would not reopen the debate. Mr Cordey said that he found it slightly wrong to move an amendment so early in the discussion as there had been no discussion about the policy itself. Mr Hall-Jones said that the recording would show that he called on any member to speak who wished to do so and as no member wished to speak, he had then called for the vote.

It was **RESOLVED** (10 in favour, 5 against 4 abstentions) to adopt the policy as amended.

Mr Bryer also pointed out that there had been no discussion on the substantive paper, and he had not realised Mr Hall-Jones was about to propose an amendment.

Ms Rouse left the meeting.

Mr H-J said that his views had been circulated and ruled that the meeting should move to the next item.

Ms Stace said that she would like to register her unhappiness with the procedures that had been followed.

Mr Cordey left the meeting.

10. TO APPROVE PURCHASE OF REPLACEMENT TRACTOR

The Director went through the paper. On the proposal of Mr Rouse, seconded by Ms Stace, it was **RESOLVED** with one abstention to approve the expenditure of £36,500 for the purchase of a Landini REX GT tractor.

11. UPDATE ON REBRANDING

The Director confirmed that details of the plans for the rebranding exercise had been circulated in an E-mail. Mr Rouse suggested that the car parks signs should clearly explain the availability of annual car park passes. The Director agreed and added that the signage would also make it clearer that tickets were valid for all MHC car parks on the day of purchase.

12. PROPERTY MATTERS UPDATE.

Details were set out in a paper which had been circulated.

13. URGENT BUSINESS

There was none.

14. INFORMATION

Malvern Spa Association

A report had been circulated.

AONB Joint Advisory Committee

No meeting has taken place.

Wildlife Panel

The Chair commented that a very valuable and detailed report had been circulated and he thanked the members of that panel.

Recreation Advisory Panel

No meeting has taken place.

Management Report

The Director reported that the sewage connection for Top Shed had now been made. The storage facility under the British Camp toilets was to be licenced to a charity who for a trial period of 12 months. They would reimburse MHC for any electricity used.

The Conservation Officer had visited Woolacombe Warren (National Trust) to view their experimental “invisible fencing”. He thought that it was an excellent system, but it only worked for cattle.

15. ITEMS FOR FUTURE CONSIDERATION

There were none.

The meeting closed at 7.56pm