

18 January 2018

Malvern Hills Trust

Ordinary Meeting of the Board

Council Chamber, Avenue Road, Malvern

Thursday 18 January 2018 7.00 pm

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

In attendance: Chief Executive Officer (CEO), Secretary to the Board, Finance and Administration Manager, Mr I Burrows (Brewin Dolphin – until the end of item 5).

1. **Apologies for absence**

Mr D Bryer, Mrs P Cumming, Mr R Hall-Jones, Mrs L Hodgson, Mrs C O'Donnell, Mr C Rouse, Mr P Watson, Mr J Bills.

2. **Chair's announcements**

2.1 The "Nature of the Malverns" book: there were some photocopies at Manor House of some of the sections of the book which gave an indication of the quality. The book was presently available at a pre-publication discount price.

2.2 The seating arrangements for the meeting had been changed as an experiment.

2.3 Mr Freeman welcomed Ian Burrows of Brewin Dolphin

2.4 Mr Freeman reminded everyone of the importance of openness in Board members' dealings with one other. He and the Vice-Chair had fortnightly meetings with the CEO and if any issues of concern arose, he would make sure Board members were made aware. It had also been agreed that Chairs and Vice-Chairs of committees would meet quarterly and anything arising from those meetings would be communicated to Board members. The Chair and Vice-Chair were producing a newsletter to keep Board members up to date. Committee Chairs and Vice Chairs would also be meeting with the relevant Officers with a view to Board members playing a more active part in development of strategy. The Chair and Vice-Chair would welcome any questions from Board members.

3. **Public questions**

There were none.

4. **Declarations of interest**

Ms Rouse declared an interest in the HLS Scheme.

5. **Investment Review**

Ian Burrows went through the Report which had been prepared for the Board. He would welcome feedback on the level of detail provided.

Mr Bartholomew asked what difference it would make if MHT had an ethical investment policy. Mr Burrows said Brewin Dolphin would work with the charity to create an individually tailored portfolio and ascertain which areas of investment they would like to exclude. "Ethical" was a very subjective term. The Charity Commission guidance was that the policy should be in keeping with the objects and aims of the charity. Mr Street said that the matter had been discussed when the investment policies were drafted. Dr Braim asked how Brewin Dolphin would respond to a sudden downturn in the markets. Mr Burrows said the Trust's investment was for the long term. It would depend on the circumstances but if Brewin Dolphin believed the investment cycle was turning they would start to make appropriate changes to the portfolio.

The Finance and Administration Manager said that she was provided with details of transactions within the portfolio and she would be happy to provide copies to Board members should they so wish. Mr Burrows said that new EU regulations meant that there would be more detail provided to clients on costs and charges from January 2019 and that Brokers would also need to write to clients if the value of the portfolio fell by more than 10% from the last quarterly valuation. Mr Freeman thanked Mr Burrows for attending and he left the meeting.

6. To confirm the minutes of the Board meetings held on 9 November 2017

On the proposal of Mr Freeman, seconded by Mr Bartholomew, it was **RESOLVED** unanimously to approve the minutes of the meeting held on 9 November 2017.

7. Matters arising from the previous Board meeting

There were none.

8. Land Management Committee

8.1 On the proposal of Mrs Rees, seconded by Mr Baldwin, members of the Land Management Committee **RESOLVED** to approve the minutes of the meeting held on 7 December 2017.

8.2 Matters arising

Mrs Rees went through the items which arose during the meeting. The CEO confirmed that MHT had written to Natural England about the delay in processing the Countryside Stewardship application. Natural England had apologised and confirmed that they would get back to MHT by 19 January.

8.3 Adoption of minutes and resolutions contained in them

There was only one recommendation from the meeting which was to approve the Land Management budget, but this would be included under agenda item 10. On the proposal of Mrs Rees, seconded by Ms Rouse, it was **RESOLVED** unanimously to adopt the minutes of the meeting held on 7 December 2017.

9. Staffing Committee

9.1 On the proposal of Ms Stace, seconded by Mr Penn, members of Staffing Committee **RESOLVED** to approve the minutes of the meeting held on 4 January 2018.

9.2 Matters arising

The CEO clarified that there was a difference between the Trust's liabilities for Health and Safety at Work and to the public generally. The Health and Safety Policy covered the requirement to report incidents involving members of the public *whilst in a place of work* (whether permanent or temporary). This was completely separate to MHT's liability generally to the public. All incidents relating to members of the public whether in a place of work or anywhere on MHT land needed to be recorded in case the record was required for insurance purposes.

In relation to the paper on Staff Terms and Conditions, Ms Stace said that the Committee had recommended deferring any further decisions until the job evaluation exercise had been carried out.

The Secretary to the Board pointed out, in relation to the proposed appraisal process for the CEO, that adopting the process would result in a change in the Staffing Committee's Terms of Reference as they would no longer be responsible for making recommendations to the Board on the CEO's salary. The recommendation would come from the Remuneration Panel. Ms Stace added that the new process would be trialled this year, and adjusted as needed.

Mrs Rees asked if the CEO had looked into the option of being able to record phone calls (in the context of the complaints policy). The CEO said this could be investigated when the phone system was changed.

9.3 Adoption of the minutes and the resolutions contained in them.

There were 7 recommendations for adoption:

i) Health and Safety Policy

On the proposal of Ms Stace, seconded by Mrs Rees it was **RESOLVED** unanimously to adopt the Health and Safety policy with the amendments set out in the papers for the meeting.

ii) Lone Worker Policy

On the proposal of Ms Stace, seconded by Mr Davies it was **RESOLVED** unanimously to adopt the proposed amendments to the Lone Worker section of the Staff Handbook and the Lone Worker Policy.

iii) Delegation of duties in CEO's absence

On the proposal of Ms Stace, seconded by Mr Bryer it was **RESOLVED** unanimously as follows

During the CEO's absence from work and when a function or duty of the CEO could not reasonably be postponed until his return:

i) The Secretary to the Board be authorised (save as set out in (iv) below) to exercise all the functions and duties of the CEO, including the signing of deeds, documents and contracts.

ii) Operational responsibility for Health and Safety matters, and in particular actions required under RIDDOR be passed to the Secretary to the Board, or in his or her absence, another member of the management team.

iii) The Secretary to the Board be appointed as Returning Officer.

iv) The Finance and Administration Manager be authorised to make any payments up to the limit of the authority of the CEO, such payments to be countersigned by the CEO on his/her return.

iv) Terms and conditions for staff in the direct contribution pension scheme

On the proposal of Ms Stace, seconded by Dr Forster it was **RESOLVED** unanimously that MHT continue to use the People's Pension as the provider of its auto enrolment pension scheme, subject to a review every 3 years.

v) Appraisal process for CEO

On the proposal of Ms Stace, seconded by Mr Freeman it was **RESOLVED** unanimously that MHT adopt the draft appraisal process for the CEO and the appraisal form.

vi) Policy on complaints and dealing with abusive, persistent or vexatious complainants

On the proposal of Ms Stace, seconded by Ms Rouse, it was **RESOLVED** unanimously that MHT adopt the draft complaints' process and policy on dealing with abusive, persistent and vexatious complainants.

vii) Nominal post to remain within WCC pension scheme

On the proposal of Ms Stace, seconded by Prof Raine it was **RESOLVED** unanimously that the post of Barrier Operator at Tank Quarry be selected as the post to continue within WCCPF.

viii) Adoption of minutes

On the proposal of Ms Stace, seconded by Dr Braim, it was **RESOLVED** unanimously to adopt the minutes of the meeting of 4 January 2018.

The meeting was adjourned at 8.05pm

The meeting resumed at 8.06pm

10. To approve the general fund budget and the levy for 2018/9

Mr Davies said that there should have been a FAR Committee meeting earlier in the evening but it was inquorate. The Committee members present had taken the opportunity to discuss the draft budget, in particular the percentage increase in the levy and the recommended increase in car park charges.

The Finance and Administration Manager went through the background to the budget and explained that it showed a deficit of around £1,000. She highlighted that:

- Within the general fund, the budget included £20,000 unrestricted funds as a target to be raised.

- Most staff were on the NJC payscale. There had been no pay settlement announced to date. The budget was based on a 3 % pay rise.
- In the “Other Funds” budget, £50,000 had been allowed for refurbishment work at Manor House. The detail would come back to the Board for approval once there was a proposals for the work to be carried out.
- She felt the Board should try to maintain the value of the income from parking charges and not allow it slip behind inflation.

Mr Davies explained that the proposal in the budget paper was that car park meter charges should be increased from £4 to £4.20 in line with inflation, which, together with other increases in charges for permits, should produce an increase in the parking charges income of £14,000. The CEO was in the process of preparing a paper on the future choices for car park meters for the February FAR meeting. He suggested to the Board that the decision on how to achieve the additional income from parking charges should be delegated to the FAR Committee at their next meeting, when more information would be available.

On the proposal of Mr Freeman, seconded by Mr Davies it was **RESOLVED** unanimously that the levy for 2018/9 be set at £499,250.

On the proposal of Mr Freeman, seconded by Mr Davies, it was **RESOLVED** (with one vote against and one abstention) that the income budgeted from parking meter charges and/or sale of passes be increased by £14,000 and that the Board delegate authority to FAR Committee to determine how that increase should be apportioned.

On the proposal of Mr Davies, seconded by Mr Cordey, it was **RESOLVED** unanimously to approve the 2018/9 budget attached to the FAR Committee papers for the meeting 12.12.2017.

On the proposal of Mr Davies, seconded by Mr Bartholomew it was **RESOLVED** unanimously that the expenditure from the other reserves for the year 2108/9 be approved as detailed in the paper for the FAR meeting of 12.12.2017.

11. Charity Commission Scheme

Prof Raine said a first draft of the changes proposed to be made by the Scheme had been received from BWB. It took the form of a consolidating Act, and they had also prepared a tabulation of the current Acts showing each section and whether it would be repealed or retained. One of the challenges was how to deal with this, which would be discussed by the Governance Committee at its next meeting. The consultation process now also needed to be looked at in more detail.

12. St Ann’s Well Refurbishment

The CEO had prepared a summary paper for the FAR meeting of 12.12.2017. The builders had finished the main part of the work in November and there remained one snagging item outstanding. The tenant was in the process of preparing to re-open. An evening event was proposed for Board members. The final account had been received.

Several items had been queried and it was hoped that a reconciled final account would be available by 8 February. In addition to the building costs, there were additional charges for the architect, archaeological surveys, gas meter installation and inspection fees. The CEO was awaiting confirmation of the tenant's planned opening hours.

13. Urgent Business

There was none.

14. Information

14.1 Malvern Spa Association

No meeting has taken place.

14.2 AONB Joint Advisory Committee

A written report had been received.

14.3 Wildlife Panel

No meeting has taken place.

14.4 Recreation Advisory Panel

No meeting has taken place.

14.5 Management Report

The CEO confirmed that arrangements for recruiting a Deputy Conservation Officer were on hold until the application for the Countryside Stewardship Grant was determined.

The CEO had met with the developer and the agent engaged in connection with the development of the QinetiQ site. He had also discussed the matter with Harriet Baldwin. Indications to date were that no changes to the road layout to the south of the site would be required.

There had been a number of trees brought down in the bad weather. Additional costs would be incurred to remove them. The car parks had to be closed because of snowfall on two occasions.

The CEO had not gone into detail about the Charity Commission Scheme in the meeting with Harriet Baldwin but had explained the reasons for the Scheme and she was broadly supportive. She had also agreed to write to DEFRA about the importance of the grant funding to the Trust.

15 Items for future consideration

There were none.

16 Next meeting:

The next meeting would be at the Lyttelton Rooms at 7.30 on 8 March 2018

The meeting closed at 8.50pm