

8 March 2018

## Malvern Hills Trust

Ordinary Meeting of the Board

Lyttelton Rooms, Church Road, Malvern

Thursday 8 March 2018 7.30 pm

**Present:** Mr D Baldwin, Mr R Bartholomew (to the end of item 18), Dr S Braim, Mr D Bryer, Mr M Cordey, Mr M Davies, Dr P Forster, Mr S Freeman (Chair), Mr R Hall-Jones, Mr D Hawkins, Mr J Michael (from item 2.3), Mr C Penn, Professor J Raine, Mrs G Rees, Mr C Rouse Ms S Rouse, Ms H Stace, Mr D Street, Mr P Watson, Mr T Yapp.

**In attendance:** Chief Executive Officer (CEO), Secretary to the Board, Finance and Administration Manager.

**Non-attendance:** Mrs E Holton, Mr J O'Donnell, Ms S Stewart.

### 1. Apologies for absence

Ms C Bovey, Mrs P Cumming, Mr A Golightly, Mrs L Hodgson, Mrs C O'Donnell.

### 2. Chair's announcements

2.1 Mr Freeman called for one minute's silence in memory of former Board member Dudley Brook.

2.2 Mr Freeman confirmed that the offer of a Countryside Stewardship grant for the Northern and Central Hills had been accepted.

2.3 Three workshop dates to discuss the draft consultation paper for the Charity Commission Scheme had been circulated.

2.4 Training had been provided on chairmanship for the current chairs and vice-chairs. One point which had arisen was that non-attendance at a meeting or abstaining on a vote did not absolve a trustee from personal liability in the event of an unlawful decision being made. Even voting against a motion would not automatically mean that a trustee was not liable.

2.5 In the light of recent news reports, several trustees had contacted Mr Freeman about safeguarding and harassment. He asked if there was a trustee who was interested in becoming the Safeguarding Champion for the Board, to oversee safeguarding issues.

### 3. Public questions

There were none.

### 4. Appointment of Auditors

The public had been notified of this item by a Public Notice in the Malvern Gazette as well as on MHT's web site and notice board.

The Finance and Administration Manager went through the paper. As a result of Crowe Clark Whitehill increasing their fees, a tendering process had been undertaken and Bishop Fleming had made the lowest tender. Referees had been contacted and had given a

good report. On the proposal of Mr Freeman, seconded by Mr Hawkins, it was **RESOLVED** unanimously by the precept payers present to appoint Bishop Fleming as MHT's auditors. Ms Stace proposed a vote of thanks to Martin Regan and his team for their work on behalf of the Trust.

**5. Declarations of interest**

Ms Rouse declared an interest in the HLS Scheme.

**6. To confirm the minutes of the Board meetings held on 18 January 2018**

There was a minor amendment to the draft which had been circulated but subject to that, on the proposal of Ms Rouse, seconded by Dr Forster, it was **RESOLVED** (with 4 abstentions) to approve the minutes of the meeting held on 18 January 2018.

**7. Matters arising from the previous Board meeting**

There were none.

**8. Governance Committee**

8.1 On the proposal of Prof Raine, seconded by Ms Stace, members of the Governance Committee **RESOLVED** to approve the minutes of the meeting held on 25 January 2018.

**8.2 Matters arising**

Prof Raine went through the minutes. There had been one recommendation to take a paper to the next FAR Committee meeting to seek approval of a budget for the public consultation on the Charity Commission Scheme.

**8.3 Adoption of minutes**

On the proposal of Prof Raine, seconded by Dr Braim, it was **RESOLVED** (with 2 abstentions) to adopt the minutes of the meeting held on 7 December 2017.

**9. Finance Administration and Resources Committee**

9.1 On the proposal of Mr Davies, seconded by Mr Cordey, members of FAR Committee **RESOLVED** to approve the minutes of the meetings held on 18 January and 8 February 2018.

**9.2 Matters arising**

Mr Davies went through the minutes. He asked any Board member who was interested in joining a working group to discuss fundraising to contact him.

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

On the proposal of Mr Davies, seconded by Mr Cordey it was **RESOLVED** (with one abstention) to adopt the 4 following recommendations and to adopt the minutes of the meeting. :

**i) Authorisation of Gift Fund expenditure**

To confirm that the CEO's authority to approve unbudgeted expenditure as agreed at the FAR Committee meeting held on 8<sup>th</sup> December 2016 (and subsequently approved

at the Board meeting on 19<sup>th</sup> January 2017) covered expenditure from all the charity's funds.

ii) **Pension review designated fund**

That the balance of £15,113 on the pension review designated fund be transferred back to the general fund at the year end.

iii) **General Data Protection Regulations**

To approve the setting up of a designated fund of £5,000 to cover the possible cost of professional advice needed to ensure compliance with the GDPR regulations.

iv) **Car park ticket machines**

a) To change all machines to cash and card (Contactless only) machines where the level of phone services permitted in 2018/19.

b) Where a phone connection was not available, to upgrade to machines with VNI and capacity to add card payment in future, when phone network improves.

The CEO referred to minute 9 – relating to the Countryside Stewardship Scheme. He had received confirmation that the grant would cover work undertaken from January 2018.

**10. Appointment of extra member to FAR Committee**

Mr Freeman said that voting members of the FAR Committee were at the minimum level and there had been one occasion where the meeting was not quorate. Ms Rouse had agreed to resign from the Land Management Committee and to join the FAR Committee. The Board **APPROVED** her appointment.

**11. Charity Commission Scheme**

Prof Raine introduced the paper and said that there were a number of points which required clarification from the Board, as set out in the paper.

**Change of name**

The Scheme might present an opportunity for a formal change of name to Malvern Hills Trust. All members were asked for their comments. There was a suggestion that it would be appropriate to retain a reference to the old name.

On the proposal of Mr Freeman, seconded by Ms Rouse, it was **RESOLVED** (15 votes in favour, 4 against and 1 abstention) to make a formal and legal change of the name of organisation from Malvern Hills Conservators to Malvern Hills Trust.

**Requirement for residence/place of work to stand as a candidate for election**

Prof Raine said that the recommended option was option 6 as set out in the paper (based on the qualification for standing for election as a Parish Councillor). He proposed, seconded by Mr Cordey, that candidates for election should live or work within a parish in which Malvern Hills Trust held land, or lived within 3 miles of those parish boundaries.

Mr Hall-Jones proposed an amendment, seconded by Mr Bartholomew that the specified distance should be changed to 1 mile. It was **RESOLVED** (13 votes in favour, 6 against and 1 abstention) to adopt the amendment.

It was **RESOLVED** (18 votes in favour with 2 against) that candidates for election to the Board of MHT should live or work within a parish in which Malvern Hills Trust held land, or live within 1 miles of those parish boundaries.

### **Removal of Trustees**

The Secretary to the Board outlined the options in the paper. The following points were raised:

- What happened if an elected trustee was removed? Could they stand again for election?
- To be able to remove a Board member “for any reason” raised the possibility of removing a trustee just because they disagreed with other Board members.
- There needed to be a carefully drafted underlying policy or process which followed the principles of natural justice by which a trustee would be removed (which would not necessarily be set out in the Scheme).
- The Scheme could contain a general power but with some constraining words (requirement for “due process”).
- The charity should not constrain its ability to operate effectively in the face of malpractice by a Board member.

On the proposal of Prof Raine, seconded by Ms Stace it was **RESOLVED** (16 votes in favour, one against and 3 abstentions) that the Scheme should include a general power to remove trustees (with appropriate safeguards)

### **Power to delegate to committees**

Prof Raine summarised the paper. The Chair pointed out that under the proposals currently in the Scheme, the requirement for committees should be greatly reduced.

On the proposal of Prof Raine, seconded by Mr Cordey it was **RESOLVED** (18 votes in favour, 2 against) to include a power to delegate decision making to committees, with the caveat that such committees should include at least one Board member.

Prof Raine summarised the progress of the Charity Commission Scheme. The Governance Committee had not considered the first draft of the consultation document, but he, the CEO, Secretary to the Board and the Chair had been through it in detail and sent comments back to BWB, as a preliminary to having a meeting with BWB on 15<sup>th</sup> March. BWB had said they would have the next draft ready by 20<sup>th</sup> April, and the intention was then to run a series of workshops for Board members to go through the draft in detail. It was intended to have a Special meeting of the Governance Committee after the workshops had taken place with a view to bringing the document to the Board in June.

## **12. St Ann’s Well Refurbishment**

The CEO had received the final valuation for the works, which was within budget. There were 2 pieces of work which had been held over until the next financial year. An evening reception for Board members would be held at St Ann’s Well after Easter.

**13. Urgent Business**

The CEO had a matter for note which would be dealt with in the confidential section.

**14. Information**

**14.1 Malvern Spa Association**

No report.

**14.2 AONB Joint Advisory Committee**

No meeting has taken place.

**14.3 Wildlife Panel**

Meeting 7 March – report to June Board meeting.

**14.4 Recreation Advisory Panel**

No meeting has taken place.

**14.5 Management Report**

The CEO confirmed that the Portacabin at Colwall School had been removed and a damaged section of the verge would be repaired. The tree work had been completed at Thirds Wood. The CEO had asked a stonemason to provide a quote for the work to the bowl and pedestal at St Ann’s Well. Mrs Rees thanked the CEO for keeping Colwall Parish Council informed about the work at Thirds Wood and for snow clearance.

**15 Items for future consideration**

There were none.

**16 Next meeting:**

The next meeting would on 14 June 2018

**17 Confidential item**

On the proposal of Mr Freeman, seconded by Ms Rouse, it was **RESOLVED** to exclude the public for discussion of the remaining items 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 (staffing matter).

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**Confidential**

**Minutes Released**

**18 Urgent Business**

The CEO said that a parcel of land was to be sold at auction, which MHT might wish to purchase. A special meeting of the Board would be called once the full details were available.

### **19. CEO salary review**

Mr Freeman said that the CEO's salary was due for review as of 1<sup>st</sup> April. This was the first time the new process for carrying out the CO's appraisal and salary review (as agreed by the Board in January 2018) had been used. There had been broad agreement between Mr Freeman and the CEO on the objectives for the forthcoming year and the achievements of the past year. The CEO's current salary had been fixed in November following a benchmarking exercise, so there had been no need to undertake further comparisons. The Remuneration Panel agreed that on this occasion the CEO's salary should be increased in line with other staff salaries.

On the proposal of Mr Freeman, seconded by Prof Raine it was **RESOLVED** unanimously that the CEO's salary be increased for the year 2018/9 by the same percentage figure as that for other employees of the Trust under the National Joint Council for Local Government Services recommendation for the year 2018/9, effective from 1 April 2018.

**The meeting closed at 10.00pm**