



**Malvern Hills Trust**

**Addendum Papers - Open**

**Ordinary Meeting of the Board  
Thursday 7 March 2024 at 7.00 pm**

**The Council Chamber,  
Malvern Hills District Council,  
Avenue Road  
Malvern, WR14 3AF**

## Ordinary meeting of the Board

### Drainage Issues

7 March 2024

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#### Introduction

We are currently dealing with three drainage issues. This paper is intended to inform Trustees of the issues and asks for approval for the actions we intend to take.

It is likely that there will be significant unbudgeted costs attached to 2 of these issues.

#### 1. Sink hole on Link Top Common

Many Trustees will be aware that there is a sink hole on our land at Link Top Common. The sink hole is the result of a broken pipe carrying water.

This first appeared in October and our staff immediately took action to contact those bodies we felt might be responsible for the pipe: Worcestershire County Council Highways (WCC) and Severn Trent, to determine whose pipe it was. Both bodies denied it was theirs.

Officers investigating the incident obtained a map which showed a Severn Trent pipe on the line of the sink hole. Hence efforts between October and January focused on Severn Trent and officers spent many hours on phone calls, the internet and with 3 sites visits, all of which led to Severn Trent denying responsibility.

Throughout this time the sink hole grew bigger and officer attended daily to ensure that the safety barriers around the hole remained in place (extending the barriers as the hole grew).

Early in February, 2 periods of heavy rain led to overtopping of the sink hole and the flow of water washed gravel off the adjacent neighbours' driveways onto Moorlands Road. Officers attended to assist the neighbours in replacing the gravel on the drive.

At this point, officers used dye in the road gully pots to show that the flow of water included flow from the highway managed by Worcestershire County Council.

We have now received a response from WCC claiming the pipe is not theirs and that their contractors have chased the source of the culvert back to a watercourse coming off the hills on North Malvern Road. Efforts continue to verify this information, but it does now appear likely that the pipe may be our responsibility.

The Pipe is a hazard causing continuing diversion of staff time. On this basis, MHT could now take measures to mend the pipe, whilst continuing to verify the ownership. If it is found not to be our pipe, the Trust could attempt to claim the costs of the works back from the appropriate body.

**Recommendation:** The Board authorise the CEO to engage contractors required to mend the pipe and backfill the hole, whilst continuing efforts to confirm the ownership of the pipe.

## 2. Colwall Green Football Pitch

There has been repeated flooding of the road through Colwall Green as a result of water failing to drain away through the Herefordshire Council's highways gully pot.

On-site investigations suggest that there is a culvert running under the pavement, across the football pitch emerging in a boggy area in the lower corner of the triangle of land occupied by the football pitch, before passing under the railway line.

Our staff have cleared the vegetation and ditches in the lower corner of the site and exposed the pipe end. It is not clear where it is blocked.

The raises a number of issues:

- The pipe passes under a pavement, then under land 'under our jurisdiction' and then under a triangle of land definitely owned by Malvern Hills Trust.
- When MHT attempted to register the land under our jurisdiction as Common land, we were unable to produce title deeds (lost in a fire) and our ownership was contested by the Parish Council. This went to court and the decision was in favour of the Parish Council.
- We purchased the MHT land in 1967. At some point c 1971, a football pitch was installed across both the jurisdiction land and the owned land.
- At this stage, we are not aware who created the football pitch – it may not be possible to locate any definitive information on the works involved
- The pipe passes under the football pitch. It appears to have been installed to facilitate the creation of this pitch. It is unclear where the blockage lies.
- Hence it is unclear at present who should be responsible for the pipe.

As the water is failing to drain away is from the Highway, we will attempt to engage Herefordshire Council in addressing this issue. However, in the interest of resolving a long-standing problem which is likely to cause reputational damage, we may have to undertake works in the meantime with a view to trying to recoup costs at a later date.

**Recommendation:** The Board authorise the CEO to engage contractors to attempt to jet out the pipe, or, '*in extremis*' replace the pipe, whilst continuing to establish who should be responsible (with a view to reclaiming any costs if possible).

## 3. Flooding at Colwall Green

There is a line of houses at the bottom of Evendine Lane, abutting land 'under the jurisdiction' of MHT. Prior to the construction of the houses (in the 1940s?), there was a water course running along the south side of the strip. This water course was subsequently piped, presumably to facilitate construction of the houses and the access routes to them.

Water is backing up outside several properties. We have re-opened the ditch upstream of the properties but this has not resolved the problem. It appears that the pipe is blocked at some (or many) points across the strip of land.

**Recommendation:** MHT contacts the property owners to remind them that it is the responsibility of easements holders to maintain the culverts under the easement and suggesting that they work in unison to clear the blockage

### **Costs**

The works noted under 1 and 2 are unbudgeted and may be costly.

Costs for these works have not yet been determined, as we are still looking for contractors to quote for the works. We will endeavour to have quotes available in time for the Board meeting, but this may not be possible.

We will also continue efforts to clarify who is responsible for the pipes with a view to recouping costs if possible.

Helen Stace  
Interim CEO  
29<sup>th</sup> February 2024

Malvern Hills Trust  
Governance Committee  
Lyttelton Well, Malvern WR13 2AY  
Thursday 25 January 2024 at 7 pm

**Present:** Prof J Raine (Chair), Mr R Bartholomew, Mr D Core, Mr D Fellows, Mrs C Palmer (non-voting), Mr J Michael, Mr C Penn.

**In attendance:** Interim CEO, Secretary to the Board, outgoing Secretary to the Board, Mr C Rouse, Mrs S Wren, two members of the public.

Prof Raine welcomed everyone to the meeting.

**1. Apologies for absence**

Mr P Clayburn.

**2. Chair's announcements**

There were none.

**3. Declarations of interest**

There were none.

**4. Public comments**

There were none.

**5. Minutes of the meeting held on 4 January 2024**

- a. On the proposal of Mr Core, seconded by Mr Fellows, it was **RESOLVED**, with five in favour and one abstention, to approve the open minutes of the meeting, subject to the addition of Mr Clayburn's name to the list of those present and the deletion of the duplication of Mr Fellows's name.
- b. On the proposal of Mr Fellows, seconded by Mr Penn, it was **RESOLVED**, with five in favour and one abstention, to approve the confidential minutes of the meeting, subject to the addition of Mr Clayburn's name to the list of those present and the deletion of the duplication of Mr Fellows's name.
- c. There were no matters arising from the minutes.

**6. Private Bill**

The outgoing Secretary to the Board reported on the workshop held on 8 January 2024. There were six proposed measures where there had not been a significant majority of Trustees in favour of passing the proposals to the Parliamentary Agent and which required further discussion. It was agreed that these concerns might be explored at a further workshop, date and venue to be confirmed.

**7. Amendment to the Disciplinary Procedure**

The Committee received a paper prepared by the Interim CEO, recommending that a further option be added to the list of possible penalties that the Disciplinary Committee might choose to impose on a Trustee who breached the Code of Conduct. This option would be to notify the breach to other members of the

Board. In answer to a question as to whether there were any data protection issues around this, it was confirmed that any report of a breach would be received in the confidential section of a meeting. Mr Fellows was concerned that adding this sanction could set a dangerous precedent. The Committee was assured that the sanction would not be compulsory; it would be an option available to the Disciplinary Committee, albeit a strong one. Mr Penn said that there had been only one disciplinary panel during his eight years on the Board, but that had been problematic to deal with; he thought that a wide range of possible sanctions would therefore be helpful.

On the proposal of Mr Bartholomew, seconded by Mr Penn, it was **RESOLVED**, with five in favour and one abstention, to recommend to the Board that notification of a breach to other members of the Board be added to the list of potential penalties listed in the Disciplinary Procedure.

#### 8. Proposed Amendments to the Trustee Code of Conduct

Prof Raine reported that he and Mr Michael had, as requested by the Committee, met with the two remaining non-signatories to the Code of Conduct. They had had a constructive discussion. The two Trustees had shared the changes they would require in order to sign, and Prof Raine had then prepared a suggested version incorporating those changes that he and Mr Michael thought might be acceptable to the Board. A copy of the current Code of Conduct had been circulated with the proposed amendments shown in red. The Trust Officers had consulted solicitors on the proposed amendments and comments as agreed with the solicitors had been added to the draft in text boxes. Mr Fellows questioned why solicitors had been involved, as he felt that this had not been part of the mandate from the Committee. The outgoing Secretary to the Board said that the current version of the Code had been agreed with the solicitors in 2019 and it was therefore appropriate to share any proposed change with them. Mr Fellows was concerned to note that there was no file note of the conversation with any lawyers, as it was best practice to record such conversations in this way to protect MHT and the Trustees. The Interim CEO apologised and noted that that staff had been pressed for time, but the essential facts of the conversations were recorded in the commentary boxes in the paper.

The Interim CEO went through the proposed changes and Officer/VWV comments:

- Point 2 – the two Trustees had suggested deleting the appendix setting out the Nolan Principles of Public Life. There was general agreement amongst committee members that having the principles attached to the Code was helpful and that it should stay.
- Point 4 – the deletion of reference to the Charity Commission Guidance was considered unwise because it was essential for Trustees to abide by it. The suggestion of adding the wording ‘relevant’ and ‘made available’ would allow Trustees to argue about which policies applied.
- Point 6 – Addition of the word ‘role’ was not advised because the phrase ‘management role’ might be misinterpreted as operational. Mr Penn

suggested that the syntax might be altered to avoid any misinterpretation and it was agreed that this might be done.

- Point 11 – the Committee agreed to the suggestion that the phrase ‘unless the material enters the public domain’ should be qualified by the additional of the words ‘(except as a result of a breach of this Code)’.
- Point 12 – The proposed deletion was not agreed; the words were part of the principle of collective responsibility. Charity Commission guidance states that a Trustee who is unable to unite behind a Board decision once made, even if they personally disagree with it, should consider resigning.
- Point 15 – it was pointed out that there had to be an alternative point of contact besides the Chair for Trustees in case the concern was *about* the Chair. The Committee agreed.
- Point 17 – it was noted that the question of including the word ‘monitoring’ had been raised before. Point 17 was about Trustee conduct and behaviour, not about their duties. Mr Core pointed out that the monitoring role of Trustees was defined in committee terms of reference and considered to be a strategic, not operational role.
- Point 18 – Inclusion of the word ‘intentionally’ would weaken the Code so that it did not encompass reckless or negligent behaviour.

It was not clear whether the two non-signatories would not accept the proposed changes or whether they were seeking further changes not included in Prof Raine’s paper. The Committee very much wanted to bring the Board together, but it could not allow the non-signatories to drive Trust policy. Prof Raine suggested that it would be helpful if the Interim CEO could now meet with the two Trustees to see if agreement could be reached. He stressed that progress *had* been made. The next step would be for a clean copy of the Code with the changes that the Committee had agreed should be prepared and shared with Prof Raine and Mr Michael, prior to the Interim CEO’s meeting with the two Trustees. The outcome of that meeting would be reported to the next meeting of Governance Committee.

Mr Penn cautioned that there had been concerning feedback from the Staff Review meetings conducted by himself and Mrs Wren, and that the Board might need to consider the introduction of a mini code on Trustee interaction with staff. He would be in a position to comment further once his and Mrs Wren’s report had been finalised.

#### 9. **Prioritisation of outstanding work for Governance Committee**

It was noted that the following business was outstanding:

- a. Policy on Vexatious Complaints
- b. Policy Review Schedule
- c. Trustee Information on the web site
- d. Stakeholder engagement

There was general agreement amongst committee members that work was needed to make the web site more accessible. It was difficult to locate meetings, not all Trustees had provided their profiles, the search facility tended to throw up odd results, and the public interface was thought not to be very good; the latter needed to be addressed as part of stakeholder engagement.

**10. Urgent Business**

There was none.

**11. Date of next meeting**

It was agreed to set the date of the next meeting after the next workshop had taken place.

**The meeting closed at 7.55 pm.**



Malvern Hills Trust  
Special Meeting of Governance Committee  
Welland Parish Hall, Marlbank Road, Malvern WR14 6NE  
Tuesday 27 February 2024 at 6 pm

**Present:** Prof J Raine (Chair), Mr R Bartholomew, Mr P Clayburn, Mr D Core, Mr D Fellows, Mrs C Palmer (non-voting), Mr C Penn.

**In attendance:** Interim CEO, Secretary to the Board, Mr R Berry, Mr R Fowler, Mrs F Robinson, Mr C Rouse, Mrs M Turner, Mrs S Wren .

1. **Apologies for absence**  
Mr J Michael.
2. **Chair's announcements**  
There were none.
3. **Declarations of interest**  
There were none.
4. **Public comments**  
There were none.
5. **Minutes of the meeting held on 25 January 2024**
  - a. The Interim CEO reported that an amendment to minute 8 of the draft minutes had been requested by Mr Fellows, with the following three sentences being added to the end of the first paragraph: *Mr Fellows questioned why solicitors had been involved, as he felt that this had not been part of the mandate from the Committee. [...] Mr Fellows was concerned to note that there was no file note of the conversation with any lawyers, as it was best practice to record such conversations in this way to protect MHT and the Trustees. The Interim CEO apologised and noted that that staff had been pressed for time, but the essential facts of the conversations were recorded in the commentary boxes in the paper.*
  - b. On the proposal of Mr Fellows, seconded by Mr Core, it was **RESOLVED**, with five in favour and one abstention, to approve the minutes of the meeting, subject to the amendments listed above.
  - c. The Interim CEO requested that, if Trustees wished draft minutes to be amended, they should provide an annotated copy of the draft, ideally using tracked changes, so that the amendments were clear. She reminded Trustees that minutes were not intended to be a verbatim record of the meeting.
  - d. There were no matters arising from the minutes.
6. **Urgent Business**
  - a. The Interim CEO provided an update on the Charity Commission's response to the request for the s105 for the loan agreement. There had been a

further query in respect of the professional advice taken by the Trust from its investment managers, in regards not only to the Trust's own investments, but also to the specific investments of the fund from which the Trust was proposing to borrow. The Trust had indeed taken such advice, and Mr Core had therefore been able to prepare a response to the Charity Commission, providing the required evidence. The Interim CEO was hopeful that this response would allay any outstanding concerns of the Commission and that the Trust would soon be in receipt of a positive response from them.

- b. The Interim CEO suggested that if there was time during the confidential section, the Committee might wish to discuss the Risk Assessment for the Private Bill, which had been circulated separately by email.

**7. Date of Next Meeting**

Either Thursday 21 March or Thursday 11 April – to be confirmed<sup>1</sup>.

**8. Confidential Items**

The meeting proceeded to the confidential section. There were no members of the public present, and therefore no resolution was required.

**The meeting closed at 6.40 pm.**

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<sup>1</sup> Subsequently confirmed as 21 March, jointly with Staffing Committee

## **Malvern Hills Trust**

### **Special Meeting of Staffing Committee**

**Welland Parish Hall, Marlbank Road, Malvern WR14 6NE**

Tuesday 27 February 2024 at 7.00 pm

Present: Mr C Penn (Chair), Mr D Baldwin, Mr R Bartholomew, Mr D Core (non-voting), Mrs C Palmer, Prof J Raine, Mrs F Victory, Mrs S Wren.

In attendance: Interim CEO, Secretary to the Board, Conservation Manager, Community & Conservation Officer, Finance & Administration Manager, Mr R Berry, Mr R Fowler, Mrs F Robinson, Mr C Rouse, Mrs M Turner.

Mr Penn welcomed Mrs Nicky Gutteridge, the new Finance & Administration Manager, to the meeting.

**1. Apologies for absence**

There were none.

**2. Chair's announcements**

There were none.

**3. Declaration of interests**

There were none.

**4. Public Comments**

There were none.

**5. Minutes of the meeting held on 4 January 2024**

These had been approved by email, following the change of procedure approved at Board on 18 January 2024. There were no matters arising.

**6. Health and Safety Update**

The Committee received a paper prepared by the Interim CEO, itemising health & safety incidents, accidents, near misses, and staff training since the last meeting. The Interim CEO reminded the Committee that there had been a discussion at the last meeting of the need for staff to be encouraged to report near misses, so that appropriate action could be taken to prevent accidents. There were three near misses included in this report. The first two were incidental and there was nothing the Trust could have done about them. However, the third near miss around bin emptying had raised serious concerns about safety and hygiene, and the Interim CEO had recommended that the new CEO be asked to review provisions for bin emptying including hygiene issues and to investigate the cost versus time saving to staff of contracting out this activity. Since this was an operational recommendation, it was not thought appropriate or necessary for the Committee to pass a resolution, but members confirmed their support for the recommendation.

## 7. Equality, Diversity & Inclusion Policy

The 2021 version of the Equality & Diversity Policy had been reviewed at the last meeting. In discussion it had been agreed that it should be redrafted to incorporate Inclusion (i.e. creating an environment that respects and welcomes everyone). Mrs Wren had worked on the revised version with the Interim CEO. Mrs Wren confirmed that the policy had not required any major rewriting and that the new version had been checked for legal compliance by the Trust's HR provider. She recommended that the Policy be reviewed annually in future, since legislation was changing on a regular basis.

Three amendments were recommended:

- Addition of the missing word 'to' in the second line of point 2.5
- Amendment of the start of point 2.6 to: Any *substantive/significant* form of discrimination [...].
- Amendment of the third sentence of point 3.4 to: It lets all employees feel safe *and welcome* to [...].

On the proposal of Mrs Palmer, seconded by Mrs Victory, it was **RESOLVED** unanimously to recommend to Board that the Equality, Diversity & Inclusion Policy be adopted, subject to the amendments agreed in this meeting.

## 8. Updates to the Staff Handbook

The Committee received proposed updates to the Staff Handbook, which had been recommended by HRDept. The Interim CEO explained that HRDept would notify the Trust whenever changes were required due to legislation. The recommended changes were around EDI, transgender, non-Christian holidays, and a comprehensive update of family friendly policies.

Two further updates were included, namely an update of Section 9.4 to include a half hour lunch break when the office would be closed to visitors, and the insertion of a new section 9.5 to allow the Trust to identify and deal with persistent and vexatious queries, using the same procedures as applied to abusive, persistent, and vexatious complaints.

On the proposal of Professor Raine, seconded by Mr Bartholomew, it was **RESOLVED** unanimously to accept the updates to the Staff Handbook and to recommend that the Board approve the revised Handbook.

## 9. Training Update

Dealing with Difficult People training had been arranged for staff on Wednesday 28 February at 3.30 pm. The course was online, and Trustees were welcome to attend.

**10. Items for future meetings**

The Interim CEO reported that there was to be a meeting of senior managers regarding health & safety procedures on 28 February, which would potentially lead to the development of a new Health and Safety Manual.

**11. Urgent Business**

There was none.

**12. Date of next meeting**

Thursday 21 March 2024 at 7 pm, jointly with Governance Committee.

**13. Confidential business**

The meeting proceeded to the confidential section. There were no members of the public present, and therefore no resolution was required.

**The meeting closed at 7.55 pm**