

Malvern Hills Trust
Ordinary Meeting of the Board
The Council Chamber, Avenue Road, Malvern WR14 3AF
Thursday 7 March 2024 at 7 pm

Present: Mrs C Palmer (Chair), Mr R Bartholomew, Mr R Berry, Mr P Clayburn, Mr D Core, Mr A Cottam, Mr M Driscoll, Mr D Fellows, Mr R Fowler, Mrs L Hodgson, Mr J Michael, Mr C Penn, Prof J Raine, Mrs F Robinson, Mr C Rouse, Mr J Stock, Mrs M Turner, Mrs F Victory, Mr M Victory, Prof D Westbury, and Mrs S Wren.

In attendance: CEO, Interim CEO, Secretary to the Board, Conservation Manager, Community & Conservation Officer, Finance & Administration Manager, Finance Officer, four members of the public.

Absent: Mr J Owenson

1. Welcome to new members of staff

Mrs Palmer welcomed the new Finance & Administration Manager (FAM), Nicky Gutteridge, and the new CEO, Deborah Fox, to their first Board meeting.

The CEO thanked the Board for approving her appointment. She said she was honoured to lead the care and conservation of the Hills, having been a regular visitor for 15 years. She acknowledged the contribution of levy payers and visitors to the Hills' upkeep, and said she was looking forward to meeting with local people to discuss the essential changes required to bring MHT into the 21st century and enable it to continue its vital work. She wanted to ensure that the Trust was a good neighbour and that people felt listened to in their dealings with it. She acknowledged the hard work of the staff team, confirming that she wanted to make sure that their health, safety, and well-being was supported, and that their resources were used responsibly. She thanked the Interim CEO for providing a comprehensive handover.

2. Apologies for absence

Mr D Baldwin and Mr M Wilkinson

3. Chair's announcements

3.1 Mrs Palmer reported that Michelle Alexander had resigned from the Board.

3.2 Mrs Palmer advised that Land Management Committee open walks would now start in April, due to the current wet conditions.

4. Declarations of interest

There were none.

5. Public Comments

There were none.

6. Minutes of the Board Meeting held on 18 January 2024

One amendment was proposed to the draft minutes:

- Under minute 10 Budget Approval and Levy Setting 2024, following the second vote, the following sentence was added: 'A proposal to consider a sum between these two percentages was not debated.'

On the proposal of Mr Clayburn, seconded by Mr Bartholomew, it was **RESOLVED** with four abstentions, to approve the minutes of the Board meeting held on 18 January 2024 as amended.

7. Matters Arising

There were none.

8. General Fund Budget 2024-2025

The Board received draft 4 of the General Fund Budget. The FAM reported that two adjustments agreed at the meeting of 18 January 2024 had been made to it, namely the addition both of a £30k staff contingency and the sum of £7,600 to retain the post of Finance Officer at full-time on a permanent basis.

On the proposal of Mrs Hodgson, seconded by Mr Berry, it was **RESOLVED** unanimously to approve the General Fund Budget for 2024-2025.

9. Governance Changes

The Board received a paper prepared by the Governance Change Officer detailing the current status of the work on the Private Bill and making a series of recommendations. The Board received a second paper prepared by the Governance Change Officer providing a breakdown of costs to date, recommending additional expenditure on Trustee training related to the Private Bill, and, in anticipation of the s105 order being made, asking the Board to authorise arrangements for the loan agreement and drawing down of funds.

The Interim CEO reported that confirmation of the s105 remained outstanding. The Charity Commission had raised a number of queries, which the Trust had responded to in full, with evidence. Some reservations were expressed about committing funds before the s105 permission had been received. However, Trustees were assured that the most recent query from the Charity Commission had been a request for one simple clarification, which had been provided, and the Trust was therefore confident that permission would be granted. In answer to a question it was confirmed that the Trust had the funds available to complete the project in worst case scenario.

On the proposal of Mrs Hodgson, seconded by Mr Stock, it was **RESOLVED**, with 17 in favour, one against, and three abstentions, to instruct the Parliamentary Agent

to start work immediately (including advising on the incorporation of points arising from the 2019 consultation), and to authorise the transfer of the sum of £8,700 from the General Reserve to the Modernisation of Acts Designated Fund, with the money in the latter used to pay legal costs for the time being.

On the proposal of Mr Bartholomew, seconded by Mrs Hodgson, it was **RESOLVED**, with 18 in favour, two against, and one abstention, that, in addition to the items referred to in the resolution of 18 January 2024, the following items should be passed to the Parliamentary Agent for them to be included in the draft:

- The Bill should contain a general power;
- The Board should comprise a maximum of 12 trustees;
- There should be a 50:50 split between elected and selected trustees;
- There should be a single electoral area; and
- There should be an obligation to hold meetings in public when a binding decision was to be made.

On the proposal of Mrs Turner, seconded by Mrs Wren, it was **RESOLVED**, with 18 in favour and three abstentions:

- that research should be carried out into how other charities chose their selected trustees and that professional advice should be sought on possible options as necessary; and
- that the advice of the Parliamentary Agent should be sought on the requirements for the consultation and in particular on the requirements that would need to be met in relation to the rights of individuals and bodies named in the Acts, and that work should commence on filling those requirements.

There was a discussion on whether the Board should delegate arrangements for the consultation to the Governance Committee, or whether a special Board meeting would be required to approve them. In answer to a question, it was confirmed that the Trust had and would consult available guidelines for public consultations.

On the proposal of Mr Clayburn, seconded by Mr Fellows, it was **RESOLVED**, with 19 in favour and two abstentions, to ask Governance Committee to undertake the arrangements for the consultation and text for the consultation documents, pending ratification at a special meeting of the Board.

On the proposal of Mr Berry, seconded by Mrs Victory, it was **RESOLVED**, with 20 in favour and one abstention, to authorise the FAM to allocate the sum of £9692 spent on advice notes and information sessions provided by Sharpe Pritchard to an appropriate budget; this expenditure was *not* to be allocated to the £306k allowed for the preparation and promotion of the Bill.

In relation to the Loan Agreement between the Trust as borrower and the Trust in its capacity as trustee of the Land Purchase Fund, it was **RESOLVED** on the proposal of Mr Bartholomew, seconded by Mr Driscoll, with 19 in favour and two abstentions, that Mrs Hodgson as Chair of Finance, Administration & Resources

Committee be authorised to sign the agreement both on behalf of the Trust as borrower *and* in its capacity as trustee of the Land Purchase Fund. It was further **RESOLVED** that the CEO be authorised to sign drawdown requests under the terms of the agreement.

10. Social Media Policy

The Board received a revised version of the Policy, prepared by the Community & Conservation Officer (COO). The policy had been revised not only because it was due for an update, but also because the Charity Commission had recently released guidance for charities on the use of social media, including a long checklist. The COO reported that the new document included some background information on the policy, why it was needed, examples of best practice, a new section on crisis management, and guidance on how the policy related both to legislation and to other MHT policies.

The COO thanked Mrs Wren, who had sent through a few queries (together with minor corrections that did not affect the content). In discussion the following amendments to the draft were agreed:

- The COO would provide guidance on best practice and how to engage through social media by means of trustee training sessions (Background paragraph 4).
- The Equality, Diversity & Inclusion policy was added to the list of related policies specifically named in Background paragraph 5.
- Under Required conduct – using MHT’s social media channels, the requirement for staff, trustees or volunteers wishing to contribute to social media content to speak to the COO was moved from point 6 to point 1.
- Under Responsibilities and breach of policy, it was agreed to add a sentence covering trustees: *Trustees should refer to the Governance Handbook on disciplinary procedures.*
- It was suggested that in most if not all cases, the reference to ‘staff’ should be amended to ‘staff and trustees’, and that there were also cases where ‘volunteers’ should also be added. The COO was delegated to go back through the document and make these additions where appropriate.

The CEO referred to the use of the word ‘intermittently’ under Access to Social Media and Controls, stating that the level of commitment to responding to and monitoring traffic on social media accounts would not change. Given the current level of engagement, the present workload was manageable, but the Trust maintained the right to update this section of the policy as necessary.

On the proposal of Mr Bartholomew, seconded by Mr Fellows, it was **RESOLVED** unanimously to approve the Social Media Policy as amended. Trustees recorded their thanks to the COO for an excellent, comprehensive piece of work.

11. Urgent Business

11.1 Drainage Issues

The Board received a paper prepared by the Interim CEO detailing three separate problems that the Trust was currently experiencing with drainage: a sink hole on

Trust land at Link Top Common; drainage issues at Colwall Green caused by a blocked pipe some of which ran under Trust land; and water backing up outside houses at Evendine Lane, abutting land under Trust jurisdiction.

Mr Stock provided background and historical information on Link Top. It was noted that it was possible that either or both of Worcestershire County Council and Severn Trent Water had some responsibility, although currently both were denying this. Mr Stock recommended that as a responsible landowner the Trust needed to act. The Interim CEO added that although there was plenty of detail to sort out and the Trust still considered that it was not responsible, it should carry out the repairs without prejudice. Similarly, it was not clear who owned the blocked pipe at Colwall Green, but again the Trust needed to act. Mr Clayburn suggested that the Board should write to all the potential authorities to advise them that the Trust was taking action and would seek to recoup costs once responsibility was established. He recommended seeking advice from Cara Weaver of Malvern Spa Association due to her wide local knowledge.

The Interim CEO stressed that the work required was unbudgeted, recommending that trustees plan for a ballpark figure of £30k. She recorded her thanks to the Operations Manager and the Wardens for the many hours they had already devoted to addressing drainage problems.

On the proposal of Mr Bartholomew, seconded by Mrs Turner, it was **RESOLVED** unanimously to authorise the CEO to engage contractors required to mend the pipe and backfill the hole at Link Top, whilst continuing efforts to confirm the ownership of the pipe.

The Colwall trustees declared an interest before the next vote was taken and therefore abstained. On the proposal of Mr Driscoll, seconded by Mrs Hodgson, it was **RESOLVED** with 18 in favour and four abstentions, to authorise the CEO to engage contractors to attempt to jet out the pipe, or, in extremis, to replace the pipe at Colwall Green, whilst continuing to establish who should be responsible and with a view to reclaiming any costs if possible.

On the proposal of Mr Bartholomew, seconded by Mr Stock, it was **RESOLVED** unanimously that the Trust should contact the property owners at Evendine Lane to remind them that it was the responsibility of easements holders to maintain the culverts under the easement, and to suggest that they work in unison to clear the blockage.

12. Land Management Committee

12.1 Adoption of the Minutes

On the proposal of Mr Michael, seconded by Mr Driscoll, it was **RESOLVED** unanimously to adopt the minutes of the Land Management Committee meeting held on 7 December 2023, which had previously been approved remotely by Committee members as per the new procedure agreed by the Board on 18 January 2024.

12.2 Chair of Committee – updates and questions

Mr Michael reported that the tree safety works had been partially completed but were behind schedule due to prolonged road works meaning our road-side tree works have been delayed. The winter habitat works were also only partially completed due to the extreme wet weather conditions.

13. Governance Committee

13.1 Adoption of the Minutes

On the proposal of Prof Raine, seconded by Mr Clayburn, it was **RESOLVED** with 19 in favour and two abstentions, to adopt the minutes of the Governance Committee meetings held on 4 and 25 January, and 27 February 2024.

13.2 Chair of Committee – updates and questions

There were none.

13.3 Resolutions recommended to Board

Mr Fellows said he was concerned about the recommended resolution. However, it was pointed out that a Disciplinary Procedure for Trustees was in place that incorporated the principles of fairness and natural justice.

On the proposal of Prof Raine, seconded by Mrs Turner, it was **RESOLVED** with 17 in favour and four against, that notification to other members of the Board of a breach to the Code of Conduct by an individual trustee should be added to the list of potential penalties listed in the Disciplinary Procedure.

14. Staffing Committee

14.1 Adoption of the Minutes

On the proposal of Mr Victory, seconded by Mr Penn, it was **RESOLVED** unanimously to adopt the minutes of the Staffing Committee meetings held on 4 January and 27 February 2024.

14.2 Chair of Committee – updates and questions

There were none.

14.3 Resolutions recommended to Board

On the proposal of Mr Penn, seconded by Mr Bartholomew, it was **RESOLVED** unanimously:

- To recommend a review of bin emptying procedures;
- To approve the Equality, Diversity & Inclusion Policy; and

- To approve the updates to the Staff Handbook.

15. Car parking income report

The Board received the report to the end of January 2024. The FAM reported that car parking meter income was broadly on budget and had been well above budget in February (not shown in this report). Resident permit sales income had however fallen since proof of residency requirements had been tightened up. The result was that income across the board was slightly under budget. Budgetary figures were broadly taken from the actuals of previous years, which varied from month to month. The CEO observed that this report was operational and said she planned to revamp it into a more strategic format.

16. Management accounts to 31 January 2024

The Board received the accounts. The FAM reported that she might adapt their format in future, since the report to Board should be a narrative on variances. She drew the following to the Board's attention:

- A notable variance in the accounts was the General Fund income, which overall was slightly above budget.
- Land management expenditure was showing as under budget, but some costs were still to come.
- Campaigning and promotions work was underspent since it remained outstanding.
- Salary costs were close to budget.
- The exhibition outside Waitrose would use up most of the exhibitions budget. In answer to a question, it was confirmed that it had cost £1200. Trustees agreed that it was excellent and gave a round of applause to the COO for her work on it.

The FAM said that she might be able to present the draft statutory accounts to the next meeting.

17. Date of next meeting

18 April 2024 (brought forward from 9 May)

18. Confidential items

On the proposal of Mr Core, seconded by Mr Michael, it was **RESOLVED** unanimously to exclude the public for discussion of an item of urgent business 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 (personnel matters and commercially sensitive information).

The meeting closed at 9.35 pm