

Malvern Hills Trust

Ordinary Meeting of the Board

Malvern Cube, Albert Road North, Malvern WR14 2YF

Thursday 9 May 2024 at 7 pm

Present: David Core (Chair), David Baldwin, Richard Bartholomew, Robert Berry, Paul Clayburn, Allan Cottam, Mark Driscoll, David Fellows, Richard Fowler, Lucy Hodgson, John Michael, Charles Penn, John Raine, Felicity Robinson, Chris Rouse, John Stock, Frances Victory, Malcolm Victory, Duncan Westbury, Mike Wilkinson and Sheila Wren.

In attendance: CEO, Secretary to the Board, Governance Change Officer, Conservation Manager, four members of the public.

1. Apologies for absence

Cynthia Palmer and Mary Turner.

2. Chair's announcements

2.1 Jeremy Owenson had resigned from the Board. Malvern Hills District Council had indicated that they would not be nominating a replacement at present.

2.2 John Raine had resigned as Chair of Governance Committee. Paul Clayburn had been elected as his replacement.

3. Declarations of interest

There were none.

4. Public Comments

Malcolm McCrae asked when levy payers could expect responses to public comments made at the Board meeting on 18 January 2024. David Core noted that Prof McCrae had asked under what auspices the Trust would submit the Private Bill; it was as a Charity governed by Statute. He also referred to the comment made by Mike Huskinson about the Bill being a consolidating Bill and said that this was not the case. It was a Private Bill, which might consolidate the five existing Acts. David Core highlighted the statement made by the Charity Commission regarding the level of public interest arising from the 2019 public consultation. The Commission had directed that a Parliamentary Bill would be the best way forward because it would allow for greater public scrutiny.

5. Confirmation of Minutes of Previous Meetings

5.1 Ordinary Meeting of 7 March 2024

On the proposal of Sheila Wren, seconded by Richard Bartholomew, it was **RESOLVED** with 18 in favour and three abstentions, to approve the minutes of the Board meeting held on 7 March 2024.

5.2 Special Meeting of 18 April 2024

On the proposal of Paul Clayburn, seconded by Richard Bartholomew, it was

RESOLVED with 13 in favour and seven abstentions, to approve the minutes of the Special Board meeting held on 18 April 2024.

6. Matters Arising from previous Board meetings

6.1 Link Top Sink Hole

The CEO reported that the Trust had taken action, battering back the banks of the hole, fencing off the area to make it safe, commissioning a camera survey, and preparing to commission a drainage engineer to fix whatever was found. The Severn Trent Water troubleshooting team was also now involved and had conducted their own camera survey. They believed that the hole was either their responsibility or that of Worcestershire Highways. In answer to questions, the CEO confirmed that the Trust would seek to recoup costs from whomever was found to have responsibility, and in the event of disagreement, would take action to mend the pipe anyway, as previously authorised by the Board.

7. Governance Change Update

7.1 Bill Consultation Document

The Board had received a copy of the draft of the Consultation Document. The Governance Change Officer (GCO) reported that it was similar to the 2019 document, but there were some key differences:

- The changes would now be made by a Bill and not a Scheme.
- It incorporated the problems arising out of the local government boundary changes, and changed the proposal relating to the election of trustees to reference 'parishes' rather than 'wards,' linking the electoral area to levy paying areas.
- It incorporated the changes which the Board had agreed, arising out of the responses to the 2019 consultation.
- The questions in the 2019 consultation where more than 2/3rd of the respondents had been in favour had not been repeated. The exception to this was the objects clause, which had been slightly reworded.
- The general power had been reworded.
- The proposed draft clauses had been reworded by the Parliamentary Agent (PA).
- Options were incorporated on the method for trustee selection.
- Following Covid, there was a proposal to allow online meetings.
- The proposal to allow decisions to be taken outside meetings had been changed to require 75% of trustees to agree instead of 100%.
- The proposal on public access to meetings had been slightly amended.
- It was proposed to adopt general charity law in relation to payments and benefits to trustees; rather than setting out a separate provision.
- Where temporary fencing was erected for animal health reasons, there would need to be a significant break before fencing could be erected again.
- Temporary food stalls associated with events would be allowed for a maximum of four days rather than seven.

7.2 Public meetings

The GCO said that four drop-in sessions had so far been arranged in locations across the Trust's land holding area. Staff and Trustees would be in attendance at each. Leaflets containing details of the venues were being distributed to all those visiting Manor House to renew their car park passes.

The CEO said she was aware of public meetings being held by the Malvern Environment Protection Group on Saturday 11 May. The Group had declined the Trust's request to speak at the meetings, but Trust representatives intended to attend nevertheless as members of the public.

7.3 Questions and comments from Trustees

- Several trustees commented that the document was comprehensive, straightforward and clear.
- Richard Fowler challenged the suggestion that there was no clear definition of the phrase 'natural aspect'. He also challenged the assertion that £40k could be saved on the costs of elections when they would be taking place every two years instead of every four.
- In answer to a query about the General Power, the GCO confirmed that the PA had been asked to include clear restrictions on its use. She emphasised that if the Trust did not have such a power, it would have to go back to Parliament every time there was a new issue. David Core pointed out that anything the Board did had to be in the best interests of the Trust and in line with its objectives; it was not in the gift of Trustees to misuse the General Power.
- In answer to a question about how responses would be collated, the GCO said responses would primarily be made through an online questionnaire, but that paper documents would also be available. The former Administrative Assistant had returned to the Trust on a temporary basis to support the consultation and she would be available to help people respond. The company hosting the consultation would produce a report compiling the responses, which would be available both to Trustees *and* to the public.
- It was suggested that it would be helpful to highlight why the Trust was consulting again. The GCO said this information was already there, but she would ensure it was highlighted on the web page.
- It was suggested that the proposed changes should be highlighted to make them easier to pick out.
- The GCO assured the meeting that there would be an executive summary.
- It was suggested that the response to the 2019 survey had been disappointing (470 responses received from around 29,000 levy payers) and that it was to be hoped that the contractor, 56 Degree Insight Limited, would achieve a better response rate. The GCO said that Worcestershire County Council, who had managed the 2019 survey, had actually been pleased with the level of response achieved.

7.4 Resolution

On the proposal of Malcolm Victory, seconded by John Raine, it was **RESOLVED**, with 19 in favour, one against and one abstention, to delegate finalisation of the Consultation Document to the GCO and the CEO. Thanks were recorded to the GCO and CEO for all their work so far.

8. Property Management

The Board received a paper prepared by the CEO on improving property management through the creation of the Property Manager post.

The CEO reported that she had been tasked following the Staff Review to review the whole staff structure. She had identified a need for the Trust to be more proactive in property matters, in order to secure land holding, recover proper fees and licences to which it was entitled, prevent encroachments, and to reduce the need to buy in legal advice. The Trust had consulted colleagues at the Madresfield Estate, and HRDept (its HR provider), when preparing the proposal for the new post of Property Manager, which had been submitted to Land Management Committee on 11 April. The original proposal had been for a part-time one year fixed contract post, but the Committee had recommended that it should be full-time and two years fixed, in order to attract candidates of the required calibre. The cost of the post was estimated to be £20-30k in 2024-25.

Some concern was expressed as to whether the Trust would be able to attract candidates on the proposed salary. The CEO confirmed that the post would be a standard management role in the structure and paid on that scale; the advice from HRDept was that the Trust could expect to attract a number of candidates. The original draft job description had included line management of the Wardens, but this had been removed for the time being. It was noted that the creation of the new post would relieve pressure on workloads of several staff, including the CEO, Conservation Manager and Secretary to the Board, and might therefore help guard against further staff turnover.

It was hoped and expected that the new postholder would be able to increase income to the Trust, but no cost benefit analysis had yet been undertaken. It was suggested that the Finance, Administration and Resources Committee might want to look at this. It was confirmed that although the appointment would be made on a fixed-term basis, it would be the intention that it should become permanent.

In answer to a question, it was confirmed that it was proposed to draw down £10k from general reserves to pay a land agent to help deal with the current backlog of work.

On the proposal of Mike Wilkinson, seconded by Lucy Hodgson, it was **RESOLVED** unanimously that an MHT Property Manager post be included in the MHT staffing structure on a full-time basis fixed term for 18-24 months, and that MHT should actively recruit to the post to address property matters proactively.

On the proposal of Lucy Hodgson, seconded by John Stock, it was **RESOLVED**, with 20 in favour and one abstention, to draw down a maximum of £10k from general reserves to fund the services of a land agent to help clear the backlog of property-related work.

9. Staff/Trustee Protocol

The Board received the new Protocol, which had been finalised by the joint meeting of Staffing and Governance Committees on 2 May. The CEO commended it to the Board, stressing that work would continue. Sheila Wren, who had led the project, added that the Protocol formed just one of the recommendations arising from the Staff Review. She referred Trustees to the minutes of the joint Staffing/Governance Committee meeting, which highlighted certain aspects of the Protocol and the discussions around it.

Paul Clayburn said that he had previously had a concern about the Protocol, but having reflected that communication with staff was operational, he now commended the structure.

The Board noted that the Staff/Trustee Protocol would henceforth be incorporated into MHT's procedures, and that a review its effectiveness would be undertaken as necessary and in not less than 12 months' time.

The CEO thanked the Working Group for their hard work.

10. Urgent Business

None.

11. Land Management Committee

11.1 Approval of minutes by Committee members

On the proposal of Mike Wilkinson, seconded by Mark Driscoll, it was **RESOLVED**, with seven in favour and one abstention, to approve the open minutes of the Land Management Committee meeting held on 11 April 2024.

On the proposal of Paul Clayburn, seconded by Sheila Wren, it was **RESOLVED**, with seven in favour and one abstention, to approve the confidential minutes of the Land Management Committee meeting held on 11 April 2024.

11.2 Adoption of minutes by the Board

On the proposal of Lucy Hodgson, seconded by Mark Driscoll, it was **RESOLVED** unanimously to adopt the open minutes of the Land Management Committee meeting held on 11 April 2024.

On the proposal of Sheila Wren, seconded by John Raine, it was **RESOLVED** unanimously to adopt the confidential minutes of the Land Management Committee meeting held on 11 April 2024.

11.3 Resolutions recommended to Board

Covered under minute 8.

12. Staffing and Governance Committees

12.1 Approval of minutes by Committee members

On the proposal of Charles Penn, seconded by Paul Clayburn, it was **RESOLVED**, with nine in favour and two abstentions, to approve the minutes of the joint meeting of Staffing and Governance Committees held on 2 May 2024.

12.2 Adoption of minutes by the Board

On the proposal of Charles Penn, seconded by Lucy Hodgson, it was **RESOLVED**, with 20 in favour and one against, to adopt the minutes of the joint meeting of Staffing and Governance Committees held on 2 May 2024.

12.3 Resolutions recommended to Board

On the proposal of David Fellows, seconded by Richard Bartholomew, it was **RESOLVED** unanimously to adopt minor legislative changes to the Staff Handbook regarding flexible working and co-parent leave, as recommended by the Trust's HR provider.

13. Wildlife Panel

The Conservation Manager (CM) reported that an excellent, well-attended meeting of the Wildlife Panel had taken place on 10 April. The Panel met three times a year, with the first being an indoor meeting that provided an opportunity for exchange of information with other experts and the remaining two being outdoor visits, this year to Central Hills and Old Hills. The Board's three representatives on the Panel agreed that it had been a fascinating and constructive meeting; they had appreciated the partnership between the Trust's staff and volunteer experts.

Sheila Wren asked whether the Panel commented on bats. The CM said that there was a bat expert on the group, although the Panel did not comment on bats specifically. There was a telemetry project to track where bats went and where they fed. Lucy Hodgson said that streetlights on the A4440 on Worcester were set on red to help bats and asked if Malvern had a similar scheme. The CM was not aware of one but said he would investigate.

14. Date of next meeting

11 July 2024 at the Council House, Malvern.

15. Confidential Items

On the proposal of Paul Clayburn, seconded by John Raine, 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 (matters relating to individuals and commercially sensitive information).

The GCO left the meeting at 8.35 pm.

The meeting closed at 8.55 pm