

Malvern Hills Trust

Annual Meeting of the Board

Open Space Meeting Rooms, Upper Interfields.

Thursday 21 November 2019 7.00 pm

Present: Mr C Atkins, Mr D Baldwin, Dr S Braim, Dr D Bryer Mr M Cordey, Dr G Crisp, Mr M Davies (Chair), Mr M Dyde, Mr D Fellows, Mr R Fowler, Mrs L Hodgson, Mr T Johnson, Mrs H I'Anson, Mr J Michael, Mrs C Palmer, Dr T Parsons, Mr C Penn, Prof J Raine, Mrs G Rees, Mr C Rouse, Ms S Rouse, Ms H Stace, Mr J Watts, Mr T Yapp.

In attendance: CEO, Conservation Manager, Community and Conservation Manager (CCO), Secretary to the Board, 30 members of the public.

Mr Davies welcomed everyone to the meeting.

1. Election of Chair

There was one nomination and Mr Davies was appointed unopposed.

2. Election of Vice-Chair

There was one nomination and Ms Rouse was appointed unopposed.

3. Apologies for absence

Mr R Bartholomew, Mr D Core, Finance and Administration Manager.

4. Chair's report for 2018/9

See Appendix 1.

5. Chair's announcements

- a) Mr Davies welcomed the new trustees and asked them to introduce themselves.
- b) Two of the trustees nominated by MHDC had resigned – Richard Whitehead and Paul Bennett. The District Council had been advised.
- c) The finance training would take place at the United Reform Church, Malvern Link at 5.30pm on 10 December 2019, followed by the Finance Administration and Resources Committee meeting.
- d) The Land Management induction and walk would take place on Tuesday November 26th at Manor House at 1.30pm.
- e) A trustee training workshop on easements would be arranged in the New Year, as well as training on GDPR.
- f) There would be items of urgent business:
 - a briefing from the CEO on the outcome of the request for a Public Spaces Protection Order (PSPO),
 - South Worcestershire Development Plan (SWDP) consultation
 - the Chair would be seeking the Board's views on resolution of concerns raised with him about procedural and behavioural issues.

6. Declarations of interest

In relating to the SWDP consultation, Lucy Hodgson declared an interest as she was chair of the joint advisory panel for the three Councils. All District Councillors (Mrs Palmer, Ms Rouse, Mr Davies, Mr Dyde and Prof Raine) declared an interest in the SWDP.

7. Public Comments

See Appendix 2 to the minutes.

8. Appointment of Committees

The proposals for committee membership were:

Land Management

Chris Atkins	Richard Fowler
David Baldwin	Cynthia Palmer
Richard Bartholomew	Trevor Parsons
Stephen Braim	Gwyneth Rees
David Bryer	Chris Rouse
Graeme Crisp	Helen Stace
Mark Dyde	Tom Yapp

Finance Administration and Resources Committee

Martin Cordey	Charles Penn
David Core	John Raine
Mick Davies	Sarah Rouse
David Fellows	John Michael
Lucy Hodgson	John Watts

Governance Committee

Richard Bartholomew	Cynthia Palmer
Stephen Braim	Charles Penn
David Bryer	John Raine
David Core	

Staffing Committee

David Baldwin	Cynthia Palmer
Richard Bartholomew	John Raine
Mick Davies	Gwyneth Rees
Helen I'Anson	

Disciplinary Committee

Richard Bartholomew	Charles Penn
Martin Cordey	Gwyneth Rees
John Michael	Sarah Rouse
Lucy Hodgson	Helen Stace
Cynthia Palmer	David Baldwin
Helen I'Anson	

Mr Watts asked how many trustees participated in this list. The Secretary to the Board confirmed that the proposal before the Board had been prepared in accordance with the process set out in Standing Orders. Mr Watts said that he had strong objections to this and that more people should be on the Governance Committee. The Secretary to the Board said that Standing Orders specified 7 trustees sat on the Governance Committee. Ms Rouse pointed out that all Board members could attend the committee meetings, and that final decisions were made by the Board, not the committees.

On the proposal of Ms Rouse, seconded by Mrs Hodgson, it was **RESOLVED** (by 18 votes to 6) to appoint the committee members in accordance with the lists set out above.

Appointments to other bodies

4Cs

Mick Davies
Chris Rouse

Recreation Advisory Panel

David Baldwin
Steve Braim
Mark Dyde
Helen I'Anson

Wildlife Panel

Chris Atkins
Richard Fowler
Helen Stace
John Michael

Malvern Hills AONB

Gwyneth Rees

Malvern Spa Association – no appointment was made but as Mrs Palmer attended the meetings in another capacity, she had agreed to report back.

On the proposal of Mr Cordey, seconded by Mrs Palmer, it was **RESOLVED** (with 1 abstention) to make appointments in accordance with the lists set out above.

9. To confirm the Minutes of the Board meetings held on.12.09.2019

On the proposal of Mrs Hodgson, seconded by Ms Stace, it was **RESOLVED** (12 votes in favour with 12 abstention) to approve the minutes of the meetings held on 12 September 2019.

Matters arising: - The CEO confirmed that the Finance and Administration Manager was still seeking another outlet in Malvern for the sale of car park passes. The work on the Belvedere shelter had been completed, although the proposed plaque was still to be installed. He had been to see the estate manager at the Retail Park about leaving the trees on MHT land to grow in a natural shape. He was told that trimming had not been planned but some branches had been removed after they had been broken during grass mowing.

10. Staffing Committee

10.1 On the proposal of Ms Stace, seconded by Mr Davies it was **RESOLVED** by the committee members present to confirm the accuracy of the minutes of the meeting held on 3 October 2019.

10.2 Matters arising

Mrs Rees went through the minutes.

10.3 Adoption of minutes

On the proposal of Dr Braim, seconded by Ms Stace, it was **RESOLVED** (with 4 abstentions) that MHT register for Techscheme, alongside the current Cycle Scheme, and promote this new benefit to all staff:

On the proposal of Dr Braim, seconded by Ms Stace, it was **RESOLVED** (with 2 abstentions) that the retention period for personnel files of former employees be reduced from 40 years to 15 years after leaving MHT's employment. For the period 16 to 40 years after leaving, basic details (name, address, period of employment and the former employee's role) to be held for employer's liability insurance purposes only.

11. Land Management Committee

11.1 On the proposal of Mr Michael, seconded by Dr Braim, it was **RESOLVED** by the committee members present to approve the accuracy of the minutes of the meeting held on 10 October 2019.

11.2 Matters arising

Mrs Rees went through the minutes. Mrs Hodgson declared an interest in relation to the bus shelter at Poolbrook Road as she was providing funding in her capacity as County Councillor. The CEO gave an update - he had agreed the location of the bus shelter with Highways and it would be installed in early December. The CCO outlined the proposals in relation to the revised Hang Gliding Policy. The following amendments were suggested:

- Rewording to read "When making landing approaches pilots should call to visitors from above and in good time in order to avoid surprising them."
- Three Counties Showground was not Trust land and should not be included in the policy.
- All take-offs, final approaches and landings must take place a safe distance from other users....

The CCO explained that as an unpowered aircraft, hang gliders were permitted to land at any time. The CEO confirmed that individual pilots had to have insurance.

The Conservation Manager went through the background to the position statement on trees. He confirmed that when trees were removed for safety reasons, they would be replaced but not necessarily in exactly the same place.

Mrs Rees suggested that the adoption of the revised Easement Guidelines might be adjourned to the next Board meeting in order that a training event could be held for all Board members. The Secretary to the Board asked that Board members who wanted to raise particular points on the Guidelines or on easements in general, should let her know so that they could be included in the training.

11.3 Adoption of minutes and resolutions

On the proposal of Mrs Rees, seconded by Ms Stace, it was **RESOLVED** (with 1 abstention) to adopt the revised Hang Gliding Policy with the amendments set out above.

On the proposal of Mrs Palmer, seconded by Ms Rouse, it was **RESOLVED** (with 1 abstention) to adopt the position statement on trees.

On the proposal of Mr Cordey, seconded by Mrs Hodgson, it was **RESOLVED** (with 2 abstentions) to adjourn adoption of the Easement Guidelines until the next Board meeting.

On the proposal of Ms Stace, seconded by Ms Rouse, it was **RESOLVED** (with 4 abstentions) to adopt the minutes of the meeting held on 10 October 2019

12. Disciplinary Committee

12.1 On the proposal of Mr Michael , seconded by Mrs Rees, it was **RESOLVED** unanimously to adopt the minutes of the meeting held on 10 October 2019

12.2 Matters arising

There were nothing further to report.

13. Governance Committee

Prof Raine reported that the meeting scheduled for 24 October had not been quorate. There had been a discussion about the outcomes of the Charity Commission Scheme consultation. The report had been received from Worcestershire County Council, but the volume of comments was enormous. They would take longer to read than the Working Group might have wished, and the Group would report as soon as they could. A small additional sum had been spent with the lawyers in the context of the consultation. Harriet Baldwin MP had tabled a question asking why the DCMS had failed to reply to the Charity Commission, but the response did not address the issue.

14. Charity Commission Scheme

No further matters to report.

15. Urgent Business

The SWDP was currently under review and a “Preferred Options” consultation was being conducted, which contained proposals about policies and potential new sites both for housing and employment land. In the past, officers had prepared the Trust’s response. There were potential issues relevant to the Trust in relation to all of the sites. The CEO proposed that officers collate and put forward responses, and the CEO would report them to the Land Management Committee. The CEO confirmed that none of the site owners had been in contact with the Trust about them. It was acknowledged prior to the vote that the District Councillors and Mrs Hodgson (who sat on Worcester City Council) were conflicted and would not vote.

On the proposal of Mr Cordey, seconded by Mr Baldwin it was **RESOLVED** (with 7 abstentions) to proceed as set out above.

The CEO also reported on the PSPO requested for Gullett Quarry. (The District Councillors declared an interest). The request had been made by the Trust to the District Council at the behest of the police. The Executive Committee had turned down the application on the grounds that the response to the public consultation was negative, although there was support for an order prohibiting drinking. The CEO confirmed that the byelaws still applied and it remained an offence to be swimming or inside the fencing. There had also been a rockfall in the quarry very recently, creating an overhang and the site was not safe. The CEO intended to have the area surveyed. The CEO agreed to take any interested Board members to visit the site. Mr Davies then said that trustees had raised some concerns about procedural, behavioural and operational matters with him. He wished to ask the Board how to address these concerns in a timely and productive way.

Confidentiality A board member asked to discuss something with him in his capacity as Chair “in confidence”. He could not make any decisions on matters which ought properly to be referred to the Board and where appropriate, he wished the content of any communication to him in his capacity as Chair to be shared with the CEO and other trustee as he saw fit. He would ask Governance to include them in the written constitution. Points made included:

- There could be personal issues which a Board member might wish to raise, which it would not be appropriate to share.
- The Chair needed to have the discretion to decide.
- It was unnecessary to have so many controls and procedures.
- Was there a whistleblowing policy. [Ms Stace outlined the process for staff].
- It was important that new members could challenge current processes and thinking.
- A set of rules could not be produced to cover every conceivable situation, but the Chair's suggestion was a sensible way forward.

It was accepted that if there was to be a formal process, the wording relating to the selection of another trustee would need to be carefully chosen.

On the proposal of Mr Johnson, seconded by Mr Fellows it was **RESOLVED** (with 1 vote against and 4 abstentions) that the content of any communication to the Chair may be shared with the CEO and any other trustee as the Chair saw fit and that he might engage with them to address any matters raised.

Communications with Board members Mr Davies said a trustee was insisting that any e mail or phone communication from the Trust were directed to an address and number that were not available to the public. This was burdensome for staff and trustees alike. Separately, the Trust had sought additional advice on GDPR particularly in relation to the trustees and had concluded that trustees should be issued with an MHT e-mail address to use for all Trust business. This would be implemented as soon as possible and should solve the other issue. A trial period was suggested, and that care should be taken not to use an address which might be confused with the similar Malvern Hills District Council address.

Standing Orders Mr Davies said there had been questions about the scope and interpretation of Standing Orders. Such comments were best addressed to the Chair of the relevant committee.

Code of Conduct Seven trustees had not signed the Code of Conduct. Mr Davies suggested Prof Raine and Mr Penn discussed the position with the individuals concerned to see why they had not signed.

Staff The Board had registered its confidence in and support for the staff following resolution of a complaint receive from a member of the public. The Board had concluded there were no sustainable grounds for the complaint, having taken external advice. Having considered recent complaints, Mr Davies considered there were no grounds for eroding the confidence expressed by the Board in the staff at the time.

Mr Davies added that he had been asked to ensure that in future he treated trustees with courtesy and respect at all times, which undertaking he was willing to give. This was consistent with the Code of Conduct he had signed earlier in November. He apologised if his manner or tone had ever given an impression of aggression, bullying or controlling or if any statement has felt threatening.

Dr Crisp asked about raising matters of business, and it was confirmed that he should contact the Chair to ask for any matters to be included on the agenda.

16. Information

Written reports had been circulated in relation to the activities of the bodies listed below.

16.1 Malvern Spa Association Short report circulated

Mrs Palmer said that the number of wells being dressed increased every year. In 2020 the dressed Wells would be left for 9 days.

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| 16.2 | AONB Joint Advisory Committee | No report |
| 16.3 | Wildlife Panel | Written report circulated |
| 16.4 | Recreation Advisory Panel | Written report circulated |
| 16.5 | Management report | |

The CEO gave an update – the car park ticket machines had now been fully installed and were working well. The ticket machine at West of England car park had been vandalised with a firework. Thankfully the bulk of the internal workings had not been damaged.

17. Next meeting

16 January 2020 7pm Council Chamber.

The meeting closed at 9.36pm

Appendix I

CHAIRMAN'S REPORT TO BOARD

Like that of many well established charities and public bodies, most of the work of the Trust normally proceeds smoothly and unnoticed but this year we have experienced some rather turbulent conditions and more public attention than normal. Nevertheless, the day to day work has continued apace with conspicuous progress on the land management plan, restoration of both the British Camp and the Wyche Belvedere, good work on upgrading our IT and car parking meters and much, much more and meanwhile, keeping our finances under good control in spite of the efforts of the Rural Payments Agency.

While doing the essential day to day work, we have been looking to adapt to changing times and to bring our organisation from the 19th century to the 21st. That is the purpose of the Charity Commission Scheme which has occupied a lot of our energy and resources this year; amending our constitution and powers with the aim to improve the Trust's fitness to fulfil its obligations and duties in the future, not least by improving our operational efficiency and empowering our fundraising potential.

Early in the year we considered a request by the Rose Farm Partnership for an easement associated with a proposed housing development. The request and its resolution were complex and emotive in many ways and also occupied a lot of our energy and resources. We learned a lot from going through the process and its subsequent fall out and have hopefully translated that learning into improved governance for the future.

In our work we are blessed with a great team or rather, with a collaboration between three great teams, all of whom have earned our thanks. Our energetic and committed staff, ably led by Duncan Bridges, do everything from the mundane collection of rubbish, through biodiversity planning to negotiating Government contracts. Our Trustees bring their special skills, enthusiasm and experience to guide the direction of travel, to development of policy and to key decision making. And our Volunteers and friends, the most important group, work on the hills and in the office doing a lot of the 'feet on the ground' tasks that keep our landscape and our paperwork in good order. New people are always welcome to our sociable and friendly team whatever their skills; we all enjoy getting together and doing stuff but it is notable that the Volunteers always seem to be having the most fun. We need Volunteers!

Speaking of which, I will shortly be welcoming our new Trustee colleagues but I would particularly like to extend our thanks and best wishes to those hard working and committed Trustees who have not rejoined us this year and who's characters and wisdom we will surely miss. With that go special thanks and wishes to my predecessor Simon Freeman who did a great job under trying circumstances as Chairman and made a profound personal contribution to the ongoing work on governance and many other areas.

Last year we spread the word about the value of legacies and this year we have received some very generous donations to support the cost of taking care of the hills. Our heartfelt thanks go to those special friends who have chosen to help us in a very positive and practical way in our work to nurture and care for our wonderful landscape.

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Appendix 2

Public Comments

Katharine Harris

Good evening everyone,

The previous Land Management Committee is recommending a change in the Easement 'Process' which means yet another alteration to the Trust's Easement Policy.

Despite the recommendations of the LMC on 10th October 2019, with a new board now in place, it is difficult to see how they can be asked to approve the minutes of the Meeting and approve its recommendations. It is far too rushed. The new board needs time to fully understand what they are being asked to approve and cannot possibly be asked to make a decision on such a complex matter that has the potential to cause huge reputational damage to the Trust, if things go wrong. Board members need to have time to compare the proposed guidelines with the previous ones and to know why it was felt necessary to alter the old ones. The Board needs to give more time to what is an extremely important subject with huge ramifications.

Now to the Policy itself: In the new Policy, there is the proposed two stage process in Clause 6, on page 21 of the draft. Sensibly the Board would not agree to go down this route at the March 2019 Chance Lane Easement Meeting. Trustees should definitely not consider any application "in principle" without bearing in mind what it could lead to. The concept of the two stage process should be removed from the draft Easement Process; otherwise the Trust could be seen as providing a Developers' Charter. It is not in keeping with the spirit of the Malvern Hills Acts, which are supposed to protect the Hills and Commons, not actively to promote their sale.

I might add that there was no reference to an imminent change of easement process included in the recent Public Consultation

The introduction to the paper says that, I quote, "*MHT's overground easement policy was last revised in 2018. The content has been re-examined in the light of legal advice received, and the experience of dealing with the application for an easement across the verge in Chance Lane.*" Legal advice is a matter of opinion until tested in a court of Law, and this has not been. Also, local people consider this area of common as much more than a 'verge', and dislike any attempt to denigrate it. The statement that "*the Trust is not obliged to defend "every blade of grass" when deciding what is in the best interests of the Charity*" did not go down well with the public at the Easement Meeting in March, and still does not. In fact it is a rather disrespectful phrase, given that protecting the Commons was exactly what the Conservators were set up to do; those words should be removed from the document.

Rosemary McCulloch

There were elections for this new Board in only four wards, and it can't have escaped your notice that in three of them there was a significant turnout, and that the candidates elected by overwhelming majorities were those who advocate greater transparency by the Trust. As you are now a very different Board, I would like, with respect, to suggest that, perhaps even under item 17 on your agenda, Urgent Business, you could review the Code of Conduct which was drawn up by the previous Board, not long before the elections.

I refer, as an example, to Clauses 26 and 29. Clause 29 demands that Trustees must not only take collective responsibility for any decision made by the Board, even if they

disagree with it, but that they must then publicly support it. Collective responsibility is one thing, but in effect you are asking Trustees then to lie to the public. This is not right.

Clause 26 deals with confidentiality and to me the first sentence definitely appears to wish to 'gag' Trustees, something about which the voters of Chase, Wells and Priory wards are obviously not happy. Precept payers are in principle, by paying their levies, already members of the Malvern Hills Trust, and the Trust is a public body, as well as a charity. So, it is not unreasonable that precept payers should be kept informed about the activities of the Trust, notwithstanding that the Trustees' first duty is to carry out the objectives of the Malvern Hills Acts.

The last few years have been very stressful for many people living in Chance Lane, Guarlford Road and Hall Green. We suspected something was going on which could affect us greatly, but it was so difficult to find out exactly what. When information was eventually revealed, I was really shocked to discover how much discussion there had already been between a developer and the Trust. So I hope you can empathize with us, just ordinary people trying to find out as much as we could about something that could have changed our lives so drastically. Fortunately, in March, Trustees showed that they did indeed value our gateway to Malvern and refused the application, for which I am very grateful.

Ladies and gentlemen, I would like to give you my best wishes in dealing with your great responsibilities. I hope that you will respond to my comments by reviewing the Code of Conduct, and prove particularly to the precept payers of Chase, Wells and Priory wards, that this new Board of Trustees will indeed listen to and communicate properly with them. Thank you.

Angus McCulloch

Good evening officers and members of the Board,

I want to speak tonight about the Public Consultation. Some people might be thinking the Public Consultation has finished, but in fact it is only half done. Yes the questionnaires have been completed, but the results have yet to be published, after which the Trust will need to consider whether to amend its proposals for future governance.

Let us be clear, the Charity Commission and precept payers are expecting the results of the Public Consultation to be published in full.

This is not difficult - it should take a competent IT person a day to create a database query to add together all the yes and nos and comments for each question, a matter of minutes to run the report and pipe the results into a text file, and a few minutes to put the results on the website.

It is now a month since the Public Consultation closed and I have twice asked the Trust when the results of the Public Consultation will be published and had no reply.

All I hear is that the Governance Committee hope to put a report before the Board

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in February 2020. There is nothing wrong with that; the Trust will of course need to carefully consider how best to proceed with the Charity Commission Scheme in the light of the Public Consultation.

BUT in the meantime I strongly recommend the Trust publishes the results of the Public Consultation in full as soon as possible so that you the Board members and the Charity Commission have a clear idea of what the public think.

May I suggest that you, the Trustees, propose a resolution under agenda item 15 that the results of the Public Consultation should be published in full before Christmas, so that the Board is in possession of all the facts before it next meets on 16th January.