

MALVERN HILLS BILL

BUNDLE 4

PROMOTER'S MATERIALS IN SUPPORT OF EVIDENCE COMMENCING ON 4 FEBRUARY 2026

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Trustees' Report and Financial statements for the year ended 31st March 2025

Trustees' Report and Financial statements

For the year ended 31st March 2025

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Reference and administrative details

Charity number: 515804 (England and Wales)

Principal office: Manor House
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LGPS Central Accounting Team
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Key management personnel – Senior Managers

Chief Executive Officer	Deborah Fox BSc (Hons), MA
Secretary to the Board	Alison Marlow BA (Hons), PGCert
Governance Change Officer	Susan Satchell LL.B (Hons)
Conservation Manager	Jonathan Bills MSc
Operations Manager	Peter Kelsall BScFor, MICFor (retired 30.05.25) Martin Barnett BSc Forestry (Hons) (appt'd 02.06.25)
Finance and Administration Manager	Nicky Gutteridge FCA BSc (Hons)
Land and Property Manager	Sarah Jordan MRICS FAAV BSc (Hons) (appointed 03.02.25)

Trustees

FAR – sits on Finance, Administration and Resources Committee
 LM – sits on Land Management Committee
 GC – sits on Governance Committee
 SC – sits on Staffing Committee
 * has served for more than 9 years

Elected trustees (Wards as at November 2019)

Priory Ward:	Andrew Myatt (elected 18 September 2025) Mary Turner FAR. SC from 17 July 2024 (resigned 1 August 2025)
Chase Ward:	Richard Fowler FAR
Wells Ward:	Robert Berry FAR. GC from 14 November 2024.
West Ward:	Jenny Burford (elected 18 September 2025) *Charles Penn FAR, SC, GC (resigned 13 May 2025)
Dyson Perrins Ward:	*John Raine FAR, SC GC
Malvern Link Ward:	*Richard Bartholomew FAR, SC, GC
Pickersleigh Ward:	David Core FAR & GC (Board Vice-Chair)
Colwall Parish:	Allan Cottam FAR Felicity Robinson LM

Guarlford Parish:
Mathon Parish:

David Fellows FAR & GC
*Christopher Rouse LM

Nominated trustees

Malvern Hills District Council:	Paul Bennett FAR (appointed 24 September 2024) Mark Driscoll LM. GC from 10 July 2024. David Mead (appointed 13 May 2025) *John Michael FAR, GC (Board Chair from 30 July 2024) Jeremy Owenson LM (resigned 23 April 2024) Cynthia Palmer LM & SC to 11 July 2024 (Board Chair to 11 July 2024) (resigned 11 July 2024. Reappointed 13 May 2025). Frances Victory LM & SC Malcolm Victory LM (appointed 24 September 2024) Andrew Willmott (appointed 13 May 2025) FAR
Colwall Parish Council:	Paul Clayburn LM & GC (resigned 3 July 2024) Simon Baggaley FAR (appointed 11 December 2024)
Mathon Parish Council:	*David Baldwin LM & SC
Church Commissioners:	No longer appoint
Herefordshire Council:	John Stock LM (appointed 28 November 2023) Sheila Wren LM & SC (appointed 28 November 2023)
Worcestershire County Council:	Lucy Hodgson FAR. SC from 14 November 2024 Chris McSweeney (appointed 13 June 2025) LM Malcolm Victory LC (to 24 September 2024; now MHDC appointee)
Worcestershire County Council on behalf of the following parishes: -	
Castlemorton:	Mike Wilkinson LM (Resigned 31 October 2025)
Newland:	David Reynolds LM (appointed 15 July 2025) Duncan Westbury LM (Resigned 15 November 2024)
Powick:	Vacant

Staff

Throughout the year Malvern Hills Trust employed on average 21.5 staff (18.6 full time equivalent) (2023/24: 21.1 and 17.8 full time equivalent). Details of staff numbers are given in note 11 to the financial statements.

There were the following changes to the staff during the financial year 2024/25.

Cindy Parish was appointed temporarily as Administration Assistant on 07.05.24 leaving on 08.08.24; Marie Dipple was appointed as Community & Conservation Officer on 02.12.24; Beck Baker left as Community & Conservation Officer on 14.01.25; Sarah Jordan was appointed as Land & Property Manager on 03.02.25.

Report of the trustees for the year ended 31st March 2025

The trustees are pleased to present their annual report together with the financial statements of the charity for the year ending 31st March 2025.

The Board of Trustees resolved to adopt the working name of 'Malvern Hills Trust' on 19th January 2017. This came into effect on 6th April 2017. This name is registered with the Charity Commission. The statutory name remains 'Malvern Hills Conservators'.

Malvern Hills Trust was set up in 1884 and is governed by The Malvern Hills Acts 1884, 1909, 1924, 1930 and 1995. It is a statutory corporation incorporated by private Act of Parliament and is a charity registered with the Charity Commission for England and Wales, number 515804.

The financial statements comply with the Charities Act 2011, the Commissioners' Clauses Act 1847, the five Malvern Hills Acts and *Accounting and Reporting by Charities: Statement of Recommended Practice (SORP)* applicable to charities preparing their financial statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective January 2022).

Our purposes and activities

Malvern Hills Trust was set up to protect the hills commons and other land under its jurisdiction, in particular to:

- Preserve the natural aspect,
- Protect and manage trees, shrubs, turf and other vegetation,
- Prevent unlawful digging and quarrying,
- Keep the land open, unenclosed and unbuilt on as open spaces for the recreation and enjoyment of the public.

Malvern Hills Trust is also obliged under public legislation to conserve and enhance biodiversity, and to protect Sites of Special Scientific Interest and Scheduled Monuments on its land.

In order to meet its purposes, each year Malvern Hills Trust carries out a programme of conservation and maintenance work as guided by the adopted Land Management Plan <https://www.malvern hills.org.uk/looking-after/land-management-plan/> . This includes tree and woodland care, implementation of livestock grazing programmes, mowing and path maintenance to facilitate access, habitat restoration, litter picking and other general maintenance work across approximately 1,200 hectares (3,000 acres) of multi-designated, nationally important landscape.

Malvern Hills Trust provides and maintains a number of car parks for the public to use for easy access to the charity's land. Where parking charges apply, visitors can buy either a day or evening ticket at a meter or an annual parking permit.

In planning and delivering its activities, the trustees have referred to the Charity Commission's guidance on public benefit. The trustees confirm they have complied with their duty in section 17 of the Charities Act 2011 to have due regard to public benefit guidance published by the Charity Commission for England and Wales.

Under section 29 of the Malvern Hills Act 1884, Malvern Hills Trust may acquire 'for the purpose of preserving unenclosed and free from building any lands within 9 miles of Great Malvern Abbey (Priory) which (they) may regard as proper to be so preserved as part of or in connection with the range of the Malvern Hills or for the purpose of maintaining any common or commonable rights which may subsist over or affecting such lands.

Potential land acquisitions are considered by the trustees, in accordance with the charity's Land Acquisition Policy. The trustees will consider acquiring a piece of land where the acquisition is consistent with the powers specified above and where acquisition would further the objectives of the charity. The criteria in the policy are:

- To own and protect the ridge of the Hills and the steep slopes on either side,
- To own and protect land on the lower slopes which contributes to the landscape and setting of the Hills and Commons,
- To maintain common or commonable rights,
- To keep land open for the recreation and enjoyment of the public,
- To conserve habitats or species which are nationally or regionally scarce and/or are typical of the local area,
- To conserve features of archaeological or geological interest/importance,
- To improve access to the existing land holding for management and
- To divert public pressure/damaging activities away from over-used or sensitive areas of the existing land holding.

No land acquisitions were completed during the 2024/25 financial year but there are 2 acquisitions post year end. One was finalised in August 2025 and the other is still in progress and due to be finalised in November 2025.

Achievements and performance

The Malvern Hills are an iconic and much-loved landscape, receiving an estimated 1 million visits each year. Malvern Hills Trust works closely with many user groups and through its Recreation Advisory Panel seeks to understand public access needs and minimise potential conflict between different users of the Hills and Commons.

Malvern Hills Trust has a responsibility to conserve the important features and special qualities of the Hills and Commons, including the geology, flora, fauna, landscape and archaeology.

Keeping a balance between access and conservation is a major challenge for the charity. This is achieved through an active communications policy, using both local and social media and the charity's website. The Trust also aims to run a series of free themed events each year for the public, to help inform their use and enjoyment of the Hills and covering all aspects of the charity's conservation work. Several of these events took place during 2024/25.

Business plan

A 5-year Business Plan was adopted by the Board of Trustees in March 2022 and was to be reviewed annually with an interim review in 2025. In particular, budgets have had to be adapted to take account of increases in prices (particularly fuel and energy) since February 2022. The Business Plan sets out the strategic priorities and plans for the charity.

<https://www.malvern hills.org.uk/looking-after/business-plan/>

At time of approval of the Business Plan, it was anticipated that the governance changes proposed in the Malvern Hills Bill currently before Parliament would have been completed by 2025 but it is now unlikely that a new Act will be in place before 2027. In May 2025, the CEO considered the 82 targets in the current plan and recommended that instead they should be replaced by four or five Key Performance Indicators (KPIs) against which the Board could hold the Trust to account over the remainder of the Plan cycle. These are currently under development. There would then be a transitional plan for the introduction of new governance arrangements once the new Act was in place, followed by a new Business Plan in 2028. There is already a separate system in place for the monitoring of land management targets, with Land Management Committee receiving annual reports on progress against the Land Management Plan.

Volunteers

Before March 2020, Malvern Hills Trust received enormous support from the work of volunteers with activities such as wardening, litter picking, recording flora and fauna, habitat management, conservation, archiving and administrative support. This all but stopped during the height of the pandemic. Regular conservation volunteer working parties have resumed. The input from volunteers continues to be lower than pre-pandemic levels and the Trust looks forward to recruiting more volunteer wardens and office volunteers.

The estimated volunteer contribution during the year was the equivalent of 349 (2023/24; 378) working days (of 7.5 hours per day) spent on the Hills and Commons and 2 (2023/24; 24) working days on office work. The contribution of all volunteers, including the trustees, is gratefully acknowledged.

We were delighted to welcome a volunteer over winter who brought knowledge of archival best practice and the public engagement opportunities of archives. She helped the Trust to understand how the role of rangers (a rebrand from wardens to rangers took place shortly after the year-end) has evolved in our organisation, which is over 140 years old.

The rangers organised a Christmas get together for the volunteers at the Foley Arms Hotel in Malvern and the Chair and CEO hosted a Wassail event in Morgan's Orchard at Golden Valley in January to thank the volunteers for their work restoring the orchard.

Use of Defra Stewardship Grants

In 2024/25 around 78 % (2023/24; 77 %) of the charity's land was managed under the Department for the Environment, Food and Rural Affairs (Defra) Countryside Stewardship Scheme (CS) or Higher Level Stewardship Scheme (HLS). These schemes provide valuable funding for certain land management and conservation activities including grazing, which is the most effective way to maintain significant parts of the Hills and Commons. The grazing programme is complemented by a range of other management work carried out by staff, contractors and a dedicated team of volunteers.

6 separate agreements are held (2023/24; 6 agreements), and together they provide over £250,000 (2023/24 over £100,000) per annum toward MHT's conservation activities. The amount has increased substantially because in January 2024 Defra announced a nationwide increase to certain payment rates applicable from 1 January 2024 for all CS agreements (not HLS).

Key achievements

During the year, the Trust has successfully undertaken maintenance work and implemented the Land Management Plan across its 1200 hectare (3000 acre) estate which includes open hills, woodlands and suburban green spaces. Local wildlife and heritage have been cared for with over a million visits made coming from far and wide have enjoyed the land. As part of this work, staff have maintained over 70km of paths and 22 car parks to help facilitate public access and enjoyment of the landscape.

Other key achievements were:

- Following an extensive public consultation and engagement programme the Trust deposited a Parliamentary Bill in November 2024. The Trust's governing acts date back to 1884. They can only be updated by another Act of Parliament. It is important that the Acts are modernised to improve the charity's governance arrangements and allow the charity to look after the Hills in the most effective way in increasingly challenging times.
- Numerous improvements on fire and health and safety compliance were implemented and action taken on further opportunities for improvement. A Health and Safety Working Group comprising trustees and staff was formed in January 2025 to support and inform the senior management team and trustees in respect of health and safety. All trustees were offered health and safety training from the external health and safety advisor.
- The Staff Trustee Protocol Working Group continues to meet and consider staffing matters

- ‘Miles without stiles’ is an ongoing project to replace stiles, which can be tricky to use for some walkers, with hand gates thus opening up more of the Hills and Commons to a wider range of people. The initiative has taken a further step as two stiles near North Hill have been replaced with hand gates.
- Planting a new tree avenue beside Peachfield Road as part of a volunteer team day with Speller Metcalfe, who kindly spent the day with us planting oak, beech and crab apple. Tree avenues are a key feature of this area.
- Previous Trustee reports have flagged MHT’s work to try and eradicate the invasive, non-native plant *Crassula helmsii*. We’re very pleased to say that follow up surveys have found no evidence of the plant in treated sites – given that this is a famously hard to get rid of plant, this is a real victory for MHT.
- In winter 2024/25 MHT used specialist contractors to carefully fell and extract trees from a part of Old Hills. This site is renowned for its wood pasture and butterfly interest and both were suffering from the spread of secondary trees. The now restored area is more open, the sunshine can come in and highland cattle are doing a super job of maintaining it.
- The Trust has engaged in the South Worcestershire Development Plan Review (SWDPR) throughout the year compiling a written response to the Inspectors, matter and issues questions. Staff attended and represented the Trust at SWDPR Hearings on 25th, 26th March and 29th April 2025.
- Trust staff continue to monitor planning applications which could impact Trust land, where applicable representations to the Local Planning Authority have been submitted.
- Trust staff continue to monitor and manage work proposed and being undertaken by utility companies across the Trust’s land.
- With tree diseases on the rise, the Trust has had to spend a large sum of money on tree safety works this year. This in partly in response to Ash Dieback disease. Whilst the works went well and no incidents have been reported, unfortunately we now have another tree disease on the estate – Acute Oak Decline. This will further challenge our staff and resources in the future.
- Trust staff attended and spoke at the South Worcestershire Development Plan hearings to ensure the nationally important landscape was adequately taken account of. Staff have submitted comments on a variety of planning applications which might affect Trust land and also halted or improved several infrastructure installations by utility companies, this to protect landscape character
- There has been a concerted effort on improving trustee and staff interactions. The Staff Trustee Protocol Working Group was a particular highlight with a new procedure noted by the Board in May along with a referral form for trustee questions that are not appropriately routed to the Trust’s information line. The Land Management Committee provided two informative walks in 2024 at West of England Quarry and Old Hills led by the Conservation Manager and team, to illustrate and gain a shared understanding of current challenges for Trust operations. A new social group has formed.

Structure, Governance and Management

The Malvern Hills Trust is a body corporate set up under the Malvern Hills Act 1884, and governed by that Act as well as the Acts of 1909, 1924, 1930 and 1995. It is a registered charity.

The Board of Trustees is the decision-making body. The governing legislation currently provides for 29 trustees who are appointed for a four-year term. Eleven trustees are directly elected under the Local Elections (Principal Areas) Rules by the residents of the wards (as at December 2022) and parishes listed below, who contribute to Malvern Hills Trust through a levy paid with their Council Tax. The Chief Executive Officer is the Electoral Returning Officer.

Electoral area	<u>Seats</u>
Priory Ward	1
Chase Ward	1
Wells Ward	1
West Ward	1
Dyson Perrins Ward	1
Malvern Link Ward	1
Pickersleigh Ward	1
Guarlford Parish	1
Colwall Parish	2
Mathon Parish	1

The remaining 18 trustees are nominated by the following bodies:

Herefordshire Council	2
Worcestershire County Council	2
Worcestershire County Council on behalf of the parishes of Castlemorton, Newland and Powick	3
Malvern Hills District Council	8
Colwall Parish Council	1
Mathon Parish Council	1
The Church Commissioners	1

The majority of the current trustees took up their seats on 1st November 2023 (some trustees were appointed after that date) and will remain in place until 31 October 2027.

There were 3 vacancies (for nominated members) at the time this report was approved.

Following elections in November 2023, trustees underwent an intensive period of training to ensure that they understand their duties and responsibilities under the Malvern Hills Acts, their responsibilities as charity trustees and their duties under other legislation which affects the land which they manage. Subsequent training for any new later appointed trustees has also been provided as required. Those trustees appointed in September 2025 are in the process of receiving their training programme at the time this report was approved. In particular there were a number of training sessions to ensure that new trustees were fully familiar with the Trust's proposals to update its governing Acts. A short tour is also offered to view some of the

key management sites and all trustees are encouraged to attend land management site visits throughout the year.

During the past year, trustees have received training in tackling bullying and harassment, Trust values, and PR and communications.

Board and Committee meetings are open to the public and dates are published on the website. The Board holds six scheduled Board meetings in January, March, May, July, September and November to make decisions and to receive reports from officers, committees and from representatives serving on outside bodies. There is an opportunity for members of the public to make statements by prior arrangement at these meetings. Special Meetings are also held whenever required.

The annual meeting at which the financial statements are adopted and Auditor appointed was held on 14th November 2024. It was resolved at that meeting to re-appoint Azets Audit Services for the year ended 31st March 2025, and the Trustees' Annual Report and Accounts for year ended 31st March 2024 were approved.

The Chair and Vice Chair are elected at the Board's annual meeting in November, at which committee members and representatives to serve on outside bodies are also appointed. Cynthia Palmer (chair) and David Core (vice chair) were appointed unopposed at the meeting on November 2023.

At the Board meeting on 11 July 2024 Cynthia Palmer resigned as Chair. John Michael was appointed to replace her at a Special Board meeting on 30 July 2024 and he was re-appointed in November 2024.

Chief Executive Officer

The Chief Executive Officer is responsible for the day-to-day management of the charity's affairs and for implementing strategies and policies agreed by the Board of Trustees.

Committees

There are five committees of the Board. Their functions are set out below. The Board of Trustees considers committee reports and adopts, declines or amends their recommendations at the following Board meeting.

Land Management Committee

This committee considers land management issues and strategy, including the statutory duty to maintain the natural aspect. This includes:

- Overseeing production of the Land Management Plan and monitoring progress against the plan
- Recommending the annual land management budget to the Board and monitoring progress against the budget

- Reviewing policies relating to the management of the charity's land holding
- Consideration of some applications for easements and wayleaves and making recommendations to the Board thereon
- Considering appropriate levels of access infrastructure, interpretation and information
- Reviewing funding agreements, licences etc relating to the management of the Hills and Commons
- Considering and making recommendations to Board regarding policy and best practice relating to environmental and sustainable development practices, (such as management of ash in light of Ash Dieback disease)

Finance, Administration and Resources Committee

This committee has oversight of the following areas:

- Finance, including reviewing the adequacy of financial controls, annual financial statements, budgets and budget monitoring
- Investments, including reviewing the Investment Manager's reports and performance
- Overseeing production of the business plan and monitoring progress against the plan
- Administration, including legal matters and review and enforcement of the byelaws
- Rents and charges
- Reviewing major contracts
- Ensuring that Malvern Hills Trust has appropriate levels of insurance cover
- Fundraising
- Communications

The committee also has authority to approve unbudgeted expenditure within agreed limits.

Governance Committee

The Governance Committee has oversight of and advises the Board on the following areas:

- Ensuring the organisation complies with the Malvern Hills Acts, charity legislation and other relevant legislation relating to governance
- Reviewing board and committee performance
- Reviewing and monitoring compliance with the Governance Handbook, Standing Orders and the Code of Conduct
- Ensuring that the charity has appropriate risk management systems in place and that risks are reviewed and updated annually
- Approving training for trustees

Staffing Committee

The Committee makes recommendations to the Board of Trustees regarding:

- Staffing and office requirements
- Policy matters relating to staff salaries and benefits
- Budget allocation for personnel and health and safety

- Policy matters relating to terms and conditions of employment/engagement for all staff and volunteers
- Matters arising from Malvern Hills Trust's Disciplinary and Grievance procedures for staff
- Health and safety and first aid matters in relation to staff, volunteers and members of the public
- Pension arrangements with the Finance Administration and Resources Committee

The Committee also:

- Reviews all employment and human resources policies and procedures and ensures that Malvern Hills Trust acts as a good employer
- Receives reports from the Chief Executive Officer on human resource matters
- Ensures that Malvern Hills Trust has a Health and Safety Policy and Health and Safety management systems in relation to staff, volunteers and members of the public and that these are reviewed regularly, properly implemented and the Board of Trustees is kept fully informed

Disciplinary Committee

The Committee meets as and when required to consider breaches of the trustee Code of Conduct.

Charity Governance Code

The Charity Governance Code was first published in July 2017 and revised in 2020 as a reference document to help charities work towards effective governance and the right leadership structure. The Code sets out principles and recommended practice. All charities and their trustees are encouraged to meet the principles and outcomes of the Code by either applying the recommended practice or explaining what they have done instead or why they have not applied it.

As a charity governed by statute, including legislation which is now over 175 years old, it is not possible for the Trust to follow many of the recommendations for good practices set out in the Code, but the Code has been used to formulate many of the proposals for modernisation of the Trust's constitution.

The Charity Governance Code states that if a trustee has served for more than 9 years their appointment should be subject to a particularly rigorous review, taking into account the need for progressive refreshing of the board and should be explained in the trustees' annual report.

There is nothing in the Acts which prevents a trustee from standing for office for more than 9 years and, because of the way trustees are appointed, nothing the Trust can do to prevent appointment of trustees who have been on the Board for more than 9 years.

Trustees who have served for more than 9 years (listed in order of longest serving) are:

Christopher Rouse (first elected November 2003)

David Baldwin – first appointed May 2010

John Raine – first appointed September 2013

Richard Bartholomew – first elected March 2015

Charles Penn – first elected November 2015, resigned May 2025

John Michael – first appointed November 2015

Ward boundary changes

The Malvern Hills (Electoral Changes) Order 2023 caused significant concern for the Trust as it altered the boundaries of Local Government wards in central Malvern. The Trust's electoral area is (in part) defined in the Acts as "the seven wards of the urban district of Malvern". The Urban District Council was abolished in 1972. The current wards no longer coincide with the old electoral boundaries. The Trust was able to conduct its elections in November 2023 in accordance with the Acts thanks to significant assistance from the Electoral Services staff at Malvern Hills District Council.

This situation is not satisfactory and the Trust is seeking to address the problems posed by the out of date references in the Malvern Hills Acts in the Malvern Hills Bill.

Malvern Hills Bill

The Trust is governed by the 5 Malvern Hills Act, which reference other public Acts, dating back to 1847. The Trust has long recognised the need to rationalise, modernise and consolidate its governing legislation. The current Acts do not reflect or permit modern best practice in relation to charity governance and do not contain all the powers that the trustees need to administer the charity in the most effective way and to best achieve its objects. There are provisions in the Acts that no longer apply, others which reflect a legal and cultural context that no longer exists and some of the key provisions are defined by reference to bodies which were abolished 50 years ago. Because the Acts are out of date, they hamper the Trust's ability to operate effectively and to provide good value for money.

The Trust began work on its proposals for updating the Acts in 2014, including a public consultation in Autumn 2019. The Trust obtained consent from the Charity Commission in August 2023 to expend up to £306,000 on the preparation and promotion of a Bill in Parliament. This permission was subject to a condition that the Trust did not seek to extend or materially change the existing power to levy.

It was resolved in January 2024 to seek a Private Bill. The Trust ran a public consultation from 22 May to 22 July 2024 on their detailed proposals for change and also wrote directly to key stakeholders. Following consideration of the consultation outcomes, the Trust finalised the drafting of the Bill and it was deposited in Parliament in November 2024. The Bill had its first reading on 22 January 2025 and its second reading on 4 June 2025. The next stage is the Committee stage which is likely to start in early 2026.

Loan from Land Purchase (1992) Fund

Under s105 Charities Act, the Charity Commission authorised the Trust to borrow up to £306,000 from the Land Purchase (1992) Fund which was established pursuant to s9 MHA 1930, in order to help spread the cost of the Parliamentary Private Bill. This is an internal loan and the interest and compensation payments are not lost to the trust.

The loan agreement was made on 23 April 2024. It required the Trust to repay the loan over 25 years, together with interest fixed at a rate of 6 % pa and a compensation payment to cover any loss of investment income sustained by the Land Purchase Fund as a result of some investments having been moved from the main portfolio into more easily accessible/lower rise investments.

The following sums were drawn down:

£100,000 on 31 December 2024, £90,000 on 31 March 2024.

The following repayments were made from General Fund during the financial year 2024/25:

Interest: £Nil Capital: £Nil Compensation payment: £710 on 15 January 2025

In 2025/26 at the time this report was approved, no further loan drawdowns have been initiated and the following payments from general fund have been made:

Interest: £1,144 Capital: £1,508 Compensation payment: £Nil

Financial Review

The financial results are set out on pages 32 to 65. There was a total net increase in funds of £419,866 (2023/24 increase of £258,645).

Net expenditure before transfers on the unrestricted funds was £33,546 (2023/24 net income of £64,918). The net movement on the unrestricted funds after transfers and the FRS 102 pension adjustment was an increase of £596,312 (2023/24 increase of £167,008).

In addition, there was a net decrease of funds on the restricted funds of £176,446 (2023/24 net increase £91,637).

Total reserves at the financial year end were £ 4,275,183 (2023/24 £3,855,317), of which £2,914,588 is restricted which includes £1,346,835 inalienable assets. (2023/24 £3,091,034 restricted which includes £1,346,835 inalienable assets).

Further information regarding inalienable assets is in notes 1g and 1h.

Principal sources of funds

Under powers in the Malvern Hills Acts, Malvern Hills Trust charges a levy to Council Tax payers in the parishes of Malvern, Guarlford, West Malvern, Malvern Wells, Colwall and Mathon. The average band D levy payable in 2024/25 was £47.59 (2023/24 it was £45.34). The total levy received by the charity was £697,070 (2023/24 £663,800).

Malvern Hills Trust is very grateful to the levy payers for this funding and recognises its importance in helping the Trust to maintain the Hills and Commons. Information for levy payers can be found on the website <https://www.malvernhills.org.uk/living-in/levy-payers/>

Revenue from car parks is the second main funding source. The total received in 2024/25 was £446,381 (2023/24 £398,720). Car park takings are used to fund the charity's work generally including maintaining the car parks for public use.

Agri-environment grants, most significant of which are those from Countryside Stewardship Scheme, are the third largest source of funds. £270,413 was received in 2024/25 (£148,536 was received in 2023/24). An additional sum of £146,037 for the year ended 31st December 2024 (2023/24 £59,673) was received by the CS Castlemorton Delivery Group which is accounted for as custodian funds under the terms of the Countryside Stewardship Scheme. The entire income and expenditure of this delivery group does not form part of the Malvern Hills Trust accounts, but rather the applicable share of income for the Trust is recognised as other grant income, as established via the required internal agreement. In 2024/25 this amounts to £1,000 admin fee (2023/24 £1,000) and £5,882 non-grazing delivery services (2023/24 £5,098).

Donations and legacies received totalled £33,926 (2023/24 - £18,243).

Significant financial impacts

Significant events (and their financial impact) during the year were:

- The Trust has a 5-year programme for managing Ash Dieback. Spend in 2024/25 has not been as high as was anticipated at £29,731 (2023/24 £38,614) but we now face managing Acute Oak Decline which will require funds going forward. The balance of the designated funds (Tree Disease and Ash Dieback) are currently sufficient as a result of prior year transfers made in anticipation of future costs. It was not deemed necessary to designate additional funds this year.
- The Board maintained its policy of updating vehicles with purchases of an Isuzu field staff vehicle and a Bomford Turner hedge cutter. The cost of vehicle and equipment additions was £60,282.
- We recruited an additional senior staff member, the Land and Property Manager who joined us in February 2025 and we began the process to recruit a new Operation's Manager ahead of Peter Kelsall's retirement in May 2025 as well as a new member of the Ranger's Team and a new member of the Field Team towards the end of the financial year.
- Carpark takings exceeded budget which was in part due to unexpected revenue stream from a contractor using one carpark exclusively towards the end of the financial year and paying for that right.
- Significant time and financial investment has been made in the drafting and depositing of the Malvern Hills Bill during this financial year as described in detail earlier in the report. It became apparent that the original budget for the preparation and promotion of the Private Bill would need to be revised and uplifted partly as a

result of the number of petitions against the Bill, the vast majority of which were from individuals in the Malvern area. A revised budget of £471,972 was approved by the Board in May 2025 and Charity Commission consent for the additional expenditure was received in October 2025.

- The anticipation of severe delays in stewardship payments has made cashflow difficult to manage in recent years but this year we received most of the payment earlier (92 % for 2024 was received on time). This will allow us to plan the spend which is even more pertinent now that grant amounts have increased significantly by Defra.
- Significant time and costs have been incurred surrounding the governance of the Charity during the financial year that are not bill related. This continues into the 2025/26 financial year and is becoming increasingly concerning.

Acknowledgements: other grants and contributions

Malvern Hills Trust gratefully acknowledges the financial support of Defra Rural Development Programme for England, Worcestershire County Council, Herefordshire Council, Malvern Hills District Council, Malvern Civic Society, and the Farming in Protected Landscapes scheme run by the Malvern Hills National Landscape partnership.

Investment powers and policy

The trustees have wide powers of investment.

The Trust has placed the Land Maintenance Fund, Parliamentary Fund and the majority of the Land Purchase (1992) Fund, under investment through RBC Brewin Dolphin.

The trustees have provided RBC Brewin Dolphin with written investment policies for the portfolios, which are reviewed annually. In all cases, the Trust seeks to produce the best financial return with a moderate level of risk.

The Finance, Administration and Resources Committee, with the advice of the Trust's Investment Manager, is charged with recommending to the trustees a suitable asset allocation strategy, with the aim of achieving the charity's investment objectives. RBC Brewin Dolphin's risk category 6 index is used to structure the main portfolios and provides a ready measure of performance. The Trust's investment policies provide that the asset classes which the trustees consider could be included within the portfolio are cash, fixed interest products, equities, commercial property, private equity, commodities and any other asset that may be agreed to be suitable for the charity. Access to these asset classes can be achieved directly or via collective investment vehicles such as unit or investment trusts. No single direct equity investment should exceed 5 % of the total value of the portfolio and no single investment in a collective fund should exceed 10 % of the value of the portfolio. Investments in negotiable instruments known as 'derivatives' are not permitted without prior approval of the trustees.

The trustees acknowledge that in order to manage longer term inflation risks, investments will partly be in assets such as equities and as a result, in the short-term the capital values of the portfolios could fluctuate.

The Trust's investment objective for the Land Maintenance Fund and the Parliamentary Fund ("Parliamentary portfolio") is to produce the best financial return (capital growth and income) with a moderate level of risk.

The Trust's principal objective for the investment of the Land Purchase (1992) Fund (Land Purchase (1992) portfolio) is to generate a return (net of costs, including reinvestment of earnings) sufficient to maintain the purchasing value of the fund.

The trustees are funding a significant percentage of the cost of preparing and promoting the Malvern Hills Bill by way of a loan from the Land Purchase Fund. A similar mechanism was used to fund the passing of the Malvern Hills Act 1995. Anticipating drawing down part of the Fund, trustees voted in January 2023 to move £350,000 to lower risk investments in order to avoid the risk of fluctuations in the value of the investments at a time when funds were needed. The Board resolved to split the Land Purchase Fund into 3 parts, £150,000 to be invested as cash in FSCS assured interest bearing accounts and £200,000 to be invested by the Trust's Investment Managers in a separate, risk category 4 portfolio (Land Purchase (1992) No2 portfolio). The balance remains invested in accordance with the original Investment Policy.

On draw down of the loan to fund the Malvern Hills Bill, towards the end of the financial year, £190,000 is reclassified to the Promotion & Preparation of the Bill designated fund (see net assets between funds note) but at the balance sheet date remains in the Land Purchase (1992) portfolio with Brewin Dolphin. Earnings since this transfer will be general fund income because the loan agreement deals with all financial recompense to the Land Purchase Fund. These funds will be drawn down to cash as the need arises but in the meantime any income that can be earned on the funds is to the benefit of the Trust.

Investment performance

Over the 12 months to 31st March 2025, inflation continued to be moderate across most developed markets, although progress was uneven and slower than many central banks had hoped. Interest rates remained elevated, with policymakers adopting a cautious stance amid resilient labour markets and sticky core inflation. Geopolitical risks persisted, particularly in the Middle East and Eastern Europe, contributing to intermittent volatility in energy prices and global supply chains. Despite these headwinds, equity markets performed strongly, buoyed by expectations of interest rate cuts and robust earnings from key sectors. The US market performed particularly well towards the end of 2024 due to the expectation of Trumps proposed policies being a positive for the US market but towards the end of February we saw weakening of the US market due to such uncertainty around tariffs. The European region on

the other hand performed well over the start of 2025 in part due to the planned expenditure across the region towards defence spending.

Over the financial year to 31 March 2025, the combined portfolio generated a total return of +2.19 % net of fees. This compares to the Asset Risk Consultants (ARC) Steady Growth Index performance of +2.71 % (net of fees) and the RBC Brewin Dolphin Risk Category 6 Strategic Asset Allocation of +2.89 % (gross of fees). The ARC index is made up of around 5,000 charity portfolios from 35 different investment managers, providing a good comparison to the performance of sector peers with a similar level of investment risk.

The annual returns (year ended 31 March 2025) were as follows:

Land Purchase (1992) Fund (main portfolio)

Return gross of fees +2.34 %, net return +1.64 % (ARC Steady Growth 2.71 %)

Land Purchase (1992) No. 2 portfolio (established 20th February 2023)

Return gross of fees +4.08 %, net return +3.37 % (ARC Balanced asset 3.43 %)

Parliamentary and Land Maintenance portfolio

Return gross of fees +2.84 %, net return +2.14 % (ARC Steady Growth 2.71 %)

The trustees receive a full report on the investment portfolios from RBC Brewin Dolphin in June and December and an interim report is available in March and September.

The Trust's assets are invested in line with the long-term interests of the charity. Malvern Hills Trust exists to protect the Malvern Hills and Commons. Climate change poses a threat to the unique environment which is cared for by the Trust. Since 31st March 2021 the trustees have excluded all fossil fuel, mining and quarrying companies from the investment portfolios. The trustees also exclude individual investments which are perceived to conflict with the charity's purpose.

Reserves policy and going concern

Malvern Hills Trust's (MHT's) free reserves are defined as those funds which the charity has available to spend on its charitable objectives.

The free reserves are calculated by starting with the total unrestricted funds value from the accounts. To comply with accounting rules the amount of the pension deficit is included as part of the unrestricted funds shown in the accounts, although it is a liability that will not crystallise, as the deficit to be repaid is part of a different calculation under the triennial valuation of the scheme. This deficit value is therefore added back when calculating the free reserves. The net book value of fixed assets (not available as cash) and the value of committed (designated) funds are then deducted, to come to the free reserve total. In summary, the calculation is as follows:

Total unrestricted funds*

Less:

The defined benefit pension scheme surplus/(deficit)

Net book value of fixed assets funded from the general fund

Committed designated funds

*Unrestricted funds comprise the general fund, and free designated funds and surplus/(deficit) on the defined benefit pension scheme

The level of free reserves required will vary from time to time depending on MHT's overall financial position, the economic climate, the security of income from grants and other sources (in particular from parking revenue), the expected levels of planned expenditure and the risks of unplanned costs.

In setting the policy, the trustees have ensured that the contributions required under the defined benefit pension scheme, including those to cover the actuarial deficit, can be met from projected cash flows.

MHT's trustees' policy is to aim to maintain the free reserves level above £350,000. This threshold has been set by the trustees taking into account the following factors:

- The need to hold funds to maintain the viability of MHT in case of unexpected events leading to uninsured costs,
- The need to provide protection against the risk of a significant drop in grant or other income or unexpected delays in receipts,
- To fund everyday essential expenditure in the event that income streams are unexpectedly interrupted,
- To fund unplanned costs arising from tree diseases,
- The need to provide working capital for MHT, both for day to day work and for future (possibly grant-funded) development,
- The need to provide a degree of protection against fluctuations in investment income.

The policy was adopted in June 2018 and is reassessed annually. The Board agreed to keep the policy at £350,000 in the Board Meeting dated 12 September 2024. This policy review will be repeated at the November 2025 meeting when these accounts are approved.

Free reserves have also been reviewed regularly throughout the year during the appropriate meetings.

At 31st March 2025 total funds of the charity were £4,275,183 (2023/24 £3,855,317). This included restricted funds of £2,914,588 (2023/24 £3,091,034) and committed designated funds of £1,118,634 (2023/24 £897,153). Details of all the designated funds are given in note 20 to the financial statements and restricted funds details are in note 22.

The level of free reserves as defined above was £627,968, made up of the following:

	£
General fund excluding net book value of assets	210,312
Free' designated funds	
Unrestricted gifts	406,903
Dog campaign	3,501
Modernisation of Acts - other costs	7,252
Total	<u>627,968</u>

The total of the free reserve was down on the March 2024 figure (£742,341).

The overall free reserve remains higher than the target minimum of £350,000.

The trustees have carried out a going concern review and concluded that the Trust is a going concern and that they expect the organisation to continue operating and paying liabilities as they fall due for at least twelve months from when the accounts are signed.

Pension scheme

FRS 102

Malvern Hills Trust is a member of the Worcestershire County Council Pension Fund (WCCPF), which is a defined benefit scheme. The costs and liabilities shown in these financial statements are accounted for under FRS 102, with details being given in note 28. The pension figures reflected in these financial statements have been provided by Hymans Robertson LLP, the Actuary to the Fund.

The FRS 102 accounting deficit at the year end has been calculated as £130,000 (2023/24 £612,000). The employer's contribution rate during the year was 22.4 % (2023/24 21.8 %).

Triennial valuation

The most recent completed triennial Actuarial valuation was carried out at 31st March 2022. This valuation provides the basis for the calculation of future contributions to WCCPF. The Trust's deficit (that is the excess of pension liabilities over assets) in WCCPF as at 31st March 2022 was £802,350 (74.8 % funding level). This was an improvement on the position at the last two triennial valuations which showed a deficit in 2019 of £926,000 (69 % funding level) and £1,092,000 (57 % funding) in 2016. The next Actuarial valuation will be carried out as at 31st March 2025, with revised contribution rates coming into effect from 1st April 2026. The 31st March 2025 valuation information is not yet available for inclusion in these statutory accounts.

The Trust receives a schedule of contribution rates from the Actuary following each triennial valuation, comprising a rate to support on-going benefits and a deficit recovery element. The Business Plan and budgets include provision for these payments. The deficit recovery period following the 2022 Actuarial Valuation is 12 years. The deficit payments in 2024/25 totalled £77,630 (2023/24 £74,200). The amount due for 2025/26 is £81,150.

In July 2016 the Board closed WCCPF to new joiners, following a review of pension provision. In order to meet its obligations under auto enrolment legislation, new employees are enrolled in the People's Pension, which is a defined contribution scheme. The employer's contribution rate to this scheme is 10 % of pensionable salaries.

Plans for future periods

The senior management team has a further opportunity to grow and develop with the appointment of the new Land and Property Manager in 2024 and a new Operations Manager, recruited following the retirement of Peter Kelsall. Whilst recommendations of the Staffing Review 2023-24 have been completed, new actions will be agreed on the basis of the 2025 employee engagement survey.

The communications output is evolving with more emphasis on reaching new audiences and explaining who we are and what we do. The Trust will be holding drop-in sessions over the summer 2025 to give members of the public the opportunity to learn more about the charity's work and the new Bill. Peaks in activity on the Trust's website occurred in May and June 2024 related to the sale of car parking passes and the public consultation on the Bill. There was also a peak in February 2024 on vacancies listed. Active users of the website in the financial year 2024-25 were over 88,000. Peaks in activity on the Trust's website continued on the Governance Change pages until July 2024, which was around the time of the public consultation on the Bill. The Trust's Facebook channel has 6.2k followers (up by 1,000 on 2023-2024) and highest reaches were on stories around the annual hay cut, bracken rolling and the February vacancies. Highest reach on Instagram was on posts about winter tree safety works, International Bat Night and deadline for a vacancy in July 2024. Stockwatch continues to be popular with a regular slot in the Malvern Gazette.

The Trust's consultation for its private Bill was extensively publicized with over 15,000 leaflets and hundreds of posters circulated. The Trust also held 5 drop-in sessions and informal sessions in Trust car parks to answer questions from members of the public. There was a concerted campaign of misinformation about the Bill (including a web site telling people how to complete the Trust's consultation questionnaire in 4 minutes without reading the consultation document) and the Trust set up frequently asked questions and a myth-busting sections on its website.

Over the next 12 months the Trust will continue to deliver its adopted Land Management Plan. Several recent and forthcoming changes in personnel will bring extra challenge, especially for a small team.

Practical works on the estate will continue to maintain the open access and associated infrastructure plus the care of our natural and cultural heritage too. The mowing plan will once more try to strike balance between providing open spaces suitable for picnics and games but also wilder areas where orchids and bees as well as flora and fauna can flourish.

Special effort is required to repair the eroded ridgeline, guard against wildfires and enhance some of the Trust's newly acquired lands. At Colwall Coppice, for example, we hope to obtain grant funding to support uneconomic tree thinning and planting. This to help diversity the ancient woodland and increase its resilience to tree diseases and a changing climate.

The period in which the next MHT Land Management Plan is to be drawn together will be extended. The new plan will go live in April 2027 – this extension will allow more data gathering and greater consultation with stakeholders in 2025 and 2026.

Remuneration policy and salary costs

Salaries were last independently benchmarked in spring 2022. A pay benchmarking exercise was commenced in summer 2025 and is still ongoing at the time this report was approved.

The salary of the Chief Executive Officer is set by the Board, following an annual appraisal. Negotiations regarding pay awards across all LGPS staff pay scales were finally settled upon in November 2024 and backdated to 1 April 2024.

Statement of trustees' responsibilities and corporate governance

The trustees are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The law applicable to charities in England & Wales requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources of the charity for that period. In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently,
- observe the methods and principles in the Charities SORP 2019 (FRS 102),
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in operation.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements comply with the Charities Act 2011, the Charities (Accounts and Reports) Regulations 2008 and the provisions of the governing Acts. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Trustees are responsible for the maintenance and integrity of the charity and financial information included on the charity's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Post balance sheet event

The Malvern Hills Trust was, and continues to be, deeply saddened by the untimely passing of one of its Field Team. Martin Cottrell, a dedicated member of the staff for over thirty years, died on Friday 2 May.

The matter is currently subject to ongoing investigations by the relevant regulatory authority, and the Trust is co-operating fully.

The trustees have reviewed the potential implications for the charity's operations, staffing and governance and will take any appropriate actions once the investigations have concluded. No financial adjustments are required to the year end accounts as the event occurred after the reporting date and does not relate to conditions existing at that time.

The trustees wish to express their deepest sympathy to his widow and family, friends and colleagues.

Risk management

The trustees have in place a formal risk management process to assess business risks and implement risk management strategies.

The risk management process involves identifying the types of risks the charity faces, classifying them in terms of potential impact and likelihood of occurrence and identifying ways of managing the risks. At each meeting of the board, trustees are updated on any significant changes to the level of risk, particularly any categories that are gauged to be entering the highest risk category, and any appropriate actions considered.

During the year the Finance Administration and Resources Committee has met and discussed the Risk Management Strategy. There is now a shorter more manageable working document with easy filtering to identify risk owners and which risks committees and/or the whole board are responsible for monitoring.



The key risks identified during the year were as per 2023-24:

- Potential of grant-making bodies such as the Rural Payment Agency making unilateral changes to existing grant schemes which might negatively impact on income levels.
- Uncertainty in regard of Trusts election arrangements following the Boundary Commission review of Malvern Hills District Council ward boundaries.
- Reputational impacts arising both from the above, and local campaigns (by individuals and/or groups) generating misinformation that affects the reputation of the charity and generates adverse publicity, as well as diverting the limited resources and focus of the organisation from its core objects.
- The impacts of additional workloads and limited delivery capacity arising from both expected and unexpected loss of staff from key roles within the small staff team.

Some areas of financial operations previously identified as at high risk in 2023-2024, have since moderated, but still warranted careful monitoring. These include the risks of:

- Impact of Government policy, changes in legislation and regulations
- Expenditure levels increasing and car park takings and grant funding income falling below expected levels
- Poor investment returns

Impending changes in local government are likely to have an impact on Trust elections if the new Act isn't passed by 2027. Uncertainty over the changes is also an issue.

Statement as to disclosure to our auditors

In so far as the trustees are aware at the time of approving the Trustees' Annual Report, the trustees have each taken appropriate steps to make themselves aware of any information relevant to the audit and to establish that the auditor is aware of that information.

By order of the Board of Trustees

A handwritten signature in dark ink, appearing to be 'J. Michael'.

John Michael
Chair of Trustees on behalf of the Trustees
DATE 13th November 2025

Independent Auditor's Report to the Trustees of Malvern Hills Trust

Opinion

We have audited the financial statements of Malvern Hills Trust (the 'Charity') for the year ended 31 March 2025 which comprise the statement of financial activities, the balance sheet, the statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Charity's affairs as at 31 March 2025 and of its incoming resources and application of resources, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Charities Act 2011.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Charity in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Charity's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Trustees with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The Trustees are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Charities (Accounts and Reports) Regulations 2008 require us to report to you if, in our opinion:

- the information given in the financial statements is inconsistent in any material respect with the Trustees' report; or
- sufficient accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Trustees

As explained more fully in the statement of Trustees' responsibilities, the Trustees are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the Trustees are responsible for assessing the Charity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Trustees either intend to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

We have been appointed as auditor under section 144 of the Charities Act 2011 and report in accordance with the Act and relevant regulations made or having effect thereunder.

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a

material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

We obtain and update our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. This includes consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

In response to the risk of irregularities and non-compliance with laws and regulations, including fraud, we designed procedures which included:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the entity through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management bias and override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for indicators of potential bias.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk of not

detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Other matters

Your attention is drawn to the fact that the charity has prepared financial statements in accordance with "Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)" (as amended) in preference to the Accounting and Reporting by Charities: Statement of Recommended Practice issued on 1 April 2005 which is referred to in the extant regulations but has now been withdrawn.

This has been done in order for the financial statements to provide a true and fair view in accordance with current Generally Accepted Accounting Practice.

Use of our report

This report is made solely to the Charity's Trustees, as a body, in accordance with part 4 of the Charities (Accounts and Reports) Regulations 2008. Our audit work has been undertaken so that we might state to the Charity's Trustees those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Charity and the Charity's Trustees as a body, for our audit work, for this report, or for the opinions we have formed.



Azets Audit Services

Chartered Accountants

Statutory Auditor

25 November 2025
Date

Epsilon House
The Square
Gloucester Business Park
Gloucester
United Kingdom
GL3 4AD

Azets Audit Services is eligible for appointment as auditor of the charity by virtue of its eligibility for appointment as auditor of a company under section 1212 of the Companies Act 2006.

Statement of Financial Activities for the year ended 31st March 2025

	Note	Unrestricted funds	Restricted funds	Total funds 2025	Total funds 2024
		£	£	£	£
Income and endowments from:					
Donations and legacies	3	28,926	5,000	33,926	18,243
Charitable activities:					
Management of the hills and commons	4	986,961	9,095	996,056	870,563
Car parks	4	446,381	0	446,381	398,720
Other trading activities	5	57,688	16,000	73,688	50,931
Investments:					
Bank deposits		32,503	6,176	38,679	46,134
Investment portfolio		0	34,247	34,247	33,698
Other	6	13,895	0	13,895	22,913
Total income		1,566,354	70,518	1,636,872	1,441,202
Expenditure on:					
Charitable activities	7	1,599,466	38,648	1,638,114	1,338,810
Other expenditure	7	434	7,722	8,156	9,079
Total expenditure	7	1,599,900	46,370	1,646,270	1,347,889
Net gains on investments	9	0	3,264	3,264	88,332
Net income/(expenditure)		(33,546)	27,412	(6,134)	181,645
Transfers between funds	23	203,858	(203,858)	0	0
Other recognised gains/(losses)					
Actuarial gains/(losses) on defined benefit pension scheme	27	426,000	0	426,000	77,000
Net movement in funds		596,312	(176,446)	419,866	258,645
Reconciliation of funds:					
Total funds brought forward		764,283	3,091,034	3,855,317	3,596,672
Total funds carried forward	24	1,360,595	2,914,588	4,275,183	3,855,317

The statement of financial activities includes all gains and losses recognised in the year.

All income and expenditure derive from continuing activities.

The notes on pages 35 to 65 form part of these financial statements.



Balance Sheet as at 31st March 2025

	Note	2025	2024
Fixed Assets		£	£
Tangible fixed assets	14	430,515	428,748
Heritage assets	14/15	1,346,835	1,346,835
Investments	16	1,313,707	1,303,281
Total fixed assets		<u>3,091,057</u>	<u>3,078,864</u>
Current Assets			
Livestock		31,452	31,452
Investments		339,788	424,788
Debtors	17	245,168	306,520
Short term deposits		937,858	898,082
Cash in hand		152	176
Total current assets		<u>1,554,418</u>	<u>1,661,018</u>
Creditors: Amounts falling due within one year	18	<u>(240,291)</u>	<u>(272,565)</u>
Net Current Assets excluding pension liability		1,314,127	1,388,453
Net assets excluding pension liability		4,405,183	4,467,317
Pension Fund liability	27	<u>(130,000)</u>	<u>(612,000)</u>
Net Assets including pension liability		<u>4,275,183</u>	<u>3,855,317</u>
The funds of the charity			
Unrestricted - General Fund	19	371,961	479,130
Unrestricted - Designated Funds	20	1,118,634	897,153
Unrestricted - Pension Fund	21	(130,000)	(612,000)
Restricted Funds	22	2,914,588	3,091,034
Total charity funds		<u>4,275,183</u>	<u>3,855,317</u>

The notes on pages 35 to 65 form part of these financial statements.

Signed

John Michael
Chair of Trustees on behalf of the Trustees
DATE 13th November 2025

Statement of cash flows for the year ended 31st March 2025

	2025 £	2024 £
Cash flows from operating activities		
Net movement in funds	(6,134)	181,645
Add back depreciation charge	74,965	56,819
Profit on disposal of fixed assets	(8,455)	(11,712)
Investment (gains)/ losses	(3,264)	(88,332)
Difference pension charge and cash contributions	(56,000)	(48,000)
Income on investing activities retained in portfolio	(72,926)	(79,832)
Decrease / (increase) in stock	0	0
(Increase)/decrease in debtors	61,352	(189,588)
Increase in creditors	(32,274)	126,113
Net cash provided by/(used in) operating activities	(42,736)	(52,887)
Cashflows from investing activities:		
Proceeds from the sale of fixed assets	8,455	11,712
Purchase of fixed assets	(76,731)	(126,490)
Transfer to current asset investments	85,000	(340,000)
Purchase of investments	(198,004)	(173,249)
Proceeds on disposal of investments	181,281	152,023
Interest received	72,926	79,832
Net cash provided by investing activities	72,927	(396,172)
Change in cash and cash equivalents in the reporting period	30,191	(449,059)
Cash at beginning of period	898,260	1,334,341
Cash at end of period	938,010	898,260
Movement in portfolio cash	(9,559)	(12,978)
Change in cash and cash equivalents in reporting period	30,191	(449,059)

The notes on pages 35 to 65 form part of these financial statements.

Notes to the financial statements for the year ended 31st March 2025

1 Accounting policies

The principal accounting policies adopted, judgements and key sources of estimation and uncertainty in the preparation of the financial statements are as follows:

Basis of preparation

The financial statements have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their financial statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective January 2019) – (Charities SORP (FRS102)) and the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102).

Malvern Hills Trust meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy notes.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

a) Preparation of the financial statements on a going concern basis

The charity reported a cash inflow of £30,191 (2023/24 £449,059 outflow) for the year. The charity has cash resources and has no requirement for external funding. The trustees have a reasonable expectation that the charity has adequate resources to continue in operational existence for the foreseeable future. They continue to believe the going concern basis of accounting to be appropriate in preparing the annual financial statements.

b) Income

Income is recognised when all of the following criteria are met:

- Entitlement – control over the rights or other access to the economic benefit has passed to the charity,
- Probable – it is more likely than not that the economic benefit associated with the transaction or gift will flow to the charity,
- Measurement – the monetary value or amount of the income can be measured reliably and the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

Income is deferred when the donor specifies the grant or donation must be used in a future accounting period.

When donors specify that grants or donations, including capital grants, are for particular restricted purposes, this income is included in the incoming resources of restricted funds when it is receivable.

Grants that are subject to performance-related conditions are recognised when those conditions have been met.

Legacies are recognised upon the earlier of notification of probate being granted or receipt.

c) Operating leases

Income from operating leases is recognised in the statement of financial activities on a straight-line basis over the lease term.

d) Expenditure

Expenditure is included in the statement of financial activities on an accruals basis, exclusive of VAT. Whilst Support costs are apportioned on a reasonable basis. Salaries are allocated on an estimate of time spent on each activity. Depreciation is allocated by the use of the assets. Administration costs are allocated by invoice where possible otherwise an estimate has been made based on staff time. Governance costs include direct and indirect expenditure involved in ensuring that the charity complies with its charitable and statutory obligations.

e) Recognition of liabilities

Liabilities are recognised on an accruals basis, and once there is a legal or constructive obligation that commits the charity to the obligation.

f) Taxation

Malvern Hills Trust is a registered charity, and as such is entitled to taxation exemptions on all its income and gains, properly applied for its charitable purposes.

g) Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. A capitalisation limit of £500 has been set by the Trustees.

It is Malvern Hills Trust's objective to preserve and manage the land. The land is deemed to have an indefinite life and the Trustees do not therefore consider it appropriate to charge depreciation.

Depreciation on other assets is provided at rates calculated to write off the cost of fixed assets less their residual value on a straight-line basis over their expected useful lives on the following bases:

Vehicles and equipment	16.67 % of cost
Parking meters	10 % of cost
Office equipment	25 % of cost
Car Park improvements	20 % of cost
Improvements to land and buildings	20 % of cost
Office buildings	2 % of cost

h) Heritage Assets

Part of the freehold land of the charity is held for conservation purposes to meet its charitable objects and is therefore considered to be a heritage asset. As this land is central to the charitable objects and can only be sold in very limited circumstances, it is also considered to be an inalienable asset.

The land held by Malvern Hills Trust is reported in the Balance Sheet at cost. The land is inalienable, so the Trustees do not believe the expense of having the land valued for the purposes of these accounts would be good use of the charity's funds, as the cost would exceed the benefit. Malvern Hills Trust also has some small areas of land which were donated to the charity which are not shown in the accounts. The Trustees believe that the expense of having this land valued to include it in the accounts would exceed the benefits provided by the valuation, as this land is also inalienable.

i) Investments – Fixed Asset

Investments are shown in the Balance Sheet at market value. Changes in the valuation of investments during the year are shown as gains or losses in the Statement of Financial Activities.

j) Investments – Current Asset

Current asset investments are long term deposits comprising fixed-term or notice investments with a maturity of three months or more.

k) Livestock

‘Livestock’ represents cattle owned by Malvern Hills Trust. These animals are part of a long-term grazing licence, and their day-to-day care is provided by the licensee. An independent valuation of the livestock is undertaken at the commencement and termination of the licences. The current licence details are as follows:

Northern Hills Grazing licence – 14 cattle £6300 (2018). 1 December 2018 – 30 November 2028.

(Central Hills Grazing licence – no MHT owned livestock)

Southern Hills Grazing licence – 333 sheep £25,152 (2021). 1 June 2021 – 31 May 2031.

We also provide the licensees with certain equipment.

l) Pension scheme

The charity participates in the Worcestershire County Council Pension Fund which is a part of the Local Government Pension Scheme (LGPS), a multi-employer scheme. The LGPS is a defined benefit scheme. Contributions are accounted for in accordance with FRS102. Further details are given in note 28 to the financial statements. Membership of the LGPS is closed to new joiners.

In order to meet its obligations under auto-enrolment, the charity enrolls eligible new staff in the People’s Pension Scheme, a defined contribution scheme.

m) Fund accounting

Funds (as defined by the SORP, which are not necessarily cash funds or available for expenditure) held by the trustees are either:-

- Unrestricted general funds – these are funds which can be used in accordance with the charitable objects at the discretion of the trustees.
- Unrestricted designated funds – these funds are set aside by the trustees out of unrestricted general funds for specific future purposes or projects.
- Unrestricted pension fund – this represents the estimate of pension liabilities as required by FRS 102.
- Restricted funds – these are funds that can only be used for particular restricted purposes within the objects of the charity. Restrictions arise when specified by the donor, when funds are raised for particular restricted purposes or when required by the Malvern Hills Acts.

Further explanation of the nature and purpose of each fund is included in notes 20-22 to the financial statements.

n) Debtors

Trade and other debtors are recognised at the settlement date less any provision for bad debts. Prepayments are valued at the amount prepaid.

o) Short term deposits and cash at bank and in hand

Short term deposits comprise short-term highly liquid investments with a short maturity of three months or less. Cash at bank and in hand is the petty cash balance held.

p) Creditors and provisions

Creditors and provisions are recognised where the charity has a present obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to settle the obligation can be measured or estimated reliably.

q) Financial instruments

The charity only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value.

Financial assets measured at fair value comprise quoted investments. Financial assets measured at settlement value comprise cash at bank and in hand, short term deposits, trade debtors and accrued income. Financial liabilities measured at settlement value comprise trade creditors and accruals.

Details of financial instruments are given in note 29 to the financial statements.

r) Significant estimates and judgements

Significant estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The items in the financial statements where these estimates and judgements have been made include the useful economic lives of tangible fixed assets and bad debts.

The annual depreciation charge for the tangible fixed assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are amended where necessary to reflect the current estimates, based on technological advancement, future investment, economic utilisation and the physical condition of the assets.

Provision is made for bad debts if they remain outstanding for more than three months.

The present value of the Worcestershire County Council Pension Fund defined benefit liability depends on a number of factors that are determined on an actuarial basis using a variety of assumptions. The assumptions used in determining the net cost or income for pensions include the discount rate. Any changes in these assumptions, which are disclosed in note 28, will impact the carrying amount of the pension liability. Furthermore, a roll forward approach which projects results from the latest full actuarial valuation performed at 31 March 2022 has been used by the actuary in valuing the pensions liability at 31 March 2025. Any differences between the figures derived from the roll forward approach and a full actuarial valuation would impact on the carrying amount of the pension liability.

2 Legal status of the charity

Malvern Hills Trust is registered with the Charity Commission for England and Wales, number 515804.

The charity is a body corporate constituted by 5 Acts of Parliament, the Malvern Hills Acts 1884, 1909, 1924, 1930 and 1995.

The registered office is Manor House, Grange Road, Malvern, Worcestershire WR14 3EY.

3 Analysis of income from donations and legacies

	2025	2024
	£	£
Gifts	13,824	11,168
Legacies	20,102	7,075
	<u>33,926</u>	<u>18,243</u>

The income from donations and legacies was £33,926 (2023/24 £18,243) of which £28,926 was unrestricted (2023/24 £13,697) and £5,000 restricted (2023/24 £4,546).

The charity benefits greatly from the involvement and enthusiastic support of its many volunteers, details of which are given in the Trustees' annual report. In accordance with FRS 102 and the Charities SORP (FRS 102), the economic contribution of general volunteers is not recognised in the financial statements.

4 Analysis of income from charitable activities

	M'gt of hills and commons	Car Parks	Total 2025	Total 2024
	£	£	£	£
Income				
Levy on Council Tax payers in precepted parishes	697,070	0	697,070	663,800
Stewardship grants	270,413	0	270,413	148,536
Other grants	28,574	0	28,574	58,227
Car park takings	0	446,381	446,381	398,720
Total income from charitable activities	<u>996,056</u>	<u>446,381</u>	<u>1,442,437</u>	<u>1,269,283</u>

Stewardship grants includes £1,465 restricted income (2023/24 £Nil) and Other grants includes £7,630 (2023/24 £39,036) restricted income. All other amounts are unrestricted.

5 Analysis of income from other trading activities

	2025	2024
	£	£
Rental income	46,762	36,631
Easements and wayleaves	26,886	14,300
Sale of books, leaflets & maps	40	0
	<u>73,688</u>	<u>50,931</u>

The rental income and sale of books etc. in both years was unrestricted, £16,000 of easements and wayleaves in 2024/25 was restricted.

6 Analysis of other income

	2025	2024
	£	£
Employment allowance*	0	5,000
Compensation for works	75	308
Profit on disposal of fixed assets	8,455	11,712
Sundry Income	5,365	5,893
	<u>13,895</u>	<u>22,913</u>

All of the above income is unrestricted.

* HMRC Employment Allowance in 2024/25 has been netted off employment costs, in 2023/24 it was included under sundry income. The new presentation is more appropriate.

7 Analysis of expenditure

	Estate manage't	Wardening	Car parks	PR	Governance	Office costs	Total 2025	2024
	£	£	£	£	£	£	£	£
Salaries (note 10)	223,823	145,713	0	0	111,148	298,169	778,852	713,350
Direct expenses	241,999	21,573	29,532	24,293	0	0	317,397	307,806
Rates and water	3,896	0	2,886	0	0	2,436	9,217	8,195
Electricity & gas	3,568	0	1,857	0	0	4,432	9,858	14,629
Insurance	31,518	0	0	0	2,743	0	34,262	32,719
Maintenance of buildings	11,624	0	0	0	0	0	11,624	5,673
Depreciation	71,860	0	0	0	0	3,104	74,965	56,819
Investment management	8,156	0	0	0	0	0	8,156	9,079
Support costs (note 8)	18,792	0	1,801	0	285,606	95,740	401,939	199,620
	<u>615,237</u>	<u>167,286</u>	<u>36,076</u>	<u>24,293</u>	<u>399,497</u>	<u>403,881</u>	<u>1,646,270</u>	<u>1,347,889</u>

Expenditure was £1,646,270 (2023/24 £1,347,889) of which £1,599,900 was unrestricted (2023/24 £1,292,224) and £46,370 was restricted (2023/24 £55,665).

8 Analysis of support costs

	Estate manage't	Governance	Car parks	Office costs	Total 2025	Total 2024
	£	£	£	£	£	£
Telephones	2,334	0	0	2,852	5,185	3,422
Cleaning	1,233	0	0	4,156	5,389	4,351
Postage	0	0	0	2,411	2,411	2,324
Office equipment	0	0	0	1,680	1,680	2,841
Printing & stationery	0	0	0	6,618	6,618	6,569
Travelling	0	0	0	614	614	794
IT	0	0	0	16,219	16,219	14,303
Legal fees	5,783	242,970	0	0	248,753	45,216
Audit fee	0	14,200	0	0	14,200	14,875
Election expenses	0	0	0	0	0	24,032
Other professional fees	1,626	9,658	0	11,506	22,790	6,471
Subscriptions	0	0	0	3,119	3,119	2,005
Newspaper adverts	0	12,900	0	0	12,900	646
Training	3,725	5,877	0	3,750	13,352	19,332
Miscellaneous	0	0	0	730	730	3,094
Recruitment	4,091	0	0	12,247	16,338	14,915
Pension finance cost	0	0	0	29,000	29,000	32,000
Bank charges	0	0	1,801	839	2,641	2,431
	18,792	285,606	1,801	95,740	401,939	199,620

9 Net income/(expenditure) for the year

This is stated after charging:

	2025 £	2024 £
Depreciation	74,965	56,819
Gains/(losses):		
Realised gains/(losses)	6,046	4,425
Unrealised gains/(losses)	(2,782)	83,907
Auditor's remuneration:		
Audit fees	13,950	14,875
Other advice	250	965

10 Analysis of staff costs, trustee remuneration and expenses and the cost of key management personnel

	2025	2024
	£	£
Salaries and wages	631,369	584,418
Social security costs	55,015	54,727
Pension costs	165,623	157,599
Group life assurance	3,085	3,356
FRS 102 - pension adjustment	(85,000)	(80,000)
FRS 102 - short term compensated absence charge to SOFA	8,761	(6,750)
	<u>778,852</u>	<u>713,350</u>

The number of full-time equivalent employees whose annual remuneration was £60,000 or more was:

	2025	2024
	Number	Number
£60,001 - £70,000	1	1

Contributions totaling £5,775 (2023/24: £Nil) were made to defined contribution schemes on behalf of employees whose emoluments exceed £60,000.

The charity trustees were neither paid nor received any other benefits from employment with the charity in the year (2023/24 £nil). No travelling expenses were reimbursed to trustees during the year (2023/24 £nil). No charity trustee received payment for professional or other services supplied to the charity (2023/24 £nil).

The key management personnel comprises the Chief Executive Officer, the Conservation Manager, the Operations Manager, the Secretary to the Board, the Governance Change Officer, the Land and Property Manager and the Finance and Administration Manager. The total employee benefits of key management personnel of the charity, including employer's NI and pension contributions, was £317,644 (2023/24 £287,298).

11 Staff numbers

The average monthly head count was 21.5 staff (2023/24 21.1 staff) and the average monthly number of full-time equivalent employees (including part-time staff) during the year was as follows:

	2025	2024
Wardens	4.0	3.8
Field Staff	6.2	6.4
Conservation, land & property	2.8	2.6
Office based staff	5.6	5.0
	<u>18.6</u>	<u>17.8</u>

12 Related party transactions

Under the Charities SORP, trustees are required to disclose transactions with related parties.

During 2024/25 no related party transactions were identified (2023/24 £Nil).

13 Corporation tax

The charity is exempt from tax on income and gains falling within section 505 of the Taxes Act 1988 or section 252 of the taxation of Chargeable Gains Act 1992 to the extent that these are applied to its charitable objectives.

14 Tangible Fixed assets

	Heritage Assets - Land & buildings (note 15) £	Other land	Office building £	Improv- ements to land and buildings £	Car parks £	Vehicles and equipment £	Office equipment £	Total £
Cost								
1st April 2024	1,346,835	102,733	138,770	977,984	160,460	523,250	64,519	3,314,550
Additions	0	0	0	12,788	0	60,282	3,661	76,731
Disposals	0	0	0	0	0	(29,475)	(421)	(29,896)
At 31st March 2025	1,346,835	102,733	138,770	990,772	160,460	554,057	67,760	3,361,386
Depreciation								
At 1st April 2024	0	0	30,525	904,258	160,460	386,210	57,513	1,538,967
Charge in the year	0	0	2,775	25,850	(0)	43,235	3,104	74,965
On disposals	0	0	0	0	0	(29,475)	(421)	(29,896)
At 31st March 2025	0	0	33,300	930,108	160,460	399,971	60,196	1,584,035
Net book value								
31st March 2024	1,346,835	102,733	108,245	73,726	(0)	137,039	7,006	1,775,584
31st March 2025	1,346,835	102,733	105,470	60,663	0	154,086	7,563	1,777,350

‘Other land’ is in-bye land at Hollybed Common, purchased pursuant to an order made by the Charity Commission under S105 of the Charities Act 2011.

15 Heritage Assets

Land and buildings (heritage assets) are held for the purposes of the charity. Details of the Land Purchase policy are given in the trustees' report. Under the Malvern Hills Acts, land can only be sold in very limited circumstances and so is considered inalienable.

Year		£	£
1903	Hill land near Brand Lodge		220
1925	W. Berington's mineral rights, Little Malvern		10,132
1925	Ecclesiastical Commissioners' mineral and manorial rights		1,036
1925	Foley Manor	16,092	
	Less: sale of Belle Vue island and Edith Walk	(85)	
			16,007
1926	Price & Laird's land, The Wyche (portion)		999
1927	Miss Cabrera's land and mineral rights		687
1928	Major Raper's land and mineral rights		517
1931	West of England quarries		24,654
1931	Thirds Wood, Jubilee Drive		1,897
1937	Land at Malvern Wells		25
1938	Land at Malvern Wells		286
1955	Land near Combe Lodge		350
1958	Land, part of The Shrubbery		74
1958	Land on North Hill		369
1958	Land at Wood Street, Guarlford		37
1958	Land on Malvern Common		24
1958	Lease of Park Cottage, West Malvern		51
1958	Land at Old Wyche		171
1958	Land at Happy Valley		13
1959	Land at Old Wyche		81
1960	Land at British Camp		243
1960	Land at Happy Valley		82
1960	Land at West Malvern		127
1960	Land at Scar Quarry		8
1960/62	Providence Cottages, The Wyche		940
1961	Land at Holy Well		182
1961	Land at The Old Collets		24
1962	Land at Holly Bush Roughs		2,848
1962	Hill Top Cottage, Chase End		773
1962	Land at Castlemorton		656
1963	Cottages and land at West Malvern		580
1964	F. B. Bradley-Birt manorial rights at Chase End and Ragged Stone Hill		343
1964	Land at Upper Wyche		62
1966	Castlemorton Common land		1,459
1966	St. Ann's Well		3,743
1967	Land at Colwall		256
1967	Land at Malvern Wells		115
1967	Land at Old Hills and Newland		1,796
1969	Land at 34 Wyche Road, Malvern		3,500
1970	Land at Camp End		771
1971	Land at Black Hill		206
1972	Land at Earnslaw		86
1976	The Moat Pond, Sherrards Green		59
1976	Thirds Wood, Chase Road (part)		1,057
1977	Land at Castlemorton		2,061
1980	Land at Chances Pitch		100
1980	Mount Pleasant, Jubilee Drive		2,700
1981	Land at West Malvern		8,000
1982	Gullet Quarry		4,500
	Sub-total		94,907

Year		£	£
	Sub total b/fwd		94,907
1984	Gullet Quarry	15,217	
	Less Countryside Commission grant	<u>(4,500)</u>	
			10,717
1986	Earnslaw and Wyche Quarries	25,212	
	Less: Countryside Commission grant	<u>(12,500)</u>	
			12,712
1986	Grundy's Meadow	6,203	
	Less Countryside Commission grant	<u>(3,058)</u>	
			3,145
1989	Ballards Land, Upper Colwall	15,000	
	Less Gift from Mrs N. Hadfield	<u>(3,750)</u>	
			11,250
1990	Park Wood, West Malvern		36,000
1991	Fish Pool, Leys Coppice		15,373
1993	Lodge Fields		25,370
1993	Gardiners Cottage		3,367
1993	Park Wood, West Malvern		5,600
1994	Land at St. Andrew's Road		5,000
1995	Hill land at West Malvern, Eaton Road and Holy Well		35,000
1995	Mill Pond, Castlemorton		2,500
1998	Woodford's Meadow		52,000
1999	Meadow land at Park Wood		10,000
1999	Colwall lands		40,417
2002/03	Land at Broomy Hill, Castlemorton		8,584
2002/03	Land at Old Hollow, West Malvern		65,625
2003	Land at The Hacketts, Mathon		176,411
2003	Land at Little Malvern		54,099
2007/08	Tank Quarry		25,498
2007/08	Land at The Purlieu, West Malvern Road		10,915
2007/08	Land at The Patch, Castlemorton		16,448
2008/09	Small parcels of land at Worcestershire Beacon and above Jubilee Drive		4,471
2009/10	Land on 4 areas on East side Worcestershire Beacon, Black Hill and Jubilee		1,395
2009/10	Small parcels of land		7,495
2010/11	Small parcels of land		2,229
2011/12	Small parcels of land		4,945
2012/13	Small parcels of land		200
2018/19	Land at Castlemorton		7,505
2018/19	Land at Holywell		13,684
2018/19	Land at Castlemorton (to be known as Brook Meadow, Snookes Croft and Plants Piece)		297,399
2021/22	Land at The Purlieu, West Malvern Road		113,382
2022/23	Two parcels of land at Evendine		173,192
	Total to 31 st March 2025		<u><u>1,346,835</u></u>

This land is shown at cost and is not revalued. As the land is inalienable, the Trustees do not consider the expense of having the land valued would generate any benefit for the Charity.

16 Investments

Current Asset Investments

There are a series of short term investments. At the balance sheet date those held ranged from 6 months to 12 months maturity date.

Fixed Asset Investments

Fixed Asset Investments are held to provide capital growth and a return for the charity. There are two investment portfolios. One holds the Land Purchase (1992) Fund (formerly named the Lands Acquisition fund), the other the Lands Maintenance Fund and part of the Parliamentary Fund. Income earned on the Land Purchase (1992) portfolio is retained within the fund and reinvested. Income on the Parliamentary and Lands Maintenance portfolio is transferred to the Trust's current account each month.

The movement on the funds during the year was:

	LP1&LP2	Parl & LM	Total 2025	2024
	£	£	£	£
Opening Market Value	618,055	685,226	1,303,281	1,206,692
Additions	87,151	110,853	198,004	173,249
Disposals	(66,035)	(109,200)	(175,235)	(147,598)
Equalisations	(823)	(700)	(1,522)	133
Unrealised gains/(losses)	972	(3,754)	(2,782)	83,907
Change in cash	(6,868)	(1,171)	(8,039)	(13,102)
Closing market value	632,452	681,255	1,313,707	1,303,281

At the Balance Sheet date, the Land Purchase (1992) portfolio was invested in the following classes of investment:

Land Purchase (1992) Portfolio ONE		2025		2024	
		£		£	
UK Bonds	7.0 %	28,866	5.1 %	20,509	
Overseas bonds	10.7 %	43,862	10.3 %	41,350	
UK equities	14.1 %	57,794	14.9 %	59,963	
North American equities	34.9 %	142,942	32.3 %	129,990	
European equities	7.8 %	32,057	8.4 %	33,762	
Japanese equities	3.1 %	12,840	3.3 %	13,377	
Developed Asia ex Japan equities	5.9 %	24,227	5.3 %	21,492	
Emerging markets	1.0 %	3,999	1.0 %	4,029	
Global investments	4.3 %	17,731	4.8 %	19,401	
Absolute return	2.6 %	10,727	5.5 %	22,086	
Property	2.0 %	8,090	2.1 %	8,418	
Commodities	1.8 %	7,370	0.0 %	0	
Other investments	3.5 %	14,535	4.4 %	17,880	
Cash and cash product	1.1 %	4,562	2.6 %	10,359	
		<u>409,600</u>		<u>402,616</u>	

£190,000 of this balance has been used for the partial loan funding of the promotion and preparation of the bill.

Additionally, £150,000 is held in short term cash deposits via Flagstone.

Land Purchase (1992) Portfolio TWO		2025		2024	
		£		£	
UK Bonds	10.6 %	23,642	9.0 %	19,296	
Overseas bonds	22.0 %	49,005	23.4 %	50,315	
UK equities	7.9 %	17,625	8.3 %	17,972	
North American equities	16.6 %	36,966	15.7 %	33,922	
European equities	3.0 %	6,778	3.5 %	7,549	
Japanese equities	1.6 %	3,594	1.7 %	3,757	
Developed Asia ex Japan equities	3.7 %	8,300	3.4 %	7,328	
Emerging markets	0.9 %	2,035	1.0 %	2,050	
Global investments	3.0 %	6,739	3.3 %	7,208	
Absolute return	11.6 %	25,875	13.6 %	29,331	
Property	5.1 %	11,467	5.5 %	11,784	
Commodities	6.5 %	14,458	3.2 %	6,994	
Other investments	2.3 %	5,157.6	2.7 %	5,710	
Cash and cash product	5.0 %	11,213	5.7 %	12,222	
		<u>222,852</u>		<u>215,438</u>	

At the Balance Sheet date, the Parliamentary and Lands Maintenance portfolio was invested in the following classes of investment:

Parliamentary & Lands Maintenance Portfolio		2025		2024
		£		£
UK Bonds	9.1 %	61,951	8.5 %	58,189
Overseas bonds	8.2 %	56,103	8.6 %	59,090
UK equities	12.6 %	85,861	14.8 %	101,654
North American equities	35.5 %	241,953	33.5 %	229,488
European equities	7.9 %	53,907	7.1 %	48,523
Japanese equities	3.4 %	23,178	3.4 %	23,571
Developed Asia ex Japan equities	5.8 %	39,698	5.7 %	38,879
Emerging markets	0.7 %	5,026	0.7 %	5,063
Global investments	5.0 %	34,349	5.4 %	37,110
Absolute return	2.0 %	13,679	4.0 %	27,180
Property	1.4 %	9,464	1.4 %	9,857
Commodities	2.5 %	17,368	0.0 %	0
Other investments	3.5 %	23,773.79	3.9 %	26,508
Cash and cash product	2.2 %	14,944	2.9 %	20,114
		<u>681,255</u>		<u>685,226</u>

No single investment is considered material in the context of the investment portfolio.

17 Debtors

	2025	2024
	£	£
Trade debtors	17,804	46,530
VAT repayable	7,145	12,766
Accrued income	164,679	196,966
Prepayments	55,540	50,258
	<u>245,168</u>	<u>306,520</u>

Debtors are measured at the settlement value less any provision for bad debts. No bad debts were written off during the year (2024 : £nil).

18 Creditors: amounts falling due within one year

	2025	2024
	£	£
PAYE and National Insurance	14,094	13,686
Wages	5,767	7,718
Trade creditors	74,427	142,474
Accrued charges	64,252	42,249
Other creditors	15,189	12,241
Deferred income	49,628	46,025
FRS102 compensated absence provision	16,933	8,172
	<u>240,291</u>	<u>272,565</u>

Creditors are measured at invoiced value.

Deferred income comprises rents and car park pass payments received in advance.
The movement on the deferred income account during the year was:

Current year	£
Balance at 1 April 2024	46,025
Released to the SOFA in the year	(46,025)
Received in the year	<u>49,628</u>
Balance at 31 March 2025	<u>49,628</u>
Prior year	£
Balance at 1 April 2023	14,727
Released to the SOFA in the year	(14,727)
Received in the year	<u>46,025</u>
Balance at 31 March 2024	<u>46,025</u>

19 General fund

	2025	2024
	£	£
General fund - balance 1 st April 2024	479,130	436,588
Incoming resources	1,268,823	1,188,572
Resources expended	(1,257,626)	(1,103,595)
Transfers	<u>(118,366)</u>	<u>(42,435)</u>
Balance 31 st March 2025	<u>371,961</u>	<u>479,130</u>

20 Designated funds

Current year

	Balance 1st April 2024	Movement incoming	Resources outgoing	Transfers (to)/from other funds	Balance 31st March 2025
	£	£	£	£	£
Unrestricted gift fund	389,386	21,657	0	(4,140)	406,903
HLS, BPS & grazing reserve fund	112,078	10,264	(12,279)	(30,983)	79,080
Countryside Stewardship fund	200,437	265,192	(84,791)	0	380,839
Tree disease fund	35,865	0	(2,295)	0	33,570
Ash Dieback fund	90,869	377	(29,731)	0	61,515
Fundraising support fund	10,000	0	0	(10,000)	0
Modernisation of Acts other costs	40,186	41	(73,975)	104,000	70,252
Preparation & Promotion of Private Bill	(14,342)	0	(190,354)	220,983	16,287
Election expenses fund	0	0	0	5,000	5,000
Dog campaign	3,501	0	0	0	3,501
Car Park repair fund	4,369	0	0	(4,369)	(0)
Designated fixed asset fund	12,528	0	0	(2,117)	10,411
Boundary Commission Advice	12,276	0	0	0	12,276
Tree & Track fund	0	0	(3,000)	17,000	14,000
Marketing & Comms	0	0	0	25,000	25,000
Sink hole fund	0	0	(1,850)	1,850	0
	897,153	297,530	(398,274)	322,224	1,118,634

Prior year

	Balance 1st April 2023	Movement incoming	Resources outgoing	Transfers (to)/from other funds	Balance 31st March 2024
	£	£	£	£	£
Unrestricted gift fund	383,102	8,688	(2,404)	0	389,386
HLS, BPS & grazing reserve fund	106,873	11,119	(4,850)	(1,064)	112,078
Countryside Stewardship fund	150,564	143,753	(93,880)	0	200,437
Tree disease fund	35,865	0	0	0	35,865
Ash Dieback fund	129,473	10	(38,614)	0	90,869
Fundraising support fund	10,000	0	0	0	10,000
costs	34,010	0	(3,413)	9,589	40,186
Prep & Promotion Bill	889	0	(14,342)	(889)	(14,342)
Election expenses fund	17,207	0	(26,730)	9,523	0
Dog campaign	3,501	0	0	0	3,501
Car Park repair fund	5,100	0	(731)	0	4,369
Designated fixed asset fund	0	0	(176)	12,704	12,528
Boundary Commission Advice	8,603	0	(6,327)	10,000	12,276
FAM / CEO Replacement	12,500	0	(40,162)	27,662	0
	897,687	163,570	(231,629)	67,525	897,153

- The unrestricted gift fund holds donations, legacies and gifts which were not restricted by the donor and which have been designated for use in projects in accordance with the Trustees' policy.
- The Stewardship funds (including HLS BPS and grazing reserve) are the grazing projects to secure conservation of the Malvern Hills landscape as set out in the land management plan. The project receives funding from the Higher Level Stewardship and the new Countryside Stewardship schemes.
- The Tree Disease fund is to cover costs arising from tree diseases.
- The Ash Dieback fund was set up during 2021/22 to cover the cost of managing Ash Dieback. Spending to date is over £142,000 and we now do not expect the costs to be as high as first thought. We do however now have Acute Oak Decline to deal with so the fund remains in place at the moment and may be redirected to this new threat.
- The Fundraising support fund is to cover costs of future fundraising activities. A decision to release this fund back to general fund was made during the year.
- The Governance review funds are to cover the costs of any work approved by the Board. These 2 funds have been renamed from the 1st April 2024 to make the use of each clearer. One fund is specifically for the "Preparation and Promotion of the new Bill, the other is "other costs attached to the bill" including but not limited to; the consultation, staff costs and other legal fees.
- The Election expenses fund is to cover the cost of the 4-yearly elections to the Board and any by-elections. Elections took place in Autumn 2023 and the next elections will be in 4 years time. A rolling £5,000 per year designation has historically been made. This may be reviewed and uplifted as the 2023 elections exceeded this budget which was covered by general reserves.
- The Dog campaign fund is to cover the costs of a campaign which was started in 2019/20. Work on the campaign was delayed by COVID-19 and more recently delayed due to the changing Conservation Manager. This will be spent in 2025/26.
- The designated fixed asset fund represents the balance on designated assets purchased which remain designated until fully written down.
- The car park repair fund was to cover the cost of car park repairs, this was due to be completed in 2022/23 but had been delayed due to weather and time resource. The fund is now cleared as work done was capital spend and the designated fund subsequently released.
- The Boundary Commission Advice fund was setup in 2022 to cover legal costs in relation to Boundary Commission issues.
- The Track & Tree fund was setup in 2024 to earmark funds that were budgeted in 2024/25 but had to be delayed due to bad weather and other external factors.
- The Marketing & Comms fund was designated in 2024/25 to resource services from a PR company for 12 months to deliver communication outputs.
- The Sink hole fund was setup in 2024 in anticipation of possible costs associated with a sink hole on Trust land.

21 Unrestricted pension fund

Current year

	Balance 1st April 2024	Movement incoming	Resources outgoing	Actuarial gains/(losses)	Balance 31st March 2025
	£	£	£	£	£
Pension Fund	(612,000)	0	56,000	426,000	(130,000)

Prior year

	Balance 1st April 2023	Movement incoming	Resources outgoing	Actuarial gains/(losses)	Balance 31st March 2024
	£	£	£	£	£
Pension Fund	(737,000)	0	48,000	77,000	(612,000)

The unrestricted pension fund balance arises from the FRS 102 disclosures. The figure shown in 'Transfers and other losses' is the actuarial gain/(loss) as calculated by the Actuary.

Further information is given in note 28.

22 Restricted funds

Current year

	Balance 1st April 2024	Movement incoming	Resources outgoing	Transfers (to)/from other funds	Net gains/(losses) on investments	Balance 31st March 2025
	£	£	£	£	£	£
Lands Maintenance fund	193,962	5,675	(1,111)	(5,675)	(51)	192,800
SDF fund	453	0	(453)	0	0	0
Nature of the Malverns book	2,901	0	0	0	0	2,901
Restricted gifts	5,131	0	(3,470)	4,140	0	5,801
Tree planting	904	0	(220)	0	0	684
Bench fund	7,408	5,000	(1,163)	(5,220)	0	6,025
Boost4Biodiversity	1,389	0	0	0	0	1,389
Urban tree challenge fund	2,673	4,631	(1,311)	0	0	5,993
Access For All	2,864	2,000	(2,953)	0	0	1,911
Land Purchase (1992) fund	512,991	14,858	(2,480)	(189,290)	498	336,577
Land Purchase 2 Fund	215,458	5,411	(1,274)	0	2,994	222,589
Parliamentary fund	513,363	30,479	(2,858)	(20,601)	(177)	520,206
Capital Outlay Discharged	1,631,538	0	(28,625)	12,788	0	1,615,701
Foothill Grasslands CSMT	0	1,465	0	0	0	1,465
Handgate (Defra)	0	1,000	(453)	0	0	547
	<u>3,091,034</u>	<u>70,518</u>	<u>(46,370)</u>	<u>(203,858)</u>	<u>3,264</u>	<u>2,914,588</u>

Prior year

	Balance 1st April 2023 £	Movement incoming £	Resources outgoing £	Transfers (to)/from other funds £	Net gains/(losses) on investments £	Balance 31st March 2024 £
Lands Maintenance fund	183,022	5,644	(997)	(5,644)	11,937	193,962
SDF fund	453	0	0	0	0	453
Nature of the Malverns book	2,901	0	0	0	0	2,901
Restricted gifts	8,166	0	(3,487)	452	0	5,131
Tree planting	1,044	0	(140)	0	0	904
Picnic bench donations	4,604	4,546	(1,742)	0	0	7,408
Boost4Biodiversity	1,389	0	0	0	0	1,389
FIPL Foothill Connections fund	500	0	0	(500)	0	0
FIPL All Saints Wood	6	3,283	(3,208)	(81)	0	0
Urban tree challenge fund	2,737	0	(64)	0	0	2,673
Donkey Shed	(7,787)	0	0	7,787	0	0
Access For All	(1,776)	7,646	(3,006)	0	0	2,864
Land Purchase (1992) fund	513,881	15,606	(2,497)	(48,046)	34,047	512,991
Land Purchase 2 fund	200,108	4,829	(1,160)	0	11,681	215,458
FIPL tools	0	16,295	(3,592)	(12,704)	0	0
Parliamentary fund	485,392	14,399	(2,696)	(14,399)	30,667	513,363
Capital Outlay Discharged fund	1,604,757	0	(21,265)	48,046	0	1,631,538
	<u>2,999,397</u>	<u>72,248</u>	<u>(43,854)</u>	<u>(25,090)</u>	<u>88,332</u>	<u>3,091,034</u>

- The Lands Maintenance fund formed part of the consideration for the disposal of the land at Townsend Way for the purpose of providing income for the maintenance of the land forming the roadside verges. Investment income earned on this fund may be used for the Trust's general purposes. During the year £5,675 investment income was transferred to the General Fund (2023/24 £5,644).
- The SDF (Sustainable Development Fund) fund is for information boards at North and Tank Quarries as well as other SDF projects.
- The Nature of the Malverns book was a joint venture project to produce a high-quality book showcasing the nature of the area. The book was published in May 2018. The funds generated from the project are to be used to support conservation projects.
- The restricted Gifts fund comprises legacies and donations made for specified projects to improve the amenities of the Malvern Hills.
- The Tree Planting fund received donations for planting trees at Thirds Wood.
- 'Picnic bench' donations fund has been renamed 'Benches fund' and incorporates benches at the Community Woodland and memorial benches.
- The Boost4Biodiversity fund is from Severn Trent, to fund pond works.
- The UTCF fund (Urban Tree Challenge Fund) is a grant from the Forestry Commission to support tree planting in urban areas.

- Access for All funding is supported via the Malvern Hills AONB and funded by DEFRA. The scheme seeks to remove barriers for people to visit the AONBs via capital improvements to the “countryside infrastructure”. Malvern Hills Trust has benefited with the provision of a variety of gates to newly acquired land.
- The Land Purchase (1992) fund (formerly called the Lands Acquisition fund) was set up in 1992 from the proceeds of the disposal of land for road works at Townsend Way. The use of the fund is restricted to the purchase of land. During the year £190,000 has been loaned from the Land Purchase Fund to assist in the financing of the Private Bill. As already explained in the Trustees Report this was approved by the Charity Commission and there are conditions on the loan as well as repayment terms.
- The Land Purchase 2 Fund was formed following the Board of Trustees instruction to redirect investment funds into a lower risk managed category.
- The Parliamentary fund was established with a contribution by W. Berington under Section 56(5) of Malvern Hills Act 1924 to receive Capital Receipts and use of the capital of the fund is restricted to the purchase of land and improvements to capital assets. Investment income earned on this fund may be used for the Trust’s general purposes. During the year, £14,479 investment income was transferred to the General Fund (2023/24 £14,399).
- The Capital Outlay Discharged fund is represented by the cost of land and the net book value of improvements to land and buildings, the original cost of which was funded from the Lands Maintenance or Parliamentary Funds. These assets can only be sold in very limited circumstances (that is, they are inalienable) and any proceeds must be used for the purchase of land, so this fund should be considered as inalienable.
- The Foothill Grasslands CSMT fund is government grant aid towards our conservation work.
- Handgate (DEFRA) fund is grant funding for specific gate projects.

23 Transfers between funds

Transfers made during the year 2024/25 were:

Restricted

					£
From	Gifts unrestricted	To	Gifts restricted	Partial funding of SAW basin	4,140
From	Land Maint fund	To	General fund	Non restricted investment income	(5,675)
From	General fund	To	Bench fund	Staff time to deliver 2024 & 2025	(5,220)
From	Land Purch fund	To	Bill Loan Capital	Loan draw down tranche 1 & 2	(190,000)
From	Parl fund	To	General fund	Non restricted investment income	(14,479)
From	General fund	To	Land Purch fund	Compensation payment loan tranche 1	710
From	General fund	To	Parl fund	Easement 23/24 transferred to RF	6,666
From	Parl fund	To	Cap outlay dischg	Parliamentary Fund asset purchases	(12,788)
From	Parl fund	To	Cap outlay dischg	Parliamentary Fund asset purchases	12,788
From	Bill Loan Capital	To	Prom & Prep Bill	LP loan funds promotion & prep of bill	(190,000)
From	General fund	To	Bill Loan Capital	Loan draw down tranche 1 & 2	190,000
					<u>(203,858)</u>

Designated

From	Gifts unrestricted	To	Gifts restricted	Partial funding of SAW basin	(4,140)
From	Fundraising	To	General fund	Release fundraising board approved	(10,000)
From	General Fund	To	Election expenses	Budgeted annual election expenses	5,000
From	General Fund	To	Modernise Acts other	24/25 budget for Bill other costs	104,000
From	General Fund	To	Sink Hole fund	£30k sink hole fund board approved	30,000
From	Sink Hole fund	To	General Fund	Release sink hole fund board approved	(28,150)
From	General Fund	To	Tree & Track fund	Bad weather track & tree work	17,000
From	General Fund	To	Marketing & Comms	Marketing & comms DF board approved	25,000
From	Car park repair	To	General fund	Car park cost capital so fund release	(4,369)
From	BPS Scheme	To	Prom & Prep Bill	Agreed move of unused DF	30,983
From	Bill Loan Capital	To	Prom & Prep Bill	LP loan funds promotion & prep of bill	190,000
From	BPS Scheme	To	Prom & Prep Bill	Agreed move of unused DF	(30,983)
From	Desig Fixed Assets	To	General fund	Designated asset depreciation	(2,117)
					<u>322,224</u>

General					£
From	Land Maint fund	To	General fund	Non restricted investment income	5,675
From	General fund	To	Bench fund	Staff time to deliver 24 & 25	5,220
From	Parl fund	To	General fund	Non restricted investment income	14,479
From	General fund	To	Land Purch fund	Compensation payment loan tranche 1	(710)
From	General fund	To	Parl fund	Easement 23/24 transferred to RF	(6,666)
From	Fundraising DF	To	General fund	Release per Board approved	10,000
From	General Fund	To	Election expenses	Budgeted annual election expenses	(5,000)
From	General Fund	To	Modernise Acts other	24/25 budget for Bill other costs	(104,000)
From	General Fund	To	Sink Hole	Designate £30k sink hole fund per board approval	(30,000)
From	Sink Hole DF	To	General Fund	Release fund per board approval	28,150
From	General Fund	To	Tree & Track fund	Bad weather track & tree work per board approval	(17,000)
From	General Fund	To	Marketing & Comms	Marketing & comms DF board approved	(25,000)
From	Car park repair fund	To	General fund	Car park cost capital so fund release	4,369
From	Desig Fixed Assets	To	General fund	Designated asset depreciation	2,117
					(118,366)

Prior year transfers were:

Restricted

				£
From FIPL foothills	To Gifts restricted	Excess on FIPL foothills, back to RF gifts		500
From General fund	To Donkey shed fund	Overspend on Donkey shed		7,787
From Gifts restricted	To General fund	small overspend on WW1 memorial fund		(48)
From Land Purch fund	To capital outlay discharged	Land Purchase fund asset additions		48,046
From Gifts restricted	To FIPL foothills	Excess on FIPL foothills, back to RF gifts		(500)
From FIPL all saints	To General fund	clear out small balance on FIPL all saints		(81)
From FIPL tools	To Desig fixed assets	designated fund asset purchases		(12,704)
From Land maintenance	To General fund	Non restricted investment income		(5,644)
From Parl fund	To General fund	Non restricted investment income		(14,399)
From Land Purch fund	To capital outlay discharged	Land Purchase fund asset additions		(48,046)
				<u>(25,090)</u>

Designated

From General Fund	To Boundary Comm'n fund	To cover expected spend		10,000
From General Fund	To FAM/CEO replacement	To cover FAM and CEO replacement cost		25,000
From General Fund	To Election expenses	Budgeted annual election expenses		5,000
From General Fund	To Modernisation of Acts	Board agreed fund transfer		8,700
From General Fund	To FAM/CEO replacement	Additional FAM CEO overspend		2,662
From HLS Chase End fund	To General Fund	Recharged stewardship salary costs		(409)
From HLS Old Hills fund	To General Fund	Recharged stewardship salary costs		(655)
From FIPL tools	To Desig fixed assets	designated fund asset purchases		12,704
From General Fund	To Election expenses	Additional election overspend		4,523
				<u>67,525</u>

General

From General Fund	To Boundary Comm'n fund	To cover expected spend		(10,000)
From General Fund	To FAM/CEO replacement	To cover FAM and CEO replacement cost		(25,000)
From General Fund	To Election expenses	Budgeted annual election expenses		(5,000)
From General Fund	To Modernisation of Acts	Board agreed fund transfer		(8,700)
From General Fund	To FAM/CEO replacement	Additional FAM CEO overspend		(2,662)
From HLS Chase End fund	To General Fund	Recharged stewardship salary costs		409
From HLS Old Hills fund	To General Fund	Recharged stewardship salary costs		655
From General fund	To Donkey shed fund	Overspend on Donkey shed		(7,787)
From Gifts RF	To General fund	small overspend on WW1 memorial fund		48
From FIPL all saints	To General fund	clear out small balance on FIPL all saints		81
From Land maintenance	To General fund	Non restricted investment income		5,644
From Parl fund	To General fund	Non restricted investment income		14,399
From General Fund	To Election expenses	Additional election overspend		(4,523)
				<u>(42,435)</u>

24 Analysis of net assets between funds

Current year

	Heritage assets £	Fixed asset investments £	Tangible fixed assets £	Pension liability £	Other net assets ** £	Total £
Restricted funds						
Capital Outlay Discharged	1,346,835	0	268,866	0	0	1,615,701
Parliamentary fund	0	490,504	0	0	29,702	520,206
Land Purchase (1992) fund	0	219,601	0	0	116,976	336,577
Land Purchase 2 Fund	0	222,851	0	0	(262)	222,589
Lands Maintenance fund	0	190,751	0	0	2,049	192,800
Nature of the Malverns	0	0	0	0	2,901	2,901
Gift fund	0	0	0	0	5,801	5,801
Tree planting	0	0	0	0	684	684
Picnic benches	0	0	0	0	6,025	6,025
Access for All**	0	0	0	0	1,911	1,911
Urban Tree Challenge fund	0	0	0	0	5,993	5,993
Foothill Grasslands CSMT	0	0	0	0	1,465	1,465
Handgate (Defra)	0	0	0	0	547	547
Bill Loan Capital	0	0	0	0	0	0
Boost4Biodiversity	0	0	0	0	1,389	1,389
	<u>1,346,835</u>	<u>1,123,707</u>	<u>268,866</u>	<u>0</u>	<u>175,181</u>	<u>2,914,588</u>
Unrestricted funds						
General fund	0	0	161,649	0	210,312	371,961
Designated funds	0	190,000	0	0	928,634	1,118,634
Pension fund	0	0	0	(130,000)	0	(130,000)
	<u>0</u>	<u>190,000</u>	<u>161,649</u>	<u>(130,000)</u>	<u>1,138,946</u>	<u>1,360,595</u>
Total funds	<u>1,346,835</u>	<u>1,313,707</u>	<u>430,515</u>	<u>(130,000)</u>	<u>1,314,126</u>	<u>4,275,183</u>

Any project shortfall will be met from the General Fund.

** Other net assets includes Flagstone investments due > 3 months categorised as current asset investments and Flagstone investments due <3 months categorised as short term deposits.

Prior year

	Heritage assets £	Fixed asset Investment s £	Tangible fixed assets £	Pension liability £	Other net assets ** £	Total £
Restricted funds						
Capital Outlay Discharged	1,346,835	0	284,704	0	0	1,631,538
Parliamentary fund	0	493,363	0	0	20,000	513,363
Land Purchase (1992) fund	0	402,616	0	0	110,375	512,991
Land Purchase 2 Fund	0	215,439	0	0	19	215,458
Lands Maintenance fund	0	191,863	0	0	2,099	193,962
Nature of the Malverns	0	0	0	0	2,901	2,901
SDF fund	0	0	0	0	453	453
Gift fund	0	0	0	0	5,130	5,130
Tree planting	0	0	0	0	904	904
Picnic benches	0	0	0	0	7,408	7,408
Access for All	0	0	0	0	2,864	2,864
Urban Tree Challenge fund	0	0	0	0	2,673	2,673
Boost4Biodiversity	0	0	0	0	1,389	1,389
	1,346,835	1,303,281	284,704	0	156,214	3,091,034
Unrestricted funds						
General fund	0	0	144,045	0	335,085	479,130
Designated funds	0	0	0	0	897,153	897,153
Pension fund	0	0	0	(612,000)	0	(612,000)
	0	0	144,045	(612,000)	1,232,238	764,283
Total funds	1,346,835	1,303,281	428,749	(612,000)	1,388,452	3,855,317

Any project shortfall will be met from the General Fund.

** Other net assets includes Flagstone investments due > 3 months categorised as current asset investments and Flagstone investments due <3 months categorised as short term deposits.

25 Financial and capital commitments

At 31st March 2025, no capital expenditure had been contracted for (2024 £nil). Capital expenditure which had been approved but not contracted was £Nil (2023/24 £30,081).

Under the Higher Level and Countryside Stewardship schemes, the charity is contracted to make 6-monthly payments to graziers from the grants received. Malvern Hills Trust's contracts with graziers have an annual break clause. The annual payments committed at 31st March 2025 total £82,043 (2023/24 £82,043).

The two Higher Level Stewardship schemes were due to end in 2023 but a 5 year extension was granted during 2023/24 to 2028. The Countryside Stewardship schemes are for a 10-year period and have a 5-year break clause. The Countryside Stewardship Scheme for the North & Central Hills ends in 2028, the scheme for the Southern Hills ends in 2030 and the scheme for Castlemorton Common (see Castlemorton Delivery Group) ends in 2031.

26 Serious incident – Post balance sheet event

A serious incident at work occurred after the balance sheet date involving the death of a member of staff. The matter is currently the subject of ongoing regulatory investigations by the relevant authorities and no conclusions have yet been reached.

This tragic event did not exist at the balance sheet date and does not relate to conditions that were in place at that time. Consequently, it represents a non-adjusting event after the reporting period in accordance with FRS 102 Section 32 (Events after the End of the Reporting Period) and Charities SORP (FRS 102) paragraphs 13.9 to 13.13.

No adjustments have been made to the financial statements for this event. The trustees have considered the potential financial and operational implications and will take appropriate actions once the investigations have concluded.

27 Operating leases

The Charity has granted licenses and rental agreements over some of its land. Rentals receivable are recognised on a straight-line basis over the life of the agreement. The future minimum lease receipts under non-cancellable operating leases for each of the following periods is:

	2025	2024
	£	£
Within the next 12 months	21,975	23,295
Within 1-5 years	41,203	59,880
5 years plus	1,867	2,625
	<u>65,045</u>	<u>85,800</u>

The Charity had the following future minimum lease payments under non-cancellable operating leases for equipment at the balance sheet date:

	2025	2024
	£	£
Within the next 12 months	2,200	2,200
Within 1-5 years	5,500	7,700
5 years plus	0	0
	<u>7,700</u>	<u>9,900</u>

28 Defined benefit pension scheme

Malvern Hills Trust participates in the Worcestershire County Council Pension Fund, which is part of the Local Government Pension Scheme (LGPS), a multi-employer scheme. Contributions are charged to the statement of financial activities so as to spread the cost of pensions over employees' working lives with the charity. The contributions are determined by a qualified actuary on the basis of triennial valuations using the projected unit method. The scheme was most recently formally valued as at 31st March 2022 and was updated by the actuary on an FRS102 basis as at 31 March 2024.

At the time this report was approved the 31 March 2025 triennial valuation is still in progress.

The employer's contribution (including the FRS102 adjustment) for the period was £130,000 (2023/24 £127,000).

The amounts recognised in the Balance Sheet are as follows:

	2025	2024
	£	£
Present value of funded obligations	(2,776,000)	(3,178,000)
Fair value of plan assets	2,646,000	2,566,000
	<u>(130,000)</u>	<u>(612,000)</u>
Amounts recognised as:		
Liabilities	(130,000)	(612,000)
Assets	0	0
Net amount recognised	<u>(130,000)</u>	<u>(612,000)</u>

The amounts included within the Statement of Financial Activities are as follows:

	2025	2024
	£	£
Current service cost	45,000	47,000
Interest on pension liabilities	151,000	145,000
Past service cost	0	0
Administration costs	0	0
Expected return on plan assets	(122,000)	(113,000)
Contributions by employer	<u>(130,000)</u>	<u>(127,000)</u>
Total pension cost charged within net incoming resources	(56,000)	(48,000)
Remeasurements (Actuarial (gain)/loss)	<u>(426,000)</u>	<u>(77,000)</u>
Total amount (credited)/charged to SOFA	<u>(482,000)</u>	<u>(125,000)</u>

Changes in the present value of the defined benefit obligation are as follows:

	2025	2024
	£	£
Opening defined benefit obligation	3,178,000	3,128,000
Current service cost	45,000	47,000
Interest on pension liabilities	151,000	145,000
Member contributions	14,000	15,000
Actuarial (gains)/losses on liabilities	(500,000)	(33,000)
Past service cost	0	0
Benefits/transfers paid	(112,000)	(124,000)
Benefit obligation at end of period	<u>2,776,000</u>	<u>3,178,000</u>

Explanation of the “interest” figure in the above table

As part of the annual pension deficit calculation, the Actuary estimates the future benefit cashflows, and then reduces them in line with assumed future investment returns to get an estimate of the money needed now to pay the benefits. The process of reducing the future cashflows is called discounting, and the assumed future rate of return is called the discount rate. When the Actuaries update the calculations for the following year, they need to remove one year’s discounting (as the benefit payments are all now one year closer), and it is this removal of discounting that is referred to as “interest” on the benefit obligation in the accounting schedule.

The Actuaries have to follow FRS 102 as issued by the Financial Reporting Council in setting the discount rate, which must be based on high quality (typically taken to mean at least AA rated) corporate bond yields at the accounting date.

The “interest” figure for the year 2024/25 uses the 31/03/2025 rate of 5.8 % (2023/24 uses the 31/03/2024 discount rate of 4.8 %)

Changes in the plan assets during the period to 31st March 2025 were as follows:

	2025	2024
	£	£
Fair value of plan assets at beginning of period	2,566,000	2,391,000
Expected return on scheme assets	122,000	113,000
Administration expenses	0	0
Remeasurements (assets) (Actuarial gains/(losses) on plan assets)	(74,000)	44,000
Employer contributions	130,000	127,000
Member contributions	14,000	15,000
Benefits/transfers paid	(112,000)	(124,000)
Fair value of plan assets at end of period	<u>2,646,000</u>	<u>2,566,000</u>

The weighted - average asset allocation at the period-end was as follows:

	Fair value at 31st March 2025		Fair value at 31st March 2024	
Asset category		£		£
Equities	42 %	1,111,000	43 %	1,103,000
Other bonds	37 %	979,000	36 %	924,000
Property	19 %	503,000	19 %	488,000
Cash Liquidity	2 %	53,000	2 %	51,000
		<u>2,646,000</u>		<u>2,566,000</u>

	2025	2024
	£	£
Actuarial gains/(losses) on assets	(74,000)	44,000
Actuarial gains/(losses) on liabilities	(500,000)	33,000

Weighted average assumptions used to determine benefit obligations at 31st March:

	2025	2024
Discount rate	5.8 %	4.8 %
Rate of increase in salaries	4.3 %	4.3 %
Rate of increase in pension	2.8 %	2.8 %
Rate of CPI inflation	2.8 %	2.8 %

Weighted average assumptions used to determine net pension cost for period ended 31st March:

	2025	2024
Discount rate	5.80 %	4.80 %
Rate of pension increase	2.80 %	2.80 %
Assumed life expectations on retirement age 65:		
Retiring today - males	21.2	21.3
Retiring today - females	23.6	23.6
Retiring in 20 years - males	22.5	22.6
Retiring in 20 years - females	25.4	25.5

Contributions

The employer expects to contribute £ 133,000 in the period to 31st March 2026. Included in this figure is £81,150 agreed to be paid in April 2025 as part of the deficit recovery plan.

The contributions payable by the employers are reassessed at each triennial valuation. A triennial valuation was carried out at 31st March 2025 but at the time this report was approved the valuation is still in progress. The next actuarial valuation of the Worcestershire County Council Pension Fund will be carried out with an effective date of 31st March 2028.

29 Financial instruments

	2024	2024
	£	£
Financial assets measured at fair value	1,313,707	1,303,281

See note 1q for details of what is included in the above figures.

30 Statement of Financial Activities for the year ended 31st March 2024

	Unrestricted funds	Restricted funds	Total funds 2024	Total funds 2023
	£	£	£	£
<i>Income and endowments from:</i>				
Donations and legacies	13,697	4,546	18,243	13,879
Charitable activities:				
Management of the hills and commons	831,527	39,036	870,563	756,190
Car parks	398,720	0	398,720	360,753
Other trading activities	50,931	0	50,931	78,407
Investments:				
Bank deposits	39,354	6,780	46,134	9,518
Investment portfolio	0	33,698	33,698	37,785
Other	22,913	0	22,913	16,529
Total income	1,357,142	84,060	1,441,202	1,395,317
<i>Expenditure on:</i>				
Charitable activities	1,290,495	48,315	1,338,810	1,287,897
Other expenditure	1,729	7,350	9,079	15,937
Total expenditure	1,292,224	55,665	1,347,889	1,205,079
Net gains/(losses) on investments	0	88,332	88,332	(90,627)
Net income/(expenditure)	64,918	116,727	181,645	241,963
<i>Transfers between funds</i>	25,090	(25,090)	0	0
<i>Other recognised gains/(losses)</i>				
Actuarial gains/(losses) on defined benefit pension scheme	77,000	0	77,000	1,541,000
Net movement in funds	167,008	91,637	258,645	280,963
<i>Reconciliation of funds:</i>				
Total funds brought forward	597,275	2,999,397	3,596,672	2,177,072
Total funds carried forward	764,283	3,091,034	3,855,317	2,177,072



GOVERNANCE HANDBOOK



Malvern Hills Trust is the working name of the Malvern Hills Conservators (registered charity number 515804)

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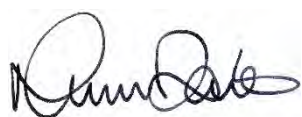
Preface

The Malvern Hills Trust (the Conservators) were established in 1884 by an Act of Parliament. The duties that were set out then still apply today and will not change; to keep the hills as open spaces, unenclosed and unbuilt on, for the enjoyment of the public, and to care for the land on behalf of the nation. Over the succeeding 139 years there have been 4 more Malvern Hills Acts, extending our jurisdiction, amending governance arrangements, replacing old laws, and amending our powers and we are today planning a New Malvern Hills Act to address the many shortcomings in our Old Acts.

The first edition of this handbook was published in 2013 as a part of that modernisation work: the aim was to help trustees and staff make the current governance arrangements work effectively and to help the public to understand our powers and duties and how we discharge them.

Under the guidance of our Governance Committee the trustees have made several amendments to the handbook over the years and this is the latest iteration in that continuing process of review and improvement. There will be changes in the future but meanwhile, this edition has been prepared to welcome new trustees to the board in 2023.

Our thanks are due to our predecessor trustees and the staff who did the essential groundwork in previous years and to those who are committed now to continuing to enhance and update our governance arrangements so that we can continue in the 21st century to fulfil our duty to care for the Malvern Hills and Commons.



Mick Davies
Chair of the Board
5 October 2023

Introduction

Malvern Hills Trust

The statutory name of the charity is Malvern Hills Conservators. The Trust adopted the working name of Malvern Hills Trust in 2016.

Malvern Hills Trust (MHT) is a body corporate constituted by and deriving its powers from the Malvern Hills Acts 1884, 1909, 1924, 1930 and 1995 (see Appendices).

The Malvern Hills Acts were set up to protect the rights of commoners and the public, and to prevent encroachment on those parts of the Malvern Hills and commons placed under the jurisdiction of the Trust. Under these and other relevant Acts, MHT must manage the hills to:

- **Preserve the natural aspect of the hills**
- **Protect and manage trees, shrubs, turf and other vegetation**
- **Prevent unlawful digging and quarrying**
- **Keep the hills open, unenclosed and un-built on as open spaces for the recreation and enjoyment of the public**
- **Conserve and enhance biodiversity, Sites of Special Scientific Interest and Scheduled Ancient Monuments on its land.**

Charity trustees

MHT is a registered charity (Charity No: 515804). The Conservators (referred to as trustees) are appointed in accordance with the Acts and have control over and legal responsibility for the charity's management and administration. (See – *'The Essential Trustee'* and *'It's your decision: charity trustees and decision making'*).

Meetings of the Board

There are five scheduled Ordinary board meetings each year which are currently held at 7:00pm on the third Thursday of January and the second Thursdays of March, May, July and September. The Annual Meeting takes place in November and is held on the second Thursday except in an election year when it is held on the third Thursday.

These meetings generally take place at Council Chambers (formerly Priory Lodge Hall), Avenue Road, Malvern, and are open to the public. At each meeting, there is the opportunity for members of the public to make comments, subject to letting the Trust know their intention to do so beforehand.

The meeting for examining and settling the Annual Report and Accounts and for appointing auditors normally takes place prior to the Annual meeting except in an election year when it takes place in October. At this meeting the public are welcome to ask questions on the Accounts without prior notice.

Land holding

MHT has approximately 1200 hectares of land under its management. This includes hill land, commons, roadside verges, woodland and fields (See appendix). About 86 % of the land holding is within the Malvern Hills AONB, about 90 % is registered common and around 62 % is designated as Sites of Special Scientific Interest (SSSI). The definitive maps of land holdings are kept at Manor House.

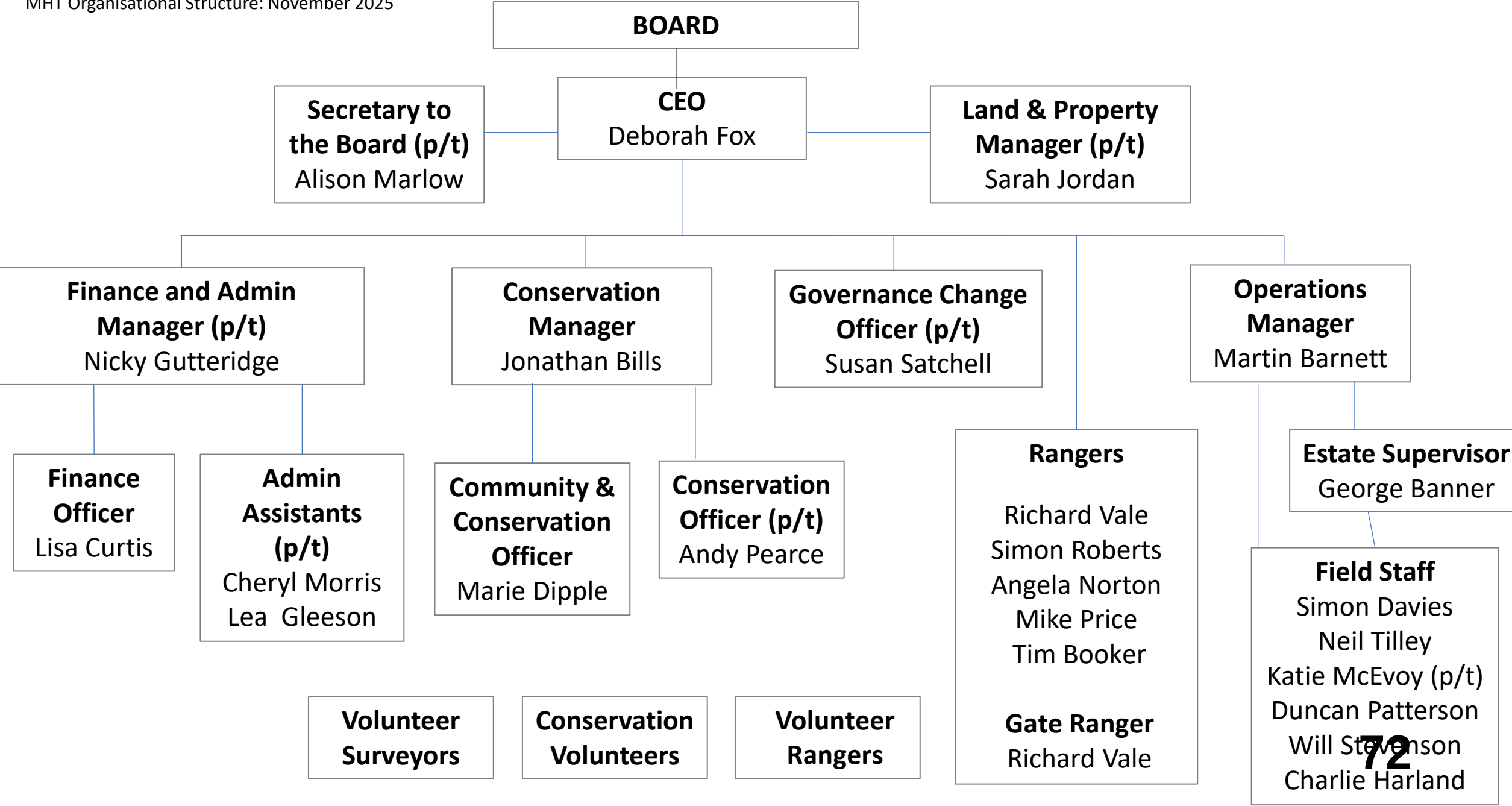
Membership of the Board

The maximum number of trustees is 29 made up as follows:

- 11 Directly elected by the 7 wards in the former Malvern Urban District and the parishes of Colwall (2), Guarlford and Mathon.
- 8 Nominated by Malvern Hills District Council.
- 2 Nominated by Herefordshire Council.
- 2 Nominated by Worcestershire County Council.
- 3 Nominated by Worcestershire County Council on behalf of the parishes of Castlemorton, Newland and Powick.
- 1 Nominated by Colwall Parish Council.
- 1 Nominated by Mathon Parish Council.
- 1 Nominated by the Church Commissioners.

Trustees are elected/nominated every four years on the 1st November. Any trustee appointed mid-term serves until the end of that 4 year period.

Elections for the 11 elected trustees take place on 1st November and are carried out in the same manner as elections for District Councillors. The CEO is Returning Officer.



MHT Duties and Powers

Malvern Hills Trust's (MHT) duties and powers are set out in the Acts.

The Malvern Hills Acts were set up to protect the rights of commoners and the public and to prevent encroachment on the Malvern Hills, lands and commons. "The Hills" means land under the jurisdiction of the Trust.

Under these and other relevant Acts, MHT shall manage the Hills to:

- Preserve the natural aspect of the Hills (MH Act 1924/21)
- Protect and manage trees, shrubs, turf and other vegetation (MH Act 1924/21)
- Prevent unlawful digging and quarrying (MH Act 1924/21)
- Keep the Hills open, unenclosed and un-built on as open spaces for the recreation and enjoyment of the public (MH Act 1930/3)
- Conserve and enhance biodiversity (Natural Environment & Rural Community Act 2006/40), Sites of Special Scientific Interest (Wildlife and Countryside Act 1981/28) and Scheduled Ancient Monuments (Ancient Monuments and Archaeological Areas Act 1979) on its land.

MHT may:

- Take proceedings and make byelaws to protect, defend and regulate the rights of commoners (MH Acts 1884/9, 1930/10a, f)
- Take measures, including making byelaws, to prevent digging and quarrying, enclosure, building structures and encroachment (MH Acts 1884/10, 1930/10)
- Plant, protect, fence, maintain, transplant and manage trees and shrubs (MH Acts 1884/12, 1909/6, 1930/4)
- Make temporary enclosures to protect or renovate turf (MH Act 1930/4a)
- Fence dangerous places (MH Act 1930/4b)
- Regulate or prohibit public access to open areas of the Hills (MH Act 1995/15) to:
 - protect ancient monuments and areas of archaeological or historical importance
 - protect and restore the natural beauty of the Hills and maintain their suitability for rough grazing or recreation
 - preserve trees
 - protect or preserve flora, fauna and scientific interest
- Regulate or prohibit public access to any area including footpaths and bridleways (MH Act 1995/15) to:
 - to prevent fire risk
 - to prevent accident, injury or damage to health
- Make and enforce byelaws *inter alia* (MH Act 1930/10) to:
 - regulate stalls, shows, games and recreation facilities etc
 - prevent unlawful turning out of animals
 - prevent litter and nuisance
 - regulate the use of vehicles (MH Act 1995)

- Make and maintain footpaths and ways over the Hills (MH Act 1930/14c)
- Provide sports grounds, circuses, stalls, lavatories and car parks for the public (MH Act 1930/4d)
- Acquire land within 9 miles of Great Malvern Priory (MH Act 1884/29)
- Sell or exchange land (parcels up to ¼ acre only, c0.1 Ha) to modify boundaries (MH Act 1930/9)
- Erect, maintain and repair sheds for tools and materials (MH Act 1930/4e-g, 5, 6)
- Rebuild and operate St Ann's Well in the event of fire (MH Act 1995/3)
- Purchase buildings to use as offices, for storage in connection with their function or as information centres, including sales (MH Acts 1995/9)
- Grant easements for services (MH Act 1995/8)
- Authorise the making and maintenance of new vehicular roads and grant easements over these (MH Act 1995/8)
- Regulate horse riding including making and charging for new facilities (MH Act 1995/16-18)

Note: This is a summary of duties and powers relating to the main purposes of the MHT, prepared by trustees (not lawyers). It is for guidance only – please refer to the original Acts for full legal details governing all our activities. There may be further relevant powers and duties arising from other legislation.

Board - Terms of Reference for the Board

To further MHT's overall purposes, as set out in the Malvern Hills Acts, set strategic direction and support and monitor implementation of the Land Management and Business Plans.

Operation of the Board

The Malvern Hills Acts include provisions for the election and nomination of a Board of trustees (referred to in the Acts as the Conservators). The trustees, individually and collectively, have a responsibility to:

- a) Further MHT's overall purposes, as set out in the Malvern Hills Acts;
- b) Set MHT's strategic direction and support and monitor its implementation
- c) Ensure the work of MHT is effective, responsible and legal
- d) Be accountable to those who regulate MHT and take account of those with an interest or stake in MHT
- e) Safeguard finances, resources and property and ensure they are used to further MHT purposes
- f) Be clear about the Board's responsibilities as an employer

The committees

The Board is supported by four main committees: Finance, Administration and Resources (FAR), Staffing (ST), Land Management (LM) and Governance (Gov). In general terms, the roles of these committees, within their particular sphere of responsibilities in accordance with their Terms of Reference are to:

- a) Recommend strategic direction and relevant policies, procedures and plans
- b) Receive progress reports
- c) Prepare budgets and monitor expenditure against those budgets
- d) Maintain an awareness/understanding of the external environment in which MHT operates and make recommendations to the Board regarding policy and best practice
- e) Understand the Board's obligations under, and ensure compliance with, relevant legislation, regulation, policies and best practice (to reduce actual and reputational risks to MHT)
- f) Ensure and review the adequacy and effectiveness of internal policies and procedures
- g) Seek external professional advice where appropriate, particularly if there may be material risk to MHT, or where the trustees may be in breach of their duties
- h) Maintain a positive public profile for MHT
- i) In addition to the four-committee listed above, the Disciplinary Committee meets when required to consider any alleged breach of the trustees' Code of Conduct.

The Board and all committees may convene workshops or establish working parties and advisory panels to consider particular issues in detail and scope options for consideration by the Board or relevant committee.

The relationship between the role of the Board and those of the committees are explained in more detail in the next pages (8 – 10).

Role of the Board and supporting committees

Preliminary Notes:

The basic role of the Board is described in **bold text**, with more details provided in tabular form. A ✓ in the relevant column shows where responsibility for supporting the Board lies particularly, but not exclusively, with Finance, Administration and Resources (FAR), Staffing (St), Governance (Gov) or Land Management (LM) Committees. Where all committees have a supporting role, the coordinating role is indicated by a ✓ in **bold**.

1 Monitoring – is a short hand term for:

- setting in place procedures and/or parameters to assess progress
- receiving reports about progress based on the agreed monitoring procedures/parameters
- reviewing the reports to identify obvious shortcomings in procedures and/or shortfalls in performance
- making recommendations to rectify these
- ensuring these recommendations are implemented

2 Ensuring – is a short hand term for:

- being satisfied that there are appropriate procedures or policies in place
- being satisfied that these are being implemented effectively
- receiving reports on new issues or circumstances that affect the issue under consideration
- ensuring the recommendations arising from the reports are implemented to update procedures or practices

3 Compliance – ensuring compliance means:

- ensuring the Board and relevant committees are aware of all the relevant legislation
- ensuring they are complying with it
- considering the resource implications of compliance

Board	FAR	GOV	LM	ST
Approving the Land Management Plan (LMP) for management of MHT land holdings			✓	
Approving the 5 Year Business Plan (BP) for management of MHT assets	✓			✓
Monitoring progress against the LMP and BP	✓		✓	✓
Reviewing and approving policies relating to MHT duties and powers eg land acquisition, wayleaves, easements, byelaws	✓		✓	
Approving all potential land and property acquisitions	✓		✓	
Approving non-routine decisions on wayleaves, easements etc (ie cases outside the policy guidelines, with complex history or implications or setting new precedents)			✓	
Reviewing the byelaws and procedures for enforcement. Advising on potential prosecutions under the byelaws	✓		✓	
Safeguarding the hills and commons, and the public, by providing appropriate standards of access infrastructure, information and interpretation			✓	

Ensuring the work of MHT is effective, responsible and legal

Board	FAR	GOV	LM	ST
Ensuring all actions taken by MHT comply with the Malvern Hills Acts	✓	✓	✓	✓
Monitoring progress of the LMP and BP (as above)	✓		✓	

Understanding our obligations and ensuring MHT complies with relevant legislation and best practice in relation to: - Charity status and our charitable objects - Employment law, Health and Safety regulations and personnel management - Health and Safety provision for volunteers and visitors - Its role as a landlord (e.g. for businesses and people) and in granting licenses - Environmental law, regulations and cross compliance	✓	✓	✓	✓
Carrying out annual Risk Assessments (also required for the SORP)	✓	✓	✓	✓
Seeking external professional advice where appropriate, particularly if there may be material risk to MHT, or where trustees may be in breach of their duties	✓	✓	✓	✓

Be accountable to those who regulate MHT and appropriately accountable to the public and other stakeholders

Board	FAR	GOV	LM	ST
Approving the Annual Report	✓		✓	
Approving the annual Statement of Accounts	✓			
Holding the Annual Levy Payers meeting	Board			
Ensuring the submission of Annual Accounts, the Annual Report and the Statement of Recommended Practice (SORP) to the Charity Commission	✓			
Ensuring compliance with relevant terms of external funding bodies	✓		✓	
Ensuring compliance with applicable legislation on openness and access to meetings and information (for trustees and the public)		✓		
Ensuring compliance with the Data Protection Act	✓			
Engaging as required with organisations and bodies developing and implementing strategies and policies which may impact on MHT interests			✓	
Ensuring key documents are retained for future reference/the public record	Board			
Maintaining a positive public profile for MHT	✓	✓	✓	✓

Safeguarding finances, resources and property and ensuring they are used to further MHT purposes

Board	FAR	GOV	LM	ST
Ensuring MHT complies with relevant financial legislation and best practice	✓			
Developing/approving/monitoring the reserves and investment policies for MHT funds and the performance of investments	✓			
Approving fundraising strategies and ratifying external funding arrangements	✓			
Preparing the annual budgets and setting the levy	✓	✓	✓	✓
Monitoring progress against the budgets	✓	✓	✓	✓
Ensuring adequate financial procedures are in place and implemented	✓			
Monitoring financial controls, conducting audits and reviewing and amending procedures as required	✓			
Ensuring procedures are in place to insure and maintain/replace/upgrade other tangible assets (property, vehicles etc)	✓			

Ensuring appropriate policies are in place to prevent fraud, bribery and other financial irregularities	✓			
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Being clear about the Board's responsibilities as an employer and about who carries out work on behalf of the charity

Board	FAR	GOV	LM	ST
Agreeing schemes of delegation to staff and ensuring that the business conducted by the Board and committees respects the agreed levels of delegation	✓	✓	✓	✓
Ensuring MHT act as a good employer of its paid staff; comply with relevant legislation, review/approve staff related policies, approve development budgets for staff				✓
Ensuring MHT act as a good manager of its volunteers; comply with relevant legislation, review/approve volunteers policies	✓	✓	✓	✓

Ensuring the board operates effectively

Board	FAR	GOV	LM	ST
Maintaining an awareness/understanding of the external environment in which the organisation is operating	✓	✓	✓	✓
Monitoring the performance of the Board and its committees and advisory panels		✓		
Reviewing/updating the Governance Handbook, Standing Orders, Code of Conduct and other guidance material for Board members as required		✓		
Maintaining a skills/experience audit of current trustees, identifying key skills available to the Board and obvious gaps/weaknesses		✓		
Using the skills/experience audit in succession planning for changes to Board membership	✓	✓	✓	✓
Ensuring that nominating bodies and those considering standing for election are aware of the skills gaps, the roles and responsibilities of being a Board Member and the expected level of commitment	✓	✓	✓	
Using the skills/experience audit in the appointment of committees and Chairs/Vice Chairs	✓	✓	✓	✓
Approving induction training and ongoing training for all trustees		✓		

Terms of reference for members of the Board

MHT is a creature of statute and a charity. Trustees have, and must accept, the responsibilities and regulatory requirements of this status. They have ultimate responsibility for directing the affairs of MHT and complying with all relevant legislation and regulation applicable to the organisation and the activities it undertakes.

All Board members are equally responsible in law for the Board's decisions. They must act individually and collectively to:

- a) Further MHT overall purposes, as set out in the Malvern Hills Acts; set MHT strategic direction and support and monitor implementation
- b) Ensure the work of MHT is effective, responsible and legal
- c) Be accountable to those who regulate MHT and take account of the public and other stakeholders
- d) Safeguard finances, resources and property and ensure they are used to further MHT purposes
- e) Be clear about the Board's responsibilities as an employer and about who carries out work on behalf of the charity

Individual Board members should:

- a) Show a commitment to MHT and the conservation of the hills and commons
- b) Understand and accept the legal duties, responsibilities and liabilities of being a Board member and charity trustee
- c) Be willing to deploy specific skills, knowledge or experience they have to help the Board reach sound decisions – particularly providing guidance on matters within their field of expertise
- d) Always declare any conflict of interest which they may have, or any matter which might be perceived as a conflict of interest
- e) Agree to observe MHT's Code of Conduct for Board members and all of the principles set out in it including:
 - i. Be willing to devote the necessary time and effort to the duties of a trustee
 - ii. Prepare adequately for meetings and attend them regularly
 - iii. Show respect for the views of fellow trustees, employees, volunteers and the public
 - iv. Respect the boundaries between operational and governance functions
 - v. Adhere to the Nolan Principles: Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership

Understanding the role of MHT

- a) Read the Malvern Hills Acts and byelaws and understand the extent of and limits to trustee duties and powers
- b) Understand and accept the responsibilities and liabilities conferred by charitable status and other legislation relevant to MHT
- c) Attend induction training and other training events and familiarise themselves with the Governance Handbook and other relevant material

Acting collectively as a Board

- a) Trustees must act in the best interests of MHT and its charitable objects and not as representatives of their nominating bodies/electorate or for personal gain
- b) Individual trustees have no powers to act alone
- c) Trustees must work jointly and collaboratively, and abide by and act in accordance with decisions made by the Board providing these actions are legally within its remit

The Board - Role and Duties of the chair and vice chair

Role

In addition to their general responsibilities as trustees, the chair and vice chair are responsible for leading the Board in the setting of strategies and policies to fulfil the duties of MHT. They must support the Board and staff to ensure that effective policies, procedures and controls are put in place and that they are appropriately implemented and monitored. They should ensure that appropriate reviews and audits are undertaken, and that there is appropriate record keeping and reporting.

- The chair will act, on behalf of the Board, as line manager for the CEO
- The chair and vice chair may attend all committees and Working Party meetings and speak but do not have a vote unless they have been appointed to the committee/Working Party

Duties (in addition to those of a Board member)

- a) Provide leadership for the Board of trustees in their role of setting strategies and policies that fulfil the duties of the MHT
- b) Ensure that the Board has an active, properly constituted membership, and encourage appropriate skills and experience (overseeing the skills register, induction and training)
- c) Agree the annual cycle of Board meetings
- d) Liaise with the CEO, Secretary to the Board and relevant staff on the drafting of Board and Committee agendas and supporting documents and in reviewing draft minutes
- e) Chair the meetings of the Board, in line with Standing Orders and Terms of Reference, to ensure business is covered efficiently and effectively (ensuring that all trustees have the opportunity to contribute to discussions and decision making)
- f) Monitor decisions taken and their implementation
- g) Liaise with the CEO and Secretary to the Board to maintain an overview of strategy and policy implementation and day to day issues arising
- h) Review all recourse to legal advice and regulatory submissions
- i) Provide support to the CEO/Secretary to the Board/ Finance and Administration Manager as necessary in HR policy development and implementation including recruitment, appraisal and disciplinary actions
- j) Act as a channel for communication between the Board and the staff
- k) Line managing the CEO on behalf of the Board
- l) Liaise with Chair of Finance Administration and Resources Committee and relevant staff to maintain an overview of financial and legal matters
- m) Liaise with Chair of Land Management and relevant staff to maintain an overview of land management matters
- n) Liaise with the Chair of Governance Committee and relevant staff to maintain an overview of governance issues
- o) Liaise with the Chair of Staffing Committee and relevant staff to maintain an overview of HR and health and safety issues
- p) Liaise with Board members, at and between meetings, with the object of creating and maintaining a team ethos
- q) Liaise with Board members on issues of conduct (eg behaviour in relation to staff, at meetings, in respect of MHT byelaws and in representing MHT to the general public) and where necessary take part in any disciplinary process
- r) Represent MHT at external events, functions and meetings
- s) Act as spokesperson on organisational matters as requested
- t) Promote the interests of MHT at all levels

Governance Committee Terms of Reference

To make recommendations to the Board, on current legal and governance requirements:

- a) Ensure all actions taken by MHT comply with the Malvern Hills Acts
- b) Ensure all actions taken by MHT comply with charity law, and so far as is possible with Charity Commission guidance and with best practice
- c) Ensure all actions taken by MHT comply with relevant legislation
- d) Maintain an awareness and understanding of the external environment in which MHT is operating
- e) Monitor the Board and committee structures and performance (reviewing the adequacy, effectiveness and compliance with internal governance controls and schemes of delegation) and make recommendations to the Board
- f) Review the Governance Handbook, Standing Orders, Code of Conduct and other guidance material for trustees as required (incorporating Charity Commission guidance on the role of trustees)
- g) Monitor compliance with Standing Orders and Code of Conduct on behalf of the Board and reporting any problems/breaches to the Chair of the Board
- h) Ensure that MHT has an appropriate risk management system in place and that risks are reviewed annually
- i) Maintain a skills/experience audit of current Board members and identifying obvious gaps/weaknesses
- j) Ensure that nominating bodies and those considering standing for election are aware of the skills gaps, the roles and responsibilities of being a Board member and the expected level of commitment
- k) Maintain oversight of induction training and ongoing training for all Board members
- l) Annually monitor all policies and regulatory requirements and make recommendations to the Board
- m) Ensure that all interests of trustees are declared at meetings in accordance with MHT's Conflict of Interest Policy
- n) Review the Trust's existing governing legislation and considering what changes might be required

Governance Committee - Role and duties of chair and vice chair

The chair and vice chair of the Governance Committee will oversee governance matters within MHT and ensure they are managed in line with good practice and in accordance with the Acts and legal requirements. In order to do this the chair and vice chair of Governance Committee, with the Chair and Vice-Chair of the Board, will seek to ensure that effective measures, controls and procedures are put in place, implemented and monitored, that appropriate reviews and audits are undertaken and that there is appropriate record keeping and reporting.

The chair and vice-chair will:

- a) Maintain a strategic overview of governance matters and work with relevant staff to develop strategy and policy in these areas
- b) Assist with the preparation of the annual budget
- c) Liaise with the chair/vice-chair of the Board, CEO, Secretary to the Board and other staff on the drafting of agendas and supporting documents and in reviewing draft minutes
- d) Chair the meetings of the committee in line with Standing Orders and Terms of Reference to ensure business is covered efficiently and effectively. Monitor decisions taken and their implementation
- e) Report on, and present, the appropriate recommendations to the Board for discussion and decision
- f) Work with staff in setting policy on governance matters
- g) Maintain oversight of the governance implications of policies and strategic plans

Finance, Administration and Resources Committee Terms of Reference

To formulate recommendations to the Board, upon current financial, administrative and resource requirements:

- a) Receive the Annual Report and Accounts and ensure that they comply with the Charities' Statement of Recommended Practice (SORP)
- b) Oversee budgets, accounts and financial statements and ensure that expenditure is in line with the charity's objects
- c) Ensure that expenditure is planned to maximise efficiency and effectiveness
- d) Recommend the annual levy to the Board
- e) Oversee compliance with financial policies and regulations to monitor and control financial and reputational risk
- f) Receive reports on financial and legal matters
- g) Ensure and review the adequacy and effectiveness of internal financial controls, systems and records
- h) Maintain oversight of major contracts to ensure that there are no material, unidentified or unresolved legal, accounting, operational or administrative implications
- i) Maintain an awareness and understanding of the external environment in which MHT is operating
- j) Ensure all actions taken by MHT comply with relevant legislation
- k) Ensure MHT acts fairly and within the law in relation to its tenants and licencees
- l) Ensure compliance with legislation and good practice in financial and charity matters
- m) With the Governance Committee, ensure that the organisation has an appropriate risk management system in place and that risks are reviewed annually
- n) Review arrangements in relation to reserves including the reserves policy. Make recommendations to the Board as required
- o) Review arrangements in relation to investments including the investments policy. Make recommendations to the Board as required
- p) Advise on the organisation's fundraising strategy
- q) Ensure use of funds complies with conditions set by funding bodies
- r) Ensure effective monitoring and reporting on financial matters
- s) Monitor the financial implications of strategic and operational plans
- t) Oversee the production of the Business Plan, monitor progress against the Plan and report to the Board
- u) Ensure appropriate policies are in place to prevent fraud, bribery and other financial irregularities
- v) Oversee and revise the byelaws and make any recommendations for change to the Board.
- w) Ensure that all interests of trustees are declared at meetings in accordance with MHT's Conflict of Interest Policy

DELEGATED POWERS

The Committee can approve contracts for budgeted expenditure over £10,000 and below £20,000

The Committee can approve non-budgeted expenditure up to £20,000 in total in any financial year with a single item limit of £10,000.

Finance, Administration and Resources Committee – role and duties of chair and vice-chair

The chair and vice chair of Finance, Administration and Resources Committee will oversee financial and administrative matters and the resources of MHT and ensure they are managed in line with good practice and in accordance with the Acts, the governing document and legal requirements. The chair will ensure that effective measures, controls and procedures are put in place, implemented and monitored, that appropriate reviews and audits are undertaken and that there is appropriate record keeping and reporting.

The chair and vice-chair will:

- a) Maintain a strategic overview of financial and administrative matters and work with relevant staff to develop strategy and policy in these areas
- b) Liaise with staff on financial matters
- c) Review drafts of the annual budgets before they are submitted to the committee/the Board
- d) Liaise with the chair and vice-chair of the Board, CEO, Secretary to the Board and Finance and Administration Manager on the drafting of agendas and supporting documents and in reviewing draft minutes
- e) Chair the meetings of the committee in line with Standing Orders and Terms of Reference to ensure business is covered efficiently and effectively
- f) Report on and present the appropriate recommendations to the Board for discussion and decision
- g) Assist staff in drafting policy on investment and reserves
- h) Consider and raise where appropriate the financial implications of policies and strategic plans
- i) Attend meetings with the auditors and present the auditors' letter of recommendation to the Finance, Administration and Resources Committee
- j) Present the accounts to the meeting for the approval of the Trust's accounts and draw attention to the appropriate points as required
- k) Consider reports from and attend any intermediate meetings with the Trust's investment managers
- l) Consider reports and attend any meetings in relation to the Trust's pension schemes

Land Management Committee Terms of Reference

To make recommendations to the Board on current land management requirements and policies:

- a) Oversee the production, review and delivery of the Land Management Plan (LMP) to achieve management of MHT land holdings in pursuance of, and compliance with, the duties, powers and obligations of MHT
- b) Monitor progress against the LMP and report to the Board
- c) Approve the annual LM budget, monitor progress against the budget, ensure use of funds complies with any conditions set by external funding bodies, and report to the Board
- d) Review, and recommend to the Board policies relating to MHT duties and powers e.g. land acquisition, land management, wayleaves and easements
- e) Work with the Staffing Committee to ensure compliance with Health & Safety policies and other relevant regulations to reduce risks from operational activities, including stock management, across MHT's land holding
- f) With the Governance Committee, ensure that the organisation has an appropriate risk management system in place and that risks are reviewed annually
- g) Review at a strategic level the provision of appropriate access infrastructure, information and interpretation in order to safeguard the Hills and Commons and make suitable provision for public access
- h) Receive reports on the renewal of leases and major land management contracts
- i) Make recommendations to the Board on non-routine decisions on wayleaves, easements etc (i.e. cases outside the policy guidelines, with complex history or implications or setting new precedents)
- j) Maintain an awareness/understanding of the external environment in which MHT is operating and make recommendations to the Board regarding policy and best practice relating to the environment and sustainability
- k) Ensure all actions taken by MHT comply with relevant legislation
- l) Receive reports on any consultations or changes planned by organisations or external bodies which may impact on MHT interests
- m) Work with FAR Committee to ensuring procedures are in place to maintain/replace/upgrade other tangible assets such as buildings, vehicles etc.
- n) Ensure that the business conducted by committees respects the agreed levels of delegation and that all interests of trustees are declared in accordance with MHT's Conflict of Interest Policy
- o) Receive and consider reports from meetings of the Castlemorton Common Co-ordinating Committee, Wildlife Panel and Recreation Advisory Panel

Land Management Committee – role and duties of chair and vice-chair

The chair and vice-chair of Land Management Committee will work to ensure that the Land Management Committee oversees the land management activities and resources of MHT and that they are managed in line with good practice and in accordance with the Acts, the governing document and legal requirements. The chair will seek to ensure that effective measures, controls and procedures are put in place, implemented and monitored, that appropriate reviews and audits are undertaken and that there is appropriate record keeping and reporting.

The chair and vice-chair will:

- a) Maintain a strategic overview of land management matters and work with staff to develop strategy and policy in these areas
- b) Liaise with staff on land management matters
- c) Review drafts of the annual budgets before they are submitted to the Committee
- d) Liaise with staff on expenditure against the budget ensuring effective use of funds
- e) Liaise with the chair/vice-chair of the Board, CEO, Secretary to the Board and Conservation Manager on the drafting of agendas and supporting documents and in reviewing draft minutes
- f) Chair the meetings of the committee in line with Standing Orders and Terms of Reference to ensure business is covered efficiently and effectively
- g) Report on, and present, the appropriate recommendations to the Board
- h) Monitor decisions taken and their implementation
- i) Work with staff in drafting policy on land management matters in order to make recommendations to the Board
- j) Lead the committee in considering the land management implications of policies and strategic plans

Staffing Committee Terms of Reference

To make recommendations to the Board on human resource matters (including volunteers) and to undertake certain delegated duties.

- The Committee will be mindful:
 - a. of the legal framework for and good practice in employment matters
 - b. of the confidential nature of employer-employee matters and that many of the items for consideration will require that the public and press be excluded by resolution of the Committee
 - c. of the nationally negotiated pay scales and terms and conditions of employment currently applicable to all staff except the CEO
 - d. that staff are employed by the Board but that the CEO is operationally responsible for staff management, as set out in the scheme of delegation in the Governance Handbook
- The Committee will make recommendations to Board regarding:
 - a. staffing & office requirements
 - b. policy matters relating to staff salaries and benefits
 - c. the CEO's salary and benefits
 - d. budget allocation for personnel and health and safety
 - e. policy matters relating to terms and conditions of employment/engagement for all staff and volunteers
 - f. matters arising from MHT's Disciplinary and Grievance procedures
 - g. health and safety matters in relation to staff, volunteers and members of the public
 - h. pension arrangements
- The Committee will periodically review all employment and human resources policies and procedures and ensure that MHT acts as a good employer
- The Committee will receive reports from the CEO on human resource matters
- The Committee will ensure that MHT has a Health and Safety Policy and Health & Safety management systems in relation to staff, volunteers and members of the public and that these are reviewed regularly, properly implemented and the Board is kept fully informed
- The Committee will advise the Board on compliance with requirements of employment law and including equal opportunities legislation in relation to employees and volunteers

DELEGATED POWERS:

The Committee will act on behalf of MHT, in the event of a post becoming vacant, to undertake the recruitment process for CEO and Secretary to the Board and recommend a candidate for appointment to the Board

The Committee will be responsible for formally confirming whether any probationary period for the CEO/Secretary to the Board has been successfully completed

The Committee will approve arrangements for suitable cover in the event of prolonged absence of the CEO or Secretary to the Board

Staffing Committee – role and duties of chair and vice-chair

The chair of the Staffing Committee will work to ensure that the Staffing Committee oversees human resource (including volunteers) and health and safety matters and that MHT complies with the legal framework and good practice. The Chair with the CEO will ensure that effective procedures are in place and that they are effectively monitored.

The chair and vice-chair will:

- a) Maintain a strategic overview of employment and health and safety matters and work with staff to develop strategy and policy in these areas
- b) Liaise with staff on employment and health and safety matters
- c) Review drafts of the annual budgets before they are submitted to the committee/the Board
- d) Liaise with the chair and vice-chair of the Board, CEO and Secretary to the Board on the drafting of agendas and supporting documents and in reviewing draft minutes
- e) Chair the meetings of the Committee in line with Standing Orders and Terms of Reference to ensure business is covered efficiently and effectively
- f) Report on and present the appropriate recommendations to the Board for discussion and decision
- g) Assist staff in drafting policy on HR and Health and Safety matters

Disciplinary Committee Terms of Reference

The Disciplinary Committee will meet only when required to implement the process set out in the Disciplinary Procedure to investigate and adjudicate any complaint about trustee conduct.

Malvern Hills Trust
Trustees' Code of Conduct
(approved by the Board on 7 March 2024)

As a trustee of the Malvern Hills Trust ("the Trust"), Trustees are asked to sign and follow this Code of Conduct which is intended to help the board of trustees ("the Board") work together in carrying out their obligations under the Malvern Hills Acts. and their responsibilities as trustees.

I, (name)

commit to complying with the aims, principles, and obligations of this Code of Conduct.

I will:

1. Act and take decisions solely in the best interests of the Trust and its charitable objects.
2. Adhere, at all times, to the 'Nolan Principles of Public Life' (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) (see appendix).
3. Develop a sound understanding of, and act in accordance with, the Malvern Hills Acts and other relevant legislation and regulatory guidance.
4. Read and follow the Trust's policies and procedures and the Charity Commission's Guidance for trustees, in particular CC3 'The Essential Trustee - what you need to know, what you need to do', CC27 'It's your decision: charity trustees and decision making' and CC29 'Conflicts of Interest'.
5. Act in accordance with the Trust's Conflict of Interest policy and, in making decisions, not allow my personal interests (or the interests of those connected to me) or any duty I owe to any group, organisation or other person, to conflict with my duty as a trustee of the Trust.
6. Commit sufficient time and thought to my responsibilities as a trustee and to the strategic management of the Trust.
7. Prepare diligently for, and attend, meetings, training and workshops whenever possible, and contribute constructively to debate and decision-making.
8. In my dealings with the Trust, avoid pre-judging issues, expressing my own views openly and courteously and listening to others' views respectfully and with an open mind.
9. Exercise care and skill in discharging my role and take professional advice whenever appropriate.
10. Make responsible use of the Trust's resources and be accountable to the Trust for my actions as a Board member.

11. While having regard to the Board's wish to be open and transparent in conducting its business, and in decision-making, not disclose to, or discuss with, others (including via social and other mass media) any confidential information (whether so marked or not) that I receive in the course of my work as a trustee, unless the material enters the public domain (except as a result of a breach of this Code). I also recognise that this obligation continues after I cease to be a trustee.
12. Act collaboratively and in accordance with the principles of collective responsibility in relation to decisions made by the Board. If I disagree with a decision or policy, I will refrain from expressing my disagreement other than with the Board (or in accordance with arrangements made by the Board).
13. Not take any action or make any comment to, or in, the media (including social media) which might bring the Trust, its trustees, staff or volunteers, into disrepute (subject to paragraph 15 below).
14. In advance of making any public comment in relation to the Trust, contact the CEO or their nominated deputy, in order to ensure that the comment I propose to make is factually correct and in line with the Trust's policy.
15. If I have grounds to believe there has been misconduct (whether by an individual trustee or by the Trust's officers) or that the Board has acted outside its powers, raise my concerns as soon as possible in the first instance with either the Chair, CEO or other senior officer of the Trust.
16. Recognise that I have no authority to act individually on behalf of the Trust, except where the Board has given me delegated authority to do so.
17. Accept that my role as a trustee is strategic and about the setting of policy, while that of the Trust's staff is of an executive and operational nature, and I will respect that role distinction.
18. Ensure that any personal data acquired in my role as a trustee is held securely and not do, or omit to do, anything which would cause the Trust to breach legal or regulatory obligations in relation to data protection.

Declaration

I have read and understood this Code of Conduct and confirm that I will comply with it.

Signed.....

Date.....

Appendix: the Nolan principles of public life

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Disciplinary Procedures for Board Members – Breaches of the Code of Conduct

Where the breach of Code occurs during a Board or Committee meeting:

- a) Board members should raise breaches of the Code as a point of order through the chair of the meeting
- b) If the chair of the meeting agrees that a breach has taken place, a first verbal warning will be issued to the person concerned. This will be noted in the minutes
- c) If an individual breaches the Code for a second time during the same meeting they may be asked to leave that meeting. This will be noted in the minutes, explaining briefly the reasons for exclusion from the meeting
- d) The Board or the committee as appropriate may resolve to refer repeated breaches of the Code to the chair of the Board (hereafter referred to as “Chair”) to be dealt with in accordance with the same procedures as if the breach of the Code had taken place outside the meeting

Where the breach of Code takes place outside a Board or committee meeting:

- e) Any complaint against a Board member shall be immediately referred to the Chair. The date of receipt of such complaint by the Chair is to be regarded as the date of commencement of the disciplinary procedure.
- f) If the complaint is against the Chair, the matter shall be referred to the chair of Governance.
- g) Upon receipt of a complaint, and, where appropriate after any preliminary investigation, the Chair and the chair of the Governance Committee shall within 10 working days together determine whether:
 - o the complaint has no merit and should be dismissed; or
 - o the complaint raises issues of misconduct and either it is appropriate for there to be a summary disposal of the matter and the Member agrees; or
 - o it is appropriate that the matter be fully investigated and a Disciplinary Panel convened.
- h) The Board member shall be notified in writing of the complaint within 5 working days of the determination.
- i) Normally, a complaint will be put before a Disciplinary Panel. However, the Chair and chair of the Governance Committee may jointly initiate a summary disposal of a complaint where they consider it to be a comparatively minor matter, and may finalise it if the Member agrees that he or she has breached the standards expected of a Member and accepts the proposed penalty. In these circumstances, the Chair and chair of the Governance Committee may together impose a reprimand
- j) If it is determined that a Disciplinary Panel should be convened, the Secretary to the Board (or in his or her absence the CEO) shall be notified immediately and shall convene a special meeting of the Disciplinary Committee
- k) The Disciplinary Committee shall nominate 3 of its members to serve on a Disciplinary Panel
- l) Where a summary disposal is initiated, but for any reason that course cannot be finalised, the matter shall be put before a Disciplinary Panel
- m) A Disciplinary Panel shall have the absolute power to initiate such investigations as they may consider reasonably necessary to ensure that all relevant facts are put before the Disciplinary Panel
- n) A Disciplinary Panel shall hear cases in accordance with fairness and the rules of natural justice

- o) If the Disciplinary Panel finds that a complaint of misconduct is proved, it shall have the following penalties at its disposal:
 - a reprimand; or
 - require the Board member to attend training; or
 - the suspension of the right to speak at any Board or committee meeting; or
 - the suspension of the right to attend any Board or committee meeting; or
 - the suspension of the right to vote at any Board or committee meeting; or
 - a combination of one or more of such the penalties

The period of any suspension shall not exceed the term of office of the Member
- p) All decisions in relation to a complaint, and the reasons for those decisions shall be recorded in writing.
- q) All decisions (including that a complaint has no merit and should be dismissed) in relation to the final disposal of any complaint against a Member shall be reported to the next meeting of the Governance Committee following that disposal
- r) Nothing in these procedures shall prevent the Member against whom a complaint has been upheld from attending meetings of the Board or any committee in his or her capacity as a member of the public or to receive notice of such meetings or of papers that would normally be within the public domain
- s) In any case in which the Chair and/or the chair of the Governance Committee is involved as a witness, or in which either or both become closely involved in investigating a case, he or she shall be disqualified from membership of the Disciplinary Panel hearing the complaint

Appeals Process

- t) A Member may appeal against the decision of a Disciplinary Panel on one or more of the following grounds:
 - the decision was against the weight of the evidence; and/or
 - there was a procedural irregularity in the original hearing; and/or
 - the sanction imposed was unjust in all the circumstances of the case
- u) Notice of appeal shall be directed to the chair of the Disciplinary Committee and must be lodged within fourteen clear days of the decision appealed
- v) An Appeals Panel shall be convened at a special meeting of the Disciplinary Committee and shall be constituted in the same way as a Disciplinary Panel save that no Member who served on the Disciplinary Panel shall be eligible to sit on the Appeals Panel
- w) At an Appeals Panel there shall be no right to a rehearing of the complaint and the Appeals Panel shall hear such evidence and/or submissions as it sees fit, bearing in mind the grounds of appeal, but shall act in accordance with fairness and natural justice
- x) An Appeals Panel shall have at its disposal any or all of the sanctions which were available to the Disciplinary Panel and shall have the power to apply a greater sanction than the Disciplinary Panel if it sees fit in all the circumstances

Administrative Arrangements

- i. The CEO and Board Secretary shall make available to the Chair, chair of the Governance Committee, Disciplinary Committee and Disciplinary Panel such administrative resources and professional advice as may be reasonably necessary to investigate and dispose of any complaint
- ii. A Member against whom a complaint has been made shall be given at least fourteen days' notice of any hearing
- iii. Such Member shall be given adequate notice of the detail of the evidence to be given against him or her. This will usually require that any witness statement or report be copied to the Member
- iv. A Member subject to a disciplinary hearing may choose to make a written representation to the Disciplinary Panel or the Appeals Panel.
- v. A Member may appear before a Disciplinary Panel or an Appeals Panel alone or with a representative
- vi. A Disciplinary Panel or Appeals Panel may, prior to any hearing, make such directions as it sees fit
- vii. A Disciplinary Panel hearing shall usually be convened within 28 days of a complaint being received by the Disciplinary Panel chair and an Appeals Panel hearing shall usually be convened within 28 days of receipt of Notice of Appeal
- viii. It shall be the duty of any Member called upon to act in any capacity on a Disciplinary Panel or Appeals Panel to ensure that he or she has no conflict of interest in the matter brought before such Panel or in the event that one exists, to recuse himself or herself for that reason
- ix. If the complaint is against the Chair or the chair of Governance, or if at the time the complaint is made, the Chair or chair of Governance is not available, then his or her place in the process set out above shall be taken by the vice-chair or the vice-chair of Governance Committee as appropriate

Emergency Action

Nothing in the Code shall prevent any necessary immediate action being taken by the CEO to deal with any emergency or breach of the Code that occurs, provided that, within a reasonable time thereafter, the matter is referred to the Chair to be dealt with in accordance with these regulations

SECTION 2

Delegation of Duties

Matters reserved to the Board include:

Board Members have and must accept responsibility for directing the affairs of a charity and ensure that it is solvent, well-run and delivering the charitable outcomes for the benefit of the public for which it has been established as set out in the Malvern Hills Acts.

The following matters are reserved to the Board. Matters which the Board considers appropriate to delegate to committees are detailed in the committee Terms of Reference.

Regulation and control

- a) Responsibility for providing information as requested by the Charity Commission – and advising if the charity ceases to exist
- b) Approving recommendations to seek changes to MHT's governing documents (the Malvern Hills Acts)
- c) Approving recommendations to alter MHT's governance documents
- d) Approving Standing Orders
- e) Suspending of Standing Orders
- f) Altering or amending to Standing Orders
- g) Ratifying urgent decisions taken by the CEO
- h) Requiring and receiving declarations of Board trustees' interests that may conflict with those of MHT and decide how to manage any such conflicts
- i) Requiring and receiving declarations of interests of staff members that may conflict with those of MHT
- j) Approving arrangements for dealing with complaints
- k) Considering recommended amendments to management structures
- l) Receiving reports from committees and considering their recommendations to the trustees
- m) Establishing/reviewing/amending terms of reference for committees and working groups
- n) Authorising use of the seal

Appointments/remuneration/discipline

- a) Nominating and electing trustees to serve in the role of chair and vice-chair
- b) Appointing committees and committee members
- c) Ensuring Board members comply with the 'Code of Conduct'
- d) Putting in place procedures for succession planning of the Board
- e) Appointing, appraising and dismissing the CEO
- f) Appointing the Secretary to the Board
- g) Considering, approving/rejecting recommendations regarding the salary and benefits of the CEO
- h) Setting and reviewing salary scales for employees
- i) Approving proposals for new staff posts or changes to the staff structure
- j) Ensuring Board's duties as an employer are met
- k) Agreeing and implementing procedures for effective evaluation of the performance of the Board, individual Board members and Committees

Strategic and budgetary matters

- a) Ensuring effective overall management of the organisation, ensuring compliance with the duties and powers set out in the Malvern Hills Acts and other relevant legislation
- b) Defining and agreeing the strategic aims and objectives of MHT
- c) Approving plans for the delivery of MHT's strategic aims and objectives
- d) Ensuring that any ancillary trading does not compromise MHT's charitable status and does not conflict with powers granted in the Malvern Hills Acts
- e) Approving MHT policies and procedures for internal control, management of risk and protection of MHT property
- f) Approving/amending budgets

- g) Approving proposals for unbudgeted capital expenditure
- h) Approving changes to banking arrangements
- i) Approving proposals for the acquisition or disposal of land/property
- j) Accepting or rejecting legacies and donations
- k) Ensuring Board's duties as a landlord are met
- l) Approving/rejecting requests for overground easements in accordance with the easement policy
- m) Setting and reviewing investment strategy
- n) Authorising delegated powers to officers
- o) Making decisions relating to court proceedings against or on behalf of MHT
- p) Approving and appointing of professional advisers for major projects (solicitors, auditors etc)
- q) Agreeing changes to the pension scheme or to the management of the pension scheme funds

Policies

- Approving, reviewing and amending key policies for example:
 - i. Trustee code of conduct
 - ii. Employment policies
 - iii. Health and safety policy
 - iv. Complaints policy
 - v. Investment policy
 - vi. Reserves policy
 - vii. Whistleblowing policy
 - viii. Risk management schedule
 - ix. Easements/wayleaves policy
 - x. Land acquisition policy

Audit arrangements

- a) Approving remuneration of external auditors, and terminating their appointment if necessary
- b) Receiving and noting the annual management report from the auditor and agree any actions required
- c) Undertaking internal audits and agree any actions required

Reporting arrangements

- a) Approving the charity's annual report and accounts
- b) Ensuring the annual report and accounts are filed
- c) Establishing, maintaining and retaining appropriate financial reporting arrangements and records and approving any changes in accounting policies or practices
- d) Holding an annual meeting at which levy payers may appoint the auditors and at which the Board approves the Trust's Annual Accounts

Monitoring

- a) Receiving and reviewing recommendations from committees
- b) Receiving and reviewing reports from staff
- c) Ongoing monitoring of the governance of the organisation

See Committee Terms of Reference for delegated powers of the Finance Administration and Resources Committee and Staffing Committee.

The following matters will be undertaken by the specified officers:

Staff management

Leadership and management of staff and volunteers – CEO

Recruitment of staff (other than CEO/Secretary) – CEO

Recommending changes to the staff structure – CEO

Staff appraisal (other than CEO) – CEO and Line managers
 Determining staff salaries within agreed pay scales – CEO/Line managers
 Recommending arrangements and policies for staff – CEO
 Appointing consultants for project work – CEO / Relevant manager
 Staff disciplinary action – including dismissal – CEO/Line managers
 Authorising additional time/hours within approved levels – CEO
 Authorising leave carry over – less than 5 days – Line manager, more than 5 days - CEO
 Authorising training – CEO/Line manager
 Authorising study leave – Line managers (in line with policy)
 Authorising compassionate leave - CEO

Finance/Legal

Approving requests to alter existing easements or for new easements in accordance with the easement policy – CEO
 Approving requests for underground easements for utilities in accordance with the easement policy – CEO
 Ensuring relevant legislation, case law and good practice is brought to the attention of trustees - CEO, Secretary to the Board, Finance and Administration Manager, Conservation Manager
 Formulating, modifying and recommending budget – CEO/Finance and Administration Manager/budget holders
 Preparing the annual accounts – CEO, Finance and Administration Manager
 Reallocating resources in year to meet changing requirements – CEO/Finance and Administration Manager/budget holders
 Monitoring expenditure against budgets and reporting to the Board – Finance and Administration Manager
 Approving contracts for budgeted expenditure under £10,000 – CEO
 Approving non-budgeted expenditure up to £5,000 for a single item, limited to £15,000 in total for any financial year - CEO
 Payment authorisation – CEO /Secretary to the Board/Finance and Administration Manager/Finance Assistant/Chair/Vice-Chair/Chair of FA&R
 Approving expenditure from the Gift Fund in accordance with the Gift Fund policy – CEO
 Identifying appropriate sources of funding and submit funding applications – CEO/Officers
 Signing funding agreements – CEO
 Authorising orders – Budget holders
 Authorising invoices – Budget holders
 Signing/sealing documents – leases/easements/licences/contracts – CEO / Secretary to the Board
 Appointment of professional advisers in relation to operational matters and liaison with them – CEO/ Secretary to the Board/Conservation Manager/ FAM
 Liaison with tenants and licencees – CEO/Conservation Manager
 Maintaining the Board's property – CEO/Operations Manager

Strategy and policy

Establishing and implementing H&S management strategy - CEO
 Controlling, monitoring and reviewing of H&S management plan – CEO (monitored by Staffing Committee)
 Recommending conservation and land management strategy and policies to the Board – Conservation Manager
 Preparing the land management plan in line with overall strategy approved by the Board – Conservation Manager
 Preparing annual work plans to achieve the land management plan – Conservation Manager/Operations Manager
 Monitoring progress against the land management plan and reporting to the Board - Conservation Manager/Operations Manager
 Recommending strategic direction and policy to the Board – CEO
 Preparing the business plan in line with overall strategy approved by the Board – CEO
 Preparing annual service plans to achieve the business plan – Management team
 Monitoring progress against the business plan and reporting to the Board - CEO
 Advising the Board on governance and legal matters –CEO / Secretary to the Board

Preparing Board/Committee papers –CEO / Secretary to the Board
Preparing Board/Committee minutes –Secretary to the Board
Producing a business continuity plan – CEO

Other

Acting as the Returning Officer for elections - CEO
Communicating with the media – CEO/Chairman/ Community and Conservation Officer
Responding to planning applications – CEO/ Secretary to the Board/Conservation Manager

Processes for Decisions of the Board and Committees

Board and Committee Minutes Protocol

The purpose of this Protocol is to clarify the procedures for the preparation and approval of MHT Board and Committee Minutes, including the content of those minutes and the service that trustees and members of the public may expect.

Although there is nothing specific regarding minutes in charity law, the Charity Commission does provide some guidance as to what minutes should include. It should be noted that minutes are *not* a verbatim record of the meeting, and this would not be an effective or efficient approach to adopt.

The Commission's advice provides that minutes would usually record:

- the precise wording of any resolution together with the name of the proposer and (optionally) the seconder of the motion (*MHT records both*);
- a summary of the discussion on each item of business;
- information upon which the decision was based;
- details of the decision, ie who voted and how and, in the event of an equality of votes, if the Chair used a casting vote (*MHT records details of how individual trustees vote only at their request*);
- the action required;
- the names of the people who are responsible for implementing the decision (*MHT would normally give the job title if a member of staff*);
- the date, time and venue of the next meeting.

It is fairly common practice for organisations to record meetings in order to assist with the preparation of minutes and as a point of referral in case of any disagreement about their content. However, once the minutes have been approved by the Board and signed by the Chair, they form the only legal record of the business of the meeting.

The Secretary to the Board will usually create a first draft of the minutes within a week of the date of the meeting. This draft is then shared with relevant officers at the Trust and with the Chair and Vice-Chair of the meeting. Once these people have made any necessary amendments (which will normally be factual rather than stylistic), the draft minutes are circulated to trustees; in the case of committees, the minutes are circulated to committee members only in the first instance. Any trustee who identifies minor amendments (typos etc) should notify them to the Secretary to the Board. If a trustee disagrees with any *content*, they should contact the Chair of the meeting. The Chair will then work with the Secretary to the Board to make any necessary amendments. If the trustee is still unable to agree, their dissension can be formally noted in the minutes.

For committee minutes, committee members will at this stage be asked to approve the minutes via email. The confirmed minutes will then be circulated to all trustees and published on the web site. They will then be adopted by the Board at its next meeting. For Board minutes, the minutes will be published on the web site in draft only, pending approval at the next Ordinary Board meeting.

Once minutes are approved, the Secretary to the Board will take the following steps in the interests of efficiency and data protection:

- All draft versions of the minutes will be **deleted**.
- The Secretary to the Board's handwritten notes will be **shredded**.
- The recording of the minutes will be **deleted**.
- A hard copy of the minutes will be prepared for signature and filed in the archives.

Protocol approved by Board on 16 January 2025

Duties of Staff

Note that this is a summary provided for trustees and is not the full job description for the post

Chief Executive Officer (CEO)

Responsible for the operational management of the organisation
Day to day contact with Board members
Prepare reports for committee and Board Meetings and attend where possible
Represent MHT with the public, local and national bodies
Promote the image of MHT
Liaison with press/media
Prepare and monitor the implementation of the Trust's Business Plan
Ensure delivery the work programme in a cost effective manner
Prepare Policy and Direction for the Board for consideration
Overall responsibility for financial management of MHT
Generate additional income through fundraising, grant applications etc
Coordinate promotional information
Ensure that Malvern Hills Acts are complied with
Ensure that the Estate is managed as far as possible to achieve the balance between all interests
Ensure compliance with and implementation of decisions of the Board
Responsible for all staff employed and volunteers
Day to day responsibility for implementation of the Trust's health and safety policy
Act as Returning Officer in Trust elections
Advise the board on governance procedures, charity law and best practice and legal matters
Ensure that the Board complies with existing and new legislation
Comment on planning applications that might affect Trust land

Secretary to the Board

Carry out all administration for the efficient running of Board and committee meetings
With the CEO, advise the board on governance procedures, charity law and best practice and legal matters
Coordinate and obtain legal advice
Prepare reports and minutes for committees and the Board
Assist the CEO in running elections

Governance Change Officer

Support the CEO and Trustees in establishing and agreeing the measures required to update the 5 Malvern Hills Acts of Parliament into a consolidated Act of Parliament covering all requirements for necessary powers & good governance of MHT. This will include introduction of key new powers, updating of some existing powers and removal of outdated measures.
Liaise (as single point of contact) between the Trust and the Parliamentary Agents and any other relevant advisors regarding any technical drafting and/or amendments to the Bill.
Provide input to other relevant ancillary requirements eg Registration of the People Regulations.
Provide input to the overall work schedule following deposit of the Bill in November 2024, and its subsequent passage through Parliament.
Support the CEO and Trustees in managing all aspects of the preparation required to secure MHT governance changes by way of a private Bill or any other appropriate process.
Liaise (as single point of contact) between the Trust and the Parliamentary Agents and any other relevant advisors regarding any technical drafting and/or amendments to the Bill.
Support the CEO and Trustees in liaison with key external bodies with a direct interest in the progress of the Bill.
Assist in identification of key stakeholders for engagement regarding the passage of the Bill.
Support the CEO and Trustees in establishing and delivering an ongoing engagement programme covering all the key stakeholder groups.

Support the CEO, Trustees and the Parliamentary Agent in the progress of the Bill through its Parliamentary stages.

Assist in preparing Board papers for consideration by Trustees, as required, to reach decisions in relation to the Bill and to report on progress with the Bill.

Maintain a log of key decisions taken in relation to the preparation of the Bill.

Ensure that adequate records (paper and electronic) are maintained to demonstrate due diligence in all aspects of preparing and presenting the draft Bill.

Support the CEO and Trustees in identifying and addressing any potential overspend against agreed budgets.

Log and index legal advices received and ensure ongoing retention of advice requests and advice received.

Provide ongoing support to staff as required (Work on the Bill to take precedence).

Land and Property Manager

Oversee all aspects of land and property management for MHT, in line with the Malvern Hills Acts of Parliament.

Ensure safe and welcoming provision of visitor infrastructure and effective management of MHT land and property,

Resolve boundary and land and property incidents escalated for further action by the MHT rangers, other staff or the public. Work with staff, solicitors or police to address boundary encroachments, breaches of byelaws e.g. unauthorised encampments, rough sleeping and third-party issues (e.g. leaking pipes, flooding etc.). Pursues damage costs claims against relevant individuals and bodies.

Oversee operation of all car parking facilities including implementation of the snow plans. Liaise with providers of aspects of the car parking system and ensure seamless interfaces.

In coordination with the CEO, Conservation Manager (CM) and the Board of Trustees, is responsible for the management and administration of applications to MHT for easements, variations to easements, deeds of grant, wayleaves and other land related legal matters. This will include liaison with land agents, solicitors, other advisers, neighbours, statutory undertakers and promoters of infrastructure projects.

Support the CEO and others in the assessment and acquisition of new land. Proactive registering of new land and addressing boundary anomalies on MHT land. Maintain databases and an archive of all relevant documents pertaining to MHT landholdings, easements and wayleaves.

Responsible for all licensing relating to MHT land including catering concessions, fairs, circuses and other public events on Link Common.

Responsible for liaising with the tenant of St Ann's Well to ensure compliance with the terms of the lease, ensure the fabric of the buildings is well maintained and to arrange/ carry out relevant health & safety and building inspections.

Assess the implications of any new planning policy documents or other public plans or projects that pertain to MHT land and responds to the promoting authority accordingly.

Manage the Trust property portfolio i.e. its operational sheds and office building.

Lead on visitor surveys and monitoring visitor satisfaction.

Conservation Manager

Responsible for Land Management

Prepare, implement and update the Land Management Plan

Prepare reports for Committees and the Board

Prepare and oversee the Land Management budget once it has been agreed by the Board

Lead Officer for conservation policy issues and the grazing schemes

Prepare annual work plans and organise delivery of work by Field Staff, volunteers and contractors

Line manage the Conservation Officer, Community & Conservation Officer and volunteers

Prepare and submit grant applications including Stewardship schemes. Manage all land related grant agreements

Liaise with key partners including Natural England, Forestry Commission, AONB, graziers, commoners, neighbouring landowners and local groups. Set up monitoring systems and records

Keep land holdings map up to date

Advise on land acquisition

Responsible for health and safety in relation to Land Management
Comment on planning applications that may affect Trust land
Contribute towards the preparation of the Business Plan
Draw up and oversee licences and tenancies with third parties.

Conservation Officer

Assist the Conservation Manager in the preparation of the Land Management Plan, annual work plans the preparation of budgets and generally with other work
Design and undertake programmes for monitoring (to include archaeology, landscape, ecology, geology, views and access) and maintain records, including making use of local experts and groups
Survey for non-native species and injurious weeds and implement control measures
Coordinate the Wildlife Advisory Panel
Monitor the conservation grazing projects
Give talks and attend meetings and public events
Oversee the management of Old Hills, Park Wood and Chase End Hill
Design and produce maps and undertake analysis using Geographical Information Systems
Help run the conservation volunteer events
Liaise with key partners including Natural England, Forestry Commission, graziers, commoners, neighbouring estates, local groups and the AONB team.
Deputise for the Conservation Manager in his absence

Community and Conservation Officer (CCO)

Foster a better understanding of the role of MHT, and the nationally important landscape which it manages
Maintain and improve relationships with the public through campaigns, communications and projects
Preparation of papers for committee and Board meetings
Keep information on MHT website and on social media up to date
Review MHT's "brand" and improve interpretation, leaflets and public signage
Recruit supporters and volunteers & working with the Wardens, improve how MHT can make use of volunteers
Coordinate the Recreation Advisory Panel
Oversee the annual public events programme
Prepare press releases to ensure the public is aware of significant events or work
Manage the Community Woodland
With others, administer tree safety programme
Maintain the GIS system
Review, develop and implement public facing policies including those relating to suburban trees and grass management, access and recreation
Administer the memorial schemes and undertake general fundraising activities.
Deputise for the Conservation Manager in his absence.

Finance and Administration Manager

Prepare annual budgets
Prepare management accounts
Prepare trustees' annual report
Preparation of papers for Board meetings
Ensuring appropriate insurance arrangements are in place
Liaison with investment managers and auditors
Review financial policies and procedures
Liaison regarding LGPS and MHT administration in relation to LGPS
Line manage admin staff

Finance Officer

Maintain the accounting records of all income and expenditure on the Sage Accounting System
Process payments to suppliers

- Prepare first draft monthly Management Accounts for Finance and Admin Manager
- Prepare monthly salaries for review by Finance and Administration Manager
- Pension scheme administration
- Work with the Financial and Administration Manager in the preparation of annual accounts
- VAT returns and monthly payroll submissions to HMRC
- Bank reconciliations
- Reconcile all car parking revenue, wayleaves and rents and process collection of car parking fees
- Count and bank all car park money and other cash/ cheque income
- Maintenance of Vehicle Equipment Register
- Administration of Parking Charge Notices
- Responsible for petty cash and postage
- Support administrative staff as directed
- Carry out reception duties as required

Administrative Assistant

- Staff Reception desk, including taking incoming calls and greeting visitors
- Take responsibility for incoming and outgoing post
- Booking of meeting venues
- Collate and distribute papers, agendas and other items to Board members
- Maintain a record of passwords
- Petty cash and sales floats
- Maintain records of incidents, complaints and comments
- Maintain vehicle inspection records
- Maintain electronic databases and press cuttings file
- Administer car park passes to include sales and maintaining records
- Maintain records of and arranging maintenance of Manor House infrastructure (eg boiler service, PAT testing etc)
- Supervision of office volunteers
- Support the CEO and other staff in administrative tasks (eg distribution and collation of tenders, maintenance of Trust buildings, staff recruitment, staff training)
- Assist with administration of meetings, public consultations
- Assist the CCO with website admin, MHT events programme, posters and signage
- Assist CCO with requests to use MHT land for external events

Administrative Support

- Staff Reception desk, including taking incoming calls and greeting visitors
- Responsibility for incoming and outgoing post
- Place stationery and other orders for Manor House
- Issue car park passes and maintaining records
- Assist with maintaining electronic databases and picture archive
- Provide support for the Administrative Assistant including cover for absence

Operations Manager

- Supervise Field Staff and contractors
- Work with the Conservation Manager in delivering Management Plan
- Assist with the preparation of Land Management budget
- Monitor and control the budget for implementation of land management work undertaken by the Field Staff and contractors under the control of the Operations Manager
- Keep records of staff holidays, sickness, accidents and work
- Keep an inventory of tools, machinery and equipment
- Be responsible for inspections, safety and maintenance of vehicles, machinery and equipment
- Be responsible for health and safety of field staff, undertake risk assessments
- Make recommendations for staff, equipment, tools and materials
- Be responsible for inspection and maintenance of MHT's buildings
- Responsible for security of sheds and safety of quarries

Estate Supervisor

Assist the Operations Manager with practical land management tasks across all land managed by the Malvern Hills Trust, having particular responsibilities for tree surveys, building and countryside furniture maintenance and management of contractors, whilst having due regard for the landscape, wildlife and archaeological features. Work needs to conform to environmental good practice and Health and Safety legislation, and there is a need to ensure work complies with the Trust's duties under the Acts of Parliament.

Work with the Operations Manager and field staff in planning and delivering the day-to-day management of all works across the Trust's estate.

In particular assist with the tree safety survey and the planning and execution of tree safety works across the estate.

Undertake the regular inspection and maintenance of buildings and structures on Trust land in line with the building maintenance schedule, including checks to ensure all relevant certification and standards were being met and to maintain accurate records.

Assist with implementation of key building projects.

Survey and record the condition of all access furniture (gates, steps, stiles, footbridges, boardwalks etc) and organise repairs as required.

Undertake and document checks and record compliance with all safety standards and regulations, including First Aid, Health and Safety, COSHH, PUWER and other relevant regulations.

Supervise Field Staff team members as and when required.

Deputise for the Operations Manager as required and during periods of holiday and sickness.

Undertake any other work for the proper maintenance of the Trust estate.

Field Staff

Carry out work as directed that improves recreation, conservation, and land management of MHT land

Cut grass on roadsides, commons and hills

Maintain paths and car parks

Carry out countryside management

When requested carry out inspection of trees, seats, signs

Collect litter

Rangers

Liaise with commoners, residents, and visitors

Encourage good behaviour and respect for MHT land

Stop encroachment and see that wayleaves and easements are complied with

Ensure that byelaws are complied with

Work with emergency services

Organise and oversee volunteers

Keep a record of activities and carry out safety checks

Remove abandoned vehicles

Remove unauthorised signs

Give guided walks and talks

Collect car park monies and monitor payment of fees

Carry out small scale practical work around car parks including litter patrols

Review signs on the Hills

Officers and staff are supported by volunteers in various aspects of the organisation including:

Volunteer Administrative Assistants

Undertake reception duties, telephone enquiries and assisting with admin duties
Assist in preparation of papers for meetings
Maintain office diary
Maintain files
Assist in maintaining stationery
Keep press cuttings

Volunteer Rangers

Monitor particular activities and wildlife sites
General supervision of MHT facilities
Encourage and informing good practice in public use of MHT land
Patrol agreed area
Make observations of condition, maintenance and usage of the area
Give advice and direction to the public
Interpretation and observation of byelaws

Volunteer Conservation Workers

Scrub, bramble and bracken clearing
Plant trees and build tree guards
Manage sites to encourage specific species
Plant and maintain hedges
Assist in the management of ponds and other waterbodies

Volunteer Surveyors

Survey paths
GPS map bench locations
Photographic record of benches and views
Produce condition report
Record inscriptions of memorial benches

Section 3

Standing Orders

1. Introduction

- 1.1 MHT business will be conducted by the Board of trustees and the 4 committees: Land Management; Finance Administration and Resources; Staffing and Governance. Terms of reference for the Board, Land Management, Finance Administration and Resources, Staffing and Governance Committees are incorporated within the Governance Handbook. The Disciplinary Committee (terms of reference approved 12 September 2019) will meet only if required.

2. The Board

- 2.1 The Board shall meet on third Thursday of January and the second Thursday of March, May, July, September and November (except in an election year when the November meeting will be held on the third Thursday).
- 2.2 10 trustees shall form the quorum for Board meetings.
- 2.3 If a quorum is not present, the meeting shall be adjourned to the next available date.
- 2.4 In local government election years, nominated trustees will retain their MHT positions until 1st November, even if they fail to be re-elected to their nominating body.

3. Appointing the chair and vice-chair of the Board

- 3.1 A chair and vice-chair of the Board shall be appointed at the November meeting of the Board.
- 3.2 The chair and vice-chair shall hold office for 12 months and remain in office until their successors are appointed.
- 3.3 Nominations for chair and vice-chair must be submitted at least 2 weeks prior to the November meeting (except as in 3.4 below) to allow nominees' statements to be circulated with the Board papers. Unsuccessful nominees for the role of chair may be considered for the role of vice-chair. The nomination form must include a proposer and seconder, the signature of the nominee confirmation that they are prepared to stand and are able to fulfil the role, and also a brief statement setting out their suitability for the role.
- 3.4 In an election year nominations for chair and vice-chair must be submitted no less than 3 clear working days before the meeting and will be circulated to trustees by email and/or copies will be available for collection from the office 36 hours before the meeting.
- 3.5 In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled by election at the next meeting. Nominations should be submitted no less than 3 clear working days before the meeting to enable nominee's statements to be circulated in accordance with 3.4 above. The appointee will then remain in post for the remainder of the period for which their predecessor was appointed.
- 3.6 Chairs and vice-chairs (including of committees) may not hold the same office for more than 5 years in succession.

4. Appointment of the committees

- 4.1 Members of the 4 committees which meet regularly shall be appointed annually at the November meeting of the Board. Only trustees who have signed the Code of Conduct shall be eligible for membership of Committees.
- 4.2 Each trustee will be eligible to sit on one of either Land Management Committee or Finance, Administration and Resources Committee.
- 4.3 There shall be a minimum of 7 trustees appointed to Land Management Committee and a minimum of 7 to Finance, Administration and Resources Committee.
- 4.4 7 trustees shall be appointed to Governance Committee and 7 to Staffing Committee.
- 4.5 9 trustees will be appointed to the Disciplinary Committee at a Board meeting within the first 3 months of the term of the Board, and the composition of the committee will be proposed by the chair and vice-chair of the Board. Only trustees who have signed the Code of Conduct shall be eligible.

- 4.6 The composition of committees other than the Disciplinary Committee will be proposed by the current chair and vice-chair of the Board, and the chair and vice-chair of the relevant committee taking into account the preferences of members and their skills, interests and attendance records.
 - 4.7 The chair and vice-chair of the Board will be entitled to attend and speak at all committee meetings but will not be entitled to vote unless appointed by the Board as a member of that committee.
 - 4.8 Committees may, from time to time, co-opt additional members to their committee from outside the Board for specific purposes. Members appointed in this way are not entitled to vote at meetings, nor participate in discussions held where the public have been excluded, unless invited to remain.
 - 4.9 If the number of members on any standing committee except the Disciplinary Committee falls below that set out in 4.3 and 4.4 the chair and vice-chair of the Board with the chair and vice-chair of the relevant committee/s will, with the consent of the trustee/s concerned, appoint additional trustee/s to serve until the following November Board meeting.
 - 4.10 If the number of members on the Disciplinary Committee falls below that set out in 4.5, on the proposal of the chair and vice chair of the Board, additional committee member/s will be appointed by the board to serve for the remainder of the term of the board
- 5. Land Management Committee**
- 5.1 Land Management Committee will meet in December, with additional meetings as required.
 - 5.2 A chair and vice-chair will be elected at the December meeting in accordance with procedures adopted for the Board appointments in clauses 3.2-3.6. In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
 - 5.3 The quorum for Land Management meetings shall be 5 trustees.
 - 5.4 If a quorum is not present, the meeting shall be adjourned to the next available date.
- 6. Finance, Administration and Resources Committee**
- 6.1 Finance, Administration and Resources Committee will meet in August and December with additional meetings as required.
 - 6.2 A chair and vice-chair will be elected at the December meeting in accordance with procedures adopted for the Board appointments in clauses 3.2-3.6. In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled by election at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
 - 6.3 The quorum for Finance, Administration and Resources meetings shall be 5 trustees.
 - 6.4 If a quorum is not present, the meeting shall be adjourned to the next available date.
- 7. Governance Committee**
- 7.1 Governance Committee will meet in January, with additional meetings as required.
 - 7.2 A chair and vice-chair will be elected at the January meeting in accordance with procedures adopted for the Board appointments in clauses 3.2-3.6. In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled by election at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
 - 7.3 The quorum for Governance Committee meetings shall be 4 trustees.
 - 7.4 If a quorum is not present, the meeting shall be adjourned to the next available date.
- 8. Staffing Committee**
- 8.1 Staffing Committee will meet at least once per year in January with additional meetings as required.
 - 8.2 A chair and vice-chair will be elected at the January meeting in accordance with procedures adopted for the Board appointments in clauses 3.2-3.6. In the event of the position of chair or vice-chair becoming vacant mid-term, the post will be filled by

- election at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
- 8.3 The quorum for Staffing Committee meetings shall be 4 trustees.
- 8.4 If a quorum is not present, the meeting shall be adjourned to the next available date.
- 9. Disciplinary Committee**
- 9.1 The Disciplinary Committee will be appointed for the term of the Board and will meet only when required under the disciplinary procedure.
- 9.2 A chair will be appointed by the committee at its first meeting and will remain in place for the term of the Board. In the event of the position of chair becoming vacant mid-term, the post will be filled by election at the next meeting of the committee in accordance with the procedure set out in clause 3.5.
- 9.3 The quorum of the Disciplinary Committee will be 6 trustees
- 9.4 If a quorum is not present, the meeting shall be adjourned for such period as the members of the committee present agree.
- 10. Ordinary Meetings of the Board and Committees**
- 10.1 Five clear working days' notice of ordinary Board and committee meetings will be given by means of the agenda and relevant papers posted or emailed to each trustee at their usual or last known address.
- 10.2 Notice under 10.1 will be given by post unless a trustee has indicated in writing that he/she wishes to receive papers by email.
- 11. Appointment of Auditors and approval of the Trust's annual accounts**
- 11.1 The approval of the Trustees' Annual Report and Accounts for the year ending 31 March and for the appointment of Auditors, shall take place at a meeting of the Board which takes place before 31 December in the same year.
- 11.2 Notice of this meeting will be given to the public in accordance with the Commissioners' Clauses Act 1847. The agenda and papers for trustees will be sent out in accordance with Standing Order 10.
- 11.3 Any levy payer wishing to vote at the meeting on the appointment of auditors must show a copy of their council tax bill to confirm their entitlement to vote.
- 11.4 Any levy payer wishing to propose a firm of auditors for appointment must notify the Trust of their proposal at least 12 clear working days before the meeting.
- 12. Special Meetings**
- 12.1 The chair of the Board or any 10 or more trustees may call for a Special Meeting of the Board.
- 12.2 The Secretary to the Board may call a Special Meeting of the Board in the event of the resignation or death of the chair.
- 12.3 The chair of each committee, or any 5 or more Members of that committee, may call for a Special Meeting of that committee.
- 12.4 At least 48 hours' notice is required for Special Meetings of the Board or committees.
- 12.5 No business other than that set out in the notice of the meeting shall be transacted at the Special Meeting.
- 12.6 Notice of the Special Meeting will be given by means of the agenda and relevant papers emailed to each trustee at their usual or last known address unless no email address has been provided.
- 12.7 The quorum for any special meeting shall be as set out in clauses 2.2, 5.3, 6.3, 7.3 and 8.3 and if a quorum is not present the meeting shall be adjourned for such period as is agreed by those present.
- 13. Attendance by the Public**
- 13.1 All Meetings of the Board, and its committees, shall be open to the public (subject to Standing Order 18.5) unless the Board or committee, by resolution, excludes the public for the whole or part of the proceeding by reason of the exempt or confidential nature

- of the business to be transacted. For further information see Section 5 of the Governance Handbook. (see also Standing Order 18)
- 13.2 Members of the public may address a meeting, subject to the text of the proposed statement being received at the office by noon, 1 clear working day preceding the meeting. Members of the public will speak in the same order as notifications are received. If a member of the public wishes to make a statement but is unable to be present at the meeting, they may nominate another member of the public to read out the statement for them; the nominee may not be a member of the MHT Board or staff.
 - 13.3 A member of the public may only address a committee meeting on a topic which is relevant to agenda items for that meeting.
 - 13.4 An address by a member of the public shall be limited to 3 minutes per person, with 30 minutes set aside in total for this item.
 - 13.5 The chair may also, at their discretion, suspend the meeting to hear views of the public on agenda items under discussion
- 14. Order of Business for Board Meetings**
- 14.1 The agenda for the Board shall be decided by the chair and vice-chair, in consultation with the CEO and Secretary to the Board, in accordance with the clauses 14.2 – 14.13 below.
 - 14.2 **Site visit.** Where appropriate to the issues on the agenda, the Board Meeting may be preceded by a site visit. Site visits are for information gathering purposes only. Notice of the site visit shall be included with the agenda and papers for the meeting.
 - 14.3 **Present and Apologies.** The minutes shall record the names of all trustees and officers present, together with apologies for absence received.
 - 14.4 **Chair's Announcements**, if any. These may include:
 - Information items
 - Notice of Urgent Business Items
 - 14.5 **Declarations of interest** by members of the Board on any item on the agenda as specified in the Trust's Conflict of Interest policy.
 - 14.6 **Public speakers**, if any. Maximum 30 minutes for this item.
 - 14.7 **Minutes.** The minutes of the last Ordinary Meeting, and any Special Meetings of the Board that have been held, will be verified by the Board and signed by the chair.
 - 14.8 **Matters arising.** To report any matters arising from the minutes which will not otherwise be discussed.
 - 14.9 **Committee Reports.**
 - 14.9.1** Committee minutes are approved by email in advance of Board meetings.
 - 14.9.2** The chair of the relevant committee will present the report to the Board, drawing attention to items of particular note and the committee's recommendations to the Board.
 - 14.9.3** The chair of the Board will invite the Board to adopt the minutes and any recommendations therein, subject to amendment if required.
 - 14.10 **Papers for consideration at Board.** Papers with recommendations for resolution by the Board. (Where appropriate, such papers may be advanced up the agenda according to relevance, importance and urgency).
 - 14.11 **Urgent Business.** Matters indicated under Chair's Announcements which need to be despatched prior to the next meeting. **NOTE:** Business which has not been included on the agenda will not normally be transacted at a meeting. However an item fulfilling the criteria set out in 14.12 may be accepted for decision.
 - 14.12 For the purposes of Standing Order 14.11 "urgent business" shall mean an item of business which if not discussed or decided upon at the meeting might reasonably be expected to result in prejudice of a financial, commercial, reputational or legal nature to the interests of the MHT.
 - 14.13 **Information.** To consider the Management Report, any other matters the CEO wishes to bring to the attention of trustees and reports from representatives on outside bodies.

15. Order of Business for Committee Meetings

- 15.1 The agenda for committee meetings shall be decided by their chair and vice-chair, in consultation with the chair and vice-chair of the Board, the CEO and relevant MHT staff.
- 15.2 The agenda shall, as far as appropriate, follow the order set out in Standing Order 14.
- 15.3 Trustees may attend any committee meeting. Those trustees who are not members of that committee may, at the discretion of the chair speak, but not vote, at the meeting.

16. Reaching Decisions

- 16.1 On any proposal which is included in the agenda for decision, the proposer or relevant staff member will introduce the proposal and explain the background and reasons for it.
- 16.2 Following presentation of the proposal as above, the chair will invite comments from trustees.
- 16.3 Upon the chair deciding that there has been adequate debate of the proposal they shall either put the original proposal to the trustees for a vote of approval, or put forward a related proposal which they judge as representing the consensus of the trustees' views following the debate.
- 16.4 Proposals shall be determined by a majority of votes of the trustees present.
- 16.5 If any member requests a paper ballot, this will be put to the meeting and the vote taken by this method if 1/3 of trustees present and eligible to vote agree.
- 16.6 If there are equal numbers of votes for and against a proposal, then the chair may give a casting vote, or determine that the proposal should be deferred.
- 16.7 Where a proposal fails after full debate and voting, trustees may, through the chair, propose an alternative recommendation for debate, following the above process.
- 16.8 Any trustee may require their vote to be recorded in the minutes.
- 16.9 Where the legality of any decision comes under question, and/or further facts material to the decision come to light, the Board or committee chair, or any 4 Members of the Board may call in the decision for reconsideration. Otherwise decisions of the Board shall not be revisited within 6 months unless notice in writing is given bearing the names of at least one third of the Board.
- 16.10 When the Board makes a decision, even though it may not be unanimous, the decision is deemed to be the responsibility of all trustees and so all trustees are expected not to undermine the decision once made.

17. Conduct at Meetings

- 17.1 At every meeting, the chair, if present, shall preside. If the chair is absent, the vice-chair shall preside. If the vice-chair is also absent, the trustees present shall elect one of their number to preside for that meeting.
- 17.2 Individuals wishing to speak should seek the attention of the chair and wait their turn to speak, only when directed by the chair.
- 17.3 Trustees must address all contributions to the meeting via the chair and shall avoid interruption, uninvited comments, or individual discussions with other trustees.
- 17.4 Trustees shall actively engage in discussion, debate and voting in meetings; contributing in a considered and constructive way, listening carefully and challenging respectfully.
- 17.5 Points of order arising at a meeting shall be decided by the chair, whose ruling shall not be called into question.

18. Disorderly Conduct

- 18.1 No trustee shall, at any meeting, persistently disregard the ruling of the chair, wilfully obstruct business or behave in such a manner as to cause offence or breach the MHT Code of Conduct.
- 18.2 If the chair identifies breaches under 18.1 or trustees raise such a breach as a point of order, a first verbal warning will be issued to the trustee concerned. This will be noted in the minutes and the chair may, at his or her discretion, instruct other trustees to disregard their contribution.
- 18.3 If an individual breaches 18.1 for a second time they may be asked to leave the meeting. This will be noted in the minutes, explaining briefly the reasons for exclusion

- from the meeting. The chair may, at his or her discretion, refer the breach to the Disciplinary Committee for consideration under the MHT Code of Conduct.
- 18.4 If this ruling is disobeyed, the chair may suspend the meeting, or take such further steps as may reasonably be necessary.
- 18.5 In the event of any member/s of the public persistently interrupting or behaving in such a way as to disrupt the business of the meeting, the chair should ask the person/s concerned to stop. If they fail to do so, the chair may ask the person/s to leave the meeting. If they fail to do so the chair may adjourn the meeting for such period as is considered expedient or take such other action as they consider appropriate.
- 19. Working Groups/Parties**
- 19.1 The Board and each committee shall have the power to appoint a working group to consider matters relevant to that committee.
- 19.2 The objectives, terms of reference, duration, composition and reporting arrangements of the working group will be defined by the Board or relevant appointing committee.
- 19.3 The CEO, or an officer appointed by the CEO may sit as an ex-officio member of the working group.
- 19.4 The working group may appoint representatives of outside bodies or other individuals who are not trustees, subject to confidentiality requirements appropriate to the issues under discussion.
- 19.5 Reports of, and recommendations by, the working group shall be made to the Board or relevant appointing committee.
- 19.6 All resource implications, whether relating to staff time or finance, must be identified and approved by the Board unless previously budgeted for within the committee or falling within the relevant officer's delegated powers of approval.
- 20. MHT Records**
- 20.1 Minutes of the Board and committees shall be recorded in line with Charity Commission best practice.
- 20.2 All minutes shall be signed by the chair to indicate that they are a true and accurate record of proceedings.
- 20.3 Minutes must be retained, together with all supporting books, papers, photographs and plans, or any other material required to understand the factors considered in reaching decisions.
- 20.4 Minutes will be open to inspection by the public, and uploaded onto MHT's website, unless exempt on the grounds that their release would be prejudicial to the public interest by reason of the exempt or confidential nature of the business transacted. For further information on exempt information see Section 5 of the Governance Handbook.
- 20.5 Original minutes and related papers may not be removed from MHT offices without the express permission of the CEO and shall be returned as directed by the CEO.
- 20.6 MHT may make a reasonable charge for providing copies of these papers.
- 21. Seal**
- 21.1 The Seal of the Board shall be attached to any document which requires that action to be taken.
- 21.2 The affixing of the Seal shall be attested by the CEO or Secretary to the Board or in the event of their both being absent, by the chair or vice-chair of the Board.

22. Approval of Standing Orders

These Standing Orders were approved at the Meeting of the Board held on 5 October 2023 and shall remain in force until the Board otherwise determines. It will be the responsibility of the Governance Committee to review Standing Orders in future and to recommend any amendments to the Board.

Signed under Seal

Duncan Bridges: CEO:
Chair of the Board.

Protocol for virtual meetings

This protocol was adopted on 11 June 2020 as an addendum to Standing Orders to cover any meetings of the Trust held by video/telephone conference.

Except in so far as they are inconsistent with this protocol, Standing Orders will continue to apply.

Notice of meetings

1. Virtual meetings will take place by way of video/telephone conference for all trustees and will be streamed to the public. The link for the stream will be set out on the agenda for the meeting and on the Trust's website.
2. Meetings will be called on the notice as specified in Standing Orders, or as otherwise decided by the Board. The agenda for all meetings and non-confidential papers will be published on the Trust web site.
3. In addition trustees will receive a notice by E-mail setting out instructions for joining the meeting. Joining will commence 15 minutes before the time the meeting is due to start. Any trustee not using E mail will be sent the information by first class post.

Members of the public

4. Members of the public can view the meetings which will be streamed contemporaneously. In substitution for the process set out in Standing Order 13.2, members of the public can forward a short statement to the Trust (by post or to info@malvern hills.org.uk) to be read out at the meeting. The statement should be of such length that it can be read out loud in 3 minutes or less. These statements must arrive no later than by noon, 1 clear working day before the meeting. They will be circulated to trustees, posted on the Trust's website if possible and read out verbatim at the meeting. The Trust reserves the right not to publish content which is defamatory or otherwise unlawful.

Joining the meeting

5. Trustees should join the meeting at least 10 minutes before the designated start time on the agenda. Be aware that streaming may already have started.
6. Trustees should enter their first name and family name when going through the process of joining the meeting
7. Members and officers attending a virtual meeting should ensure:
 - a) they have no audible background noise when participating in the meeting
 - b) they mute their microphone when they are not speaking
 - c) they stay for the duration of the meeting if possible
 - d) before they speak, they clearly state their name
 - e) they do not speak when somebody else is speaking
 - f) they signal by means of a raised hand that they wish to speak and await the invitation of the Chair

Chairing the meeting

8. The Chair will as far as possible conduct the meeting in accordance with the protocol, but may at his discretion adopt other arrangements to ensure the smooth running of the meeting and completion of any business.
9. The Chair should ensure that any participants using audio only have the opportunity to contribute to the meeting.

In the meeting

10. A trustee is present at the meeting if he/she has joined the meeting by video link, audio link or telephone so that he/she can hear (and if possible see) other trustees speak and be heard (and if possible be seen) by them. At the beginning of the meeting the Chair will ask an officer to read out the names of all those who are present at the meeting in order to assist those using audio only.
11. If a trustee has IT problems and loses connection with the meeting, he/she should attempt to re-join as quickly as possible. Where practical the meeting administrator will record that a trustee has left the meeting or re-joined.
12. If a trustee has persistent IT problems which disrupt the conduct of the meeting, and which cannot be resolved, the Chair may at his discretion ask the trustee to leave the meeting and re-join by telephone.

Quorum

13. The Quorum for any meeting is as set out in Standing Orders or as decided by the Board in relation to ad hoc committees.
14. The meeting will not be stopped because any trustee has lost connection with the meeting, unless the meeting becomes inquorate.
15. If number of trustees present falls below the quorum or if there is a failure which causes the administrator to leave the meeting or the meeting is otherwise terminated, the chair will adjourn for a period at his discretion to see if lost connections can be restored or the meeting re-started.
16. If this is not possible, the Chair will adjourn the meeting to a date to be fixed (or can declare the meeting closed if there is no further business which needs to be transacted).

Interests

17. If a member has declared a conflict of loyalty in respect of any item under discussion, the Chair will not invite that trustee to vote on the matter in question. If any trustee has a personal conflict of interest he/she will be asked to leave the meeting and will be E-mailed or called by telephone and asked to re-join once the item is concluded.

Confidential items

18. Any confidential items will be taken in a separate meeting. All trustees will have to leave the first meeting and join a second meeting which will not be streamed.
19. If the discussion of a confidential/exempt item is required, prior to the meeting every trustee will be asked to sign and return by E-mail or letter confirmation verifying that their venue is secure, that no member of the public (including members of their family) will have access to that part of the meeting, that they have not forwarded the meeting invitation or disclosed the meeting access code to any third party and that no recording of the proceedings will be made.

Any trustee who has not done this will be asked to leave the meeting, and if they decline to do so, will be removed.

Proposing and seconding

20. Any trustee proposing or seconding a motion should state his/her name

Voting

21. When the chair is satisfied that a matter has been adequately discussed, he will ask for a proposer and seconder for the motion. An officer will then go down the list of attending trustees and ask them whether they wish to vote for, against or wish to abstain.

22. A vote can be taken in the absence of any trustee who is unable to participate remotely so long as the meeting is quorate. The Chair may at his discretion suspend the meeting to allow trustees who have lost connection to re-join.

23. The Secretary to the Board or other officer will then state the result of the vote. Individual votes will not be mintued unless this is specifically requested.

Standing Committee meetings

24. Any Member, not a member of the relevant committee, wishing to participate in the virtual meeting must submit their request by email to the Secretary to the Board in advance of the meeting taking place.

Conflicts of Interest Policy

Malvern Hills Trust

Registered Charity Number 515804

Adopted 9 March 2017

1 Purpose and scope

- 1.1 This document sets out the rules the Board of Malvern Hills Trust (MHT) wishes to adopt for managing potential and actual conflicts of interest or loyalty affecting Board Members of MHT. It applies to all Board Members. Its purpose is to enable Board Members to ensure the open and proper management of any particular conflict in order to ensure that all decisions are taken in MHT's best interests and that both MHT and the individuals involved are protected from any appearance of impropriety and that public trust and confidence in MHT can be maintained.
- 1.2 It is intended to ensure that MHT is not placed in a position where, even though Board Members may have acted in the best interests of the charity, those outside the Board may gain an impression, or have a suspicion, that a Board Member had a conflict of interest or loyalty. Accurate or otherwise, such an impression could damage the reputation of MHT and result in MHT having to invest time and energy in justifying its actions and defending its reputation, thereby deflecting resources from its objectives.
- 1.3 Where the term conflict of interest is referred to in this policy, it includes both personal interests of the member or a connected person (see 3.7 below), whether financial or otherwise, and conflict of duty or loyalty described under 3.5 below.
- 1.4 Where a potential conflict arises, it is the responsibility of all the Board Members to make sure that it is addressed, not just the member concerned.
- 1.5 Except where otherwise indicated by the context, any masculine term used in this policy also shall include the feminine.
- 1.6 Where examples are set out in this policy, they are not to be taken as a definitive list and are without prejudice to the generality of a foregoing statement.

2 Background

- 2.1 Board Members have a legal obligation to act in the best interests of MHT and in accordance with its governing documents. They are expected to act impartially and objectively, and to take steps to avoid conflicts of interest or apparent conflict of interest.
- 2.2 Conflicts inhibit free discussion, may result in decisions that are not in the best interests of MHT and risk giving the impression that the Board Members have acted improperly.
- 2.3 Conflicts can come in all shapes and sizes. Board Members should be alive to this, and each Board Member has a responsibility to identify where there may be a conflict in relation to themselves, a person connected to them or a conflict of loyalty (including as a result of membership of or responsibility to another organisation).

3 Legal context

- 3.1 There are some fundamental legal issues Board Members should ensure they understand. These are summarised below.

3.2 Board Member benefits

- 3.2.1 Board Members cannot receive any personal benefit from the MHT unless they have express legal authority to do so. "Benefit" includes any property, goods or services which may have a monetary value, as well as money. This will include payments to a Board Member for providing goods or services to the MHT on normal commercial terms. A Board Member who may derive any personal benefit of this kind from a transaction with MHT will have a conflict between their duty to the MHT and their own personal

interest in the benefit. It is the potential benefit (rather than any actual benefit) which gives rise to this conflict of interest.

- 3.2.2 A benefit does not include any permitted reimbursement of properly incurred out of pocket expenses.

3.3 General Board Member benefits

- 3.3.1 Board Members may receive the following "general" benefits (i.e. benefits that are available to all Board Members):

- indemnity insurance paid for by the MHT
- an annual car park pass

3.4 Personal Conflict of interest

- 3.4.1 A Board Member has a personal conflict of interest where he (or a connected person) has a financial or other personal interest in the outcome of a decision which could, or could be seen to, prevent the Board Member from making a decision only in the best interests of the charity. This would include a situation where one Board Member is affected more than others by the outcome of a decision.

3.5 Conflicts of loyalty

- 3.5.1 A Board Member who owes a loyalty to another person or organisation (eg a friend or relative, charity, council or limited company), who/which is involved in a transaction or arrangement with MHC or where a decision made by MHT will affect that person or organisation (or, in the case of a council, will affect some or all of the residents of that council area to a greater extent than residents in the Malvern Hills area generally), may have a conflict between their duty to MHT and their loyalty to the other person or organisation. This may be because for example they are a trustee, director, shareholder, member, officer or employee of that other organisation. Notwithstanding that the Board Member has no personal interest in the transaction or arrangement, and cannot benefit from it personally, he may have a conflict of loyalty.

- 3.5.2 Specifically,

- (a) a Board Member who is a member of a Council may have a conflict of loyalty in relation to decisions affecting that Council, its operations or which could affect the implementation of an agreed policy of that Council.
- (b) a Board Member who sits on an MHDC, Worcestershire County Council or Herefordshire Council Development Control Committee may have a conflict of loyalty in relation to decisions which are linked or could be linked to a past, current or future planning application which has or may come before the committee on which he sits. (eg: applications for easements in relation to potential development sites).
- (c) a Board member who is appointed by or nominated on behalf of a ward or parish may have a conflict of loyalty in relation to decisions affecting that ward or parish or which could affect the implementation of an agreed policy of that ward or parish.

3.6 Duty to avoid conflicts

- 3.6.1 Every Board Member has a personal responsibility to declare any conflict or potential conflict of interest in order to fulfil their legal duty to act in the best interests of MHT and to avoid any conflict of interest. The duty is not simply to mitigate any conflicts that arise, but to avoid them altogether.

3.7 Connected persons

- 3.7.1 A Board Member can be put in a position of conflict where the MHT enters into a transaction or arrangement with or makes a decision which affects a member of their family or a business in which they have an interest or anyone else who is "connected" to them. Any benefit to the connected person is a benefit to the Board Member. For this purpose a "connected" person is:

- any Board Member's spouse, civil partner, parent, child, brother, sister, grandparent or grandchild (or any spouse or civil partner of any of these people);
- any other person in a relationship with a Board Member which may reasonably be regarded as equivalent to that of a spouse or civil partner; or
- any company, LLP or partnership of which a Board Member or a person as set out in the bullets above is a paid director, member, partner or employee or a holder of more than 2 % of the issued share capital or capital.
- Any company LLP or partnership where 2 or more people listed above when taken together are holders of more than 2 % of the issued share capital or capital.

4 Declaration of interests

- 4.1 On appointment and when requested thereafter, Board Members must declare their interests and any gifts or hospitality accepted which might be seen to influence their role as a Board Member on the declaration of interests form attached to this policy. This declaration should include the interests as listed in 4.2 below of the member's spouse, civil partner or cohabitee where they are known.

- 4.2 Board Members should declare the following on the declaration of interests form:

- any post held in the ordinary course of employment or practice
- any company or firm where the Board Member is a partner or remunerated as a director
- membership of any professional body or trades union
- any body making a payment in relation to appointment as a Board Member
- any shareholding of more than 2 % of the issued share capital in any local company (whether public or private)
- any land owned or rented in parishes where MHT has a land holding or any land within 500metres of MHT land.
- any Board Membership or membership of any other charity (including any overseas charity)
- any body where the Board Member represents MHT

- any a) public authority or body b) company, industrial or provident society, charity or charitable body where the Board Member is a member or is in a position of management or control
 - any office held in any body, society, association or other institution in the public, private or voluntary sector, including posts such as president, chair, Board Member, chief executive, treasurer and secretary
 - consultancies, directorships or advisory positions
 - membership of a political party or pressure group with an interest in the activities of the MHT
 - gifts or hospitality offered, whether accepted or declined.
- 4.3 The Secretary to the Board will use the information provided by Board Members to maintain a register of interests for all Board Members. The register will be accessible to all Board Members and members of the public on request.
- 4.4 Board Members should amend their declarations of interest as soon as possible following any change in their circumstances and will, in any event, be invited to update their entries in November each year.
- 4.5 In addition to completing and updating the declaration of interests, every Board Member must declare to the other Board Members and the Secretary to the Board the nature and extent of any direct or indirect interest he may have in any existing transaction or arrangement with MHT or any transaction or arrangement proposed of which the Board Member is aware.
- 4.6 If Board Members are unsure of what to declare, or whether/when their declaration needs to be updated, they should contact the Secretary to the Board or the Director for guidance.
- 4.7 All Board Members must complete a Related Party transaction form on request every year prior to the preparation of the annual accounts

5 Managing conflicts

- 5.1 This policy is not intended to inhibit the normal course of Board Member business. While recognising that identifying and managing conflicts is very important, the Board Members wish to deal with them in a way which recognises the materiality of the risk that a particular conflict may pose to the best interests of the MHT. The key points are set out below.

5.2 Declarations at meetings

- 5.2.1 Every Board Member must declare their interests in any matter on the agenda at the start of every meeting stating the agenda item to which it relates and the nature of the interest.
- 5.2.2 If a Board Member realises part way through a meeting that they have an interest in an item under discussion, they should declare there and then
- 5.2.3 If a Board Member for any reason fails to declare an interest, this may be raised either by an officer or another Board Member.

5.3 General Board Member benefits

- 5.3.1 Any Board Member who has a conflict of interest which arises exclusively out of the general Board Member benefits described, in paragraph 3.3 above, may vote, and count in the quorum on any vote, in relation to that benefit.

5.4 Personal conflicts of interest

- 5.4.1 A Board Member who has a personal conflict of interest in relation to a particular transaction or arrangement (as referred to in paragraph 3.4) must not vote, or count in the quorum on any vote, in relation to any Board or Committee decision on such transaction or arrangement. The Board Member in question should not be present during any debate or vote on such transaction.

5.5 Conflicts of loyalty

- 5.5.1 Where a Board Member has a conflict of loyalty (as outlined in 3.5) in relation to a particular transaction or arrangement and in which the Board Member has no personal interest, he may speak in any meeting at which such transaction or arrangement is being considered but should withdraw from the meeting before a vote is taken, and will not count towards the quorum.
- 5.5.2 If a Board Member is a member of another charity (such as the RSPB or National Trust), but is not in a position of management or control in relation to that charity (e.g. as a director or trustee) there is no requirement for a member to withdraw from a meeting and may take part in discussions, vote and count towards the quorum.

5.6 Decision making

- 5.6.1 In the event of a conflict or potential conflict of interest arising which is not covered in 5.4 or 5.5 above, (or where there is any disagreement about the correct application of paragraphs 3.5.1 or 3.5.2 to that interest) it will be for the Members of the Board present at that meeting to consider whether the interest might, or might appear to affect the Board Member's judgement of the charity's best interests.
- 5.6.2 A Board Member with an actual or potential conflict of interest should, after having fully explained his position to the meeting, leave the meeting and not take part in any discussion or decision by the other Board Members about how best to manage that conflict (and should not vote or count in the quorum).
- 5.6.3 If a Board Member has a conflict of interest, they must not take part in a tender process or in managing or monitoring a contract to which that interest relates. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

5.7 Minutes

- 5.7.1 The minutes of meetings will record the nature and extent of any conflict of interest and summarise the discussion and the actions taken to manage the conflict.

6 Appointment to outside bodies

- 6.1 Where a Board Member has been appointed to represent MHT on the Recreation Advisory Panel, Wildlife Panel, 4C's, AONB or the Malvern Spa Association, they will not be required

to withdraw from any meeting of MHT where the affairs of that body are discussed and may take part in that discussion and vote and count towards the quorum, unless the discussion relates to any financial transaction between MHT and the other body.

7 Data protection

- 7.1 The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998. Data will be processed only to ensure that Board Members act in the best interests of the MHT and that, except as required by law (including in respect of law enforcement or regulatory investigations), no other use will be made of the information provided.

8 Receipt of Information

- 8.1 The Board or any Committee may decide to exclude a conflicted Board Member from receipt of information in relation to the matter under consideration. All Members of the Board should (in line with their duties as charity trustees) remain alert to the fact that whatever information they acquire in their role should remain confidential and not be used to the advantage of themselves, an external individual, or entity.
- 8.2 The Director may make a preliminary decision to withhold confidential Committee or Board papers circulated prior to a meeting from a Board member where in his reasonable opinion a Board Member has a conflict of interest in relation to the business to be considered at that meeting which will require him to withdraw from the meeting under this policy.
- 8.3 In the event of papers being withheld under 8.2 above, the Director shall:
- (a) Notify the affected Board Member of his decision and the reasons for it as soon as possible
 - (b) Notify all other Board Members and staff in receipt of the relevant paper, that the paper has been withheld from the Board Member concerned and the content should not be disclosed to him.
- 8.4 The Director's decision under 8.2 should be reported with reasons to the meeting to which the papers relate and the relevant Committee or the Board shall confirm or override his decision.
- 8.5 Where it is apparent from the register of interests that there are Board Members who have conflicts of interest in the subject matter to be discussed in any meeting, a notice shall be circulated by the Director with the papers for the meeting indicating:
- (a) The names of Board Members who may have a conflict of interest
 - (b) The nature of the conflict of interest
 - (c) The agenda item/s where the conflict of interest may arise.

9 Inquorate meetings

- 9.1 If as a result of conflicts of interest in relation to a specific agenda item, a committee meeting becomes inquorate, discussion of that item will be suspended and the matter referred directly to the next Board meeting for decision.
- 9.2 If as a result of conflicts of interest in relation to a specific agenda item, a Board meeting becomes inquorate, discussion of that item will be suspended and a Special Meeting of the Board will be convened as soon as is practicable to deal with the agenda item.

10 Review

- 10.1 The Board Members will review this policy annually or at such other intervals as the Board may determine.

Conflict of Interest Policy

Procedure for dealing with conflicts of interest

The term “conflict of interest” applies to both personal conflict of interest (3.4.1) and conflict of loyalty (3.5.1). “The Policy” refers to the Conflict of Interest Policy.

1. The register of interests will be circulated to Board members (and included on the members’ section of the website in due course). Amendments will be notified as they arise.
2. The CEO or Secretary to the Board will, in advance of the meeting, alert those members who appear to have a potential conflict of interest and assist in deciding how the Policy applies to their situation if requested.
3. The Declarations of Interest item will continue to appear on the agenda at the start of the meeting, and members are required to declare any potential conflicts of interest under 5.2.1. Whilst making the declaration the member indicates whether they feel their position is such that they should leave the meeting under 5.4.1 or 5.5.1.
4. If a potential conflict of interest is identified (by the member affected, another member or an officer) but the member concerned does not believe they should leave the meeting, the Chair will invite that member to address the meeting on the reasons why there is either no potential conflict of interest or it is so minor that a reasonable person would not consider it material to the decision making process.
5. The member will then be asked to leave the meeting under 5.6.2 whilst the remaining committee or Board members decide how to deal with the conflict.
6. If several Board members share the same interest (eg members of an MHDC Development Control Committee) their cases may be considered together. If there are several Board members with interests of different types, they will be considered individually.
7. If the meeting becomes inquorate whilst considering how to deal with conflicts of interest, the matter will be dealt with under section 9 of the Policy.
8. Following a decision under item 5, the Board member will be invited back into the meeting and notified of the decision.
9. In the event that it is the Chair who has a conflict of interest but they indicate that they believe they should not be required to leave the meeting for the item concerned, the Vice Chair should immediately take the chair whilst the decision on the Chair’s potential conflict of interest is taken. If the Vice-Chair is unavailable (or also has a conflict of interest in relation to the same matter), the meeting will appoint a chair pro tem.
10. If it is decided that the Chair has a conflict in relation to any agenda item, the Chair should not chair that item, but the Vice Chair will do so. (Or another member will be appointed by the meeting to take the chair as in 9 above)
11. If the meeting has decided that a Board member has a conflict of interest and should leave the meeting, and that Board member refuses to comply with the Policy, the following will apply at the option of the unconflicted members:
 - a. The item may be adjourned to a later date
 - b. In the case of a Committee meeting, the item may be referred direct to the Board for decision
 - c. Discussion of the item may proceed but the conflicted member will not be counted in the quorum for the meeting nor will their vote be counted or
 - d. Any other course of action which is appropriate in the circumstances.

Receipt of Information

12. Where the CEO has decided to withhold papers from a Board member under section 8 of the Policy, this will be reported to the meeting under the Declaration of Interest agenda item. The Board or Committee will make a decision pursuant to section 8.4 under the

agenda item Declarations of Interest or immediately prior to the agenda item to which the papers relate.

13. The Board or Committee may make a decision pursuant to section 8.1 of the Policy under the agenda item Declarations of Interest or immediately prior to the agenda item to which the papers relate.
14. When making a decision under 12 or 13 above, the affected Board member will be invited to explain their position to the meeting, but will then leave the meeting and not take part in any discussion or decision on whether the papers should be withheld.
15. The Board or Committee may resolve to close the meeting to the public whilst making a decision under 12 and 13 above.
16. If a decision is made to withhold papers from a Board member, then it should be made clear to other Board members that the contents of those papers must not be disclosed to that individual.

Section 5

Exempt Information

Exempt Information and public access to information

As a public body responsible for the environment, the public are entitled to inspect, with some restrictions, a wide range of information held by MHT. These include Board and committee papers and minutes; accounts; and reports containing environmental information. This relates only to information that MHT holds, the public cannot demand additional analyses or reports.

There is some information that the public is not allowed to inspect, such as personal and personnel information, in accordance with the Data Protection Act. There are other types of information that it would not be in the public interest to disclose. For example the quotes for a tender process would be commercially sensitive information whilst price negotiations are ensuing.

MHT are subject to the parts of the Local Government Act conferring rights of attending meetings and access to information and also to the Environmental Information Regulations.

MHT aims to be open and transparent in the management of the Malvern Hills and will endeavour to answer any questions and offer the information to the best of its capability. However, MHT is a small organisation, with limited systems and resources, and it may not be able to meet large, generic or particularly onerous requests. Where MHT is unable to meet a request, the enquirer will be informed of the reason why.

Exempt Information Under Schedule 12A Local Government Act 1972

CATEGORY	CONDITION	EXAMPLE
1. Information relating to an individual.	Information is not exempt information unless it relates to and is recognisable as referring to a particular individual.	Employees' terms and conditions of employment or disciplinary proceedings. Former employees. Applicants to become employees. Information relating to tenants and former tenants. Matters relating to individual trustees.
2. Information which is likely to reveal the identity of an individual.	Information is not exempt information unless it relates to and is recognisable as referring to a particular individual.	As for 1 above plus, for example, an informant in a case of breach of byelaws.
3. Information relating to the financial or business affairs of any particular person (including the authority holding that information).	Information is not exempt if it must be registered under various statutes, such as the Companies Act or Charities Act. To be exempt the information must relate to a particular third person who must be identifiable.	Information regarding tenders for contracts; quotations for services; contract details; land values etc.
4. Information relating to any consultations or negotiations, or contemplated consultations and negotiations, in connection with any labour relations matter arising between the authority or a Minister of the Crown and employees of, or office holders of, the authority.	Information is only exempt if and for so long as its disclosure to the authority would prejudice the authority in those or any other consultations or negotiations in connection with a labour relations matter. ' <i>Labour relations matters</i> ' are as specified in paragraphs (a) to (g) of Section 29(1) of the Trade Unions and Labour Relations Act 1974 i.e. matters which may be the subject of a trade dispute.	Labour relations.
5. Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings.		Instructions to Counsel and Counsel Opinions. Advice received, information obtained, or action to be taken in connection with any legal proceedings by or against the Trust.
6. Information which reveals that the authority proposes: (a) to give under any enactment a notice under or by virtue of which requirements are imposed on a person; or	Information is exempt only if and so long as disclosure to the public might afford an opportunity to a person affected by the notice, order or direction to defeat the purpose for which the notice,	As for 5. above.

(b) to make an order or direction under any enactment.	order or direction is to be given or made.	
7. Information relating to any action taken or to be taken in connection with the prevention, investigation or prosecution of crime.		Self-explanatory.

Where the meeting will determine any person's civil rights or obligations, or adversely affect their possessions, Article 6 of the Human Rights Act 1998 establishes a presumption that the meeting will be held in public unless a private hearing is necessary for one of the reasons specified in Article 6.

All of the categories above are subject to a 'public interest test' – information is only exempt if it comes within one of the above categories and the public interest in favour of maintaining that exemption outweighs the public interest in disclosing the information. The decision on whether the public interest test is satisfied rests with:

1. In relation to reports and whether they should be treated as exempt in advance of the meeting, the CEO, as the proper officer; and
2. The Board or committee itself when deciding whether to exclude the press and public from the meeting.

Section 6

Representatives on Advisory Panels and Outside Bodies

Advisory Panels

Wildlife Panel

The panel consists of expert naturalists and four Board members who meet at least twice a year and report on any changes in their particular field of expertise. The reports are then considered by the Land Management Committee. Under the constitution the Chair of the panel has to be a Board member and these four representatives are appointed at the November meeting of the Board.

Recreation Advisory Panel

The panel consists of 16 members, 12 representatives from twelve user groups and four Board members. The Board members are appointed at the November meeting of the Board. It meets twice a year to advise on recreational topics on MHT land. Reports of the meetings are considered by the Land Management Committee.

Outside Bodies

Malvern Hills AONB Joint Advisory Committee & Spa Association

At the November meeting the Board appoints 1 representative to serve on each of the Malvern Hills AONB Joint Advisory Committee and Malvern Spa Association. These representatives report to the Board at its quarterly meetings.

Castlemorton Commons Coordinating Committee (4 C's)

At the November meeting the Board appoints 2 representatives to serve on the 4 C's at the meetings held in May and November each year. The report from the meetings is included as an information item to the following Board Meeting.

Section 7

Policies and Guidelines

The following policies determine the operations of MHT. The policies are constantly under review to ensure compliance with changing legislation and best practice. Policy amendments can be recommended to the Board by any of the committees.

Staffing and Health & Safety

- **Staff Handbook, incorporating:**
 - Bribery policy
 - Data protection policy
 - Drugs and alcohol policy
 - Flexible working policy
 - Fraud policy
 - IT security and social networking policy
 - Lone working policy
 - Staff benefits policy (*formerly* Retirement gifts for employees)
 - Staff expenses for attending evening meetings
 - Volunteers policy
 - Use of electronic devices policy
 - Whistleblowing policy
- Abusive, persistent & vexatious complainants policy*
- CEO appraisal procedure
- Equality, diversity, and inclusion policy*
- Health and safety policy
- Prevention of bullying and harassment policy
- Relocation expenses policy
- Safeguarding policy*
- Staff at confidential meetings
- Staff Trustee Protocol

Finance, Administration and Resources

- Accounting Policies and Procedures Manual, *incorporating*
 - Information security policy – credit card data
- Investment policy – Land Purchase Fund
- Investment policy – Parliamentary and Land Maintenance Fund
- Memorials and giving policy *
- Privacy policy *
- Local Government Pension Scheme (LGPS) discretions policy
- Reserves policy*
- Vehicle replacement policy

Governance

- Access to information policy (coming autumn 2025)
- Complaints procedure *
- **Governance Handbook, incorporating**
 - Conflicts of interest policy
 - Disciplinary procedure for trustees
 - Trustee Code of Conduct
- Social media policy*

Land Management

- Land acquisition policy
- **Land User Policy** (coming autumn 2025), *incorporating*
 - Circuses and fairs
 - Climbing *
 - Cycling Code*
 - Dogs Code*
 - Filming/Photography *
 - Fishing *
 - Grass re-seeding
 - Hang gliding*
 - Horse riding on enclosed land
 - Hunting and disturbance of wild animals*
 - Model aircraft and drones*
 - Mowing and grass cutting*
 - Posters and Signs*
 - Reinstatement
 - Sponsored walks & events *
 - Suburban tree management*

* On web site



Social Media Policy and Guidelines

Adopted 7th March 2024

Background

Malvern Hills Trust (MHT) recognises the numerous benefits and opportunities which a social media presence offers. MHT aims to build relationships and engage with the local community by sharing news, information, stories, achievements and the work we do to conserve the Hills and Commons and keep them open for the enjoyment of the public.

Social media is an essential part of the way in which MHT communicates the work of the charity. MHT will actively use social media in a variety of ways including engaging with local people to help them to understand our work, posting information relating to the future management of the Hills, providing information to help visitors and local people enjoy the Hills safely, and to network with other similar organisations.

MHT will actively encourage staff to make effective and appropriate use of social media platforms to engage in conversation with the local community and other external stakeholders. While encouraging the use of social media, there are certain standards, outlined in this policy, which must be complied with.

To provide clarity and consistency for staff, board members and volunteers, this policy has been put in place to guide the use of social media, whether personal or professional, when relating to MHT and the charity's work. Guidance on best practice and how to engage through social media will be provided by the Community and Conservation Officer (CCO).

This policy must be used in conjunction with related MHT policies including the Equality, Diversity and Inclusion Policy, Privacy Policy, GDPR regulations, Acceptable Use of Computer Resources policy (Staff handbook) and Board Code of Conduct. Others are included in the 'Other policies and laws' section. The policy will be included in the Staff and Governance handbooks for Staff and Trustees.

This policy has been written in line with guidance from the Charity Commission and the recommended template provided by CharityComms (as referenced by the Charity Commission).

This policy will be reviewed every three years. Reviews may be made sooner when necessary.

Scope of policy

Social media is the term given to web-based tools and applications which enable users to create and share content (words, images and video content), and network with each other through the sharing of information, opinions, knowledge and common interests. Examples include X (previously Twitter), Facebook, YouTube, Instagram and Pinterest.

This policy is intended for all MHT staff, volunteers and trustees and applies to content posted on both an MHT device and a personal device. The difference between a personal and professional opinion can be blurred on social media.

This policy sets out guidelines on how social media should be used to support the delivery and promotion of MHT, and the use of social media by staff/trustees/volunteers in both a professional and personal capacity. It sets out what to be aware of when interacting in these spaces and is designed to help stakeholder support and engage on the Trust's official social media channels, while protecting the charity and its reputation and preventing any legal issues.

Publication and commentary on social media carries similar obligations to any other kind of publication or commentary in the public domain.

There are no current restrictions to any social media sites at the MHT office. However, when using the internet at work, staff should refer to the Acceptable Use of Computer Resources policy.

The CCO is responsible for the day-to-day publishing, monitoring and management of our social media channels. If you have specific questions about any aspect of these channels, speak to the CCO.

Trust Social Media Accounts

The Trust uses the following social media accounts:

Facebook www.facebook.com/MalvernHillsTrust - This is the main social media account of the Trust. Latest news stories and the charity's updates are posted this account.

X (Twitter) www.twitter.com/malvhillstrust - Short news stories and immediate updates are posted on Twitter. Third party content is regularly shared on this platform.

Instagram www.instagram.com/malvern_hills_trust - This account is the newest platform used by the Trust. It is used predominantly for sharing images and is in development with a small number of followers.

Access to social media and controls

The social media accounts are accessed and managed on a day-to-day basis by the CCO. The CCO responds to content and monitors social media accounts intermittently during office hours (typically from 9am to 5pm, Monday to Friday). Social media accounts are monitored very infrequently or not at all on evenings and weekends.

Passwords for social media accounts are kept securely. No other staff/trustees/volunteers have access without the CCO's permission.

The CCO is responsible for:

- Keeping up to date with technological developments
- Reviewing and updating all documentation relating to social media
- Delivering guidance and training on social media, including inductions for staff/trustees/volunteers
- Maintaining a directory of MHT social media accounts

- Posting content, monitoring, updating and editing content on social media accounts.
- Reviewing and moderating third party content and reporting to Line Manager/CEO/Chair if required

Line managers/CEO/Chair are responsible for:

- Addressing relevant concerns or questions regarding posts or comments on, or from professional and personal accounts
- Making decisions as to whether content should be deleted
- Creating content of a sensitive or high-profile nature
- Dealing with a social media crisis (see section 'Responding to third party content or incidents')
- Reporting outcomes, formal responses (off social media), or escalating the matter to involve external agencies where appropriate

Required conduct

Guidelines – Using MHT's social media channels

1. Content will be published by the CCO however, if other staff/trustees/volunteers wish to contribute to social media content they should speak to the CCO about this.
2. Staff/trustees/volunteers should ensure they always act in the best interest of the charity.
3. All social media content should have a purpose and a benefit for the Trust and accurately reflect the Trust's position.
4. Social media should bring value to the charity's audiences – answer questions, help and engage with users.
5. Staff/trustees/volunteers should take care with the presentation of content. Make sure that there are no typos, misspellings or grammatical errors and check the quality of images.
6. Staff/trustees/volunteers should carefully consider their content before posting. Respond to comments in a timely manner when a response is appropriate.
7. Staff/trustees/volunteers should check facts before posting particularly if sharing third party content. It should not automatically be assumed that material is accurate and reasonable steps should be taken where necessary to seek verification, for example by checking data/statistics and being wary of photo manipulation.
8. Be honest. Say what is known to be true or you have a good source for. If a mistake has been made, don't be afraid to admit it.
9. Staff/trustees/volunteers should refrain from offering personal opinions via MHT's social media accounts, either directly by commenting or indirectly by 'liking', 'sharing' or 'retweeting'. If in doubt about MHT's position on a particular issue, please speak to the CCO or CEO (depending on the type of content).
10. It is vital that MHT does not encourage others to risk their personal safety or that of others, to gather materials, for example a video of a stunt.

11. Staff/trustees should not encourage people to break the law to supply material for social media, such as using unauthorised video footage. All relevant rights for usage must be obtained before publishing material.
12. Staff/trustees/volunteers should not set up other Facebook groups or pages, Twitter accounts or any other social media channels on behalf of MHT. This could confuse messaging and brand awareness. By having official social media accounts in place, MHT can ensure consistency of the brand and focus on building a strong following.
13. MHT is not a political organisation and does not hold a view on party politics or have any affiliation with or links to political parties. The Trust has the right to express views on policy, including the policies of parties, but cannot tell people how to vote.
14. If a complaint is made on MHT's social media channels, the CCO should seek advice from their line manager / CEO before responding when appropriate.
15. Sometimes issues can arise on social media which can escalate into a crisis situation because they are sensitive or risk serious damage to the charity's reputation. Examples might include incorrect statements posted by staff or misinformation around a current issue e.g. the erection of a giant wellington boot statue on Worcestershire Beacon at huge cost. The nature of social media means that complaints are visible and can escalate quickly. Not acting can be detrimental to the charity.

MHT monitors other social media spaces for mentions of MHT to catch any issues or problems early. If there is an issue that could develop or has already developed into a crisis situation MHT will follow the steps identified in the Responding to third party content and incidents section.

If any staff/trustees/volunteers become aware of any comments online that they think have the potential to escalate into a crisis, whether on MHT's social media channels or elsewhere they should speak to the CCO immediately.

Guidelines – Use of personal social media accounts

This policy does not intend to inhibit personal use of social media but instead flags up those areas in which conflicts may arise. MHT staff/trustees/volunteers are expected to behave appropriately, in accordance with MHT's policies, and in the best interests of the charity, both online and in person.

1. Be aware that any information made public could affect how people perceive MHT. You must make it clear that you are speaking for yourself and not on behalf of MHT. If you are using your personal social media accounts to promote and talk about MHT's work, you must use a disclaimer such as: 'The views expressed on this site are my own and don't necessarily represent MHT's positions, policies or opinions.'
2. Staff/trustees who have a personal blog or website which indicates in any way that they work at MHT should discuss any potential conflicts of interest with their line manager and the CCO. Similarly, staff who want to start blogging and wish to say that they work for MHT should discuss any potential conflicts of interest with their line manager and the CCO.

3. Those in senior management must take particular care as personal views published may be misunderstood as expressing MHT's view.
4. Use common sense and good judgement. Be aware of your association with MHT and ensure your profile and related content is consistent with how you wish to present yourself.
5. If a staff member/trustee/volunteer is contacted by the press about their social media posts that relate to MHT, they should under no circumstances respond directly. They should notify the CCO at the earliest opportunity.
6. MHT is not a political organisation and does not hold a view on party politics or have any affiliation with or links to political parties. When representing MHT, staff and trustees are expected to hold MHT's position of neutrality. Staff and trustees who are politically active (in their spare time or in other positions) need to be clear in separating their personal political identity from MHT and understand and avoid potential conflicts of interest.
7. Never use MHT's logos or trademarks unless approved to do so. Permission to use logos should be requested from the CCO.
8. Always protect yourself and the charity. Be careful with your privacy online and be cautious when sharing personal information. What you publish is widely accessible and will be around for a long time so consider the content carefully. Even deleted content may remain. When you are using social media sites at work, it is important that you do so safely. You can find more information on your responsibilities when using MHT computer systems in the Acceptable Use of Computer Resources policy.
9. Think about your reputation as well as the charity's. Express your opinions and deal with differences of opinion respectfully. Don't insult people or treat them badly. Passionate discussions and debates are fine, but you should always be respectful of others and their opinions. Be polite and the first to correct your own mistakes.
10. We encourage staff/trustees/volunteers to share tweets and posts that we have issued. When online in a personal capacity, you might also see opportunities to comment on or support MHT and the work we do. Where appropriate and using the guidelines within this policy, we encourage staff/trustees/volunteers to do this as it provides a human voice and raises our profile. However, if any content is controversial or misrepresented, please highlight this to the CCO who will respond as appropriate.

Guidance – Use by third parties

MHT encourages commenting and engagement by the public on social media channels however, we do have some guidelines that we ask users to follow:

1. Be respectful of other people's opinions. Please do not use profanity, offensive or defamatory statements or illegal content.
2. Comments that include bullying, advertising or those that are considered as spamming will be removed where possible. Spamming is the posting of unrelated content or regularly posting duplicate posts or comments. In extreme circumstance, the user may be blocked from commenting.
3. We encourage users to 'flag' on Facebook or 'report' on X (formerly Twitter) any posts that they think are inappropriate.

Guideline – Responding to third party content or incidents

Third party comments on MHT’s social media pages can come in several different forms and should each be addressed differently. Each comment or engagement will be dealt with on an individual basis and for its own merits.

Best practice is to respond to every comment. Ignoring a negative comment is unlikely to resolve the situation and so should be responded to appropriately.

The following guidelines have been published by Comms Creatives and are included to assist staff when making decisions about how to respond to different types of engagement.

Type of engagement	Action	Who	Next steps
Complaint	• Answer their questions. Provide as much information as possible • If this is a current topic, perhaps publish more information on website and link to it for similar comments	CCO	Follow up with staff for further information. Create a ‘latest news’ article or position statement on website
Query	• Answer their questions. Provide as much information as possible. • Speak to colleagues to ensure the information is correct and up to date if unsure.	CCO / other staff to provide information as requested	If the answer is not known immediately, post this and then respond when you have the answers.
Compliment	• Thank them. • If appropriate, ask if MHT can use/share their comments	CCO	Pass on to staff as praise about the work of MHT
Chat	• Engage in a conversation and find out more about their experience	CCO	
Attack	• Offer to help or apologise for how they feel. • Speak to line manager for advice or report to CEO if concerned about content (possibly discriminatory etc).	CCO / Line Manager / CEO	Ask sender to direct message or email in
Spamming	• Ignore. Do not respond	CCO	Block persistent abusers from commenting / accessing MHT social media accounts.

Crisis Management Plan

Sometimes issues can arise on social media which can escalate into a crisis situation because they are sensitive or risk serious damage to the charity's reputation. An example of a crisis may be a large negative reaction online or viral spread of misinformation:

In these situations, the Crisis Management Plan may need to be enacted.

- Staff/trustee/volunteer to immediately report issue to CCO and CEO. The staff/trustee/volunteer should not respond to the comment.
- CEO to determine whether the post on the Trust's account should be deleted or responded to bearing the following in mind:
Decision to Delete:
 - The post should be deleted if it is illegal, discriminatory, confidential, contains personal information or is a breach of staff/trustee/volunteer policies.
 - The post will be deleted by the CCO if requested by the CEO.
 - If deleted, a statement should be posted on social media to clarify the situation for example "We have removed a post which contained offensive information. We apologise for any offence caused and are reviewing our policies relating to the content we post on social media." Or "We have removed a post on our social media which contained offensive statements. We will not tolerate hateful messages or behaviour."Decision to Respond:
 - If the post is to be responded to, the CEO should work with CCO to create an immediate response, for example "Thank you for your comment. This is currently being investigated and we will share more information in due course." Or "We have recently been made aware of a post on social media regarding a potential issue and are currently looking into this. An update will be provided shortly."
 - CEO to work with the CCO to provide an official statement which explains the situation and provides detail. Further information relating to the topic may be linked to from the social media account e.g. to the MHT website with a detailed description of the incident / background / MHT's position.
- Should the CCO be unavailable, the CEO will log into the social media accounts to delete or publish the response as required.
- For content on third party pages or groups, posts cannot be deleted by MHT. The CCO may request the removal of the post/content from the groups, or respond with an agreed statement on their page/group.
- The CEO will notify staff/trustees/volunteers to the issue at the earliest opportunity asking staff/trustees/volunteers to only respond with the official response provided by the CEO.
- All non-urgent scheduled MHT social media posts will be postponed until after the incident or until an appropriate time.
- CEO will determine whether the post should be reported to relevant authorities for example the police, other regulators or report a serious incident to the Charity Commission. The CCO will report offending posts to the relevant social media platform as required.

- CEO to continue to update staff/trustees/volunteers with the current situation and any resolutions.
- Review and update the social media policy in light of the incident.

Other relevant policies and laws

Libel

Libel is when a false written statement that is damaging to a person's reputation is published online or in print. Whether staff or trustees are posting content on social media as part of their job or in a personal capacity, they should not bring MHT into disrepute by making defamatory comments about individuals or other organisations or grounds.

Copyright law

It is critical that all staff/trustees/volunteers abide by the laws governing copyright, under the Copyright, Designs and Patents Act 1988. Never use or adapt someone else's images or written content without permission. Failing to acknowledge the source/author/resource citation, where permission has been given to reproduce content, is also considered a breach of copyright.

Confidentiality

Any communications that staff/trustees/volunteers make in a personal capacity must not breach confidentiality. For example, information meant for internal use only or information the MHT is not ready to disclose yet. For example, a news story that is embargoed for a particular date. Please refer to the Staff and Governance Handbooks for further information.

Discrimination and harassment

Staff/trustees/volunteers should not post content that could be considered discriminatory against, or bullying or harassment of, any individual, on either an official MHT social media channel or a personal account. For example:

- Making offensive or derogatory comments relating to sex, gender, race, disability, sexual orientation, age, religion or belief.
- Using social media to bully another individual
- Posting images that are discriminatory or offensive or links to such content

This is in line with MHT's Equality and Diversity Policy.

Lobbying Act

Charities are legally allowed to campaign to bring about a change in policy or law to further their organisational purpose. In most cases, spending on charity campaigns that are in accordance with charity law will not be regulated under electoral law. However, the Lobbying Act, which was passed in January 2014, states that during national elections (known as regulated periods) spending on campaigning activities may be regulated.

To abide by the Lobbying Act, campaigning activities on social media must not be seen as intending to influence people's voting choice. During these periods, all campaigning activity will be reviewed by the CEO.

Use of social media in the recruitment process

Recruitment should be carried out in accordance with the associated procedures and guidelines. Any advertising of vacancies should be done through the CCO. Vacancies are shared on Facebook and Twitter.

There should be no systematic or routine checking of candidate's online social media activities during the recruitment process, as conducting these searches might lead to a presumption that an applicant's protected characteristics, such as religious beliefs or sexual orientation, played a part in a recruitment decision.

Protection and intervention

The responsibility for measures of protection and intervention lies first with the social networking site itself. Different social networking sites offer different models of interventions in different areas. For more information, refer to the guidance available on the social networking site itself, for example Facebook. However, if a staff member/trustee considers that a person is/people are at risk of harm they should report this to the CEO immediately.

Under 18s and vulnerable people

Young and vulnerable people face risks when using social networking sites. They may be at risk of being bullied, having sensitive or personal information on their profiles, or becoming targets for online grooming.

Where known, when communicating with young people under 18-years-old via social media, staff/trustees should ensure the online relationship with MHT follows the same rules as the offline 'real life' relationship. Staff/trustees should ensure that young people have been made aware of the risks of communicating and sharing information online and given guidance on security/privacy settings as necessary. Staff/trustees should ensure that the site itself is suitable for the young person and MHT content and other content is appropriate for them. Please refer to the Safeguarding Policy.

Responsibilities and breach of policy

Everyone is responsible for their own compliance with this policy. Participation in social media on behalf of MHT is not a right but an opportunity so it must be treated seriously and with respect. For staff and trustees, breaches of policy may result in disciplinary action depending on the severity of the issue. Please refer to the Staff Handbook and the Governance Handbook for further information on trustee disciplinary procedures. Staff/trustees/volunteers who are unsure about whether something they propose to do on social media might breach this policy, should seek prior advice from the CCO.

References

Charity Commission – [Charities and social media and checklist for developing a social media policy](#)

Charity Comms – [Social media policy template for charity](#)

Creative Comms – [Answering comments on social media](#)

Hootsuite – [Dealing with a social media crisis](#)

Somerset Wildlife Trust - <https://www.somersetwildlife.org/policies/social-media-policy>

Policy review

This social media policy has been produced and approved by the Board. Should there be any questions relating to this policy, they should be referred to CCO/CEO/Chair.

This policy will be reviewed every three years. Reviews may be made sooner as required.

Next review date: February 2027

Equality, Diversity, and Inclusion Policy

1. Our Vision

- 1.1 The Malvern Hills and Commons are a stunning, unique and inspiring landscape that is enjoyed and respected by everyone in harmony with rich and flourishing wildlife, natural and cultural heritage.

2. Our Commitment to equality, diversity and inclusion

- 2.1 Everyone is welcome
- 2.2 We are an equal opportunities employer and actively support human rights and all equality legislation and promote diversity and inclusion throughout the Trust. Our ethos is to respect and value people's differences, and to help everyone achieve more at work as well as in their personal lives so that they feel proud of who they are and of the part they play in our success.
- 2.3 In delivering its vision, the Malvern Hills Trust (MHT) aspires to be an equitable, diverse and inclusive organisation with zero tolerance for discrimination. We believe that all decisions about people at work should be based on the individual's abilities, skills, performance and behaviour and our business requirements. With these values at its core, MHT will consciously and continuously improve how it approaches its work, ensuring no individual is discriminated against.
- 2.4 We therefore aim to ensure that the values of equality, diversity, and respect for all are embedded into everything that we do.
- 2.5 This policy statement applies to anyone acting on behalf of MHT, including staff, trustees, volunteers, and partner organisations, all of whom have a responsibility to comply with its requirements and promote fairness in the workplace and to ensure their language, behaviour and actions are consistent with its spirit and contents.
- 2.6 Any substantiated/significant form of discrimination, abuse or harassment will result in disciplinary action being taken, including dismissal for serious cases. The policy will also be drawn to the attention of subcontractors and visitors.

3. Defining equality, diversity and inclusion

- 3.1 Equality, diversity and inclusion (EDI) mean fair treatment and opportunities for all.
- 3.2 Equality means that individuals should be provided with the resources they need to have access to the same opportunities as the general population, eg equal job opportunities and fairness for employees and job applicants. In particular, it aims to remove prejudice and discrimination based on the following protected characteristics as defined under the Equality Act (2010):
- Age (or perceived age)
 - Disability (past or present)
 - Gender reassignment
 - Marriage or civil partnership status
 - Race, colour, nationality, ethnic or national origins
 - Religion or belief
 - Sex
 - Sexual orientation
 - Maternity, pregnancy or family leave

3.3 **Diversity** means recognising that everyone is different in a variety of visible and non-visible ways; for example, they might have different ages, religions, ethnicities, abilities, genders, etc. Importantly, it also means valuing those differences.

3.4 **Inclusion** concerns the active creation of a learning, working and social environment that is welcoming, which recognises and celebrates difference and is reflected in structures, practices and attitudes. An inclusive workplace means everyone feels valued at work. It lets all employees feel safe to:

- come up with different ideas;
- raise issues and suggestions to managers and trustees, knowing this is encouraged;
- try doing things differently from how they've been done before, with management and board approval.

4. Statement of policy

4.1 **Responsibilities** - we recognise our responsibilities under the Equality Act 2010 and are committed to meeting them in full. In particular, we recognise that we must have due regard as part of our decision-making processes to the requirements of s149 of the Equality Act 2010 (Public Sector Equality Duty), specifically, the need to:

- eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by or under the Act;
- advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it; and
- foster good relations between persons who share a relevant protected characteristic (see 3.2) and persons who do not share it.

4.2 **Culture** - we believe that a culture that embraces EDI will help us to ensure that everyone feels involved and included in our plans, programmes and activities. The MHT aims to:

- be a fair, diverse and inclusive place to work, which means we listen respectfully, to help us learn and understand different perspectives;
- represent all levels of society through our staff, board and volunteers;
- ensure our staff, trustees, volunteers and partners feel valued and respected;
- create an environment which respects and welcomes everyone and in which no form of bullying, harassment, disrespectful or discriminatory behaviour is tolerated by anyone towards anyone. This particularly applies in relation to the "protected characteristics"¹ named in the Equality Act 2010 (see para 3.2).

5. Values and behaviours

5.1 We endeavour to uphold the following values in all our work:

- **Public benefit** - we carry out our purposes for the public benefit; ie the interests of MHT's beneficiaries and the causes we work for are at the heart of everything we do;
- **Integrity** – MHT staff, trustees and volunteers uphold the highest level of institutional integrity and personal conduct at all times;
- **Openness** – staff, trustees, volunteers and the wider public can see and understand how we work, how we deal with problems when they arise and how we spend our funds.
- **Right to be safe** - Every person who volunteers with, works for or comes into contact with a charity is treated with dignity and respect, and feels that they are in a safe and supportive environment.

5.2 In accordance with best practice, as promoted by the [Committee for Standards in Public Life](#), our trustees are expected to sign up to and uphold a Code of Conduct, based on the Nolan Principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

6. Putting our equality, diversity and inclusion policy into practice

6.1 'Walking the talk'. We recognise that an EDI Policy alone is not enough to ensure that these things are central to everything that we do. For the policy to be effective, we must all work to ensure:

- staff, trustees and volunteers feel valued and respected;
- different perspectives and experiences are celebrated and valued;
- people are treated fairly in all aspects of their work, including recruitment, training, development through career progression and volunteering;
- the working environment is free from bullying, harassment, victimisation and unlawful discrimination, dignity and respect for all are promoted and decisions concerning staff are based on merit and in line with the Equality Act;
- MHT has a reputation as an exemplary place to work; and
- there is a positive work/life balance for all.

6.2 Training - we recognise that many people are unfamiliar with the ways in which discrimination and disadvantage affect people's health, well-being and quality of life. We will therefore support people to develop equalities awareness and understanding, and expect staff, trustees and volunteers to participate in relevant training modules as required.

6.3 Policy assessment – we will assess any significant new or revised policies and procedures for their impact on EDI. Accordingly, we will:

- embed EDI into our development plans; and
- ensure our employment practices and procedures are consistent with the aims of this policy.

6.4 Accessibility - we are committed to:

- using accessible venues for events and meetings;
- using plain English and offering accessible communications, eg emails, letters, reports and publicity materials, in a suitable format as far as it is within our means to do so.

7. Review and Monitoring

7.1 MHT is committed to long-term action to embed lasting improvement in ED&I performance in relation to its work.

7.2 We recognise that it is important for us to review this policy regularly to ensure that it reflects up to date equality legislation and best practice. A review of our EDI Policy will be carried out on an annual basis as a minimum and any necessary actions taken.

8. Approval of Equality, Diversity and Inclusion Statement

8.1 This policy has been agreed by our Board of Trustees. It will also be subject to agreement with any trade union which staff choose to join or to which they belong.

8.2 This policy should be read in conjunction with other MHT policies including the Trustees Code of Conduct

8.3 Overall responsibility for the implementation of this policy lies with the CEO and our Board of Trustees.

MALVERN HILLS TRUST STAFF/TRUSTEE PROTOCOL¹ SUMMARY

Creating an inclusive culture – behaviour ‘dos and don’ts’

Respecting the division of responsibility between the Board/Trustees and the Executive Staff, Trustees should not:

- issue instructions or orders to Staff members; and constantly check up on progress;
- lobby or try to influence Staff members;
- turn up at Staff work premises without previously making an appointment;
- ask Staff members probing questions about their opinion on MHT policies (internal or external) or Board decisions;
- watch or follow Staff members around;
- openly criticise the work of Staff members;
- berate Staff members – either 1:1 or in front of others;
- question Staff members about their qualifications for the job;
- expect Staff to respond outside their normal working hours.

How to ask the Staff questions or request information

- Trustees wishing to provide information, ask questions or request information from Staff should complete the Referral Form on the Board Member Area of the web site.
- Trustees without online access may send their enquiry in hard copy to the Secretary to the Board (SttB).
- All enquiries will be logged, prioritised, assigned and tracked; Staff will do their utmost to source information and respond in a timely manner.
- Since the Board has collective responsibility, as a general rule, answers to questions will be shared with the whole Board via email and the Trustee area of the web site.
- Any correspondence should be conducted in polite and civil terms.

How to comment on meeting minutes, policy docs, etc.

- Commenting on Board and committee papers. Trustees can notify comments and suggested changes in advance of meetings, by email to the SttB who will forward them to the document’s author for consideration.
- Commenting on minutes of meetings. Please see the Minutes Protocol in the Governance Handbook.

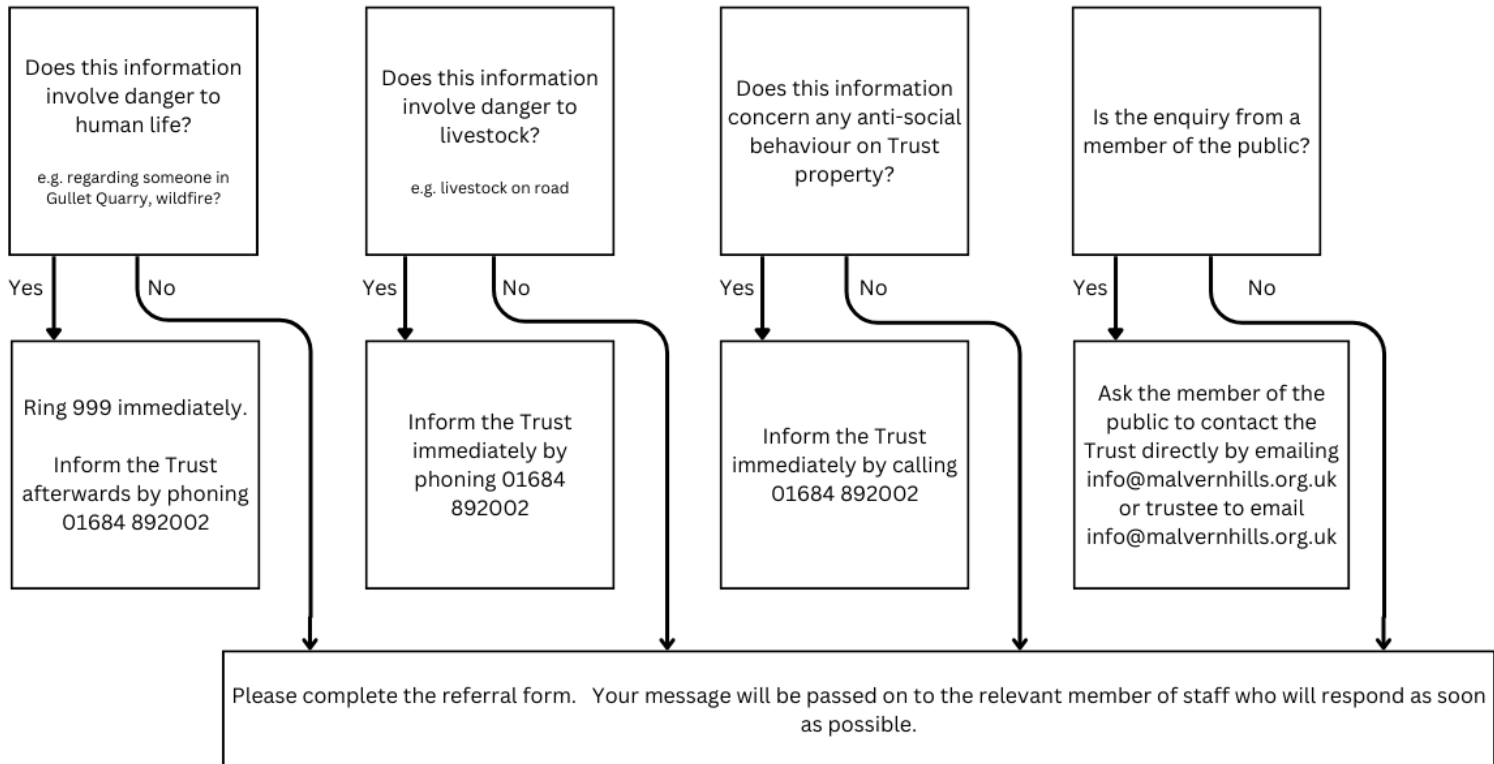
Meetings and phone calls with Staff

- Trustees wishing to meet with a member of Staff should submit their request via info@malvern hills.org.uk. Sufficient notice needs to be given and any such meeting should be held on MHT premises.
- Unless covered by the circumstances set out at 3(a) (above) Trustees are discouraged from calling Staff members directly by phone. Should they do so, their query will be processed along with all other questions and requests for information and given an appropriate priority.

¹ The full Staff/Trustee Protocol is on the Trustee-only area of the MHT website.

PROCESS FLOWCHART FOR MHT TRUSTEES TO CONTACT MHT STAFF TO PROVIDE INFORMATION ASK A QUESTION OR REQUEST INFORMATION

Type of Enquiry



PROTOCOL FOR STAFF/TRUSTEE INTERACTIONS

EXECUTIVE SUMMARY

(1) Overview - Board and Executive Staff Responsibilities

(a) There will always be some degree of overlap between governance and management; the key to the successful running of an organisation is how well this overlap is managed by Staff and Trustees.

(b) In a professionally staffed organisation like the Malvern Hills Trust (MHT), the roles of Staff and Trustees are largely discrete, with the Trustees' role being to govern the charity and the Staff's to implement policies and strategy and manage the organisation on a day to day basis: *'Trustees steer, Staff row'*.

(c) The MHT Trustees Code of Conduct states, at Clause 17: *'Accept my role as a Trustee is strategic and about setting policy, while that of the Trust's Staff is of an executive and operational nature, and respect that role distinction'*. This means that ultimately the CEO is responsible for managing the Staff and the Chair is responsible for managing the Trustees. The Chair does act as line manager to the CEO, but this is on behalf of the Board; in other words the Chair speaks for the Board, not as an individual¹.

(d) A programme of Trustee training will be developed, including on the difference between Board and Executive responsibilities.

(2) Creating an inclusive culture - behaviour 'dos and don'ts'

(a) The way in which individuals behave towards each other is fundamental in maintaining a culture at MHT in which everyone, be they Staff, Volunteers or Trustees, is treated fairly and no form of bullying, harassment, disrespectful or discriminatory behaviour is tolerated².

(b) When meeting Staff, whatever the circumstances, Trustees should say who they are.

(c) Respecting the division of responsibility between the Board/Trustees and the Executive Staff, Trustees should not:

- issue instructions or orders to Staff members; and constantly check up on progress;
- lobby or try to influence Staff members;
- turn up at Staff work premises without previously making an appointment;
- ask Staff members probing questions about their opinion on MHT policies (internal or external) or Board decisions;
- watch or follow Staff members around;
- openly criticise the work of Staff members;
- berate Staff members - either 1:1 or in front of others;
- question Staff members about their qualifications for the job;
- expect staff to respond outside their normal working hours.

(d) Staff members who feel they have been in receipt of any of these behaviours have been told to inform their line manager. If a Staff member does not know the answer to a question they will politely say so, and where appropriate, point the Trustee towards the 'Guidance for Trustees on how to ask Staff questions or request information' - Annex 1.

(e) If a Trustee has a question or concern about a Staff member they may raise it with the Chair who will, if necessary, raise it with the CEO at their regular meeting.

(f) A Staff member may raise an issue concerning a Trustee/Trustees with a Trustee Staff Point of Contact (POC) using the process at Annex 2 (see Section 6 below).

(3) How to ask the Staff questions or request information

(a) Trustees wishing to provide information, ask questions or request information from staff should route their enquiries using the Flowchart and online Referral Form referred to at Annex 1. Exceptions to this are where Trustees:

- are officers or members of Committees undertaking a task that is part of the ongoing work of a Committee, such as meeting preparation;
- are members of working group, as directed by the Board or CEO operationally, where frequent interaction with Staff members may be needed for a discrete period in order to complete a piece of work.

In such circumstances, Trustees may contact the relevant member of staff direct.

(b) Trustees without online access may send their enquiry in hard copy to the Secretary to the Board (SttB).

(c) All Referral Forms will be logged, prioritised, assigned and tracked.

(d) Where Trustees have **minor** administrative requests or wish to comment on Board or Committee papers or minutes they should contact the SttB as per the process in (4) below.

(e) Staff will do their utmost to source information and respond in a timely manner.

(f) Since the Board has collective responsibility³ it will be assumed that if information is required by one Trustee, it is required by all. As a general rule, therefore, it will be shared with the whole Board via email and the Trustee area of the web site.

(g) Any correspondence should be conducted in polite and civil terms.

(4) How to comment on meeting minutes, policy docs, etc.

(a) Commenting on Board and committee papers. Trustees can notify comments and suggested changes in advance of meetings, by email to the SttB who will forward them to the document's author for consideration.

¹ Governance Handbook page 12 para 1 bullet 1.

² See [edi-policy-approved-march-2024.pdf \(malvern hills.org.uk\)](#)

³ As set out in the MHT Trustee Code of Conduct, Clause 16.

(b) Commenting on minutes of meetings. Board members should advise the SttB of any minor amendments (typos etc). If they wish to make any changes to the content of the draft minutes, they should contact the Chair of the meeting. It is then up to the Chair to progress any changes with the SttB. NB Minutes are not designed to be a verbatim record of the meeting.

- draft minutes will be agreed prior to their adoption at the next meeting, but Trustees do have the right to propose amendments at the next meeting if they are not content.

(5) Meetings and phone calls with staff

(a) Trustees wishing to meet with a member of Staff should submit the online Referral Form referred to at Appendix 1 to the SttB. Sufficient notice needs to be given and any such meeting should be held on MHT premises.

(b) Unless covered by the circumstances set out at 3(a) (above) Trustees are discouraged from calling Staff members directly by phone. Should they do so, Staff may fill out a Referral Form on their behalf and their query will be processed along with all other questions and requests for information and given an appropriate priority.

(6) The role of the Trustee Staff Point of Contact

(a) The role of the Trustee Staff POC is to help engender a positive relationship between Staff and Trustees. However, a Staff member may raise an issue concerning a Trustee/Trustees with a Trustee Staff POC using the process at Annex 2.

(7) Informal Staff/Trustee events

(a) Staff members are welcome to attend Board and Committee meetings. In addition, Staff and Trustees are encouraged to participate in a programme of annual work-related events and social events, better to understand their respective roles and build relationships.

1. BOARD AND EXECUTIVE STAFF RESPONSIBILITIES

1.1 Charity Commission Guidance 'The essential trustee: what you need to know, what you need to do (CC3) sets out the role and responsibilities of Trustees, which in turn are reflected in the MHT Governance Handbook. Guidance about the essential differences between the roles of the Board (Trustees) and the Executive (Staff) is available from a number of sources. The following extracts are taken from 'The Charity Administration Handbook', a reputable first point of reference for charities, and provide useful background to the MHT Protocol.

'What is Charity Governance

6.3 The word 'governance' derives from a Greek word meaning to steer. It has been defined as:

- what a governing body does;
- the process through which organisations are directed and controlled;
- relating to decisions that define expectations, grant power; or verify performance;
- a collective effort to take actions that advance a shared purpose consistent with the institution's mission;
- being about creating the future, not minding the shop; and
- being not necessarily about doing; it is about ensuring that things are done'.

'6.5 Some commentators argue that the division between governance and management is clear, but this is an over-simplification. They confuse governance with strategic management, and limit management to operational management. 'Governance' is not the same as 'management', but neither is it totally discrete. Governance is an integral part of the system by which organisations are managed and controlled. It is too complex and too dynamic to be reduced to a simple division of labour with trustees 'governing' and staff taking responsibility for day-to-day operational management.

Trustees should quite rightly focus most of their attention on issues of governance, such as setting long-term strategy and policy, but from time to time they will have to carry out management tasks, such as appointing, appraising and dismissing senior members of staff. Similarly, operational matters will be the main focus of the staff's work, but at times staff will have a most valuable input into governance issues. For example, staff input will be essential in setting strategic aims and direction. There will always be some degree of overlap between governance and management and the key to the successful running of an organisation is how well this overlap is managed by staff and trustees.'

'Roles

7.8 in large, professionally staffed organisation [such as MHT], the roles of staff and trustees become largely discrete, with the trustees' role being to govern the charity and staff's to implement the trustees' policies and strategy and manage the organisation on a day to day basis.....It is at this stage that one commentator's distinction between governance and management becomes clear: trustees steer, staff row'.

1.2 The MHT Trustees Code of Conduct states:

17. Accept my role as a Trustee is strategic and about setting policy, while that of the Trust's Staff is of an executive and operational nature, and respect that role distinction.

1.3 This means that the CEO is responsible for managing the Staff, including dealing with any poor behaviour or other disciplinary matters. The Chair⁴ is responsible for managing the Trustees, including dealing with any poor behaviour or other disciplinary matters. The Chair does act as line manager for the CEO, but this is on behalf of the Board; in other words the Chair speaks for the Board, not as an individual⁵.

⁴ With the support of Committees as per the Scheme of Delegation.

⁵ Governance Handbook page 12 para 1 bullet 1.

1.4 Confidentiality must be upheld by all in the case of complaints of any nature and no trustee or staff member's name should be circulated that is the subject of a complaint or disciplinary action unless in communicating the outcome of a procedure that now needs to be broadcast.

1.5 A programme of MHT Trustee training will be developed, including on the difference between Board and Executive responsibilities.

2. WHO ARE THE TRUSTEES?

2.1 Many MHT Staff members, particularly non-office Staff who spend most of their working days outside, do not know who the Trustees are. Some may not know what the Trustees' role is, particularly if they are new to the organisation.

2.2 Trustees' details are on the MHT website, and copies are on workplace notice boards, but Staff may not necessarily recognise an individual Trustee straight away when 'out and about'. When meeting Staff, therefore, whatever the circumstances, Trustees should introduce themselves and say who they are; otherwise, as far as the Staff member knows, they might be any member of the public.

2.3 Trustees should be mindful, in any interactions with Staff, that not every Staff member will be fully conversant with all MHT's policies and plans. Some are junior and new to the organisation, some work on very specific issues, others seldom come into the main MHT office, or they work part-time, etc.

3. CREATING AN INCLUSIVE CULTURE – BEHAVIOUR 'DOS AND DON'TS'

3.1 MHT is committed to creating a culture that embraces equality, diversity and inclusion.

The way in which individuals behave towards each other is fundamental in maintaining such a culture in which everyone, be they Staff, Volunteers or Trustees, is treated fairly and no form of bullying, harassment, disrespectful or discriminatory behaviour is tolerated⁶.

3.2 Trustees have a leading role in engendering an inclusive culture. Unfortunately, the behaviour of some Trustees has adversely affected some Staff members in the past and, consequently, the effective delivery of MHT's objectives, hence it is necessary to provide guidance about behaviours that are not acceptable when interacting with Staff.

3.3 Respecting the division of responsibility between the Board/Trustees and the Executive Staff, Trustees should not:

- issue instructions or orders to Staff members, and constantly check up on progress⁷;
- lobby or try to influence Staff members;
- turn up at Staff work premises without previously making an appointment;
- ask Staff members probing questions about their opinion on MHT policies (internal or external) or Board decisions⁸;
- watch or follow Staff members around, whether to monitor their activities or for any other reason. In some circumstances such behaviour could be construed as stalking.⁹
- openly criticise the work of Staff members;
- berate Staff members - either 1:1 or in front of others;
- question Staff members about their qualifications for the job;
- expect Staff members to respond outside their normal working hours or set timescales for responses such as 'by return'.

3.4 Staff members who have been in receipt of any of these behaviours and feel uncomfortable about it have been told to inform their line manager. If they are asked a question to which they do not know the answer they will politely say so, and where appropriate, point the Trustee towards the 'Guidance for Trustees on how to ask Staff questions or request information' at Annex 1.

3.5 If a Trustee has a question or concern about a Staff member they should raise it with the Chair who will, if necessary, raise it with the CEO at their regular meeting.

3.6 A Staff member may raise an issue concerning a Trustee/Trustees with a Trustee Staff Point of Contact (POC) using the process at Annex 2 (see Section 6 below).

4. TRUSTEE QUESTIONS AND REQUESTS FOR INFORMATION

4.1 **Supporting Trustee Decision Making.** MHT is committed to ensuring that Trustees have all the information they need to take informed, strategic and governance decisions in the best interests of the charity. Guidance for Trustees on how to raise questions or request information that would assist them in their role is set out in 4.2 and 4.3 below.

4.2 **Guidance for Trustees on how to raise questions or request information.** Before asking a question of a Staff member, including the CEO, Trustees are asked to check first whether the info is already available on the MHT website. They should also consider whether it would be more appropriate to raise their question in the relevant MHT committee. Otherwise, Trustees wishing to raise a question with or request information from Staff should route their enquiries using the Flowchart and (where appropriate) online Referral Form, referred to in Annex 1. (Only Trustees without online access may send their enquiry in hard copy to the Secretary to the Board (SttB)). Exceptions to this are where Trustees:

- are officers or members of Committees undertaking a task that is part of the ongoing work of a Committee, such as meeting preparation;
- are members of a working group, as directed by the Board or CEO operationally, where frequent interaction with Staff members may be needed for a discrete period in order to complete a piece of work.

In such circumstances, Trustees may contact the relevant member of staff direct.

4.3 Where Trustees have **minor** administrative requests or **wish to comment on Board or Committee papers or minutes**, they should contact the SttB as per the process in 4.7 and 4.8 below.

4.4 Referral Forms will be reviewed by the Secretary to the Board (SttB), if necessary in consultation with the CEO and relevant Staff members. All Referral Forms will be logged, prioritised, assigned to an appropriate person to respond to, and tracked. This system will enable the Executive to have an overview of the questions coming into the organisation, answer them in a consistent and timely manner and manage and prioritise Staff workloads effectively. Staff will do their utmost to source information requested and respond in a timely manner. A Staff

⁶ See [edi-policy-approved-march-2024.pdf \(malvern hills.org.uk\)](#)

⁷ The follow-on can be quite persistent and is to be avoided e.g. 'what happened about X?; I've seen you haven't sorted out X' etc.

⁸ For example saying things like 'the Board made a bad decision there didn't they?' or 'the CEO was wrong there eh, what do you think?'

⁹ [What is stalking and harassment? | Police.uk \(www.police.uk\)](#)

member who has been assigned to answer a question may contact the Trustee who has raised it to discuss the matter or seek further clarification. Where a Trustee has raised a question on behalf of a member of the public, the Staff member dealing with it will provide feedback to the Trustee about how the question has been answered.

4.5 Trustees without online access may send their enquiry in hard copy to the SttB.

4.6 Since the Board has collective responsibility¹⁰, it will be assumed that if information is required by one Trustee, it is to the benefit of all. As a general rule, therefore, it will be shared with the whole Board via email and the Trustee area of the website.

4.7 **Guidance for Commenting on Board and committee papers.** MHT aims to circulate papers at least a week before the date of the meeting. It is helpful to the Staff, and saves time in meetings, if Trustees can notify comments and suggested changes in advance. This is best done by email to the SttB who will forward them to the author of the document for consideration.

4.8 **Guidance for Commenting on minutes of meetings.** MHT uses the following process for minutes approval:

- The SttB aims to complete a first draft of the minutes of a Board or committee meeting within a week of the meeting.
- The SttB sends the first draft of the minutes to MHT officers (e.g. CEO, Conservation Manager).
- Once approved by the officers, the minutes are sent to the Chair and Vice-Chair of the Board or committee.
- Once approved by the Chair and Vice-Chair, minutes are circulated to the full Board/committee.
- **Board members should advise the SttB of any minor amendments (typos etc). If they wish to make any changes to the content of the draft minutes, they should contact the Chair of the meeting.** It is then up to the Chair to progress any changes with the SttB. Trustees should be aware that **minutes are not designed to be a verbatim record of the meeting.**
- It is hoped that draft minutes will be agreed prior to their adoption at the next meeting but Trustees do reserve the right to propose amendments at the next meeting.

4.9 **Email etiquette.** Any correspondence with Staff members should be conducted in polite and civil terms. The use of bold, capitals and red ink will not result in enquiries being dealt with any more swiftly. On the contrary, it could cause unnecessary stress and be construed as harassment.

5. TRUSTEE MEETINGS AND PHONE CALLS WITH STAFF

5.1 **Meetings.** No Trustee should expect to turn up to any premises and demand to see a staff member immediately. Trustees wishing to meet with a member of Staff should submit the online Referral Form referred to at Annex 1 to the SttB, stating their reason for seeking the meeting and, if appropriate, who else they would like to bring along so that Staff members do not feel 'ambushed'. A few days' notice should be given so that Staff members are able to manage their workloads effectively and any such meeting should be held on MHT premises.

5.2 **Phone calls.** Unless covered by the exceptions set out at 4.2 (above), Trustees are discouraged from calling Staff members directly by phone. Should they do so, Staff may fill out a Referral Form on their behalf and their query will be processed along with all other questions and requests for information and given an appropriate priority. It is accepted that the Chair, Vice Chair and trustees may contact the CEO directly, especially regarding sensitive matters that would be inappropriate to be referred around the Staff. However, this should not be used to circumvent the procedure on how to raise questions and request information. If this method is used to circumvent the procedure, the CEO will ask them to raise an online Referral Form as referred to at Appendix 1 and the same timescales for response etc would apply.

6. TRUSTEE STAFF POINTS OF CONTACT – ROLE AND HOW TO CONTACT THEM

6.1 The purposes of the Trustee Staff POCs are:

- To help build a good relationship between Staff and Trustees; taking their concerns about Trustee and Staff interaction seriously and acting as an informal sounding board to avoid issues escalating.
- Through listening to the Staff's concerns, gain an overall sense of how things are going with regard to Trustee and Executive (staff) relations, so that any concerns may be relayed to the Board as a whole and MHT strategy adjusted or updated as needs be.
- To be 'a listening ear', to enable individual Staff members to speak informally and in confidence (unless there is an exception to confidentiality¹¹) to a Trustee about any concerns they have been unable to resolve, or feel they are unable to resolve, through their line management chain.

6.2 A guidance note and flow chart for Staff about the role of the Trustee Staff POCs and how to contact them is at Annex 2.

7. PROGRAMME OF INFORMAL STAFF/TRUSTEE EVENTS

7.1 Staff members are welcome to attend Board and Committee meetings, in accordance with MHT policy¹².

7.2 In addition, the CEO will agree with the Chair a programme of work-related annual events, in which Staff and Trustees will be encouraged to participate, in order to build relationships and learn more about each other's roles and responsibilities.

7.3 A Social Committee has been established, comprising Staff and Trustee representatives¹³, for the purpose of organising Staff/Trustee social events eg at Christmas, midsummer, to mark arrivals and departures, etc so Staff and Trustees can get to know each other better in an informal setting

¹⁰ As set out in the MHT Trustee Code of Conduct, Clause 16.

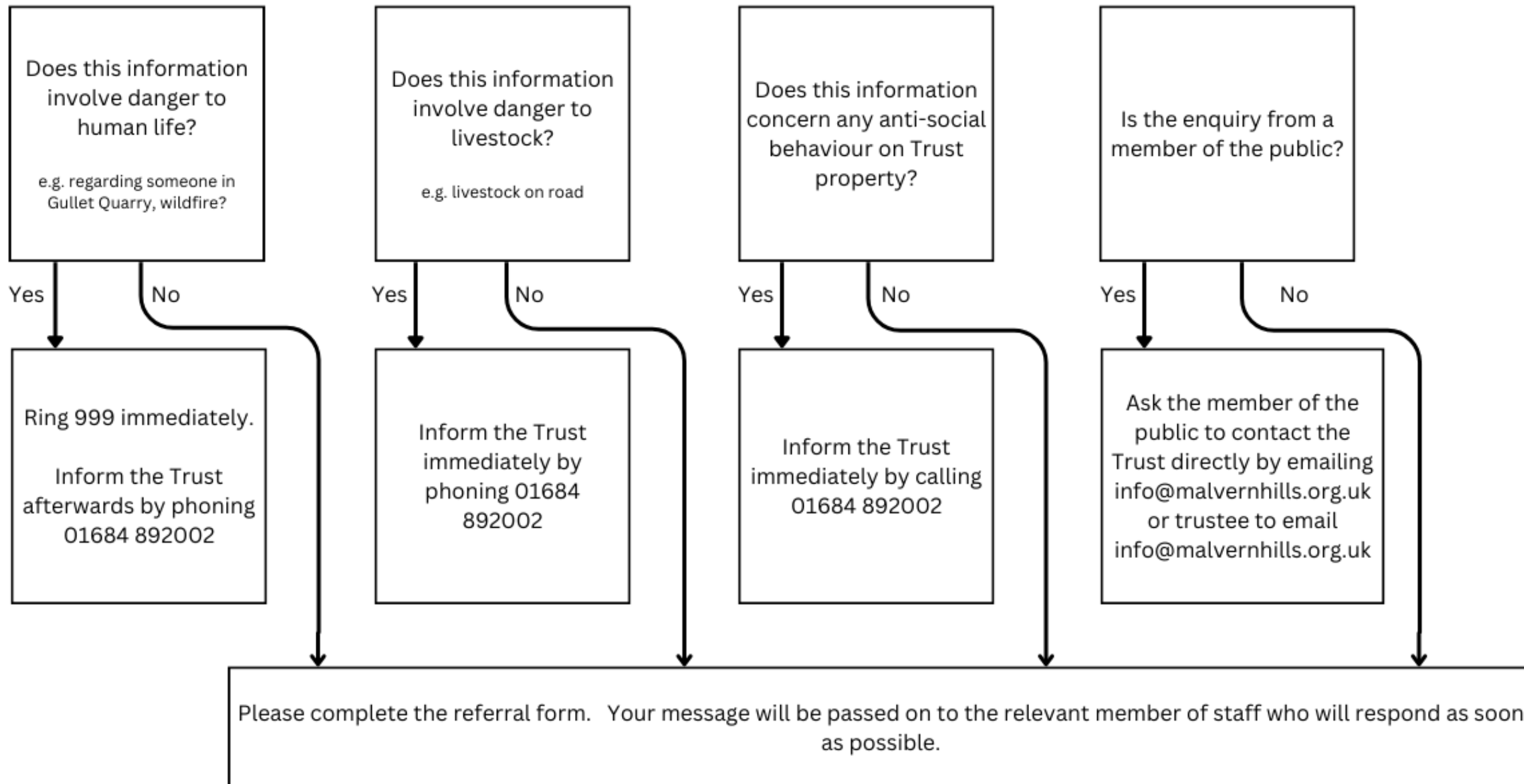
¹¹ Concerns may need to be elevated and confidentiality may not be mutually agreed. Reasons for this may include safeguarding, criminal activity etc.

¹² Staff attendance at confidential meetings.

¹³ Currently Deborah Fox (CEO), Mary Turner (Trustee) and Cheryl Morris (Administrative Support).

PROCESS FLOWCHART FOR MHT TRUSTEES TO CONTACT MHT STAFF TO PROVIDE INFORMATION ASK A QUESTION OR REQUEST INFORMATION

Type of Enquiry



To: All Malvern Hills Trust Staff Members

TRUSTEE STAFF POINTS OF CONTACT – ROLE AND HOW TO CONTACT THEM

Role of trustees

As well as setting the strategic direction of the MHT, Trustees are responsible for ensuring it carries out its purposes for the public benefit, complies with governance documents, acts in the charity's best interests, manages resources responsibly, acts with reasonable care and skill, is accountable and reduces the risk of liability¹⁴. Trustees maintain oversight of these responsibilities through a system of committees, but day to day delivery of MHT's purposes is carried out the Executive (Staff).

Trustees who are points of contact for staff

The Board of the Malvern Hills Trust (MHT) have appointed the following Trustees to be points of contact (POCs) for staff members:



David Core



Lucy Hodgson

Either are contactable during normal working hours via the MHT switchboard on 01684 892002. You can choose who you would like to speak to and a message will be passed to them to call you back.

Purposes of Trustee points of contact

The purposes of the trustee points of contact (POCs) are:

- To help build a good relationship between Staff and Trustees; taking your concerns about Trustee and Staff interaction seriously and acting as an informal sounding board to avoid escalation of issues.
- Through listening to your concerns, gain an overall sense of how things are going with regard to Trustee and Executive (Staff) relations, so that any concerns may be relayed to the Board as a whole and MHT strategy adjusted or updated as needs be.
- To be 'a listening ear', to enable you to speak informally and in confidence (unless there is an exception to confidentiality¹⁵) to a Trustee about any concerns you have been unable to resolve, or feel you are unable to resolve, through your line management chain.

Your line management chain includes your immediate line manager, senior manager (if you have one) and the CEO, Deborah Fox. Under normal circumstances, you will be expected to raise your concerns through your line management chain in the first instance before approaching a Trustee POC.

That said, not all concerns are straightforward, or there may be some circumstances in which you feel uncomfortable about approaching your line managers. Please be assured that in such cases no Staff member will be criticised for approaching a Trustee POC, and the information you share will be treated confidentially (but see also Footnote 9).

Informal role

Para 7.2 (a) of the MHT staff handbook states '*Wherever possible, grievances should be resolved informally without recourse to formal procedures*'.

In line with this principle, the role of the Trustee POCs is strictly informal.

They will:

- help you to address your concern informally and in confidence;
- take no action without your agreement;
- not replace or otherwise undermine your normal line management chain;
- if appropriate, 'signpost' you to the relevant formal processes in the Staff Handbook if it has not been possible to resolve your concern informally.

The attached flow chart illustrates the role of the Trustee POCs in helping you to resolve problems or raise concerns.

Staff meetings

There are bi-monthly All-Staff meetings and Trustee POCs are invited to attend every other one so that Staff members can ask them questions about Board strategy, policies and processes, and they, in turn, can gain an understanding of issues that are of interest and concern to Staff.

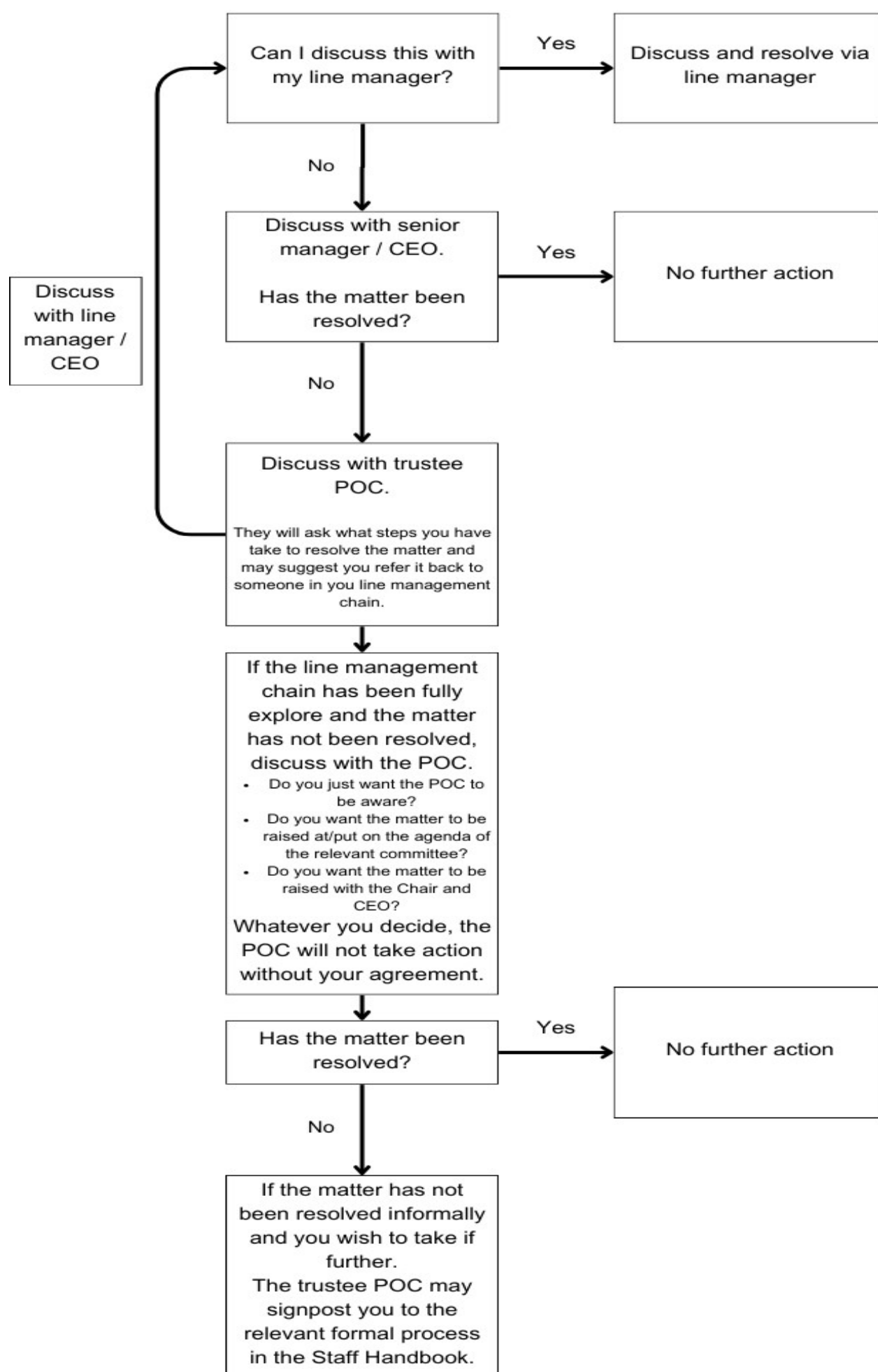
Reports to the Board

Any information you share informally with a Trustee POC will be treated confidentially (but see also Footnote 9). However, each year/every 6 months [?] the Trustee POCs will provide a generic, non-attributable report to the Board

¹⁴ Source: Charity Commission Guidance 'The essential trustee, what you need to know, what you need to do (CC3)' [The essential trustee: what you need to know, what you need to do \(CC3\) - GOV.UK \(www.gov.uk\)](https://www.gov.uk/guidance/the-essential-trustee-what-you-need-to-know-what-you-need-to-do-cc3)

¹⁵ Concerns may need to be elevated and confidentiality may not be mutually agreed. Reasons for this may include safeguarding, criminal activity etc.

Staff problem / concern





Prevention of Bullying and Harassment Policy

Approved by the Board on 11 September 2025

Policy purpose and scope

This policy applies to everyone working at or with the Trust – employees, trustees, volunteers and MHT visitors.

MHT is committed to having a working environment where everyone is treated with dignity and respect. The Trust does not tolerate bullying, harassment and/or victimisation and all trustees, employees and volunteers must comply with this policy. You are required to treat other people with respect and you must not behave in ways which may cause offence, or which could be considered to be harassment, bullying or victimisation.

The purpose of this policy document is to:-

- explain what bullying and harassment is,
- explain the rights and responsibilities of individuals,
- set out the responsibilities of MHT as an employer,
- give guidance on how to report allegations of bullying and harassment and
- give guidance and direction to trustees, managers and others about what to do when they are informed of allegations of bullying and harassment.

This policy can be used if you experience bullying, harassment and/or victimisation either at work or work events (including social functions, trustee meetings and work related visits). We encourage you to resolve any problems informally in the first instance.

Definition of bullying, harassment and victimisation

Bullying and/or harassment can take place in a number of ways, either verbally or non-verbally, including face-to-face, behind your back, by telephone, email, text, social media or any other form of communication and it can also occur through the display or sharing of visual images.

Bullying - There is no statutory definition of bullying.

ACAS describes bullying as

“Behaviour from a person or group that is unwanted and makes you feel uncomfortable, including feeling:

Frightened; less respected or put down; made fun of or upset”

Harassment - This policy adopts the definition of harassment as set out in law as unwanted conduct related to a relevant protected characteristic or of a sexual nature, and where the conduct has the purpose or effect of violating an individual’s dignity, or creating an intimidating, hostile, degrading, humiliating or offensive environment for that individual. Protected characteristics are:



- age,
- disability,
- gender reassignment,
- marriage and civil partnership,
- pregnancy and maternity,
- race,
- religion or belief,
- sex and
- sexual orientation.

Victimisation - Victimisation is when someone treats you badly or subjects you to a detriment because you complain about discrimination or helped someone who has been the victim of discrimination (or they think you have).

Examples

Bullying and/or harassment are not always obvious or apparent to others. It may be persistent or an isolated incident.

There are many actions and behaviours that would not amount to bullying and/or harassment. For example:

- fair and reasonable criticism of your performance or behaviour,
- a manager rejecting your personal request (such as a request for time off or for adjusted hours) because of a legitimate business need,
- constructive feedback,
- not being invited to a meeting where you are not required,
- being appropriately managed in accordance with any MHT policy, e.g. being placed on a performance procedure where your performance is not of an appropriate standard.

Examples of unacceptable behaviours which could constitute bullying or harassment (including sexual harassment) are:

- spreading malicious rumours, or insulting someone by word or behaviour;
- maliciously copying to others correspondence that is critical of someone;
- ridiculing or demeaning someone – picking on them or setting them up to fail;
- unjustified exclusion from work activities;
- victimisation;
- communicating in a demeaning manner;
- deliberately undermining a member of staff, trustee or volunteer, including by overloading or constant criticism;
- preventing individuals progressing by intentionally or unjustifiably blocking promotion or training opportunities;
- unwelcome sexual advances or sexual innuendo – touching, standing too close, display of offensive materials (including pornographic), asking for sexual favours;
- making decisions on the basis of sexual advances being accepted or rejected, or sending material of a sexual nature by any means; and
- making threats or comments about job security without foundation.



Responsibilities

The Trust has a legal duty to protect its staff and a responsibility for its volunteers whilst they are working for the Trust and will not tolerate bullying and harassment of any kind. Senior staff and trustees have an obligation to tackle harassment, bullying and victimisation in the workplace. All allegations of bullying and harassment will be investigated and, if appropriate, disciplinary action will be taken.

Where you feel you can, you should actively discourage harassment, bullying or victimisation by making it clear you find such behaviour unacceptable. You should support colleagues who suffer any such treatment and who are considering making a formal complaint. You should alert a manager or Nominated Contact (see footnote) to any incident of harassment, bullying or victimisation to enable MHT to deal with the matter.

If you make an informal or formal bullying, harassment and/or victimisation complaint, you will be treated fairly, without victimisation or detriment. However, vexatious or malicious complaints will be dealt with in line with MHT's Disciplinary Policies.

How to raise a Bullying or Harassment concern

Concerns should be raised informally in the first instance. Where necessary, modifications may be made to the process outlined below to ensure that concerns raised are considered and responded to in an appropriate way.

Informal Process

Before using the formal process, where possible and appropriate, you are encouraged to try to resolve problems informally. Informal resolution can often help resolve matters more swiftly and help reduce the emotional impact on those involved. There are several routes you can take to raise your complaint informally and/or get support.

- If you feel able to do so, talk to the person you feel aggrieved with to explain the situation and how it made you feel. It can be helpful to describe the day, place, meeting or event that took place so the other person is clear about your concerns. You should use the opportunity to ask the person to change or stop their behaviour. It is important to remember that the other person may be unaware of their behaviour and/or the impact it has on you.
- If you are uncomfortable talking to the person you are aggrieved with alone, you may ask your line manager or another senior staff member, to be present.
- Such an informal approach may be all that is needed, but you should make and keep a note of what happened.
- If you feel unable to make the informal approach or if your request is ignored and the harassment continues, please contact one of the four Nominated Contacts as soon as possible. They will provide support, advice



and guidance to help you address your concerns and explore whether there are any other ways of resolving the matter informally.

If after exploring the informal process, the matter has not been satisfactorily resolved you may wish to raise a formal complaint.

Formal Process

Step 1: Making your formal complaint

Your complaint should be put in writing, to one of the Nominated Contacts as soon as possible after the incident occurred. Please set out as much detail of your complaint as possible and include any supporting documentation you wish to be considered. You should also state how you would like the matter resolved.

Step 2: Appointing someone to investigate

The Nominated Contact will send you a written acknowledgement and ask for any additional information which he/she feels is necessary. He/she will then check that this policy is the most appropriate route for dealing with your complaint. If the behaviours or actions outlined in the complaint do not appear to have the potential to amount to bullying, harassment and/or victimisation, your case may be dealt with under the MHT Grievance Procedure. The Nominated Contact will discuss with you why they believe this is more appropriate and confirm that decision in writing.

If it is considered appropriate to deal with your complaint under this policy, the Nominated Contacts together (unless one of them is a party to the complaint, in which case that person or persons will take no part) will appoint someone (the Investigator) to fully investigate the complaint. This may be one of the Nominated Contacts. They may appoint someone appropriately qualified from outside the Trust, either as the Investigator or to act as a joint decision maker with the Investigator.

The Trust aims to deal with complaints within 30 calendar days from the date of receipt (or 60 calendar days for complaints involving a number of witnesses and/or a lot of evidence). You will be notified of the likely timescale as soon as possible. Where it is likely your case is not going to be completed within the notified timescale, you will be told of this and the reason(s) why.

Step 3: Formal investigation

As soon as possible, you will be invited to a formal meeting to discuss your complaint with the Investigator at a mutually convenient time. You will receive confirmation in writing of the date, time and location of this meeting (giving you five working days' notice to ensure you have sufficient time to prepare).

You have the right to be accompanied to this meeting by a trade union representative or colleague to support you through the process (not a practising lawyer or anyone directly involved in your case, e.g. a witness). You should inform the Investigator in advance of the name of the person accompanying you, so they can check there is no conflict of interest. Where there is a conflict of interest the Trust reserve the right to require you to find a different supporter.



At the meeting the Investigator will give you full opportunity to explain your complaint and may seek clarification including on any documentation submitted. It may be necessary to adjourn the meeting to allow for further investigation (for example so any witnesses can be spoken to) and you will be notified of the time and date when the meeting is to be resumed.

Points to note:

- In exceptional cases, if the complaint is particularly sensitive (for example sexual harassment) and you do not feel able make the complaint in writing, you may talk to one of the Nominated Contacts instead.
- Consideration will be given at every stage to whether mediation or conciliation can be used to resolve matters.
- Consideration will be given to a temporary change in working arrangements.
- If the complaint involved actions which if proven, would be a criminal offence, the Investigator will discuss with the complainant whether the matter should be reported to the police.
- You may be required to participate in any disciplinary process, in which case full support will be provided to you.

Confidentiality and Data Disclosure

Confidentiality is an important part of the application of this policy and we will respect and maintain your confidentiality where possible. We will also remind anyone involved in your complaint about their responsibilities to maintain confidentiality. There may be instances where information you have submitted and/or which we have collated in relation to your complaint under this policy may need to be disclosed, for example to other parties as part of the investigation and in accordance with MHT's legal or reporting obligations (eg where there is a concern about the safety of others). By submitting information during any step of the processes outlined in this policy, you agree to the disclosure of such information for the above purposes.

The Investigator's decision

The Investigator determines if there is 'a case to answer'. After your complaint has been fully investigated and a conclusion has been reached, the Investigator will communicate their decision to you in writing. A meeting will be arranged with you and the Nominated Contact in order to discuss the outcome and what action, if any, should be taken. You have the right to bring a colleague or a trade union representative to the meeting. The subject of the complaint will also be informed of the outcome in writing. If the Investigator decides there is a case to answer, the matter will be dealt with under the relevant disciplinary process. For confidentiality reasons, we will be unable to inform you of the exact outcome of that process. However, you will be advised when that process has come to an end.

Your right to appeal

If you wish to appeal the outcome of your complaint you must do so within 14 calendar days of the decision being provided to you in writing. You must set out in



writing to the Nominated Contact to whom your complaint was originally made your grounds of appeal ensuring you provide as much detail as possible and any supporting documentation.

Legitimate grounds for appeal may include:

- procedural errors,
- a failure to consider relevant evidence and/or
- a failure to address all allegations.

The Nominated Contacts will appoint someone who has not been involved with the complaint to hear the appeal (Appeal Manager). MHT aims to offer you a date for an appeal hearing at the earliest opportunity and within 30 calendar days of receiving your grounds for appeal.

As part of the appeal process we will need to share all relevant documentation from your original complaint with the Appeal Manager. They will review and investigate your grounds of appeal and you will be invited to a formal hearing to discuss your grounds of appeal.

The Appeal Manager will make a decision as to whether your appeal is upheld or not. If your appeal is upheld, the appropriate disciplinary process will commence. For confidentiality reasons, we will be unable to inform you of the outcome of that process. However, you will be advised when the process has come to an end.

If your appeal is not upheld, there is no further right of appeal.

Criminal Investigations

Where the allegations in your complaint or appeal involve a potential criminal matter, and the police become involved, any ongoing internal investigation may need to be delayed or suspended.

*Note

Nominated Contacts.

Two members of staff and two trustees are appointed by the Board as Nominated Contacts in to deal with bullying and harassment. The CEO should **not** be one of the Staff Nominated Contacts. The two nominated staff members should be of different genders and the two nominated trustees should be of different genders. Names of all nominated persons are displayed on notice boards in Manor House and the Top Shed.

Version No	Approved By	Approval Date	Main Changes	Review Period
1.0	Board	20.01.2022	Initial draft approved	Annually
2.0	Board	11.09.2025	Policy renamed, CEO <i>not</i> to be a Nominated Contact	Annually

Useful Links

Address

Malvern Hills Trust
Manor House
Grange Road
Malvern
WR14 3EY

t: 01684 892002

Business Plan

<https://www.malvern hills.org.uk/looking-after/business-plan/>

Byelaws and Policies

<https://www.malvern hills.org.uk/visiting/byelaws-and-policies/>

Charity Governance Code

<https://www.charitygovernancecode.org/>

Facebook

<https://www.facebook.com/MalvernHillsTrust/>

Land Management Plan 2021-2026

<https://www.malvern hills.org.uk/looking-after/land-management-plan/>

Latest News

<https://www.malvern hills.org.uk/latest-news/>

Last Minutes of Meetings

<https://www.malvern hills.org.uk/looking-after/board-meetings-and-committees/>

Malvern Hills Acts

<https://www.malvern hills.org.uk/looking-after/malvern-hills-acts/>

Website

www.malvern hills.org.uk



**Charity
Governance
Code** 2025 **163**

The Charity Governance Code is authored by a cross-sector voluntary steering group.

Group members



Observer



CHARITY COMMISSION
FOR ENGLAND AND WALES

Overview

Good governance helps charities achieve their goals.

The Code sets out universal principles of governance for charities to consider and helps to shape a common view of what good looks like.

Compliance with the Code is not a regulatory requirement. It is the Charity Commission, and in some cases other regulators, and charity law, that tells charities about what they must do. The Code draws upon, but is fundamentally different to, the Charity Commission's guidance. It is a practical tool for trustees to encourage discussion about standards, behaviours and processes that are helpful in cultivating good governance.

Meeting the Code's principles and outcomes would provide strong assurance to external stakeholders that a charity is well governed.

For resources and the most updated version of the code, please visit charitygovernancecode.org.uk

The principles

The Code is based on eight principles, which build on the assumption that a charity is meeting its legal and regulatory responsibilities as a foundation.

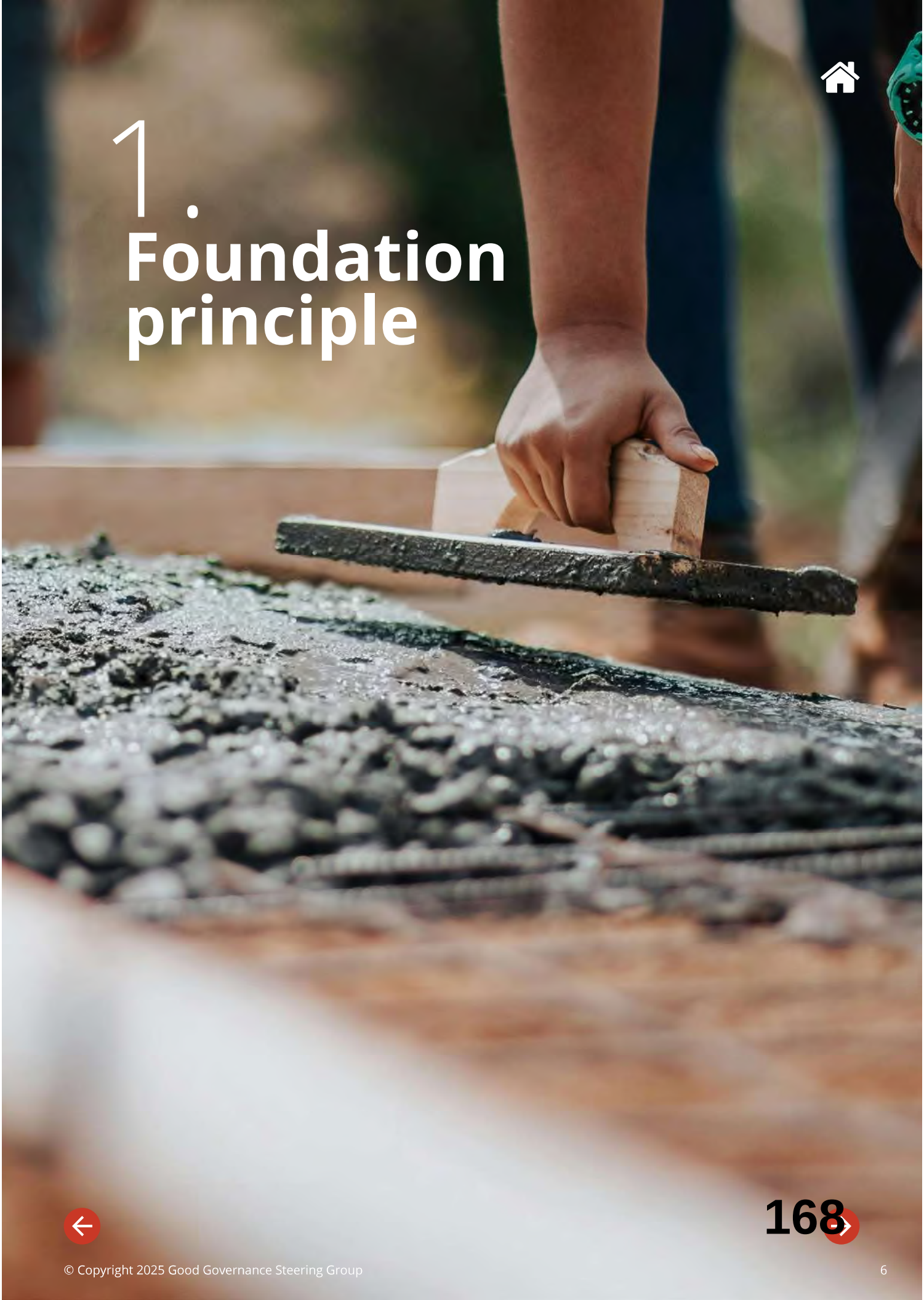


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1. Foundation principle





1. Foundation principle

Behaviours

Policy, processes and practice

Suggested evidence and assurance

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3. Leadership

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5. Decision making

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7. Equity, diversity and inclusion

8. Board effectiveness

Trustees take responsibility for, and invest the necessary time and care, in understanding the charity, their responsibilities and legal duties.

You know it's working when:

1. Trustees understand their role and are committed to doing a good job, ensuring continuous learning and sufficient time for their responsibilities.
2. Trustees have a good understanding of the charity's governing document, purposes and how the charity delivers public benefit.
3. Trustees have an up-to-date understanding of how charity law and wider regulation relate to their charity's work.
4. Trustees uphold and promote standards of good governance, and work to ensure that the role of the board is understood and valued throughout the charity.
5. Trustees identify and manage conflicts of interest, making sure the charity and its aims are put first in decision making.





1. Foundation principle

Behaviours

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5. Decision making

6. Managing resources and risks

7. Equity, diversity and inclusion

8. Board effectiveness

Behaviours

- Trustees dedicate time to their own induction and to supporting new trustees
- Trustees are curious and keen to learn
- Trustees invest time in staying up to date with regulatory changes and advice
- Trustees share their experience and expertise
- Trustees maintain confidentiality as appropriate
- Trustees recognise and are open about any conflicts between their personal interests and those of the charity
- Trustees recognise that they have both individual and shared responsibilities





1. Foundation principle

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7. Equity, diversity and inclusion

8. Board effectiveness

Policy, processes and practice

- The charity has an agreed process for inducting new trustees which includes:
 - a focus on charitable objects
 - legal duties of charities and trustees
 - potential liabilities associated with their role
 - specific information relevant to the charity and its particular circumstances
- All trustees have access to Charity Commission Guidance, in particular The Essential Trustee (CC3)
- Expectations of trustees (including time commitment, conduct and areas for which they should take personal responsibility) are made clear by the charity
- The board regularly finds opportunities to refresh and update its understanding of the wider context within which charities operate
- The board communicates about its work to internal and external stakeholders
- The charity has a policy and process for managing conflicts of interest, and for the acceptance of gifts and hospitality





1. Foundation principle

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Suggested evidence and assurance

- A trustee role description
- An induction checklist
- Induction training
- All trustees have a copy of the charity's governing document
- Trustees are signposted to additional regulatory guidance from the Charity Commission and other relevant regulators
- A conflicts of interest policy, declarations of interests recorded in minutes, an up-to-date register of interests
- A trustee code of conduct
- Evidence of meeting attendance and preparation

Applies to large charities only:

- A governance handbook





2. Organisational Purpose



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1. Foundation principle

2. Organisational purpose

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8. Board effectiveness

The board is clear about the charity's aims and how these benefit all or part of the public. It ensures that activity is targeted at achieving those aims both in the short and long term.

You know it's working when:

1. The board prioritises the people and causes served by the charity.
2. The board works collaboratively to develop a long-term vision for the organisation.
3. The board has set shorter-term aims for the organisation and agreed how they will be achieved.
4. There is a measurable impact over time of the difference the organisation makes and how it provides public benefit.
5. The board adapts the approach of the charity to reflect changes in the operating environment.



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8. Board effectiveness

Behaviours

- The board is focused on issues that are of most importance to the success of the charity's mission
- The board balances evidence from a range of stakeholder perspectives, not just the loudest or the most persistent
- The board considers both current and future stakeholders in its decision making
- The board is forward-thinking and outward-looking, and uses insights from diverse sources
- The board assesses the charity's performance considering both the charity's long-term aims and the current context
- The board is open to new ideas, approaches or partnerships where these support the charity's purpose
- In considering new activities, the board reviews their compatibility with the charitable purposes
- From time to time the board reflects on the charitable purposes to see if they need updating and to check that activities are in line with them



1. Foundation principle

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8. Board effectiveness

Policy, processes and practice

- The board regularly reviews how changes in the operating environment affect delivery of the charity's purpose
- With the involvement of stakeholders, the board has established a long-term vision and a theory of how the charity's activities lead to change
- The board has agreed a strategy or business plan that sets out clear aims to be achieved over a specific timeframe
- There is an agreed method for monitoring progress against the strategy or business plan
- The board regularly considers the views of service users and other key stakeholders
- The board uses both internal and external evidence to improve its work and understand the charity's wider impact
- The board is able to demonstrate how the charity provides public benefit
- The board fosters collaboration with other organisations through partnerships or mergers where these enhance the charity's impact
- Where relevant, the board sets clear objectives for campaigning and lobbying, ensuring all activity furthers the charity's purposes and is in the charity's best interests



1. Foundation principle

2. Organisational purpose

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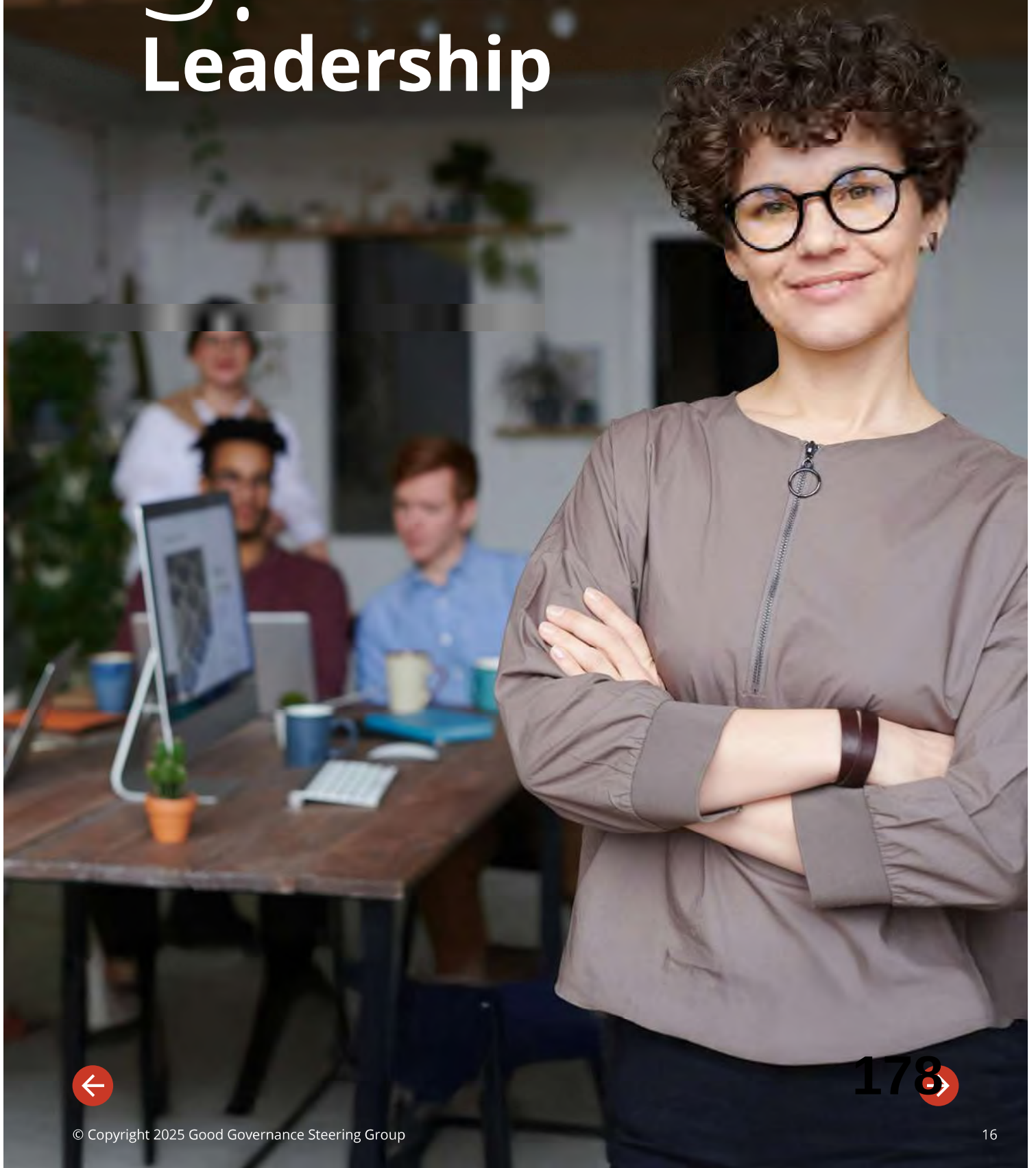
8. Board effectiveness

Suggested evidence and assurance

- Documents that outline the charity's vision, aims, strategy and business plan
- Evidence of the link between the charity's activities and its long-term impact (e.g. a theory of change)
- Board meeting agendas broadly reflect the focus on the charity's mission
- Key performance indicators
- Impact measures, which could include feedback and evaluation reports
- A trustee annual report detailing the charity's work, funding and spending over the past year
- Stakeholder satisfaction measures (e.g. giving feedback on services, or a perceptions survey)
- Analyses of how changes in the operating environment affect – or could affect – the charity (e.g. SWOT or PESTLE analyses)
- A diagram of the wider organisational structure (including partners or subsidiaries)



3. Leadership



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2. Organisational purpose

3. Leadership

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8. Board effectiveness

The charity is headed by an effective board that provides strategic leadership in line with the charity's purpose and values.

You know it's working when:

1. Trustee behaviours align with the charity's purpose and values.
2. There is clarity and respect for the different leadership roles of chair, board and (where they exist) CEO and senior staff.
3. Trustees have clarity about the difference in accountabilities between their role as trustees and any other voluntary roles they undertake for the charity.
4. The board, led by the chair, creates an environment in which people can contribute effectively.
5. Where there are staff, the board provides effective support and challenge to senior staff.

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8. Board effectiveness

Behaviours

- Trustees actively champion the charity's values, modelling expected behaviours and leading by example
- Trustees respect defined roles and delegations
- Trustees are respectful and courteous, and are aware of how their behaviours are perceived by others, especially if they have very different backgrounds and experiences
- Trustees contribute by questioning and challenging ideas openly and constructively
- Trustees are willing to take on an ambassadorial role as required
- The chair identifies where individual trustees might be best placed to take more of a leadership role and helps the board work together as a team

For charities with staff:

- The board seeks and values the perspectives of staff
- Trustees balance support for and challenge to the executive team
- The chair invests time in developing the relationship with the most senior member of staff
- The board draws on the expertise of any employed governance professional to help organise its work and improve its effectiveness

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Policy, processes and practice

- The board defines and agrees values that align with the charity's purpose
- Trustees ensure the charity's values help provide guidance for major decisions
- The chair leads on ensuring the board operates cohesively, with sound decision making and good relationships
- Where trustees take on any additional leadership role (e.g. treasurer or committee chair), there is clear reporting and communication from them to the board
- Trustees involved in operational activities clearly distinguish this from their trustee role
- The board follows a fair, open process for appointing the chair, identifying the leadership qualities needed
- Trustees reflect on dynamics within the board and with senior staff, and develop inclusive ways of working

For charities with staff:

- There are clear processes for the appointment, appraisal, support, and remuneration of senior staff
- The board is clear about the role, responsibilities and expectations of the executive leadership team
- The board provides a mechanism for staff and volunteers to give honest, direct feedback and advice

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Suggested evidence and assurance

- A set of clearly defined values
- A trustee code of conduct
- Role descriptions for officer roles, including the chair
- Regular appraisal of the chair and trustees

For charities with staff:

- A scheme of delegation with defined responsibilities across the board and any executive and/or senior staff
- Documented controls on financial transactions (which may be included in the scheme of delegation)
- Records of regular management meetings, objective setting and appraisals between the chair and CEO
- A process for handling disputes between trustees, board–staff disputes and complaints about trustees
- Appropriate HR policies and procedures (e.g. staff pay, senior staff appraisal)



4. Ethics and Culture



1





1. Foundation principle

2. Organisational purpose

3. Leadership

4. Ethics and culture

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8. Board effectiveness

The board has agreed the standards and values which shape the charity's behaviours and culture. This includes being open about how the charity operates and responding thoughtfully to feedback.

You know it's working when:

1. The board has agreed on a set of values and expected behaviours for the charity, which board members consistently demonstrate in how they work.
2. The board has adopted clear standards for the charity to follow.
3. Trustees are sensitive to the ethical, social and environmental consequences of their decisions.
4. Complaints and concerns are taken seriously, handled fairly, and used as opportunities for learning and improvement.
5. The board is open about how the organisation and its governance works.



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8. Board effectiveness

Behaviours

- Trustees lead by example, upholding high ethical standards in their conduct and decision making
- The chair addresses trustee behaviours, in and outside meetings, when these fall short of the agreed expectations
- Trustees actively bring considerations of the charity's values and ethics into their decision making, and recognise that these may be different from their personal values
- Trustees consider how the charity's purpose and values link directly with any other moral, social or environmental responsibilities
- Trustees foster a culture where everyone feels safe and respected
- Trustees actively listen and show respect in meetings
- Trustees speak up when they have concerns about the charity's governance or operations
- Trustees take time to reflect and learn from mistakes and unintended consequences



1. Foundation principle

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Policy, processes and practice

- The board ensures that organisational culture and practice aligns with stated values
- The board ensures that a comprehensive set of policies is in place that cover how the organisation works
- Appropriate policies and training related to ethics are in place, including policies on safeguarding, complaints, fraud and whistleblowing
- There is published guidance on how stakeholders can raise concerns
- The board has a due diligence and review process for partnerships, funders and supplier relationships
- The board considers whether there are other voluntary codes or standards it wishes the charity to follow
- Trustees are alert to inappropriate power imbalances within the board and charity, taking action to address and prevent them
- The charity is appropriately transparent when there are failures, sharing what it has learnt and how it has implemented change
- The board considers how the charity is perceived by the people and organisations involved in its work, as well as the wider public
- The board has discussed how its work is shared more widely within the organisation and externally



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Suggested evidence and assurance

- A set of agreed values
- Code(s) of conduct for the board, members, staff and volunteers
- An up-to-date document summarising policies for board review, with review dates
- Public, user, staff and volunteer feedback
- Reporting about complaints, fraud, whistleblowing and safeguarding
- Trustee training on topics such as safeguarding and ethics
- Evidence of adopting established standards (where these are relevant), such as the Code of Fundraising Practice and the Charity Digital Code of Practice
- A policy for trustee expenses
- Profiles of trustees and senior staff or trustees are available on the charity website
- The charity's approach to tenders, written agreements and contracts with third-party suppliers reflects its values and ethics
- A procurement policy
- A gift acceptance (or gifts and hospitality) policy
- An ethical investment policy (where relevant)



5. Decision making





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The board makes effective decisions that best serve the charity's purposes. Trustees take personal responsibility for carefully considering each decision and working to reach agreement.

You know it's working when:

1. There is clarity about which decisions are made at which level of the organisation, including strategic ones that can only be made by the board.
2. The board makes orderly and effective use of its time to focus on the right things at the right time.
3. The board has the information and analysis it needs to make timely and well-informed decisions.
4. The board considers past and current performance to learn lessons for future organisational performance.
5. The board can track, review and learn from its decisions.
6. Trustees explore different viewpoints before uniting behind board decisions.



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Behaviours

- Trustees respect delegated roles and responsibilities
- Trustees are open to ideas, question information and check accuracy when needed
- Trustees recognise the limits of their knowledge/experience and take appropriate advice, without relinquishing responsibility for understanding the issues and making decisions
- Trustees engage in constructive challenge and debate
- Trustees are helpful in progressing debates to reach solutions
- Trustees share collective responsibility and accountability, even when they disagree with a decision
- All committee chairs work with the board chair to ensure an integrated approach to the work of the board
- Committee chairs ensure effective communications from committees to support board decision making

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- The board makes clear which matters are reserved for it to decide – and keeps this updated
- Meeting agendas and papers are designed to give trustees the right information and time to discuss key issues
- The chair is active in the design of meeting agendas to ensure effective use of board time
- The board can access agendas, board papers and other important information easily and securely
- The board considers whether any sub-committees are needed for its work, and the need for additional expertise from co-opted committee members
- There is a planned and rolling schedule of board (and, where they exist, committee) meetings, with the board meeting frequently enough to fulfil its responsibilities
- Decisions are made with regard to the charity's existing policies, financial resources and the board's appetite for risk
- The board decides what decisions to delegate and to whom
- The board can monitor and oversee the implementation of its decisions
- The board sets clear written rules on delegation, controls and reporting, and reviews them regularly
- There are clear expectations on when and how matters should be escalated if a threshold for board involvement is met
- The board ensures that committees have a clear scope, purpose, powers, and mix of skills and experience
- There is an effective process for how committee work feeds in to the board
- The board can access independent professional advice if needed to discharge its duties
- The board understands when to take advice; examples might include decisions with a significant financial impact, or new activities (such as working overseas, campaigning or trading)



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Suggested evidence and assurance

- Scheme of delegations, including matters reserved for the board, subject to annual review
- Documented authorisation limits (which may be included in the scheme of delegation)
- Terms of reference for committees
- Board minutes that capture the rationale for decisions and actions
- Induction for senior staff covering governance and working with boards
- Board meeting agendas that reflect the charity's strategy and are clear about when the board is making decisions
- Board papers that identify key data and factors for informed decision making, including associated risks
- Board papers that provide analysis, including metrics or indicators showing performance over time
- Procedures for decisions that need to be taken outside the board meeting cycle
- Benchmarking data (e.g. for pay awards)
- Digital access to governance documents, including historical board minutes

Applies to large charities only:

- Evidence of the board receiving specialist in-house or external governance advice when necessary





6. managing resources and risks





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The board takes responsibility for stewarding, developing and allocating resources. The board identifies the risks to achieving the charity's aims and agrees how to navigate them. The board seeks assurance that risks are properly managed.

You know it's working when:

1. The board has a good understanding of the charity's capabilities, capacity and resources, and optimises the use of them to fulfil the charity's current and long-term aims.
2. The board assesses whether the charity's approach and use of resources is sustainable and whether fundamental change is needed.
3. The board identifies key risks to achieving its aims and the actions needed to manage them.
4. The board balances taking risks with safeguarding the charity's service users, staff and resources.
5. The board ensures control and risk management frameworks are effective, and reviews them regularly.



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Behaviours

- All trustees embrace their responsibility to understand the charity's finances and resources
- Trustees are open and willing to speak up and ask questions about data or analyses they do not understand
- Trustees use information and data to help them make decisions
- Trustees look to make best use of the charity's assets in a responsible way
- Trustees are proactive in identifying and addressing risks and opportunities
- When appropriate, the board supports the charity's right to speak out about its mission, even if unpopular



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- The board agrees an annual budget for the financial year consistent with the charity's strategy, aims and values
- The board receives regular, accurate and accessible financial information about the charity's current and projected performance
- The board keeps under review the sustainability of its sources of income
- The board is alert to and discusses people risks (e.g. burn out, or over-reliance on one person)
- The board ensures the charity follows the appropriate financial reporting requirements relevant to its size and type
- The board receives reporting about the scope, performance and investment needs of the charity's properties and estates
- Trustees carefully review and jointly approve the annual report and accounts
- Major and emerging risks are reviewed regularly, and there is a robust control framework
- Trustees have agreed tolerances of risk, including the use of reserves (where these exist) in line with the board's reserves policy
- There are procedures for escalating to the board reputationally sensitive communications (including via social media)
- The board ensures that the charity complies with data protection laws and regulations
- If applicable, the board sets an investment approach that focuses not only on the financial return but also on the charity's purpose and values

Applies to large charities only:

- The board receives reports about the performance and risks of any subsidiaries
- The board oversees external auditor or independent examiner appointment and review, taking audit committee advice where applicable



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- Regular (at least quarterly) and annual financial reporting and forecasting
- External scrutiny of annual financial statements via independent examination or audit for charities
- Financial policies and procedures
- Review of internal controls
- A reserves policy
- The annual report and accounts
- An appropriate range of policies for staff and/or volunteers
- A policy for the use of technology and AI tools
- A fundraising policy (if applicable)
- Anti-bribery and anti-fraud policies
- A whistleblowing policy
- A risk management framework
- A board-approved risk register
- Audit management letters
- A social media policy

Applies to large charities only:

- An investment policy and framework that has also considered the Charity Investment Governance Principles
- An estate strategy
- A property maintenance plan



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Equity, diversity and inclusion



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The board has a clear, agreed and effective approach to supporting equity, diversity and inclusion (EDI) throughout the organisation, including in its own practice.

You know it's working when:

1. The board creates a welcoming environment in which people of all backgrounds and perspectives are equally heard and respected.
2. The board is committed to understanding how inequality of resources, opportunity and power affects the charity, its work, users and the board itself.
3. The board sets clear EDI aims and ensures progress through dedicated plans, resources and monitoring.
4. The board draws on a range of diverse backgrounds, experiences and expertise to enhance decision making.



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Behaviours

- Trustees seek to understand the discrimination and inequality that exists in society and how it manifests in their own charity
- Trustees demonstrate that they seek out and value diverse opinion
- In their discussions and debates, trustees consider the range of voices that may be absent from the boardroom and how these are best heard
- Trustees consider how the charity's ways of working or language might unintentionally reinforce exclusion
- Trustees understand that offering and receiving feedback on experience, feelings and behaviour around EDI can feel challenging and work respectfully in a spirit of learning
- Trustees help create and maintain inclusive cultures, practices and behaviours in the work of the board and the charity
- The chair and individual trustees act swiftly to identify and stop inappropriate behaviour



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- The board is clear why EDI is important for the charity, its context and the delivery of its aims
- The board works to understand a wide range of perspectives, especially the charity's users (where appropriate) and marginalised communities
- The board works with stakeholders to set a clear organisational approach to EDI in line with the charity's aims, strategy, culture and values
- The board ensures that there are appropriate arrangements and resources in place to monitor and achieve the organisation's EDI plans and targets, including those relating to the board
- The board periodically takes part in learning and/or reflection to better understand obstacles to progress and the changes needed
- The board shares information publicly about its success and challenges in progressing EDI aims



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- An agreed approach to EDI in the organisation, its work and in the board
- Feedback and/or metrics, such as user, staff and volunteer surveys
- Published information on the charity's progress against plans and targets
- Records of EDI learning and development activity
- The adoption of practices that seek to ensure inclusive culture and practice

Applies to large charities only:

- A review of the board's approach to EDI in any external evaluation process every three years



8. Board effectiveness





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Suggested evidence and assurance

The board works well together, using an appropriate balance of skills, experience, backgrounds and knowledge. It reviews its performance on a regular cycle and takes steps to improve.

You know it's working when:

1. The board has the right mix of skills, knowledge and experience to serve the charity's purposes.
2. There are open processes for board recruitment and/or election.
3. The board is committed to its development, including trustee induction, individual learning and whole board learning.
4. There are constructive and regular processes for reviewing the performance of individual trustees, the chair, and the board as a whole.
5. There are clearly defined processes for managing disputes and differences between trustees, and between trustees and staff members.





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Behaviours

- Trustees engage with the organisation outside meetings in an effort to learn about its activities and to build relationships
- Trustees respect agreed board procedures, including term limits
- Trustees make a positive contribution to team dynamics
- Trustees are willing to give, receive and act on feedback
- The chair seeks to understand the motivations, strengths and areas for development of trustees and supports them to address their development needs
- The chair offers feedback and encouragement to trustees
- Trustees offer feedback and encouragement to the chair
- The board takes steps to reflect, learn and improve





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- The board has, and regularly considers, the mix of skills, knowledge and experience (including lived experience) needed to provide direction and oversight
- There is a formal and transparent approach to recruit new trustees, which includes advertising vacancies
- The search for new trustees is carried out, and appointments or nominations for election are made, on merit against objective criteria
- The board is of an appropriate size, typically between five and 12 trustees
- Trustees are offered learning and development opportunities
- The appointment and retirement cycle of trustees is mapped and enables timely management of succession
- The board considers appointing a trustee or vice chair who can:
 - provide a sounding board for the chair
 - help with concerns about the relationships within the board, or between the board and senior staff
 - organise appropriate appraisal of the chair
- Trustees have ample opportunities to provide feedback on the way the board works and how it can be improved
- There are agreed processes for reviewing the performance of the board (ideally annually) and the chair and individual trustees
- Trustees are appointed for an agreed length of time, subject to any applicable constitutional or statutory provisions
- Where a trustee has served for more than nine years, their reappointment is subject to a rigorous review, and explained in the trustees' annual report





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- The charity explains its board evaluation process in the trustees' annual report
- Where trustees are elected by members, members are supported to play an informed role in the processes; additionally, member-elected trustees receive induction support to understand the difference between representing views and acting in the charity's best interest

Applies to large charities only:

- There is an external evaluation every three years to consider the board's effectiveness



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Suggested evidence and assurance

- Periodic assessment of competencies needed by the board to understand any skills gaps
- Evidence of efforts to fill skills gaps through board training, recruitment or specialist advice
- Fixed terms for trustees to enable board renewal – no more than nine years unless evidence of exceptional reasons
- A succession plan for the board and committees
- Policy and evidence of open recruitment
- Evidence of trustee commitment to learning and development
- A budget for board development activities
- Awayday and team building activities, where team dynamics can be explored
- A record of regular reviews of the board, chair and individual trustees, with staff input (where relevant)
- Evidence of feedback being welcome and acted upon
- An agreed dispute resolution process for trustees

Part of
Set up a charity: step by step
(/set-up-a-charity)



Guidance

The essential trustee: what you need to know, what you need to do

Updated 3 May 2018

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1. About this guidance

This guidance explains the key duties of all trustees of charities in England and Wales, and what trustees need to do to carry out these duties competently.

Trustees have independent control over, and legal responsibility for, a charity's management and administration. They play a very important role, almost always unpaid, in a sector that contributes significantly to the character and wellbeing of the country.

Trusteeship can be rewarding for many reasons - from a sense of making a difference to the charitable cause, to new experiences and relationships. It's also likely to be demanding of your time, skills, knowledge and abilities. Being aware of the duties and responsibilities covered in this guidance will help you carry out your role in a way that not only serves your charity well but also gives you confidence that you will be complying with key requirements of the law.

You should read this guidance if you are a trustee of any charity based in England or Wales, including:

- a registered charity
- a charity that is not required by law to register
- a charity that is required to register, but has not yet done so

You should also read this guidance if you are thinking about setting up a charity or becoming a trustee in England or Wales.

The charity regulators in [Scotland \(http://www.oscr.org.uk/charities/managing-your-charity/trustee-duties\)](http://www.oscr.org.uk/charities/managing-your-charity/trustee-duties) and [Northern Ireland \(http://www.charitycommissionni.org.uk/charity-essentials/running-your-charity-guidance/\)](http://www.charitycommissionni.org.uk/charity-essentials/running-your-charity-guidance/) have their own guidance for trustees.

If you are involved in running a charity but do not know whether you are a trustee, check the charity's governing document. (This is the document that sets out the charity's rules; it may be a constitution, trust deed, articles of association or similar document.) It will tell you which body has ultimate authority and responsibility for directing and governing the charity. All properly appointed members of that body are charity trustees in law, whatever they are called (trustees, directors, committee members, governors or something else).

If you are a member of that body, you are automatically a charity trustee. You share, with all members of that body, equal responsibility for the charity.

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The Charity Commission expects trustees to take their responsibilities seriously. Using this guidance and ensuring you give sufficient time and attention to your charity's business will help. The Commission recognises that most trustees are volunteers who sometimes make honest mistakes. Trustees are not expected to be perfect - they are expected to do their best to comply with their duties. Charity law generally protects trustees who have acted honestly and reasonably.

1.1 Must and should - what they mean

In this guidance:

- 'must' means something is a legal or regulatory requirement or duty that trustees must comply with
- 'should' means something is good practice that the Commission expects trustees to follow and apply to their charity

Following the good practice specified in this guidance will help you to run your charity effectively, avoid difficulties and comply with your legal duties. Charities vary in terms of their size and activities. Consider and decide how best to apply this good practice to your charity's circumstances. The Commission expects you to be able to explain and justify your approach, particularly if you decide not to follow good practice in this guidance.

In some cases you will be unable to comply with your legal duties if you do not follow the good practice. For example:

Your legal duty	It's vital that you
Act in your charity's best interests	Deal with conflicts of interest
Manage your charity's resources responsibly	Implement appropriate financial controls Manage risks
Act with reasonable care and skill	Take appropriate advice when you need to, for example when buying or selling land, or investing (in some cases this is a legal requirement)

Trustees who act in breach of their legal duties can be held responsible for consequences that flow from such a breach and for any loss the charity

incurs as a result. When the Commission looks into cases of potential breach of trust or duty or other misconduct or mismanagement, it may take account of evidence that trustees have exposed the charity, its assets or its beneficiaries to harm or undue risk by not following good practice.

1.2 How to use this guidance

You may want to read all of this guidance to get a better understanding of trustees' duties overall, or you may want to find out more about a specific topic. As a minimum the Commission recommends that you read the summary of trustees' duties in [section 2](#):

- [section 2](#) of this guidance gives a summary of trustees' duties
- [section 3](#) explains whether you can legally be a trustee
- [sections 4 to 9](#) explain the 6 key duties of trustees in more detail
- [section 10](#) explains when trustees can be liable and how to reduce the risk
- [sections 11](#) and [12](#) provide more detail about charity structures, and the roles of charity officers
- [section 13](#) contains definitions of technical terms used in this guidance

2. Trustees' duties at a glance

This is a summary of trustees' main legal responsibilities, which are explained in detail in the rest of this guidance. You should read this section as a minimum, and ensure you fully understand your responsibilities by referring to the rest of the guidance as necessary.

2.1 Before you start - make sure you are eligible to be a charity trustee

You must be at least 16 years old to be a trustee of a charity that is a company or a charitable incorporated organisation (CIO), or at least 18 to be a trustee of any other charity.

You must be properly appointed following the procedures and any restrictions in the charity's governing document.

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You must not act as a trustee if you are disqualified, unless authorised to do so by a waiver from the Commission. The reasons for disqualification are shown in the disqualifying reasons table and include:

- being bankrupt (undischarged) or having an individual voluntary arrangement (IVA)
- having an unspent conviction for certain offences (including any that involve dishonesty or deception)
- being on the sex offenders' register

You can read the [automatic disqualification guidance for charities](https://www.gov.uk/guidance/automatic-disqualification-rule-changes-guidance-for-charities) (<https://www.gov.uk/guidance/automatic-disqualification-rule-changes-guidance-for-charities>) which explains the disqualification rules in more detail.

There are further restrictions for charities that work with children or adults at risk.

See [section 3](#) for more information.

Ensure your charity is carrying out its purposes for the public benefit

You and your co-trustees must make sure that the charity is carrying out the purposes for which it is set up, and no other purpose. This means you should:

- ensure you understand the charity's purposes as set out in its governing document
- plan what your charity will do, and what you want it to achieve
- be able to explain how all of the charity's activities are intended to further or support its purposes
- understand how the charity benefits the public by carrying out its purposes

Spending charity funds on the wrong purposes is a very serious matter; in some cases trustees may have to reimburse the charity personally.

See [section 4](#) for more information.

2.2 Comply with your charity's governing document and the law

You and your co-trustees must:

- make sure that the charity complies with its governing document

- comply with charity law requirements and other laws that apply to your charity

You should take reasonable steps to find out about legal requirements, for example by reading relevant guidance or taking appropriate advice when you need to.

See [section 5](#) for more information.

2.3 Act in your charity's best interests

You must:

- do what you and your co-trustees (and no one else) decide will best enable the charity to carry out its purposes
- with your co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term
- avoid putting yourself in a position where your duty to your charity conflicts with your personal interests or loyalty to any other person or body
- not receive any benefit from the charity unless it is properly authorised and is clearly in the charity's interests; this also includes anyone who is financially connected to you, such as a partner, dependent child or business partner

See [section 6](#) for more information.

2.4 Manage your charity's resources responsibly

You must act responsibly, reasonably and honestly. This is sometimes called the duty of prudence. Prudence is about exercising sound judgement. You and your co-trustees must:

- make sure the charity's assets are only used to support or carry out its purposes
- avoid exposing the charity's assets, beneficiaries or reputation to undue risk
- not over-commit the charity
- take special care when investing or borrowing
- comply with any restrictions on spending funds or selling land

You and your co-trustees should put appropriate procedures and safeguards in place and take reasonable steps to ensure that these are followed. Otherwise you risk making the charity vulnerable to fraud or theft, or other kinds of abuse, and being in breach of your duty.

See [section 7](#) for more information.

2.5 Act with reasonable care and skill

As someone responsible for governing a charity, you:

- must use reasonable care and skill, making use of your skills and experience and taking appropriate advice when necessary
- should give enough time, thought and energy to your role, for example by preparing for, attending and actively participating in all trustees' meetings

See [section 8](#) for more information.

2.6 Ensure your charity is accountable

You and your co-trustees must comply with statutory accounting and reporting requirements. You should also:

- be able to demonstrate that your charity is complying with the law, well run and effective
- ensure appropriate accountability to members, if your charity has a membership separate from the trustees
- ensure accountability within the charity, particularly where you delegate responsibility for particular tasks or decisions to staff or volunteers

See [section 9](#) for more information.

3. Who can be a trustee and how trustees are appointed

You must make sure you are allowed to be a trustee:

- there are some restrictions on who can be a trustee – there are minimum age limits and some factors that automatically disqualify people from being trustees
- you must be properly appointed, and should know how long your appointment lasts
- if you are not properly appointed, the trustees' decisions or actions may be invalid, potentially creating disputes or putting charity assets at risk
- if you are a trustee of a charity that provides 'regulated activities' for children or adults, be prepared for your charity to request a DBS check on you

3.1 Who can be a trustee

3.1.1 Minimum age

You must be at least 16 years old to be a trustee of a charitable company or a charitable incorporated organisation (CIO), unless the charity's governing document says you must be older. You must be at least 18 to be a trustee of any other type of charity.

3.1.2 Disqualification

You must not act as a trustee if you are disqualified under the Charities Act, unless your disqualification has been waived by the Commission. Reasons for disqualification include if you:

- are disqualified as a company director
- have an unspent conviction for an offence involving dishonesty or deception (such as fraud)
- are an undischarged bankrupt (or subject to sequestration in Scotland), or have a current composition or arrangement including an individual voluntary arrangement (IVA) with your creditors
- have been removed as a trustee of any charity by the Commission (or the court) because of misconduct or mismanagement
- are on the sex offenders' register

You can read the [automatic disqualification guidance for charities](https://www.gov.uk/guidance/automatic-disqualification-rule-changes-guidance-for-charities) (<https://www.gov.uk/guidance/automatic-disqualification-rule-changes-guidance-for-charities>) in more detail.

If any of the current or new disqualification reasons apply to you, you may be able to get your disqualification lifted (or 'waived') by the Commission. The Commission will carefully consider whether granting a waiver is appropriate, although there are some situations where it has no power to

grant a waiver – for example, where a trustee is disqualified as a company director.

Read more about [trustee disqualification \(https://www.gov.uk/charity-trustee-disqualification\)](https://www.gov.uk/charity-trustee-disqualification).

3.1.3 Fit and proper persons

Charities that want to claim UK tax reliefs and exemptions (eg Gift Aid) must meet the management condition in the Finance Act 2010. This requires all of the charity's managers (including trustees) to be 'fit and proper persons'.

Find out more - see the [HM Revenue and Customs guidance \(http://www.gov.uk/government/publications/charities-fit-and-proper-persons-test\)](http://www.gov.uk/government/publications/charities-fit-and-proper-persons-test).

3.1.4 Disclosure and Barring Service (DBS) checks

There are legal restrictions under safeguarding legislation on who can be involved in working with children and adults at risk. In addition, the DBS undertakes criminal records checks of individuals, which charities can use to ensure that they are eligible and suitable for the trustee role. The type of check that can be made depends on the nature of the charity's activities and the role that the trustee plays. For example, if you are a trustee of a charity that provides 'regulated activity' for children or adults, you should expect your charity to request an enhanced DBS check on you: where it is satisfied that the role is eligible, this will include a check against the relevant barred list.

Find out more about [safeguarding and DBS checks \(https://www.gov.uk/government/publications/strategy-for-dealing-with-safeguarding-issues-in-charities/annex-1-trustee-safeguarding-duties-explained\)](https://www.gov.uk/government/publications/strategy-for-dealing-with-safeguarding-issues-in-charities/annex-1-trustee-safeguarding-duties-explained)

3.2 How trustee appointments begin and end

You must follow any rules in your governing document about:

- who appoints new trustees
- when, and how, new trustees are appointed
- who can be a trustee - the governing document may impose conditions
- how long appointments last and whether a trustee can be re-appointed
- how trustees can [resign or be removed \(https://www.gov.uk/charity-trustees-resignation-and-removal\)](https://www.gov.uk/charity-trustees-resignation-and-removal)

If your governing document has no specific provisions for these things, your charity must comply with the relevant legal provisions:

- companies must comply with company law provisions for appointing and removing directors
- unincorporated charities must comply with Trustee Act 1925 provisions

CIOs must include provisions in their constitutions for appointment and removal of trustees.

The Commission can use its powers to appoint or remove trustees if the charity's trustees (or members, if applicable) are unable to do so. It may also confirm the appointment or election of a trustee, in exceptional circumstances, where the appointment or election is invalid or where there is uncertainty about its validity.

Read more about [legal powers to remove and appoint trustees](https://www.gov.uk/charity-trustees-resignation-and-removal) (<https://www.gov.uk/charity-trustees-resignation-and-removal>).

3.3 What to consider when recruiting trustees

When charities recruit new trustees, they should think about:

- the skills and experience the current trustees have, and whether there are any gaps
- ensuring new trustees are eligible to act
- ensuring new trustees do not have [serious conflicts of interest](https://www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29/conflicts-of-interest-a-guide-for-charity-trustees#annex-c-serious-conflicts-of-interest) (<https://www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29/conflicts-of-interest-a-guide-for-charity-trustees#annex-c-serious-conflicts-of-interest>), or getting Commission consent and putting procedures in place to manage the conflicts
- how to help new trustees to understand their responsibilities and the charity's work

It's also important for trustees to be interested in the charity's work and be willing to give their time to help run it.

Members or beneficiaries on your board

Many charities' governing documents allow or require:

- some or all of the trustees to be elected by the members (this is usual practice for charities with voting members other than the trustees)
- the trustee body to include beneficiaries

- other groups or organisations, such as local authorities, to appoint trustees

It's important to listen to the views and perspectives of members, beneficiaries and other bodies with an interest in your charity. Having people as trustees is one way of obtaining these views. But all trustees, regardless of how they are appointed, must act solely in the interests of the charity; it's not their role to act on behalf of any particular group. They must also manage conflicts of interest, including conflicts of loyalty to their appointing body.

Find out more:

[Trustee board: people and skills \(https://www.gov.uk/trustee-board-people-and-skills\)](https://www.gov.uk/trustee-board-people-and-skills) - how to appoint the right people with the right skills

[Finding new trustees: what charities need to know \(https://www.gov.uk/government/publications/finding-new-trustees-cc30\)](https://www.gov.uk/government/publications/finding-new-trustees-cc30)

[Charity trustee: declaration of eligibility and responsibility \(https://www.gov.uk/government/publications/confirmation-of-charity-trustee-eligibility\)](https://www.gov.uk/government/publications/confirmation-of-charity-trustee-eligibility)

Avoid mistakes - make sure trustee appointments are valid

Be careful to follow the rules in your charity's governing document and the law when appointing trustees. If trustee appointments breach these rules they are not valid. The validity of actions and decisions they were involved in could be called into question. But even if a trustee isn't validly appointed, they can still be held liable for their actions and decisions.

Improper trustee appointments can often lead to disputes. In the worst cases this can harm the charity's reputation, alienate supporters, put charity assets at risk (including by loss of funding) or ultimately leave the charity unable to function.

4. Ensure your charity is carrying out its purposes for the public benefit

You and your co-trustees must make sure that everything your charity does helps (or is intended to help) to achieve the purposes for which it is set up, and no other purpose. This means you should:

- ensure you understand the charity's purposes as set out in its governing document
- plan what your charity will do, and what you want it to achieve
- be able to explain how all of the charity's activities are intended to further or support its purposes
- understand how the charity benefits the public by carrying out its purposes

Spending charity funds on the wrong purposes is a very serious matter; in some cases trustees may have to reimburse the charity personally.

4.1 Understanding the charity's objects and powers

You should read the objects clause in your charity's governing document and ensure you understand:

- what the charity is set up to achieve (its purposes)
- who the charity is there to benefit (its beneficiaries)
- how they will benefit (what the charity will do for or with them)
- any order of priority to the services and benefits the charity provides
- any restrictions on what the charity can do or who it can help (geographical or other boundaries; or specific criteria that beneficiaries must meet)

The objects might be quite broad and general, or they might be quite narrow, specifying what services or activities the charity can provide in order to achieve its purposes.

You can find out more about governing documents in [section 5](#) of this guidance.

The charity may have specific powers in its governing document. Charities also have powers from the Charities Act and other laws. You must only use these powers in ways that further your charity's purposes.

Find out more about [charitable purposes](https://www.gov.uk/government/publications/charitable-purposes/charitable-purposes) (<https://www.gov.uk/government/publications/charitable-purposes/charitable-purposes>).

Some charities produce 'mission statements' or other summaries of their aims and activities. When checking the scope of your charity's objects or powers, be careful not to rely on such statements instead of the charitable purposes set out in the governing document, as the wording may be less precise. If you need to check whether your charity can lawfully undertake a particular activity, you should check against the objects clause rather than any other statement of the charity's mission or aims. Otherwise you could end up carrying out activities in breach of the charity's governing document.

4.2 Public benefit

All charities must be for the public benefit. Trustees must have regard to the Commission's [public benefit guidance PB1, PB2 and PB3](https://www.gov.uk/government/collections/charitable-purposes-and-public-benefit) (<https://www.gov.uk/government/collections/charitable-purposes-and-public-benefit>) when making decisions they are relevant to. This would include reviewing the charity's activities or considering new ones.

Public benefit is essential to:

- charitable status - to be a charity an organisation must have only charitable purposes for the public benefit
- a charity's operation - its activities must all be focussed on carrying out the charity's purposes for the public benefit
- a charity's accountability - trustees must be able to explain how their charity's activities are or have been for the public benefit

This means that you should understand, and be able to explain:

- what the charity is set up to achieve - its purpose
- why the charity's purpose is beneficial - this is the 'benefit aspect' of public benefit
- how the charity's purpose benefits the public or a sufficient section of the public - this is the 'public aspect' of public benefit
- how the charity will carry out (or 'further') its purpose for the public benefit

4.3 Planning and reviewing your charity's work

You and your co-trustees are responsible for deciding and planning how your charity will carry out its purposes.

All charity trustees should, therefore, decide together what activities the charity will undertake, and think about the resources it will need. Trustees of larger charities should take responsibility for setting the charity's strategic aims and direction, and agreeing appropriate future plans.

Involving the charity's staff, volunteers and others with an interest in the charity in the planning process can be helpful.

As part of your planning process, you should work out what funds and other resources the charity will need and where it will get them. See [section 7](#) of this guidance for more detail.

You and your co-trustees should periodically review what the charity is achieving, and how effective the charity's activities are. Thinking about the difference your charity makes may help you to explain more clearly how it benefits the public. It may also help you to decide whether it could be more effective in carrying out its purpose by changing what it does.

Find out more:

[Inspiring Impact \(https://www.thinknpc.org/\)](https://www.thinknpc.org/)

[Charity governance, finance and resilience: 15 questions you should ask \(https://www.gov.uk/government/publications/charity-trustee-meetings-15-questions-you-should-ask\)](https://www.gov.uk/government/publications/charity-trustee-meetings-15-questions-you-should-ask)

You and your co-trustees should also review the charity's objects from time to time and make sure that they are still appropriate, relevant and up to date. Circumstances change over time and this could affect whether:

- the charity's beneficiary group still exists, and is still a '[sufficient section \(https://www.gov.uk/government/publications/public-benefit-the-public-benefit-requirement-pb1/public-benefit-the-public-benefit-requirement#part-5-benefiting-the-public-or-a-sufficient-section-of-the-public\)](https://www.gov.uk/government/publications/public-benefit-the-public-benefit-requirement-pb1/public-benefit-the-public-benefit-requirement#part-5-benefiting-the-public-or-a-sufficient-section-of-the-public)' of the public
- the geographical 'area of benefit' in which the charity can operate is still relevant
- the need that the charity was set up to meet still exists, and meeting it is still for the public benefit
- there may be better ways of meeting the need for which the charity was set up

If your charity's objects are no longer effective, you must consider how these could be changed or take other action to enable the charity's resources to be applied for its purposes.

In the past many charities helped people by providing goods including food, clothing or fuel. Many charities have decided that they can meet current needs more effectively with cash payments or vouchers, and have updated their objects. Some charities still work effectively by providing goods (such as food or medical equipment).

Charities are often set up for a particular locality. Changes over time may mean that there are no longer enough people who need the charity's services in that place. In these circumstances, charities can expand their area of benefit to include neighbouring areas.

Two charities providing similar (or complementary) services in the same area may decide to collaborate or merge for greater efficiency.

4.4 Updating your charity's objects

Charities can modify or add to their objects if necessary, using powers in the governing document, company law or the Charities Act. They can't usually change their objects completely; the governing document and charity law do not usually allow it. If your charity is planning to update its objects, you and your co-trustees should consider what the charity was originally set up to do, and how circumstances have changed. Most charities must obtain permission from the Commission before changing their objects.

You should also review the other provisions in your charity's governing document and update them if they no longer meet the charity's needs - see [section 5](#) of this guidance.

Governing documents are legal documents. You must follow the correct procedures to amend them, and it's important to word any changes correctly. You should consider taking appropriate advice about any changes. Use one of the [Commission's model governing documents](https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents) (<https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents>) or an [approved governing document](https://www.gov.uk/government/publications/list-of-national-charities-with-approved-governing-documents) (<https://www.gov.uk/government/publications/list-of-national-charities-with-approved-governing-documents>), to ensure that your governing document has all the provisions and powers you need.

Find out more:

[How to make changes to your charity's governing document](https://www.gov.uk/government/publications/changing-your-charitys-governing-document)
(<https://www.gov.uk/government/publications/changing-your-charitys-governing-document>)

[document-cc36\)](#)

[How to write charitable purposes \(https://www.gov.uk/how-to-write-charitable-purposes\)](https://www.gov.uk/how-to-write-charitable-purposes)

5. Comply with your charity's governing document and the law

You and your co-trustees must:

- make sure that the charity complies with its governing document
- comply with charity law requirements and other laws that apply to your charity

You should take reasonable steps to find out about legal requirements, for example by reading relevant guidance or taking appropriate advice when you need to.

5.1 Your charity's governing document

You and your co-trustees must make sure that the charity complies with the governing document, which usually contains key information about:

- what the charity exists to do (its purposes, as explained in its objects clause)
- what powers it has to further its objects
- who the trustees are, how many trustees there should be and how they are appointed and removed
- whether the charity has members and, if so, who can be a member
- rules about trustees' (and members') meetings; how they are arranged and conducted; how decisions must be made and recorded, and so on
- how to change the governing document
- how to close the charity down

There may also be rules limiting how powers can be used, who can vote at meetings, or which rules can be changed.

Every trustee should have an up to date copy of their charity's governing document and regularly refer to it. If you do not have a copy, or do not know

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what it is, ask your fellow trustees. If they do not have a copy, the Commission can usually provide one (if your charity is a registered charity).

The governing document is essential to your charity. You and your co-trustees may need to review it from time to time to ensure that it continues to meet the charity's needs. Governing documents are legal documents. You must follow the correct procedures to amend them, and it's important to word any changes correctly. You should consider taking appropriate advice about any changes. Use one of the [Commission's model governing documents](https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents) (<https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents>) or an [approved governing document](https://www.gov.uk/government/publications/list-of-national-charities-with-approved-governing-documents) (<https://www.gov.uk/government/publications/list-of-national-charities-with-approved-governing-documents>), to ensure that your governing document has all the provisions and powers you need.

Read more about [governing documents](https://www.gov.uk/how-to-write-your-charitys-governing-document) (<https://www.gov.uk/how-to-write-your-charitys-governing-document>) and [charity purposes and rules](https://www.gov.uk/guidance/charity-purposes-and-rules) (<https://www.gov.uk/guidance/charity-purposes-and-rules>).

5.2 Charity law - registration, accounting, reporting and other requirements

Charities set up in England or Wales must register with the Commission unless they are:

- exempt charities
- excepted from registering
- very small (below the annual income threshold for compulsory registration, currently £5,000) and not a CIO (all CIOs must register)

Find out [whether your charity needs to register or is exempt or excepted](https://www.gov.uk/how-to-register-your-charity-cc21b) (<https://www.gov.uk/how-to-register-your-charity-cc21b>).

Charities that operate in Scotland or Northern Ireland may also have to register there.

All charities must keep proper financial records and prepare annual accounts. Trustees must arrange for accounting books and records (including cash books, invoices and receipts) to be kept for a specified period. Read more: [Retention of Accounting Records](http://www.buzzacott.co.uk/insights/retention-of-accounting-records-(1))) ([http://www.buzzacott.co.uk/insights/retention-of-accounting-records-\(1\)\)](http://www.buzzacott.co.uk/insights/retention-of-accounting-records-(1))).

All registered charities:

- must inform the Commission of any changes to the information on the register of charities, including trustee details and changes to the governing document
- must send an annual return (or annual update) and other information to the Commission
- must comply with any additional accounting and reporting requirements such as filing annual accounts and reports with the Commission, depending on the size of the charity
- should report to the Commission any serious incident in their charity, as soon as possible after it occurs (see [section 8.3](#) for more details)

Exempt charities may have to send accounting information to their principal regulator.

Find out more about [accounting and reporting requirements for charities](https://www.gov.uk/government/publications/charity-reporting-and-accounting-the-essentials-march-2015-cc15c) (<https://www.gov.uk/government/publications/charity-reporting-and-accounting-the-essentials-march-2015-cc15c>).

Charities whose income is over £250,000, and all charitable companies, must prepare their accounts and trustees' annual report in accordance with the Statement of Recommended Practice - Accounting and Reporting by Charities (Charities SORP).

Find out more about the [Charities SORP](https://www.gov.uk/government/publications/charities-sorp-2005) (<https://www.gov.uk/government/publications/charities-sorp-2005>).

A registered charity with an income over £10,000 in its last financial year must state that it's a registered charity on any fundraising documents and on many of its financial documents, including cheques, invoices and receipts. This includes electronic documents such as emails and websites. You do not have to state the charity's registration number, but it's good practice to do so.

5.3 Other laws and regulations

Charities and their trustees may be subject to a range of other laws and regulations depending on what the charity does, where it works and how it is set up. Some laws apply to all charities, such as equality, data protection and copyright law. It is important to be aware of the laws that apply to your charity, for example if it:

- is a company, CIO or community benefit society
- employs staff

- owns or rents premises
- operates vehicles
- provides:
 - legal, financial or other regulated advice
 - housing or accommodation
 - medical or care services
- works with children or adults at risk
- undertakes activities that are subject to regulations, such as fundraising
- wants to benefit from Gift Aid or other tax reliefs
- works in Scotland, Northern Ireland or outside the UK

The Commission doesn't expect every trustee to be a legal expert. You and your co-trustees should take reasonable steps to find out about legal and regulatory requirements and keep up to date, for example by getting mailings from the Commission and other sources, reading relevant guidance and attending appropriate training. The charity should also have systems and procedures to ensure that it complies with legal requirements.

Where there is concern about a specific issue, the trustees may wish to consider taking independent advice from a suitably qualified person.

[Find a solicitor - Law Society \(http://www.lawsociety.org.uk/find-a-solicitor/\)](http://www.lawsociety.org.uk/find-a-solicitor/)

[Legal advice for small charities - LawWorks \(http://www.lawworks.org.uk/\)](http://www.lawworks.org.uk/)

5.4 Avoid mistakes - know your governing document

If the trustees do not comply with the governing document, the charity might undertake activities outside its objects. It might fail to follow the correct procedures, or take actions it has no power to take. Actions and decisions could be invalid and have to be reversed as a result.

If you do not follow rules about who can be a member or a trustee, or how to arrange and run meetings, it often leads to disputes, which can prevent the charity from operating effectively.

6. Act in your charity's best interests

You must:

- do what you and your co-trustees (and no one else) decide will best enable the charity to carry out its purposes
- with your co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term
- avoid putting yourself in a position where your duty to your charity conflicts with your personal interests or loyalty to any other person or body
- not receive any benefit from the charity unless it is properly authorised and is clearly in the charity's interests; this also includes anyone who is financially connected to you, such as a partner, dependent child or business partner

6.1 Understanding the charity's interests

Acting in the charity's best interests means always doing what the trustees decide will best enable the charity to carry out its purposes, both now and for the future. It's not about serving:

- the interests of trustees or staff
- the personal interests of members or beneficiaries
- the personal interests of supporters, funders or donors
- the charity as an institution in itself, or preserving it for its own sake

Sometimes trustees need to consider [collaborating or merging with another charity](https://www.gov.uk/work-with-other-charities) (<https://www.gov.uk/work-with-other-charities>), or even spending all of the charity's resources and [bringing it to a close](https://www.gov.uk/how-to-close-a-charity) (<https://www.gov.uk/how-to-close-a-charity>).

6.2 Making decisions

You and your co-trustees are ultimately responsible for deciding what activities the charity will undertake, what resources it will need, how it will obtain and use them. Collective decision making is one of the most

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important parts of the trustee role. Some decisions are simple and straightforward; others can be complex or far reaching in their consequences. When you and your co-trustees make decisions about your charity, you must:

- act within your powers
- act in good faith, and only in the interests of your charity
- make sure you are sufficiently informed, taking any advice you need
- take account of all relevant factors you are aware of
- ignore any irrelevant factors
- deal with conflicts of interest and loyalty
- make decisions that are within the range of decisions that a reasonable trustee body could make in the circumstances

You should record how you made more significant decisions in case you need to review or explain them in the future.

Read more about [decision making \(https://www.gov.uk/guidance/making-decisions-at-a-charity\)](https://www.gov.uk/guidance/making-decisions-at-a-charity).

6.3 Avoid mistakes - be prepared to challenge assumptions

Trustees must make decisions solely in the charity's interests, so they shouldn't allow their judgement to be swayed by personal prejudices or dominant personalities.

Trustees must act collectively (jointly). Part of their role is to critically and objectively review proposals and challenge assumptions in making decisions. No one should be able to direct the trustees or drive decisions through without sufficient consideration. Trustees who simply defer to the opinions and decisions of others aren't fulfilling their duties.

Decisions do not usually have to be unanimous (depending on your governing document), but once the trustees have made a decision, they must all comply with it, including any who disagree. If you strongly disagree with your fellow trustees' decision, you can ask for your disagreement to be recorded in the minutes of the meeting. If you think that your fellow trustees are acting in breach of their duty, you should discuss the matter with the chair or your fellow trustees. If you are still concerned, contact the

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Commission. Ultimately, you may feel that you have to resign in order to distance yourself from the decision.

The Commission can only advise or intervene in relation to trustees' legal duties; it can't arbitrate in disputes between trustees.

6.4 Dealing with conflicts of interest and conflicts of loyalty

You can only comply with your duty to act in the charity's best interests if you prevent your personal interests from conflicting (or appearing to conflict) with the best interests of the charity. This means recognising and dealing with conflicts of interest.

A conflict of interest is any situation where your personal interests could, or could appear to, prevent you from making a decision only in the charity's best interests. For example, if you (or a person connected to you, such as a close relative, business partner or company):

- receive payment from the charity for goods or services, or as an employee
- make a loan to or receive a loan from the charity
- own a business that enters into a contract with the charity
- use the charity's services
- enter into some other financial transaction with the charity

Even when you receive no financial benefit, you could have a conflict of loyalty. For example if your charity has business dealings with your employer, a friend, family member, or another body (such as a local authority or charity, or a charity's trading subsidiary) that you serve on.

This means you and your co-trustees:

- should identify, and must declare conflicts of interest (or loyalty)
- must prevent the conflict of interest (or loyalty) from affecting the decision
- should record the conflict of interest (or loyalty) and how it was dealt with

How you prevent a conflict of interest from affecting a decision will depend on the circumstances and the seriousness of the conflict of interest. You must follow any specific conflict of interest provisions in your governing document. If a trustee (or a person connected to a trustee) stands to benefit

directly or indirectly, the conflicted trustee(s) should withdraw from the discussion and decision making process. If the non-conflicted trustees can demonstrate that a conflict of loyalty involves no material benefit and poses a low risk to decision making in the best interests of the charity, they may permit the affected trustee to participate. Directors of charitable companies must have specific authority in the company's articles to do this. For the most serious conflicts of interest it may mean obtaining permission from the Commission, deciding not to proceed with a proposal or even resigning as a trustee.

6.5 Avoid mistakes - deal with conflicts of interest

Conflicts of interest (and conflicts of loyalty) are more common than people often think. If one of your fellow trustees appears to have a conflict of interest you should say so; you are not calling their integrity into question by doing so.

In deciding how to deal with a conflict of interest, trustees should be mindful of what feels right, and also how others might view the trustees' actions.

Where conflicts of interest have not been identified or properly dealt with, it can have negative impacts on both the charity and individual trustees including financial cost and reputational damage. Because the trustees have acted in breach of their duty, decisions may be called into question or legally challenged. The Commission may have to take regulatory action to protect the charity from further harm or to deal with any misconduct or mismanagement by the trustees.

Read more about [conflicts of interest \(https://www.gov.uk/guidance/managing-conflicts-of-interest-in-a-charity\)](https://www.gov.uk/guidance/managing-conflicts-of-interest-in-a-charity).

6.6 Payments and other benefits to trustees

Charities can't usually pay their trustees. When you become a trustee, you usually volunteer your services and receive no payment for your work. This is called the voluntary principle.

You can, however, [claim reasonable expenses \(https://www.gov.uk/guidance/trustee-expenses-what-charities-can-pay\)](https://www.gov.uk/guidance/trustee-expenses-what-charities-can-pay) that you

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incur such as travel and childcare - being a trustee shouldn't mean being out of pocket. If your charity is looking to pay a trustee or a connected person, you must follow the legal rules. For example, you must have authority (or legal permission) for the payment, the decision must be in the charity's best interests, and the conflict of interest must be managed.

Read more about [payment of trustees, whether you need authority and how to apply \(https://www.gov.uk/government/publications/trustee-expenses-and-payments-cc11\)](https://www.gov.uk/government/publications/trustee-expenses-and-payments-cc11).

7. Manage your charity's resources responsibly

You must act responsibly, reasonably and honestly. This is sometimes called the duty of prudence. Prudence is about exercising sound judgement. You and your co-trustees must:

- make sure the charity's assets are only used to support or carry out its purposes
- avoid exposing the charity's assets, beneficiaries or reputation to undue risk
- not over-commit the charity
- take special care when investing or borrowing
- comply with any restrictions on spending funds or selling land

You and your co-trustees should put appropriate procedures and safeguards in place and take reasonable steps to ensure that these are followed. Otherwise you risk making the charity vulnerable to fraud or theft, or other kinds of abuse, and being in breach of your duty.

7.1 Managing risks

A risk is anything that could, if it happened, affect your charity achieving its purposes or carrying out its plans. All charities face some risks. The risks your charity might face will depend on factors such as its size, funding and activities. For example, managing property, employing staff, using volunteers, using IT, working with children or people at risk, or implementing change all involve elements of risk.

You and your co-trustees should manage risk responsibly. You have a duty to avoid exposing your charity to undue risk. This doesn't mean being risk averse. Risk management is the process of identifying and assessing risks, and deciding how to deal with them. It may involve an element of responsible risk taking, and is central to how trustees make decisions.

The Commission's guidance on risk management sets out the basics of dealing with risks and includes a risk management model, made up of the following steps:

1. Establish a risk policy.
2. Identify risks (what could go wrong).
3. Assess risks (how likely is it, and how serious would it be).
4. Evaluate what action to take (eg avoid it, transfer it, insure against it, accept it).
5. Review, monitor and assess periodically.

Find out more:

[How to manage risks in your charity](https://www.gov.uk/government/publications/charities-and-risk-management-cc26)

(<https://www.gov.uk/government/publications/charities-and-risk-management-cc26>)

[Institute of Risk Management guide for charities](https://www.theirm.org/what-we-say/thought-leadership/charities-and-voluntary-organisations/) (<https://www.theirm.org/what-we-say/thought-leadership/charities-and-voluntary-organisations/>)

[Charities: how to protect vulnerable groups including children](https://www.gov.uk/guidance/safeguarding-duties-for-charity-trustees)

(<https://www.gov.uk/guidance/safeguarding-duties-for-charity-trustees>)

Some charities work in areas or undertake activities that involve greater exposure to risks such as fraud, financial crime, extremism or terrorism. Charities should assess their exposure to these risks and take proportionate action. If your charity needs to address these risks, you may find the Commission's toolkit on [protecting charities from harm](https://www.gov.uk/government/collections/protecting-charities-from-harm-compliance-toolkit) (<https://www.gov.uk/government/collections/protecting-charities-from-harm-compliance-toolkit>) helpful. Chapter 2 of the toolkit includes a practical guide to due diligence, based on 3 principles:

- know your donor (for example, if your charity receives large donations, particularly anonymous or cash donations or with conditions attached)
- know your partner (if your charity relies on partners or intermediaries to carry out any of its work)
- know your beneficiaries (for example if your charity makes grants of cash or other financial support directly to individuals)

Charities must also assess and manage safeguarding risks. For example, they must ensure that their beneficiaries or others who come into contact

with their charity do not, as a result, come to harm. For example, many charities come into contact with or provide activities for those who may be experiencing, or at risk of, abuse or neglect. This includes:

- children and young people under 18 years of age
- adults (aged 18 and over) at risk

Even where work with children or adults at risk does not form part of the core business of the charity, trustees must be alert to their responsibilities to protect from risk of harm those with whom the charity comes into contact.

Read more about [protecting vulnerable groups](https://www.gov.uk/government/publications/strategy-for-dealing-with-safeguarding-issues-in-charities/annex-1-trustee-safeguarding-duties-explained)

(<https://www.gov.uk/government/publications/strategy-for-dealing-with-safeguarding-issues-in-charities/annex-1-trustee-safeguarding-duties-explained>)

These principles will help you and your co-trustees to carry out their legal duties and manage the risks to the charity's assets and services.

7.2 Budgeting

You and your co-trustees need to work out what funds and other resources your charity will need and where the charity will get these from. A charity can only succeed in meeting its aims if it manages its money and other resources properly. You will need to plan and monitor its income and outgoings so that it can meet its short, medium and long term goals.

Find out more:

[Managing charity finances](https://www.gov.uk/guidance/managing-charity-finance) (<https://www.gov.uk/guidance/managing-charity-finance>)

[Charity governance, finance and resilience: 15 questions you should ask](https://www.gov.uk/government/publications/charity-trustee-meetings-15-questions-you-should-ask) (<https://www.gov.uk/government/publications/charity-trustee-meetings-15-questions-you-should-ask>)

[Financial difficulties in charities](https://www.gov.uk/financial-difficulties-in-charities) (<https://www.gov.uk/financial-difficulties-in-charities>)

7.3 Getting the funds your charity needs (income generation)

Most charities get their funds through one or more of the following methods:

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- fundraising (asking for donations, legacies or grants)
- trading (selling goods or services)
- investment
- leasing or letting land or buildings

In practice, it's best to avoid relying on a single source of income. You and your co-trustees are responsible for deciding how your charity will obtain funds. You should think about:

- how much money the charity needs
- the costs, benefits and risks of different methods of generating income
- any legal requirements that the charity must comply with, including fundraising regulations, and restrictions on commercial trading
- any potential reputational issues
- whether you need advice

If your charity is already bringing in funds, you and your co-trustees should ensure that its income generation is on target, complies with the law and is not exposing the charity to undue risk.

Find out more:

[Fundraising legally and responsibly \(https://www.gov.uk/fundraising-legally-and-responsibly\)](https://www.gov.uk/fundraising-legally-and-responsibly)

[Institute of Fundraising code of fundraising practice and good practice guides \(http://www.institute-of-fundraising.org.uk/code-of-fundraising-practice/\)](http://www.institute-of-fundraising.org.uk/code-of-fundraising-practice/)

[Charity trading: selling goods and services \(https://www.gov.uk/charity-trading-selling-goods-and-services\)](https://www.gov.uk/charity-trading-selling-goods-and-services)

[How to invest charity money \(https://www.gov.uk/how-to-invest-charity-money\)](https://www.gov.uk/how-to-invest-charity-money)

7.4 Charities and their trading subsidiaries

Charities need to use a trading subsidiary if they carry out commercial (non-charitable) trading which exceeds the threshold for paying income or corporation tax, or involves significant risk.

A trading subsidiary is a separate company controlled by the charity. The charity can raise money from trade without exposing its assets to risk of

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being liable for income or corporation tax.

There are, however, risks which trustees need to be aware of and manage:

- the charity exists for charitable purposes, but the trading subsidiary exists to generate income; their aims and interests are different; you need to distinguish between them
 - if the trading subsidiary starts to fail, the charity must not bail it out; this would be putting the charity's funds at risk
 - charity trustees who are also directors of the subsidiary have a conflict of interest
 - if a charity trustee is also a director of the trading subsidiary, the restrictions on payments and benefits to trustees also apply to any payments or benefits as a director
-

7.5 Managing funds and keeping them safe

You and your co-trustees are responsible for your charity's money. Your charity should have effective processes for handling money, to help avoid poor decisions and accidental errors, as well as theft and fraud. Failure to do so is likely to result in a breach of your duty. You should:

- set a budget and keep track of it
- put in place clear policies and procedures to deal with income and expenditure
- ensure the charity keeps accurate records of income and expenditure
- have robust and effective [financial controls](https://www.gov.uk/government/publications/internal-financial-controls-for-charities-cc8) (<https://www.gov.uk/government/publications/internal-financial-controls-for-charities-cc8>) in place
- protect the charity from [financial crime such as theft or fraud](https://www.gov.uk/government/publications/charities-fraud-and-financial-crime) (<https://www.gov.uk/government/publications/charities-fraud-and-financial-crime>)
- put appropriate safeguards in place for money, assets and staff if [the charity operates outside of the UK](https://www.gov.uk/charities-how-to-manage-risks-when-working-internationally) (<https://www.gov.uk/charities-how-to-manage-risks-when-working-internationally>)
- have an appropriate [reserves policy](https://www.gov.uk/charity-financial-reserves) (<https://www.gov.uk/charity-financial-reserves>)
- ensure the charity receives [tax reliefs](https://www.gov.uk/charities-and-tax/overview) (<https://www.gov.uk/charities-and-tax/overview>) to which it is entitled

If something does go wrong, you should inform the Commission and (if appropriate) the police. See the section on what to do if something goes wrong in [section 8](#) of this guidance.

Find out more:

[Charity money: how to keep it safe \(https://www.gov.uk/charity-money-how-to-keep-it-safe\)](https://www.gov.uk/charity-money-how-to-keep-it-safe)

[Charities: due diligence checks and monitoring end use of funds \(https://www.gov.uk/government/publications/charities-due-diligence-checks-and-monitoring-end-use-of-funds\)](https://www.gov.uk/government/publications/charities-due-diligence-checks-and-monitoring-end-use-of-funds)

7.6 Managing property (land and buildings)

If the charity owns or rents land or buildings, you and your co-trustees should:

- make sure the property is recorded as belonging to the charity - see [section 11](#) of this guidance
- know on what terms it's held
- ensure it's properly maintained and being correctly used
- make sure the charity has sufficient insurance

You should regularly review whether the property is suitable for the charity's purposes, and whether any property the charity lets to generate income is still a good investment.

Decisions about property are important, so think about the advice and information you may need in order to make decisions in the charity's interests.

Most charities can buy, sell or lease land when they need to. When selling or leasing land, trustees must try to get the best deal for the charity (unless they are making the disposal to further the charity's purposes). So all charities should, and registered charities must:

- obtain written advice, including a valuation, from a qualified surveyor before agreeing a sale or granting a lease for more than 7 years
- advertise the sale or lease, unless the surveyor advises otherwise

Otherwise, you are likely to need permission from the Commission for the sale or lease.

A charity's governing document may specify that land or buildings must be used for a particular purpose. This is called designated land (or 'specie land'). Special conditions apply to leasing or selling designated land.

Land belonging to a charity (particularly designated land) might be permanent endowment. This restricts how you can use the proceeds of sale.

You must get permission from the Commission to sell or lease property to or from a trustee, someone closely connected to a trustee, or an employee of the charity.

Before taking out a mortgage or loan secured against your charity's land you must get written financial advice and ensure that:

- the loan is needed and used for an activity that fits with your charity's purposes
- the terms of the loan are reasonable
- the charity will be able to repay the loan

Otherwise you will need permission from the Commission to proceed.

Find out more about [buying, selling, leasing or mortgaging charity property \(https://www.gov.uk/charity-land-and-property\)](https://www.gov.uk/charity-land-and-property), including designated land and [permanent endowment \(https://www.gov.uk/permanent-endowment-rules-for-charities\)](https://www.gov.uk/permanent-endowment-rules-for-charities).

7.7 Staff and volunteers

As part of your overall responsibility for the charity, you and your co-trustees have responsibilities towards any volunteers or staff.

You must ensure that:

- the charity complies with relevant law including employment, pension, equality and health and safety law
- volunteers are clearly distinct from employees in terms of responsibilities and rights; for example by not requiring volunteers to work set hours, nor paying them more than expenses they actually incur

You should ensure that:

- people are clear about what they are supposed to do, through appropriate job descriptions for staff or role descriptions for volunteers

- people are aware of the rules and boundaries within which they must work, for example, when representing or speaking on behalf of the charity
- people work safely
- people know what to do if there's a problem
- people know what they need to report and who they report to
- senior managers are not disqualified (see below)

You and your co-trustees should ensure that the charity has appropriate procedures and policies in place, staff and volunteers get appropriate training, and people know they must comply with policies and procedures. You also have an important role in promoting effective working relationships between trustees, senior staff (if any), staff and volunteers.

If your charity has senior managers – typically carrying out chief executive or finance director roles – you and your co-trustees should ensure that you have procedures in place to check if they are disqualified by law from acting in that role. The reasons for disqualification are the same as for trustees - see section 3.2.1.

You can read the [automatic disqualification guidance for charities](https://www.gov.uk/guidance/automatic-disqualification-rule-changes-guidance-for-charities) (<https://www.gov.uk/guidance/automatic-disqualification-rule-changes-guidance-for-charities>) which explains the disqualification in more detail..

Find out more:

[How to manage your charity's volunteers](https://www.gov.uk/how-to-manage-your-charitys-volunteers) (<https://www.gov.uk/how-to-manage-your-charitys-volunteers>)

[Charity staff: how to employ paid workers](https://www.gov.uk/charity-staff-how-to-employ-paid-workers) (<https://www.gov.uk/charity-staff-how-to-employ-paid-workers>)

[Pension rules for charities](https://www.gov.uk/pension-rules-for-charities) (<https://www.gov.uk/pension-rules-for-charities>)

[Charity Finance Group guidance about pensions](https://cfg.org.uk/pensions-and-hr) (<https://cfg.org.uk/pensions-and-hr>)

7.8 Avoid mistakes - do not rely too much on individuals

Things can go wrong when trustees place too much reliance on individuals, and do not implement sufficient safeguards to ensure accountability. This can result in the charity falling victim to fraud or theft, or beneficiaries

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suffering abuse. These kinds of occurrences could cause the charity serious reputational and other damage.

All charities should have appropriate financial controls which ensure that more than one person is involved in receiving income and authorising expenditure. These should cover all payment methods that the charity uses - cheque, cash, credit card, charge card, debit card, prepaid card, telephone or internet banking or other electronic means. Handling cash brings increased risk, so try to avoid cash payments wherever possible.

When other people raise funds on behalf of the charity, whether they are volunteers or paid professionals, you should ensure there are proper controls over the funds raised. This is to make sure that the charity receives the full amount due to it.

Read more about [financial controls \(https://www.gov.uk/charity-money-how-to-keep-it-safe\)](https://www.gov.uk/charity-money-how-to-keep-it-safe).

If something does go seriously wrong, you should take prompt action to deal with it and report it to the Commission. Find out more in [section 8.3](#) of this guidance.

8. Act with reasonable care and skill

As someone responsible for governing a charity, you:

- must use reasonable care and skill, making use of your skills and experience and taking advice when necessary

- should give enough time, thought and energy to your role, for example by preparing for, attending and actively participating in all trustees' meetings

This is sometimes called the duty of care.

8.1 Using your skills and experience

As a trustee, you must use your skills and experience to inform decision making and benefit your charity. For example, the Trustee Act 2000 says that trustees must “exercise such care and skill as is reasonable in the circumstances”. What is reasonable in the circumstances will depend on any special knowledge or experience that the trustee has or claims to have.

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It also depends on whether a trustee is acting in a professional or paid capacity, and what it would be reasonable to expect such a person to know.

The Trustee Act 2000 applies to trustees of unincorporated charities. Company law and the Charities Act impose similar duties on directors of charitable companies and trustees of CIOs (see [section 11](#) of this guidance). In addition, all trustees have a general duty of care which they must apply to all aspects of their role.

8.2 Taking advice when you need to

Trustees should recognise and acknowledge when they need advice. This is particularly important if the charity (or its property) may be at risk, or if they could act in breach of their duties, for example, when:

- buying or selling land (most charities must take advice from a surveyor or other qualified person when selling charity land)
- investing charity funds
- entering into novel, long-term, complex or high-value contracts
- considering legal action

Some larger charities employ their own professional advisers; most charities are more likely to obtain advice externally.

Find out more:

[Making decisions at a charity \(https://www.gov.uk/guidance/making-decisions-at-a-charity\)](https://www.gov.uk/guidance/making-decisions-at-a-charity)

[How to invest charity money \(https://www.gov.uk/how-to-invest-charity-money\)](https://www.gov.uk/how-to-invest-charity-money)

[Other sources of help and advice \(https://www.gov.uk/charity-trustee-whats-involved\)](https://www.gov.uk/charity-trustee-whats-involved)

8.3 What to do if something does go wrong

Most problems in charities can be resolved by the trustees themselves, sometimes with some advice. However, in serious cases the Commission may need to advise the trustees or take action to protect the charity.

If something does go wrong, you should take prompt and appropriate action to:

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prevent or minimise any further loss or damage

if appropriate, report it to the Commission, the police if a crime has been committed, and any other regulators that the charity is accountable to

plan what you will say to your staff, volunteers, members, the public or the media

take reasonable steps to prevent it from happening again - review controls and procedures, take appropriate advice

The Commission requires charities to report serious incidents. A serious incident is an adverse event, whether actual or alleged, which results in or risks significant:

loss of your charity's money or assets

damage to your charity's property

harm to your charity's work, beneficiaries or reputation

The most common type of incidents are frauds, thefts, significant financial losses, criminal breaches, terrorism or extremism allegations, and safeguarding issues.

If a serious incident takes place, you need to report what happened and explain how you are dealing with it, even if you have reported it to the police, donors or another regulator.

The Commission can then decide what action, if any, is appropriate. Trustees must avoid exposing their charity to undue risk and should take reasonable steps to assess and manage risks to its activities, beneficiaries, property and reputation. Reporting serious incidents to the Commission demonstrates that you have identified a risk to the charity and that its trustees are taking appropriate and effective action to deal with it. It also means the Commission can respond positively to any enquiries from the public or media.

If trustees fail to report a serious incident that subsequently comes to light, the Commission may consider this to be mismanagement and take regulatory action, particularly if further abuse or damage has arisen following the initial incident.

Find out more:

[How to report a serious incident in your charity \(https://www.gov.uk/how-to-report-a-serious-incident-in-your-charity\)](https://www.gov.uk/how-to-report-a-serious-incident-in-your-charity)

8.4 When the Commission would become involved

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The Commission will get involved if it is concerned that trustees are not fulfilling their duties towards their charity, either because they do not understand them or are unwilling or unable to fulfil them.

In some cases, the Commission may decide that it's sufficient to advise the trustees about their duties. In more serious cases, when charities' assets, reputation, services or beneficiaries have been harmed or are at significant risk, the Commission may open a statutory inquiry, which will allow it to:

- obtain and assess evidence

- use enforcement powers to protect the charity's assets or secure their proper application

Opening an inquiry does not always mean the Commission suspects wrongdoing. The Commission's aim in such cases is to stop abuse or damage and put charities back on a proper footing for the future.

Read about the Commission's work to prevent, detect and tackle abuse and mismanagement in charities and promote charity law: [Tackling abuse and mismanagement in charities](https://www.gov.uk/government/publications/tackling-abuse-and-mismanagement-in-charities) (<https://www.gov.uk/government/publications/tackling-abuse-and-mismanagement-in-charities>).

9. Ensure your charity is accountable

You and your co-trustees must comply with statutory accounting and reporting requirements. You should also:

- be able to demonstrate that your charity is complying with the law, well run and effective

- ensure appropriate accountability to members, if your charity has a membership separate from the trustees

- ensure accountability within the charity, particularly where you delegate responsibility for particular tasks or decisions to staff or volunteers

9.1 Complying with accounting requirements

All charities must produce accounts and provide a copy of the most recent to anyone who asks. (You can charge to cover your costs.) The Commission will take regulatory action against charities that persistently fail to provide copies of accounts when asked by members of the public or a regulator.

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Exactly what accounts your charity must produce depends on whether the charity is a company and how much income it receives. Different rules apply to exempt charities. Find out more about [accounting and reporting requirements for charities \(https://www.gov.uk/government/publications/charity-reporting-and-accounting-the-essentials-march-2015-cc15c\)](https://www.gov.uk/government/publications/charity-reporting-and-accounting-the-essentials-march-2015-cc15c).

Charities whose income is over £250,000, and all charitable companies, must prepare their accounts and trustees' annual report in accordance with the Statement of Recommended Practice - Accounting and Reporting by Charities (Charities SORP).

Find out more about the [Charities SORP \(https://www.gov.uk/government/publications/charities-sorp-2005\)](https://www.gov.uk/government/publications/charities-sorp-2005).

All registered charities must also provide information annually to the Commission. The rules vary according to your charity's size and structure. Registered charities with:

- income up to £10,000 should complete the relevant sections of the annual return, which include updates to trustees

- income above £10,000, and all CIOs, must prepare and file an annual return form

- income above £25,000, and all CIOs, must also file copies of their trustees' annual report and accounts

Failure to submit accounts and accompanying documents to the Commission is a criminal offence. The Commission also regards it as mismanagement or misconduct in the administration of the charity. Providing timely, accurate and informative financial information that will help funders, donors, beneficiaries and others to understand your charity and its work will encourage trust and confidence in it.

Remember, those trustees who sign the trustees' annual report and accounts are signing on behalf of the whole trustee body so all of the trustees are responsible for the accounts.

Find out more about [annual returns \(https://www.gov.uk/prepare-a-charity-annual-return\)](https://www.gov.uk/prepare-a-charity-annual-return).

Your charity may also have to report to other regulators, for example, if its activities include providing social housing, education or social care. Companies must also submit accounts and annual returns to Companies House annually.

9.2 Being accountable to people with an interest in the charity

It's important to take account of what your members, beneficiaries, supporters and funders say. Use this information to inform decisions and improve the charity's services. If your charity has a wider voting membership in addition to the trustees, your governing document may contain specific provisions about when to involve members in decisions, for example through general meetings.

Charities should consider the benefits of having appropriate [procedures for dealing with complaints \(https://www.gov.uk/government/publications/cause-for-complaint-rs11\)](https://www.gov.uk/government/publications/cause-for-complaint-rs11), and ensuring they are easy to find and easy to follow.

You and your co-trustees must ensure that your charity complies with the law, and should be able to demonstrate that it is legally compliant, well run and effective in carrying out its purposes. If you can't demonstrate these things, you should be able to explain what steps you are taking to address any difficulties.

You may find it helpful to review your charity's compliance and good practice using:

the [Charity Governance Code \(https://www.charitygovernancecode.org/en\)](https://www.charitygovernancecode.org/en)

a quality standard, such as [PQASSO \(https://www.ncvo.org.uk/about-us/our-services/trusted-suppliers/trusted-standard/#/\)](https://www.ncvo.org.uk/about-us/our-services/trusted-suppliers/trusted-standard/#/), or another standard that is suitable for your charity

benchmarking (comparing and learning) with another organisation

an independent review by a suitably qualified adviser

Read about [public trust and confidence in charities \(https://www.gov.uk/government/publications/public-trust-and-confidence-in-charities-rs31\)](https://www.gov.uk/government/publications/public-trust-and-confidence-in-charities-rs31).

9.3 Trustees and delegation

Trustees often delegate day to day activities to particular trustees (such as the chair), volunteers or staff. Many charities also have power to delegate decision making to sub-committees or senior staff. Delegation can help trustees to govern more effectively, but they cannot delegate their overall

responsibility. Trustees always remain collectively responsible for all decisions that are made and actions that are taken with their authority.

You and your co-trustees should set out in writing the limits of any delegated authority. You should also put clear reporting procedures in place, so you can ensure the delegated authority is exercised properly. This could include staff job descriptions, volunteers' role descriptions and committees' terms of reference. A periodic review of any delegated authorities can help to ensure that those authorities are properly managed.

The trustees should consider and decide what decisions they will not delegate. High risk and unusual decisions should not be delegated. You should agree appropriate guidelines to help assess what is likely to be high risk or unusual. Staff, particularly senior staff, can have an important role in informing trustee decision making by providing information and advice.

Trustees might be told that they should not interfere in day to day operations. You should allow staff and volunteers to carry out any functions that have been delegated to them. But you and your co-trustees must be able to ensure that delegated authority is being properly exercised, through appropriate monitoring and reporting procedures (and, where appropriate and possible, independent checking).

It's important to have clear and appropriate channels of communication between staff and trustees and ensure these are followed.

9.4 Avoid mistakes - ask questions (even ones that seem 'awkward' or 'stupid')

Part of your role is to hold people (including staff, volunteers and fellow trustees) to account for how they carry out their role or use the charity's resources. This can mean asking probing or challenging questions about information at trustee meetings, or being prepared to say 'I do not understand what this means'. You should receive timely information in a format that you can understand and use, and if necessary ask for explanations, training or a different presentation. For example, all trustees, not just the treasurer, are responsible for the charity's finances and should be able to understand, consider and comment on financial information.

10. Reduce the risk of liability

It's extremely rare, but not impossible, for charity trustees to be held personally liable:

- to their charity, for a financial loss caused by them acting improperly
- to a third party that has a legal claim against the charity that the charity can't meet

Understanding potential liabilities will help you to protect yourself and your charity by taking action to reduce the risk. This includes complying with duties covered in this guidance. It also includes deciding whether your charity should become incorporated.

10.1 Personal liability to the charity

Trustees can be held liable to their charity for any financial loss they cause or help to cause. This applies to any type of charity whatever its legal form.

The law generally protects trustees who have acted honestly and reasonably from personal liability to their charity. The Commission and the courts:

- can relieve trustees from liability if they have acted honestly and reasonably and have not benefited from their actions

- rarely enforce liability on an unpaid trustee who has made an honest mistake

- expect higher standards from trustees who act in a professional capacity or are paid for being trustees

Trustees who receive an unauthorised payment or benefit from their charity have a duty to account for (ie repay) it. The Commission can't relieve trustees from this duty.

There is no legal protection for trustees who have acted dishonestly, negligently or recklessly. However, there may be financial protection for those trustees who have made an honest mistake and can rely on the indemnity provisions in the charity's governing document, insurance cover or relief from the Commission or the court.

Find out more:

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[Charity Commission policy on restitution and the recovery of charitable funds misappropriated or lost to charity in breach of trust](https://www.gov.uk/government/publications/how-we-ensure-charities-meet-their-legal-requirements/our-policy-on-restitution-and-the-recovery-of-charitable-funds-misappropriated-or-lost-to-charity-in-breach-of-trust)
(<https://www.gov.uk/government/publications/how-we-ensure-charities-meet-their-legal-requirements/our-policy-on-restitution-and-the-recovery-of-charitable-funds-misappropriated-or-lost-to-charity-in-breach-of-trust>)

10.2 Liability to third parties

Charities or their trustees can become liable to a third party who has a claim against the charity such as:

- breaches of an employee's terms, conditions or rights
- failing to pay for goods or services, or to fulfil the terms of a contract
- a member of the public being injured on the charity's premises
- liability to any staff pension scheme

If the charity is incorporated, the charity itself will be liable for the claim. Some types of incorporated body (companies, CIOs and Community Benefit Societies) can specifically limit the liability of their trustees and members.

If the charity is unincorporated, the trustees have to sign contracts and other agreements personally, and will have to meet any claim. The charity can normally meet any liabilities that you incur as a trustee provided you have acted honestly and reasonably. (Some charities also have power to indemnify trustees against liability arising from an honest mistake.) But if you incur liabilities that exceed the value of the charity's assets, you could be liable for any amount that the charity can't cover.

Find out more about your charity's legal structure - see [section 11](#) of this guidance.

Find out more:

[Vicarious liability of a charity or its trustees](https://www.gov.uk/government/publications/vicarious-liability-of-a-charity-or-its-trustees)
(<https://www.gov.uk/government/publications/vicarious-liability-of-a-charity-or-its-trustees>)

10.3 Criminal liability

In some cases, the charity or its trustees can become liable for offences committed by the charity's staff (for example, under the Bribery Act of **250**

corporate manslaughter law).

Find out more about the [Bribery Act \(http://www.transparency.org.uk/our-work/business-integrity/bribery-act/guidance-for-ngos\)](http://www.transparency.org.uk/our-work/business-integrity/bribery-act/guidance-for-ngos) (Transparency International guidance).

10.4 Reduce the risk of personal liability

To reduce the risk of becoming personally liable, you should:

- ensure trustees understand their responsibilities
- ensure the charity can meet its financial obligations, particularly before agreeing to any contract or substantial borrowing
- ensure the charity can meet any obligations to staff pension schemes
- hold regular trustee meetings and keep proper records of decisions made and the reasons for those decisions
- ensure you prevent conflicts of interest from affecting decisions
- ensure any transactions with and benefits to trustees or connected persons are properly authorised
- take appropriate advice from a suitably qualified person when you need to
- if you delegate any powers, give clear written instructions and make sure the instructions are being followed
- ensure the charity has effective management and financial controls including
 - keep receipts and records of income and expenditure
 - receive regular financial reports
 - file accounts on time
- ensure the charity is complying with other laws that apply to it
- consider whether the charity needs additional insurance or needs to become incorporated

If your charity is unincorporated and employs staff or enters into other contracts, the trustees should seriously consider changing the charity into an incorporated form. You may need to take professional advice about this, particularly in relation to any pension liabilities which could be triggered by incorporation.

Read more about:

[How to manage risks in your charity \(https://www.gov.uk/how-to-manage-risks-in-your-charity\)](https://www.gov.uk/how-to-manage-risks-in-your-charity)

[Charities and insurance \(https://www.gov.uk/government/publications/charities-and-insurance-cc49\)](https://www.gov.uk/government/publications/charities-and-insurance-cc49)

[Changing your charity into a company or CIO \(https://www.gov.uk/change-your-charity-structure\)](https://www.gov.uk/change-your-charity-structure)

[Pension rules for charities \(https://www.gov.uk/pension-rules-for-charities\)](https://www.gov.uk/pension-rules-for-charities)

[Charity Finance Group guidance about pensions \(https://cfg.org.uk/pensions-and-hr\)](https://cfg.org.uk/pensions-and-hr)

11. Your charity's legal structure and what it means

It's important to know your charity's legal structure (eg trust, association, CIO, company) because it affects whether:

the charity itself can enter into contracts or employ staff, or the trustees must do these things personally

land is held by the charity itself or by the trustees (or someone the trustees appoint for that purpose)

trustees' liability is limited

trustees have specific legal duties that go with that legal structure

11.1 Different legal structures for charities

An 'incorporated charity' is one that's set up in a legal form which makes the charity itself a legal entity. This is called 'legal personality', and means the charity can own property or enter into contracts in its own name.

Incorporation gives trustees more protection from personal liability. Some incorporated forms can limit trustees' liability to third parties. The law places duties on board members to prevent the abuse of limited liability.

An 'unincorporated charity' doesn't have legal personality, so can't hold property or enter into contracts in its own name. Trustees' personal liability is unlimited.

This table summarises the characteristics of different legal forms and what they mean for trustees.

Legal form or structure	Incorporated (legal personality)	Title to land held by	Contracts/employment in the name of	Liabil third limite
Trust	No	Trustees for the charity	Trustees personally (for the charity)	No
Association	No	Trustees for the charity	Trustees personally (for the charity)	No
Company	Yes	The charity	The charity	Yes
Charitable Incorporated Organisation (CIO)	Yes	The charity	The charity	Yes
Corporation created by Act of Parliament	Yes	The charity	The charity	Yes u exclud the Ac
Royal charter body	Yes	The charity	The charity	Incorp gives protec
Community Benefit Society	Yes	The charity	The charity	Yes



Find out more:

[Charity types: how to choose a structure \(https://www.gov.uk/charity-types-how-to-choose-a-structure\)](https://www.gov.uk/charity-types-how-to-choose-a-structure)

[Running a limited company: Directors' responsibilities \(https://www.gov.uk/running-a-limited-company\)](https://www.gov.uk/running-a-limited-company)

[Royal Charter charities \(https://www.gov.uk/government/publications/royal-charter-charities\)](https://www.gov.uk/government/publications/royal-charter-charities)

11.2 Unincorporated charities (trusts and unincorporated associations) - holding land

Charities set up by a trust deed, constitution or similar governing document are unincorporated. This means they are not legal bodies in their own right and can't hold property in their own name; it must be held for the charity by trustees.

If the charity trustees do not want to hold legal title for any land or other property themselves, they can appoint a nominee, holding trustees (other individuals) or a custodian trustee (a company or other corporate body that has power to hold property for the charity). The governing document may explain how to do this.

Holding and custodian trustees aren't charity trustees; they can't make decisions about the management of the charity or its property, and must follow the lawful directions of the charity trustees.

You may find it simplest to vest the land in the Official Custodian for Charities. Read about [The Official Custodian for Charities' land holding service \(https://www.gov.uk/government/publications/the-official-custodian-for-charities-land-holding-service-cc13\)](https://www.gov.uk/government/publications/the-official-custodian-for-charities-land-holding-service-cc13).

[Apply to transfer land or property to the Official Custodian \(https://forms.charitycommission.gov.uk/vest-charity-land-in-the-official-custodian/\)](https://forms.charitycommission.gov.uk/vest-charity-land-in-the-official-custodian/).

12. Charity officers - the chair and treasurer

Some trustees have special roles, such as the chair and the treasurer. They are known as officers. You must comply with any specific provisions for officers in your governing document. Trustees can also nominate a trustee to take the lead on a particular matter.

Charity officers do not automatically have any extra powers or legal duties than their co-trustees, but may carry out specific roles or have specific responsibilities delegated to them. However, all trustees remain jointly responsible for the charity. For example, all trustees share responsibility for finances (not just the treasurer). A chair can only make decisions in

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accordance with any provision in the governing document or delegated authority agreed by the trustees, and should notify the other trustees of any decisions made.

12.1 The treasurer

The treasurer usually takes the lead at board level on:

- making sure the charity keeps proper accounts
- reviewing the charity's financial performance
- drawing up or reviewing policies for finance and investment
- ensuring that the charity has robust and effective financial controls in place
- liaising with finance staff and with the charity's independent examiner or auditor
- reporting on financial matters to the members, in a membership charity

In larger charities the treasurer may share these responsibilities with a finance committee, and staff may carry out day to day finance functions.

Find out more:

[The Honorary Treasurer's Forum \(http://www.honorarytreasurers.org.uk/\)](http://www.honorarytreasurers.org.uk/)

12.2 The chair

The role of the chair may vary depending on the charity's circumstances. The chair usually:

- helps plan and run trustee meetings (and in a membership charity, members' meetings)
- takes the lead on ensuring that meetings are properly run and recorded
- takes the lead on ensuring that trustees comply with their duties and the charity is well governed
- might have a second or casting vote if a vote on a trustees' decision is tied, but only if this is specified in the charity's governing document
- may act as a spokesperson for the charity
- acts as a link between trustees and staff

line manages the chief executive on behalf of the trustees

[A Chair's Compass - A guide for chairs of charities and non-profit organisations](http://www.associationofchairs.org.uk/ext/chairs-compass) (<http://www.associationofchairs.org.uk/ext/chairs-compass>).

13. Technical terms used in this guidance

This section explains some legal and technical terms used in this guidance.

'Beneficiary' or 'beneficiaries' means a person or group of people eligible to benefit from a charity. A charity's beneficiary group is usually defined in its governing document. Some charities call their beneficiaries clients or service users.

The 'Charities Act' is the Charities Act 2011. This guidance occasionally refers to specific powers under this Act.

A 'charitable incorporated organisation', or 'CIO', is an incorporated legal form designed specifically for charities. See [section 11](#) of this guidance for more detail.

A 'charity' is any organisation set up under the law of England and Wales for solely charitable purposes.

The 'Commission' means the Charity Commission, the regulator for charities in England and Wales.

A 'community benefit society' is an incorporated legal form in which charities can be set up. It is similar to a limited company. Community benefit societies are registered by the Financial Conduct Authority. Charitable community benefit societies are currently exempt charities.

'Excepted charities' do not have to register with the Commission or submit annual returns. Apart from that, the Commission regulates them and can use any of its powers if it needs to. This only applies to specified churches, Scout and Guide groups and armed forces charities whose income is below £100,000. Read more about [excepted charities](https://www.gov.uk/government/publications/excepted-charities/excepted-charities-2) (<https://www.gov.uk/government/publications/excepted-charities/excepted-charities-2>).

An 'exempt charity' is exempt from registration and direct regulation by the Commission. Most exempt charities have a different charity regulator (or 'principal regulator'). Trustees of exempt charities have the same basic

duties as other charity trustees. Read more about [exempt charities](https://www.gov.uk/government/publications/exempt-charities-cc23) (<https://www.gov.uk/government/publications/exempt-charities-cc23>).

The 'governing document' is the legal document that sets out the rules that govern a charity. These include the charity's objects and, usually, how it must be administered. It's usually a trust deed, constitution, CIO constitution or articles of association. Some charities have a different type of document such as a conveyance, will, royal charter or Commission scheme. [Find out more about governing documents](https://www.gov.uk/how-to-write-your-charity-governing-document) (<https://www.gov.uk/how-to-write-your-charity-governing-document>).

'Have regard to' does not have a strict legal definition, but generally means 'take into account' or 'consider', rather than 'comply with'.

'In the charity's best interests' means what the trustees believe will best enable the charity to carry out its purposes for the public benefit. See [section 6](#) of this guidance for more detail.

An 'incorporated charity' means a charity formed as a company, CIO, royal charter body, community benefit society or a corporation created by Act of Parliament. Being incorporated means the charity itself is a legal body. It can own property or enter into contracts in its own name. Incorporation gives trustees more protection from personal liability. See [section 11](#) of this guidance for more detail.

Misconduct includes any act (or failure to act) that the person committing it knew (or ought to have known) was criminal, unlawful or improper.

Mismanagement includes any act (or failure to act) that may cause charitable resources to be misused or the people who benefit from the charity to be put at risk.

A charity's 'purpose' is what it is set up to achieve (for example, relieving poverty or promoting health). A charitable purpose is one that:

- falls within one or more of 13 'descriptions of purposes' listed in the Charities Act

- is for the public benefit (the 'public benefit requirement')

A charity's 'objects' are a written statement of its purposes - they must be exclusively charitable.

A 'registered charity' is a charity registered with the Commission.

A 'suitably qualified person or adviser' is someone who the trustees could reasonably expect to be competent to advise them about a particular matter. This includes professional advisers (such as solicitors, accountants and surveyors). It could also include (for example) a member of the charity's staff, a suitably qualified trustee or an adviser from another organisation.

‘Trustee’ means a charity trustee. Charity trustees are the people responsible for governing a charity and directing how it is managed and run. The charity’s governing document may call them trustees, the board, the management committee, governors, directors, or something else. The Charities Act defines the people who have ultimate control of a charity as the charity trustees, whatever they are called in the charity’s governing document:

a ‘custodian trustee’ is a corporation appointed to hold property for a charity; it isn’t a charity trustee and must act on the lawful instructions of the charity trustees

‘holding trustees’ are individuals appointed to hold property for a charity; they aren’t charity trustees, they must act on the lawful instructions of the charity trustees and in accordance with any provisions in the governing document

An ‘unincorporated charity’ is a charity set up as a trust or association. Being unincorporated means the charity isn’t a legal body (so it can’t hold property or enter into contracts) in its own right. Trustees’ personal liability isn’t limited. See [section 11](#) of this guidance for more detail.



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CHARITY COMMISSION
FOR ENGLAND AND WALES

Charitable Trusts: Model Trust Deed

Charitable Trusts: Model Trust Deed (GD2)

A trust is likely to be appropriate where the charity:

- will not have a membership; and
- is unlikely to employ a significant number of staff or carry on any kind of business.

Guidance to consider before you begin

You may find it helpful to begin by reading the following guidance on our website:

- The comprehensive information under Start up a charity.
- Registering as a Charity (CC21). Its checklist of questions will help you to decide how best to set up the charity.
- Choosing and Preparing a Governing Document (CC22). This gives advice on the practicalities of completing the charity's governing document and on the different provisions which may be needed.
- Our guidance The Essential Trustee - What you need to know (CC3), which sets out the basics that all charity trustees need to know.

Next steps

1. Completing the trust deed

Once you have decided to apply to register a charitable trust, please read the trust deed and its accompanying guidance notes carefully.

Some clauses contain blank spaces that you will need to fill in.

The model is intended to be sufficiently flexible to deal with most eventualities. If you want to include special or complex provisions which are not contained in it you should consider asking a solicitor to help you. Please make clear any changes you make and why they are necessary. This will help us to consider your application as quickly as possible. We cannot guarantee to accept every organisation which uses the model trust deed as charitable. We must consider each case separately.

2. After you have completed the model trust deed, please:

- execute the deed - this involves signing and dating it in the presence of a witness - the notes give more detail about this; and
- check whether the deed needs to be stamped by HM Revenue & Customs (see next page under 'Does the deed need to be stamped?')

3. Applying to register

To register a new charity, apply online. (The online application material includes Application for registration - guidance notes.)

Please attach a copy of your final executed trust deed and your signed Trustee Declaration to your application. If you cannot attach these documents to your application please proceed to apply online and we will email you instructions about how to send them to us.

If you cannot apply online, please contact us using the link from our website homepage.

4. How long will it take?

We can normally make a decision in 15 working days if an organisation:

- uses our model wording for its objects (as set out in the Example charitable objects on our website);
- shows that its activities are consistent with the objects;
- shows that any private benefit is incidental and is properly managed; and
- uses our model governing document

Other applications will need closer consideration and so will take longer (especially where the charity's purposes are novel and/or at the boundaries of what is charitable).

Does the deed need to be stamped?

Deeds executed before 1 December 2003 require stamping.

Deeds executed on or after 1 December 2003 but before 13 March 2008 only require stamping if the deed declares trusts over stocks and shares.

Deeds executed on or after 13 March 2008 do not require stamping.

If your Deed needs to be stamped then you should send it (or a certified copy of it) to:

HM Revenue & Customs
Birmingham Stamp Office
City Centre House
30 Union Street
Birmingham
B2 4AR

Further information can be found on the HM Revenue & Customs website (www.hmrc.gov.uk) or by ringing the Stamp Duty helpline: 0845 603 0135.

Notes

First trustees - Insert full names and addresses. (Clause 9 specifies the minimum number of trustees.) The first trustees should be the same people whose signatures are witnessed at the end of this declaration of trust and whose names appear on the Application for charity registration Trustee Declaration. The charity trustees will be subject to a number of legal duties which are set out in our guidance The Essential Trustee: What you need to know (CC3). All prospective charity trustees should read that guidance before taking up office.

Starting Sum - Insert a description of the money or other property held. A trust cannot exist unless there is some money or property that is subject to it. A token sum of money is sufficient to create a charitable trust, but may not be enough to enable the trust to qualify for registration: see Registering as a Charity (CC21).

Clause 2 - The power in this clause can be exercised whenever the trustees think that the charity's interests will be served by changing its name. In general, the Commission will object to a new name only if it infringes the principles set out in section 42 of the Charities Act 2011 (briefly, if the name is too similar to that of another charity, or is in some other way misleading or misrepresentative, or is offensive).

THIS DECLARATION OF TRUST IS MADE

the day of20 by
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.....
.....

(‘the first trustees’)

The first trustees hold the sum of
£
.....

on the trusts declared in this deed and they expect that more money or assets will be acquired by them on the same trusts.

NOW THIS DEED WITNESSES AS FOLLOWS:

1. Administration

The charitable trust created by this deed (‘the charity’) shall be administered by the trustees. (In this deed, the expression ‘the trustees’ refers to the individuals who are the trustees of the charity at any given time. It includes the first trustees and their successors. The word ‘trustee’ is used to refer to any one of the trustees.)

2. Name

The charity shall be called
.....
.....

Clause 3 - Describe here clearly what it is that you intend that your charity should set out to achieve. A charity's object must be expressed in exclusively charitable terms and this can be quite difficult. Guidance is available in our guidance Choosing and Preparing a Governing Document (CC22) and on our website where we have provided some basic model objects. The key elements to include are:

- If the charity will operate in Scotland and/or Northern Ireland you should include the wording in square brackets to meet the requirements of charity law in that/those countries, deleting as required if the charity works in one of those two countries.

3. Objects

The objects of the charity ('the objects') are:

This image shows a full page of white paper with horizontal dashed lines, typical of primary school writing paper. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

[Nothing in this deed shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.]

4. Application of income and capital

The trustees must apply the income and, at their discretion all or part of the capital, of the charity in furthering the objects.

Notes

Clause 5 - Include any of the powers from the following sub-clauses which you consider necessary, numbered in sequence. Some powers are implicit in a charity's objects (for example, if the object is to provide a school, the trustees have an implicit power to acquire premises). Other powers are given by statute, often only if specific conditions are met. For example, the Trustee Act 2000 gives trustees power to acquire and dispose of land, to borrow money in many circumstances, to delegate much of the running of the charity and to invest. However, there are some things that can be done only if the charity's governing document provides express power to do them. It is sensible to set out all the powers that the charity is likely to need, for the avoidance of doubt and to remind trustees of the conditions that have to be met when they exercise those powers.

Clause 5(1) - This sub-clause provides a general power to raise funds through a wide variety of methods including inviting and receiving donations and legacies. The only restriction here is that it does not allow the charity to engage in taxable permanent trading for the purpose of raising funds. Although trading on a small scale is allowed: HM Revenue & Customs provides guidance on the tax treatment of different sorts of trading. If your charity is likely to raise funds from trading, our guidance Charities and Trading (CC35) provides detailed advice. This sub-clause does not prevent trading in order to carry out the charity's object - for example, an educational charity can charge fees for the educational services it provides.

Clause 5(2) - This power is helpful if the trustees wish to acquire property either for use as office premises or functionally (such as a playground or school site). Our guidance Acquiring Land (CC33) contains further guidance on the issue. When the trustees acquire land for the charity, the ownership of the land cannot rest with the charity directly as it has no separate legal identity. The trustees will therefore need to ensure that title to the charity's land is held in the name of individuals, or a company, in trust on behalf of the charity. Typically this can be some or all of the trustees, the Official Custodian for Charities (see The Official Custodian for Charities' Land Holding Service - CC13) or a nominee - see clause 6 notes.

Clause 5(3) - This power enables the charity to dispose of its property. Sections 117 - 122 of the Charities Act 2011 apply to most charities and require trustees to comply with certain conditions to ensure that they dispose of the property for the

5. Powers

In addition to any other powers they have, the trustees may exercise any of the following powers in order to further the objects (but not for any other purpose):

- (1) to raise funds. In exercising this power, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
- (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if they wish to mortgage land owned by the charity;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (7) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- (8) to create such advisory committees as the trustees think fit;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the charity;
- (10) to do any other lawful thing that is necessary or desirable for the achievement of the objects.

6. Statutory powers

Nothing in this deed restricts or excludes the exercise by the trustees of the powers given by the Trustee Act 2000 as regards investment, the acquisition or disposal of land and the employment of agents, nominees and custodians.

Notes

best price reasonably obtainable. Our guidance Disposing of Charity Land (CC28) provides more information about this.

Clause 5(4) - This provides the trustees with an explicit power to borrow. It also makes clear that if this power to borrow involves securing the loan on assets of the charity the trustees must comply with the requirements of the Charities Act 2011. Briefly, the Act requires that the trustees take advice and provide certain certificates/statements when they are borrowing money by way of mortgage. Our Operational Guidance Borrowing and mortgages on our website provides detailed information on this.

Clause 5(9) - This power cannot be used to employ trustees as staff. See clause 28.

Clause 6 - The trustees will have the wide powers conferred by the Trustee Act 2000, whether or not they are expressly included in this document. The statutory power of investment requires the trustees to take advice and to consider the need to invest in a range of different investments. Our guidance Investment of Charitable Funds: Basic Principles (CC14) provides more information about charity investments. The powers to employ agents, nominees and custodians is of particular use where a charity wishes to use an investment manager or where it owns land and needs a nominee to hold land on its behalf - see note to clause 5(2).

Clause 7 - The trustees are responsible for supervising the activities of their delegates.

Clause 9 - Insert the number of trustees in the square brackets. Unless the charity is to be administered by a company, we recommend that there are at least three trustees. This will help with the quality of decision making and the sharing of the responsibilities and duties that attach to trusteeship. (There must be at least two trustees to give a receipt for capital.) Refer also to clause 12 of the deed about trustee numbers. We would recommend that trustees are appointed for a fixed term and if you choose this option, delete the square brackets and complete the number for the term of years. If the appointment is not to be for a fixed term, delete the text in the square brackets.

7. Delegation

- (1) In addition to their statutory powers, the trustees may delegate any of their powers or functions to a committee of two or more trustees. A committee must act in accordance with any directions given by the trustees. It must report its decisions and activities fully and promptly to the trustees. It must not incur expenditure on behalf of the charity except in accordance with a budget previously agreed by the trustees.
- (2) The trustees must exercise their powers jointly at properly convened meetings except where they have:
 - (a) delegated the exercise of the powers (either under this provision or under any statutory provision), or
 - (b) made some other arrangements, by regulations under clause 22.
- (3) The trustees must consider from time to time whether the powers or functions which they have delegated should continue to be delegated.

8. Duty of care and extent of liability

- (1) When exercising any power (whether given to them by this deed, or by statute, or by any rule of law) in administering or managing the charity, each of the trustees must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he or she has or claims to have ('the duty of care').
- (2) No trustee, and no one exercising powers or responsibilities that have been delegated by the trustees, shall be liable for any act or failure to act unless, in acting or in failing to act, he or she has failed to discharge the duty of care.

9. Appointment of trustees

- (1) There must be at least [] trustees. Apart from the first trustees, every trustee must be appointed [for a term of years] by a resolution of the trustees passed at a special meeting called under clause 15 of this deed.
- (2) In selecting individuals for appointment as trustees, the trustees must have regard to the skills, knowledge and experience needed for the effective administration of the charity.
- (3) The trustees must keep a record of the name and address and the dates of appointment, re-appointment and retirement of each trustee.

Notes

Clause 9(4) - Our guidance Finding New Trustees - What charities need to know (CC30) provides guidance on effective methods of recruiting new trustees. This includes advice on what information to provide new trustees with - in addition to (a) and (b) here, the trustees might wish to provide a copy of the minutes covering the previous year's meetings.

Clause 9(5) - The first trustees are those individuals named at the beginning of this deed. There is no need to include sub-clause (5) if the trustees will continue in post until they retire. There are, however, benefits in including fixed periods of appointment, not least by ensuring that the appointments are regularly reviewed. If this sub-clause is included, we recommend that you 'stagger' the terms of office of the first trustees to ensure that they do not all go out of office at the same time. For example, if there are three trustees, one might be appointed for five years, one for four years and one for three years.

Clause 11(1) - Our guidance Finding New Trustees - What charities need to know (CC30) explains what sections 178 and 179 of this Act covers. In very broad terms, someone who has been convicted of offences involving deception or fraud, or who is an undischarged bankrupt or who has been removed from office as a trustee by us will be disqualified for acting as a trustee.

- (4) The trustees must make available to each new trustee, on his or her first appointment:
 - (a) a copy of this deed and any amendments made to it;
 - (b) a copy of the charity's latest report and statement of accounts.

- (5) The first trustees shall hold office for the following periods respectively:

.....
.....
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.....

10. Eligibility for trusteeship

- (1) No one shall be appointed as a trustee:
 - (a) if he or she is under the age of 18 years; or
 - (b) if he or she would at once be disqualified from office under the provisions of clause 11 of this deed.
- (2) No one shall be entitled to act as a trustee whether on appointment or on any re-appointment as trustee until he or she has expressly acknowledged, in whatever way the trustees decide, his or her acceptance of the office of trustee of the charity.

11. Termination of trusteeship

A trustee shall cease to hold office if he or she:

- (1) is disqualified for acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 or any statutory re-enactment or modification of that provision;
- (2) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (3) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated; or
- (4) notifies to the trustees a wish to resign (but only if enough trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings).

Clause 13 - We provide guidance on meetings in our guidance Charities and Meetings (CC48).

Clause 14 - Insert the name of one of the first trustees who will call the first meeting. 'Clear days' does not include the day on which the notice would be received by the trustee or the day on which the meeting is held. Section 332 of the Charities Act 2011 sets out how notice may be given by post. In broad terms, the charity may send notice to each trustee at the UK address held in the charity's records: no notice is required for trustees living outside the UK. The notice would be regarded as being received on the day when 'in the ordinary course of post' it is expected to arrive: so a first class letter should be expected to arrive 1 day after posting and that is the day on which the notice would be regarded as being received.

12. Vacancies

If a vacancy occurs the trustees must note the fact in the minutes of their next meeting. Any eligible trustee may be re-appointed. If the number of trustees falls below the quorum in Clause 17(1), none of the powers or discretions conferred by this deed or by law on the trustees shall be exercisable by the remaining trustees except the power to appoint new trustees.

13. Ordinary meetings

The trustees must hold at least two ordinary meetings each year. One such meeting in each year must involve the physical presence of those trustees who attend the meeting. Other meetings may take such form, including videoconferencing, as the trustees decide provided that the form chosen enables the trustees both to see and to hear each other.

14. Calling meetings

The trustees must arrange at each of their meetings the date, time and place of their next meeting, unless such arrangements have already been made. Ordinary meetings may also be called at any time by the person elected to chair meetings of the trustees or by any two trustees. In that case not less than ten days' clear notice must be given to the other trustees. The first meeting of the trustees must be called by or, if no meeting has been called within three months after the date of this deed, by any two of the trustees.

15. Special meetings

A special meeting may be called at any time by the person elected to chair meetings of the trustees or by any two trustees. Not less than four days' clear notice must be given to the other trustees of the matters to be discussed at the meeting. However, if those matters include the appointment of a trustee or a proposal to amend any of the trusts of this deed, not less than 21 days' notice must be given. A special meeting may be called to take place immediately after or before an ordinary meeting.

16. Chairing of meetings

The trustees at their first ordinary meeting in each year must elect one of their number to chair their meetings. The person elected shall always be eligible for re-election. If that person is not present within ten minutes after the time appointed for holding a meeting, or if no one has been elected, or if the person elected has ceased to be a trustee, the trustees present must choose one of their number to chair the meeting.

The person elected to chair meetings of the trustees shall have no other additional functions or powers except those conferred by this deed or delegated to him or her by the trustees.

Clause 19 - This reflects good practice on managing conflicts of interests and loyalties.

Clause 20 - This reduces the risk of trustees' decisions being declared invalid for purely technical reasons.

17. Quorum

- (1) Subject to the following provision of this clause, no business shall be conducted at a meeting of the trustees unless at least one-third of the total number of trustees at the time, or two trustees (whichever is the greater) are present throughout the meeting.
- (2) The trustees may make regulations specifying different quorums for meetings dealing with different types of business.

18. Voting

At meetings, decisions must be made by a majority of the trustees present and voting on the question. The person chairing the meeting shall have a casting vote whether or not he or she has voted previously on the same question but no Trustee in any other circumstances shall have more than one vote.

19. Conflicts of interests and conflicts of loyalties

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

20. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - (a) who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by this deed to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise

if without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 19 (Conflicts of interests and conflicts of loyalties).

21. Minutes

The trustees must keep minutes, in books kept for the purpose or by such other means as the trustees decide, of the proceedings at their meetings. In the minutes the trustees must record their decisions and, where appropriate, the reasons for those decisions. The trustees must approve the minutes in accordance with the procedures, laid down in regulations made under clause 22 of this deed.

22. General power to make regulations

- (1) The trustees may from time to time make regulations for the management of the charity and for the conduct of their business, including
 - (a) the calling of meetings;
 - (b) methods of making decisions in order to deal with cases of urgency when a meeting is impractical;
 - (c) the deposit of money at a bank;
 - (d) the custody of documents; and
 - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- (2) The trustees must not make regulations which are inconsistent with anything in this deed.

23. Disputes

If a dispute arises between the trustees about the validity or propriety of anything done by the charity trustees under this deed, and the dispute cannot be resolved by agreement, the trustees party to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Clause 22(1)(e) - The Electronic Communications Act 2000 and the Electronic Signatures Regulations 2002 permit electronic signatures to be accepted as evidence, subject to certain conditions. This sub-clause summarises those conditions. Regulations are effectively the internal procedures adopted by the trustees for the effective administration of the charity. They cannot be used to change any of the provisions in this deed - clause 31 of this deed sets out the procedure for amending the provisions of this deed.

Clause 23 - Disputes: It is good practice to include provisions for dealing with any disputes that arise between trustees. Litigation can be expensive, and litigation about the internal affairs of a charity would almost certainly constitute 'charity proceedings', which can be taken only with the Commission's authority. We would usually require the parties to a dispute to have tried mediation first.

Notes

Clause 24 - Guidance on our website sets out the key accounting requirements for charities. All charities with incomes over £10,000 must send accounts to the Charity Commission within 10 months of the end of the financial year to which the accounts relate.

Clause 24(5) - All charities with annual incomes of over £10,000 must send us their Annual Report within 10 months of the end of their financial year.

Clause 24(6) - All charities with annual incomes of over £10,000 must complete an Annual Return and send it to us within 10 months of the end of their financial year: the return provides a summary of key financial data and is used by us for monitoring purposes to detect issues which might require our attention or guidance.

Clause 25 - A charity's entry includes its name, correspondence address, objects and governing document. The Commission issues to every charity once a year an Annual Update form on which these details can conveniently be supplied. Trustees must provide details of any change in the entry although they do not have to use this form.

Clause 26 - The trustees can make regulations (under clause 22) to allow others associated with the operation of the charity such as employees or volunteers to sign cheques and other orders in relation to the charity's bank accounts so long as these activities are properly managed so as to reduce the risk of fraud. For example, the trustees might allow two senior employees or volunteers to sign cheques up to a defined face value, with a limit on the total value of cheques which they are authorised to sign in any one month. For charities which operate electronic bank accounts, there is guidance on trustee duties and operational best practice in Internal Controls for Charities (CC8) on our website.

Clause 27 - Application of income and property

(1) sets out a trustees' entitlement to reasonable expenses and reflects the provisions in the 1993 Act about a charity trustee's entitlement to benefit from trustee indemnity insurance. It is included in the deed to inform people involved with the charity.

(2) reflects charity law requirements that the income and property of a charity must be applied solely to further its objects and not to benefit the charity

24. Accounts, Annual Report and Annual Return

The trustees must comply with their obligations under the Charities Act 2011 with regard to:

- (1) the keeping of accounting records for the charity;
- (2) the preparation of annual statements of account for the charity;
- (3) the auditing or independent examination of the statements of account of the charity;
- (4) the transmission of the statements of account of the charity to the Commission;
- (5) the preparation of an Annual Report and its transmission to the Commission;
- (6) the preparation of an Annual Return and its transmission to the Commission.

25. Registered particulars

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

26. Bank account

Any bank or building society account in which any of the funds of the charity are deposited must be operated by the trustees and held in the name of the charity. Unless the regulations of the trustees make other provision, all cheques and orders for the payment of money from such an account shall be signed by at least two trustees.

27. Application of income and property

- (1) The income and property of the charity must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed out of the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) Subject to clause 28, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to any charity trustee.

Notes

trustees (except as permitted by the governing document - see clause 28 - or other express power). The trustees have a duty to ensure that the funds are correctly applied in accordance with this principle.

Clause 28 - Benefits and payments to charity trustees and connected persons - Charity trustees may only benefit from their charity if they have express legal authorisation to do so (such as a clause in the trust deed). This restriction extends to people closely connected to a trustee ('connected persons' - this term is defined in Interpretation clause 33). This clause clarifies the restrictions that apply to the charity trustees. Even where trustees are allowed to benefit from the charity, this must only happen where the benefit is in the interests of the charity. Our guidance Trustee expenses and payments (CC11) provides more information about trustee benefits.

This clause permits a minority of the charity trustees or connected persons to receive payments and other benefits in certain instances (such as for goods and services they supply to the charity), subject to the stated controls. The option also allows other types of trustee benefit, subject to the Commission's prior consent.

These powers cannot be adopted by existing charities without the authority of the Charity Commission.

No part of the clause allows trustees to receive payment for acting as a trustee.

Clause 28(2)(a) - If your charity will benefit all local inhabitants in a specific geographical area (eg as a community trust) you may wish to substitute the following wording: 'A trustee or connected person may receive a benefit from the charity as a beneficiary provided that it is available generally to the beneficiaries of the charity.'

Clause 28(2)(d) - The charity should document the amount of, and the terms of, the trustee's or connected person's loan.

28. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the Charity Commission ('the Commission'). In this clause a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

- (a) A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to, the conditions in, section 185 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) Payment for the supply of goods only - controls

The charity and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- (b) The amount or maximum of the payment for the goods in question does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 28.

(4) In sub-clauses (2)-(3) of this clause:

- (a) 'charity' shall include any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more trustees to the board of the company.

Clause 29 - These are the minimum requirements and trustees should consider if any other forms of insurance are needed.

Clause 31(2) - Note that a change of name under clause 2 need only be made by resolution; it does not require to be confirmed by deed.

- (b) In sub-clauses (2) and (3) of this clause 'connected person' includes any person within the definition set out in clause 33 (Interpretation).

29. Repair and insurance

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

30. Expenses

The trustees may use the charity's funds to meet any necessary and reasonable expenses which they incur in the course of carrying out their responsibilities as trustees of the charity.

31. Amendment of trust deed

- (1) The trustees may amend the provisions of this deed, provided that:
 - (a) no amendment may be made to clause 3 (Objects), clause 8 (Duty of care and extent of liability), clause 27 (Application of income and property) and clause 28 (Benefits and payments to charity trustees and connected persons), clause 32 (Dissolution) or this clause without the prior consent in writing of the Commission; and
 - (b) no amendment may be made that would have the effect of making the charity cease to be a charity at law.
 - (c) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity.
- (2) Any amendment of this deed must be made by deed following a decision of the trustees made at a special meeting.
- (3) The trustees must send to the Commission a copy of the deed effecting any amendment made under this clause within three months of it being made.

32. Dissolution

- (1) The trustees may dissolve the charity if they decide that it is necessary or desirable to do so. To be effective, a proposal to dissolve the charity must be passed at a special meeting by a two-thirds' majority of the trustees. Any assets of the charity that are left after the charity's debts have been paid ('the net assets') must be given:

- (a) to another charity (or other charities) with objects that are the same or similar to the charity's own, for the general purposes of the recipient charity (or charities); or
 - (b) to any charity for use for particular purposes which fall within the charity's objects.
- (2) The Commission must be notified promptly that the charity has been dissolved and, if the trustees were obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

33. Interpretation

- (1) In this deed:

all references to particular legislation are to be understood as references to legislation in force at the date of this deed and also to any subsequent legislation that adds to, modifies or replaces that legislation
- (2) 'connected person' means:
 - (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
 - (b) the spouse or civil partner of the trustee or of any person falling within sub-clause (a) above;
 - (c) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (a) or (b) above;
 - (d) an institution which is controlled -
 - (i) by the trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
 - (e) a body corporate in which -
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.
- (3) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in sub-clause (2) above.

Notes

This is set out to enable up to six trustees to sign and for these signatures to be witnessed so that the document has the formality of a deed. The first trustees named at the beginning of the document should sign. The witness(es) should be independent and not, for example, a close family relation of any of the first trustees. The first trustee should sign at 1(a) and the witness should sign at 1(b) and put his or her name and address where indicated; the next trustee should sign at 2(a) and the witness to that signature should complete 2(b) and so on until all the trustees have signed. If there are more than six trustees, please add further space following the pattern adopted for the first six sets of details.

IN WITNESS of this deed the parties to it have signed below

1. Signed as a deed by:

1(a).....

on this (day) of (month)..... (year)
in the presence of:

1(b).....

Witness's name:

.....

Witness's address:

.....

.....

.....

2. Signed as a deed by:

2(a).....

on this (day) of (month)..... (year)
in the presence of:

2(b).....

Witness's name:

.....

Witness's address:

.....

.....

.....

3. Signed as a deed by:

3(a).....

on this (day) of (month)..... (year)
in the presence of:

3(b)

Witness's name:

.....

Witness's address:

.....

.....

.....

4. Signed as a deed by:

4(a).....

on this(day) of(month)..... (year)

in the presence of:

4(b)

Witness's name:

.....

Witness's address:

.....

.....

.....

5. Signed as a deed by:

5(a).....

on this(day) of(month)..... (year)

in the presence of:

5(b)

Witness's name:

.....

Witness's address:

.....

.....

.....

6. Signed as a deed by:

6(a).....

on this(day) of(month)..... (year)

in the presence of:

6(b)

Witness's name:

.....

Witness's address:

.....

.....

.....

Charity Commission Scheme

Public Consultation Document



Malvern Hills Trust

277

Registered charity no. 515804



Bluebells beneath British Camp

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1. Glossary

Ancillary Land	This term applies to any land or buildings acquired: i. Under section 9 of the Malvern Hills Act 1995 (power to provide buildings for use by the conservators); ii. Under section 53 of the Commissioners Clauses Act 1847 (power to provide offices, etc.) or iii. Pursuant to an Order of the Charity Commission for England and Wales. It is land acquired for operational purposes – offices, storage, workshops, land exclusively used as in-by land etc, which is not public access land.
Board	Board of trustees, who together are responsible for management of the Trust.
Best interest of the charity	That which will best enable the charity to fulfil its purposes for the public benefit. It is not serving the best interests of the trustees, the staff or the organisation itself.
CCA	Commissioners Clauses Act 1847
Charities Act	Charities Act 2011
Connected person	Any trustee's spouse, civil partner, parent, child, brother, sister, grandparent or grandchild (or any spouse or civil partner of any of these people), or a person in a relationship with a trustee which may reasonably be regarded as equivalent to that of a spouse or civil partner.
DCMS	Department of Digital, Culture, Media and Sport
King's Third	King Charles I agreed to give up his right to take deer across the whole of Malvern Chase in return for enclosing one third of the area. The area he enclosed is the King's Third.
Malvern Hills	This is shorthand for all the land under the Trust's jurisdiction, including the Malvern Hills themselves, the commons, verges and woods.
MHT, the Trust	Malvern Hills Trust (this is the registered working name of Malvern Hills Conservators)
Purpose Land	This is the land under the Trust's jurisdiction to which the public normally have access and which is held to fulfil its charitable objectives. It does not include Ancillary Land.
Scheme	A scheme made under s 37 Charities Act 2011.
Special majority	75 % or more of those present and voting at a meeting.
Trustee	A trustee of the Malvern Hills Trust (previously referred to as conservators).

2. Introduction

The Trust is governed by 5 Acts of Parliament, the Malvern Hills Acts 1884, 1909, 1924, 1930 and 1995. Some of its administrative provisions are contained in the Commissioners Clauses Act 1847 (CCA). The Trust is a registered charity.

The Trust believes it would be hugely beneficial to rationalise, modernise and consolidate its governing legislation. Back in 2002, the Charity Commission made a review visit. It made the following comment:

“It is recommended that [the Conservators] consider applying to the Commission for a [Parliamentary Scheme]. The Conservators would need to make a case detailing the inadequacies of the current governance documents and the failings of the latest 1995 Act to provide an effective governance framework to run the charity in the most efficient manner.”

This was highlighted in the report as a key action point – a legal requirement that the Charity Commission believed that the charity was not meeting.

The Trust’s current governing legislation does not reflect or permit modern best practice in relation to charity governance and does not contain all the powers that the trustees need in order to administer the charity in the most effective way and to best achieve its objects. As a statutory charity, the Trust can only act where it has powers to do so. Many organisations, both charities and local councils, now have a general power (the General Power of Competence in the case of councils) to permit them to carry out any lawful action in furtherance of their objectives, and this is something which the Trust would seek to include in the Scheme.

There are some provisions in the Acts that can no longer be applied and others which reflect a legal and cultural context that no longer exists. The Acts also contain clauses reserving rights to individuals that are no longer relevant.



The Trust embarked on a process to reform the Malvern Hills Acts in 2014 and since then has given very careful consideration to the various problems with the existing legislation, what needs changing and what the alternatives might be.

The Trust's aim, therefore, is to bring its functions, powers, duties and governance into the 21st century. Your views on the initial proposals set out in this consultation will assist the Trust and the Charity Commission in doing this.

In addition to its governing Acts, the Trust is regulated by Charity Law. The Charity Commission has a power under s 73 Charities Act 2011 to settle a scheme to alter the provisions of Acts of Parliament that govern or regulate a charity. The Charity Commission has confirmed that it is prepared to support the Trust in this way and the Trust has had meetings with representatives from the Charity Commission and Department of Digital Culture Media and Sport (DCMS) to agree the content and scope of the proposed Scheme.

Changes to the Acts over the last 130 years have been made on a piecemeal basis and one issue that was clear from the start was that to have another stand-alone piece of legislation to add to the 5 governing Malvern Hills Acts (6 if including the Commissioners Clauses Act 1847) would make navigating the Acts even more difficult than it already is. The Trust's solicitors have planned their drafting on the basis that the Scheme will consolidate the existing Acts, and DCMS has agreed that this would be good practice. However formal confirmation from the DCMS that a s 73 Scheme can be used for this purpose is still awaited. The response will not affect the content of the Scheme but will affect the way it is presented.

The Trust has decided to go ahead with a public consultation to seek the views of everyone with an interest in the Malvern Hills. This will assist in shaping the final proposals which will be submitted to the Charity Commission in due course.

Please note:

1. Whatever changes are made to the governing Acts, everything which the Trust does is subject to the overriding duty to act in the [best interests of the charity](#).
2. Depending on the detail of any changes and when they come into effect, there will have to be transitional provisions to ensure a smooth change-over from the existing governance structure to any new one. It is too early to say what these might be. These will also provide that all things done prior to the commencement of the Scheme will remain valid (including payment of the levy and the byelaws).
3. In this document, text set out upon a green background is proposed wording for inclusion the Scheme. Square brackets [] indicate a number will be inserted.

11. The Levy

The Trust raised 40.7 % of its general income from the levy in the accounting year 2018/9.

Background

The power to raise a levy originated in the 1884 Act. The Trust's original land holding comprised mainly the central/northern Hills and Malvern Common, together with a small area of land at Colwall Green. The powers to levy contained in the 1884, 1909 and 1924 Acts reflect this historic position. The levy is currently paid by:

Parishes:

- Colwall
- Mathon
- Guarlford

Malvern Hills District Council (MHDC) Wards:

- West Malvern
- Wells
- Chase
- Dyson Perrins
- Pickersleigh
- Link
- Priory

Because of various local government reorganisations in the last 135 years, almost all of the references to local authorities in the Acts are out of date.

Worcestershire County Council (WCC) and what is now Herefordshire Council have a separate power contained in [s 9 of the 1909 Act](#) to raise a special levy (see next section). They could in principle raise a special levy on the parishes where the Trust has land but which do not pay the levy, so for example, the southern part of the Hills, Castlemorton Common, Old Hills and Newland. We are not aware that they have exercised the power and we suspect they would not consider it politically expedient to do so.

The mechanism for collecting the levy is very similar to the arrangements for Parish Councils. Since 1884 there have been numerous reforms, and the relevant provisions are now the Levying Bodies (General) Regulations 1992, made under the Local Government Finance Act 1988.

Considerations

There were significant changes to the land holding in the 1960s when the Trust acquired Old Hills and Castlemorton Common. Worcestershire County Council (which had been contributing to the cost of their upkeep when they were looked after by the Rural District Council) agreed to contribute towards the Trust's costs in relation to these areas. The contribution has been reduced in relative terms over the years, and is currently £10,400pa.

There is no doubt that the present arrangement whereby some parishes in which the Trust has land pay the precept and others do not is out of date, illogical and unfair. A lot of thought has been given over the years by the board and its advisors about what mechanism could be used to change the precepting arrangements.

However, the [DCMS](#) has made it very clear that a Charity Commission Scheme is not a suitable mechanism for changing the levying arrangements and it cannot therefore be included.

Under the package of proposals upon which the Trust is currently consulting, opportunities for people living outside the levy paying area to engage with and financially support the Trust would be opened up. The Trust would ask any parish outside the levy paying area to consider making a voluntary contribution towards the upkeep of Trust land in its area, and from which its residents benefit.

Please also see the sections on Power to set up a membership organisation (section 7) and Contributions from Worcestershire County Council and Herefordshire Council (section 12).

Proposed changes

The Trust proposes no substantive change to the current arrangements. The references in the Acts should be updated to reflect the Local Government reorganisation which has taken place.

It is proposed to include other options within the Scheme to increase fundraising by having a power to set up a trading subsidiary and a membership organisation.



Westminster Bank

Malvern Hills Trust

Charity Commission Scheme Consultation

Report by the Charity Commission Scheme Working Group
January 2020

This report has been prepared to assist Board members in deciding the Trust's response to the public consultation on the proposed changes to its governing Acts. A summary, together with the Working Group's observations on each section and the full response to the public consultation will be available to the public on the Trust's web site.

The Charity Commission Scheme Working Group has considered the results of the public consultation and this report contains their recommendations to the Governance Committee and the Board. The Working Group members are John Raine, Stephen Braim, David Bryer and Cynthia Palmer (Cynthia having been invited to join the group after the MHT elections in November 2019, while the others have served as members of the Charity Commission Scheme Working Group since 2016).

The Consultation Document was lengthy, and the Trust is very grateful to everyone who took the time to read it and complete the questionnaire. 467 respondents did so¹. MHT also contacted a number of individuals and organisations to invite written responses because of their very specific interests and the Trust received feedback from ten of them. Their feedback has been included in the analysis of responses at the appropriate points.

The Working Group is pleased by the overall level of response, and more particularly by the fact that a clear majority of respondents have taken a positive view of the proposals for change that have been put forward by the Trust.

Analysis of the pattern of responses by geographical area has revealed some significant variances (please see map appendix 1).

In particular, a significantly higher number of responses were received from postcodes clustered around the Hall Green and Guarlford area, than from any other locality. The cluster here accounted for some 17.5 % of all the responses received and, in addition, there were consistently lower levels of agreement with the proposals (generally of the order of at least 20%) when compared with all other responses. In seeking to understand this pattern of variance, it may be of relevance to note that the Trust dealt with a contentious application for an easement in this area in March 2019. To allow for comparison between the responses from the cluster and all other responses, and to demonstrate the effect of this variance, footnotes and a table of the data (appendix 3) have been included.

In contrast, analysis of the data set for respondents from the Herefordshire area revealed somewhat higher rates of agreement with the proposals. In response to nine out of ten of the questions, more than 70% of Herefordshire respondents indicated agreement with the

¹ This figure includes 12 respondents who did not give their name or full postcode, so it has been impossible to validate whether or not these included multiple responses from any one individual.

proposals, and for more than half of the questions, the level of agreement among respondents exceeded 80%.

Whilst the consultation was going on, it was noted that a significant amount of partial information was made available on social media, and several “group E-mails” were circulated, urging people to respond to the consultation in negative terms. One of these referred recipients to an independent website on which a number of suggested responses were provided. The Working Group also noted that several of the free text comments were identically scripted.

Whilst a clear majority of respondents agreed with almost all the proposals, most of the follow-up comments (as is often the way with consultations of this nature) were from those who disagreed with the proposals and who wanted to explain or emphasise their stance. Those in agreement, in the main, have little or nothing further to add.

The Working Group’s original intention had been to provide a response to each of the comments. However, their volume and the degree of repetition has made this impractical. Instead, the Group has provided a set of more generalised responses to the key themes in each section (with references back to the relevant pages in the Consultation Document where information appears to have been overlooked or misunderstood).

Responses to themes arising in multiple sections

The textual comments contained certain general themes and to avoid repetition elsewhere, these points are addressed below. A few of the responses also contained content which was not relevant to the consultation and in such instances, the Working Group has made no specific response, although where pertinent to management issues, the comments have been forwarded to the relevant staff.

MHT’s status

MHT is unusually constituted, although not unique. It is governed by its own private Acts of Parliament and by those other public Acts of Parliament which apply to it (and which are applicable more widely and not specifically to MHT).

MHT is also a charity and, as a consequence of that, it is subject to charity law. Any institution with charitable purposes and which exists for the public benefit will qualify as a charity for the purposes of charity law. This brings with it a statutory obligation to apply to register with the Charity Commission, which is the principal regulator of registered charities in England and Wales. MHT was first registered with the Charity Commission on 20 November 1984 (although it was a charity before its registration).

Other similar organisations are also registered charities: Epping Forest (registered in 1964), Wimbledon and Putney Common Conservators (registered in 1972) and Cleeve Common Trust (registered in 1989).

Registered charities are accountable to the Charity Commission which has a statutory objective to increase public trust and confidence in charities. Charity trustees also have a

range of duties and responsibilities, some of which are imposed by statute and others by charity law more generally.

If the MHT Scheme is brought into law, the organisation's accountability to the Charity Commission, and the duties and responsibilities of its trustees, will remain the same after the making of the Scheme as they were before.

Some consultees have referred to MHT as a "public body". MHT is a public body, but only to the extent that its functions have the necessary public element to mean that decisions taken by its trustees in relation to such "public functions" may be subject to judicial review (including e.g. a decision to grant an easement over land which is open to the public).

There are other examples of registered charities which exercise public functions, especially where the institution is regulated by an Act of Parliament (including e.g. the National Trust).

The present position (as made clear in the Consultation Document on page 13) is that charity trustees have to act solely and exclusively in the best interests of the charity at all times, and not in the interests of those who appointed them. The Scheme will not change this.

Concerns have also been expressed about trustees exercising powers incorporated in the Scheme in ways which would not support the Trust's objectives. However, an effective safeguard in relation to all matters is the requirement for all decisions of the trustees to be made in the best interests of delivering the Trust's charitable objectives for the public benefit. Accordingly decisions cannot be taken on the basis that they just benefit the charity as an entity.

The Malvern Hills

A number of the respondents have misunderstood what was meant in the Consultation Document by "the Malvern Hills." This was explained in the Glossary as being all the land under the Trust's jurisdiction.

Footnotes to the sections

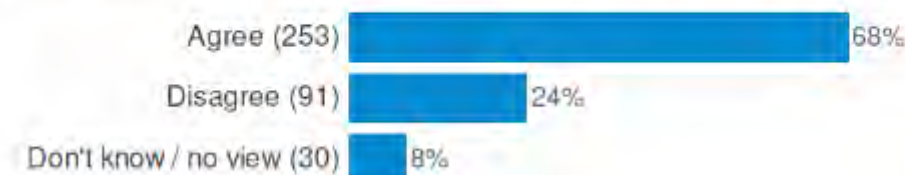
In the footnotes to each section, "n" refers to the total number of respondents to a particular question.

"Data Cluster" refers to the data from the post codes listed in Appendix 2

Responses to questions 2 and 3

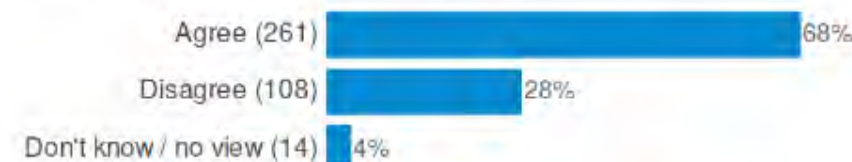
Objects

Objects (The Trust's charitable purposes) Page 7 (The proposed objects clause effectively sums up the Trust's existing duties)



2

Objects (The Trust's charitable purposes) Page 7 (If an unresolvable conflict arises between the two parts of the clause, conservation should take priority over public access)



3

Working Group response

The Consultation revealed a high level of agreement that the proposed objects clause reflects the Trust's current duties. However several key points were made upon which the Trust needs to reflect. The Working Group agrees that the land under MHT's jurisdiction is a dynamic landscape and the objects clause should not be open to an interpretation that the landscapes should be frozen at a particular point in time.

Points to note in response to specific comments

'Conserve' and 'preserve' are not the same thing.

The Working Group also points out that the proposed changes will not make any previous decisions "irrelevant".

Cultural landscape

The World Heritage Committee definition of "cultural landscape" was set out in the Consultation Document (page 8):

² Data Cluster 51% agree (n=71),
Remainder of respondents 72% agree (n=303)

³ Data Cluster 50% agree (n=72),
Remainder of respondents 72% agree (n=311)

“cultural properties [that] represent the combined works of nature and of man”
The words were included in the draft clause because one of the key features of the Malvern Hills is the way in which parts of the landscape have been shaped by the mosaic of smallholdings and the exercise of rights of common associated with them. It is one of the features of the area that makes it particularly distinctive and forms part of its character. “Cultural landscape” is different from “landscape character” but the view of the Area of Outstanding Natural Beauty (AONB), confirmed in subsequent discussions, is that “cultural landscape” in practice forms a component of “landscape character”.

The Charity Commission would require more information from MHT to ascertain whether the “cultural landscape” element, by itself, could be brought within the definition of charitable purposes. MHT will work closely with the Charity Commission in relation to the final wording of an objects clause, but the view of the Working Group is that the words “cultural landscape” could be removed from the clause without losing its intended meaning.

This section elicited a number of comments about road building, but it has not been made clear how this could arise from the proposed re-statement of the Trust’s objects.

Natural aspect

While the meaning of "natural aspect" may be considered by many to be obvious, the key issue is its legal meaning under the Acts.

There is no definition of these words in the Acts themselves, but they were considered by the Court as part of a restrictive covenant in the case of *The National Trust for Places of Historic Interest or Natural Beauty v Midlands Electricity Board* and another [1952] Ch 380. This case involved the erection of electricity poles on common land and the Court was asked to consider a deed that contained restrictive covenants for the benefit of the particular land. The restrictive covenants included "...no act or thing shall be done or placed or permitted to remain upon the land which shall injure prejudice affect or destroy the natural aspect and condition of the land".

The Court held that the restrictive covenant was "void for uncertainty". Vaisey J commented “What does "aspect" mean? - presumably the appearance, but from what point?” and that "it would be difficult to find wider, vaguer and more indeterminate words than those...it is so vague that it is really impossible of apprehension or construction...".

The proposed objects are intended to reflect the existing position. The Trust has always considered wildlife (the native flora and fauna of a region that are neither human nor domesticated/feral) to be a part of the “natural aspect”. The Trust might reflect further on whether the words proposed do or should encompass concepts such as ‘ecosystem’ and ‘biodiversity’, but also whether use of these expressions would be straying outside the Trust’s current remit.

The Working Group concludes that the wording proposed gives a more clearly defined basis for protecting the landscape, and notes that the recent Glover review of National Parks and

AONBs contains a similar proposal to adopt an expanded and more precise definition of their remit – currently “conserve and enhance natural beauty” (see below).

Enclosure

The omission of the word “unenclosed” from the draft clause was intentional. As some respondents have pointed out, at the time of the passing of the first Acts, there was concern that local landowners were seeking to enclose the commons and bring the land into individual ownership. According to Pamela Hurle’s 1984 book “The Malvern Hills – a hundred years of conservation,” the landowners were securing the necessary private Acts of Parliament to achieve this. Squatters were also setting themselves up, and there were more subtle gradual extensions of people’s boundaries. The Working Group are of the view that the word “enclosure” is no longer needed so long as the Trust is required to continue to prevent encroachment.

Denying public access

As a landowner, the Trust has statutory responsibilities in relation to certain designated areas – the SSSIs and the Scheduled monuments. The Trust may at times need to prioritise their protection and it is important, in the last resort, to be able to protect for future generations the features which make the Malvern Hills special. The Working Group acknowledges the concerns of those who fear the second part of the proposed object clause could lead to “closing the Hills”. However it is hard to imagine circumstances so extreme that the only option, after all others had been exhausted, would be large scale closure of the Hills. It would be possible to include a separate requirement to keep under review any compromise that resulted in denial of public access.

Commoners’ rights

A number of comments have been made in the responses about commoners’ rights, which are dealt with on page 67 of the Consultation Document. MHT has no duties expressed in its Acts in relation to commoners’ rights. These rights are protected by law, and the Scheme will re-state that, except as otherwise provided, the rights of commoners will not be prejudiced by the Acts.

AONBs and the Glover Report

The AONB Joint Advisory Committee is (as the name implies) an advisory body and does not have “powers”. AONBs were formed out of legislation passed in 1949 – 65 years after MHT was founded. There is a parallel in that both organisations are required (in general terms) to manage the landscape for conservation and access. However, MHT’s functions as a landowner are totally different from those of the AONB. AONBs are not charities and their remit is over a much wider geographical area than the land under the Trust’s jurisdiction (although some of the Trust’s land is outside the AONB).

An interesting point is made by the Malvern Hills AONB (comment 3 on page 7). The AONB refers to the phrase suggested in the Glover report to strengthen the purposes of the bodies that protect “National Landscapes” - ‘recover, conserve and enhance natural beauty, biodiversity and natural capital and cultural heritage’. The Working Group suggests that this phrase is worth further consideration, although all of the elements may not fit the definition of a charitable objective.

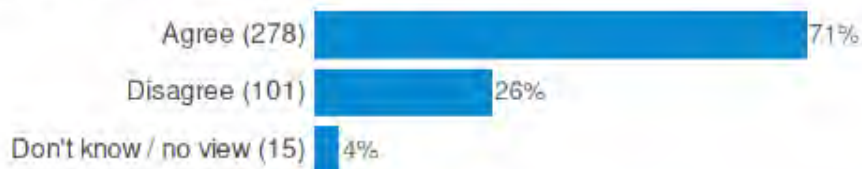
Recommendation

- Further consider the phrase cited from the Glover Report and whether the current draft objects encompass or should encompass concepts such as ecosystem and biodiversity.
- Subject to the above, the objects clause, as drafted, should remain part of the Scheme, except for removal of the phrase “cultural landscape”.
- Include a clause that, where any area is closed to public access, the decision should be subject to annual review.

Responses to Questions 4 and 5

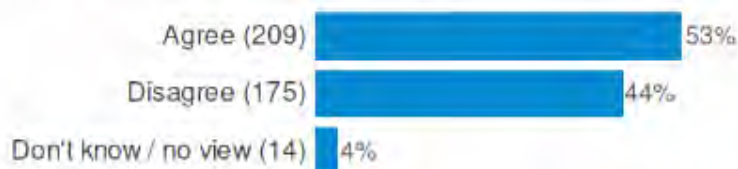
New arrangement for appointment of the Board

New arrangements for appointment of the Board - Page 10 (The size of the Board should be reduced)



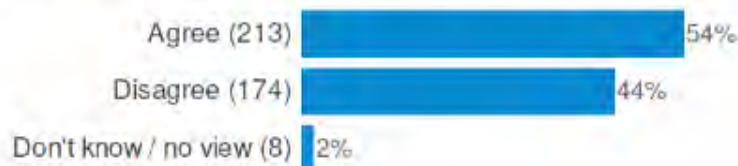
4

New arrangements for appointment of the Board - Page 10 (There should be a maximum of 12 trustees)



5

New arrangements for appointment of the Board - Page 10 (Half the Board should be elected and half selected for their skills and experience)



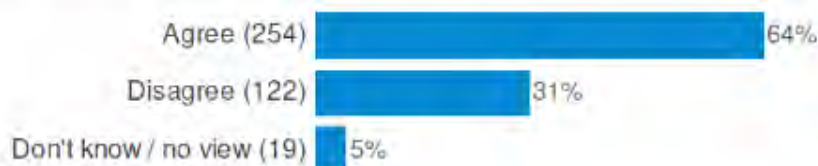
6

⁴Data Cluster 33% agree (n=78)
Remainder of respondents 80% agree (n=316)

⁵Data Cluster 13% agree (n=78)
Remainder of respondents 62% agree (n=320)

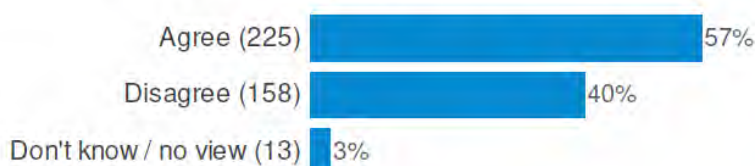
⁶Data Cluster 14% agree (n=78)
Remainder of respondents 64% agree (n=317)

New arrangements for appointment of the Board - Page 10
(Board members selected for their skills and experience should be nominated by an independent body)



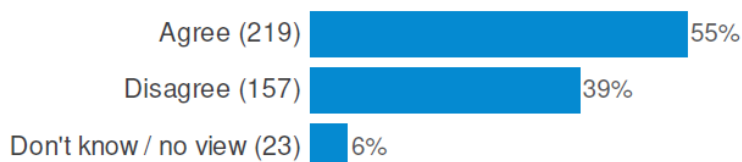
7

New arrangements for appointment of the Board - Page 10
(Given that elected trustees are required to serve the best interests of the charity rather than represent an area, combining the electoral areas is a fair way to overcome the current problem of inequalities in the size of the electorates)



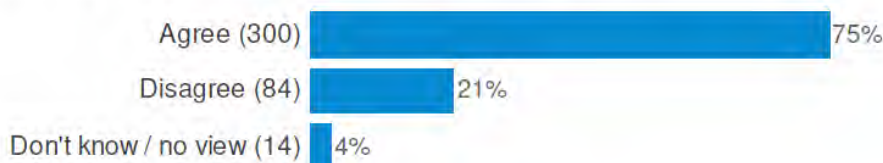
8

New arrangements for appointment of the Board - Page 10
(Candidates from the wider Malvern area should be able to stand for election to the Board)



9

New arrangements for appointment of the Board - Page 10
(The Board should be able to remove a trustee by special majority for any good reason, such as gross misconduct or long term ill health)



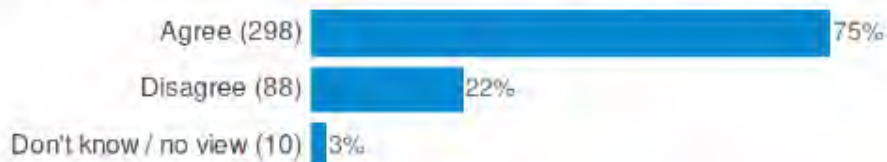
⁷Data Cluster 34% agree (n=77)
 Remainder of respondents 72% agree (n=318)

⁸Data Cluster 21% agree (n=78)
 Remainder of respondents 66% agree (n=318)

⁹Data Cluster 22% agree (n=77)
 Remainder of respondents 63% agree (n=322)

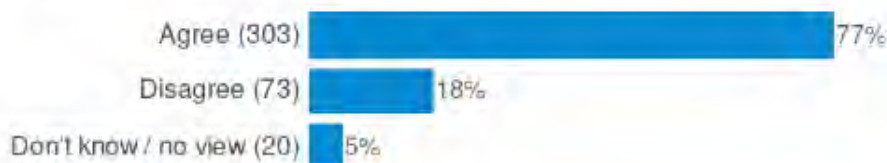
10

New arrangements for appointment of the Board - Page 10
(The Trust should be able to conduct elections by post (with the option to vote online))



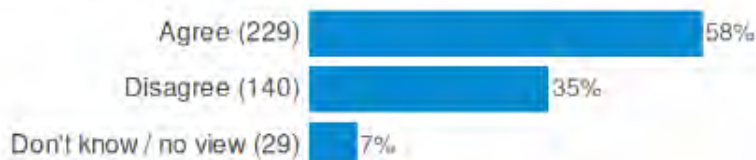
11

New arrangements for appointment of the Board - Page 10
(Trustees should retire by rotation, rather than all at once, to ensure some continuity of Board membership)



12

New arrangements for appointment of the Board - Page 10
(When an interim vacancy is created by the departure of an elected trustee, that vacancy should be temporarily filled until the next scheduled election by a candidate put forward by the Independent Nomination Panel)



13

Working Group response

“The bottom line is good governance is no longer an optional extra”

Sally Atkinson, Director of Planning Policy and Communications, Charity Commission.

A large majority of respondents are in favour of reducing the size of the board, having trustees who are appointed by an independent body for their skills and experience, being

¹⁰Data Cluster 50% agree (n=78), Remainder of respondents 82% agree (n=320)

¹¹Data Cluster 54% agree (n=78)
 Remainder of respondents 81% agree (n=318)

¹²Data Cluster 55% agree (n=78)
 Remainder of respondents 82% agree (n=318)

¹³Data Cluster 31% agree (n=78)
 Remainder of respondents 64% agree (n=320)

able to remove a trustee for good reasons, introducing retirement by rotation (instead of all at once) and being able to conduct elections by post/on-line.

A number of respondents in this section made suggestions that had already been considered by the MHT board, but which were eventually dismissed for the reasons set out in the Consultation Document (pages 11 to 23). Some of the responses reflected misunderstandings about the legal requirements that govern the way in which charities must work, and perhaps the Trust needs to undertake further PR/communication work in the future to ensure that the public are better informed about how the Trust is required to operate. Some comments are inconsistent with the Trust's obligation to fulfil the statutory purposes for which it was established, rather than the wider interests of local residents. Other respondents are concerned that the Trust may want to develop business interests. However, like all charities, the Trust exists for its charitable purposes, not to generate income or capital for their own sake.

Points to note in response to specific comments

The board of the National Trust is appointed by the Council of the Trust, not by nominated organisations.

Whilst accepting that MHT is different to most other charities in that it has a power to raise a levy, payment of money to a charity should not allow a donor to influence how it is run.

Board size

A number of respondents expressed their views on retaining a larger board, whilst others were in favour of a board of less than 12. The range of views on the size of the board varied between 4 and 29. Given the considerable quantity of independent research indicating the optimum size of decision making bodies to be in single figures, the Working Group still favours a board of no more than 12 – to set the maximum size below that number is considered too large a change from the current size of 29. Several respondents suggested that it would be better not to have an even number of trustees to avoid the risk of equality of votes, but in practice it makes little difference whether there is an even or odd number because absences may change the numerical balance.

Appointment of trustees

The Working Group considers it to be key that the trustees who are appointed are suitably experienced and the best available candidates for the role. The proposal to create a single electoral area does not depart from the principle of MHT being governed by trustees who are in part elected by the residents of Malvern and the three nearby parishes who pay a levy. The proposal is that half of the trustees be elected by the levy payers - compared with just over one third at present. In summary:

- all of the levy paying area will continue to have the opportunity to elect trustees
- such trustees will remain accountable and, should they stand again, it will be the electorate who will decide whether or not they retain their positions as trustees

- the position with regard to “representation” is unchanged
- the proposals provide for a higher proportion of directly elected trustees than under the current arrangements.

A majority of respondents to the Consultation favoured a split between elected and appointed trustees. (This was one of the questions where the overall percentage in agreement was significantly skewed by a very negative response from the Data Cluster – 14% indicating agreement with the premise as against 64% of the remainder of the respondents). The Working Group remains of the view that the proposed 50:50 split is the best way forward. An all elected board, aside from the problem of ensuring the right skills mix, is potentially open to domination by pressure groups, a risk that is mitigated by having appointed trustees as well. The proposals are primarily based on the need to ensure a board with the right mix of skills and experience but should also result in a more diverse composition. For example, the current arrangements have produced a board whose average age is 69 and 75% of whom are male (of the elected trustees, 90% are male), and which provides a very weak reflection of the social and demographic composition of the Malvern population.

The Consultation Document also proposes that trustees would be assigned to undertake a liaison role with the town and the parish councils around the Hills, thus ensuring effective communication with local residents.

The non levy paying areas.

The Working Group is of the view that the non-levy paying areas should not become part of the electoral area although non-levy paying parishes will be able to put candidates forward for consideration by the INP (see below).

A postal vote

As highlighted in the Consultation Document (pages 19-20), a postal voting system would be significantly less expensive than the traditional ballot box method. Online voting would also be an option and can be considered sufficiently secure for those who wish to use such an approach.

The Working Group has noted the comment that, were there to be multiple vacancies amongst the elected trustees at one time, then this could trigger a by-election, rather than the vacancies being filled by the INP (see below). A provision for by-elections in special circumstances could be included within the Scheme.

Independent Nominations Panel (INP)

Appointed trustees are currently nominated by Councils and by the Church Commissioners, but this approach does not provide the desired level of diversity, experience and skills. To avoid the risk of cronyism, the Scheme provides for an Independent Nominations Panel to put forward candidates for appointment to the board (rather than them being selected by the trustees themselves). The suggestion that the first INP might be selected by a working group comprising some board members and some independent individuals has merit –

although the Charity Commission would not become involved with such a process as it is not within their remit. The CEO would be a valuable 'resource' for the INP rather than a decision maker. It is difficult to see how the INP could function without input from someone with a good working knowledge of the Trust. Despite several respondents to the consultation expressing concern about difficulties in attracting membership of an INP, the Working Group remains confident that willing and appropriately experienced individuals could be identified to perform this important role of finding and recommending new trustees.

Recommendations

- Add a provision that, in the event of multiple elected trustee positions becoming vacant at one time, then a by-election should be held, (subject to there being more than 6 months before the next scheduled elections). However, single vacancies should be temporarily filled by the INP until the date of the next scheduled election.
- Further consideration be given to the establishment of an 'INP selection working group' for identifying/appointing the initial membership of the INP (who would thereafter appoint their own successors).

Responses to Questions 6 and 7

Modernising the Board's Administration

Modernising the Board's administration - Page 24

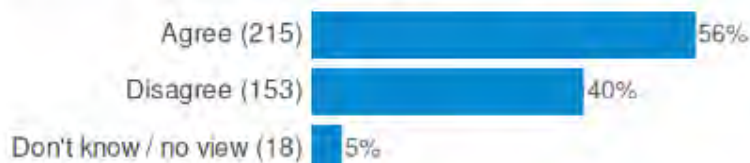
(A limited number of trustees should be able to take part in meetings remotely by televisual or other electronic means whereby all participants may communicate simultaneously)



14

Modernising the Board's administration - Page 24

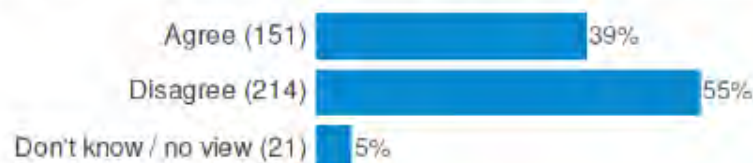
(The trustees should be able to make urgent decisions by unanimous written agreement without the need for a meeting)



15

Modernising the Board's administration - Page 24

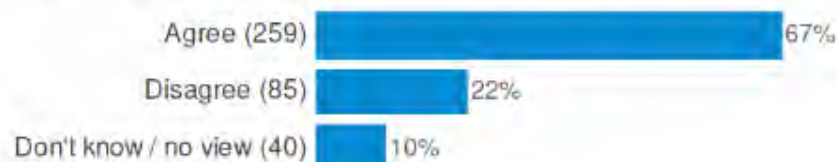
(The Trust should not be required to admit the public to Committee meetings, but any decisions made should be reported at the next Board meeting)



16

Modernising the Board's administration - Page 24

(The Board should appoint the Trust's auditors)



¹⁴Data Cluster 26% agree (n=73)

Remainder of respondents 68% agree (n=310)

¹⁵Data Cluster 18% agree (n=73)

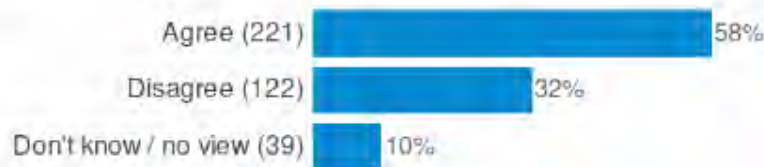
Remainder of respondents 65% agree (n=313)

¹⁶Data Cluster 8% agree (n=73)

Remainder of respondents 46% agree (n=313)

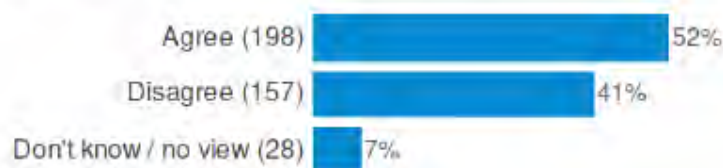
17

Modernising the Board's administration - Page 24
(The Trust should have a power to set up a membership organisation)



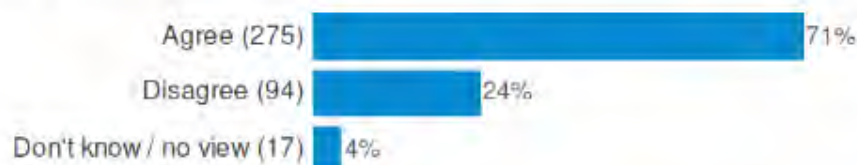
18

Modernising the Board's administration - Page 24
(The Trust should have a general power to do any lawful thing not expressly prohibited by its Acts)



19

Modernising the Board's administration - Page 24
(Trustees should be able to reclaim reasonable out of pocket expenses, as trustees of other charities can)



20

Modernising the Board's administration - Page 24
(The Trust's existing powers to borrow money should be consolidated)



21

¹⁷Data Cluster 49% agree (n=73), Remainder of respondents 72% agree (n=311)

¹⁸Data Cluster 31% agree (n=71)
 Remainder of respondents 64% agree (n=311)

¹⁹Data Cluster 22% agree (n=73)
 Remainder of respondents 59% agree (n=310)

²⁰63% agree (n=73)
 Remainder of respondents 73% agree (n=313)

²¹Data Cluster 44% agree (n=72)

Modernising the Board's administration - Page 24

(The Trust should be able to secure borrowings against its Ancillary Land and against revenues without seeking the consent of the Secretary of State)



22

Working Group response

Taking part in meetings by electronic means and making urgent decisions by written agreement

A number of responses expressed the view that it would be acceptable for more than 25% of the trustees to take part in meetings electronically. It was also pointed out that, as currently worded, if a single trustee failed to respond to a request for an urgent decision, one could not be made without calling a meeting. The Working Group considers that there is some logic in relaxing these requirements (perhaps to permit the written agreement of 75% of all trustees for written decisions). The Working Group also noted the suggestion that, instead of the Scheme being prescriptive, it could be made more flexible by permitting decision making in accordance with Charity Commission guidelines.

The Working Group agrees that an individual trustee should not be able to participate in meeting by electronic means on a regular basis. It is important that all the trustees meet together in order that they work effectively as a group. It is suggested that standing orders should include a limit on the number of times a trustee can take part in meetings remotely.

The Working Group notes the comments that “urgent” is not defined and will take advice on whether a definition should be included in the relevant section.

Committee meetings

The Working Group was not entirely surprised that this proposal has attracted limited support (less than 40% overall). Charities do not usually hold their trustee meetings in public, including other charities which are statutory bodies eg The National Trust, PDSA. MHT is an exception in this respect. If the board size were to be reduced in accordance with the proposals, it is likely that most of the business would be discussed by all trustees together at board meetings rather than, as now, in committees. There would therefore be reduced need for committees.

Remainder of respondents 70% agree (n=313)

²²Data Cluster 19% agree (n=73)

Remainder of respondents 57% agree (n=311)

Even if committee meetings were not held in public, the resulting minutes would still be published (unless a confidential matter under Schedule 12A Local Government Act 1972 was being discussed). All board meetings would continue to be conducted in public (except for confidential items under Schedule 12A). At present, committees have only very limited delegated powers, so almost all decisions are by way of recommendations to the board (and are approved or otherwise at a subsequent board meeting). The Working Group propose a compromise whereby committee meetings would be open to the public if the agenda included items where the committee would make a decision under delegated powers.

The Trust already follows the Nolan Principles and all trustees are requested to sign the organisation's Code of Conduct that specifically includes agreement to uphold them.

General Power

The Working Group considers this power is very important and most of the negative comments do not take into account that the exercise of such a power would be limited to being in furtherance of the Trust's objects.

Trustee expenses and payments

It is stated on page 32 of the Consultation Document that any such payments would have to be disclosed in the charity's accounts and, as with all payments, could only be made if in the best interests of the charity. It is envisaged that rules would be drawn up to make clear to trustees what expenses could be paid (and ceilings on the amounts).

The Working Group will re-examine the proposed exceptions to the presumption against making payments to trustees as set out on page 33 of the Consultation Document.

Borrowing powers

It should be noted that, at present, the board can borrow money for the purposes of acquiring land under the 1884 Act on security of the precept and on any land already belonging to the Trust (but without a power of sale). The proposed provisions do not materially widen the existing borrowing powers.

Membership

No details will be worked up in relation to the proposed membership organisation until it is clear that the Trust can proceed with the idea. That said, it is not envisaged that membership will confer any rights in relation to the appointment of trustees although the membership could put forward candidates for consideration by the INP. The Working Group would want to ensure that any membership organisation would not conflict with the operation of the Wildlife Trusts - hopefully the organisations would be separate but mutually supportive.

The Working Group has noted the comment that some precept payers feel they should be entitled to any benefits that are conferred on members.

Recommendations

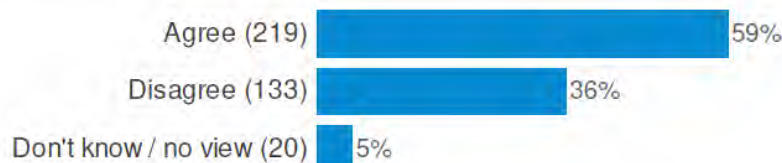
- Review whether the requirements in relation to the proportion of trustees who can take part in a meeting electronically might helpfully be relaxed
- Review whether urgent decisions might be made in writing, with the agreement of less than all appointed trustees, (for example agreement by 75% or more of trustees)
- Review whether the word 'urgent' needs to be defined in this context
- Amend the draft so that committee meetings are open to the public if they will make decisions under delegated powers
- Review the provisions for exceptions to the rule that Trustees can receive no payments.

Responses to questions 8 and 9

Securing the commons, temporary fencing and livestock

Securing the commons, temporary fencing and livestock - Page 40

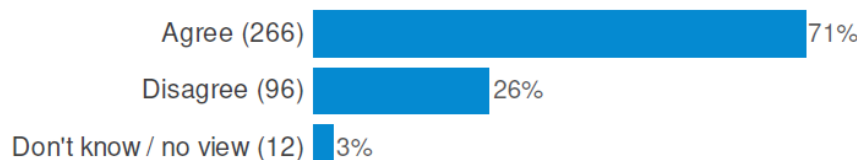
In all cases set out below, the public would continue to have access to the areas in question (The Trust should be able to secure the perimeter of a common, to make it stock proof, subject to the consent of the Secretary of State and any other necessary permissions)



23

Securing the commons, temporary fencing and livestock - Page 40

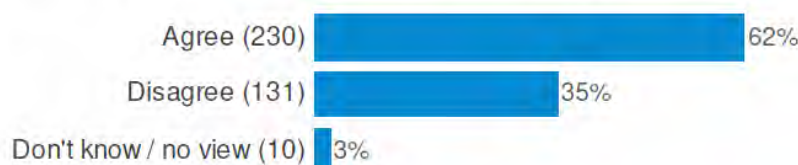
In all cases set out below, the public would continue to have access to the areas in question (The Trust should have a power to set up temporary grazing compartments for up to 60 days)



24

Securing the commons, temporary fencing and livestock - Page 40

In all cases set out below, the public would continue to have access to the areas in question (The Trust should have a power (subject to a requirement to consult) to put up temporary fences on the common for up to 12 months in the interests of animal health)



25

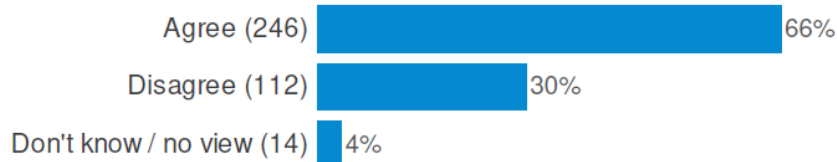
²³Data Cluster 50% agree (n=70)
Remainder of respondents 61% agree (n=302)

²⁴Data Cluster 66% agree (n=70)
Remainder of respondents 72% agree (n=304)

²⁵Data Cluster 55% agree (n=69)
Remainder of respondents 64% agree (n=302)

Securing the commons, temporary fencing and livestock - Page 40

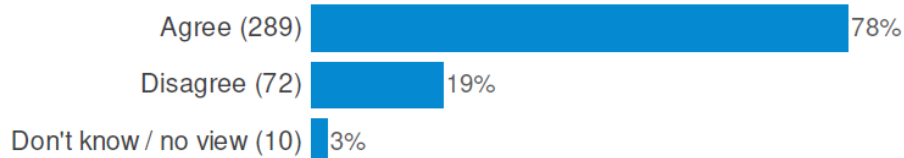
In all cases set out below, the public would continue to have access to the areas in question (The Trust should have a power to own and manage livestock)



26

Securing the commons, temporary fencing and livestock - Page 40

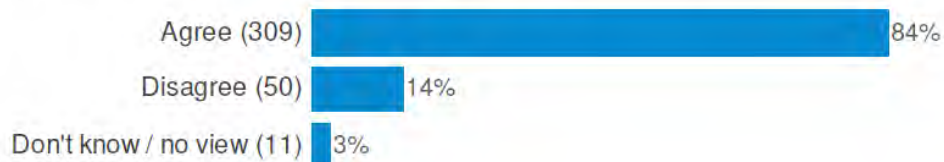
In all cases set out below, the public would continue to have access to the areas in question (The Trust should have a power to install sensitively placed watering points on its land)



27

Securing the commons, temporary fencing and livestock - Page 40

In all cases set out below, the public would continue to have access to the areas in question (The Trust should have a power to deal with injured or ailing animals which are on the Malvern Hills in breach of the byelaws)



28

Working Group response

Public consultation in relation to the exercise of fencing powers

²⁶Data Cluster 39% agree (n=70)
Remainder of respondents 73% agree (n=302)

²⁷Data Cluster 73% agree (n=70)
Remainder of respondents 79% agree (n=301)

²⁸Data Cluster 63% agree (n=70)
Remainder of respondents 88% agree (n=300)

The provisions contained in the Consultation Document seek to clarify the Trust's position in relation to fencing and to some extent to put the Trust on a similar footing to other landowners. Some of the responses refer to the DEFRA guidelines but these cannot apply to the Trust if it does not have the *power* to fence in the first place. Other landowners can erect permanent fencing subject to the consent of the Secretary of State (which would entail consulting the public as part of the process).

The Consultation Document states that the exercise of the proposed power to allow temporary fencing for up to 12 months for animal health reasons will also be subject to public consultation. The public will therefore have every opportunity to engage with the Trust on how these powers are to be exercised and, importantly, any fencing for animal health reasons would have to be undertaken with the agreement of those exercising their rights to graze.

Securing the common

Any changes to speed limits across the commons, or improved warning signage is the responsibility of the County Council. There are already signs along the B4208 warning of grazing animals but these do not prevent stock from straying off the common, nor do they ensure that drivers are sufficiently careful to avoid hitting animals.

Page 43 of the Consultation Document, section 4, specifically states that the purpose of fencing is to prevent stock from straying from common land. Most of the B roads on CL9 (Castlemorton, Coombe Green, Shadybank and Hollybed Commons) are part of the common and could not be fenced under this power. The commons that are not grazed would not be fenced.

Although part of CL9, Coombe Green does not belong to, nor is it managed by, the Trust.

The Trust would seek to use the most appropriate form of barrier for each particular location. Ditches are likely to be most acceptable from the point of view of being almost invisible in the landscape, but would probably not be safe if adjacent to a road where they could be a hazard to traffic.

The Working Group agrees that there should be a restriction to prevent temporary fencing for animal health reasons being removed for a short period and then re-erected, in effect extending the 12 months period.

The location of any boundary structure such as cattle grids would involve public consultation and careful design to minimise any risk to animals, including horses and ponies. The requirement to obtain the consent of the Secretary of State (and the accompanying public consultation) would mitigate against any unreasonable change to public access.

The Trust as landowner can take surplus grass so long as sufficient is left for those exercising their common grazing rights. Grazed animals "as a business" would not be fulfilling the Trust's charitable objectives.

The Open Spaces Society has proposed that MHT include an additional sub-paragraph in section 4 of the fencing provisions to ensure that there is no derogation from the duty on any person to fence against the common and the Working Group accepts this proposal.

Recommendations

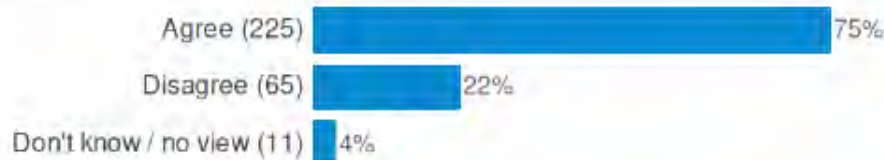
- Reassessment of the wording in relation to “securing the common”.
- The inclusion of a “break” period of 6 months to prevent temporary fencing for animal health reasons from being taken down for a few days and then replaced.
- The addition in a rider to section 4 of the fencing clause to state that nothing in the section should be taken to derogate from the duty on any person to fence against the common.

Comments on Questions 10 and 11

Quarrying and removal of spoil

Quarrying & removal of spoil - Page 47

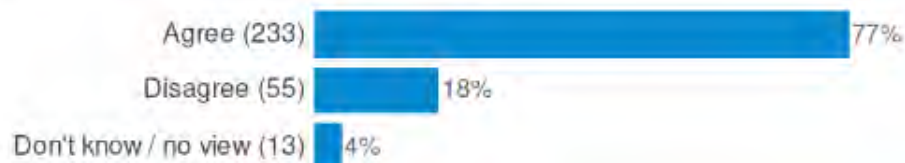
(The provision permitting stone to be taken from the Hills for highway repairs should be repealed (s15 1884 Act))



29

Quarrying & removal of spoil - Page 47

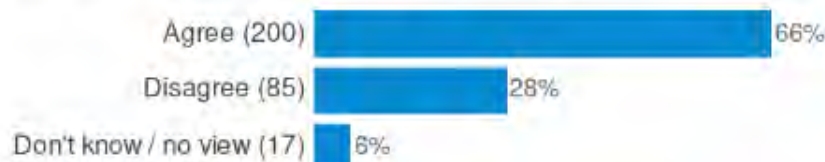
(It would be more environmentally friendly if the Trust could use loose rocks and spoil from its own land for repairing paths etc)



30

Quarrying & removal of spoil - Page 47

(The Trust should have a power to take a limited quantity of loose rocks and spoil for its own use without applying for planning permission)



31

²⁹ Data Cluster 56% agree (n=57)

Remainder of respondents 79% agree (n=244)

³⁰ Data Cluster 60% agree (n=57)

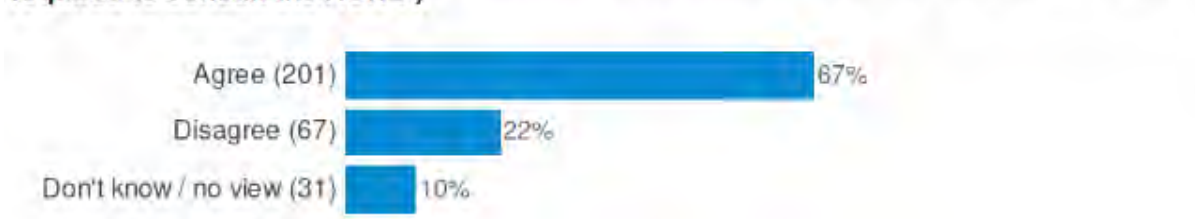
Remainder of respondents 82% agree (n=244)

³¹ Data Cluster 39% agree (n=57)

Remainder of respondents 73% agree (n=245)

Quarrying & removal of spoil - Page 47

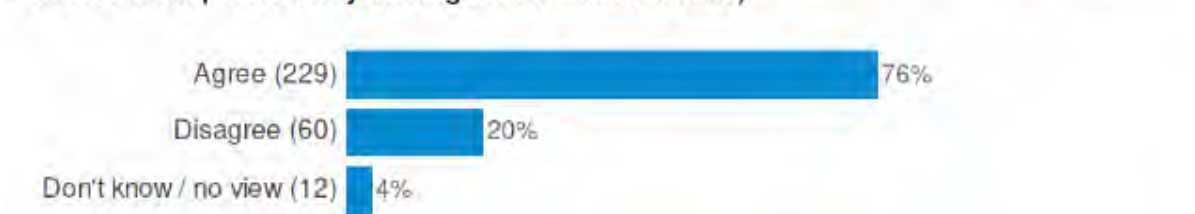
(The Trust should be limited to using 25m³ of rocks and spoil per year, and should be required to consult the AONB)



32

Quarrying & removal of spoil - Page 47

(The Trust should have a power to create barriers to physically prevent unauthorised vehicles from persistently driving on the Malvern Hills)



33

Working Group response

The consultation revealed a high level of agreement to all of the questions in this section, particularly in relation to repealing s15 1884 Act, creating physical barriers to prevent driving on the commons and being more environmentally friendly by using a limited quantity of rocks and spoil for path repair etc each year.

Commercial exploitation

It was made clear in the Consultation Document (page 48) that use of rocks and spoil would be solely for the Trust's own use and so it is not apparent why some respondents should conclude that the proposals in this section might lead to some sort of "business" activity. There was a line of comment suggesting that thought might be given to use of some loose rocks for heritage building restoration. However, this would not align with the Trust's charitable objectives.

Cyclists

A number of comments were made relating to cyclists. From a practical point of view, it would be difficult to create barriers for cyclists that would not also impede access for mobility vehicles, horse riders and pedestrians. The Working Group's view is that this is an issue which needs to be managed, rather than covered by legislation.

Consent to taking 25m³ of spoil or rock each year for the Trust's own use

³²Data Cluster 46% agree (n=57)
Remainder of respondents 72% agree (n=242)

³³Data Cluster 60% agree (n=57)
Remainder of respondents 80% agree (n=244)

The AONB do not believe that they are an appropriate consultee in connection with the exercise of the proposed power to take up to 25m³ of rock and spoil each year. The Worcestershire Earth Heritage Trust, however, has suggested consulting to establish the importance and relevance of the geology and the Working Group suggests that further enquiries be made to establish a more appropriate consultee in relation to this and to the possible importance of any deposits to wildlife.

Repeal of s15 1884 Act

The Open Spaces Society ³⁴(OSS) has raised an important point in connection with the repeal of s15. Under s45 of Highways Act 1980, the highway authority has the power to take materials from any waste or common land. OSS commented that, although the power appears to be obsolete, in practice s15 limits its use on the Hills, and they have suggested that the section should be updated rather than repealed. The Working Group agrees that updating may be preferable if their submission is correct.

Barriers to prevent vehicular access

The Worcestershire Local Access Forum has suggested the wording on page 50 might be changed from “do not prevent access by pedestrians and horse riders” to “....by all authorised users”. The Working Group will consider this suggestion.

Recommendations

- Making further enquiries to establish a more appropriate consultee in relation to the taking of rock and spoil, including the possible importance of any deposits to wildlife.
- s15 1884 Act should not be repealed, but updated.
- Further consideration of the suggested change of wording on page 50 from “do not prevent access by pedestrians and horse riders” to “by all authorised users”.

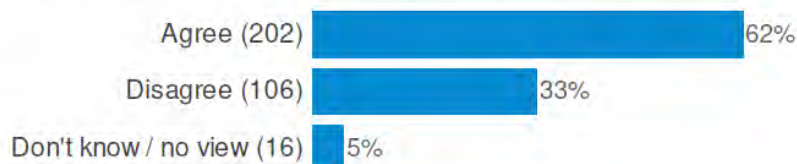
³⁴ Quarrying (Q.10) OSS comment:

Under [s.45](#)(2) of the Highways Act 1980, the highway authority retains an ancient power to dig for road-making materials on common land. This power appears to be obsolete. However, s.15 of the 1884 Act restricts the exercise of the power in relation to the Hills. Therefore, we suggest either that the restriction in s.15 is retained (with appropriate modifications), or if there is no objection from the relevant highway authorities, that the power in s.45 of the 1980 Act is disapplied in relation to the Hills. To repeal s.15 would be to raise the possibility (at least theoretically) that powers to dig for materials in the Hills might be revived.

Comments on Questions 12 and 13

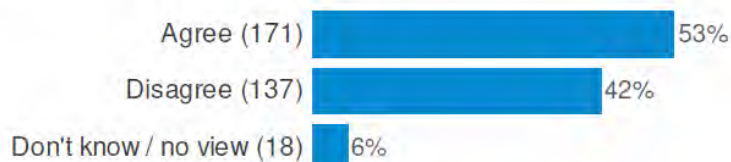
Ancillary land and buildings, leases and licences

Ancillary Land and buildings, leases and licences - Page 51
(The Trust should have a power to acquire land and buildings for the care of livestock)



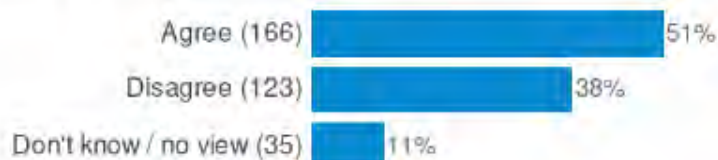
35

Ancillary Land and buildings, leases and licences - Page 51
(Subject to obtaining planning permission, the Trust should have a power to build premises on land which does not form part of the commons for the following purposes: offices, storage, information centres, sale of refreshments, sale of goods, housing livestock and for occupation by employees)



36

Ancillary Land and buildings, leases and licences - Page 51
(The Trust should have a power to grant licences of land (subject to existing public rights of access) and buildings)



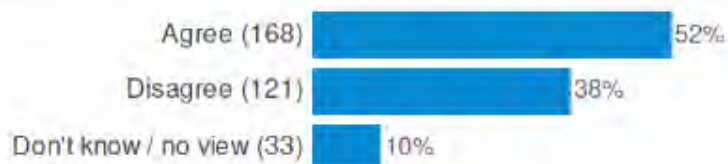
37

³⁵ Data Cluster 34% agree (n=67)
 Remainder of respondents 70% agree (n=257)

³⁶ Data Cluster 25% agree (n=67)
 Remainder of respondents 60% agree (n=259)

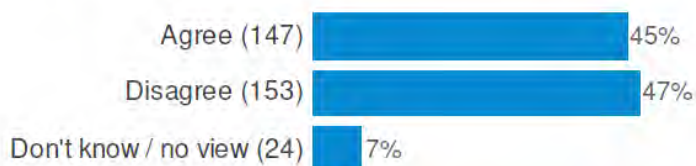
³⁷ Data Cluster 21% agree (n=66)
 Remainder of respondents 59% agree (n=258)

Ancillary Land and buildings, leases and licences - Page 51
 (The Trust should have a power to grant leases of buildings and land which is not common land (subject to existing rights of public access) for a period of up to 10 years)



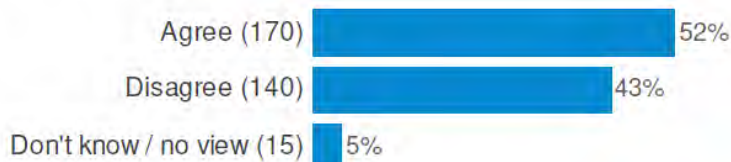
38

Ancillary Land and buildings, leases and licences - Page 51
 (When planning permission is not required, the Trust should not be required to obtain the opinion of the local planning authority when granting overground licences for services)



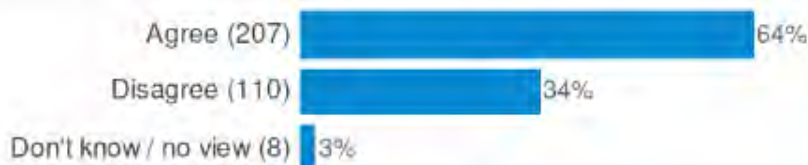
39

Ancillary Land and buildings, leases and licences - Page 51
 (The Trust should have a power to issue licences to people or organisations who wish to carry out activities or run businesses from Trust land)



40

Ancillary Land and buildings, leases and licences - Page 51
 (The Trust should have a power to grant licences for temporary food stalls in association with events for a period of no more than 7 days)



41

³⁸Data Cluster 24% agree (n=66)
 Remainder of respondents 59% agree (n=256)

³⁹Data Cluster 16% agree (n=67)
 Remainder of respondents 53% agree (n=257)

⁴⁰Data Cluster 29% agree (n=65)
 Remainder of respondents 58% agree (n=260)

⁴¹Data Cluster 49% agree (n=67)

Working Group response

A somewhat lower level of agreement with the proposals in this section has emerged from the consultation. This surprised the Working Group, as they did not view the proposals as particularly controversial. There would appear, from the comments, to be a misunderstanding about the reasons for the proposals and their scope and perhaps they were not explained with sufficient clarity.

Ancillary land

The provisions on pages 52 and 53 of the Consultation Document apply only to: Land which the Trust **currently** owns and which was acquired for administrative purposes or land **specifically acquired** in the future for administrative purposes, as set out in the draft clause. It does not therefore include any of the Trust's existing public access land, including the commons.

The proposed clause is, in large part, the same as the existing statutory provision and only adds

- an explicit power to acquire land to manage and house livestock or provide refreshments
- an expanded power in relation to sale of goods
- a power to build, which the Trust does not currently have (except in relation to lavatories and buildings for storage).

It is limited to "any use which is ancillary to its objects" and therefore the comments which appear to suggest that MHT might have ambitions to become a property developer are without foundation.

Licences

Many of the respondents appear not to have understood that the Trust could not grant licences for commercial purposes, but only in the exercise of the Trust's charitable objectives. Some helpful comments were made concerning the terms of licences but these would be a management issues and are not appropriate for inclusion as part of the Scheme.

Licensing events

The rationale for licensing events was explained in the Consultation Document. There is a need is for a clear power to manage events and activities which the Trust is already being asked to permit on its land. It is not intended to make money but to ensure that the management and monitoring of activities taking place on the Hills is not a drain on funds (partly provided by the levy payers) that might otherwise be used for looking after the Hills.

Requirement to consult the local planning authority about overground licences for services.

Notwithstanding the lack of support from those who completed the questionnaire, Malvern Hills District Council has confirmed that it agrees that the Planning Department should no longer be required to give an opinion on the provision of overground services if planning permission is not required. Given that an overground licences for services can ONLY be granted to domestic properties built before 1995, which fulfil other conditions, the Working Group feels in the light of the consent of MHDC, that the proposal should remain as it is. Herefordshire Council has not responded to the consultation.

Easements generally

The Open Spaces Society has asked that it be made clear that authority given under s8 MHA 1995 should not constitute a power for the purpose of s.38(6)(a) Commons Act 2006⁴². The Trust has always assumed that s38 applies to any works to which it gives consent, and indeed it is a standard requirement of MHT that the grantee should obtain the necessary consents under s38. The Working Group note the point and will seek advice. Amendment of s8 MHA 1995 will be included in the Scheme if MHT is so advised.

Temporary food stalls associated with events

The Working Group would not be averse to a reduction in the maximum number of days for which a licence can be granted and suggests a reduction from 7 to 4. The lack of this provision would affect events such as sponsored walks where the organisers want to be able to raise money by providing tea and cakes for the finishing participants.

Lavatories

The Trust already has a power to permit temporary lavatories, and for this reasons the issue has not been included in the consultation.

Recommendations

- To seek advice on whether to amend s 8 1995 Act to make it clear that any consent to works by the Trust does not constitute a power for the purposes of s38(6)(a) Commons Act 2006.
- The number of days for which licences can be granted to temporary food stalls be reduced from 7 to 4

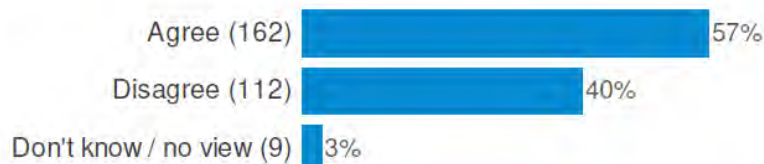
⁴² S38 Commons Act 2006 requires anyone carrying out certain works on a common to seek (in England) the consent of the Secretary of State. S38(6) is an exemption from this requirement in cases where the works are carried out under any statutory power.

Comments on Questions 14 and 15

Land Management

Land management – other - Page 59

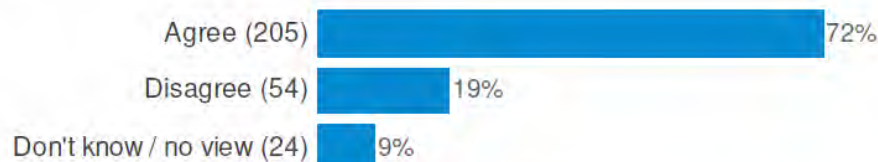
(Rather than having to inform individuals, the Trust should be able to rely on the web, social media and their newsletter to notify the public about the exercise of temporary fencing powers)



43

Land management – other - Page 59

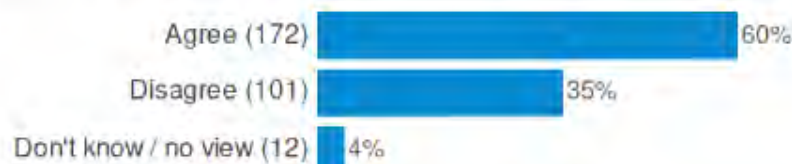
(As owners of a public open space, the Trust should have the same liability towards members of the public as landowners whose land is open under the Countryside and Rights of Way Act 2000)



44

Land management – other - Page 59

(The Trust should have a power to issue fixed penalty notices as a way of enforcing byelaws without having to take people to court)



45

⁴³ Data Cluster 33% agree (n=63)
Remainder of respondents 64% agree (n=220)

⁴⁴ Data Cluster 57% agree (n=62)
Remainder of respondents 77% agree (n=221)

⁴⁵ Data Cluster 44% agree (n=62)
Remainder of respondents 65% agree (n=223)



46

Working Group response

Responses showed a very high level of agreement that the Trust should be able to remove all types of abandoned vehicles from its land and that its liability towards the public should be the same as for landowners whose land is open under the CROW Act.

Prevention of access under s15 MHA 1995

The Open Spaces Society (OSS) commented that they did not agree to the removal of the requirement under s15 MHT 1995(3)(a) and (d) to consult Historic England and obtain the consent of Natural England respectively. The Working Group still believes it is important in the short term for the Trust to be able to act quickly when necessary but accepts the retention of the consultation requirement in relation to fencing for a period greater than 28 days. In relation to removal of the requirement for the Trust to notify individuals if temporary fencing is to be erected for more than 28 days, several respondents commented that the Trust should advertise in the newspaper. As stated in the Consultation Document, (page 60) the Trust is already required to advertise in a local newspaper, and this will remain the case. Nor is there any change proposed to the requirement to put up notices on site or to consult relevant local bodies.

The OSS also suggest adding an additional requirement to consult bodies representing the interests of walkers and horse riders. Whilst consultation with the former might be practical, there is no local body which represents horse riders. Given the existing requirement to advertise, the Working Group does not consider that any additional consultation obligations are necessary. The Trust would consult on a voluntary basis were the works likely to have a significant impact on either of these groups.

Fixed penalty notices

Whilst the Working Group appreciates some of the concerns expressed regarding Warden safety in relation to the issuing of fixed penalty notices, the fact remains that the Trust does not have a straightforward, cost effective method for enforcing the byelaws. Personal safety issues would have to be addressed by careful management. It is recognised that Fixed Penalty Notices would still be difficult to enforce but the Working Group considers that MHT should have a power to issue them in appropriate circumstances.

⁴⁶ Data Cluster 81% agree (n=63)

Remainder of respondents 95% agree (n=223)

Malvern Hills District Council have commented that they would support MHT being able to enforce its byelaws by use of fixed penalty notices.

Liability to people on the Hills

This proposal was widely supported. However, the OSS commented “We do not think that para 5 of the proposed liability clause functions correctly, because guidance under s.20 of the Countryside and Rights of Way Act 2000 cannot be 'relevant': such guidance is for 'the guidance of persons exercising the right conferred by (the 2000 Act) and of persons interested in access land', and persons using the Hills for recreation are not exercising that right, nor is it access land.

“You should also consider whether the clause is capable of influencing the duty owed by the trustees under the 1984 Act other than as an occupier (*i.e.* if the trustees in any circumstances are not an occupier, they cannot owe any liability under the 1984 Act, and therefore nothing in the clause can be relevant to the trustees' liability)”. The Working Group proposes to seek advice on this point.

The comment from the horse rider is addressed in the appropriate section.

Recommendations:

- To reinstate the requirement to consult Historic England under s15(3)(a) MHA 1995 for fencing for longer than 28 days
- To reinstate the requirement to act on the advice of Natural England under s15(3)(d) MHA 1995 for fencing for longer than 28 days
- To seek advice on the OSS comment on adopting the duty of care under the CROW Act.

Comments on Questions 16, 17, 18 and 19

Third Party Rights and Miscellaneous

Question 16

Third Party Rights - Page 67 (The Trust should no longer have a power to enforce commoners' rights over land which is not under its jurisdiction)

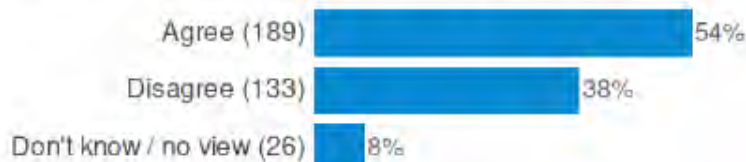


47

Question 17

Miscellaneous - Page 77

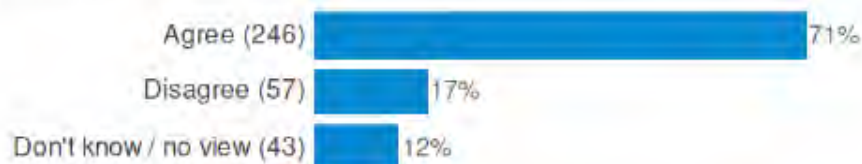
(The Trust should change its name in the Acts to Malvern Hills Trust)



48

Miscellaneous - Page 77

(The references in the Acts to Great Malvern Abbey should be changed to Great Malvern Priory)



49

⁴⁷Cluster 26% agree (n=66)

Remainder of respondents 71% agree (n=256)

⁴⁸Cluster 15% agree (n=66)

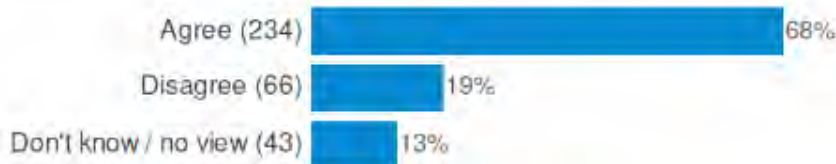
Remainder of respondents 64% agree (n=282)

⁴⁹Cluster 49% agree (n=65)

Remainder of respondents 76% agree (n=281)

Miscellaneous - Page 77

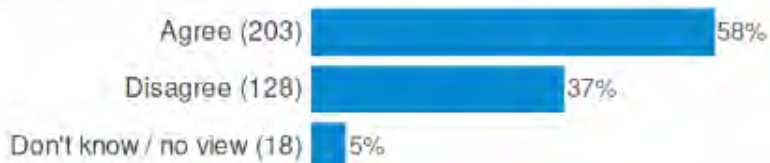
(Definitions: Words which are defined in other legislation should be defined by reference to that legislation)



50

Miscellaneous - Page 77

(In the future, the Trust should be able to make limited changes to its governing documents with the sanction of the Charity Commission through a simplified procedure)



51

Miscellaneous - Page 77

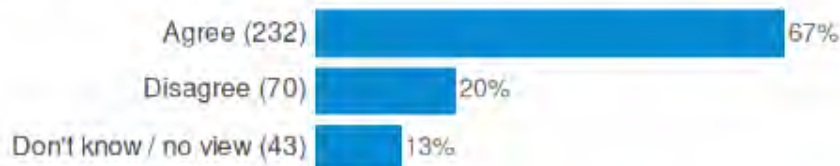
(Any proposals to make changes as set out on page 85 (a) – (g) should be excluded from that simplified procedure)



52

Miscellaneous - Page 77

(The power allowing the Trust to create facilities on the Malvern Hills for horse riding and to charge for their use should be repealed)



53

⁵⁰Cluster 39% agree (n=64)
Remainder of respondents 75% agree (n=279)

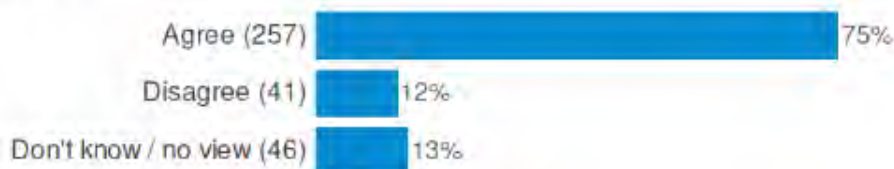
⁵¹Cluster 18% agree (n=67)
Remainder of respondents 68% agree (n=282)

⁵²Cluster 23% agree (n=61)
Remainder of respondents 67% agree (n=273)

⁵³Cluster 41% agree (n=64)

Miscellaneous - Page 77

(The levy paying wards and parishes should be exempt from paying any special levy (Page 38))



54

Question 18

In s9 1909 Act, in the event that the County Council wishes to raise a special levy, it has to seek the consent of Malvern Urban District Council. Who should now give consent? (Page 38)



55

Working Group response

For clarification, Thirds Wood was purchased by Malvern Hills Conservators – it was not “gifted”.

Change of name

Changing the name of the organisation through the Scheme to Malvern Hills Trust will not add to the cost of the Scheme and for clarification, there was very little additional cost associated with renewing signage when the Trust adopted its working name. In anticipation of the rebranding, the Trust had for some years been putting off renewal of branded signs which were due for replacement.

Commoners' rights

(Some of the comments are contained in other sections)

The Working Group note the suggestion (although not directly relevant to the Scheme) that it would help to clarify matters in relation to estovers if the Trust produced a schedule of trees which it had planted.

Remainder of respondents 73% agree (n=281)

⁵⁴Cluster 80% agree (n=65)

Remainder of respondents 74% agree (n=279)

⁵⁵Cluster 33% Malvern Hills DC, 67% MTC and the parishes

Remainder of respondents 52% MHDC, 48% MTC and the parishes

Future changes to the Acts

Should the provision permitting the Charity Commission to sanction limited changes to the Acts in future come into force, the Charity Commission would require a public consultation as part of the process before giving approval.

Changes to the levying arrangements

The reasons why a change in the levying arrangements could not be included in the Scheme were set out in the Consultation Document (page 36). The Open Spaces Society has helpfully pointed out that powers once vested in the Land Commissioners would in their opinion now be vested in the Secretary of State. Even if that is the case it seems unlikely that the Secretary of State would exercise the powers in s31 1884 Act and because of the way the levy operates, it would be of no financial advantage to the Trust were they minded to do so.

Consent to raising a special levy

It should be noted that Malvern Hills District Council believe the Town and Parish Councils would be in a better position to give consent as any special levy would affect only their specific areas and not the whole of the district.

National Parks

National Park status is a landscape designation which protects landscapes of national importance. The National Park Authorities have a remit defined by statute which in many cases includes being the planning authority for the area. National Park status has no effect on land ownership.

Other

Please see the Trust's position statement on trees.

<https://www.malvern hills.org.uk/media/1988/mht-tree-planting-position.pdf>

Please also note that horse riders are allowed on all parts of the Hills except where they have been specifically excluded.

Recommendation

No change.

Responses to questions 20 and 20a

Equality Act

Do you think that any of the proposals in the consultation document might interfere with the objectives of the Equality Act? (Do you think that any of the proposals in the consultatio...)



56

Working Group response

There were a number of the comments in this section which are not pertinent to the Equality Act.

Fencing

The need for fencing was outlined at some length in the Consultation Document. Fencing will mean that access to the Trust's land will be through defined points. This will affect all users to some extent but it is recognised that it has the potential to have more impact on those with limited mobility. The Working Group is grateful for the input from the Disabled Ramblers, both on-line and at the public consultation sessions. Their point about the unsuitability of "stiles" is accepted. There will be a full public consultation as part of the proposals for any permanent fencing. The point made in another section about poaching of the ground (i.e. creating muddy areas) at "pinch points" is well made and will need to be addressed by careful design and management.

Recommendation

No change.

⁵⁶ Data Cluster 44% yes (n=54)
Remainder of respondents 11% yes (n=219)

Responses to questions 21, 22 and 22a

Unforeseen Consequences

Can you foresee any possible unintended consequences of the proposed changes?
(Do you think that any of the proposals in the consultatio...)



57

Working Group response

Whilst a significant number of respondents expressed a view that there might be unintended consequences resulting from the proposals, very few specific issues were identified. In the main, the comments in response to question 22a were general expressions of dissatisfaction with certain elements of the Scheme and have been addressed in other sections.

The board

A board of 12 or less has become the norm for thousands of other charities. The Working Group is alert to the risks, which are not new, that an elected board in particular, is vulnerable to pressure groups taking control. Selection of half the trustees by an independent body should provide a protection against such an occurrence as well as ensuring an appropriate balance of skills and overall diversity.

Full text

Several respondents express a concern that a full text of the proposed Scheme was not made available. The reasons for this were explained in the Consultation Document (pages 80 and 81) and the full text will be made available in due course.

Ancillary Land

The wording of the clause relating to Ancillary Land (page 52) would not permit common land currently under the Trust's jurisdiction to become "Ancillary Land" except in so far as this is permitted under the Trust's existing powers (MHA 1930 s4(d)). In any event, it is highly unlikely that the necessary permissions (either under the Commons Act or planning laws) would be granted.

⁵⁷ **Data Cluster 79% yes (n=58)**
Remainder of respondents 40% yes (n=219)

General

The Working Group is acutely aware of the need to ensure that there are no “loopholes” to be exploited were an unscrupulous group of trustees to take charge of the charity and vigilance will be maintained to avoid such possible consequences. The requirement, as a charity, for the trustees to act solely and exclusively in the best interests of the charity at all times is itself a protection. Failure to act in this way would open up the trustees to challenge and, in the last resort, possibly to personal liability.

Recommendation

No change.

Summary of recommendations

Objects

- Further consider the phrase cited from the Glover Report and whether the current draft objects encompass or should encompass concepts such as ecosystem and biodiversity.
- Subject to the above, the objects clause, as drafted, should remain part of the Scheme, except for removal of the words "cultural landscape".
- Include a clause that, where any area is closed to public access, the decision should be subject to annual review.

New arrangements for appointment of the board

- Add a provision that, in the event of multiple elected trustee positions becoming vacant at one time, then a by-election should be held, (subject to there being more than 6 months before the next scheduled elections). However, single vacancies should be temporarily filled by the INP until the date of the next scheduled election.
- Further consideration be given to the establishment of an 'INP selection working group' for identifying/appointing the initial membership of the INP (who would thereafter appoint their own successors).

Modernising the board's administration

- Review whether the requirements in relation to the proportion of trustees who can take part in a meeting electronically might helpfully be relaxed
- Review whether urgent decisions might be made in writing, with the agreement of less than all appointed trustees, (for example agreement by 75% of members)
- Review whether the word 'urgent' needs to be defined in this context
- Amend the draft so that committee meetings are open to the public if they will make decisions under delegated powers
- Review the provisions for exceptions to the rule that trustees can receive no payments.

Securing the commons and livestock

- Reassessment of the wording in relation to "securing the common".
- The inclusion of a "break" period of 6 months to prevent temporary fencing for animal health reasons from being taken down for a few days and then replaced.
- The addition in a rider to section 4 of the fencing clause to state that nothing in the section should be taken to derogate from the duty on any person to fence against the common.

Quarrying and Removal of Spoil

- Make further enquiries to establish a more appropriate consultee in relation to taking rock and spoil including the possible importance of any deposits to wildlife.

- s15 1884 Act should not be repealed, but updated.
- Further consideration of the suggested change of wording on page 50 from “do not prevent access by pedestrians and horse riders” to “by all authorised users”.

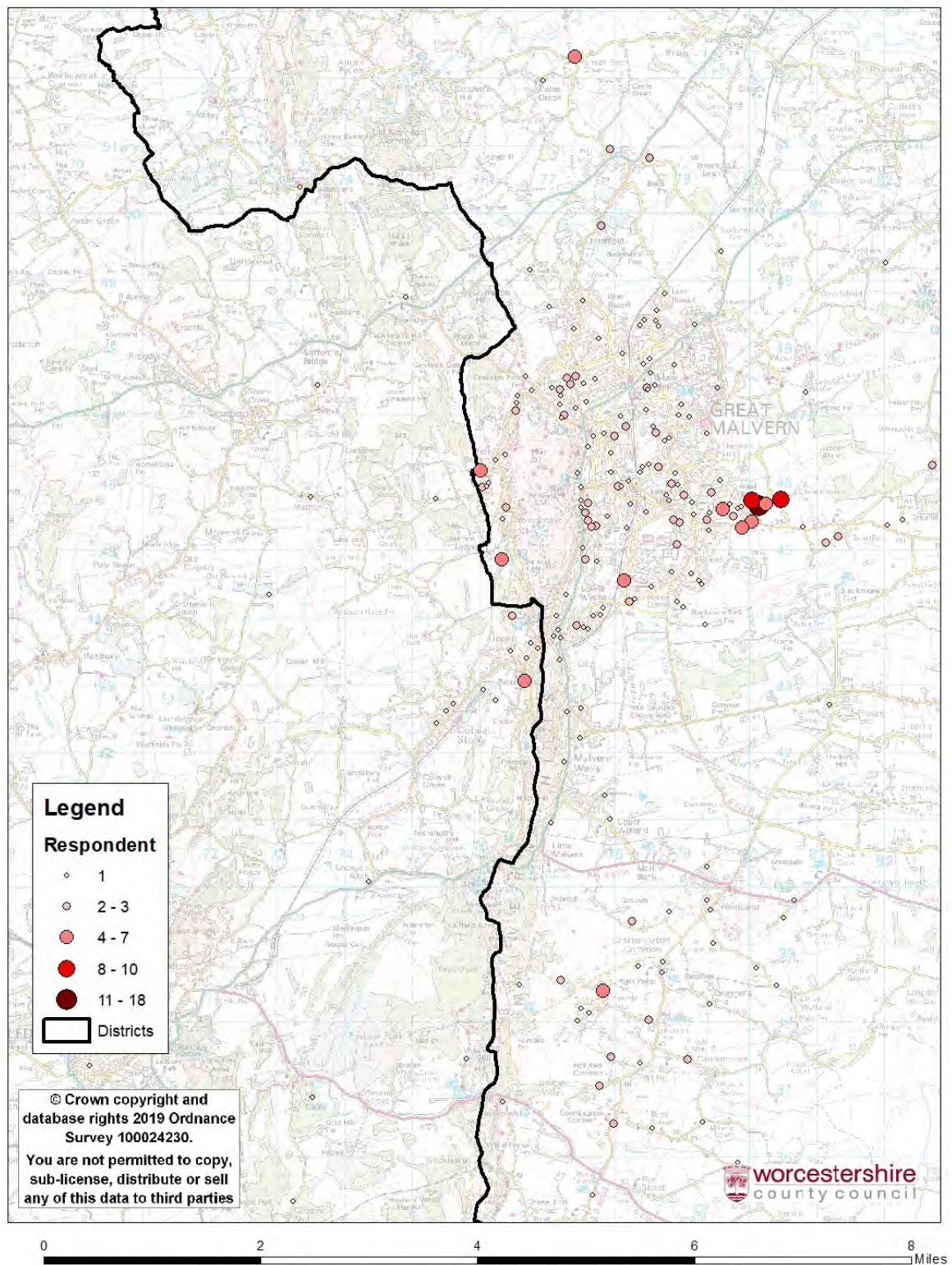
Ancillary land and buildings, leases and licences

- To seek advice on whether to amend s 8 1995 Act to make it clear that any consent to works by the Trust does not constitute a power for the purposes of s38(6)(a) Commons Act 2006.
- The number of days for which licences can be granted to temporary food stalls be reduced from 7 to 4

Land Management Other

- To reinstate the requirement to consult Historic England under s15(3)(a) MHA 1995 for fencing for longer than 28 days
- To reinstate the requirement to act on the advice of Natural England under s15(3)(d) MHA 1995 for fencing for longer than 28 days
- To seek advice on the OSS comment on adopting the duty of care under the CROW Act.

Appendix 1



Map showing postcodes of respondents in the Malvern area to the Malvern Hills Trust consultation

Produced by the Research Unit, October 2019

Appendix 2

Data Cluster postcodes

WR13 6NT
WR13 6NY
WR13 6NZ
WR13 6PA
WR13 6PF
WR13 6NS
WR14 2DF
WR14 2PG
WR14 2SP
WR14 2SS
WR14 2SY
WR14 2XA
WR14 2XD
WR14 2XE
WR14 3QR
WR14 3QT
WR14 3QU
WR14 3QW
WR14 3QX
WR14 3QY
WR14 3QZ
WR14 3RZ

Appendix 3

This table sets out the percentages of responses that “agree” with the proposals in the Consultation Document from the full data set, and the responses with the Data Cluster excluded.

Question	Agree - Full data set	Agree - Cluster removed	Difference
2	68	72	-4
3	68	72	-4
4.1	71	80	-9
4.2	53	62	-9
4.3	54	64	-10
4.4	64	72	-8
4.5	57	66	-9
4.6	55	63	-8
4.7	75	82	-7
4.8	75	81	-6
4.9	77	82	-5
4.10	58	64	-6
6.1	60	68	-8
6.2	56	65	-9
6.3	39	46	-7
6.4	67	72	-5
6.5	58	64	-6
6.6	52	59	-7
6.7	71	73	-2
6.8	65	70	-5
6.9	50	57	-7
8.1	59	61	-2
8.2	71	72	-1
8.3	62	64	-2
8.4	66	73	-7
8.5	78	79	-1
8.6	84	88	-4

Question	Agree - Full data set	Agree - Cluster removed	Difference
10.1	75	79	-4
10.2	77	82	-5
10.3	66	73	-7
10.4	67	72	-5
10.5	76	80	-4
12.1	62	70	-8
12.2	53	60	-7
12.3	51	59	-8
12.4	52	59	-7
12.5	45	53	-8
12.6	52	58	-6
12.7	64	67	-3
14.1	57	64	-7
14.2	72	77	-5
14.3	60	65	-5
14.4	92	95	-3
16	62	71	-9
17.1	54	64	-10
17.2	71	76	-5
17.3	68	75	-7
17.4	58	68	-10
17.5	59	67	-8
17.6	67	73	-6
17.7	75	74	+1

Public statement provided by Charity Commission 11 March 2020

“The Commission met with Malvern Hills Conservators (MHC) in late 2016 in relation to changes the charity were considering making to improve their governance arrangements and modernise the charity. These changes related to the five acts of parliament that govern the charity, which have been in operation since 1884.

At the time, and with the agreement of the Department for Digital, Media, Culture and Sport (DCMS) the Commission advised the charity to apply for a parliamentary scheme, to become effective via an Order by the Secretary of State for DCMS. MHC complied with this advice, preparing all relevant material for the scheme and, as advised, undertaking a public consultation, which took place between 2 September 2019 and 13 October 2019.

The amount of public interest the consultation generated was significant, particularly from precept payers of the charity, many of whom expressed concern about the proposed changes. It’s therefore been agreed by DCMS and the Commission, that these changes to the charity’s governing documents would now be best handled via a private bill, allowing greater scope for public scrutiny and debate than under a parliamentary scheme procedure. The charity has only recently been informed about the change in advice.

We understand this delay may be frustrating for people at the charity and others invested in the process, who want to see this issue resolved as quickly and as efficiently as possible. However, the significant amount of work undertaken by the charity in preparing for a parliamentary scheme will be relevant for preparing a private bill.

This charity manages a hugely significant and well-loved open space for the UK so it’s important to ensure that changes are made in the right way. The Commission and DCMS will therefore be supporting the charity as needed, as they pursue the next steps of this process.

*Charity Commission for England and Wales
11 March 2020”*

Malvern Hills Trust

Ordinary Meeting of the Board

The Council Chamber, Avenue Road, Malvern WR14 3AF

Thursday 18 January 2024 at 7 pm

Present: Mrs C Palmer (Chair), Mr D Baldwin, 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, and Mr M Wilkinson.

In attendance: Interim CEO, Secretary to the Board, outgoing Secretary to the Board, Conservation Manager, Finance Assistant, ten members of the public.

Absent: Mrs M Alexander

1. Apologies for absence

Mr J Owenson, Mrs F Victory, Mr M Victory, Prof D Westbury, and Mrs S Wren.

2. Chair's announcements

Mrs Palmer invited Trustees to contribute to the leaving present collection for the Administrative Assistant.

3. Declarations of interest

There were none.

4. Public Comments

See schedule 1.

5. Minutes of the Board Meetings held on 16 and 30 November 2023

Two amendments were proposed to the draft minutes of 16 November.

- Under minute 7 Public Comments, in the answer to question one, the last three words were changed from 'as at present' to 'in the current elections'.
- Six references to 'Charities Commission' were corrected to 'Charity Commission'.

On the proposal of Mr Driscoll, seconded by Mr Bartholomew, it was **RESOLVED** with four abstentions, to approve the minutes of the Board meeting held on 16 November 2023 as amended.

On the proposal of Mr Bartholomew, seconded by Mr Clayburn, it was **RESOLVED**, with one against and two abstentions, to approve the minutes of the Board meeting held on 30 November 2023.

6. Matters Arising

There were none.

7. Appointment to Finance, Administration & Resources Committee

On the proposal of Mr Core, seconded by Mr Penn it was **RESOLVED** unanimously to appoint Mrs Turner to the Finance, Administration & Resources Committee.

8. Land Management Committee

Mr Michael gave a verbal report of the meeting of the committee held on 7 December 2024. This had included a presentation by the Wardens on their day-to-day work, a review of the Winter Works programme, and consideration of the draft Land Management Budgets. A programme of outdoor visits was due to be arranged for 2024 and Trustees were strongly encouraged to attend.

9. Finance, Administration & Resources (FAR) Committee

9.1 Accuracy of the Minutes of the meeting held on 14 December 2023

The Secretary to the Board reported that the following amendments had been proposed to the draft minutes, which had been circulated:

- Under item 6, Public Comments (recorded in Schedule 1), the answer to the second question was 'Nothing has been spent'.
- Under item 7, the sentence 'There was a discussion on the performance of the portfolios' was added at the beginning of the second paragraph.
- Under item 10.1, in the section on Costs of work on a new Malvern Hills Act, the phrase 'and a risk assessment prepared' was added to the end of the second paragraph.
- In the confidential section item 14, the phrase 'to prevent the debt crystallising' was added at the end of the third sentence.

On the proposal of Mrs Hodgson, seconded by Mr Core, it was **RESOLVED** by members of the FAR Committee, with six in favour and one against, to approve the minutes of the meeting held on 14 December 2023 as amended.

9.2 Updates and Questions

Questions on the minutes were invited from Board members, but there were none.

9.3 Adoption of minutes and resolutions

On the proposal of Mrs Hodgson, seconded by Mr Fellows, it was **RESOLVED** with 17 in favour, one against, and one abstention, to adopt the minutes of the meeting of Finance, Administration & Resources Committee held on 14 December 2023.

On the proposal of Mr Bartholomew, seconded by Mr Driscoll, it was **RESOLVED**, with 18 in favour and one abstention, to approve as currently drawn up the Investment Policies for the Parliamentary & Land Maintenance Fund, and for the Land Purchase (1992) Fund.

10. Budget Approval and Levy Setting 2024

The Board received the draft budget for 2024 and a paper of recommendations from the Interim CEO. The Interim CEO went through the paper. She stressed the need for the Board to be able to respond to the concerns raised by staff in their letter of 29 November 2023 regarding high staff turnover. A working group had been set up by Staffing Committee to hold informal discussions with staff and make recommendations for discussion by the Committee and thence to the Board. Although it was too soon for a full analysis, it was already clear that there were issues with capacity and the Interim CEO was therefore asking that a contingency of £30k be included in the staff salary budget in order to give the new CEP flexibility to respond to the recommendations of the Staff Working Group. It was also proposed to retain the Finance Assistant as a full-time post in order to give better support to the Finance & Administration Manager (FAM), and in turn to allow the FAM to provide more effective support to the CEO.

The proposed increase to the staffing budget was likely to be a be year on year expenditure, which meant that it would not be appropriate to use reserves. The Interim CEO therefore proposed that the Levy for 2024 should be raised to at least £730k. The Interim CEO confirmed that the incoming CEO was fully supportive of her proposals.

The Interim CEO reported that the Trust had been expecting the taxbase to increase, but since she had prepared the figures quoted in her paper, the Trust had learned that the taxbase in Malvern had in fact fallen, with the average number of Band D properties in the Levy paying area reducing from 13,284.03 to 12,381.30. This meant that if the Levy were set at £697,070 the average Band D percentage increase would be 11.84 equating to a rise of £5.37 or 10.3p per week. If the Levy were increased to £730k, the average Band D percentage increase would be 17.1%, equating to a rise of £7.76 or 14.9p per week.

There was a robust discussion, with Trustees expressing concern about increasing hardship for local families and acknowledging the risk of potential exposure to public criticism if the Levy were raised above the rate of inflation, set against the need to support, and invest in, the Trust's staff. The Chair of FAR Committee reminded the meeting that if the Levy were increased it would be in perpetuity, whilst if reserves were used, this would be one-off expenditure and the question would come back for the next budget. Mr Berry said that the reserves balance had been £433k at the end of October 2023.

On the proposal of Mr Penn, seconded by Mrs Turner, it was **RESOLVED**, with 18 in favour and 1 abstention, to retain the Finance Assistant as a full-time post.

On the proposal of Mr Bartholomew, seconded by Mrs Hodgson, it was **RESOLVED**, with 13 in favour, five against and one abstention, to include a contingency sum of £30k in the staff salary budget to provide flexibility to respond to the recommendations of the Staff Working Group. It was considered that the approval of the General Fund budget was implicit in this resolution.¹

It was proposed by Mr Driscoll and seconded by Mrs Hodgson that the levy be set at £730,000. There were eight in favour, nine against and one abstention; therefore, the proposal was defeated.

On the proposal of Mr Fellows, seconded by Mr Penn, it was **RESOLVED**, with 14 in favour, one against and five abstentions, to set the Levy at £697,070.

A proposal to consider a sum between these two percentages was not debated.

On the proposal of Mrs Hodgson, seconded by Mr Core, it was **RESOLVED**, with 18 in favour and 1 abstention, to approve the Designated Funds budget for 2024-25.

On the proposal of Mrs Hodgson, seconded by Mr Berry, it was **RESOLVED** unanimously to approve the Restricted Funds budget for 2024-25.

11. Car Park Income to December 2023

It was noted that car park meter takings were £485 over budget and parking charge payments also over budget by £2468. However, takings for resident passes were £6184 and annual passes £1004 *under* budget. Overall, car park takings were under budget by £4235.

On the proposal of Mrs Hodgson, seconded by Mr Fellows, it was **RESOLVED** unanimously that daytime car park meter prices at main car parks should be increased

¹ For the avoidance of doubt, approval of the General Fund Budget will be brought to the next Board meeting on 7 March 2024.

from £5.25 to £5.50 per day from 1 April 2024 and that evening rate parking charges should be increased from £3 to £3.20 per day from 1 April 2024.

On the proposal of Mrs Hodgson, seconded by Mr Bartholomew, it was **RESOLVED**, with 18 in favour and one against, that residents' car parking permits should be increased to £7.50 per annum from 1 June 2024.

On the proposal of Mrs Hodgson, seconded by Mr Bartholomew, it was **RESOLVED**, with 16 in favour and three against, to increase annual car park pass prices to £52.50 per annum, plus £26.75 per annum for a second car at the same address, from 1 April 2024.

12. Governance Committee

Prof Raine gave a verbal report of the meeting of Governance Committee held on 4 January 2024. The open meeting had been a short session to elect the Chair and Vice-Chair, and to receive an update on Trustee training.

13. Staffing Committee

Mr Penn gave a verbal report of the meeting of Staffing Committee held on 4 January 2024. The Committee had discussed health & safety issues, proposed updates to the Equality & Diversity Policy, a paper on current staff structure and issues, and the establishment of a working group to respond to the issues raised in that paper and in the staff letter to Trustees of 29 November 2023. Staff interviews, conducted by Mr Penn and Mrs Wren, were almost complete and a report would then be prepared. Mr Penn recorded his thanks to Mrs Wren in her absence for all her work. Mrs Turner recorded her thanks to the Committee for their prompt action.

14. Staff at confidential meetings Policy Review

The Board received a paper from the Conservation Manager recommending minor amendments to the current policy. It was noted that the Policy was routinely reviewed at the start of every new board. On the proposal of Mr Michael, seconded by Mr Clayburn, it was **RESOLVED** unanimously to adopt the revised policy.

15. Private Bill

The Board received a paper prepared by the Interim CEO and outgoing Secretary to the Board, together with an Addendum summarising the outcomes from the Trustee Workshop held on 8 January 2024.

The outgoing Secretary to the Board reported that induction sessions had been held to ensure that Trustees were fully appraised of the problems with the existing Malvern Hills Acts and the proposals to update them. There had been an opportunity to ask any questions of with the Parliamentary Agent (PA). Mr Clayburn asked why the section 74

application documents remained confidential. The outgoing Secretary explained that this was due to the inclusion of cost estimates that had been supplied on a confidential basis, but the other content would be moved into the public domain in due course. There was a simple summary on the public area of the web site of the proposals and what would not change.

In relation to the public consultation, the outgoing Secretary to the Board confirmed that as in 2019, the consultation document would be written in plain English and would put forward all the different elements of the proposed changes.

In relation to the recommendations contained in the paper, Mr Fowler said that the Bill would be a consolidating Bill *with amendments* and would change the law. The outgoing Secretary to the Board confirmed that this was the case and that this was what both the Department for Culture, Media & Sport and the Charity Commission were expecting.

Mr Berry said that there was a clear need to understanding what the risks of taking forward a Private Bill would be and advocated undertaking some consultation at an early stage. He reminded the Board of a request from FAR for a risk assessment and a document summarising costs on an on-going basis. The outgoing Secretary to the Board confirmed that the Trust was in the process of preparing a risk assessment, which would then be sent to the PA for his comments and additions. Mr Michael said that the PA would advise upon where there were potential problems within the proposals put forward by the Trust and that the Board should rely on his expertise.

Mr Berry asked for confirmation that the £306k figure approved by the Charity Commission for legal costs was still current. The outgoing Secretary to the Board confirmed that these were the 2023 figures. He then asked what would happen if costs were going to exceed this figure. The outgoing Secretary to the Board confirmed that the Trust would have to go back to the Charity Commission, but pointed out that if there were a danger of this happening, it should become apparent well in advance. In answer to a question, Mr Core stressed the importance of having a plan and monitoring expenditure against that. A progress report and costs update would be presented to every Board meeting.

On the proposal of Mr Bartholomew, seconded by Mrs Hodgson, it was **RESOLVED**, with 14 in favour, four against and one abstention, that the Trust should seek a Private Bill to update its governance with a view to lodging the Bill in November 2024, and that the new Act would consolidate the existing five Malvern Hills Acts.

On the proposal of Mr Bartholomew, seconded by Mr Clayburn, it was **RESOLVED** with 13 in favour, two against and three abstentions, that all the provisions marked on Paper C Addendum in green were ready to be passed to the PA for him to commence work.

On the proposal of Mr Fellows, seconded by Mr Wilkinson, it was **RESOLVED** unanimously to charge Governance Committee to consider how best to ascertain the views of Trustees and resolve any outstanding issues on those provisions marked on Paper C Addendum in brown.

On the proposal of Mr Bartholomew, seconded by Mr Penn, it was **RESOLVED**, with 16 in favour, two against and one abstention, that, once confirmation was received from the Charity Commission that the Trust might make a loan from the Land Purchase Fund to fund the preparation and promotion of the Bill,

- i. the provisions approved by the Board as ready should be passed to the PA for him to begin work; and
- ii. that he should be asked to consider and advise as appropriate on the action points arising from the 2019 consultation.

The outgoing Secretary to the Board provided a verbal update on costs so far incurred, reporting that there had been no change since the last meeting, with the exception that there had been a mistake on the invoice from Sharpe Pritchard and that this had now been reduced from £13k to £11,756.90.

16. Dealing with the absence of the CEO

The Board received a paper from the Interim CEO regarding the current arrangements for covering CEO functions and duties in the short-term absence of the CEO. On the proposal of Mr Core, seconded by Mr Bartholomew, it was **RESOLVED** unanimously that the outgoing Secretary to the Board would cease to hold the role of Deputy CEO from 1 February 2024, and that the Interim CEO should decide who might be delegated to take on this role in the future.

17. Proposal of new format for Board agenda

The Board received a proposal from the Interim CEO to reorganise Board agenda . Under this proposal, committee meeting minutes would be approved electronically in advance of Board meetings, and substantive issues such as the Budget and Levy would be placed ahead of minutes and less substantive resolutions on Board agenda. On the proposal of Mr Stock, seconded by Prof Raine, it was **RESOLVED** unanimously to adopt the new format as detailed in the proposal.

18. Urgent Business

There was none.

19. Date of next meeting

7 March 2024.

20. Confidential items

On the proposal of Mr Core, seconded by Mr Bartholomew 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).

The meeting closed at 10.10 pm

Minutes approved by: Date:

Schedule 1

Public Comments

1. Graeme Crisp

It was refreshing to hear the newly elected board member for Dyson Perrins Ward at meeting of the Board held on 16th November 2023 describe himself as the representative for the ward where he was elected. It is a pity that this is not recorded in the minutes. I hope that he will support his levy payers by opposing the proposal to inflate the levy well beyond the cost and prices index for the relevant period and beyond the increases sought on the other elements of the Council Tax Bill. That the Board has the power to ask for so much does not mean that the proposed increase is justified. If the Board approves the proposal contained in paper A then I and many others will conclude that MHT abuses the power which it presently has, and that it cannot be trusted with the increased powers that the board are seeking.

2. Katharine Harris

1. On the Minutes of the Finance Meeting 14 Dec 2023 p.21 Qu 2, no answer is printed. Yet when I asked that question (for those who weren't there- Of the £306,000 designated funds, how much has been spent and on what?) At the Meeting I was told, 'Oh That's easy, Nothing. Absolutely nothing'

Later in the same Meeting it came to light that in fact £13 000 had actually been spent.

I would like to know why these answers not shown in the Minutes

2. On the Addendum section it is proposed that a substantial number of provisions concerning the Private Bill are going to be passed to the Parliamentary Agent 'for him to commence work'-yet there has been no Public Consultation on these issues.

A Public consultation should be carried out first **BEFORE** any provisions are presented to the Parliamentary Agent, not after. As a Public Body MHT should adhere to the Public Consultation guidelines applicable to any Public Body, that is, a Consultation should be done when proposals are at a sufficiently formative stage in the process for responses to be able to have some influence on the policies proposed, with adequate time given to allow proper and informed responses, not after decisions have been taken, especially when it is the Precept payers who are expected to foot the Bill.

3. At the Finance Meeting on 14 Dec 2023, a 5% increase in the levy was discussed; it was clear from the debate that followed, that a number of Trustees felt that this figure was too high given a predicted rate of inflation at 3.5%.

I was therefore shocked to see that it is now proposed by the Interim CEO to double the 5% figure, based on zero factual evidence.

MHT declare that their precept increases 'reflect inflation' but the current proposal is approx. 5x the (2.1 %) rate of inflation forecast for April 2024.

If such an increase is voted through, this would be the second consecutive year of such a substantial increase and is likely to be the largest % increase of any component in the Council Tax, as indeed it was last year. It will certainly be unpopular and is likely to damage the reputation of MHT in the locality as noted in your 2023 Business plan.

This states:

Large increases in the level of precept charged would be unpopular with precept payers and potentially could bring MHT into disrepute, unless such increases are for specific reasons which are effectively communicated and.... shown to deliver major tangible benefits'

I cannot see how MHT has 'effectively communicated' the need for such an increase in the precept with the precept payers or shown that such an increase would deliver 'major tangible benefits'.

The only reason MHT give is 'to alleviate pressure on our financial reserves'. That hardly constitutes 'major tangible benefits'! What about alleviating pressure on hard pressed working households!!

Where are the facts and figures in the Meeting papers which clearly demonstrate the need for such an increase? Such decisions should be open and transparent. Since 2018, MHT have accumulated a surplus of funds each year: in 2023 this surplus was in excess of £40 000, as noted by the outgoing chair in his last report to the Board, so there is clearly no need for such a huge increase in the precept.

It would seem therefore, that the true reason is to accumulate surpluses that can be used to cover the past and future cost of a Private Bill, and then cover the 6% interest rate on a loan from the Land Purchase fund which is to help fund the Private Bill.

I would like to ask how the initially proposed 5%, and the soon to be discussed proposal of 10% translate to actual increases to Malvern Households. My understanding is that due to the increase in local rate rebates, such figures could work out as being considerably more on our bills in April.

This kind of increase feels more like an unjustified raid on people's goodwill and their pockets and demonstrates a total lack of consideration for the Precept payers of Malvern, many who will already be counting every last penny. MHT is a public body and as such is duty bound to consider the impact on the local community instead of viewing it as a limitless source of funding.

This statement exceeded the maximum time allowed by two minutes but was allowed by the Chair.

3. Malcolm McCrae

Under what auspices does the Board propose to submit the Private Bill? Is it from the Public Body that is the Malvern Hills Conservators whose governance mandate is set out in the existing Malvern Hills Acts or is it the unincorporated charity that is the Malvern Hills Trust, which has no legal status.

4. Michael Huskinson

My name is Michael Huskinson a resident of Guarlford for 35 years. I address you on behalf of Malvern Environment Protection Group comprising a large number of residents living between Barnards Green and the village of Guarlford, adjacent or near to the B4211 public highway

Like so many people I am sure that the work MHT does to preserve and enhance the Hills is greatly valued and we always look to MHT to protect the Hills.

I am aware of the perceived need for consolidation of the 5 Acts of Parliament which govern the Trust. I have reviewed salient parts of the Public Consultation Document produced by the Trust in 2019—I am aware that it is now proposed that such consolidation is to proceed by way a Private Bill in Parliament rather than under the Charities Acts.

Such Private Bills bring together a number of Acts of Parliament on the same subject into a single Act of Parliament **without changing the law in any way**. They are used as a way of tidying up areas of statute law that have become fragmented over time.

The Trust is a statutory charitable body existing for public purposes and must in all its dealings act in accordance with its charitable objects and in the best interests of the charity – this will not change if the proposed Private Consolidating Bill becomes law.

I stress that consolidation cannot and must not involve any change in the law. The objects/purposes of the Trust currently include an obligation to preserve as far as possible the natural aspect of the Malvern Hills and to keep the Hills unenclosed and unbuilt on as open spaces for the recreation and enjoyment of the public. In your Public Consultation document you stated that the phrase “the natural aspect” was Victorian language which had no clear meaning in the present day and you proposed a revised form of words namely an obligation (a) to protect, conserve and maintain the **landscape character**, habitats, wildlife, geology, archaeology and **cultural landscape** of the Hills and (b) to keep the Hills unbuilt upon as open space for the recreation and enjoyment of the public.

The Trustees’ view would appear to be that the proposed revised wording involves no amendment of the current objects clause of the Trust and that therefore consolidation by means of a Private Bill is entirely appropriate and can proceed. Others (including Malvern Environment Protection Group) are entitled to and do hold a different view which is that the proposed revised wording of the objects of the Trust involves potentially radical changes in the way the Trust can operate in the future and that simple consolidation is not permissible or appropriate. This is effectively a Consolidation Bill with substantial amendments – a brand new Bill which could change the face of Malvern. The 1884-1995 Malvern Hills Acts have served the Malvern area well over the last 100 years plus and this will be placed in jeopardy should the revised wording of the objects clause be amended in the way proposed by the Trust.

Thank you.

Malvern Hills Trust

Special Meeting of the Board

Council Chamber, Avenue Road, WR14 3AF

Thursday 19 September 2024 7pm

Present: John Michael (Chair), David Baldwin, Richard Bartholomew, Robert Berry, David Core, Mark Driscoll, David Fellows, Richard Fowler, Lucy Hodgson, Charles Penn, John Raine, Felicity Robinson, Chris Rouse, John Stock, Mary Turner, Malcolm Victory, Mike Wilkinson.

In attendance: CEO, Secretary to the Board, Governance Change Officer, Conservation Manager, *Newsquest* staff member, 24 members of the public.

1. Apologies for absence

Allan Cottam, Frances Victory, Duncan Westbury, Sheila Wren.

2. Chair's announcements

- 2.1 John Michael thanked the Staffing Committee for reviewing how a Trustee might raise a complaint about bullying and harassment and for recommending that a statement be made at the start of each Board meeting to state the Trust's policy of zero tolerance of any bullying and harassment. Any abusive language or calling into question the integrity of Trust staff or trustees would not be tolerated, and anyone behaving in this way would be asked to leave.
- 2.2 John Michael confirmed that the Trust would always try to respond to Public Comments at the earliest opportunity, answering any legitimate questions and rebutting any misleading information.
- 2.3 John Michael reported that a video called *Songs of Malvern Hills* had been produced by a local musician who was inviting viewers to make a donation via JustGiving towards the Trust's Ash Dieback fund.
- 2.4 John Michael referred to Richard Fowler's query under Matters Arising at the 12 September Board meeting, concerning the percentage of the Trust's income made up by the Levy. The Trust had looked into the figures and had updated the web site. John Michael confirmed that the Levy covered 60% of the costs of managing the land under the Trust's jurisdiction, which was *not* the same as the Levy making up 60% of the Trust's income. Over the past seven years, the Levy had averaged 45% of the Trust's income. The Trust accepted that the management accounts for April to June 2024 showed the Levy providing 65% of the income, but it was stressed that these were internal accounts only and it was not reasonable to compare them with end of year final accounts.

3. Declarations of interest

David Core suggested that David Fellows had a conflict of loyalty, due to his being a member of Guarlford Parish Council, which had strongly opposed all the Trust's proposals for governance change in their response to the Consultation. David Fellows said that he had taken no part in those discussions and did not feel that he had any conflict. He agreed to remain in the meeting and participate in the discussions, but not to vote.

4. Public Comments

There were none. John Watts had asked to speak but withdrew on account of the Trust not allowing one of his questions.

5. Discussion of Consultation Responses and proposals for a Private Bill

The Board received a paper prepared by the Governance Change Officer (GCO) on the results of the consultation. The GCO went through the paper, thanking all those who had responded and assuring the meeting that all feedback had been carefully considered. John Michael recorded the Board's thanks to the GCO and the working group trustees for the many hours of work they had put in to analysing the responses and forming them into different categories.

5.1. Land Management

The GCO reported that feedback on the Trust's land management proposals had been broadly supportive. There had however been some misunderstanding and confusion, for example regarding the Trust's proposals to fence grazed commons. It was not the case that the Trust would, for example, fence along the B4208. The road was part of the common. The GCO assured the meeting that the proposals did not apply to ungrazed commons and in fact related to a very small area of the Trust's land. She confirmed that public access gates would be included in any fencing scheme. The Conservation Manager (CM) reported that, in order to make the Bill robust for the future, it would be necessary to avoid stating that fencing would have to be on the perimeter only, because there would be instances where this was impossible. The CM referenced other similar sites, such as Epping Forest, where some fencing and infrastructure had had to be sited away from the exact perimeter in order to deliver a successful safe scheme. The GCO added that it was clear in the Constitution document that any fencing would be subject to s38 Commons Act 2006, in that it would require the permission of the Secretary of State; the Trust was not seeking to bypass this.

Questions were invited from Trustees. In answer to a question as to how the scheme had worked in Epping Forest, the CM confirmed that it had been successful in that it had achieved what it was designed to do. In answer to a question about commoners' access rights and risk to animals, the CM stated that this was not an exercise in making

every animal safe – this was impossible given that there was a highway running through the Common – but rather to ensure that livestock grazing could continue on the Commons. The Trust was seeking a level playing field with every other common owner in the country, and graziers should benefit from this. Mike Wilkinson pointed out that the Trust was only seeking a power and that in his opinion the Trust would not propose a scheme if it didn't have the backing of the commoners.

On the proposal of Lucy Hodgson, seconded by Malcolm Victory, it was *RESOLVED* with 14 in favour, two against and one abstention, to ask the Parliamentary Agent to amend the clause relating to securing the grazed commons to take account of Officer concerns that the most appropriate site for fencing would not always be on the exact perimeter of the common.

On the proposal of Richard Bartholomew, seconded by John Stock, it was *RESOLVED* with 14 in favour, two against and one abstention, to include a requirement that there should be a minimum break of six months following fencing to regulate grazing before the same area could be fenced again, but with a de minimis exception to enable up to 1 ha to be fenced again for the control of unwanted vegetation.

On the proposal of Mark Driscoll, seconded by John Raine, it was *RESOLVED* with 15 in favour, one against and one abstention, that the proposal to be able to fence for animal health reasons be removed.

5.2. Leases and Licences of Land

The GCO reported that the Trust as a landowner needed to be able to grant leases and licences; it had done so for years, and the Bill was an opportunity to formalise the arrangements. There was no question of leases or licences being granted for commercial purposes. The Trust's land needed active management beyond what the Trust's resources could deliver and so licences were granted to others for coppicing, hay making and conservation grazing. The CM added that three quarters of the Trust's estate was under some licence or other and that this was essential for effective land management.

The GCO reported that there were a small number of buildings licensed to individuals, with Malvern Hills National Landscape team licensed to share use of Manor House. The Trust also granted farm business tenancies in fields on the lower slopes of the Hills, through which the Trust could ensure that the land was managed in a nature friendly way and that public access was maintained.

The GCO said that the proposals had not been supported by a majority of respondents, but that there had been nothing in the comments to explain why. It appeared that the

Trust needed to engage further with the public to explain the background to these proposals. There had been concerns in the comments about commercialisation and footfall; the Trust needed the power so that it could make sure that events didn't clash and that the land wouldn't be impacted. The GCO stressed that the Trust couldn't and wouldn't grant licences that went against the Objects of the Charity.

It was a requirement of the Trust's insurers that the Trust ensure that groups using the Hills for their activities should have their own public liability insurance. Otherwise the Trust risked being sued in the event of an accident. Concern was expressed that this might make events unviable for small organisations, but it was noted that in practice it was normally possible for a small group to be covered by the insurance of an umbrella organisation. The GCO confirmed that there would be policies to underpin the power to lease and license, and it was suggested that it would be helpful for these to be developed alongside the new Bill.

The GCO confirmed that the working group had recommended leaving the proposals unaltered. It was noted that the Trust would be required to consult Malvern Hills National Landscapes, rather than Malvern Hills District Council, regarding applications to run services overground; in practice the Trust had very limited powers to authorise such applications, which had to be in respect of buildings constructed before 1995.

On the proposal of Lucy Hodgson, seconded by Mike Wilkinson, it was *RESOLVED* with 14 in favour, two against and one abstention, to make no change to the Trust's proposals in relation to leases and licences of land (including buildings).

On the proposal of Lucy Hodgson, seconded by Mary Turner, it was *RESOLVED* with 16 in favour and one abstention, to make no changes to the proposals outlined in the Consultation Document in relation to licences for activities on Trust land (but to ask the Parliamentary Agent whether some of the concerns expressed might be addressed in the drafting).

On the proposal of John Stock, seconded by Richard Bartholomew, it was *RESOLVED* with 14 in favour and three abstentions, to make no change to the Trust's proposal to change the consultee in relation to licences for overground services.

5.3. Modernisation of the Trust's Administration

Online meetings

The GCO reported that the Trust wished to have the flexibility to make decisions online where necessary, although it was recognised that face-to-face meetings were easier. Lucy Hodgson queried whether the Trust could make this change, observing

that in local government all decision-making meetings had to be in person. The GCO said that charities were permitted to make decisions virtually and so the Trust could choose to do this.

On the proposal of John Raine, seconded by Malcolm Victory, it was *RESOLVED* with 13 in favour, two against and two abstentions, to make no change to the Trust's proposals to be able to hold hybrid or online meetings.

Supporters' organisation

Concerning the power to set up a membership organisation, the GCO reported that the working group had recommended substituting 'supporters' for 'membership'. The term 'membership' appeared to have carried implications that were not intended. There was no suggestion that a supporters' group would be part of the governance structure, nor that it would have any direct influence on decision making. Rather the hope had been to engage people from outside the Levy-paying area. John Michael confirmed that the drafting of the Bill would make it clear that the Supporters' Group was completely separate from the governance structure.

It was suggested that the term 'Friends' be used rather than 'Supporters'. Mike Wilkinson responded that 'Friend' was a slightly dated term, observing that the Trust might want to have more than one kind of supporters' group at some point in the future. Charles Penn advised that there had previously been a 'Friends' group that had been troublesome to the running of the Charity.

On the proposal of Lucy Hodgson, seconded by Felicity Robinson, it was *RESOLVED* with 14 in favour, one against and two abstentions, to retain the provision to permit the Trust to set up a supporters' organisation, but to adopt the term 'supporters' instead of 'members'.

General Power

The GCO reported that there the proposal to include a general power had prompted much concern and suspicion that it would enable the Trust to do things that were against its Objects. She stressed that this could not happen and neither could the Trust run a commercial enterprise. It was not unusual for a charity to have a general power to do things in the interest of its Objects; this was not a way to get round restrictions. The Trust did not want to have to approach Parliament every time a new issue came up that was not covered by the Acts.

On the proposal of Richard Bartholomew, seconded by John Raine, it was *RESOLVED* with 13 in favour, two against and two abstentions, to make no change to the Trust's proposal to include a restricted general power in the Bill.

Power to Borrow

The GCO reported that much concern had been expressed about the Trust's power to borrow. She pointed out that the Trust already had three different powers to borrow, secured against revenue or land. The Trust wanted one power to borrow rather than three but didn't want to put itself in a worse position. The Trust needed the power to borrow in order to run its affairs. Due to capital reserves it hadn't previously needed to borrow, but should a large piece of land become available, the Trust would want to be able to do so in order to secure it for the public. The Trust would seek the views of the Secretary of State and Charity Commission as to whether Secretary of State approval would be required for the borrowing. The GCO reminded Trustees that they must act responsibly; they needed to be sure that they could service any borrowing and that such borrowing was in the best interests of the Charity. In answer to a concern about pressure on the Levy, it was noted that the Conservation Manager set out how land would be maintained and where it would be paid from every time he proposed a land purchase. The Bill would give more flexibility for the Trust to fundraise, reducing pressure on the Levy.

Robert Berry asked whether there was any restriction against buying buildings for commercial enterprise. The GCO said this was not allowed. David Core said that, under the new powers, the Trust could set up a trading company, for example to run a visitor centre. The company would be a separate legal entity to protect the Trust against any losses it might incur. The company could buy or lease buildings, possibly from the Trust.

On the proposal of Malcolm Victory, seconded by Lucy Hodgson, it was *RESOLVED* with 12 in favour, three against and two abstentions, to restate the current power to borrow within the provisions of the Bill

- **Powers to borrow in furtherance of its purposes**
- **Powers to secure borrowing against land and revenues, but without any power of sale or to cut and sell timber in relation to its current purpose land.**
- **Powers to secure borrowings against ancillary land (e.g. office space) without third party consent, and any such loan agreement can include a power of sale; and**
- **To establish the view of the relevant Government department and the Charity Commission on any requirement for third party consent to secure borrowings against existing purpose land or new purpose land.**

Change of Statutory Name

The GCO reported that the percentages for and against the change were similar. Comments from those against including the suggestions that it was a tax dodge and a waste of money; in fact there would be no cost. The GCO referred Trustees to a paper written by the Community & Conservation Officer in 2017, which had explained the

reasons for the original rebrand. At the time, the Trust was struggling to get its message across; there was confusion about its status and misunderstanding of the meaning of 'conservator'. Malvern Hills Trust was now a well-established brand and was the name most people now used.

The CEO said that she understood the strength of feeling locally. She wanted to stress that the contribution of conservators in the past had not been and would not be forgotten; indeed, there was more the Trust could do to highlight its history.

Richard Fowler asked whether the Trust had any evidence that the change of working name had helped to get its message across. The GCO said that some large legacies had been received, and the CM noted that Cleeve Common Conservators had observed how MHT had benefited from the change and decided to change its name to Cleeve Common Trust. Robert Berry countered that it would be a shame to lose the name, saying that he had found 14 out of 17 bodies called 'conservators' had opted to keep the name. David Fellows thought 'Trust and Conservators' might be an acceptable middle way.

On the proposal of Mike Wilkinson, seconded by Felicity Robinson, it was *RESOLVED* with 12 in favour, three against and two abstentions, to proceed with the change of the Charity's statutory name to Malvern Hills Trust.

5.4. Objects

The GCO noted that those Trustees who had attended the workshop with the Parliamentary Agent on the evening prior to this meeting had had the advantage of discussing these points with him directly. There had been a number of public comments in this section, from which the working group had picked out a number of points for consideration:

- The omission of the word *unenclosed* and the reasons for that
- Changing *maintain* to *enhance*
- Using the term *biodiversity* instead of *flora and fauna*
- Change from the term *natural aspect*

Very helpful responses to the Consultation had been received from Open Spaces Society and the Trust was most grateful for the trouble taken. The advice from both Trust Officers and the Trust's solicitors on their suggestions regarding the Objects, would *change* the Objects and the GCO advised that these suggestions should therefore be resisted. What was appropriate for National Parks was not appropriate for the Trust, which already had the power to fence off areas to protect SSSIs and flora/fauna as necessary. The clause prioritising conservation ahead of public access was only intended as a last resort, but the working group felt it was important that it should stay in.

There had been queries about the removal of the word 'unenclosed', originally used to stop landowners fencing off land. The Parliamentary Agent had advised that setting out the Trust's obligations in this respect as a Duty was stronger than including it in the Objects. The Trust intended to include the following text from the 1930 Act in the new Bill:

Except as in the Malvern Hills Acts otherwise provided they shall at times keep the Malvern Hills, unclosed and unbuilt on as open spaces for the recreation and enjoyment of the public.

Although not itemised for discussion by the working group, members had reflected on comments about the term 'unbuilt on' and had asked Sharpe Pritchard to consider whether those concerns could be reflected in the drafting. Mary Turner commented that Trustees had asked the Parliamentary Agent at the online meeting what he could do to make it clearer, and she was confident that he absolutely understood the issue.

The GCO said that there had been much concern from respondents about dropping the term 'natural aspect'. It had been used regularly in Victorian times but was not used now in legislation. The working group had recommended that the Board keep the proposed wording of Object 1 (a) as: 'to protect conserve and maintain the landscape, *natural appearance*, habitats, flora and fauna, geology and archaeology of the Malvern Hills'. She confirmed that the Trust's lawyers agreed that the idea of 'natural aspect' was covered in this sentence.

There had been a few comments suggesting that 'biodiversity' replace the term 'flora and fauna'. However, biodiversity encompassed the genetic diversity of domesticated animals and plants as well as wild. For the Trust's purposes, the working group considered 'flora and fauna' to be more appropriate and better understood.

There had been a few comments recommending the inclusion of the word 'enhanced', better to allow for changes in management in the future, for example in response to climate change. However, Sharpe Pritchard had advised that the inclusion of this word in s85 of the Countryside and Rights of Way Act 2000 had caused all sorts of problems. VWV advised that it was implicit in the phrase 'conserve and maintain' that the Trust could respond to climate change.

In summary, Sharpe Pritchard had advised the Trust to keep the wording of the draft Objects.

On the proposal of Malcolm Victory, seconded by John Stock, it was *RESOLVED* with 14 in favour, two against and one abstention, to make no change to the Objects as currently drafted.

6. Dates of next meetings

Friday 27 September at 6 pm – Trustee Zoom meeting with the Parliamentary Agent
Thursday 10 October 2024 at 7 pm – Special Board Meeting

7. Confidential

On the proposal of Lucy Hodgson, seconded by John Stock, it was **RESOLVED** unanimously to exclude the public for the discussion of an item of urgent business 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).

Robert Berry, the Conservation Manager and all members of the public left the meeting at 9.10 pm. John Michael thanked members of the public for attending.

The meeting closed at 9.23 pm

Malvern Hills Trust

Special Meeting of the Board

Council Chamber, Avenue Road, WR14 3AF

Thursday 10 October 2024 7pm

Present: John Michael (Chair), Richard Bartholomew, Paul Bennett, Robert Berry, David Core, Allan Cottam, Richard Fowler, Charles Penn, Felicity Robinson, Chris Rouse, John Stock, Mary Turner, Frances Victory, Malcolm Victory, Duncan Westbury, Mike Wilkinson, Sheila Wren.

In attendance: CEO, Secretary to the Board, Governance Change Officer, Conservation Manager, *Newsquest* staff member, 24 members of the public.

Absent: John Raine.

1. Apologies for absence

David Baldwin, Mark Driscoll, David Fellows, Lucy Hodgson.

2. Public Comments

Richard Fowler asked why public comments had not been included on the agenda for this meeting. The Chair agreed to suspend Standing Orders to take a vote on whether to accept public comments on this occasion. There were seven votes in favour of accepting public comments at this meeting and nine against; therefore the motion was not carried.

3. Chair's announcements

- 3.1 John Michael welcomed Paul Bennett as a new trustee nominated by MHDC.
- 3.2 John Michael reported that Trust representatives had met with Dame Harriett Baldwin MP on 27 September to brief her on progress with the Bill public consultation.
- 3.3 John Michael reported Trust representatives had recently met with some of those expressing concern about governance changes.
- 3.4 John Michael recorded his thanks to staff for manning a stand with other local organisations at the Malvern Autumn Show and for collecting memories associated with the Hills and Commons.
- 3.5 John Michael had been delighted to present medals following a charity walk on the Hills in aid of Help the Heroes, which had raised £7,500.
- 3.6 John Michael announced that at the Board meeting on 17 October, he would allocate 30 minutes to hear public comments on the main agenda item, which would be the Board's decision on whether to submit a Parliamentary Bill by 27 November.

4. Declarations of interest

There were none.

5. Discussion of Consultation Responses and proposals for a Private Bill.

The Board received a further paper prepared by the Governance Change Officer (GCO) on the results of the consultation.

Paul Bennett asked whether trustees had seen the raw data from the consultation, and this was confirmed.

5.1 Appointment of Board Members

The GCO reported that the majority of individual and organisational respondents were in favour of there being a maximum number of 12 trustees, defining voter areas by parish, using one single voting area and extending the area from which candidates could stand for election. There were however a significant number of comments against the amalgamation of voting areas reflecting views that the electorate wanted someone to represent their interests. The GCO emphasised that, as a matter of law, trustees must act always in the best interests of the Charity. There had also been some comments in favour of more than half the trustees being elected. However, there was also a comment pointing out the risk of a 'take-over' by a pressure group standing for election. The current proposal increased the percentage of elected trustees to 50% and to increase it further would not reflect the proportion of levy income received by the Trust.

The Working Group's recommendation was to make **no changes to the current proposals** for the maximum number of trustees, the balance of nominated and elected trustees, and extending the area from which candidates could stand for election.

Comments and questions were invited from trustees. In discussion, it was noted that whatever the proportion of elected and nominated representatives, there was always the possibility of pressure groups forming, as had indeed been the case previously. It was a mistake to see either group as having supremacy; all trustees had the same duties and responsibilities and if they did not fulfil them, they would break the Code of Conduct. It was highlighted that it was planned to stagger elections and appointments (except for the first election) and this would be a safeguard against any risk of 'take-over' by a pressure group, as well as having the broader advantage of not losing a lot of experience at the same time.

5.2 Use of the same definition for the electoral area and the levy paying area

The Working Group recommended no change to the current proposal, which had been supported by the majority of respondents and was the only logical choice.

However, there were about 200 respondents who objected to the idea of a single electoral area. Trustees had considered options for dividing it. The GCO went through the pros and cons of each option as explained in the paper. It was hoped to run an entirely postal vote system in the future, provided Parliament agreed. The GCO referred trustees to ballpark figures for election costs quoted in the paper, reminding them that cost of elections would directly affect the levy. A postal election over a single electoral area would be cheaper than over divisions, and significantly cheaper than the current conventional election arrangement.

The Trust recognised the concerns expressed about 'representation' and proposed to address them by allocating a trustee to areas to act as *liaison*. This provision could probably be incorporated into the legislation.

Comments and questions were invited from trustees. Paul Bennett was concerned that, with a single electoral area, candidates might all come from the same part, and he thought that divisions would be better. However, it was pointed out that candidates could already stand in any ward; they didn't have to live there. Paul Bennett remained concerned about accountability to the electorate. David Core acknowledged that there was some degree of accountability for those who had been elected to the Board but pointed out that only nine trustees on the current Board had been elected in a contested election (six in MHDC elections and three in Trust elections). Most candidates in Trust elections were elected unopposed. There was also difficulty filling all the nominated trustee positions. MHDC had not appointed their full allocation of eight trustees for a number of years and none of those now nominated by the county councils were county councillors; Malcolm Victory confirmed that Worcestershire County Council were not concerned about a withdrawal of the right to appoint trustees.

5.3 Independent Nomination Committee

The GCO explained that selection and appointment of trustees was ultimately a Board responsibility. Although the idea of an independent nomination committee had been supported as a concept by the Board and in the consultation, how to constitute it had never been satisfactorily resolved. Therefore, VWV Solicitors had been asked for their advice and their proposal had been scrutinised by trustees at a workshop on 4 October. There would be a requirement to have a nomination committee as a standing committee with two trustee and two external members, with the CEO or other staff members present in an advisory, non-voting capacity.

Comments and questions were invited from trustees. Sheila Wren said she was reassured that there would be external input on the nomination committee; this was an important safeguard. David Core noted that the establishment of the Committee would act as a direct mechanism for the Board to acquire the skills it needed.

5.4 Resolutions on the Constitution of the Trust

- 5.4.1 On the proposal of Richard Bartholomew, seconded by Sheila Wren, it was **RESOLVED**, with 13 in favour and four against, to retain the proposal to have a maximum of 12 trustees.
- 5.4.2 On the proposal of Frances Victory, seconded by Charles Penn, it was **RESOLVED**, with 13 in favour and four against, to make no change to the proposed balanced (50:50) of elected and selected trustees.
- 5.4.3 On the proposal of Malcolm Victory, seconded by John Stock, it was **RESOLVED**, with 13 in favour and four against, to retain the proposal to extend the area from which candidates might stand for election.
- 5.4.4 On the proposal of Sheila Wren, seconded by Charles Penn, it was **RESOLVED**, with 13 in favour, three against and one abstention, to retain the proposal that the electoral area should be defined by parish and linked to the levy-paying area.
- 5.4.5 On the proposal of Richard Bartholomew, seconded by Malcolm Victory, it was **RESOLVED**, with 13 in favour and four against, to retain the proposal for a single electoral area, but to include a provision in the Bill to allocate trustees to act as a point of contact between the Trust and the different areas; both elected and selected trustees might be allocated.
- 5.4.6 On the proposal of Mary Turner, seconded by Felicity Robinson, it was **RESOLVED**, with 13 in favour and four against, to adopt the proposal to establish a Nominations Committee as an MHT Standing Committee, having a fixed composition of two trustees and two external members, with the CEO or other staff members included in an advisory, non-voting capacity.

5.5 Miscellaneous

5.5.1 Public Access to Meetings

The GCO reported that a significant majority of respondents had been in favour of retaining public access to Board meetings. The present proposal was that if a committee was only to make recommendations to the Board at its meeting, that it might be closed to the public in order to facilitate discussion. Richard Fowler suggested that there was no definition of 'binding decisions'. David Core said he shared some of Richard Fowler's concerns about the Trust's engagement with the public but thought the Board could use Standing Orders to look at how to improve engagement and give more opportunities for people to speak. The Governance Committee would discuss this at its next meeting in November.

5.5.2 Fixed Penalty Notices

The proposal to retain a provision to allow the Trust to use Fixed Penalty Notices had been discussed with the Wardens. It had been agreed to retain it, but it was recognised that there must be appropriate training and policies

in place. Numerous respondents to the consultation had expressed concern about the safety of employees when issuing these notices. The Trust was very aware of the need to safeguard staff, and the CEO said she was heartened by the comments of concerned members of the public.

5.5.3 **Power to build on ancillary land**

The GCO advised that this was very much a provision for the future; there were no current plans to exercise the new power. The Trust already had the power to buy offices and build sheds. It was confirmed that 'ancillary land' referred to land that was not open to the public for the purposes of the Charity. David Core noted that there were some concerns regarding the 'power to build' linked to the general power but confirmed that this proposed power related *only* to ancillary land, the general power would not change that, and it was an appropriate provision for the future.

5.5.4 **Resolutions**

On the proposal of Mike Wilkinson, seconded by Richard Bartholomew, it was **RESOLVED**, with 13 in favour and four against, to retain the current proposal to open all Board meetings to the public (except where exempt business was to be discussed) but only to open committee meetings to the public where a decision binding on the Trust was being made under delegated authority.

On the proposal of Sheila Wren, seconded by Allan Cottam, it was **RESOLVED**, with 13 in favour and four abstentions, to retain the provision to permit the issue of Fixed Penalty Notices.

On the proposal of Charles Penn, seconded by John Stock, it was **RESOLVED**, with 13 in favour and four against, to add the power to allow the Trust to build on ancillary land for the purposes set out in the consultation document.

Trustees were requested not to comment on how other trustees were voting.

4. Dates of next meetings

Thursday 17 October 2024 at 7 pm – Special Board Meeting

Thursday 14 November 2024 at 7 pm – Annual General Meeting

5. Confidential

On the proposal of David Core, seconded by Malcolm Victory, it was **RESOLVED**, with 16 in favour, to exclude the public for the discussion of an item of urgent business 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 (legal advice).

Paul Bennett and all members of the public left the meeting at 8.37 pm.

The meeting closed at 8.55 pm

Malvern Hills Trust

Special Meeting of the Board

Council Chamber, Avenue Road, WR14 3AF

Thursday 17 October 2024 7pm

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

In attendance: CEO, Secretary to the Board, Finance and Administration Manager, *Newsquest* staff member (arrived 7.25), 40 members of the public.

Absent: Richard Fowler.

1. Apologies for absence

David Fellows, Chris Rouse, Governance Change Officer.

2. Chair's announcements

2.1 John Michael drew the meeting's attention to the serious side of what Trust staff had to deal with on a daily basis on the Hills and Commons:

2.1.1 He warned that the Trust had heard of illegal metal detecting at British Camp. He advised anyone witnessing this not to approach the thieves but to report it directly to the police.

2.1.2 He reported that the Wardens had observed three men in black clothing driving electric motorbikes over the Worcestershire Beacon, along the east side of Sugarloaf and down towards West Malvern. This was not allowed and was very damaging.

2.1.3 He reported that local people had been angry about agricultural vehicles harvesting a crop on land adjacent to one of the commons. Much damage had been caused and local people had barricaded a route the tractors were using across Trust land. Police and Highways had attended the scene. There were at least two places where agricultural vehicles had driven off the access road to a farm onto the commons causing damage.

2.2 John Michael was pleased to report that he had received a letter from the organisers of the charity event in aid of Help the Heroes, reported on at the last meeting, to say that donations had now reached £16,000 and were still coming in. The organisers had been most grateful for the advice and support received from Trust staff and John Michael recorded his thanks to them. He added that the Trust would also be receiving a donation from the event.

3. Declarations of interest

There were none.

4. Public Comments

11 comments were received from members of the public and these are attached at Schedule 1. John Michael thanked all the speakers for their contributions.

4. Resolutions required to proceed to deposit the Private Bill on 27 November 2024

4.1. Background Summary

At John Michael's invitation, David Core summarised the 10 year journey the Board had taken to reach this point, observing that there had been two public consultations at the formative stage, preceded by discussions at meetings of the Governance Committee and the Board, all held in public. Following the latest consultation, the Board had highlighted five specific topics which trustees felt needed more detailed consideration. A working group had been set up to address these, and there had been a series of workshops followed by Special Board Meetings where the decisions had been taken. There had been some significant changes, such as the proposals around a six month fencing break and boundary issues, and also decisions made to continue with existing proposals following robust exploration of alternatives, such as the single electoral area.

The Trust was now in the process of drafting the Bill. The Parliamentary Agent had explained to trustees that the bulk of the text would be the transposition of the existing clauses in the Acts that remained relevant. There would be further opportunities for trustees to discuss detailed drafting issues.

It was essential that all trustees were satisfied that they had sufficient information to make an informed decision; David Core had spoken personally to nearly every trustee and a clear majority had confirmed that they did feel sufficiently well-briefed to make the important decision required at this meeting.

The Parliamentary Agent had advised that the process in Parliament was likely to take two to three years. This gave the Trust the opportunity to engage with those who wished to comment on the specific details of the Bill; there would be an opportunity to do that in early 2025. The Trust hoped that any issues remaining concerning drafting points might be resolved outside the Parliamentary process; this would be in the best interests of the Trust and of levy payers, since it would minimise costs.

4.2. Comments from Trustees

4.2.1. Resolution 1

10 trustees spoke *in favour* of submitting the Bill on 27 November 2024. The following points were made:

- Many people had devoted much time, effort and hard work to preparing for the Bill over a number of years. Following the St Ann's Well report, it had been essential for the Trust to improve and modernise its

governance. Trustees recorded particular thanks to John Raine for the huge contribution he had made in considering how governance might be reformed;

- Three trustees with professional backgrounds in land management and the environment considered that the proposals would improve the Trust's ability to care for the Hills and Commons;
- The public's request for improved communications was understood. Trustees *were* listening and this was an on-going dialogue; and
- This was a democratic process. The Bill would be debated in Parliament and Parliamentarians would decide whether or not to pass it.

Two trustees spoke *against* submitting the Bill on 27 November 2024. The following points were made:

- The levy paying area was out of date and should be readdressed;
- Trustees needed to be properly informed. Work on unintended consequences had not been done;
- There was a concern about reduced accountability; and
- It was better to delay submission and make sure that the Trust got what it needed.

4.2.2. Resolutions 2-4

- There was a query as to whether the Trust had taken Counsel's opinion on the legalities of the proposal to delegate to the individuals holding the posts of Chair, Vice-Chair, Chief Executive Officer and Governance Change Officer of the Trust (together the 'Delegates') the power to enact any additional, supplemental and consequential provisions that might be necessary or convenient. It was confirmed that the wording for the resolution had been provided by the Parliamentary Agent and reviewed by legal advisers. It was further confirmed that the Delegates would be required to report back to the Board; trustees' attention was drawn to the Next Steps section of the paper which listed plans for further workshops and if necessary, another Special Board meeting to approve any final changes. The arrangement was only to cover the period leading up to the submission of the Bill in November and was intended to simplify the mechanics to get necessary things done.

4.3. Resolutions

On the proposal of David Core, seconded by Richard Bartholomew, it was RESOLVED, with 17 in favour and two against, as follows:

That, having considered all of the factors set out in in the consultation document and all of their previous deliberations on this matter, the trustees (the "Trustees") of the Malvern Hills Trust (the "Trust") resolve that it is expedient in the best interests of the Trust (and its charitable objects) to promote a Bill in November 2024 repealing the existing local legislation relating to Malvern Hills Conservators (the "Conservators") and replacing it with a single enactment written in modern terms, including (but not restricted to) provisions effecting all or some of the purposes mentioned below and that such a bill be promoted accordingly. The relevant purposes are:

- (a) renaming the Conservators as the "Malvern Hills Trust", defining the charitable objects of the Trust and the area within which it may exercise its powers, making provision about its constitution, including arrangements for elections and appointment of Trustees, conflicts of interest, benefits for Trustees and limitation of liability and insurance;
- (b) making provision about finance, including continuing the power to levy, provision about use of capital and income, powers to borrow and mortgage, continuing provisions for contributions by local authorities to the Trust and requiring annual audits and publication of annual reports and accounts;
- (c) making provision about rights of public access to the Malvern Hills, continuing the duty to keep the Hills unenclosed, subject to powers for the Trust to regulate access for specified reasons (including by fencing); continuing the general power to regulate and manage the Malvern Hills, provide for the prevention of unauthorised access by vehicles, regulate horse riding, prevent nuisances and regulate public order, make provision about access roads, trees, drainage and turf, parking places, sheds and other facilities on the Hills, regulation of games and other activities, licensing of stalls and other commercial activities, and removal of items from the Hills, including vehicles;
- (d) the making and confirmation of byelaws and their enforcement, including power to serve fixed penalty notices;
- (e) making provision about land, including the power to dispose of land and grant leases and licences and easements for utilities;
- (f) providing for a general power for the Trust to do anything in pursuance of its charitable objects (subject to appropriate limitations in such areas as fencing of the Hills, the acquisition or disposal of land or interests in land, or borrowing or raising money) but subject to any duties or obligations owed under general charity law and without overriding the requirement for Secretary of State consent to works on common land;
- (g) making provision for a number of general powers which would normally be enjoyed by charities including but not limited to fund raising, employing and delegating functions to staff, powers of investment and to make loans, operating bank accounts, insuring property, limited powers to trade and power to conduct and defend legal proceedings;
- (h) making general provisions, including about public access to meetings, local inquiries, repeals and consequential amendments, and continuing the application of

savings and protections for certain individuals and bodies that are contained in the existing legislation;

- (i) making provision about the administration of the Trust, including provisions about meetings of the Trustees, quorum, decision making, committees and powers to make regulations about procedure; and
- (j) to enact any additional, supplemental and consequential provisions that may appear to the Delegates (as defined below) to be necessary or convenient.

On the proposal of David Core, seconded by Lucy Hodgson, it was RESOLVED, with 17 in favour, one against and one abstention, to delegate to the individuals holding the posts of Chair, Vice-Chair, Chief Executive Officer and Governance Change Officer of the Trust (together the 'Delegates') the power and discretion to take all such steps as they consider necessary or desirable to give effect to the first resolution above, including reference to the Board as necessary, up to the date of submission of the Bill.

It was further **RESOLVED** that the Delegates should provide a report to the Trustees on the steps taken in the exercise of the power and discretion to them at each meeting of the Trustees and, between each such meeting, by way of a report sent via email to the Trustees at least once every fortnight in relation to such steps as the Delegates shall consider to be significant.

It was further **RESOLVED** that the Common Seal of the Trust be affixed to the Petition for the Bill in the presence of the Chair and Vice-Chair, and hereby to authorise the Chair and Vice-Chair to seal or sign any other documents that they consider necessary or desirable in order to give effect to the resolutions above.

5. Urgent Business

There was an item to be discussed in the confidential section of the meeting.

6. Date of next meeting

Thursday 14 November 2024 at 7 pm – Annual Meeting

7. Confidential

On the proposal of Sheila Wren, seconded by Lucy Hodgson, it was **RESOLVED**, with 18 in favour, to exclude the public for the discussion of an item of urgent business 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 (legal advice).

Paul Bennett, Robert Berry, and all members of the public left the meeting at 8.20 pm.

The meeting closed at 8.45 pm

Schedule 1

Public Comments

1. Katharine Harris

I speak on behalf of Malvern Environment Protection Group, whose petition ran a while ago. The petition, as a reminder, said:

We the undersigned are opposed to the Private Bill as currently proposed by Malvern Hills Trust (Conservators) because:

- a) Of the subjugation of Public Body status and the protection/conservation of the 'natural aspect';
- b) Insufficient timeframe for meaningful public consultation and debate;
- c) Lack of transparency in respect of the process to date and the implications of the additional powers sought.
- d) The additional powers sought are beyond the remit of what the Conservators were set up for and publicly funded by a levy to achieve;
- e) The proposals deviate from the four fundamental objectives (ie purposes as to why the Conservators were set up in the first place, as in the existing Acts) and are not in the best interests of the Trust and contrary to current legislation.

We therefore request that any further progress with the Private Bill is halted forthwith, and proper engagement with stakeholders ensues. Plans to submit a Bill to Parliament for 27 November 2024 should cease forthwith.

That was the petition. And in response to that, online there were 2500 signatures, plus 176 signatures on hard copies. In total, 75% of people who signed the petition were local (ie from Worcestershire, Gloucestershire and Herefordshire). Of the remaining 25%, many were from adult children who have been brought up in Malvern and have a keen interest in the area. Others were friends and family of people living in Malvern. In short, 75% of local population (online and hard copy petition) are against the Private Bill pending full and proper scrutiny. The total figure of 2676 responses to the petition dwarfs the 600 responses received by MHT to the consultation by 4.5 times.

I would like to make it clear to the Board, as I did to your Chair and CEO last week, that MEPG are not against a Bill per se, but we don't think the current proposals as they stand are the right ones.

The local populous seriously question the justification for pushing ahead with the Bill in the face of such opposition, especially in the light of the proposals in the Bill which fail

to address the levy paying area issue, and the Governance proposals which are so ill thought through.

The proposals allow for considerable development endangering what makes Malvern so special. Already developments are being allowed which should not be permitted, thereby chipping away at what we value. In the process what makes the area special will be lost. Malvern as we know it will be consigned to the history books. Is this really what we want?

2676 people said no, and we therefore call upon Board members to very carefully consider their positions this evening and press the pause button, to allow for meaningful dialogue and consultation. What is proposed is not in the best interest of the Hills and Commons. Thank you.

Katharine Harris presented a transcript of the above statement to the Chair, John Michael. The transcript did not include any names or signatures and was undated.

John Michael said in response:

The timing of this petition is hard to understand, given there was a public consultation only a few months ago where concerns could have been raised.

The Trust has been transparent in its process and in the powers we are seeking. The consultation period followed good practice. There is no 'subjugation of public body status'; indeed, a recent Parliamentary question confirmed the Trust is not considered to be a public body.

I'm pleased that Katharine Harris, and some colleagues finally accepted to meet with us and discuss their concerns last week. I wish this had happened months ago. The Trust has been seeking a dialogue with them since the beginning of this year. We all agree that public access to the Malvern Hills and Commons is fundamental.

We want to do justice to the nearly 500 people who gave us their views. What we really value is the many well-considered responses in which people shared their feelings and thoughts on unintended consequences.

Some comments received in the public consultation were uncomfortable reading for staff and trustees and I know we must communicate about our work more effectively. That is, to care for the iconic landscape that is the Malvern Hills and Commons. What we are proposing is an important step in the Trust's history and would make it fit for the 21st century and for those who come after us.

2. David Smallwood

The Countryside and Rights of Way Act (the CRoW Act), applies to over 2 million acres of common land and access land throughout the country. It guarantees that any person can go onto common land for the purpose of recreation. It has no regulations whatsoever covering groups of people, it only refers to individuals. It simply requires that **anyone** on common land should respect the Byelaws in the CRoW Act, and these are virtually the same as those of the Trust.

The CRoW Act exempts the Malvern Hills, because they are already covered by their own Acts, which guarantee the public the right to be on the Trust's land for recreation and enjoyment.

I asked Deborah Fox where you get the power to insist that groups over 15 people running an activity or sponsored walk on the hills are **required** by the Trust to have the Trust's permission. She replied that the Trust relies on Byelaw 21, which is very broadly worded.

So I wrote to her again explaining that I was considering organising a birthday picnic for 20 to 30 people by the Millpond and I asked if I really needed permission to hold the event, and she referred me to her previous reply.

Clearly, if someone wants to use the common for commercial purposes or wishes to do something that would breach the byelaws, then they do need to ask for permission.

But it seems to me to be an abuse of the Trust's power to **insist** that group of 30 people, peacefully picnicking, should have to apply for permission and to be forced by the Trust to purchase £5million public liability insurance, because this is what it says on your web site, and that would cost about £170.

The Trust is now seeking a stronger and specific power to regulate access to common land, not only by groups, but by **individuals**.

You are very sensibly already planning to adopt part of the CRoW Act, to absolve yourselves from the legal duty of care towards visitors to your land, and I support that.

As Trustees, you have the power to bring your access policy into line with the CRoW Act and to prevent this Bill from being used to interfere with the rights of individuals and groups who simply wish to enjoy the hills for recreation, whilst respecting the byelaws and the Countryside Code.

Please take the time to consider this carefully and make the right decision.

3. Anthony Madigan

A casual observer would think that the most pressing issues facing the Malvern Hills right now include the definition of a charity, whether the levy is a tax, and what size the Malvern Hills parliament needs to be to give everyone a voice.

Of course, they aren't the issues. Climate change, visitor numbers and their behaviour, encroachment, access, habitat protection, collapsing insect populations. These are the issues, for us and actually all the other nationally important landscapes in this country.

Change like the change we are talking about today always brings some opposition – it's absolutely understandable. And it's right that fears get an airing. But the idea that this is the people vs the Trust just isn't true, and I'm here to support the proposals, with one caveat.

There are three areas of the proposals to highlight:

First: There are too many Trustees at the moment: as decision-making groups get bigger, they split into factions. And that is exactly what's happening. It's getting in the way of good discussion and decision-making. The Hills need better. In this country twelve people can put a person in prison for life. Twelve Trustees is plenty.

Second: We've heard some Trustees talking about constituents and representation. We are not your constituents. Levy payers who have the future of the Hills at heart want trustees who are focused on the Hills and understand the compromises involved in doing that where people live. Electing half of the Trustees, in line with our 40-50% contribution to the Trust's funding, is a healthy balance.

Last but not least: The Trust has to be able to deal with everything the world is throwing at the Hills. That means putting in place the clearer ways of working set out in the proposals, the ability to do the right things at the right time, all wrapped in a protective Trustee wrapper where key decisions are talked through openly and maturely.

Which brings me to my caveat:

The Hills are at risk if the quality of conversation around here does not improve.

The conversations between trustees for starters – the Hills are more important than all of us, who are just passing through in our brief lives, and it should feel like that. The Malvern Hills is an ecosystem, not an egosystem.

And the conversations between the Trust and residents, both directions. This is the great opportunity: to build a watchful, knowledgeable, collaborative partnership between all of us. A protection powerhouse, you might say.

And Trustees have a vital role to play here – helping those informed conversations to happen.

And let's not misuse the platforms we have – we all deserve better and can do better in the way we share opinions, however strongly we hold them.

So, let's make the most of the unique situation we have here. The battle we have in front of us is the Hills, the Trust and all of us together against everything that would degrade the Hills.

I hope we can unite around that. We should not delay getting the Trust in shape.
Thank you.

4. Malcolm McCrae

The Board is being asked at this meeting to approve the continuation of your organisation's headlong dash to try and convert itself into the only UK charity that will be almost exclusively funded by taxation based public funds ie: funds collected under the threat of criminal prosecution and with additional powers that will insulate trustees from having to account for any actions they take provided they do not break the law.

MHC's current status is that of a public body with a statutory mandate and is almost exclusively publicly funded to fulfil it. However, you are currently operating with an internally approved governance code which is in clear breach of the Nolan Principles by which public officials such as yourselves should operate; your recent HR processes appear not to comply with standard public sector practice; you have failed to maintain the accountability processes for the public funds you receive that are built into your Board structure and your levy is currently set at almost 5X the maximum that you have been able to substantiate legal authority to charge.

You are now being recommended to ignore the demand made by some 2,700 members of the public, the majority of which are likely to be levy payers, to pause your private bill process, in favour of allowing just two members of the Board to sign it off, as set out in Paper A which is littered with errors and unsubstantiated assertions. This simply will not do.

Forging ahead with your private bill submission at the end of November 2024 against this background of dysfunctionality whilst simultaneously spreading erroneous and unsubstantiated misinformation in the media is likely to make Board members and senior officers open to possible criminal prosecution for maladministration in public office.

5. Graeme Crisp

It appears that paper A was deliberately withheld from public view on the MHT website until after the deadline for applications to make a statement had expired. Paper A is dated 14/10/2024 but was not made available until after midday on 15/10/2024. Trustees might well ask whether they can be as fully informed as they might have been had today's meeting been prepared properly and the public given a full opportunity to comment on paper A. If you consider that you could have been better informed, then your duty as trustees is to postpone today's decision.

There are other good reasons not to endorse paper A. Paper A hands a blank cheque to two trustees and two officers. There are no constraints in the proposed resolution limiting what may be included in the bill which will be submitted in your name as Trustees. Further all decisions about what will be submitted will, if the resolution

passes, be in the hands of only 2 Trustees and 2 Officers. I question if Trustees have the power to or ought to delegate fundamental decisions of this kind to employees who do not share the Board's obligations under charity law.

There is no formal framework in place to regulate how delegates will operate and reach decisions. For example, how would an impasse be resolved if 2 delegates are opposed to a provision supported by the other two delegates. The resolution does not ensure that any account will be taken by the delegates of any matters raised by the board during the reviews. The proposed appointment of delegates is not how Charities are intended to operate and is certainly not in the spirit of collective decision making.

The proposed resolution is half baked and has clearly been thrown together in a desperate attempt to meet an unrealistic timetable. Paper A sets out two choices: approve the resolution or postpone submitting the bill until 2025. I urge you to play safe and postpone. This will allow time for the bill's drafting to be completed under the control of the whole board and allow time for a full consultation on the drafted bill clause by clause including those provisions which were not included in the most recent consultation.

6. Mick Davies

Good evening, trustees....

It is almost a year since my term as a trustee came to an end after eight years of fulfilling engagement. If I was looking for other adjectives to describe the experience I guess 'frustrating' would be one, particularly in the lack of progress we made towards a new Malvern Hills Act. The reform process had preceded my involvement by several years and I was delighted to participate in the months and years of study and consultations solely aimed at making the Trust properly fit for purpose.

The Trust has been told that reform is necessary since at least 1995. Told by Parliamentarians, by Government Ministries, by the Charity Commission and by many other wise people who can see that the present governance situation is a 'dogs' breakfast'. Anyone who spends a couple of hours studying the Malvern Hills Acts and looking at the consultation documents will see that the case for governance reform is self-evident and compelling. Now is the opportunity to keep that reform process moving by committing to the next stage in November. This Board can do something which its predecessors sadly failed to deliver.

For more than a decade, the proposals for updating the Acts have been drafted, published, explained, debated and rewritten in response to hundreds of representations from the public, advice from other bodies and hours and hours of deliberations by the trustees supported by the staff. As recently published papers demonstrate, the consultations and amendments continue today and will no doubt continue for years through the parliamentary process.

It is also evident from the published papers that a huge amount of progress has been made in the last year. The range and depth of detail, the rigour of research and thought and the clarity of the draft proposals is remarkable and is a credit to you all, trustees and officers, who have worked so hard to get this far. You should all be proud of your achievement and confident that decisions you make today are as soundly based and well informed as they can be.

Everyone who lives and works in sight of the Hills and many from further afield share a passion for our cherished, publicly owned space and we all put our trust in you, Trustees, to make the right decisions for us about its future conservation. That's your job.

Not all your decisions will be applauded by everyone, but your well-informed wisdom, careful judgement and progressive thinking demonstrate that you have done a great job, acting in the best interests of the Trust for the benefit of the public as a whole.

Thank you!

7. Helen Stace

For those who don't know me, I want to introduce myself as a former elected Trustee of the Malvern Hills Trust, serving from 2007-2023 and as Chair from 2012 to 2015.

Malvern Hills Trust is a charity. Trustees of MHT are obliged, by law, to act solely and exclusively in the best interests of achieving the objects of the Trust. This is not an obligation to be taken lightly, given that MHT has an income over £1m pa and manages 1,200 ha of nationally important land on the hills and commons.

Our charity is governed by statute, but a review in 2013 concluded that our 5 Acts of Parliaments, and the Commissioners Clauses Act of 1847 were out of date, difficult to interpret, sometime contradictory and failed to cover all current eventualities, making it difficult to manage the hills and commons effectively. It soon became clear that we could only resolve this through changes to the legislation. The Charity Commission approved this move and agreed to place a Section 73 order before Parliament to move this forward.

Over the last 10 years we have worked hard to analyse the old Acts, identify shortcoming, omissions and conflicts and work up new proposals. These have been subject to copious review via working groups of Trustees, with external advice and through extensive discussion in Trustee workshops. MHT had been open and transparent throughout this process, with public consultations in 2019 and 2023 and decisions taken solely at Board and Committee meetings open to the public.

Initially, this attracted very little attention, but following consideration of major proposed easements, local pressure groups started to foster public concern about the proposals. These groups have spread much misinformation to the public at large, which even now MHT has to rebut in their 'myth busting' pages on the website. You will doubtless hear some of this from the other speakers.

It is my belief that the proposals brought forward by MHT have been carefully scoped and considered. I believe it is the best interests of the charity, for the effective management of the hills and commons, and for local people, to progress the bill without delay. This has dragged on for 10 years and prevarication would only lose momentum and be likely to increase the costs and staff time. I urge Trustees present to do their duty and act in the best interests of the Charity by resolving to proceed without delay to lodge the Bill in 2024.

Finally, I would like to thank all those, staff and Trustees, who have worked on this, doggedly, persistently and sometimes in the face of great opposition, for their dedication to achieving our objects.

8. Simon Baggaley

I am making this statement as a member of the public, a resident of Colwall, and a levy payer.

Firstly, I want to express my thanks for to the staff of the Malvern Hills Trust, and the Trustees, for everything you do to manage and preserve the Malvern Hills and the Commons so that us members of the public can enjoy it. I regularly walk on the hills throughout the year in all weather and it is plain to see the paths, grazing areas, car parks, woodlands and other areas are being actively managed to preserve the natural beauty of the area for both present and future generations.

The reason I feel compelled to make this statement is that I have seen a lot of negative and misleading comments on social media about the Malvern Hills Trust relating to the Consultation about the private member's bill. In fact, one of these social media posts requesting that Malvern residents sign a petition to stop the Private Members Bill made me curious; I am never one to sign something without understanding the background first. So, I read the Consultation document in full. This document took me hours to read and digest the issues, and my response also took hours to complete.

For me, the need to modernise the governance of the Malvern Hills Trust makes good sense, and I am in broad agreement with the direction that seems to be being taken since the Consultation, including that of reducing the number of Trustees to a maximum of twelve, and the split of elected and selected Trustees. Being able to attend a drop-in session at Colwall Library and to have the chance to discuss the changes with a member of staff and one of the Trustees in person further supported my feeling that the changes are necessary and positive for the area, and the feeling that that the process is open and democratic, and I feel I had the chance to ask questions and engage. Since the Consultation closed, I have been able to review the Board Meeting Minutes to see the public feedback and the votes taken by the Trustees on each issue – so that seems transparent to me.

I have heard it said, but only on social media, that the whole process is secretive, non-democratic, and with a hidden agenda. I would like to categorically state that those views are not shared by this member of the public, and nor are they shared by anyone I know. After spending much time looking into it, my conclusion might be that those signing the petition have not done the same as I have in researching the issues and have just clicked through and signed without understanding fully. To summarise, I do not think the opposition groups represent the majority of local public opinion, which in my circle at least is supportive of the changes, and I would like to encourage the staff, and those Trustees who are working hard to improve the governance, to continue with their efforts despite the completely unnecessary barrage of negativity and criticism.

9. Suzanne Savage

This statement was read in the absence of the writer and at her request by Simon Baggaley

I've been a resident of West Malvern for 22 years. I currently serve on the Board of Directors of a small Third Sector organisation, and I have worked in charity, volunteer and education environments, so I speak with experience of governance in this sector. I want to publicly speak out in broad support of the new governance proposals from the MHT. The manner by which the former "Conservators" were established is convoluted and out of date. We should not need to seek Acts of Parliament to make these kinds of changes, but we have to work with what we've inherited.

I agree with the Trust that no board can function effectively with so many members, and the proposal to retain 6 elected members maintains the democratic link which the community clearly wants. Allocating the other seats to people with specific skills is an excellent plan to ensure the Trust can draw upon a wealth of appropriate knowledge. Your indecision on how to nominate these 6 is somewhat disappointing. My husband has served on multiple NHS Boards and could suggest a transparent process on nominating and approving Trustees. I also agree that a process for removing Trustees is practical and necessary. Plans to offer online meetings and voting are part of the modernisation which is vital in the 21st Century.

I lament the fact that a tiny portion of the Malvern community have reacted so poorly to these proposals. I do not believe these people represent the majority of residents, but their scaremongering creates a storm on social media and makes it appear they have more support than they do. I am unclear why they have undertaken this campaign of mudslinging and misinformation, and I offer my personal sympathies to those Trustees who have been on the receiving end of their bile. It is wholly inappropriate.

I want to conclude by clearly reiterating my support for the governance proposals. I also want to make a plea to current Trustees. Just as you have seen and acted on the need to modernise your governance, so too must you modernise your view of how to care for these Hills. While the Trust's nature recovery proposals pay lip service to the climate and nature emergency, in practice they do not recognise the immediate need to take much more visionary action NOW. Each and every person sitting here must start engaging with newer ecological management principles. Whilst you leave behind Victorian views of governance, so too must you jettison your outdated approach to nature management. We owe it to our children and grandchildren to do a better job restoring nature and safeguarding their inheritance of the natural world.

10. Cynthia Palmer

Good evening. Most of you will remember me resigning in July as Chair because I had been bullied and belittled by certain trustees and staff for telling the truth. It has now been 32 weeks since the bullying began and I am still waiting for answers for questions so that my appeal can be heard and for someone, anyone, to speak to me. In fact, in the Malvern Gazette later in July, it was reported that the CEO takes issues of bullying

very seriously. Yet so seriously she hasn't even spoken to me. She did say hello to me tonight, that's the first time she's spoken to me. I also pointed out in my resignation speech that the Trust should take a step back to engage with the public before going forward with the Bill. We are not against you and would like to work with you, so that we can end up with a Bill for us all. However, currently you are just wasting our money.

I have been interviewed by the Charity Commission and various other leading people, so that they can get to the bottom of what is going on at the Trust, and they agree that the speed at which the Bill is proceeding has got to stop. I know of at least six groups and bodies who will challenge the Bill when it goes to Parliament. Surely it would be more appropriate to at least try to resolve some of the issues here before this reaches Westminster, because once it goes to Westminster, costs start to spiral.

This will be the last opportunity for me to speak, so please I would like the trustees to seriously consider the reputation of the Trust and the part you will play, because you are all personally and financially involved, and responsible. If you have the slightest doubt about the proposals in this Bill, you should clearly say no at the meeting tonight. Thank you.

Response from Malvern Hills Trust

18 October 2024

John Michael, Chair said:

"The Trust has been in frequent contact with Mrs. Palmer by email since her resignation in mid-July, seeking to establish the basis of her allegations and a mutually acceptable way to investigate them. The CEO has offered to meet Mrs. Palmer to discuss the allegations.

"Mrs. Palmer sought to impose conditions on the handling of the matter. Following legal advice the Board concluded that the investigation should be put into the hands of an independent person. Consequently the matter is now out of staff hands.

"One of the reasons for pursuing a Parliamentary Bill is to provide the opportunity for full public scrutiny through the Parliamentary process. We are not aware of which groups Mrs. Palmer was referring to and I urge them to come and meet us, so that we may address their concerns."

11. Kevin White and Alison Allden

This statement was read in the absence of the writers and at their request by John Stock, in his capacity as a member of the public.

We the undersigned, of Old Church Road, Colwall, are grateful for the opportunity to make the following public statement to the Malvern Hills Trust meeting on 17th October 2024.

We have read in detail the consultation documents and the Trust's careful consideration of the responses to the consultation. We support the proposed responses to the consultation and the arguments made for them. We believe that the existing governance arrangements are cumbersome, do not support good governance, and are at risk of confusing specific local issues (however important they are) with the obligation upon the Trustees to govern in accordance with the legal requirements placed upon the Trust (i.e. "to act solely and exclusively in the best interests of the Charity's Objects and that there is a requirement for the charity to ensure no decision making should involve trustees with conflicts of interest").

In particular, the advantages of the proposals are that:

- A Board composition of 12 members is appropriate for an organisation of this size and the balance of elected and appointed trustees better enables the necessary expertise to be recruited to support the Trust's work
- The single election area offers a fairer (equal) voting outcome for all electors and reinforces the point that all those who serve on the trust are there to support the Trust's work overall in protecting the totality of this wonderful local amenity, rather than to pursue specific interests
- A standing Nominations Committee is important to ensure the appointment of the best candidates (ie those who best match the declared criteria) and ensure a robust open appointment process. The proposed mix of Trustees and Externals with the Executive attending would be helpful (perhaps with an External as Chair). The Externals might be identified through open competition and thereafter the Nominations Committee would be responsible for all succession planning and open recruitment.

We also agree with the proposals before the Board on the questions of retaining the ability to hold restricted discussions in private, the use of fixed penalty notices and use of trust land for building purposes.

Malvern Hills Trust

Special Meeting of the Board

Welland Parish Hall, Marlbank Road, Malvern WR13 6NE

Wednesday 20 November 2024 at 7pm

Present: John Michael (Chair), David Baldwin, Richard Bartholomew, Robert Berry, David Core, Allan Cottam, Richard Fowler, Lucy Hodgson, Felicity Robinson, John Stock, Mary Turner, Frances Victory, Malcolm Victory (arrived 7.10 pm), Mike Wilkinson, Sheila Wren.

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

John Michael welcomed everyone to the meeting, thanking them for coming out on a cold night.

1. Apologies for absence

Paul Bennett, Mark Driscoll, David Fellows, Charles Penn, John Raine, Chris Rouse.

John Michael noted that a number of trustees were unable to attend due to a council planning meeting.

2. Chair's announcements

- 2.1 John Michael expressed his thanks to the Wardens who had helped a member of the public who had suffered a fall at British Camp.
- 2.2 John Michael noted with concern that the Ledbury Hunt had strayed onto Trust land at its last meeting and confirming that trail hunting was not permitted on Trust land.
- 2.3 John Michael was sorry to report that Duncan Westbury had resigned from the Board. He had a new position as Dean of Property and Land Management at the Royal Agricultural University and felt unable to commit sufficient time to the Trust.
- 2.4 John Michael reminded trustees of the forthcoming training event on Thursday 28 November at 1 pm at the Malvern Hills Hotel, followed by a social gathering with staff.

3. Declarations of interest

There were none.

4. Private Bill

The Trustees received a summary of the remaining decisions required on the Private Bill. The Governance Change Officer (GCO) recorded her thanks to trustees for the significant amount of work they had done and meetings they had attended to get the Trust to this point.

4.1 **Compliance with the European Convention on Human Rights (ECHR)**

Before the Bill could be approved, trustees had to be satisfied that it was compliant with the ECHR. Counsel's advice had now been received and circulated to trustees; the GCO noted that the advice was unequivocally positive.

The following points were made:

- Thanks were recorded to Counsel for the clear manner in which his advice had been expressed, which had helped to make a complicated issue much simpler.
- The GCO was asked for her thoughts on the Court of Appeal's decision mentioned in the opinion. The GCO said she had no views; this was Counsel's opinion and she herself did not profess to be an expert on human rights law. She believed that all trustees had read and understood the points Counsel had made and his recommendation.
- A trustee asserted that Counsel was not an expert in the ECHR and although the opinion seemed reasonable, it had specifically failed to address one or two issues regarding the rights of third parties. The trustee believed that an additional piece of advice was required and that the process had been unnecessarily rushed. The GCO said that the decision needed to be made at this meeting and the Chair pointed out that he had given trustees an extra week to read the advice and the draft Bill. The Trust had to abide by expert opinion and that opinion was that the Bill was compliant.
- A trustee asserted that the possible denial of access to all land designated as common was not explicitly covered in advice. The GCO responded that applications to erect fencing would be made to the Planning Inspectorate, who would take everything into account, including the rights of commoners and everyone else who had access to the Trust's land; this was required by public legislation. It was pointed out that the issue had been raised previously and the question had been effectively answered at that time and was not germane to the ECHR opinion.
- Trustees had been able to study the draft Bill over the previous three months; they had not been asked to read the Bill text for the first time in the last week. The purpose of this meeting was for trustees to decide if they were content with Counsel's opinion that the Bill was ECHR compliant and content that the text of the Bill was appropriate for the Trust to submit. Trustees had had the opportunity to raise their concerns prior to this meeting.

On the proposal of David Core, seconded by Richard Bartholomew, it was *RESOLVED* with 13 in favour and two against, to agree that the provisions

of the Malvern Hills Bill are compliant with ECHR rights. Robert Berry and Richard Fowler asked for their votes against to be recorded.

4.2 **Approval of the Draft Bill**

The GCO said that the drafting of the Bill had been a cumulative process and confirmed that the Parliamentary Agent (PA) had worked from proposals set out in the Consultation Document. He was the specialist employed by the Trust to do this; the GCO said she hoped trustees felt that they had had sufficient opportunity to read the drafts and comment upon them in advance of this meeting.

- Several trustees said that they had read and understood what was in the Bill.
- It was noted that in the explanatory memorandum' there was a reference to schedule 5 and to "solar energy". This had been changed to "renewable energy". The GCO agreed that this needed to be amended.
- Thanks were recorded to all involved, especially the GCO, and for the time and effort that trustees made reviewing draft the Bill.
- The CEO recorded her thanks to trustees for the hours of work they had put in, especially the members of the Consultation Working Group. She said they had made it easy for staff to support them in making their decisions.
- Thanks were recorded to Alastair Lewis at Sharpe Pritchard and Con Alexander at VWV, who had both put in a great deal of effort.
- The GCO was asked about the mechanism for sharing concerns once the Bill was published. She said that there would be public notices in the Malvern Gazette on 29 November and 6 December, which would set out the process. The Bill would be on the web site from 3 December and paper copies available in the Trust Office from 4th. Once members of the public had seen the Bill, if they still had concerns, the Trust's door would be open for them to come in to discuss them. The office would be open from 9-5 from 4 December all over the Christmas period (except bank holidays and weekends). If appropriate amendments could be made as the Bill went through Parliament.

On the proposal of Malcolm Victory, seconded by Mary Turner, it was RESOLVED with 13 in favour and two against, to approve the text of the Malvern Hills Bill. Robert Berry and Richard Fowler asked for their votes against to be recorded. Richard Fowler read out a statement of his reasons for voting against:

Insufficient time has been provided for trustees to understand and consider the Bill and any unintended consequences. This is evidenced by numerous short notice meetings called, including one for a Monday called after midday on Sunday.

The GCO asked for it to be made clear for the benefit of members of the public that the latter event was a workshop on Zoom and not a meeting.

Robert Berry asked for his reasons for voting against to be recorded. He stated that these were that he had come to the meeting to discuss the contents of the Bill and had not been able to. He did not wish to be admonished by the Chair or any other trustees and he would not inconvenience them by remaining in the meeting.

5. Urgent Business

None

6. Date of Next Meeting

Thursday 13 January 2025

7. Confidential

On the proposal of David Core, seconded by John Stock, it was RESOLVED unanimously to exclude the public for discussions of item 8 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).

Robert Berry and the members of the public left the meeting at 7.25 pm

Paul Bennett arrived at the meeting at 7.30 pm but did not join it.

The meeting closed at 7.45 pm

Malvern Hills Trust

Special Meeting of the Board

Consultation outcomes and whether any changes should be made to the Trust's proposals for a Private Bill in response.

19 September 2024

Background

Trustees are aware of the reasons why the Trust needs to update its governing Acts and the work which has been put into shaping its proposals over the last 10 years.

The Trust consulted on proposals in 2019 but because of changes in response to that first consultation and lapse of time, it was felt better to consult again this year on all the main proposals which are intended for inclusion in its Private Bill.

The public consultation was carried out over a period of over 8 weeks by 56 Degree Insight, an experienced Market Research Company. There were 483 validated responses which was in excess of those from 2019. A full explanation of the consultation process is set out in main the report.

The consultation closed on 22 July and responses were circulated to trustees between 29 July and 5 August. This included 9 organisations who responded direct to the Trust.

A working group was set up at the Board meeting on 8 August and to date they have reviewed 4 of the 5 key topic areas (land management, licences and leases, administrative provisions and the objects – with the Trust's constitution still to consider) which had been identified by the Board as having attracted the most significant comments. The working group considered the background to the current proposals, sought additional input where needed and prepared reports setting out their recommendations which were discussed in 2 workshops on 4th and 10th September, giving trustees the opportunity to consider the recommendations and request any additional information in advance of this meeting.

Consultation responses

The Trust thanks everyone who took the time and trouble to respond to the consultation. Trustees have read the quantitative outcomes and 100 A4 pages of text comments, some setting out thoughtful arguments and passionately held views. All responses have been considered most carefully.

Whilst not detracting from the value placed on each opinion shared, misinformation was being circulated before and during the consultation. Just one example is a website stating "The Malvern Hills Trust Private Bill will mean loss of our green spaces, more building and loss of control by local people. Preserving Nature's Beauty for future generations will no longer be paramount". In addition, that website set out how to respond to the Trust's consultation questionnaire in 4 minutes, on order to submit an entirely negative response without reading the Trust's consultation document. 56

Degree Insight confirmed that 12% of the validated responses conformed to this template.

It was also asserted in a number of places that the Trust was a public body. The Trust has always made it clear that it is a charity governed by statute. This has been a long running issue on which the Trust has taken legal advice to ensure trustees are clear about the position. There is no definition of “public body” for all purposes and trustees will now have seen that Lord Attlee asked a Parliamentary question about this topic and the response from Baroness Haycock, Parliamentary Undersecretary at the DEFRA was that the Trust was not considered to be a public body.

It is acknowledged that the Trust is an unusually constituted organisation and it is not surprising that there is a degree of confusion about its status. However it appears that some respondents were not clear that the Trust’s duties are to act in accordance with the Malvern Hills Acts to care for the Malvern Hills and preserve the land under its jurisdiction as an open space for the enjoyment of everyone, and not conduct its affairs for the benefit of any particular section of the public.

Analysis of the results

That having been said, the working group has very carefully considered all responses and made recommendations on the topics agreed by the Board at the meeting held on 8 August together with a few additional issues they consider merit further thought.

General points

Trustees should be mindful that the Charity Commission have asked to be informed of any changes to the proposals which the Trust set out in its s74 application. These were the proposals that formed the basis of the Trust’s public consultation.

The budgeted legal costs for the Bill were based on the proposals in the s74 application. Any significant changes in response to the consultation will incur additional costs.

It *may* be advisable to run a further short consultation if there are any significant changes to the proposals in the consultation document – the Parliamentary Agent will advise.

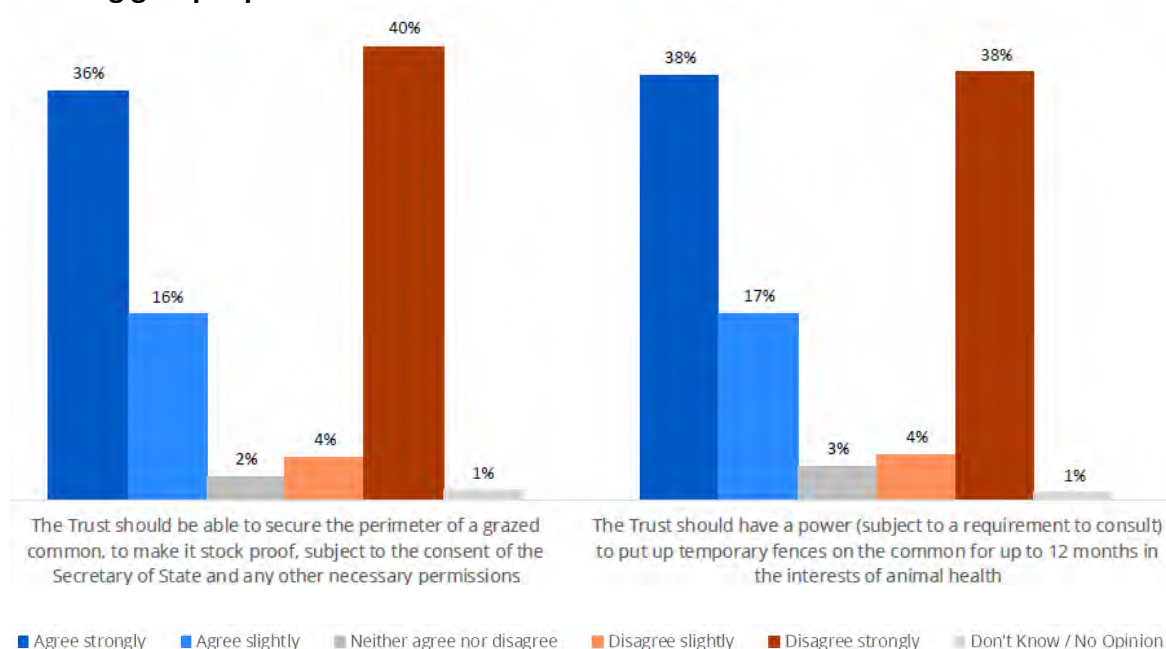
Significant numbers of people made the point that they could not comment definitively until they had seen the draft Bill. Unfortunately, this is not currently possible as drafting is still a work in progress but these comments are noted and understood.

Trustees will recall that in addition to some proposals needing to be revisited by trustees following the consultation, there were numerous other comments that need (a) to be referred for possible drafting amendments, (b) further public communications to help increase understanding of the Trust’s proposals, or (c) to be considered for possible operational action. The communications and management points will be dealt with separately.

Although this may mean some hard choices, when considering and responding to the consultation trustees must act solely and exclusively in the best interests of achieving the Trust's objects.

Land management.

Working group report



Background

Land Management is what the Trust is about. The changes and the conflicts which now exist would be unrecognisable to someone living in 1884. The cars, the level of public access, cycling on the Hills and the lack of people exercising rights of common all create very different management challenges today and in the future. The Trust needs a different set of “tools” to keep the Hills open for public access and to cope with the pressures on their important features and special qualities.

The critical importance of using grazing livestock to manage the Hills was fully explained in the consultation document.

Public and organisation comments

Some of the comments indicate that not everyone had read the consultation document and there was some level of confusion about the proposals. For example, the Trust’s proposals would not result in fencing along the B4208 across Castlemorton Common or the Gullet Road, or on any of the ungrazed commons.

There was general support for the proposal to secure the commons. Some respondents did not want to see the perimeter of the common fenced, saying that it would restrict access but these comments were countered by those agreeing that it was a good idea. Others were concerns about losing the open character of the common.

The County Council noted that if fencing crosses a public right of way, the Trust would need to consult them (as it always does) and there were a number of other comments about gates needing to be to an appropriate standard to facilitate public access.

There were a small number of comments from people opposed to livestock grazing more generally on moral or environmental grounds and from people who did not like the Trust's use of temporary fencing to target grazing.

Castlemorton Common Association (CCA) did not support the proposal for fencing for animal health reasons, although the Open Spaces Society (OSS) did.

The OSS proposed that there should be a 6 month break period following fencing to regulate grazing but in discussions accepted there should be a *de minimis* exception to provide that the Trust can re-fence an area of up to 1ha to enable hard grazing for the control of unwanted vegetation/species (eg Yorkshire Fog, a coarse and dominating grass).

Officer input

It should be noted that 92% of Castlemorton Common is already fenced by adjoining landowners.

Since the consultation document was prepared, the Conservation Manager has raised the issue of "hard cases" where it would make no sense to fence along the perimeter of the common (for example where fencing could be hidden by vegetation or topography not far from the perimeter or where another feature could be used as part of the fencing – for example the churchyard wall at Hollybush). There is also the instance of Old Hills where the common is divided by a busy road with poor sightlines and one side of the road is suitable for grazing but the other is mature woodland which is not. The Conservation Manager also referenced other similar sites which have secured their open commons, such as Epping Forest. Some of the fencing/infrastructure has had to be sited away from the exact perimeter of the common to deliver a successful, safe scheme. Landowners (with the exception of those with a statutory power) always need approval of the Secretary of State under s38 Commons Act 2006 to put up fencing.

The current draft makes it quite clear that the Trust would have to secure Secretary of State consent to undertake works on common land to prevent stock straying from the common. The Conservation Manager has suggested that rather than the Bill trying to define exactly where the Trust could fence, the provision for securing the commons should be amended to say that the Trust could put up fences, or make other arrangements to keep stock on the common provided the Secretary of State's consent was obtained under s38 Commons Act. The Trust's Parliamentary Agent advises that he can draft the provision in such a way that the power can only be exercised to prevent stock from straying off the common whilst also meeting the Conservation Manager's concerns. Therefore, the decision whether fencing (or other methods) is appropriate or not would be made on a case by case basis with full public input. S38 applications are made to the Planning Inspectorate on behalf of the Secretary of State and the process

includes public consultation so that all views can be considered. Complex cases are determined by way of a hearing or public enquiry. This amendment was supported by Open Spaces Society and by representatives of CCA. S39 Commons Act outlines the factors which may be taken into account and this includes public access:

<https://www.legislation.gov.uk/ukpga/2006/26/section/39>

The Trust's Parliamentary Agent has pointed out that keeping the requirement to obtain s38 consent means that fencing which the Trust request will not necessarily be permitted but this seems to be a compromise which enables a full public debate where everyone's issues and concerns can be addressed on a case by case basis.

Working Group recommendations

Securing the grazed commons

If grazing is to continue in the long term, the Trust has to have the power to secure stock on the commons. Access would be maintained and the public would not be excluded as a result of any of the new proposals to fence. Very few other grazed commons have no infrastructure to prevent the stock leaving the common.

Only the grazed commons would need to be secured.

The points raised about using gates of an appropriate standard to enable everyone to exercise their right of access are noted, agreed in principle and have been referred to the Parliamentary Agent to be reflected in the drafting.

The working group understands that the Trust's Parliamentary Agent is proposing to re-word the provision to meet the Conservation Manager's concerns. **The working group proposes that the Board agrees that the provision be amended as set out above but that it remains subject to it obtaining the consent of Secretary of State under s 38 Commons Act.**

Regulating grazing

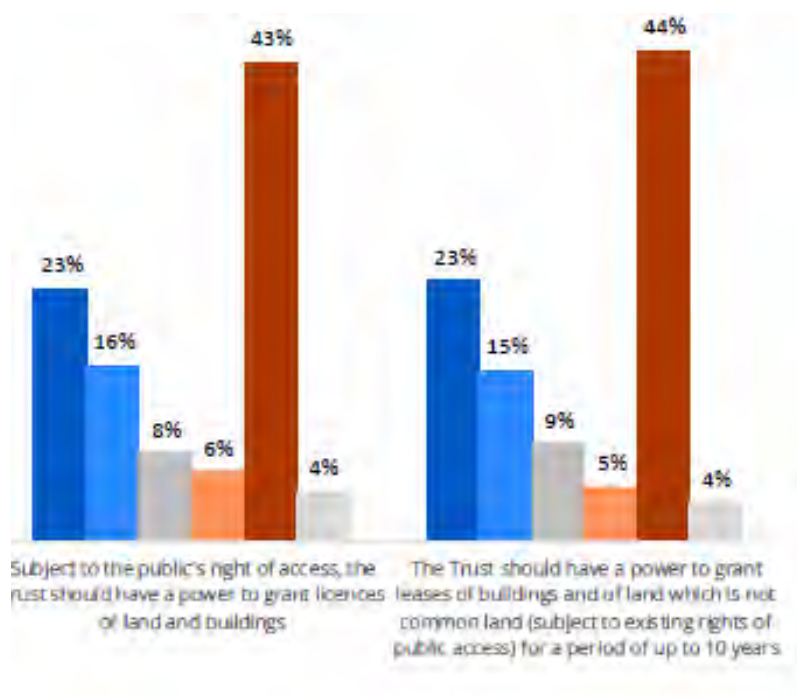
The working group recommend to the Board that a provision for a 6 month break following fencing to regulate grazing before the same area can be fenced again should be included in the Bill, with a *de minimis* exception to enable up to 1ha to be fenced again for the control of unwanted vegetation.

Temporary fencing for animal health reasons

Given the lack of support from the commoners for fencing for animal health purposes, and notwithstanding the support of the OSS, the working group recommends that the Board consider abandoning this proposal.

Leases and Licences of Land

Working group report



Background

The Trust needs to be able to grant leases and licences for the proper management of the land under its jurisdiction and has been doing so for years on the basis that this is an implicit of the Trust as a landowner. The new Act would be an opportunity for these powers to be made clear. Like everything the Trust does, the making of such arrangements has to be in the best interests of fulfilling the Trust's charitable objectives.

Licences for land management

The landscape of the Malvern Hills and commons has been shaped by human activities for thousands of years. This including coppicing, making hay, collecting bracken, and livestock grazing.

In order to conserve its important features and special qualities, the Trust's land needs active management as detailed in the Trust's adopted Land Management Plan. With an area of around 3000 acres, this active management is beyond what the Trust's resources can deliver and so licencing provides a means to gain extra effort and expertise.

Presently, licences are issued to deliver woodland coppicing, hay-making, and conservation grazing with livestock.

Grazing the commons is no longer an attractive proposition for livestock owners. Without the support of Countryside Stewardship grants, grazing would be unviable in most places on the Hills. Graziers are faced with unenclosed commons, high levels of

public access, worrying of livestock by dogs and busy roads bisecting the commons on which there are a number of stock fatalities every year.

Much of the Trust's land is SSSI and grazing is the method of management recommended by Natural England and in some instances is the only practical method. Grazing is therefore essential and whilst those with rights of common are legally entitled to graze, the Trust as landowner is entitled to graze any surplus. In order to ensure grazing continues, the Trust operates a system of tendering for licences to graze the land in a sensitive and appropriate fashion, supported by the Countryside Stewardship grants. It is a condition of the licences that grazing by licensees is subservient to those with rights of common.

Licences – buildings

The Trust has a small number of buildings which it licences to individuals and grants a licence to the Malvern Hills National Landscape team to share the use of Manor House.

Leases

The Trust has a small number of fields on the lower slopes of the Hills, which enhance the setting of the Hills and are part of the Trust's public access land. There is a second purpose, in most instances, which is providing in-bye land to support the grazing of stock on the Hills. The Trust has to arrange for this land to be cared for and managed and this is done in some instances by way of a farm business tenancy, containing conditions that the land to be managed in a nature friendly way and ensuring that the obligation to allow public access is fulfilled. This gives both the Trust and the tenant the security to enable proper medium term planning for the use of the land.

St Ann's Well

The power to lease this building is governed by separate provisions in the existing Acts which will be re-enacted.

Public comments

These proposals were not supported by a majority of respondents but there were no comments explaining the opposition to the granting of leases or licences for Trust's current land management purposes. However, some respondents expressed concern that this power would cause MHT's ethos to shift from conservation towards commercialism.

There were suggestions on Social Media that the new proposals would enable the Hills to be used for developing solar farms and wind turbines and whilst clearly not something the Trust could do because of its charitable objectives and the legal designations which apply to much of the land, this misinformation was picked up by respondents' comments.

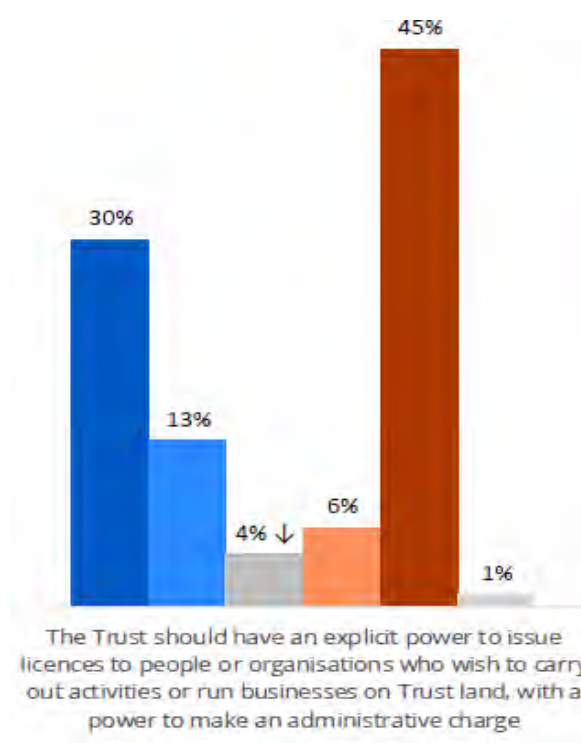
[Working Group recommendations](#)

These provisions seek to bring clarity to the way licenses and leases are already used by the Trust. It is difficult to understand what reasoned objection there could be to the continuation of the current arrangements, which are a way of managing the Trust's land and not a revenue raising exercise. The Trust does not have the resources to undertake these activities using Trust staff.

Looking more broadly at the provisions, the Trust could only exercise them in furtherance of its objects and cannot operate for commercial gain.

The Working Group concluded that the percentage against the proposal was as a result of the Trust failing to get its points across and suggest the Board considers making no change to the Trust's current proposals, but that further communication and engagement is undertaken to explain the Trust's intentions and reassure the public

Licencing activities



Background

See paper on the members section of the website.

<https://www.malvern hills.org.uk/media/3581/20171012paperfsponsoredwalks.pdf>

This paper sets out the multiple reasons why the Trust needs to know what events are being organised on its land and to make sure events do not clash or impact on sensitive and important habitat. It also sets out (as at 2017) the charging regime of other similar bodies.

Public comments

Comments were many and various. The main concern expressed was that issuing licences might lead to the commercialisation of the Hills, greater footfall and consequent adverse impacts on their tranquillity and the natural environment.

There were also comments from people worried that the issuing of licences would affect free access to the Hills, eg were people going to be charged for meeting up with families or friends for a walk or picnic.

A number of respondents felt that charity/not-for-profit/community events should not attract an administrative charge.

Other comments included:

- Admin charges should be reasonable
- Business activities should be compatible with the purpose of the Trust and not interfere with public access
- Too many licences should not be granted
- There were comments for and against having a licencing system for professional dog walkers (licencing was supported by some professional dog walkers)
- Concerns about litter from temporary food stalls
- How would licences be policed?
- Possible impact of events on other users of the Hills

Working Group recommendations

The Trust's proposal is that the Bill will confirm the power to licence activities on its land, something the Trust already does and needs to do. Underlying that power will be a policy or policies which will set out the requirements for those using Trust land for organised activities and business purposes, for example which types of event are compatible with the Trust's purposes, where a charge will be made and what the level of charge will be.

The Trust as a charity cannot operate for commercial gain.

Any regime to licence organised events or business activities will not affect individuals or family groups accessing Trust land pursuant to the Trust's objects. The composite question did not differentiate between events run by schools/charities and other non-profit organisations (some but not all of which might attract an administration fee), and commercial activities which would attract a charge (eg filming/fashion shoots etc). With the existing exception of Link Common, activities which excluded public access would not be compatible with the Trust's objects.

There is no change proposed to the existing power to licence up to 6 temporary food stalls, or the provisions which cover events on Link Common.

The Working Group recommend that the Board considers leaving the proposal unaltered but to see whether some of the concerns expressed can be addressed in the detailed drafting.

Licences to run services

There was a small majority in favour of the proposal to change the consultee in any instance where the Trust grants a licence to run overground service. This is an existing power although the working group is not aware whether it has ever been exercised. The current consultee is the local planning authority. This makes little sense if planning permission is not required and Malvern Hills District Council have indicated they are happy no longer to be consulted if the power is exercised (with Malvern Hills National Landscape as a consultee in its place).

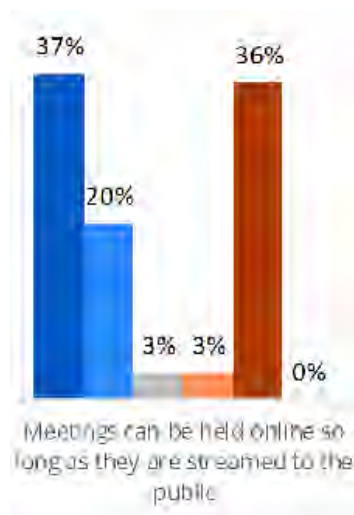
Working Group recommendations

That the Board makes no change to the proposal.

Modernisation of the Trust's Administration

Working group report

What constitutes a meeting?



Public comments

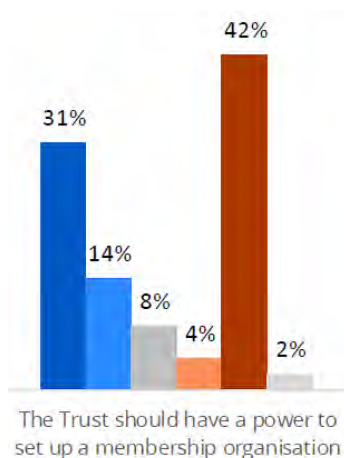
Comments on this topic were limited. Some favoured having the option of holding meetings online, some commented that this should be the exception rather than the default position and also that not everyone has online access

Working Group recommendations

The proposal to be able to hold online or hybrid meetings was included in the Trust's 2019 consultation. The technology to hold such meetings has now become commonplace. Covid 19 brought home the importance of being able to meet virtually. This power has to be included in the Trust's governance in order for such meetings to take place. Having this option for meetings provides a degree of additional flexibility for example if a trustee is on holiday but still wished to attend. It was noted that more members of the public logged into the Trust's online meetings during Covid that attended the meetings when they were face-to-face. The group felt face to face meetings remained the most satisfactory option and did not envisage that online meetings would become "the norm". Meetings which are open to the public and which are held online must be streamed. The group noted that not everyone has access to the internet but felt the Trust could ensure that there was a facility at its office for those without internet access to view online meeting.

The working group recommends the Board retain the proposal to be able to hold virtual or hybrid meetings.

Power to set up a membership organisation



Public comments

This provoked a number of comments. Some were supportive, seeing it as a way for those not already contributing through the levy to provide a degree of financial support but others expressed concerns:

- Would the membership organisation be part of the Trust's system of governance, and enable pressure groups to influence decision making?
- Would people from outside the Malvern area be able to drive changes to the management of the Hills and Commons, to the detriment of local people?
- Would it create a 2-tier system where members got privileged access to the Hills and Commons?
- Would a membership organisation be costly and burdensome to administer?

A number of comments sought greater clarity on what a membership organisation would mean in practice.

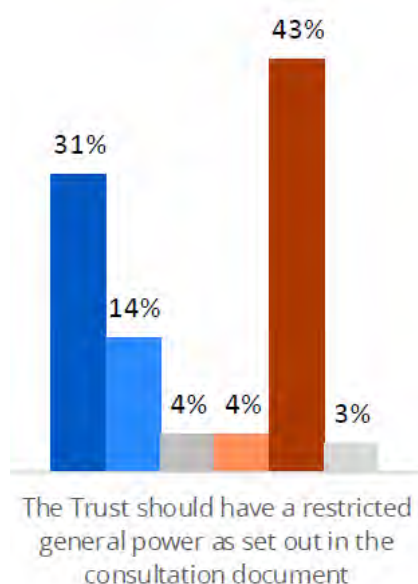
Working Group recommendations

The choice of the term "membership" was unfortunate as seems to have carried implications which were not intended.

Any supporters' group would not be part of the Trust's governance structure, nor have a direct influence on the Trust's decision making. The intention would be to provide people who have an interest in the Hills, wherever they might live, with the opportunity to learn more about them and to get involved with their care. A supporters' group might also be a fundraising source and facilitate more volunteering. The Trust would like to have the option to create a supporters' group but as yet no details have been worked up.

The Working Group suggests the Board adopt the word “supporters” instead of members.

General power



Public comments

The proposal to include a general power has prompted a significant number of comments about potential misuse. These centre around concerns that it provides the opportunity for the Trust to do anything it wished without constraint. Regrettably, this is an area where there has been misinformation circulating on social media during the consultation period, suggesting the power could be used to facilitate solar farms, shops, business or residential development on the Hills, or that it would allow the Trust to sell off land.

Some comments supported the power but advocated constraints such as linking the power to the objects (it fact it could only be used in furtherance of the objects), not being able to carry out activities prohibited by the Acts, supervision of the use of the power by the levy payers or a requirement that the exercise of the power require a special majority.

Comments from organisations

The Open Spaces Society gave a very detailed and considered response to the Trust’s proposals. They supported a general power but raised some questions about its interrelationship with other specific powers. These comments were welcomed and further drafting work should overcome the points they raised.

Who else has a general power?

Many other bodies have a general power – parish councils have the general power of competence, the National Trust has a general power and the Charity Commission’s own

model trust deed contains a general power - "to do any other lawful thing that is necessary or desirable for the achievement of the objects". These clauses are far wider than the one proposed by the Trust.

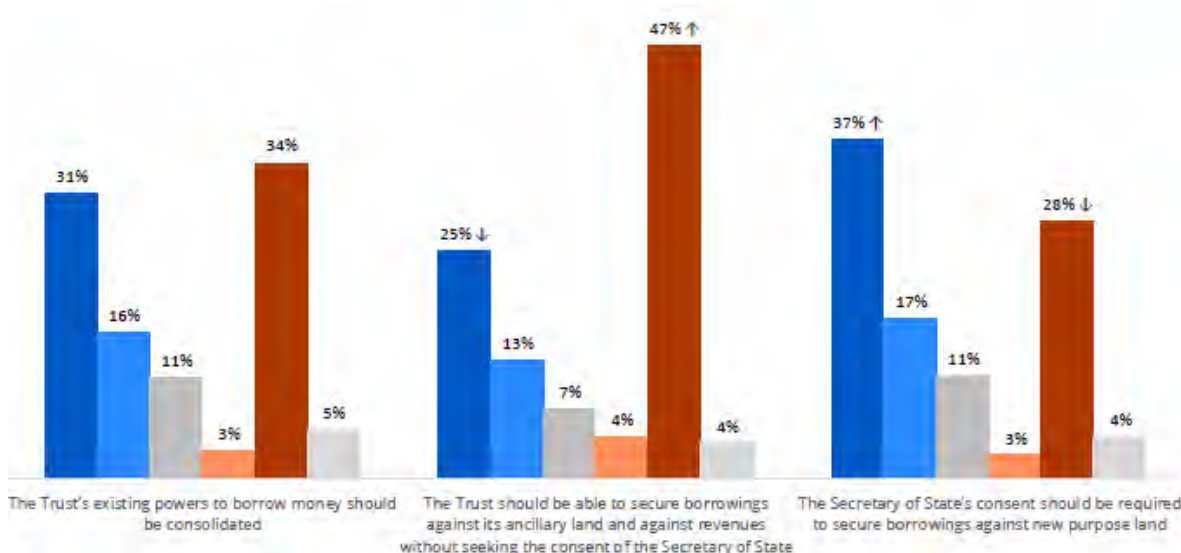
Working Group recommendations

As a charity governed by statute, MHT only has the powers that are set out in its Acts. Frequently, it is not clear whether the Acts cover a particular situation or not and the Trust has to seek costly legal advice (which does not always provide a solution). If the Trust needs to do something outside the scope of the Acts, as a one off, it can apply for a s105 Charities Act 2011 Order in certain circumstances. This is time consuming and expensive but otherwise the only option is to amend the Trust's governing legislation. Everyone is aware that this is a massive drain on the charity's resources. It is impossible to cover every eventuality in the Bill because it is impossible to predict what challenge the future may bring, and how they will affect the Trust. A general power would enable the Trust to be as responsive and flexible as possible in meeting such challenges and dealing with unexpected circumstances. The power is already drafted to exclude its use where there are specific powers available and amendments are proposed to address the points raised by the OSS.

The power can only be used in furtherance of the Trust objects so there is no possibility of engaging in some of the sorts of activities which have been suggested, such as putting up solar panels on the Hills, which would directly contradict the requirement to keep the Hills as an open space for public access and be contrary to the designations (eg SSSI) to which the landscape is subject.

The working group recommends retaining this provision.

Power to borrow



Background

The Trust has 3 different powers to borrow. All can be secured against revenues or land but since 1995 if borrowings are secured against purpose land, the agreement cannot contain a power of sale or a right to sell timber.

The powers are:

- Without consent to borrow for the purposes of the 1884 and 1909 Acts (1909 Act)
- With Secretary of State consent for the purposes of 1884, 1909 and 1924 Acts.
- With Secretary of State consent for the purposes of 1930 and 1995 Acts.

Current proposals

We are taking advice to see what constraints (if any) are imposed on other charities. At the very least, the present position in relation to borrowing should be preserved. The Trust can secure borrowings against land and revenue streams. In rationalizing the current provisions it might be appropriate to adopt the requirements in the 1995 and 1924 Acts to obtain Secretary of State consent (subject to the views of the relevant department) if the loan was to be secured against purpose land (with no power of sale nor power to take timber from the land as now).

In relation to ancillary land, the Trust should be allowed to secure borrowings against it without a requirement for external consent and there could be a power of sale in the event of default.

The new proposal is that the Trust should be able to offer up land which it is in the process of buying as security, with a power of sale. The reason for this, as per the consultation document, is that should the opportunity arise to purchase one of the sizeable land holdings on the Hills which the Trust does not own, it would be unable to offer sufficient security for any loan. The Trust will seek the views of the Secretary of State and the Charity Commission as to whether this should require Secretary of State consent.

Public comments

Some comments evidence an anxiety about borrowing by the Trust although they did not seem reflect the existing position, which is admittedly complex. A number felt there was a need to ensure some controls to make sure the Trust did not borrow too much and some objected in principle to the Trust being able to secure borrowings against land.

Organisations

The Open Spaces Society ask whether the Secretary of State will wish to continue in the current role of having to give consenting to borrow.

[Working Group recommendations](#)

The Trust is taking advice on the position of other charities, in relation to securing borrowings and Trust's Parliamentary Agent will enquire whether the Secretary of

State wishes to continue to consent to some borrowing and also seek the view of the Charity Commission. These provisions cannot be finalised until then.

Because the Trust has been in the fortunate provision of having sufficient reserves available to purchase land, the powers to borrow have not been used for at least the last 30 years. (Until the recent requirement to make provision for an internal loan to spread the cost of the Private Bill) However, the Trust needs to be in a position to borrow if funds are required in pursuance of fulfilling its Objects.

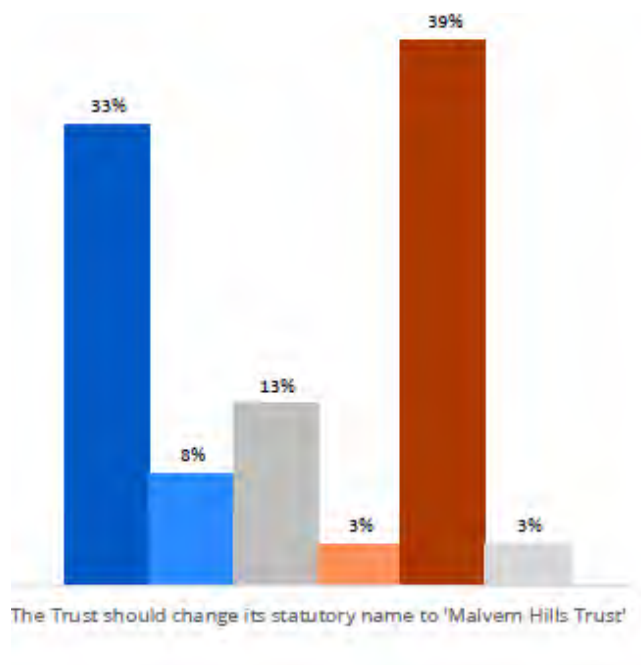
If the Trust needs to borrow to purchase an important piece of the Hills it may need to be able to proceed quickly, for example if land is for sale by auction. The new Bill should not place the Trust in a significantly less favourable position than it is currently in.

The Trustees are under an obligation to act responsibly, in the best interest of the Trust and within their powers. This would include ensuring that any repayments could be serviced by the Trust.

The existing powers (see page 32 of the consultation document for details) need to be restated in a provision which covers all requirements.

The Working Group recommends that the Board maintain the status quo including the power to secure borrowings against ancillary land without the need for Secretary of State consent.

Change of name



Public comments

Whilst the percentages for and against the name change were more or less the same, a number of comments made reflect the views of those not in favour of the change. Some comments did not flow from the facts – for example that the name change was a tax dodge or that it would be a waste of money – in fact it would incur no additional cost.

Organisation comments

The Open Spaces Society supported the name change.

Working Group recommendations

The Trust adopted the working name Malvern Hills Trust in 2017. Please see the papers on the members section of the website which set out the process and the rationale for the rebrand.

The name change flowed from work on the Trust “brand” as it had become clear the Trust was struggling to get its key messages across including an understanding of its charitable status and the work which it carried out. This was evident from research carried out both with residents and visitors.

The rebrand and the name change was driven by the need to secure a number of operational benefits:

- to reduce confusion in the minds of the public about the Trusts status and that it was not linked with local government
- the need to give a strong professional first impression when making grant applications
- to increase opportunities for partnership working
- securing an increase in donation and legacies which were felt to suffer as result of a lack of awareness of the Trusts charitable status.

The change would reflect the Trust’s well established brand and the name most people now use.

The Working Group recommends the Board proceeds with the proposal to change the statutory name to Malvern Hills Trust.

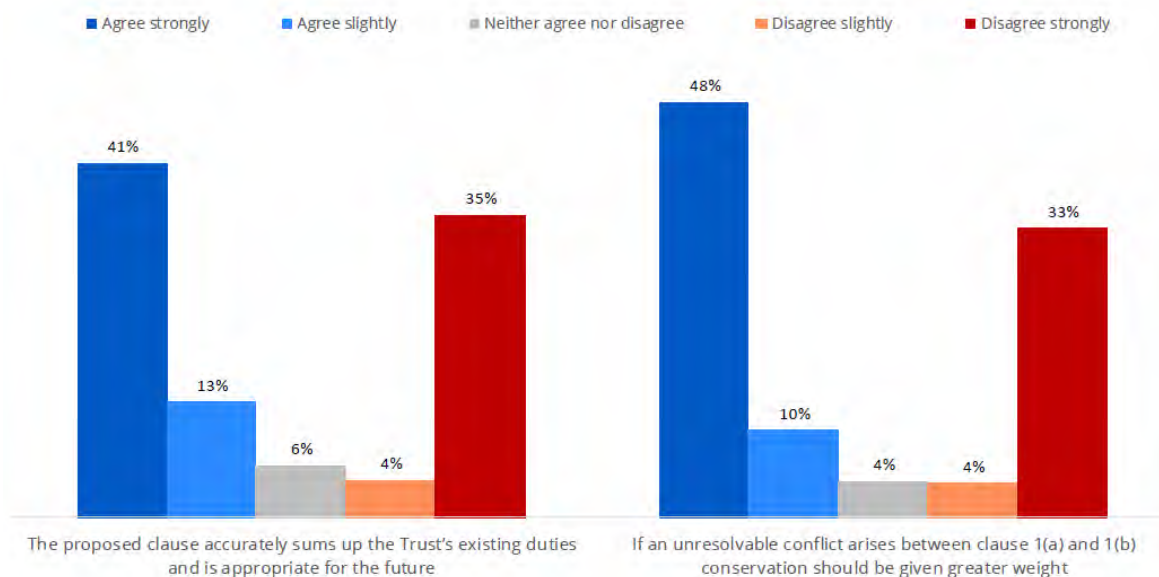
Objects

Working group report

The objects were revised slightly following the s74 application and were referred back to the Charity Commission who confirmed the revised draft was acceptable. The Charity Commission will have to be consulted on any further changes to the objects as they have a regulatory interest and this was also a specific matter set out in the s74 consent.

Current draft cause

- (1) The objects of the Trust are, for the benefit of the public—
 - (a) to protect, conserve and maintain the landscape, natural appearance, habitats, flora and fauna, geology and archaeology of the Malvern Hills; and
 - (b) to keep the Malvern Hills unbuilt on as open space for recreation and enjoyment of the public.
- (2) If in exercising its functions, it appears to the Trust that there is a conflict between the object specified in subsection (1)(a) and the object specified in subsection (1)(b), and the conflict cannot be resolved by the Trust, the Trust must attach greater weight to the object specified in subsection (1)(a).
- (3) Subsection (2) is subject to consideration by the Trust of the health and safety of persons.
- (4) In subsection (1), “unbuilt on” means unbuilt on except for any buildings that existed at the date on which this Act was passed and any buildings which replace them.



Public comments

As illustrated above, a majority of respondents agreed that the redrafted objects reflect the Trust's current objects and the incorporation of s1(2) reflecting the Sandford Principle was supported as guide to decision making in the last resort when objects 1(a) and (b) could not be reconciled by careful management.

A number of points were picked out from the public comments in the online consultation for consideration by the working group.

- o the omission of the word "**unenclosed**" and the reasons for that (6 comments on the drafting issue, but a number of related comments expressing concerns about public access and losing the open landscape of the commons)
- o changing "maintain" to "**enhance**" (4 comments) -
- o using the term "**biodiversity**" instead of flora and fauna. (2 comments)
- o Change from the term "**natural aspect.**" (3 saying the term should be retained, 7 broader comments)

Organisation comments

Open Spaces Society (OSS).

1. Clause 1(1)(a) should also include the object of protecting, conserving, and maintaining the **cultural heritage** of the Malvern Hills. This would include its traditions, as well as commoning
2. Clause 1(1)(b) should refer also to the objects including to **promote public understanding** of the Malvern Hills, as well as public access.
3. Clause 1(2)
We propose that [the] **objects should be of equal standing**, and the trustees should continue to rely on specific powers to manage or restrict public access where this is necessary for defined purposes, and subject to existing controls. In

effect, the trustees will continue to act to fulfil all of these objects, and to reconcile any conflicts in accordance with their existing statutory powers. The new subsection is pretentious and unnecessary.

Commentary on points raised by OSS

Legal advice

Please see comments in the confidential legal advices from VWV and Sharpe Pritchard, circulated 3 September and 1 September.

Officers' response

Points raised in discussions with OSS

1. Cultural heritage
 - We were not planning to change the objects, just re-state them in modern language.
 - One of CC's conditions of going ahead was that we consulted them if there was to be any change to the objects.
 - We included "cultural landscape" in a previous draft and CC said that was not acceptable to them.
 - Cultural heritage (of the common) was not readily capable of definition and could potentially include outdated or damaging practices. If you are talking about preserving the cultural heritage, at what point in time? People once wanted to drain the commons?
 - Cultural heritage is mentioned in National Parks legislation but Trust isn't a National Park or a public body.
 - Looking after the private rights of commoners isn't a charitable object.
 - The Trust does in practice support commoning where it aligns with the Trust objects. The OSS cited well dressing as an example of cultural heritage (although they were not aware that it was currently practiced. Well dressing in the area had lapsed and was reintroduced in the 1990s). The Trust facilitates well dressing on its land. It is not strictly relevant to preservation of the landscape or access by the public.
2. Education work is undertaken pursuant to the existing legislation and it is intended to continue this. Educating the public about the Hills and their special features is one way the Trust works to deliver its objects and is ancillary to them. Landscape scale education falls to Malvern Hills National Landscape not to the Trust.
3. The objects are a mission statement –the detail of how they can be implemented is set out in the Bill. The Trust needs to be able, where necessary, to prioritise the things which need preserving for the future public's enjoyment.

The Trust needs to try to mitigate public access pressures. Subclause 2 does not mean that whenever access causes a problem we should defer to conservation but is a guide to trustees when as a last resort the conflict between 1(a) and (b) cannot be resolved by skilful management. OSS referred to the Sandford Committee report where it states [the National Landscape body] should “develop capacity in suitable areas to absorb greater numbers”. The Trust manages a very small part of the National Landscape. It will not always be possible for the Trust to develop capacity elsewhere in a landscape on this scale where most people want to go to the same areas, normally on the ridge. It is accepted that full expression of the Sandford principle goes beyond what is set out in clause 1(2) but this nevertheless provides a guide to trustee decision making. All decisions of this sort would be in a meeting open to the public.

Working Group recommendations

The working group is very grateful to the Open Spaces Society for their detailed and expert input to the Trust’s consultation.

Additional objects

The working group was mindful of the advice that the inclusion of the suggested objects would go beyond the Trust's current purposes. The Trust carries out a number of activities aimed at educating the public about the special features of the Malvern Hills, because this is a very important way of fulfilling the Trust's objects by ensuring that visitors understand, respect and care for the landscape. The Trust considered the introduction of an educational object at an earlier stage, and was advised by Bates Wells that this was unnecessary as the activities it carries can be done as part of fulfilling its existing objects.

Subclause (2)

The working group do not believe that the inclusion of subclause (2) means that conservation will always take priority. One of the key roles of the Conservation Department is to manage the land to avoid the Trust's dual purposes conflicting. This subclause will come into play on the rare occasions when this proves impossible. The Trust already makes this judgement to an extent by using the powers in s15(3) 1995 Act to fence off certain areas for the purposes specified. The objects are a mission statement, the methods the Trust can use to implement them are set out in the other parts of the Bill. The underlying principle is that the Trust should not allow the features of the Hills which make them special to be degraded and deprive future generations of the opportunity to experience them. **The working group therefore recommends that the Board to consider making no change in response to the points raised about the Trust's proposed objects by the OSS.**

Points raised in online comments

"Unenclosed"

There were a limited number of comments about the removal of "unenclosed" from the objects (including from Castlemorton Common Association) but a greater number raising concerns about associated issues - loss of the open appearance of the commons (including concerns that the Trust might fence along the sides of the roads crossing the commons) and using fencing to deny public access.

Background

The preamble to the 1884 Act refers to enclosures and encroachments having been made upon the common and one of the purposes of the Act was to prevent such enclosures. In this context the term is used to mean fencing off land for private use.

S10 of the Act declares that "no enclosure shall be made or building erected on the lands subject to the Act" and gives the Conservators a power to keep the said lands as open space free from enclosure.

Unenclosed is a term used in s3(a) of the 1930 Act in a slightly different way.

Except as in the Malvern Hills Acts otherwise provided they shall at all times keep the Malvern Hills unenclosed and unbuilt on as open spaces for the recreation and enjoyment of the public;

The Trust had no powers to fence in the 1884 Act but powers were introduced in the 1909 Act to protect trees and in the 1930 Act to fence dangerous places. It was not until the 1995 Act that wider powers to temporarily fence for specific purposes were introduced.

Advice from Parliamentary Agent

This has been circulated. A clause had already been prepared and had it been included in the consultation document, might have allayed some of the concerns:

Draft clause: Duty to keep the Malvern Hills unenclosed

Except as otherwise provided in this Act, the Trust must—

(a) at all times keep the Malvern Hills unenclosed and unbuilt on as open space for the recreation and enjoyment of the public; and

(b) by all lawful means prevent, resist and abate—

(i) all enclosures and encroachments upon and all attempts to enclose or encroach upon the Malvern Hills or any part of the Malvern Hills; and

(ii) any attempt to appropriate or use the Malvern Hills or the timber on the Malvern Hills for any purpose inconsistent with this Act.

A meeting for trustees with the Parliamentary Agent has been arranged for next Wednesday to how this issue is best addressed in the drafting.

[Working Group recommendations \(prepared before the issue of Sharpe Pritchard's advice\)](#)

The open aspect of the Malvern Hills and commons is one of the outstanding features of the landscape and it is clear that is treasured by many of those who commented. Although there were limited comments specifically about the omission of the word “unenclosed”, there were a significant number of others in several different sections of the responses, reflecting the importance of maintaining the open landscape and expressing concern about whether access would be in some way restricted. Whilst there was some misinformation circulating suggesting the Bill could result in land being shut off by the Trust and access prevented, there is no doubt about the genuine nature of these concerns. The working group and no doubt all trustees would wish to see the open nature of the landscape maintained and access to it be fully available to all wishing to exercise their rights under the Acts.

Although not itemised for consideration by the working group, they also reflected on the comments about how the term “unbuilt on” was defined and have suggested these are passed back to Sharpe Pritchard to consider whether the concerns can be reflected in the drafting.

The working group recommends to the Board (subject to the advice of Sharp Pritchard) that they consider whether the word “unenclosed” should be introduced back into the object. Sharpe Pritchard should also be asked to consider whether any other reassurance that the open landscape will be maintained can be offered through the drafting of other provisions in the Bill.

Natural aspect

The Bill is an opportunity to clarify the term Natural Aspect.

Comments reflected the degree of ambiguity in relation to “natural” and “aspect”! Some supported the Trust’s proposal on the basis it incorporated the various elements which were intrinsic to the appearance of the Hills. A number of people put forward their own views on what the terms meant. One commented that it should include the outlook from the Hills (which is beyond the Trust’s control) whilst others pointed out that in fact the landscape of the Malvern Hills and commons has been shaped by humans and is in reality a managed landscape.

Legal advice

Please see comments from VWV and Sharpe Pritchard

There has been a limited consideration in case law of the term, notably **National Trust for Places of Historic Interest or Natural Beauty v Midlands Electricity Board** where there was a discussion about the meaning of the words in relation to their use in a deed of covenant. Vaisey J said, “the omission of any criterion by which these vague and uncertain words can be brought under some control is fatal to the validity of the restriction”. He found the term in that instance to be void for uncertainty.

Working Group recommendations

The working group noted the value that some respondents placed on the term “natural aspect” but there were a variety of views on what it meant. Other commentators felt that a more definitive and readily understandable term was needed.

The working group considered that “natural appearance” captured what was meant by ‘natural aspect’ 140 years ago but was more readily understandable by a modern audience. They therefore suggest the Board should consider making no change, ie that the proposed wording of 1(a) should remain as ‘to protect,

conserve and maintain the landscape, natural appearance, habitats, flora and fauna, geology and archaeology of the Malvern Hills;'

Enhance and Biodiversity

Legal advice

Please see comments from VWV and Sharpe Pritchard

Enhance

There were a limited number of reasoned comments expressing the view that the word 'enhance' should be included as this would better allow for changes in management in the future, eg in response to climate change.

Working Group recommendations

Enhance

This is a nuanced point. The working group understands the view that including the word enhance might enable the Trust better to respond to climate change.

However, they noted Sharpe Pritchard's comments about the scope for debate provoked by the amendments to s85 of Countryside and Rights of Way Act 2000 to include this word.

The working group recommend that the Board adhere to "conserve and maintain", because implicit in 'maintain' is the requirement to respond to changing pressures in the external environment.

Biodiversity

Although the term biodiversity can be seen as broadly equivalent, it goes beyond flora and fauna as it encompasses the genetic diversity of domesticated animals and plants as well as undomesticated. For MHT's purposes, the term flora and fauna is felt to be more appropriate and is likely to be better understood and the **working group recommend that the Board make no change.**

Recommendations

Land Management

That the Board resolves to:

1. Request the Parliamentary Agent amends the clause relating to securing the grazed commons to take into account Officer concerns that the most appropriate site for fencing will not always be on the exact perimeter of the common
2. Include a requirement that there should be a minimum of 6 month break following fencing to regulate grazing before the same area can be fenced again, but with a *de minimis* exception to enable up to 1ha to be fenced again for the control of unwanted vegetation.
3. The proposal to be able to fence for animal health reasons be removed.

Licences and Leases

That the Board resolves:

4. To make no change to the Trust's proposals in relation to leases and licences of land (including buildings).
5. To make no changes to the proposals outlined in the consultation document in relation to licences for activities on Trust land (but to ask the Parliamentary Agent whether some of the concerns expressed can be addressed in the drafting).
6. To make no change to the Trust's proposal to change the consultee in relation to licences for overground services.

Modernisation of the Trust's Administration

The Board resolves:

7. To make no change to the Trust's proposal to be able to hold hybrid or online meetings
8. To retain the provision to permit the Trust to set up a supporters organisation but adopt the term "supporters" instead of "members".
9. To make no change to the Trust's proposal to include a restricted general power in the Bill.
10. To restate the current power to borrow within the provisions of the Bill
 - powers to borrow in furtherance of its purposes,
 - powers to secure borrowing against land and revenues, but without any power of sale or to cut and sell timber in relation to its current purpose land.
 - powers to secure borrowings against ancillary land without third party consent, and any such loan agreement can include a power of sale

To establish the view of the relevant Government department and the Charity Commission on any requirement for third party consent to secure borrowings against existing purpose land or new purpose land.

11. To proceed with the change of the charity's statutory name to Malvern Hills Trust.

Objects

The advice from Sharpe Pritchard was circulated after the working group report was prepared. The group's recommendation was to make no change to the objects as currently drafted, save for consideration of whether to introduce the word "unenclosed".

David Core, John Michael, Mike Wilkinson, Sheila Wren
Working Group

Susan Satchell
Governance Change Officer
15 September 2024

Malvern Hills Trust

Special Meeting of the Board

Consultation outcomes and whether any changes should be made to the Trust's proposals for a Private Bill in response.

10 October 2024

Background

Trustees are aware of the reasons why the Trust needs to update its governing Acts and the work which has been put into shaping its proposals over the last 10 years. The background to the Trust's two public consultations is set out in Paper A for the meeting held on 19 September 2024 ("Paper A").

At the end of the consultation period, a working group was set up at the Board meeting on 8 August 2024 and the group have reviewed all the key topic areas (land management, licences and leases, administrative provisions, constitution of the Trust and its objects) which had been identified by the Board as having attracted the most significant comments. The working group considered the background to the current proposals, sought additional input where needed and prepared reports setting out their recommendations. The first tranche of recommendations were considered at the Board meeting on 19 September. Since then there have been further reports and two further workshops on 20 September and 3 October. These have given trustees the opportunity to consider the remaining issues with the working group's recommendations and to request any additional information in advance of this meeting.

Consultation responses

The Trust again thanks those who responded to the consultation. The working group carefully considered all the responses.

As stated in Paper A, the consultation responses evidenced a degree of confusion about the Trust's status. The Trust is a charity and the trustees' duty is to act in accordance with the Malvern Hills Acts to care for the Malvern Hills and preserve the land under its jurisdiction as an open space for the enjoyment of everyone, and not to conduct its affairs for the benefit of any particular section of the public. Although this may mean some hard choices, when considering and responding to the consultation, trustees must act solely and exclusively in the best interests of achieving the Trust's objects.

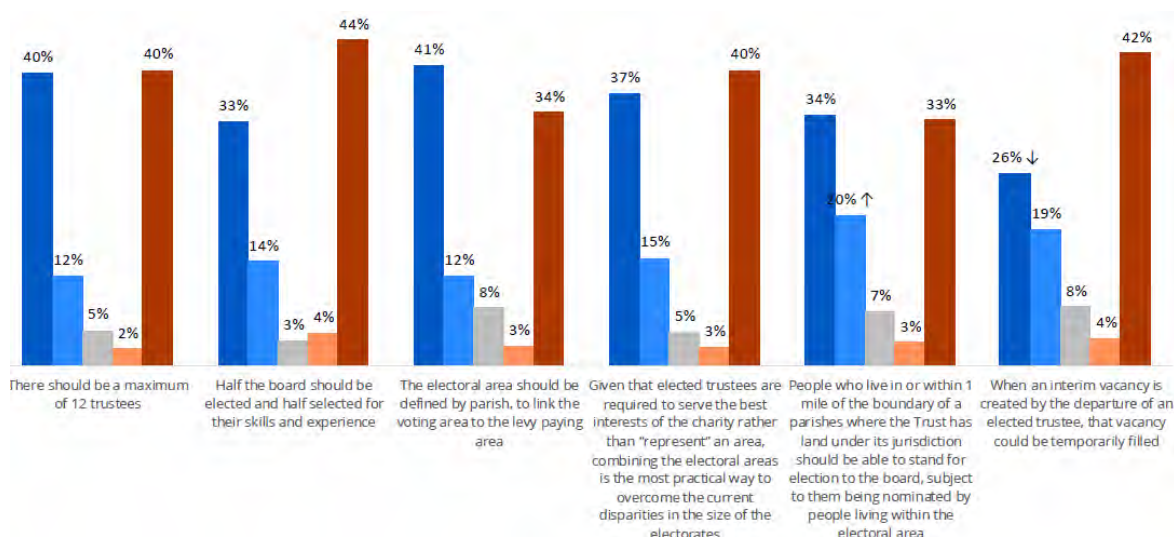
General points

Trustees are reminded that the Charity Commission have asked to be informed of any changes to the proposals which the Trust set out in its s74 application and which formed the basis of the Trust's public consultation.

The budgeted legal costs for the Bill were based on the proposals in the s74 application.
Any significant changes in response to the consultation will incur additional costs.

Appointment of Board members

Consultation outcomes



Background

Trustees are well aware of the current process for appointing trustees and how this contrasts with what is considered good practice for a charity board. That the Trust is different from most charities because of its power to raise a levy means that special considerations must apply. At present there are 11 elected trustees, who make up 38% of the Board. The reality is that few of these seats are contested in Trust elections (three in the 2023 elections and four in the 2019 elections). This means that most levy payers do not have the chance to vote and anyone who wants to stand has a good chance of getting on the Board, which is not a satisfactory method of appointing trustees by any criteria. Low turnout also means that a trustee can be elected by a very small number of the total electorate.

The Trust is in a position where a number of the bodies who have the opportunity to appoint trustees do not do so and none has a legal obligation to consider whether the trustees they do appoint have any skills or experience relevant to the running of a charity caring for a nationally important landscape with an income in excess of £1million per year. Most of the appointing bodies rely on finding volunteers and again this is not a good sole criterion for appointment. The Trust needs a board of trustees who are motivated by their obligation to put the interests of care of the Malvern Hills first and are equipped with the right skills and knowledge to do so.

Working Group

The working group was tasked with revisiting the following topics:

- o The mix of elected and selected trustees and the number of trustees
- o The electoral area
- o The process for appointing selected trustees and the criteria for selection that need to be outlined in the Bill (a majority of consultees were in favour of an independent selection process).

The background to the present proposals on appointment of trustees is:

- More time was spend developing these proposals than any other area of the reforms.
- It was agreed at an early stage that there needed to be a different way of appointing trustees in order to meet the Charity Commission recommendation that trustees should be appointed for their relevant background, skills and knowledge. At the moment the Trust gets the trustees it is given. Originally the proposed number of elected trustees was the same percentage as now – around 40%.
- The original plan was a Council and Board model similar to the National Trust. The Council would have a fixed composition, possibly with some members appointed by the bodies who currently appoint trustees but with a much wider membership including people with a conservation and land management background. The Council would appoint the Board (who would not have to be Council members).
- Whilst there was a range of views, as now, 12 has always been the number of trustees that a majority felt was right.
- A working group led by Prof John Raine interviewed trustees and staff and produced a report in October 2017. This formed the basis of the current model of six elected and six selected trustees, with the selected trustees being appointed by an independent panel, and one quarter of trustees retiring annually in rotation.
- Prof Raine also tried to find a model which might produce six separate voter areas using local government boundaries, but the Board's conclusion was it was not achievable to produce six areas with geographic links and something approaching similar voter numbers. The single voter area with a single list was preferred, particularly as elected trustees are not representatives of the area that elects them, but have to act solely in the best interests of the charity's objects. This, combined with widening the area from which people could stand for election, also reduces the risk of candidates being elected unopposed.
- There have been some refinements since then but this basic model was the basis for the consultation.

Consultation outcomes

From the numerical data, a majority of individual and organizational responses were in favour of a maximum of 12 trustees, defining the voter areas by parish, using one single voting area and extending the area from which people can stand for election.

The majority of organisations agreed that half the Board should be elected, and half selected, and that interim vacancies should be temporarily filled by the Nomination Panel. A 1% majority of individual respondents disagreed with these two proposals.

Online consultation comments

Not all the comments reflected an understanding that the Trust is a charity, that trustees once appointed have to act solely and exclusively in the best interests of the charity's Objects and that there is a requirement for the charity to ensure no decision making should involve trustees with conflicts of interest.

There was a significant number of comments against the amalgamation of wards/parishes into a single voter area, which centred around levy payers wishing to appoint someone who was "accountable" to them and who would represent their interests (which as a matter of law they cannot). There were also a number of comments suggesting more than half trustees should be elected.

There was a recognition that having selected trustees opened up the opportunity to bring in skilled and knowledgeable people from outside the levy paying area, particularly as Malvern Hills and Commons are of national importance for nature conservation and as a recreational amenity. Others were of the view that all Trustees, including those appointed, should come from the Malvern area or be levy payers.

There were a few comments suggesting there should be places for "special interest groups" on the Board. (eg someone from Castlemorton or someone with "appropriate ecological expertise" or an environmental non-governmental organisation)

There were a number of suggestions about the composition of the Nominations Panel but no clear solution emerged.

Other comments

The Trust has been in contact with a number of people with an interest in its proposals to introduce a Private Bill and one has written to the CEO commenting:

"Suppose there is a single-issue pressure group generally opposed to any development, and particularly the granting of easements. They put forward only six candidates and they make it quite clear that they are in the group which is opposed to development. I already think that you will experience low turnout, but many of those who do vote might just look for the six who are opposed to developments. Once they are trustees and with a mandate, the six will have a majority if any one of the other appointed trustees is absent or not appointed."

Trustees should take due note of this significant risk which would also apply to other pressure groups eg those for and against the cable car proposed a few years ago or an “anti-cycling” group. This risk would be greatest during the transition phase when all six seats will be contested at once. In subsequent rounds usually a maximum of three seats would be contested, reducing the risk of a complete takeover from a pressure group.

The mix of elected and selected trustees and the number of trustees

The current proposals already increase the number of elected trustees from 38% to 50%. A further increase would not reflect either the current percentage of elected trustees or the financial contribution – generally around 40 to 45% of MHT’s income - made by the levy payers (although it is acknowledged that this is substantial in monetary terms and the levy payers have no option but to make the payment).

In its response to the consultation, Malvern Hills District Council (MHDC) stated that it had seen “no compelling evidence” to limit the number of elected trustees to six, suggesting that it thought a higher number might be appropriate. However, they also acknowledged that trustees with relevant skills and experience would help the work of the Trust.

Working Group recommendations

There have been no compelling reasons advanced for changing the number of trustees from 12.

Twelve is the maximum number recommended by the Charity Commission for efficient decision making. This has been discussed by the Board on very many occasions and although there are differing views on the margins in favour of more or fewer trustees, the decision has always been that 12 is the optimal number and this was supported by the majority of consultation respondents.

The working group recommends no change to the current proposals

There was a 1% majority against equal numbers of elected and selected trustees. This did not differentiate between those who thought there should be fewer elected trustees and more selected for their skills and background or vice versa. There is a real risk to the Trust of a single issue pressure group influencing the composition of the board through the election process by having equal numbers of elected and selected trustees. It would be difficult now to seek to reduce the proposed number of elected trustees. Given that good practice is for a charity to select trustees for their skills and background **the working group recommends making no change to the balance of elected and selected trustees**

Extending the area from which candidates can stand for election

Working Group recommendation

This was supported by a majority of respondents and the working group recommends no change to the current proposal

Using the same definition for the electoral area and the levy paying area

Working group recommendations

This was supported by the majority of respondents and is the only logical choice. **The working group recommends no change to this proposal**

Single electoral area

This proposal was supported by a majority of respondents.

Dividing the voter area using local government boundaries runs the risk of voting districts being wrecked by future local government boundary changes. The vulnerability of trying to subdivide the area in this way is highlighted by the fact that the warding arrangements within Malvern Town were changed both in the review of the District Council electoral area and again in the review of Country Council divisions. The Trust understands that the proposal to make Worcestershire a unitary authority may be revived in the foreseeable future. Having a single electoral area future proofs the provisions of the Bill.

Having noted the comments in the consultation responses from individuals opposed to a single electoral area, in the workshops, the trustees considered three possible options for dividing the electoral area:

- a) By parish and parish ward to form six divisions, each appointing one trustee. The downside, as identified, is changes to local government boundaries, as the Trust has learnt to its cost.
- b) To have groups of parishes electing a trustee and then a single list within Malvern, eg Colwall and Mathon elect one trustee, West Malvern, Wells and Guarlford elect one trustee. Malvern elects four trustees from a single list. This carries less risk.
- c) Dividing the area by map. An option identified at the first workshop was to divide the electoral area by use of a map. This could make use of existing local government boundaries where possible to simplify the creation of the Trust's unique voter lists, but the divisions would not be affected if local government boundaries changed. It would also allow for by-elections should a trustee leave during their term. The downside would be the cost of creating the Trust's bespoke electoral lists and reviewing them against the electoral roll every time there was an election. It would also increase the overall cost of the first elections.

Points to consider: one electoral area vs division of the area

This is not an exhaustive list.

Against splitting the electoral area:

1. Divisions defined by map or "former" parish areas would mean there may be no chance of the District Council running conventional elections in the event of future boundary changes, if the proposal for an entirely postal vote system did

not find favour in Parliament. The District Council could run conventional elections for a single area as long as the parishes still existed.

2. In terms of consultation responses, those against a single electoral area were in the minority (around 200 people opposed). To make a change would be against the balance of the views of consultees. Making the change to separate divisions' would affect perhaps 14,000 levy paying households on the basis of a response from 200 people, which is something the Trust should weigh very carefully.
3. Having divisions would increase the risk of getting areas where no candidates stand for election, or where someone is elected unopposed.
4. Having divisions would increase the risk of getting several good candidates in one division, (all but one of whom would be knocked out, to the detriment of the Trust). Hopefully with a single list, the Trust would get the best six candidates.
5. People (particularly those from outside the division) will be uncertain where to stand.
6. Having divisions would re-enforce the idea that electors have a "representative". The Trust has noted the concerns raised on this topic and has said that post-election/appointment, it would allocate a trustee to areas to act as liaison. This provision could probably be incorporated into the legislation.

Points with both benefits and disadvantages

1. The cost of running the elections directly affects the amount the Trust needs to raise by way of a levy. The table below sets out the cost of running an election over a single electoral area compared with the cost of running elections over six different divisions. Two companies have given "ball park" figures for the cost of running elections by post /online.

	Running an election over a single electoral area
	Running an election by division

	£	£
Malvern Hills District cost of conventional election over a single electoral area	87,972	
Postal elections	Company A	Company B

Cost of running an election over a single electoral area	29,000	38,000
Cost of setting up bespoke electoral lists. One company gave no time estimate, the other said two days	1,000 per day	950 per day
Running a ballot per constituency (about 5,000 electors)	6,750	8,000
Simultaneous election over all 6 divisions (ignoring cost of setting up the electoral lists)	40,500	48,000

It must be stressed that these figures are very much a best guess.

2. Dividing the electoral area would accommodate the comments from some respondents that smaller electoral areas would allow people to feel they had their own trustee. However, this would increase the risk of conflict of interest eg where there was an easement application, request for play equipment, signage on Trust land etc. Having the single list mitigates this to a large extent.

In favour of divisions

This would open up the possibility of holding by-elections if someone died/stood down, getting rid of the perceived problem of having a nominated trustee in the interim period before the next scheduled elections.

Working group recommendation

The working group makes no recommendation, save that if the proposal for a single electoral area is retained, the Parliamentary Agent should be asked to advise on including a provision in the Bill to require the Trust to appoint trustees to liaise with particular local areas.

Independent Nomination Committee

Whilst this was supported as a concept by the Board and in the consultation, the matter of how to constitute a nomination committee or panel was never satisfactorily resolved.

Selection and appointment of trustees is ultimately a board responsibility.

The Trust's lead charity law adviser (Con Alexander from VWV) has been asked for his views and the benefit of his wide experience. He commented as follows:

A large number of charities select new trustees by using a Selection Committee comprising trustees who carry out the selection process. Some other charities do have some independent input on trustee selection.

He could not see a way of setting up a completely independent trustee selection panel in a fool proof way. If external bodies are specified to appoint to a nomination committee, they may fail to act or there is a risk the body may in future be abolished.

The National Trust governance requires the nomination committee to have on it at least one member who is external to the charity and similarly, universities normally have a requirement for the committee nominating board members to have external members.

He suggests the Trust might set out a requirement to have a nomination committee as a standing committee, with a fixed composition of say two trustees and two external members with the CEO or other staff member included in an advisory but not voting capacity. The Act would need to define what was meant by "external", and might include criteria such as relevant expertise.

Bodies would advertise for their external committee/panel members, who might then serve for a set term. This would then leave the Trust in control of the appointment process but retaining a level of independence that would fetter the ability of trustees to appoint just from their associates or friends.

Trustees have seen a "worked up" proposal at the workshop on 4 October.

Working group recommendation

The working group recommends adoption of this proposal for appointment of selected trustees.

Electoral rules

Note: This was not a matter on which the Trust consulted but if the Trust was to set up its own electoral arrangements, there will need to be some provision for the Trust to set up regulations under the statutory framework. Comment was made in the course of the consultation process that there would need to be a cap on candidate's election expenses.

Conclusion

There is no perfect model for appointment of trustees. It is a case of finding an optimal arrangement that will work, which will minimise the chance of trustees being conflicted, and give the Trust the ability to recruit trustees with the right knowledge and skills to serve the interests of the charity. These factors need to be balanced with a recognition

that those who pay the levy should have an appropriate say in the appointment of trustees.

Trustees have spent years considering the options. The present proposal balances those considerations although it does increase the proportion of elected trustees from 38% to 50% with attendant risks. All trustees are under a legal obligation to act in the best interests of the charity but this does not mean that all trustees necessarily will.

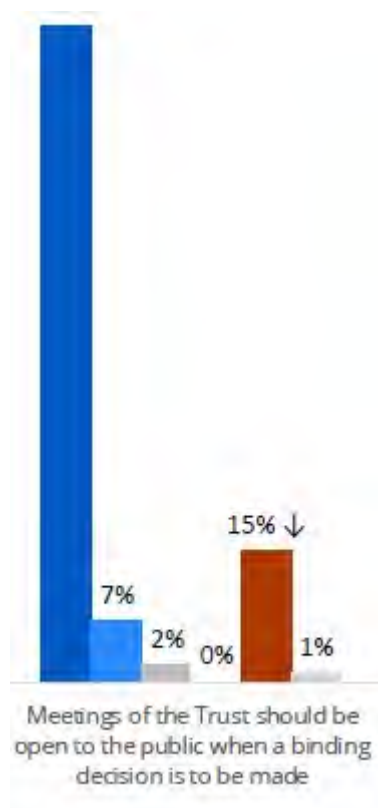
The single electoral area overcomes the problem of future boundary changes throwing the provisions in the Act into disarray.

If trustees wish to make any significant change to the arrangements they will need to work on them quickly, to leave time for drafting and for the changes to be put to the Charity Commission if the Bill is to be lodged in November 2024.

Miscellaneous

The working group identified a small number of topics which were not included on the schedules referred to at the meeting on 8 August, on which they felt they should comment. These were: public attendance at meetings, fixed penalty notices and a power to build.

Public access to meetings



Public comments

There were a number of comments expressing the view that all meetings of the Trust should be open to the public whether a decision is being made or not, and including in some cases where confidential matters were being discussed.

Present position

MHT meetings are open to the public under 1995 Act which incorporated the provisions of Part VA and Schedule 12A of the Local Government Act 1972. This includes all committee and sub-committee meetings. Trustee meetings at other charities are not normally open to the public. The present requirement to hold public meetings reflects the unusual position of the Trust, as a levying body and the Trust is content to be

transparent in its decision making processes except where it involves legal, personnel or commercially sensitive matters, which must be discussed in the absence of the public.

The purpose of the committee system is to enable smaller and hopefully more specialist groups of trustees to work through issues surrounding a particular topic and make recommendations to the Board. The Board can then instigate a further discussion and a decision is made. With very limited exceptions, no decisions binding on the Trust are made in committee meetings. Meetings are closed to the public when exempt business is discussed (legal, personnel and commercial matters where confidentiality is essential).

Current proposal

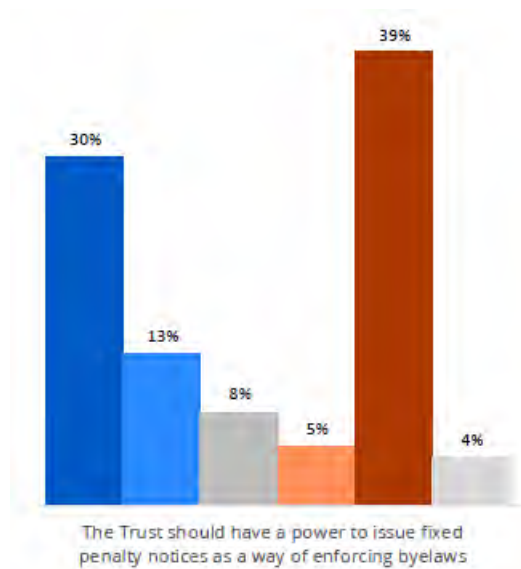
With a smaller Board it will be easier to have more effective discussion and decision making, so there should be less need to use committees. However, there will on occasions be a need for a committee to give detailed scrutiny to a particular topic (eg preliminary discussions on a budget or when a particular task is being planned). It is proposed that meetings where no binding decision is made should be closed to the public to enable trustees to have a frank and open debate. Because a committee's remit is limited to making recommendations, further discussion and the decision will be made in a Board meeting which is open to the public and the process will remain transparent. –

The proposal is also to have an express power to close meetings if the normal conduct of the meeting is being disrupted by members of the public.

Working group recommendation

The working group recommends retaining the current proposal to have meetings in public only where a binding decision is being made. (With a power to close meetings to the public where the conduct of the meeting is being disrupted).

Fixed Penalty Notices



Public comments

There were a number of supportive comments but also numerous comments expressing concern about the safety of employees issuing fixed penalty notices. There were also comments about the difficulty of observing and evidencing byelaws breaches and a small number of comments suggesting that this power would be used as a money making exercise or that this was the job of the police to enforce the byelaws.

Officer comments

The only option available to the Trust for enforcing byelaws (other than in relation to failure to display a parking pass or ticket in the car parks) is to take offenders to court. This is a cumbersome and extremely expensive process. The police have always declined to prosecute under the byelaws (although they can).

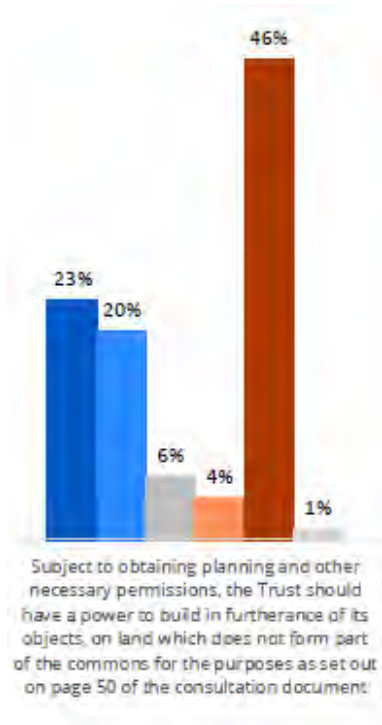
This power will never be a substitute for giving advice and an explanation why certain behaviours are not permitted. In reality, the power will only be used in limited circumstances – eg where there is a repeat offender known to the Trust

The Trust is fully aware of its responsibilities to its employees and should it be permitted to use fixed penalty notices, would need to put procedures and training in place for employee protection.

Working group recommendation

The working group recommend retaining a provision to allow the Trust to use Fixed Penalty Notices

Power to build



Public comments

The main concerns expressed were centered on this power potentially leading to buildings being used for commercial purposes. There was a query in the responses about current ancillary land and this is Lidiards, a field at Hollybed Common and the Trust's offices at Manor House.

Officer comments

The Trust clearly needs to have premises from which it can run its operations. At the moment the Trust operates from two sites, the office in Malvern Town centre and Top Shed at the Wyche. The Trust does not have a space big enough to host a board meeting, a full staff meeting, a training workshop for volunteers or a public information event. The Trust may in future want a facility for volunteers, to welcome and provide information for visitors and facilitate educational talks etc.

From an operational point of view, and to support a team ethos - the field staff and office staff have very limited contact with each other - it would be helpful to work from one site. The chances of finding a site with the right range of facilities is slim and the Trust's existing powers to acquire land need to be supplemented with a power to build on land acquired for operational purposes.

The Trust can already buy offices and build sheds. This is a minor extension to this existing power. For the avoidance of doubt the Trust has a power to sell, exchange or otherwise dispose of ancillary land and this power should be retained.

Like so many of the other proposed provisions, no plans have been worked up for any such project and it would need to be included in the business plan if the power is granted.

Working group recommendation

The working group recommends no change to the current proposal to include a power for the Trust to build on ancillary land.

Recommendations

Constitution of the trust

That the Board resolves to make no change to::

1. the proposal to have a maximum of 12 trustees
2. the balance of elected and selected trustees
3. the proposed area from which trustees can stand in Trust elections
4. to the proposal that the levy paying area and the voting area for the Trust are defined by the same criteria, namely the parishes of Malvern, West Malvern, Malvern Wells, Guarlford, Mathon and Colwall

And the Board resolves:

5. [decision on whether to retain a single electoral area], and if the proposal for a single area is retained, trustees should be assigned to act as liaison between the Trust and local areas..
6. To adopt the proposal for a nominations Committee as outlined in the paper.

Miscellaneous

That the Board resolves:

7. To retain the current proposal to open all Board meetings to the public (except where exempt business is to be discussed) but only to open committee meetings to the public where a decision binding on the Trust is being made under delegated authority.
8. To retain the provision to permit the issue of Fixed Penalty Notices.
9. To add the power to allow the Trust to build on ancillary land for the purposes set out in the consultation document.

David Core, John Michael, Mike Wilkinson, Sheila Wren
Working Group

Susan Satchell
Governance Change Officer
7 October 2024

Special meeting of the Board
Title: Private Parliamentary Bill
Date: 14/10/2024

BACKGROUND

The Trust has been working on proposals to modernise its governance arrangements since 2014. A public consultation was held in September-October 2019 which received over 400 responses, an excellent result for a long and technical consultation. Although the Trust's proposals were widely supported a number of modifications were made to them following detailed analysis of the consultation responses.

The Trust originally planned to implement the changes using a s73 Charities Act 2011 Scheme, with the support and co-operation of the Charity Commission (CC) and the Department for Culture, Media and Sport (DCMS, the Government Department with responsibility for the charity sector). However, in the light of the strong public interest generated by the consultation, the CC and DCMS agreed *"that these changes to the charity's governing documents would now be best handled via a private bill, allowing greater scope for public scrutiny and debate than under a parliamentary scheme procedure"*¹.

PREPARATION

There followed a delay mainly as a result of external factors including Covid and Local Government boundary changes. Work started in 2023 on an application to the Charity Commission for s74 Charities Act 2011 consent to proceed with a Private Bill. A series of workshops and briefings was held allowing both new and existing trustees to understand the proposals and consider whether they were necessary and appropriate.

A further public consultation on the revised proposals was conducted by a professional market research agency in May-July 2024. A number of written submissions were also received. The Trust's public engagement linked to this consultation included delivery of 14,000 leaflets to households in the area, meetings with local councils and other groups, drop-in sessions attended by over 300 people, writing to over 60 different organisations and charities, and publicity on the Trust's website and social media accounts. Almost 500 consultation responses were received.

A working group was established to review and analyse consultation feedback and develop proposals in response to key concerns. The Board has had the opportunity to debate these through a series of workshops and special Board meetings to agree any changes. That process completed on 10 October 2024.

Before taking the decision whether to submit the Bill to Parliament, trustees need to be confident that they have been properly informed and that the Trust has followed a robust process to ensure this.

DECISION

The Board now has a choice between two options; either to proceed with the submission of the Private Bill this November, or to postpone doing so until November

¹ Charity Commission [statement](#) 11 March 2020

2025. That would mean a delay of a full year before the Bill would enter the Parliamentary process.

Once the Bill has been submitted, it follows the full Parliamentary [process](#)². The Bill as submitted should include all the powers that the Trust believes it needs since once submitted it is not easy to extend its scope. However, the Trust will be free to introduce amendments at certain points of the Parliamentary process.

The Parliamentary Agent (PA) is content that the scope of the Bill is appropriate, and that there is sufficient time to complete the work required to meet the November deadline. He has been encouraged by the constructive responses received so far from the relevant Government Departments that have been consulted.

The pros and cons of the options are set out in the table below.

Option	Pros	Cons
Proceed	Maintains momentum following stakeholder engagement The Trust will still be free to engage with stakeholders who wish to make points, particularly drafting points on the text of the Bill, and to modify the text of the Bill as a result Builds on positive responses with Government Departments and the CC Increases the chance of the Bill receiving Royal Assent before the next Trust elections	Potentially increases likelihood of petitions to Parliament The public and stakeholders will not have an opportunity to comment on the draft Bill ahead of submission
Delay	Allows time for further public engagement including consultation on the text of the draft Bill Provides the Board with more time to reflect on proposals and implications, including costs Provides an opportunity to rescope resource requirements for the Bill process and plan accordingly	Risks reputational damage Drains Trust resources from primary activities Distracts from review of the Land Management and Business Plans Uncertain that any significant improvements or changes to the Bill would be made, potentially losing a year for no benefit Risks difficulties in running the elections following the Local Government Boundary changes which mean that the current District Council wards do not conform to the levy paying area.

² The process was described in a briefing note for trustees from the PA

Option	Pros	Cons
		Delays having powers that are needed to improve the Trust's ability to manage the land under its control. Delays having powers to improve the Trust's ability to raise funds. Risks loss of critical skills and knowledge Increases costs

RESOLUTION

- 1 That, having considered all of the factors set out in in the consultation document and all of their previous deliberations on this matter, the trustees (the "**Trustees**") of the Malvern Hills Trust (the "**Trust**") **resolve** that it is expedient in the best interests of the Trust (and its charitable objects) to promote a Bill in November 2024 repealing the existing local legislation relating to Malvern Hills Conservators (the "**Conservators**") and replacing it with a single enactment written in modern terms, including (but not restricted to) provisions effecting all or some of the purposes mentioned below and that such a bill be promoted accordingly. The relevant purposes are:
 - (a) renaming the Conservators as the "Malvern Hills Trust", defining the charitable objects of the Trust and the area within which it may exercise its powers, making provision about its constitution, including arrangements for elections and appointment of Trustees, conflicts of interest, benefits for Trustees and limitation of liability and insurance;
 - (b) making provision about finance, including continuing the power to levy, provision about use of capital and income, powers to borrow and mortgage, continuing provisions for contributions by local authorities to the Trust and requiring annual audits and publication of annual reports and accounts;
 - (c) making provision about rights of public access to the Malvern Hills, continuing the duty to keep the Hills unenclosed, subject to powers for the Trust to regulate access for specified reasons (including by fencing); continuing the general power to regulate and manage the Malvern Hills, provide for the prevention of unauthorised access by vehicles, regulate horse riding, prevent nuisances and regulate public order, make provision about access roads, trees, drainage and turf, parking places, sheds and other facilities on the Hills, regulation of games and other activities, licensing of stalls and other commercial activities, and removal of items from the Hills, including vehicles;
 - (d) the making and confirmation of byelaws and their enforcement, including power to serve fixed penalty notices;
 - (e) making provision about land, including the power to dispose of land and grant leases and licences and easements for utilities;

- (f) providing for a general power for the Trust to do anything in pursuance of its charitable objects (subject to appropriate limitations in such areas as fencing of the Hills, the acquisition or disposal of land or interests in land, or borrowing or raising money) but subject to any duties or obligations owed under general charity law and without overriding the requirement for Secretary of State consent to works on common land;
 - (g) making provision for a number of general powers which would normally be enjoyed by charities including but not limited to fund raising, employing and delegating functions to staff, powers of investment and to make loans, operating bank accounts, insuring property, limited powers to trade and power to conduct and defend legal proceedings;
 - (h) making general provisions, including about public access to meetings, local inquiries, repeals and consequential amendments, and continuing the application of savings and protections for certain individuals and bodies that are contained in the existing legislation;
 - (i) making provision about the administration of the Trust, including provisions about meetings of the Trustees, quorum, decision making, committees and powers to make regulations about procedure; and
 - (j) to enact any additional, supplemental and consequential provisions that may appear to the Delegates (as defined below) to be necessary or convenient.
- 2 That the Trustees also **resolve** to delegate to the individuals holding the posts of Chair, Vice Chair, Chief Executive Officer and Governance Change Officer of the Trust (together the "**Delegates**") the power and discretion to take all such steps as they consider to be necessary or desirable to give effect to the resolution referred to above.
- 3 That the Trustees also **resolve** that the Delegates should provide a report for the Trustees on the steps taken in exercise of the power and discretion delegated to them at each meeting of the Trustees and, between each such meeting, by way of a report sent via email to the Trustees at least once every fortnight in relation to such steps as the Delegates shall consider to be significant.
- 4 That the Trustees also **resolve** that the Common Seal of the Trust be affixed to the Petition for the Bill in the presence of the Chair and Vice Chair of the Trust and the Chair and Vice Chair are hereby authorised to seal or sign any other documents on behalf of the Trust which they consider to be necessary or desirable in order to give effect to the resolutions referred to above.

NEXT STEPS

Trustees have received a draft of the Explanatory Memorandum which will accompany the Bill. Sections of the Bill will be circulated to trustees for comment as they become available. Two review workshops will be held on 24 October and 8 November to review the drafts. Should the Board decide to proceed with submission in November 2024 a final review meeting could be held in the week commencing 11 November to resolve any outstanding issues from the review process.

Should the Board decide not to proceed then the CEO should be asked to develop a timetable for activities leading up to submission on 27 November 2025, including cost implications.

David Core
Chair, Governance Committee

Malvern Hills Trust

Special Meeting of the Board

Colwall Park Hotel, Colwall, Malvern, WR13 6QG

Thursday 9 October 2025 at 6 pm

Present: John Michael (Chair), Simon Baggaley, David Baldwin, Paul Bennett, Robert Berry, Jenny Burford, David Core, Allan Cottam, David Fellows, Richard Fowler, Lucy Hodgson, Andrew Myatt, Cynthia Palmer, Felicity Robinson, Chris Rouse, John Stock, Frances Victory, Malcolm Victory, Sheila Wren.

In attendance: CEO, Secretary to the Board, Governance Change Officer, 30+ members of the public.

Absent: Andrew Willmott.

1. Welcome

The Chair welcomed all those present and read out the Trust's zero tolerance policy on rudeness to staff and volunteers.

2. Apologies for absence

Richard Bartholomew, Mark Driscoll, Chris McSweeney, David Mead, John Raine, David Reynolds, Mike Wilkinson.

3. Chair's Announcements

The Chair announced that there would be a drop-in session in Pickersleigh, at Malvern Evangelical Church, on Tuesday 14 October from 3.30-5.30 pm.

4. Declarations of interest

4.1 General Declarations

None

A trustee raised a point of order regarding the next item on Conflicts of Interest, asking for confirmation that the case for each trustee would be treated separately. This was confirmed.

4.2 Trustee Conflicts of Interest relating to the Malvern Hills Bill

It was confirmed that the Board had already resolved that Paul Bennett, Robert Berry, David Fellows, Richard Fowler, David Mead, Cynthia Palmer and Andrew Willmott had a conflict of interest relating to the Malvern Hills Bill. These trustees be asked to leave the meeting when it moved into confidential session.

The Chair announced that the Board would now consider the potential conflicts of interest of two new trustees and invited David Core as Chair of Governance Committee to introduce the item. It was confirmed that the above-named

trustees would not be allowed to vote, given that the conflict of interest was the same.

The Chair of Governance Committee reminded the meeting of the Trust's legal obligation to manage conflicts of interest. He stated that the Trust had acknowledged for many years that there was a need to modernise and update the Malvern Hills Acts and that the Board had resolved to lodge a private bill in order to achieve this. A number of trustees had exercised their right as individuals and as groups to petition against the Bill. This put them into a conflict of interest situation with the Trust, because it was the settled view of the Board that the Bill should be put before Parliament. As part of the Parliamentary process following the second reading, a Select Committee was being set up to consider those petitions. The individuals who had petitioned had effectively positioned themselves on the opposite side of the debate from the Trust as promoters of the Bill. The two recently elected trustees, Jenny Burford and Andrew Myatt, had also petitioned, Mrs Burford as a parish councillor on West Malvern Parish Council, and Mr Myatt personally; both petitions had requested specific changes to the Bill. Therefore, under the Trust's Conflicts of Interest Policy, the Board needed to consider whether they too had a conflict of interest in relation to the Bill **only**; they were free to participate fully in all other Board business.

A trustee asked why Andrew Willmott was conflicted. The Chair of Governance confirmed that this was because Jeremy Owenson had lodged a petition as leader of the Conservative Group on Malvern Hills District Council (MHDC), of which Mr Willmott was a member. The trustee asked why this did not apply to other councillors. The Chair of Governance said that this was because Worcestershire County Council and MHDC had made drafting points only. In both cases section 3 (*What do you want done in response?*) had been left blank.

At this point, a trustee complained that there was standing room only in the meeting room and that there were members of the public outside who were unable to enter. It was confirmed that the room was already at capacity for health and safety reasons, as advised by the hotel.¹ The room normally used by the Trust was closed for refurbishment.

A trustee asked the Chair of Governance to quote the reference in law inferred by conflicts of interest; where was the power? The Chair of Governance stated that the Trust was a charity and as a charity was required to deal with conflicts of interest.

¹ The Trust's policy for public attendance at meetings is available on the web site. Members of the public are advised to book in advance in order to ensure that space is available. Two members of the public had booked on this occasion.

The Chair invited Jenny Burford and then Andrew Myatt to address the meeting. They requested that Mr Myatt should speak first. His statement is attached at Schedule 1.

A trustee raised a point of order, namely that the Conflicts of Interest Policy directed that one trustee at a time would present their case, leave the room and be voted on. It was pointed out that it had already been confirmed that the cases were different and would be considered separately. It was clarified that both trustees would speak first and then be asked to withdraw for the discussion.

The Chair then invited Jenny Burford to speak. Her statement is also attached at Schedule 1.

The Chair of Governance stated that the Trust had worked with Earl Attlee to ensure that concerns raised about the Bill were reflected in the instructions put to the Select Committee, in order to ensure that they were considered in the Parliamentary process. A trustee said this was irrelevant to the conflict of interest issue. Another trustee alleged that the Trust had not engaged with petitioners in any way and suggested that it could engage now and present redrafted proposals to the Select Committee. It was pointed out that the Trust had held drop-in sessions to engage with the public. A trustee alleged that the County Council had voted unanimously to continue with its petition and that no negotiation had taken place or changes made. When the Chair and Vice-Chair countered that this was not true, the trustee accused them of lying.

At this point, trustee Paul Bennett was warned for his behaviour by the Chair and told he would be asked to leave the meeting if it continued.

Questions to the new trustees were invited from unconflicted trustees .

- Q The Code of Conduct would require you to act in the best interests of the charity. If any confidential information came your way, would you maintain it completely confidential?
- A (AM) Yes, 100 %.
- Q I'd like to ask Jenny Burford if she stands by everything that was in her election flyer.
- A (JB) No, probably not everything. Most of it.
- Q Why don't you recognise the Charity Commission's statements over conflicts of interest?
- A (AM) I am utterly focussed on the best interests of the charity. I set out my view in the election. The electors agreed with my perspective and voted for me. However, my view could change. I am not representing the electors. They are supporting my perspective. My first and foremost priority is the best interests of the Trust.

There was a discussion on access to information. Andrew Myatt said he had asked officers for 14 years of records since the last time he was on the Board. A trustee queried whether he thought that was reasonable stress to put on staff (*there was laughter in the audience*). Andrew Myatt said he thought it was due diligence; he didn't have access to all the advice and closed meetings, so did not have the full picture, which was what he was asking for. He wanted it clarified in the meeting what information he would receive. The Chair of Governance accepted that this was a reasonable point, but stated that this was not the place to discuss it; there would be further discussions outside the meeting.

Here a trustee raised a point of order, saying that the CEO was shaking her head. The CEO said this was because she was hearing jeering from the audience and was finding the behaviour intimidating.

Q I wanted to thank the two new members of the trust for their very eloquent and well-argued statements. This is a really difficult decision. Do the candidates feel it would be unfair to treat you differently from other trustees if we are using the same reasons? But I was a bit shocked when Jenny said you didn't believe, or you didn't stand by everything that was in your candidate's statement. So, I'd just be interested to know what you mean by that.

A (JB) Not totally (*no further response*).

A trustee deemed conflicted on the Bill wanted to ask if the legal process for elected trustees had been properly examined by the Trust. The question was not allowed by the Chair, since it was not relevant to the conflicts of interest issue.

A trustee raised a point of order, asking officers 'not to be so open with their opinions at Board meetings, because they should be impartial'.

The Chair asked the new trustees to leave the meeting while a discussion took place. It was noted that trustees deemed conflicted on the Bill should also be required to leave, but in discussion it was agreed that they might stay but not participate in the discussion or vote.

The new trustees left the meeting. David Fellows stated that he was leaving the meeting on a point of principle and left the meeting at 6.50 pm.

There was a discussion amongst the unconflicted trustees. Whilst it was felt that it was important to be consistent in the decision, in fairness to the other conflicted trustees, it was noted that Andrew Myatt had made a valid point about access to information. It was noted that the Secretary to the Board had already sought legal advice on the matter and trustees would be kept informed.

Resolutions

On the proposal of Lucy Hodgson, seconded by Frances Victory, it was RESOLVED unanimously by all those eligible to vote that *Andrew Myatt* has a conflict of interest and a conflict of loyalty in relation to the Malvern Hills Bill, due to his having lodged a personal petition against it.

On the proposal of John Stock, seconded by Malcolm Victory , it was **RESOLVED** unanimously by all those eligible to vote that *Jenny Burford* has a conflict of interest and a conflict of loyalty in relation to the Malvern Hills Bill, due to her being a Parish Councillor for West Malvern Parish Council, which has petitioned against the Bill.

On the proposal of John Stock, seconded by Felicity Robinson , it was **RESOLVED** unanimously by all those eligible to vote to confirm the CEO's decision to withhold papers, advice, letters, emails or other documents relating to the Malvern Hills Bill (other than those in the public domain) from new trustees Andrew Myatt and Jenny Burford.

The new trustees returned to the meeting at 7 pm.

Trustee Paul Bennett announced that he believed illegal activity was taking place and gave notice that trustees would be held personally liable. Mr Bennett was warned that he had already broken the Code of Conduct and that his remarks were not relevant to the meeting.

Andrew Myatt asked about the mechanism for sharing information. The Chair of Governance said he would be happy to meet with him to talk about governance and confirmed that the Trust would seek advice on access to information and share this with **all** trustees. Mr Myatt suggested that the Trust would be wise to get independent legal advice on withholding papers. Another trustee proposed that the Chair and Vice-Chair of the Board should present a motion to reconsider whether the current direction of travel was really in the best interests of the charity and that this should be done before further discussion in Parliament. The Chair noted the comments.

5. Date of Next Meeting

Annual Meeting – 13 November 2025 at 7 pm at Colwall Park Hotel.

6. Confidential

On the proposal of Lucy Hodgson, seconded by David Core, it was **RESOLVED**, with 11 in favour to exclude the public for discussions of items 7-9 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 subject to legal privilege).

There was an interruption from a member of the public and general dissent in the audience.

The remaining trustees deemed to have a conflict of interest on the Malvern Hills Bill and members of the public left the meeting at 7.10 pm. There was then a break in proceedings before moving to confidential session, during which Allan Cottam and the Secretary to the Board left the meeting.

The meeting closed at 8.30 pm.

Schedule 1

Statement to the Board from Mr Andrew Myatt

It has been over fourteen years since I last addressed this Board, and it is in many ways a very different organisation. I recognise that the CEO and officers have a difficult job, particularly in steering clear of partisanship. That is why I am disappointed that this resolution was brought forward without any prior conversation.

I hope you realise the significance of this moment. You are being asked to agree a resolution to exclude me from papers and debate, a trustee elected only last month with seventy-five per cent of the vote, for an opinion set out openly in a personal petition to Parliament — a petition submitted before being elected to this Board. Does some form of retrospective collective responsibility now trump the electorate?

My views may differ from those of the majority, but you have had the benefit of all the papers and advice that are currently being kept from me. Perhaps, with the same information and debate, I too might come to see things differently — and if so, I would have no hesitation in saying so. After all, I have no conflict of interest. I have no conflict of loyalty.

I hope that all trustees' minds are equally open, and particularly open to listening to the voice of the levy payers.

This resolution prevents me from hearing the same information as you, from weighing the same evidence, and from fulfilling the duty that the public elected me to perform. It is disproportionate, and it runs against Charity Commission guidance, the Acts, and natural justice.

With respect to the Chair, you will no doubt soon refer to the fact that my petition is at odds with the Trust's "settled position". We are not here to be settled. We are here to exercise independent judgment. And we should not pre-judge.

I recognise there may be a narrow circumstance where I might need to step back if you are considering legal advice relating solely and uniquely to my own petition. But a blanket exclusion from all Bill papers and discussions is neither fair nor lawful, and I think would be seen by the levy payers as vindictive. If indeed you have received legal opinion on this resolution, I formally ask to have it in writing — both the questions asked and any response. This resolution does not protect the Trust — it harms it. Therefore, I respectfully ask that trustees vote against it.

Statement to the Board from Mrs Jenny Burford

I'm here today to give reasons why being a name on the West Malvern Parish Council petition against the Malvern Hills Bill does not constitute a conflict of either interest or loyalty to the trust, and therefore, I should not be excluded from all information regarding the Malvern Hills Bill. The West Malvern Parish Council petition is a collective

work to which all councillors contributed in the best interests of West Malvern residents, not the West ward, just West Malvern. Consequently, not all councillors were in agreement with all the points included. But we are a democratic body and therefore went with the majority. I therefore put it to you that the petition cannot be considered conflicting as the content is not necessarily mine and definitely not solely mine. It appears that you deem differences of opinion as conflict, which is most certainly not so. Surely even some of you are not excluded, must have concerns regarding some parts of the bill? Or have you all been brainwashed by a tiny, tiny cohort following the overwhelming majority received by myself and Andrew in the recent elections? You must know the strength of the concerns and feelings [people] have about the bill, but you appear to disregard them, even though it is they, the compulsory levy payers, who in the main fund the trust and incidentally pay the salaried employees.

The Governance Handbook states staff, trustees and volunteers feel valued and respected, that different perspectives are celebrated and valued, value that the environment is free from harassment, victimisation and discrimination. How can democratically elected trustees feel any of the above? When a percentage and in all probability I will be included in this, are excluded from what is an incredibly important piece of legislation in that it lays down the criteria for the management of the hills by the trust for many years to come. As a trustee, my only aim is to commit to the best interests of the trust, to maintain our wonderful hills for us and future generations in the way that was intended when the Hills Conservators was first formed, I believe I have proved genuine, provided genuine and valid reasons why you should not exclude me from discussion regarding the bill. I rest my case. Thank you, thank you.

[REDACTED]@charitycommission.gov.uk>

Sent: 18 December 2025 13:57

To: CEO <CEO@malvern hills.org.uk>

Subject: 20251218 -Malvern Hills Trust - 515804 CRM25:035200482

Dear Deborah Fox,

MALVERN HILLS CONSERVATORS : 515804

Further to my email of 5 December 2025, below is a copy of an email issued to all trustees individually today.

We have requested a collective response from the trustees by **12 January 2026**.

If the trustees require an extension to this deadline please let me know.

Yours sincerely

[REDACTED]
Assessment Team

Dear Trustees,

MALVERN HILLS CONSERVATORS : 515804

The Charity Commission ('the Commission') has recently received complaints that two new trustees appointed to the charity on 18 September 2025 are excluded from receiving information and from voting on any decision regarding the Malvern Hills Bill.

The charity has informed the Commission that the decision to exclude the two new trustees was made at a special board meeting held on 9 October. It has been explained to the Commission that the basis of the 'unconflicted trustees' decision was to 'manage conflicts of interests' and because of concern about the 'disregard for upholding collective responsibility on the Malvern Hills Bill'. This decision follows on from the trustees' decision earlier this year to exclude those trustees who have petitioned against the Bill from decisions about the Malvern Hills Bill.

This correspondence has been sent to all trustees individually.

When a concern is raised with the Commission about a charity, we assess all of the information available to decide what steps to take in line with our complaints' guidance. Following our assessment, we have decided the proportionate response is to provide advice and guidance to the trustees under s.15(2) Charities Act 2011. I note the Commission has previously provided the trustees with s.15(2) advice and guidance on trustee duties on 8 July 2022, to assist the trustees in complying with their duties, and this advice was brought to the trustees' attention again on 22 November 2023.

Newly appointed trustees

When a new trustee is appointed to a charity, they should understand the legal responsibilities that all charity trustees have. These legal duties are explained in our guidance [CC3 – The essential trustee](#). The Commission also has guidance specifically for new trustees which can be found at the following link:

[Charity trustee welcome pack – GOV.UK](#)

As explained in the Commission's [guidance](#), once appointed to a charity, new trustees must act together with the existing trustees and understand that:

- trustees are responsible together for all decisions for their charity;
- trustees do not act on behalf of a person or organisation that nominated or elected them. These trustees must, like all trustees, act only in the best interests of the charity.

To act in accordance with their legal duties, the new trustees will need to understand key decisions previously made by the charity's trustees and the policies of the charity.

Making Decisions

As explained in the essential trustee guidance CC3, collective decision making is one of the most important parts of the trustee role and paragraph 6.3 of this guidance explains this further. This guidance also explains that trustees must:

- do what you and your co-trustees (and no one else) decide will best enable the charity to carry out its purposes
- with your co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term
- avoid putting yourself in a position where your duty to your charity conflicts with your personal interests or loyalty to any other person or body

The trustees should also continue to take legal and other advice to ensure that legal duties are complied with.

Other guidance you may find helps you to understand your trustee duties in this regard includes:

[Managing conflicts of interest in a charity – 5 minute guide](#)

[CC29 – Conflicts of interest: a guide for charity trustees](#)

[CC27 – It's your decision: charity trustees and decision making](#)

Reputation of the charity

As is also explained in the essential trustee guidance CC3, trustees have a duty to manage the charity's resources responsibly. As part of this duty, the trustees must avoid exposing the charity's assets, beneficiaries or reputation to undue risk. The complaints made to the Commission raise concerns there is risk to the charity's reputation from (i) how decision making within the charity is being

communicated to the charity's beneficiaries and more widely and (ii) the perception that the trustees are not open to different views being expressed including from beneficiaries. We would therefore expect the trustees to review whether any different or further steps could be taken to mitigate this risk.

We request that the trustees collectively confirm in writing that:

- The Commission's published guidance as referenced in this letter has been read and considered by each trustee; and

- That the risk to reputation has been reviewed by the trustees and consideration given as to whether and steps could be taken to mitigate this risk.

Please provide this confirmation by 12 January 2026.

We look forward to receiving your response.

Yours faithfully



Assessment Team

Charity Commission for England and Wales

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30 January 2026

[REDACTED]
Assessment Team
Charity Commission for England and Wales

By email only to: [REDACTED]

[REDACTED]

Malvern Hills Conservators : 515804 (MHT)

Thank you for your email dated 18 December 2025 and for a subsequent email of 23 December 2025 agreeing an extension for providing a response to 30 January 2026.

We note that the Charity Commission has provided advice and guidance in accordance with s.15(2) Charities Act 2011.

The Charity Commission has asked the trustees to collectively confirm in writing that:

the Commission's published guidance as reference in the letter of the 18 December has been read and considered by each trustee; and

that the risk to MHT's reputation has been reviewed by the trustees and consideration given as to whether any steps could be taken to mitigate this risk.

This response was considered at a Special Board Meeting held on 26 January 2025, attended by 21 members of the current Board of 25 trustees. Unfortunately, it was not possible for the Board to agree on a collective response and this letter was passed by a majority of 12 votes to nine. There was also a unanimous resolution that the covering letter, which accompanies this, should list the names of those trustees who agree to the contents of this letter and of those who do not. It is signed by the Chair of [REDACTED] on behalf of those trustees who agree to its conditions.

The Commission's guidance

The trustees confirm that they all have read and considered:

[CC3 - The essential trustee](#); and



[Charity trustee welcome pack - GOV.UK](#)

In particular the trustees understand and acknowledge that:

all trustees are responsible together for all decisions for MHT; and

the trustees do not act on behalf of a person or organisations that nominated or elected them and that the nominated and elected trustees must, like all trustees, only act in the best interests of MHT.

The trustees have also carefully considered the guidance in CC3 regarding collective decision making, and in particular paragraph 6.3. The trustees confirm that they understand and acknowledge that:

they must make decisions solely in MHT's interests, so that they shouldn't allow their judgement to be swayed by personal prejudices or dominant personalities;

they must act collectively (jointly) and that part of their role is critically and objectively to review proposals and challenge assumptions in making decisions and that no one should be able to direct the trustees or drive decisions through without sufficient consideration;

decisions do not have to be unanimous but, once the trustees have made a decision, they must all comply with it, including any who disagree. If a trustee strongly disagrees with their fellow trustees' decision, they can ask for their disagreement to be recorded in the minutes of the meeting. If they think that their fellow trustees are acting in breach of their duty, they should discuss the matter with the Chair or their fellow trustees. If they are still concerned, they may contact the Commission. Ultimately, a trustee may feel that they have to resign in order to distance themselves from the decision; and

the Commission can only advise or intervene in relation to trustee's legal duties; it can't arbitrate in disputes between trustees.

The Trustees further acknowledge and understand that they must:

do what they and their co-trustees (and no-one else) decide will best enable MHT to carry out its purposes;



with their co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term; and

avoiding putting themselves in a position where their duty to MHT conflicts with their personal interests or loyalty to any other person or body.

The trustees confirm that they have also read, considered and understood:

[Managing conflicts of interest in a charity - 5 minute guide](#)

[CC29 - Conflicts of interest: a guide for charity trustees](#)

[CC27 - It's your decision: charity trustees and decision making](#)

The trustees also confirm that they understand that they should continue to take legal and other advice to ensure that legal duties are complied with.

Reputation of the charity

The trustees acknowledge and understand that they have a duty to manage MHT's resources responsibly and that as part of this duty, they must avoid exposing MHT's assets, beneficiaries or reputation to undue risk.

The Trustees acknowledge that there is a risk to MHT's reputation from how decision making within MHT is being communicated to MHT's beneficiaries (including communications by MHT and by individual trustees about MHT, whether in meetings open to the public, via social media or otherwise).

The trustees further acknowledge that there is risk to MHT's reputation from the perception that the trustees are not open to different views being expressed including from beneficiaries.

The trustees confirm that they have reviewed the risk to reputation and that consideration has been given as to whether any steps could be taken to mitigate this risk.

The trustees further confirm that they will take following steps to mitigate the risk to MHT's reputation:

trustees have acknowledged their duty to act collectively when making decisions and their duty to avoid exposing MHT's reputation to undue risk;



trustees also acknowledge the duty of confidentiality they owe to MHT (such that communications by individual trustees about MHT or its trustees must be authorised by the trustees as a board);

trustees also acknowledge the duty they owe to MHT to avoid conflicts of interest;

trustees have sought (and will continue to seek where appropriate) professional advice in respect of managing communications with beneficiaries and the wider public;

consultation has been undertaken (and will continue to be undertaken where appropriate) with beneficiaries; and

subject to their duty to avoid conflicts of interest, all trustees are encouraged to take part in discussions prior to any decisions being made.

Should the Commission have any queries in relation to the action being taken by MHT we would be pleased to provide further information.

Yours sincerely the undersigned trustees, signed on their behalf by the Chair of the Board,

Mr Simon Baggaley, Mr David Baldwin, Mr Richard Bartholomew, Mr David Core, Mr Allan Cottam, Mr Mark Driscoll, Mrs Lucy Hodgson, Mr John Michael, Prof John Raine, Mrs Felicity Robinson, Mr John Stock, Mrs Frances Victory and Mr Malcolm Victory

Text of covering email from CEO of Malvern Hills Trust to Charity Commission 30 January 2026

From: CEO <[REDACTED]>

Sent: 30 January 2026 10:42

To: Assessment2 <[REDACTED]>

Cc: CEO <[REDACTED]>

Subject: RE: 20251218 - Malvern Hills Trust - 515804 CRM25:035200482

Importance: High

Dear [REDACTED],

On behalf of John Michael, Chair of the Board, please find attached, a letter from the trustees of Malvern Hills Trust in response to your individual letters to them of 18 December 2025. Our thanks to you for allowing an extension to 5pm on 30 January.

A Special Meeting was held on Monday 26 January to discuss the content of the enclosed and to attempt to reach a consensus, but unfortunately a significant proportion of the Board did not accept the commitments stated in the letter and would not sign it. A vote to send the letter as drafted was passed by 12 votes to nine. It was also agreed to offer the four trustees not present at the meeting the opportunity to append their name to the letter if they wished to do so. Trustees voted unanimously in favour of listing in this covering note the names of those who agreed to the letter and of those who did not.

It is possible that you will receive a separate communication, or indeed multiple letters, from the trustees who did not agree, but I must be clear that the enclosed letter only represents the Trust's position. We can of course send the Commission the minutes of the meeting, once they are approved, if this would be helpful.

The names of the signatories of the letter are as follows: Simon Baggaley, David Baldwin, Richard Bartholomew, David Core, Allan Cottam, Mark Driscoll, Lucy Hodgson, John Michael, Prof. John Raine, Felicity Robinson, John Stock, Frances Victory and Malcolm Victory.

The following do not agree to the contents of the letter: Paul Bennett, Robert Berry, Jenny Burford, David Fellows, Richard Fowler, David Mead, Andrew Myatt, Cynthia Palmer, David Reynolds, Chris Rouse and Andrew Willmott.

The following who was not present at the meeting was contacted for his decision and chose to abstain: Chris McSweeney.

I want to assure you that there is significant work in progress at the Trust to mitigate the risk to its reputation and we shall be writing separately to the Commission with further details about this. In brief, it has included:

- The commissioning of a reputational audit by Alder UK, which led to the adoption of a new communications strategy for implementation from 2025 onwards.
- The provision of a new £25,000 budget in 2025/26 for communications support. This has secured expert reputational advice and communications outputs to deliver the communications strategy.

Monitoring of metrics on media coverage sentiment for mentions of 'Malvern Hills Trust' has remained consistently around 65-69% since September 2024. A June to December 2025 comparisons report,

produced by Alder UK, put the Trust on a par with a county wildlife trust in the area, in terms of levels of positive/negative coverage and share of voice in the media.

Warm regards,

Deborah Fox

Chief Executive Officer



Sent by email to
[REDACTED]

Charity Commission
PO Box 211
Bootle
L20 7YX

Date: 08 August 2023

Dear Susan Satchell

Re: MHC re s.74 application

Malvern Hills Conservators (RCN 515804) – s.74 Charities Act 2011– Request to incur expenditure to prepare and promote a Parliamentary Bill

I write further to MHC's s.74 application received on 31 May 2023 and MHC's subsequent correspondence with the Commission in relation to it.

1. Decision

- 1.1 Pursuant to section 74 of the Charities Act 2011, the Commission hereby consents to the Malvern Hills Conservators (**MHC**) defraying out of money applicable for the purposes of MHC expenditure of **up to £306,000** in preparing and promoting a Parliamentary Bill to change and consolidate the legislation governing MHC as proposed in the application received by the Commission on 31 May 2023 and MHC's response to the Commission's further queries on 20 July 2023 (together **the Application**).
- 1.2 This consent is subject to:
 - (a) the cap on expenditure of £306,000 as explained below;
 - (b) the limitation set out in section 2 of this letter; and
 - (c) the condition set out in section 3 of this letter.
- 1.3 The consent is capped at the sum of £306,000, comprising:
 - (a) £286,000 on Parliamentary Agents' fees (including counsel's fees, House fees and disbursements etc); and
 - (b) £20,000 on other legal advice from charity lawyers relating to the preparation and promotion of the Bill.

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w: www.gov.uk/charity-commission

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- 1.4 If MHC expects its costs to exceed this cap, MHC must seek further consent from the Commission under s.74 before incurring any additional costs.
- 1.5 In the Application, MHC requested s.74 consent for the following other costs for which consent has not been provided for the reasons set out below.
 - 1.5.1 The sums requested relating to staff costs and consultation costs do not require s.74 consent to be incurred by MHC as they are internal administrative costs of the charity and so are a matter for the trustees and management of the charity.
 - 1.5.2 Consent has not been provided for the sum requested for contingency costs because it is not known what such contingency costs may cover and so the Commission cannot consider whether it would be in the best interests of MHC to provide the requested consent.
- 1.6 The provision of consent as set out in this letter does not imply the Commission's approval of the proposals set out in the Application.
- 1.7 The Commission's reasons for providing the consent as set out in this letter are:
 - 1.7.1 The changes proposed could not be made by a scheme of the Commission given effect under s.73 of the Charities Act 2011 and so promoting a Parliamentary Bill is the only way in which MHC can make the changes proposed in its Application.
 - 1.7.2 The Commission considers that MHC's Application provides sufficient cogent reasons for seeking a Parliamentary Bill to make the changes proposed in the Application such that MHC's decision to prepare and promote a Parliamentary Bill appears to be a reasonable decision to have been made by the trustees in the best interests of MHC.

2. Limitation on the s.74 consent

- 2.1 The sum for which s.74 consent is provided must not be spent on incurring any costs relating to proposals to extend or materially change MHC's power to levy. The reason for this limitation is that MHC explains in its Application that, whilst MHC considers it would be fairer to extend the levy for the reasons set out in its Application, it is likely to prove acutely controversial. In addition, if the levy paying area is extended, the electoral area would likewise need to be extended, raising further complexities and controversy.
- 2.2 However, the reason for excluding any proposals to extend or materially change MHC's power to levy from the consent is not simply that any extension or material change to MHC's power to levy is controversial. The extent of the controversy and irreconcilable views on this issue are likely to mean that, if any such proposals were included in the private Bill, it would not progress, to the detriment of the other changes proposed.
- 2.3 MHC has now confirmed it does not propose to make any substantive changes to the current levy arrangements. However, MHC is expecting to seek advice on the advantages and risks of repealing and replacing the existing powers to levy, which are found in a number of places in its governing legislation, with one provision (subject to appropriate application of the Local Government Finance Act 1988 and subsequent legislation under which the levy is now raised).
- 2.4 It is agreed that it would be appropriate, as part of the consolidation exercise, for MHC to seek advice on the advantages and risks of repealing the current underlying powers to levy and replacing them with one provision when preparing the Bill, provided that the replacement provision does not extend or make any material or substantive changes to MHC's power to levy.
- 2.5 Therefore, this limitation on incurring any costs relating to proposals to extend or materially change MHC's power to levy does not preclude MHC from seeking advice on the advantages and risks of repealing the current underlying powers to levy and replacing them with a new consolidated power in the private Bill, provided that the proposed new clause does not extend or make any material or substantive changes to MHC's power to levy.

3. Condition

It is understood from the Application that MHC proposes to fund the private Bill by way of a loan from the Land Purchase (1992) Fund (the **Fund**). MHC has confirmed it needs to take advice on whether it requires the Commission's authority to borrow from the Fund as proposed. Therefore, this consent is subject to the condition that, before any funds are borrowed from the Fund, MHC confirms to the Commission in writing that either:

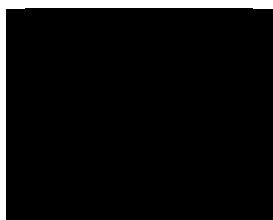
- 3.1 MHC has taken professional advice which confirms it has the power to borrow from the Fund and the trustees have approved a repayment plan; or
- 3.2 MHC does not have the power to borrow from the Fund without the Commission's authority and that MHC has either:
 - (a) obtained the Commission's authority to borrow from the Fund with an approved repayment plan; or
 - (b) has an alternative source of funding that it has the power to use for these purposes (and about which MHC must provide details to the Commission).

4. Issues on which MHC is to keep the Commission updated

There are a number of issues identified in the Application on which the Commission has regulatory interest and so MHC is required to update the Commission in relation to the following areas:

- 4.1 any change to the restated objects from the wording proposed in the Application;
- 4.2 the provisions in the draft Bill relating to the management or approval of conflicts of interest and/or trustee benefits;
- 4.3 any material comments from DCMS when consulted on the proposals, including whether DCMS confirms it will support MHC to use the private Bill to make the required amendment to the Representation of the People Regulations 2001 (2001/341);
- 4.4 any material comments from DEFRA when consulted on the proposals;
- 4.5 any material comments from Natural England when consulted on the revised proposals.

Yours sincerely



Director, Legal and Accountancy Services



CHARITY COMMISSION
FOR ENGLAND AND WALES

Susan Satchell
[REDACTED]
CC
[REDACTED]
[REDACTED]
[REDACTED]

Charity Commission
PO Box 211
Bootle
L20 7YX

Our ref: C-129622

Date: 16 October 2025

Dear Susan Satchell

Malvern Hills Conservators (515804) (MHC)

Variation of the section s.74 consent dated 8 August 2023

Thank you for the application from MHC's trustees to vary one of the limitations to the original section 74 consent of 8 August 2023 (the s.74 Consent). The limitations in the s.74 consent included that the sum for which s.74 consent is provided must not be spent on incurring any costs relating to proposals to extend or materially change MHC's power to levy ('the power to levy limitation').

The Commission, in its letter dated 22 July 2025, explained that it was satisfied, based on the case made by the trustees, that it was expedient in the interests of the charity to amend the power to levy limitation to allow MHC to incur costs responding to both the instructions accepted by the House of Lords and the petitions made against the Bill about the levy. We suggested draft wording varying the power to levy limitation.

MHC told the Commission that it was concerned that that the drafting suggested by the Commission unnecessarily required MHC to refer back to the Commission whatever changes to the levy provisions are proposed and however minor they may be. MHC made suggested changes to the draft variation proposed by the Commission.

The Commission notes:

- The original power to levy limitation, and variation suggested on 22 July, refer to 'material changes' and 'extending' and not to 'any' change.
- The drafting suggested by MHC goes further than allowing MHC to agree to minor changes. It permits MHC to incur costs for material changes to the power to levy which do not extend the levy provision as recommended by the Select Committee and which do not incur significant additional expenditure or jeopardise the continuing promotion of the private bill.

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The test for expediency under section 74 is not limited to consideration about expenditure. As MHC has previously been advised by the Commission, whether it is expedient to expend costs is related to the relevant change that the costs are going to be expended on. This means that MHC needs to demonstrate that it is in expedient in the interests of the charity to incur costs promoting a particular change.

No case has been made by MHC, either originally or in the application to vary, to demonstrate that it would be in the interests of the charity to incur any costs materially changing the power to levy. The Commission notes that the power to levy limitation in the s.74 consent reflected the fact that MHC considered that it was not in the best interests of the charity to do so. MHC explained that this was due to reasons which included the likely controversy. Concerns have been raised with the Commission about the drafting of the levy provisions, so the Commission agrees that any material change is likely to be controversial. MHC has also previously told the Commission that it cannot at this stage assess the expediency of a material change until it is known what that change may be.

In the Commission's view therefore, MHC has not demonstrated the expediency of the variation to the power to levy limitation as proposed by MHC to the Commission.

The Commission now provides the following variation to the s.74 consent:

The sum for which s.74 consent is provided may be spent on:

- (a) responding to petitions against the Bill in the House of Lords (which may include proposals to extend or materially change MHC's power to levy) and*
- (b) assisting the Select Committee in the House of Lords to comply with instructions given to it which relate to the power to levy.*

Subject thereto, the sum for which s.74 consent is provided must not be spent on incurring any other costs relating to or proposing changes to the Bill which would extend or materially change MHC's power to levy for the reasons set out in the s.74 consent of 8 August 2023.

For the avoidance of doubt, if the Select Committee recommends that MHC's power to levy as drafted in the Bill should be materially changed or extended, the sum for which s.74 consent is provided must not be spent in relation to such recommendations by the promotion of amendments to the Bill by way of additional provision. In these circumstances, MHC will need to determine whether it is expedient in the interests of the charity to continue to promote the Bill. If MHC considers it is expedient, a further application for variation of this s.74 consent should be made to the Commission.

Yours sincerely,



Interim Director, Legal and Accountancy Services

Date Issued: 10/03/2025

www.malvern hills.gov.uk

[Redacted]
[Redacted]
Malvern
Worcs
[Redacted]

Property charge relates to:

[Redacted]
Malvern
Worcs

Property Valuation Band: D

Reason for Bill:
New Year Billing

Council Tax Bill 2025/2026

Account Reference: 220869675

The amount you need to pay:		£2,319.64
Thank you for paying by Direct Debit. Your payments will be collected as follows:		
01/04/2025	£240.64	01/08/2025 £231.00
01/05/2025	£231.00	01/09/2025 £231.00
01/06/2025	£231.00	01/10/2025 £231.00
01/07/2025	£231.00	01/11/2025 £231.00
		01/12/2025 £231.00
		01/01/2026 £231.00

% Change

Council Tax for your property's valuation band.

Malvern Hills District Council	£182.60	0.0%
Worcestershire County Council	£1,615.71	5.0%
West Mercia Police & Crime Commissioner	£291.50	5.0%
Hereford & Worcester Fire Authority	£102.22	5.1%
Malvern Town Council	£77.52	3.9%
Malvern Hills Trust	£50.09	5.5%

From 2025/2026, the adult social care precept is included within Worcestershire County Council precept as a single figure and percentage change

Annual charge for property : **£2,319.64** **4.6%**

Council Tax for period 01/04/25 to 31/03/26 **£2,319.64**

The amount you need to pay: **£2,319.64**

MALVERN HILLS BILL
PROPOSED CONSTITUTIONAL CHANGES

NOTE

Changes to the Board

1. Under the existing Malvern Hills Acts, there are currently 29 Conservators (trustees) of MHT. Of those:
 - (a) 11 are directly elected by:
 - (i) those on the electoral roll for the parishes of Colwall (2 conservators), Guarlford (1 conservator) and Mathon (1 conservator); and
 - (ii) the local government electors for the Urban District of Malvern (1 conservator for each of the 7 wards of the district)
 - (b) 8 are nominated by Malvern Hills District Council (who have to be district councillors);
 - (c) 2 are nominated by Herefordshire Council;
 - (d) 2 are nominated by Worcestershire County Council;
 - (e) 3 are nominated by Worcestershire County Council (for the parishes of Castlemorton, Newland and Powick, although this is not a prescribed requirement);
 - (f) 1 is nominated by Colwall Parish Council;
 - (g) 1 is nominated by Mathon Parish Council; and
 - (h) 1 is nominated by the Church Commissioners.
2. Those arrangements are contained in the Malvern Hills Act 1924, as amended. They are not consistent with modern best practice and do not reflect the various local government reorganisations which have taken place over the past 100 years. There is also a significant disparity between the population sizes of the parish/electoral areas set out above. By way of example, as at 2025, the parish of Mathon, which has 2 conservators (1 elected, 1 nominated) had 241 on the electoral roll, whereas the West ward within Malvern District, with 1 elected conservator, had 3196 on the electoral role.
3. The Bill would alter the existing arrangements, to reduce the number of trustees (formerly conservators) to 12, of whom 6 would be directly elected by those on the electoral roll in each of the parishes/wards which are currently able to vote for a directly elected conservator, and 6 would be appointed by the board of trustees, following recommendation by a dedicated Nominations Committee.
4. The reduction of the number of trustees to 12 accords with current best practice and Charity Commission guidance.

5. In providing for the board to be comprised of both elected and appointed trustees, MHT considers that this arrangement would enable it to ensure that the board has the necessary mix of skills and experience for it to function effectively in carrying out its objects, whilst also respecting and maintaining the historic link between the MHT and the residents of the parishes/wards who contribute to its work through payment of the levy (clause 8(6) of the Bill would require MHT to designate one or more of the trustees to act as point of contact between MHT and the inhabitants of any of the parishes comprised in MHT's electoral area). It is important to stress in that regard that the trustees, once elected or nominated (under the current arrangements) are required to act solely and exclusively in the interests of MHT: the elected trustees are not the 'representatives' of those who elect them in the way that (for example) MPs or district councillors are. MHT has considered a number of potential solutions, and decided that the proposal in the Bill was the most appropriate.
6. The proposal that the board be comprised equally of elected and appointed members would in fact increase the proportion of directly elected trustees from the current 38% to 50%. Further, in providing for the 6 elected trustees to be elected across the levy paying area, this addresses the current discrepancy between the population of the parishes/electoral areas and the number of conservators who are associated with a particular parish/electoral area.

Further provisions relating to Trustees

Term limits

7. There is currently no maximum term for which a conservator (trustee) can serve on the Board. The Bill proposes a maximum two term limit of four years for both elected and appointed trustees (clause 9). This is in line with the Charity Governance Code¹ which recommends that trustees do not serve more than nine years, unless there is "evidence of exceptional reasons". Clause 9 of the Bill would not prevent a former trustee standing for reappointment in future (either as an elected or appointed trustee) but would preclude them from doing so without at least a year between periods of service (clause 9(3)).

Geographical connection

8. Candidates for election as conservators currently have to live in the levy paying area and be eligible under the same criteria as applies for electing district councillors (section 9 of the Malvern Hills Act 1924). Clause 18 of the Bill would extend eligibility for election to individuals living within one mile of the boundary of

¹ <https://www.charitygovernancecode.org/>

any parish or former parish area within which any part of the Malvern Hills is located, with all candidates for election having to be nominated by two persons on the electoral roll within the MHT electoral area.

9. The Bill does not prescribe a particular geographical requirement for appointed trustees. This will ensure the potential for a wide pool of candidates who may have the skills and expertise that would be beneficial to the MHT (as set out in clause 14(6)), and that that pool is not unnecessarily constrained by a geographical restriction.
10. That does not mean, however, that a candidate's connection to the Malvern Hills would not be a relevant consideration. Candidates would be recommended for appointment on merit and in accordance with a published recruitment policy (clause 14(2)). It would be open to MHT to decide, as part of any such recruitment policy, that where there were two equally qualified candidates for the role, that a candidate's geographical or other connection to the Malvern Hills could provide a basis for preferring that candidate.

The Nominations Committee

11. The Bill proposes that appointed members would be appointed by the Board of Trustees on recommendation from a newly constituted Nominations Committee (clause 14). That Committee would comprise two trustees (either elected or appointed), two independent members appointed by MHT, and the Chief Executive or other employee of MHT with senior responsibilities as the trustees think fit (clause 15). Independent members could not be trustees, former trustees, trustees elect, a current employee or officer of MHT or a person who would be entitled to vote for an elected trustee. There is no requirement for such person to have a particular connection to the Malvern Hills but that is a matter which the trustees may take into account in deciding whether to appoint an independent member (clause 15(4) and (5)).

Elections

12. At present, MHT is required to run elections under the procedure for electing district councillors (section 9 of the Malvern Hills Act 1924). The Trust seeks to address the large disparity between the size of the electoral areas and to make everyone's vote of equal value. MHT considers that moving to an electoral system of postal or postal and electronic voting (clause 24(1) of the Bill) could not only reduce the costs associated with running elections (and thus reducing the call on funds which could otherwise be used for furthering the statutory objects) but also has the potential to increase participation in the elections (there is generally a low turnout at polling stations) as well as ensuring all persons eligible to vote can directly receive candidate information, included with the postal voting packs.
13. Elections would be held every 2 years with 3 trustees to be elected on each occasion (clause 20 of the Bill).

Casual vacancies: interim appointments

14. Clauses 21 and 22 make provision for the situation where one or more elected trustee offices become vacant during their terms of office. Clause 21 addresses the situation where there is only one vacant office (and no other elected office is filled by an interim appointment). Clause 22 addresses the situation where there is more than one vacant office or an interim appointment in place in respect of an earlier vacancy. An interim appointment can only be made under clause 21 where there is only one vacancy, and where an election is not due to be held within the next 9 months in any event.

Administration arrangements and access to meetings

15. At the present time, the legislation governing MHT's meetings does not provide for meeting to be held other than in person. The Bill would enable – but not require – meetings to be held electronically, or in a hybrid form (see Schedule 1 Part 3 paragraph 14). The provision in Para 14(2) for at least two meetings to involve only the physical presence of the trustees in attendance is in effect a safeguard which means that at least two meetings each year can only be held with the physical attendance of the relevant trustees. It does not prescribe that only two meetings could or should be held in this way.
16. The Bill would therefore provide the ability for MHT to hold its meetings other than in person in the event, for example, of another situation like the Covid 19 pandemic arising, or to allow trustees who are unable to attend a particular meeting in person (for example, due to illness) to be able to attend and participate in the meeting by virtual means.
17. Any meeting where a decision is to be taken which would be binding on MHT is to be open to the public, subject to the power for the Board to sit in private where it is considering a matter which is confidential, or to close a meeting to the public if normal business is being disrupted (see clause 7(12) and Schedule 2, which reflect the existing position under section 26 of and Schedule 1 to the Malvern Hills Act 1995).

MALVERN HILLS BILL
FINANCIAL PROVISIONS

NOTE

The Levy

1. In the 2024/25 accounting year, the Malvern Hills Conservators (MHT) raised around 42.59% of its income from the levy.
2. The power to raise a levy originated in the Malvern Hills Act 1884. At that time, a levy (precept) was payable by the parishes of Colwall, Mathon and Great Malvern out of the poor rate of the parishes (section 19 of the Malvern Hills Act 1884). This was amended by section 4 of the Malvern Hills Act 1909 to provide for payment by the parishes of Great Malvern, Malvern Link, Malvern Wells, West Malvern, Guarlford, Colwall and Mathon. A further power to levy was created by section 33 of the Malvern Hills Act 1924 which provided for a precept to be payable by those parishes, apportioned in accordance with the provisions of section 33(a), and subject to a maximum amount as specified in section 34(1) or as increased by order of the Minister of Health under section 34(2).
3. Because of various local government reorganisations, many references to the local authorities in the Malvern Hills Acts are now out of date. The levy is currently paid by the parishes of Malvern Town, Malvern Wells, West Malvern, Guarlford, Colwall and Mathon. The Bill makes clear what would happen if there is a future change to those parishes - see clause 33(6) to (7) - and maintains the existing geographical limits within which the levy is payable.
4. The Bill also provides the power for the Secretary of State to, by order, amend the levy paying area to include any parish which does not currently have land within the ownership of MHT if MHT subsequently acquires common land or waste land by agreement with the lord of the manor of which the land forms part (clause 71). This reflects the position currently provided for in section 31 of the Malvern Hills Act 1931
5. Section 9 of the Malvern Hills Act 1909 also provides that Worcestershire County Council and Herefordshire County Council might make such contribution as they might fix by resolution and either treat such expenses, in whole or in part, as general county expense or as special county expenses to be levied on such parishes as the county council thinks fit, subject to the proviso that no such rate might be levied on the Urban District of Malvern or the parishes of Guarlford, Mathon or Colwall save with the consent of a resolution of the respective councils for those areas. Whilst MHT currently receives an annual

contribution from Worcestershire County Council, it is not aware of either Council having exercised its power to raise a special levy on the parishes within their areas.

6. That provision is unchanged in the Bill, save to update the references to Worcestershire County Council and Herefordshire County, and to impose an absolute prohibition on either Council from raising a rate, levy or charge of any nature towards such contribution from the parishes which are subject to the levy in clause 33 of the Bill (see clause 36 of the Bill).
7. As a body established by statute which conferred a power to issue a levy, MHT is subject to the Levying Bodies (General) Regulations 1992.¹ This is expressly recorded in clause 33(13) to (19) of the Bill. The Regulations provide (among other things) for:
 - (a) The calculation of the maximum amount that may be raised by levy in any given financial year, where such limitation appears in the relevant Act which conferred the power to levy on the levying body (reg.5); and
 - (b) The calculation of the amount to be charged to each relevant authority where the relevant Act which conferred the power to levy on the levying body provided for apportionment of the levies, precepts or expense of the levying body to be borne by more than one authority (reg.6).
8. Contrary to concerns raised by some petitioners, therefore, MHT does not have the ability to raise the levy to whatever amount it pleases. Nor could it resolve that the levy should be paid by only those of the parishes who are liable to pay or to apportion the levy between the parishes as it may see fit; for example, by resolving that the residents of one parish should be exempting from paying the levy.
9. No changes are proposed to the levy in the Bill. It would continue to be paid by the residents of those parishes or wards who pay it under the existing Malvern Hills Acts. It would be calculated and apportioned as it is today. It will remain subject to the legislative cap on the amount which may be charged in any given year set out in 1992 Regulations (or any variation or successor thereof).
10. MHT has previously given consideration as to whether – and if so what – arrangements could be substituted for the existing arrangements that would provide a workable and equitable alternative, but was unable to identify one simple rule that would be fair in all cases .
11. Any changes to the levy paying area (which would also be likely to involve, or at least to lead to calls for changes to the areas entitled to vote in elections for directly elected trustees) were also considered likely to be acutely controversial and to give rise to irreconcilable views as to what any such changes should be.

¹ These Regulations were made under the powers conferred by (among others) s.74 of the Local Government Finance Act 1988. The 1988 Act (among other things) changed the basis on which local levies (including the Malvern Hills levy) were to be collected.

It was for similar reasons that no proposed changes to the levy arrangements were taken forward in the bill that became the Malvern Hills Act 1995.

12. In granting consent to MHT to expend monies on the promotion of the Bill, the Charity Commission stipulated that those monies could not be spent on any costs incurred in relation to proposals to extend or to materially alter the levy.

Power to borrow

13. MHT currently has the power to borrow:
 - (a) Upon the security of the contributions authorised to be raised under the levy and upon the security of any property belonging to the MHT for the purposes of the Malvern Hills Act 1884 and the Malvern Hills Act 1909 (section 11 of the Malvern Hills Act 1909);
 - (b) Upon the same security with the consent of the Secretary of State for the purposes of the Malvern Hills Act 1884, the Malvern Hills Act 1909, and the Malvern Hills Act 1924 (section 32 of the Malvern Hills Act 1924); and
 - (c) Upon the same security with the consent of the Secretary of State for the purposes of the Malvern Hills Act 1930 and Malvern Hills Act 1995 with the express provision that where money is borrowed on such security MHT may mortgage revenues or property, but on the basis that the mortgagee shall not have a power of sale over “relevant land”.
14. Clause 35 of the Bill would bring these powers together into a single provision, permitting MHT to borrow on the security of revenues and property, with the ability to mortgage land but, in respect of “existing relevant land” (which is any part of the Malvern Hills owned by MHT at the date of the Bill, with some exceptions) MHT could only mortgage or charge that land or revenues with the consent of the Secretary of State. MHT would also, separately, have to comply with any applicable requirements under the Charities Act 2011.

MALVERN HILLS BILL
CLAUSE 83: GENERAL POWER

NOTE

1. Clause 83 of the Malvern Hills Bill contains a new 'general power' which would enable the Malvern Hills Trust ("MHT") to "do any lawful thing (whether or not involving the expenditure of money) to further the objects, including anything which is calculated to facilitate, or is conducive or incidental to, the furtherance of the objects" (clause 83(1)).
2. That power is subject to a number of restrictions and qualifications.
3. Firstly, MHT cannot exercise that general power if it can exercise a power contained in another provision of the Bill or any other enactment to do the thing in question (clause 83(2)).
4. Secondly, the general power expressly does not include within it a power to:
 - (i) acquire or dispose of land, or grant any interest in land;
 - (ii) borrow or raise money;
 - (iii) erect any building, fencing or other type of enclosure on the Malvern Hillssee clause 83(3).¹
5. Thirdly, the power can only be exercised to further MHT's objects and is "subject to the provisions of this Act and any other enactment passed before or after this Act" (clause 83(1)).
6. As a body established by statute, MHT only has such powers as are "*expressly conferred or derived by reasonable implication*" from the provisions of its legislation.²
7. It has, however, long been recognised at common law that a statutory corporation may also do such things as are reasonable incidental to the things for which it is given express or implied authority.³ That common law position was given a statutory footing for local authorities through section 111 of the Local Government Act 1972. The Government has also recently proposed extending the general power of competence in section 1 of the Localism Act 2011 - which is broader in its terms than section 111 of the Local Government Act 1972 – to English National Park Authorities and the Broads Authorities.⁴

¹ An amendment to this clause is being proposed to make it explicit that the power cannot be used to raise a levy or precept.

² *Baroness Wenlock v River Dee Co* (1885) 10 App.Cas.354 per Lord Watson at pg.362.

³ See, for example, *Att-Gen v Great Eastern Ry Co* (1880) 5 App.Cas 473 per Lord Selborne at pg 478.

⁴ Clauses 73 of and Schedule 30 to the English Devolution and Community Empowerment Bill (HL Bill 150 (as brought from the Commons))

8. Similarly, the model governing document templates which have been produced by the Charity Commission for use by persons looking to establish new charities or charitable trusts,⁵ also include a general power of the sort referred to above.
9. Clause 83 would, in effect, make the same provision for the MHT - in more restrictive terms than any of those other examples.
10. Concerns have been expressed by some petitioners that the general power would allow for an increased “commercialisation” of the Malvern Hills or result in common land being ‘lost’ through the granting of easements or access roads. MHT would not be able to exercise the general power for either of those matters.
11. Firstly, as highlighted above, MHT would only be able to use the general power in respect of matters where it did not enjoy a specific power under the Bill (or other enactment). Thus, in respect of matters such as licences for commercial activities, MHT would have to look to the powers in clauses 62 or 63 or in Schedule 4 (specifically, paragraph 23) of the Bill. In respect of easements or access roads, MHT would have to rely on the power in clause 55 of the Bill.
12. Secondly, MHT is expressly precluded by clause 83(3)(a) and (c) from relying on the general power in clause 83 to grant any interests in land or to erect any building or other type of enclosure on the Malvern Hills. It could not, for example, rely on the general power to enable the construction of a supermarket or a solar farm on the Hills, or to grant new easements or access rights over common land.
13. Thirdly, the general power could only be used to further the objects in clause 6 of the Bill. It could not use the power for purposes which would contradict those objects.
14. Whilst MHT has endeavoured to identify the powers and situations for which it may require powers going forward and which are not currently expressly provided for in the Malvern Hills Acts – see Schedule 4 to the Bill – the general power would ensure that it can be flexible and responsive in meeting future needs of the Malvern Hills or dealing with situations which simply cannot be envisaged at present, without the need to come back and seek further powers from Parliament as it has had to do in the past.⁶ It also removes the risks and costs (in particular, of having to seek legal advice) to MHT, which have arisen in the past where there is uncertainty as to whether something MHT wishes to do, and which is clearly

<https://bills.parliament.uk/bills/4002>

⁵ <https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents>: see for example clause 5(10) in the model trust deed for a charitable trust

⁶ For example, in seeking powers through what became the Malvern Hills Act 1930 for the provision of parking places.

aligned with its objectives, is something it has the power to do where not expressly captured by any of the provisions of the existing legislation.

MALVERN HILLS BILL

NOTE ON CHARITY LAW MATTERS

Registration as a charity

1. Section 4 of the Charities Act 1960 introduced a new requirement for the Charity Commissioners (now replaced by the Charity Commission) to establish a register of charities (s.4(1)) and for every charity not excepted by s.4(4) to be entered on that register (s.4(2)). The Malvern Hills Conservators was not an excepted charity.
2. Those requirements are now found in ss.29 and 30 of the Charities Act 2011.
3. By s.37(1) of the Charities Act 2011 *"[a]n institution is, for all purposes other than rectification of the register, conclusively presumed to be or to have been a charity at any time when it is or was on the register."*

What is a charity for the purposes of the Charities Acts?

4. "Charity" was defined for the purposes of the Charities Act 1960 as meaning *"any institution, corporate or not, which is established for charitable purposes and is subject to the control of the High Court in the exercise of the court's jurisdiction with respect to charities"* (s.45(1)).
5. The current definition of a "charity", set out in s.1(1) of the Charities Act 2011, is *"an institution which – (a) is established for charitable purposes only, and (b) falls to be subject to the control of the High Court in the exercise of its jurisdiction with respect to charities"*.
6. "Charitable purpose" is defined in s.2(1) of the Charities Act 2011. For the purposes of the law of England and Wales it is a purpose which falls within s.3(1) of the Act and is for the public benefit. The list of purposes in s.3(1) includes:
 - a. "the advancement of environmental protection or improvement" (s.3(1)(h); and
 - b. "any other purposes—

1. that are not within paragraphs (a) to (l) but are recognised as charitable purposes by virtue of section 5 (recreational and similar trusts, etc.) or under the old law,
 2. that may reasonably be regarded as analogous to, or within the spirit of, any purposes falling within any of paragraphs (a) to (l) or sub-paragraph (i), or
 3. that may reasonably be regarded as analogous to, or within the spirit of, any purposes which have been recognised, under the law relating to charities in England and Wales, as falling within sub-paragraph (ii) or this sub-paragraph.” (s.3(1)(m))
7. By s.4(3), the “public benefit” requirement means that:
- a. The purpose of the body, being a purpose within s.2(1)), must be for the public benefit if it is to be a charitable purpose;
 - b. In deciding whether that requirement is satisfied in respect of any body with a purpose falling within s.3(1), there is no presumption that a purpose of a particular description is for the public benefit; and
 - c. For the purposes of Chapter 1 of the Act, *“any reference to the public benefit is a reference to the public benefit as that term is understood for the purposes of the law relating to charities in England and Wales”*.

The position pre- Charities Act 2006

8. The statutory definitions of “charity” and “charitable purpose” in the form now found in Chapter 1 of the Charities Act 2011 were first introduced by the Charities Act 2006 with effect from 1 April 2008. Prior to that, as set out in Tudor on Charities (11 Edn, 2023) at 1-011:

“... the general non-statutory legal meanings of “charity” and “charitable purposes” were the meanings which had been defined and refined by the courts over the years. These meanings are generally referred to as the “common law” meanings, though the courts which contributed to the definitions were more often than not the courts of equity. At common law (including equity) “charitable purposes” meant purposes which: (1) were within the spirit and intendment

of the Preamble to the Statute of Elizabeth I,¹ such spirit and intendment being assessed by reference to the Preamble itself and to the decided cases; and (2) were for the benefit of the public or the community or appropriate sections of them. A charity was an institution whose purposes were exclusively charitable....”

9. In *Re Verrall* [1916] 1 Ch 100, Astbury J confirmed at pp115-6 that the objects of the National Trust were charitable. Those objects, as stated in s.4(1) of the National Trust Act 1907, were as follows:

“The National Trust shall be established for the purposes of promoting the permanent preservation for the benefit of the nation of lands and tenements (including buildings) of beauty or historic interest and as regards lands for the preservation (so far as practicable) of their natural aspect features and animal and plant life”

10. There are also a number of cases in which trusts of common land (or over monies paid as compensation or otherwise arising from such land) have been considered to be charitable trusts: see, for example, *Re Christchurch Inclosure Act* (1888) 38 Ch.D 520, *Peggs v Lamb* [1994] Ch 172, and *Attorney-General v Hyde* [2002] WTLR 1419.

Bodies established by statute and status as registered charities

11. There is no inconsistency between a body such as the Malvern Hills Conservators being a body established and governed by statute and it being a registered charity. There are a number of bodies which are both established by statute and a registered charity.² These include the National Trust (registered charity no 205846) and the Wimbledon and Putney Conservators (registered charity number 303167), the latter being also funded by levy in a similar manner to the Malvern Hills Conservators.

¹ Footnote in original text: “Charitable Uses Act 1601, 43 Eliz. 1, c.4”.

² See also and generally Tudor on Charities (11th Edn, 2023) at 6-099 “A charitable corporation may be established directly by Royal Charter, or by Royal Charter granting the holder of an office the right to create corporations indefinitely, or by a private individual acting under Royal licence. In addition, a charitable corporation may be created by an Act of Parliament”. The examples given of corporations created by Act of Parliament are the Church Commissioners (ss.1-2 of the Church Commissioners Measures 1947) and the Construction Industry Training Board (established by statutory instrument under the Industrial Training Act 1964) and considered by the Court of Appeal in *Construction Industry Training Board v Attorney-General* [1973] Ch 173.

12. The Charities Act 1960 expressly recognised that some charities might be bodies which were governed by Royal Charter or by statute, making specific provision in respect of certain types of charities of that nature in, for example, ss.15 and 19 of the Act.
13. Similar provisions are now contained in Part 6 of the Charities Act 2011. S.73 empower the Charity Commission to make schemes for administration of a charity altering provisions made by an Act establishing or regulating such charity, subject to an order being made by the Secretary of State giving effect to the scheme:

“73 Powers to make schemes altering provision made by Acts, etc.

(1) If it appears to the Commission that a scheme should be established for the administration of a charity, but also—

(a) that it is necessary or desirable for the scheme—

(i) to alter the provision made by an Act establishing or regulating the charity,
or

(ii) to make any other provision which goes or might go beyond the powers exercisable by the Commission apart from this section, or

(b) that it is for any reason proper for the scheme to be subject to parliamentary review,

the Commission may (subject to subsection (7)) settle a scheme accordingly with a view to its being given effect under this section.

(2) A scheme settled by the Commission under this section may be given effect by order of the Secretary of State.

[...]”

14. In addition to regulation by the Charity Commission, charities established by statute are subject to control by the High Court. Per Russell L.J. in *Construction Industry Training Board v Attorney-General* [1973] Ch 173 (dissenting on the outcome of the appeal but not on this point) at p.181:

“Every charitable institution is in general subject to the control of the High Court in the sense that, even if regulated by statute or charter, the court will at the instance of an appropriate person - and in particular of the Attorney-General intervene to prevent disobedience to the statute or charter.”

15. The status of a body or institution as a charity also does not preclude it from being treated as exercising public functions, or as/as if a public authority, for certain purposes. For example, the Canal and River Trust is a public authority for the purpose of the Freedom of Information Act 2000 in respect of information held in connection with certain of its functions.³ In *Ex parte Scott* [1998] 1 WLR 226 (a claim seeking judicial review of the National Trust's decision to end deer hunting with hounds on Trust land and to not renew licences for hunting deer), it appears that the Court may have been prepared to entertain a claim in judicial review had it not lacked jurisdiction to do so, the requisite consent not having been obtained from the Charity Commission or High Court.⁴ Per Tucker J at pp.227:

*"[p.227].... I regard the matter as being of sufficient concern to the public and as being arguably taken by a statutory body exercising public functions, so as to justify the engagement of public law remedies. If I had jurisdiction to entertain the application, I would be minded to grant leave, on the basis that the applicants have shown an arguable case that the decision was flawed by the National Trust's failure to give the applicants an opportunity to make representations on their own behalf before a final decision was taken. Moreover, it is arguable that the applicants had a legitimate expectation, engendered by past practice, that the licences would be renewed, until and unless, deer hunting was outlawed."*⁵

16. As to the obligations on the Conservators, s.177 of the Charities Act 2011 provides that the term "charity trustees" for the purposes of the Act means "*the persons having the general control and management of the administration of a charity*". The Explanatory Memorandum to the Charities Act 2022⁶ identifies that this "*would include, for example the directors of a charitable company, the trustees of a charitable trust, and the members of the management committee of an unincorporated association*". For example, in *Re French Protestant Hospital* [1951] Ch 567, it was held that the directors of the hospital (a charitable corporation incorporated by Royal Charter) whilst not 'technically' trustees of the trust property (it being

³ As specified in Schedule 1 Part VI.

⁴ The requirement for consent from the Charity Commission or a Judge of the High Court attached to the Chancery Division prior to commencement of "charity proceedings" (i.e. proceedings in any court in England or Wales brought under the court's jurisdiction with respect to charities, or brought under the court's jurisdiction with respect to trusts in relation to the administration of a trust for charitable purposes) was previously found in s.33 of the Charities Act 1993. It is now set out in s.115 of the Charities Act 2011. See also Part 64 of the Civil Procedure Rules.

⁵ Consent was subsequently declined by the Chancery Division: *Scott v National Trust for Places of Historic Interest or Natural Beauty* [1998] 2 All ER 705.

⁶ See Tudor on Charities (11th Edn, 2023) at 17-001.

vested in and held by the corporation) were “*as much in a fiduciary position as trustees in regard to any acts which are done respecting the corporation and its property*” (Danckwerts J (as he then was) at p.570).

17. In a similar vein, a local authority holding land for the benefit of the public which is subject to a statutory trust under s.164 of the Public Health Act 1875 or s.10 of the Open Spaces Act 1906 is subject to various obligations and restrictions in respect of such land and required to ensure that activities carried on at the land by or on behalf of the authority are consistent with the status of the land as public trust land (see, for example, *R (Wilkinson) v Enfield London Borough Council* [2024] PTSR 1532 at [239]-[248]).

The Bill

18. The Bill does not and does not purport to alter the status, functions or duties of the statutory corporation currently known as the Malvern Hills Conservators.
19. Clause 8(3), which provides that the trustees (being persons fulfilling the same role as the conservators under the previous legislation) are the charity trustees of the Trust simply reflects the current position: that the Conservators, the persons having the control and management of the administration of the Malvern Hills Trust are thus also (and will continue to be) its “charity trustees” for the purpose of the Charities Act 2011.

JACQUELINE LEAN

2 February 2026