

Pwll Du Cave Management Group

Minutes of the meeting held via Zoom on Tuesday 6th December 2022 starting at 7.30pm.

Present

Les Williams (LW)	Chair
Sue Mabbett (SM)	Secretary
Clive Owen (CO)	Treasurer/ UBSS
Josh White (JW)	Conservation Officer / Aberystwyth
Peter Smith (PS)	Biological Recorder
Chris Densham (CD)	Trustee / OUCC
Nick De Gare Pitt (NGP)	Brynmaur CC
Barry Hill (BH)	Hereford CC
Martin Hoff (MH)	South Wales CC
Rich Hill (RH)	Gagendor
Steve King (SK)	Shepton Mallet CC
Rich Smith (RS)	Webmaster / BEC (late arrival)

1. Apologies

Dan Thorne, Permit Secretary; Ali Garman, Fixed Aids / Draenen Diggers; Wessex Cave Club, and Morgannwg Caving Club (*I forgot to report MCC apology at meeting*).

2. Approval Minutes from Previous Meetings

2a. Approval of Minutes from last general meeting held 19 June 2022

The minutes had been circulated prior to the meeting, with all corrections complete. No further corrections were identified.

Minutes approved as true record of the meeting, proposed by CO and seconded by CD. All present accepted the minutes as true record, there were no abstentions and no votes against.

2b. Approval of Minutes from EGM held 09 Oct 2022

The final version of the minutes were circulated prior to the meeting. Prior to final circulation SM had completed corrections, the comments by PS were reworded as per his request; SM also corrected a CD for a CS correctly attributing a comment made and finally, at request of SK, SM clarified that those clubs with a vote who had been unable to attend were in favour of the new entrance policy, as SMCC do not have a vote and therefore had not formally expressed an opinion.

Minutes approved as true record of the meeting, proposed by PS and seconded by RH. All present accepted the minutes as true record, there were no abstentions and no votes against.

As in June 2022, SM will remove the word draft from minutes and will arrange for signature from LW on both sets of minutes to confirm true record.

2c. Matters Arising from the Minutes not covered elsewhere in the Agenda

LW commented the EGM had discussed one issue only and therefore no matters arising were possible. LW asked if anyone had matters arising from June 2022 general meeting. No-one raised any matters as all matters are covered elsewhere in the agenda.

3. Updates on Key Activities since the General Meeting in Dec 2021

3a Progress on setting up a Ltd Company to Enable Updated Access Agreement

SM invited the small group to a meeting in early December to progress on this matter, this group was as agreed at the June 22 meeting. This included LW, CO who with SM represented the committee, with CD, Chris Seal (CS) and Tim Long (TL) representing those proposed to be directors, and Ursula Collie who has provided legal advice but wishes to remain independent. Also invited was Graham Mullan (GM), friend of CO and member of UBSS. GM is the company secretary of Charterhouse Caving Company and was invited to let us know how Charterhouse works in practice. Although TL and CS said they were available they did not join the meeting. CS sent apologies the next morning saying he forgot about the meeting, but SM has not heard from TL. All other invitees attended the meeting; and there was occasional input and advice from Linda Wilson (GM's wife) who helped with legal matters setting up Charterhouse originally.

SM shared her screen to share a summary of this meeting held in late November

Summary of our Discussion for setting up of a Limited Company for New Access Licence Agreement

It was confirmed by those with legal backgrounds, that the option of setting up a limited company with 3 directors following the 'simple route' (as suggested by Stuart France at the previous PDCMG meeting) would leave PDCMG (as current) with no input or control on the management of access to Ogof Draenen. As it was confirmed this is not an option for our needs, therefore following the Charterhouse Caving Company Model was considered the best way forward.

Below summarises the Charterhouse model, *the comments in red are from GM to explain how the Charterhouse Caving Company currently works / operates. Notes in italics are additional clarification from SM made at this PDCMG general meeting.*

Charterhouse model consists of:

- 4 directors (*This includes the Chair and there is also a Company Secretary – equivalent to Secretary/Treasurer in most organisations, meaning our executive has 5. This generally works on a majority as it may not be possible to get rapid responses from everybody all the time.*) *SM clarified that most of Charterhouse decisions are made at the AGM by member Clubs, but in the event of something requiring urgent attention the directors and company secretary make a decision.*
- There are a number of member caving clubs (~9 in Charterhouse company), referred to as subscribers
- Caving Clubs and directors can be changed (added and removed) as required, without updating the company memorandum or articles. Therefore no legal costs are associated with such changes as there would be for having trustees. (*9 clubs originally signed the documents on formation, we have gained two and lost two since then. New ones signed a schedule acknowledging receipt of all working documents and that they would abide by the rules of the Company so equivalent to signing the originals. I can't find the minute, but I think we agreed that election had to be unanimous, to avoid any doubt*)
- There is an AGM where the member (subscriber) caving clubs have a vote each to appoint the directors for the year and the company secretary. (*And to do all other usual AGM business, reports, accept accounts etc. The balance sheet uses a specific government wording with regard to need needing a full [=expensive] audit. The accounts are prepared by the Secretary & formally signed off by the Chair prior to the AGM.*)
- Other members of the company 'committee', e.g. conservation officer do not have a vote. The number of officers is small, but these officers seek / gain assistance from others as required. (*They*

do have a vote if they are also Member Club Reps, but only in that capacity. The Chair might have a casting vote at GMs. Ours also have to be members of a member club.) *This Charterhouse committee is a lot smaller than PDCMGs as we have conservation officer, fixed aids officer, biological recorder, survey recorder, etc. The officers on the Charterhouse committee do not get a vote as a member of the committee but often they are there representing their Clubs so get a vote as a Club representative.*

- It is recommended that the Memorandum of the company and the Articles of the company are not detailed in terms of managing the cave and access to the cave. If these company documents are detailed then you 'tie yourself up in knots' as later date. Linda Wilson provided this advice. *The Charterhouse memorandum only has one clause on cave management / conservation which is very general.*
- Documents such as the conservation policy, access policy, and fixed aids policy are separate from the company documents. *This means that there are no changes required to the documents registered with Companies House which avoids 'pain' and costs. (As we operate wholly within SSSIs our conservation policy, which also covers access, is agreed & signed off by us, Natural England & the landowner. It is valid for 10 years in our case, we have carried forward once & amended once).*
- An annual submission to Companies house is a requirement but the company is dormant for tax purposes therefore an annual financial submission / statement is not required. *(Until recently we did have to submit the abbreviated balance sheet. The government can change this so don't be surprised if there is a need for some sort of simple financial submission in future. The filing fee for Companies House is £13. This along with the £60 BCA membership for an ACB, necessary for the insurance, means you do need regular income, subscriptions, in my opinion.) We as a group (PDCMG) have accepted BCA's offer to pay the annual BCA membership fee for cave access bodies. Charterhouse decided they did not wish to impose on BCA and wished to remain independent so this is why they pay their membership cost. We can make a decision at later date on whether to continue accepting BCA payment.*
- Any decisions required by the company are voted on at the AGM by the subscriber clubs, between AGMs, if an urgent decision is required, the company secretary and directors make the decision. Therefore it is only Clubs which have a vote, the members of the committee and the directors do not have their own vote.

End of Summary of Charterhouse model as presented on screen.

SM asked LW to comment on only Clubs having a vote and not the committee members. LW opinion as independent chair with no votes, believes it is perceived a vote on any key issue can be swayed in one direction, depending on the make-up of officers and the clubs they represent, i.e. dependent on who the officers are a Club may have 'multiple votes'. LW wants us to move forward with consensus politics and align with wider caving community, as the current model can sway a vote. LW believes it is preferable to move forward with one Club-one vote as this is more democratic, however LW does not get a vote on this. Ursula also agreed with this view from a legal perspective only (not personal). If we are changing things then it would be useful to change the structure to be more democratic.

SM commented historically at PDCMG meeting she was permit secretary and SWCC rep, but she only used one vote, and she used the vote as SWCC would like her to. Another example is, JW who is Conservation Officer, but generally the only rep from Aberystwyth University CC so only had one vote. However if the committee has multiple members from same Club it can be perceived they may bias an important vote. SM also believes going forward it is better to have one Club-one vote.

SM asked does anyone have concern about us proceeding. CD asked for clarification on the 4th bullet point on ...accounts need needing.... Is this 'need' or 'not needing' a full expensive audit of the accounts? CO believed not needing but he will check with GM. LW commented Charterhouse has much more money than PDCMG, so if Charterhouse does not need to submit accounts then a PD Caving Company definitely won't need to. CO commented PDCMG funds are trivial compared to most (caving groups).

LW commented one of GMs points was they had a subscription model, it is another thing we need to think about if we are going to change, as we will need to pay the £13 annual company fee. Historically, PDCMG has relied on grants from BCA and Cambrian CC along with one off donations from Clubs. If we are confident we can still source this money by donations okay, but maybe we should consider subscriptions as there is no guarantee funds from BCA or Cambrian CC will continue.

SK enquired if there is a legal requirement for members to pay a fee. LW believed the subscribers have a fee for their liability of shareholding, LW believed it was £1 for liability as a share. LW was not sure, CO will ask a question. SM believed there was a little confusion on this, she believes there are two sums of money; the shareholding sum, the sum for which each Club is liable, the nominal £1, and then there is the annual subscription sum for each Club to cover running cost of the company. CO can ask GM for clarification on these costs.

SM commented there is the £13 annual company registration, but historically PDCMG have had £24 to £25 to hire a hall twice a year. When we have had to pay for the replacement of fixed ropes, historically Draenen Diggers have donated the sum to cover cost of the ropes. Some Clubs have given lump sums when we have asked for support and other Clubs haven't. SM agrees with LW it would be better that each Club pay a small amount each year, rather some Clubs making a donation and some individuals making donations (e.g. by not claiming cost of hall hire), but other clubs not making any donation. So going forward SM believes it best to have an annual fee, rather than donations including donations from non-member Clubs such as Dudley CC. LW also believes the best way forward is to have an annual fee as this also gets a Club to show commitment to the organisation. Some Clubs have not attended for a while and then returned, e.g. Brynmawr, other Clubs SM has had little or no contact from, e.g. Cardiff University CC. An annual fee would focus Clubs minds and get their commitment. LW believed the Treasurer would prefer regular income, to cover annual expenses, hall hire, and postage maybe.

SM asked again if anyone has concerns with progress with setting up the company. BH believed it provides fairer model. With an annual subscription, could consider giving Clubs some grace if no fee was paid but then consider removing them if not paid for a year. MH commented that: "In line with previously discussed position on voting and perceptions of equality, each subscribing club also having an equal annual financial stake makes sense to me."

LW asked SM what we need to do now. SM wanted someone to make a proposal to progress. The legal advice at the small group meeting was to set up the company then set up a new access agreement with the landowner. SM was also aware, and as pointed out by SK previously, it is long time since Charles Bailey resigned so it would be nice to progress quickly so we could use meeting in June to formally agree to registration of the company. So to summarise: we would set up the new company, with the current Management Group running in parallel to start with, then dissolve the Management Group once the company has the new access agreement/licence with the land owner.

CD asked about directors. SM commented CD, CS and TL had volunteered to be directors, although we have not seen TL for a long time, we did have 3 volunteers as starting point.

SM proposed we progress setting a company as outlined along the Charterhouse model above. CD seconded progressing setting up company. There were no votes against, no abstentions, and all in favour. It followed that this also means we adopt the principle of voting limited to Club representatives only, one Club-one vote, and potentially a smaller committee. LW commented it may not be smaller committee, but those committee members would not have a vote unless they were representing their Club at a vote.

Actions

CO to ask Graham Mullan whether it was 'not needing' or 'needing' to submit accounts.

CO to ask Graham Mullan for clarification on the 'annual subscription' of each Club and the shareholding /liability sum that each Club was committed to.

SM to progress with further meetings of the small group to set up limited company.

3b Update on Request for Additional Access for

- i) Cave Leader Assessments and Training**
- ii) Access for Bat Surveys via alternative entrances.**

SM has no update regarding these requests, the first was made in 2018 by RH and the second made in 2021 by PS, and SM apologised that she had been unable to progress these matters. SM had not had any response before the meeting in June via email so phoned the landowner, where it was reported they were waiting for feedback from their insurer. After the meeting in June SM sent other emails; then following on from the EGM in Oct 2022 where our new entrance policy was adopted; SM sent a request as to which locations the landowner would *not* be willing to accept a cavers entrance.

SM has had no further response from the landowner on any of these matters, however on checking Companies House records (at the end of Nov 2022) SM found Peter Jones had resigned as a director earlier in the year. SM did not know reason for this and I did not wish to intrude, but SM assumes this is part of the reason for the lack of response (as SM has been sending emails to Peter's email). The two current directors are Ann, Peter's wife and Carol, Brian's widow (Peter and Brian originally set up Pwlldu Conservation Ltd). SM has now sent a letter to Ann putting our requests in writing. SM has not had a response yet. This correspondence did include SM's e-mail address.

RS joined the meeting at this point.

After the June meeting RH and Dan Thorne tried to meet / bump into landowner to discuss Cave Leader Assessment access with no success. RH reported he had written to Peter as well, including a stamped addressed envelope, but had no response. He did not realise Peter had resigned. RH asked if they could go ahead with cave leader assessments as they are insured. SM stated we have a current (access) licence in place and CD is signatory on that licence. The current licence prohibits commercial caving and this is interpreted as including cave leader assessments. In 2000 this licence followed the OFD access agreement which had the equivalent clause, this agreement is now an outlier when it comes to permission for Cave Leader assessments. SM said that RH, as the Welsh rep for Cave Instructors, may independently approach the landowner to discuss the issue.

SM apologised again but she was doing her best and firing off emails but with no response. If SM does not get any response soon she will try contacting the landowners again after Christmas.

4 Officers Reports

4a. Secretary

All matters I have dealt with since the last meeting are covered by parts 3a and 3b above, and the scheduling of the meeting to progress with setting up the limited company. I have no further report.

4b. Treasurer

CO had sent a report prior to the meeting and it was circulated to the PDCMG members, it is copied below.

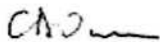
PDCMG Treasurer's Report to the General Meeting 6 December 2022

There have been no transactions on the account since the last meeting.

The balance in the account currently stands at £562.19, unchanged since the AGM in June 2022.

Nevertheless, donations are always welcome. The easiest way to pay in to the PDCMG account is by bank transfer. The account details are:

Pwll Du Cave Management Group
52-21-07
36707473



Clive Owen
Treasurer

CO reported there has been an additional expenditure since this report, the hire of the hall for the EGM had cost £28. This was initially paid by SM, but CO has now reimbursed SM for this payment.

4c. Permit Secretary

DT had sent his apologies as he was away sailing across the Atlantic, so SM had not received a report. SM asked if RH had been left with any information and RH replied he had only been left the cat.
No report from DT.

4d. Conservation Officer

JW had nothing to report, he had not visited the cave recently.

4e. Survey Secretary

No report received from John Stevens.

4f. Biological Recorder

PS had nothing to report.

4g. Geological Recorder

Still no geological recorder so no report. As last meeting SF offered to approach a caver who had contributed to the meeting but had not detailed his name) about being the Geological Recorder; however, it turns out this person is the same as the one who sent an email to SM a few years ago to say he did not want the role.

4h. Fixed Aids Officer

No report from AG.

5. Applications for Membership and / or Key Holders

No applications had been received for membership of PDCMG

6. Applications to become Key Holders

No application to become key holders.

7. Any Other Business

LW went around those present, to ask if anyone had any other business. The AOB raised appears as item (a) and (b) below.

- a) SM had a plea for someone or a group to volunteer to create a document / package to adopt a different entrance. LW said it would be nice to have a request after updating the Entrance Policy. JW asked about current entrances and why the current committee can't formally adopt an alternative entrance? However we need the landowners' permission to adopt entrances, the PDCMG cannot adopt an entrance without input from the landowner. SM believes someone should create a document that clearly states why we should adopt, its location, conservation of cave, etc, so we can take that to the landowner and have document on file to explain why the group adopted another entrance. PS had asked CSS to progress a submission. He heard indirectly after the committee meeting that it was thought a submission should come from multiple Clubs not just one. PS was not sure what has happened since that meeting. SM believes a Club / small group that feel strongly enough should make a submission to put to the other Clubs so they can review and vote to adopt or not, SM does not believe it would be appropriate for multiple Clubs to make a submission. LW hopes someone will make a proposal to adopt an entrance. For JW as conservation officer there is only one entrance to the cave so conservation should be managed following the current licence conditions. SM's priority is to try and set up contact with the landowner again.

- b) SM wished to thank BCA for use of their Zoom licence as a caving organisation

LW thanked everyone for giving up their time and attending. Meeting closed 8.35pm.

Post Meeting Item missing from Agenda

8. Date of Next Meeting

Dependent on progress for setting up a company this meeting may need to be face to face. It is proposed the meeting is held in June 2023 (as per the constitution) on date convenient to the group.

Verified as an accurate record 27/6/23

SR Williams