

CYMDEITHAS ERYRI - SNOWDONIA SOCIETY

ANNUAL GENERAL MEETING

HELD ON SATURDAY 13 NOVEMBER 2010 AT THEATR Y DDRAIG, BARMOUTH

MINUTES

Present: 40 members.

Society Chair David Lewis welcomed members. Apologies were received from:

the President, John Disley

Sir John Houghton

Warren Martin

Eileen Evans

Trustees

Pat Clayton

David Firth

Katherine Himsworth

Bob Lowe

Elwyn Thomas

Dr Jean Rosenfeld, Chair of CPRW

Dr Norma Barry, Head of Welsh Affairs at CNP

Kate Ashbrook, General Secretary of the Open Spaces Society

And 15 other members

Election of President and Vice-Presidents

1 David Lewis paid tribute to Eileen Evans, who had given long service to the Society and now wished to stand down as a Vice-President. He then proposed that the following be elected

President: John Disley

Vice-Presidents: Sir John Houghton, Sir Simon Jenkins, John Lloyd Jones

This was passed *nem.con*. John Lloyd Jones then took the chair.

Minutes of the 2009 AGM

2 John Dick-Cleland asked if the view of the previous AGM that there should be consultation if there was any proposal to sell Ty Hyll was recorded, and was referred to paragraph 17. The minutes of the Annual General Meeting held in 2009 were then approved (proposed by Morag McGrath, seconded by Gareth Roberts).

Matters arising

3 David Lewis explained that the motion passed in 2008 on Charitable Incorporated Organisation (CIO) status had still not been taken forward as although the new status has been legislated for it had not yet been brought into effect. Trustees would continue to monitor the situation closely, although it was thought unlikely that CIO status would be available in the near future. The Executive would review other options, including that of making the charity a Limited Company.

Chair's report

4 David Lewis began by highlighting the long history of the charity in protecting and enhancing the National Park for the benefit of the present generation, and as a source of pleasure and inspiration for future generations.

5 He then spoke of the need for the Society to continue moving forwards in order to become more effective in the future. This would require an active and committed membership, a sustainable financial basis for our operations, and able and energetic staff. David welcomed in particular the appointment of Gareth Clubb as Director in April 2010.

6 He emphasised the importance of an efficient office in order to ensure optimum productivity from staff. Recent improvements included the introduction of Direct Debit payment for membership subscriptions (with approaching half the membership choosing this payment method); a new membership database able to cope with Direct Debit and Gift Aid; improvements in the Society's computer systems; the purchase of an accounting software package; online joining; and a monthly e-newsletter.

7 Improvements in efficiency had required considerable time input from both staff and Trustees, in particular Pat Clayton who stood down from her post as Honorary Treasurer in February 2010. They had also cost money, although the investment was largely achieved through grant assistance.

8 David then provided the context for the move of the Society's office to Caban, Brynrefail. In 2005 the Executive first identified the need to improve the working conditions for staff, with various options examined that proved to be too expensive and/or otherwise impracticable. It was acknowledged that it was difficult to combine in Ty Hyll the two distinct functions of a visitor attraction and a working office for a campaigning organisation. In early 2009 the Executive voted to look for office space elsewhere. In 2010 the charity learned that a suitable unit might become available at Caban at Brynrefail, which provides modern offices at low cost. The move finally took place in October 2010. The office at Caban was now firmly established and fully functioning.

9 Following the improved procedures highlighted, David Lewis was able to update the AGM on current membership figures. The previously estimated figure of 2500 members had been revealed to include people who had been paying only a fraction of the current subscription rate or no fee at all, and yet receiving all the advantages of membership. The Society in fact now has just over 1700 members. It will now actually be better off financially as it will no longer be printing and posting magazines to non-payers and will pay a smaller subscription each year to the Campaign for National Parks. Streamlined administration and improved membership records provided a sound base from which the Society could move forward to face future challenges.

10 Acknowledging that his report had been inward-looking, David also identified three important external issues. The first of these was the charity's relationship with the National Park Authority, with which it shared the same objectives. In 2010 the charity and the National Park Authority signed a Memorandum of Understanding to provide a sound basis for future partnership.

11 A second core external theme was the role and responsibilities of National Park Authorities. The Society believed that National Park Authorities offer a robust model for the protection and management of valued landscapes which ought to be retained and built upon. Along with the other Welsh National Park Societies and the Campaign for National Parks, it had produced a manifesto for Welsh National Parks aimed at next year's elections to the National Assembly.

12 David then raised the possibility of future spending cuts and the impact they might have on statutory bodies, including National Park Authorities. Increased volunteer input could compensate for some funding losses. This presented a possible future opportunity to the Society, which has a proud record of voluntary activity in the Park and excellent project staff.

13 David Lewis finished his report with the charity's Mission Statement, adopted in 2010 as an accompaniment to the Vision for Eryri the Society produced in 2007:
Cymdeithas Eryri Snowdonia Society works to protect, enhance and celebrate Snowdonia by:

- *Promoting public support for Snowdonia as a protected landscape*
- *Increasing understanding and enjoyment of its special qualities among local communities and visitors*
- *Ensuring that those qualities are protected and enhanced in ways that are sustainable in the long term*

Director's report

9 Director Gareth Clubb gave a warm welcome to all members and staff and acknowledged it was a privilege and honour to stand before the meeting as Director.

Gareth remembered childhood holidays to the spectacular Snowdonia National Park and recognised that it remained so special partly as a result of the efforts of CESS.

10 As financial balance was important in the early days of the Society, it remained a priority in 2010, with plans being drawn up to ensure financial stability would be achieved in the near future, including working with local businesses, cutting unnecessary expenditure and recruiting new members. Gareth welcomed suggestions from members for ways of raising funds or reducing expenditure.

11 Ty Hyll remained important to the Society's work, with Trustees in the process of drawing up a grant application for substantial improvement works, including access for disabled users, re-wiring and improving the site as a visitor location. Discussions were underway with Conwy Beekeepers to improve the garden for bees and introduce hives. Other options included selling light refreshments at a small café to fund the management of the site.

12 The Director went on to acknowledge the importance of looking after the charity's staff – Sarah, Bea and Jenny. It was important that staff had enough of a challenge, but not too much, were able to develop continuously and work without distractions, and were happy in their work.

13 Gareth recognised the commitment of all other volunteers and members who gave so much time, money and dedication to the charity's work, including Trustees, the volunteers in Ty Hyll woodland and garden and the volunteers on the Conservation Snowdonia Project.

14 The Director highlighted the importance of the charity's campaigning work to the future protection and enhancement of Snowdonia. Current projects included working with the University of Bangor on student projects and raising an objection to part of the A470 improvement scheme near Dolgellau that would destroy an area of protected ancient woodland.

15 With the Society on a secure financial footing and with competent and highly motivated staff, Gareth explained that it would be able to campaign more effectively on the issues important to its members, to ensure a National Park which continued to provide inspiration, recreation and employment long into the future.

Acting Treasurer's report

16 Helen Dale reported on the year, making the following points:

- The Society's two principal assets, Ty Hyll and its investment portfolio, were valued at just over £509,000.

- These, together with the cash held at bank and other sundry assets, less liabilities, brought the total net assets of the society at 30th June 2010 to £567,427.
- Following several years in which the value of the Society's investments decreased, it had recovered during the past twelve months. Investment income remained stable at approximately 5% of invested capital.
- The main source of income was membership subscriptions, with approximately 44% now paid by direct debit.
- It would be vital to increase the profile and membership of the Society, as well as continuing to increase Gift Aid income and looking into Payroll giving. Legacies, sponsorship and grants would also be crucial to the future of the charity.
- As in previous years the Society had an operating deficit in 2009/10. It now had a computer accounting package, which allowed close monitoring of income and expenditure, and it would continue to reduce non-staff costs without any reduction in the quality of service to members.

Questions to Director and Officers

17 Owen Thomas asked why the Society had objected to the airfield at Llanbedr, despite the need for employment in the region.

18 David Lewis explained that CESS wanted to see new and high quality employment, and supported the use of the buildings on the site for industrial purposes. Along with others, it felt strongly that any development should be undertaken lawfully. In disposing of the site, WAG was under a legal obligation to have regard to the fact that it lay within a National Park. In offering the lease to Kemble, it had not done that. The Society challenged this decision. As WAG had not complied with the law, it took almost a year for a statement to be produced that justified leasing the site to Kemble Aviation taking into account that it was in a National Park. Although the charity might have disagreed with this statement, it was compliant with the law. Following this, Kemble never specified what activities they intended to carry out on site; a wide range of possibilities included some which could be very detrimental to the environment. Kemble was also never prepared to say how many jobs it intended to provide. The application for a Certificate of Lawful Use would have given *carte blanche* for their operations had it been granted, but it was considered flawed and rejected by the Snowdonia National Park Authority. WAG was now applying for a Certificate of Lawful Use in narrower terms, which the Society had yet to examine. Kemble had always refused to apply for planning permission. To conclude, CESS did support employment and recognise its importance. It also believed that it would have been possible to reuse the existing buildings years earlier had WAG and Kemble proceeded differently.

19 Mr Owen Thomas asked whether, given the Society had so much say in the matter, any member was elected by the public?

20 John Lloyd Jones pointed out that the Snowdonia Society had not been a statutory consultee, so its views carried no more weight than any other individual who chose to give an opinion. David Lewis explained that, if any weight had been given to the Society's view, that was because it was a valid view. The Chair of the meeting concluded that Mr Thomas had received a comprehensive answer to his question and reiterated that CESS had not objected to the question of employment, it had merely given a view on the application submitted. Mr Owen Thomas confirmed when asked that he had no association with Kemble.

Adoption of 2009/10 Annual Report and Accounts

23 A motion to adopt the 2009/10 Annual Report and summary of the accounts for the year ending 30 June 2010 was proposed by Morag McGrath, seconded by Gareth Roberts and passed *nem. con.*

Appointment of independent examiners

24 A motion to appoint TiernayFedrick as the Society's independent examiners was proposed by Helen Dale, seconded by David Archer and passed *nem. con.*

Election of officers and members of the Executive Committee

25 The re-election of David Lewis as Chair of the Society was approved *nem.con.* and he then conducted the remaining elections.

26 The election of the following was approved *nem.con.:*

Vice-Chair – David Archer
Hon Secretary – Marc Thomas
Hon Treasurer – Helen Dale

Executive Committee (Trustees) - Margaret Thomas, Katherine Himsworth, Bernard Owen, Ned Schärer and Peter Weston.

27 David Lewis noted that Gareth Roberts, Netti Collister, Rob Collister, Morag McGrath, Richard Williams-Ellis, Bob Lowe and David Firth, who had been elected at previous AGMs, continued in office as members of the Executive Committee. He expressed his delight that such high-quality candidates had been elected as new Trustees and that former Officers Margaret and Katherine had agreed to continue as Trustees.

28 Margaret Thomas explained that she did not feel she could carry on as Vice Chair given her strong opposition to moving Society staff out of Ty Hyll. She remained very committed to the work of the Society and would continue to support staff in the work they do, and also to ensure that Ty Hyll would continue to be an asset that the Society could be proud of. David Lewis added that Margaret was immensely knowledgeable about many aspects of the National Park and was making a positive contribution to plans for the future of Ty Hyll.

Resolution proposed by the Executive Committee to amend the Constitution

28 Helen Dale explained that currently cheques had to be signed by two members of the Executive Committee. Now there was tighter control on financial procedures the Executive proposed to amend rule 7 (c) (i) of the Constitution to read: 'All cheques drawn on the account must be signed by at least two designated members of staff or of the Executive Committee.' The Executive would then designate cheque signatories, allowing staff to sign for smaller sums while retaining a requirement for a Trustee to sign cheques for larger amounts. The resolution was proposed by Helen Dale and seconded by Margaret Thomas.

29 Ruth Cox asked where the boundary was between small sums and large sums. Helen Dale explained that the Executive would decide this, and suggested a limit of £200. The Executive would also designate the signatories.

30 Ruth Cox felt that such information should be more readily available in the financial statement and would prefer to see a longer version in future years with more information about outgoings. Helen Dale explained that this is the standard format for the financial statement as required by the Charity Commission; members could ask to receive a copy of the full accounts. The Chair of the meeting observed that it would be useful for next year's accounts to explain the delegation of small/large sums between staff/Trustees.

31 The resolution was passed *nem.con*.

Resolution proposed by Max Grant on the lease of offices at Caban

32 The Chair of the meeting explained the Standing Orders for CESS AGMs governing the lengths of time for proposers and opponents of the motion.

33 Max Grant explained that the reason for his proposal was to allow members to voice their opinions and air their views on the move of the Society's offices from Ty Hyll to Caban. The motion should also stimulate full debate on the future of Ty Hyll. The Society's finances were not healthy, which had led to restructuring in 2008 and 2009 including redundancies, so why was it now spending further vital funds? As a former Health and Safety professional, Max could confirm that the offices at Ty Hyll had fully

complied with legislation. He also explained that he had drawn up a list of low-cost proposals for minor refurbishment, some of which had been implemented but not all. Max questioned why the future of Ty Hyll had not been agreed in advance of the office move, and whether it would be a better use of Society funds to further refurbish Ty Hyll. Caban could be a temporary solution while necessary works were carried out. To summarise, Max felt that it would be a better use of Trustee and staff time and Society finances to concentrate on protecting and enhancing the Society's financial profile, rather than moving the office to Caban.

34 David Lewis responded on behalf of the Executive. He began by acknowledging that Max Grant had been very helpful in dealing with crises at Ty Hyll, along with Margaret Thomas, but despite their efforts the Society had still not been able to consistently provide a toilet or running water for staff over the winter. In response to Max's reference to proposals for refurbishment, David explained that Trustees had considered these carefully and concluded they would merely be papering over the cracks. It would be difficult to finance more comprehensive improvement works. The alternative suggestions for the future of Ty Hyll were reliant on grant funding; there is no prospect of obtaining funding for renovating the building for office use. David also raised the issue of disruption; even when not in the hands of builders, Ty Hyll presented distractions to staff which impeded them from effectively carrying out their work. Although it had been contended that the office space at Ty Hyll was larger than at Caban, the sloping roof reduced the usable space considerably. Finally, the issue of cost when seeking new offices had been crucial; the quality of the office was not the only issue, there was also a sound financial case in favour of Caban.

35 Ruth Cox spoke to second the resolution, explaining that she was a previous employee of the Society and had worked for nine years in the office at Ty Hyll. Ruth expressed her dismay that the Society had lost something intangible by moving into what she described as an ordinary office. Ty Hyll offered something unique and there had been a failure to exploit its full potential and regard it as an asset rather than a liability. She urged Trustees to take this opportunity to look again at the practical obstacles to keeping the office at Ty Hyll and balance the cost of overcoming these against the cost of leasing at Caban. Ruth also raised the issue of volunteers: Ty Hyll has the character and quality of drawing in volunteers who have developed a special affection for the place. Without this, Ruth believed that there was a danger of losing the heart of the Society. She urged the Executive to provide a coherent and structured plan for how the building would be looked after when empty during the week; and what action would be taken to ensure that it did not degrade and thus become less of an asset to the Society.

36 The Chair of the meeting confirmed with Max Grant that the motion had been proposed so that members could discuss the merits of the decision to move to Caban, rather than in order to reverse that decision.

A number of questions were asked and comments made:

- a) Helen Dale confirmed that, although it was still early days at Caban, the financial arguments were convincing. Monthly rent was £130, with a monthly £80 maintenance charge for cleaning, heating and lighting. Savings would be made on Ty Hyll by not having the offices there as it is expensive to heat and service;
- b) When asked whether a lease had been purchased, Marc Thomas explained that the Society currently has a holding licence on a month by month basis. A standard lease for Caban tenants is being drawn up and when that is available it will be for a longer term but will not have to be purchased (i.e. there will be no initial outlay in addition to the monthly rental and maintenance payments);
- c) In response to a question about insurance and rates, Helen Dale explained that the Society's contents insurance now covered the Society's possessions at both sites (Ty Hyll and Caban), and the lease included buildings insurance for Caban. The office at Caban is exempt from payment of rates, while a reduced council tax rate continues to be paid at Ty Hyll. Any increase in rate payments as a result of change of use would be taken account of in the financial planning for the future of Ty Hyll.
- d) Colleen Park expressed her support for Ruth Cox and agreed that Ty Hyll was one of the Society's most important assets. She believed that staff should go back, although she acknowledged that some improvement work would be required, e.g. to the water supply.
- e) Alison Cousins felt that information about the future of Ty Hyll and associated costs and a business plan should be available in order for members to be able to make a comparison between the two sites and thus a considered decision about the merits of the move.
- f) Denis McAteer commented that further improving and developing Ty Hyll could make it a vibrant hub for the Society, but asked whether income from Ty Hyll would be used to offset the expenditure at Caban. Gareth Clubb explained that Trustees were not at a stage where such calculations could be made, as it was still a very early stage in applying for a capital works grant to substantially refurbish Ty Hyll.
- g) John Dick-Cleland questioned to what purpose Ty Hyll would be refurbished and Gareth responded that the plans would only be finalised once the grant was committed; these plans are currently under discussion by a committee including several Trustees and the Director. The only firm commitment made thus far is to apply for grant funding. John commented that any plans should have been drawn up before the Society moved.
- h) Morag McGrath commented that, although she is deeply fond of Ty Hyll, the Society exists in order to carry out its aims, not to focus on Ty Hyll. She felt that it was a dark,

cramped place to work and as a Trustee it was unreasonable to expect staff to work there if she would not be prepared to do so. Staff appeared much happier at Caban and this should take precedence over any efforts to preserve a building.

i) Christine Lewis supported Morag's comments. Ty Hyll was not fit for purpose and she had not heard any arguments at the meeting that suggested it would be cost-effective to make it so. Rather than simply an 'ordinary office', Caban was a special place, shared with like-minded organisations within a vibrant and lively community. It offered the opportunity to raise the charity's profile within this community and appeal to new and younger members. The fact that Caban now ran the café at Pen y Pass also offered a massive opportunity. Although the new office entailed additional expenses, these were not significant and it was an investment in the future of the Society. Although members loved Ty Hyll and valued the volunteers, the charity also needed to expand and evolve in order to be fit to face the hard times of the future and to achieve its objectives of protecting and enhancing Snowdonia.

j) Kate Gibbs confirmed that the North Wales Wildlife Trust had very fruitful connections with Caban and that it was desirable to have a toehold in this important honeypot community which provided new and exciting opportunities.

k) Margaret Thomas commented that NWWT had been able to build these links without being based at Caban. She felt that the issue is not whether Caban is a good base, but whether the charity has the finances to be there. The Society risks further diminishing its investments as a result. She had worked in worse offices than Ty Hyll for larger organisations and did not agree that the low-cost improvements suggested were just papering over the cracks. Members needed to consider the financial aspects and think about what can and should be done with the offices at Ty Hyll.

l) Netti Collister felt that members were threatened by the possibility of selling Ty Hyll and assured the meeting that there was no way the Executive would do this without full consultation with members.

m) Rob Collister reminded members that the purpose of the Society is the protection and enhancement of Snowdonia as an area rather than the protection and conservation of Ty Hyll, its garden and woodland. In terms of the Society achieving its charitable aims, he was convinced that there was much greater potential to do so with Caban as an office rather than Ty Hyll.

37 David Lewis summed up the opposition to the resolution on behalf of the Executive. Providing some historical perspective, he explained that the original decision to purchase Ty Hyll was criticised by some as an extravagant and unjustifiable step. Caban presents an opportunity to move on and into the future. Ty Hyll has always suffered from a conflict between the functions of office and visitor attraction – the attempt was made to combine these functions but in the long run it was not the best

solution. David recognised that members were justified in asking why plans for Ty Hyll were not in place before the move of the office. He explained that this had not been realistic, as possibilities could not be explored until staff had another office to move to, and when the opportunity to move to Caban came it had to be taken. Members who had spoken during the meeting had highlighted the move as a positive way forward – integral to streamlining the administration, making the organisation more efficient and providing a sound basis from which to progress. David reassured members that Trustees are putting energy into protecting and enhancing the Society's finances; Caban is very good value for money; and any solution for Ty Hyll must be self-supporting and not entail additional costs. He finished with a message from the Society's President, John Disley, who expressed the hope that common sense would prevail.

38 Max Grant concluded on behalf of those who supported the resolution that it had achieved its objective in that members had discussed and debated the merits of the move. He thanked members for giving their views and asking questions.

39 Summing up the discussion John Lloyd Jones said there was a clear consensus among members that the Society's aims should be paramount. It was also clear that Trustees had a duty of care towards the charity's employees. In addition, members agreed that it was important to keep Ty Hyll and that if plans are drawn up for its future they need to be financially viable. Trustees had no intention to sell Ty Hyll. Given the degree of consensus and clear awareness of the Society's financial position, John asked Max if he would still like to press for a vote on the resolution.

40 After members expressed some confusion over the wording of the resolution and what a yes or no vote would mean for the Society, Denis McAteer proposed that the second half of the final paragraph of the resolution (from 'and using assets' to the end) should be deleted. This amendment was accepted and the amended resolution was then carried unanimously. A copy is annexed.

Any urgent business

41 The date of next year's AGM will be Saturday 22 October 2011.

42 John Lloyd Jones thanked Christine Lewis for a well-researched and entertaining walk that morning, which had been thoroughly enjoyable; and thanked the interpreter Bryn Jones for his excellent translation.

**CYMDEITHAS ERYRI SNOWDONIA SOCIETY
RESOLUTION PASSED AT THE 2010 AGM**

Finances of the Snowdonia Society are precarious as shown by the decisions taken in 2008 & 2009 to reorganise the staff structure which included redundancies. The finances continue to be a worry as the budgets continue to show a deficit, thus eroding the Society's investments.

However decisions have been made by the trustees to spend additional funds on transferring staff to offices at Caban just outside Llanberis. The lease of these offices will further reduce the Society's finances whilst the existing upstairs rooms at Ty Hyll will cease to house staff, although the Ty Hyll freehold is held by the Society.

With these facts in mind, this AGM believes that the Trustees should be putting their energies into protecting and enhancing the Society's finances.