

BMC Organisational Review

Terms of Reference

1 Background

This Terms of Reference for the BMC Organisational review stems from a discussion at the 11 February 2017 National Council meeting, the draft minute of which reads:

Item 5.4, National Council

The meeting then formally agreed to establish a Governance Working Group the scope and Terms of Reference of which should be agreed by the AGM weekend.

[Note, the AGM was held on the 22 April 2017.]

Please note that whilst these Terms of Reference will be used to initiate Review Group activities they are subject to discussion at the forthcoming (spring 2017) area meetings.

2 Aims and Scope

To review, and suggest amendments as necessary to, the BMC's organisation, governance, and decision making structures in order that they may reflect current best practice in sector governance whilst continuing to act in the best interests of the membership; to recommend a new structure and mechanism to facilitate broader engagement and consultation with all BMC members on key areas of the organisation's work.

3 Objectives

- To reconsider and suggest amendments to the BMC Memorandum & Articles of Association (M&AA) to ensure that they reflect and comply with UK company law and good governance in the sporting / charitable sectors; to draw on good practice and case studies from relevant sports organisations as appropriate.
- Without prejudice to the generality of the above, to consider whether the current powers and structures of the Executive Committee and National Council as set out in the M&AA reflect UK company law and to suggest amendments to the M&AA such that they do.
- In light of the above to reconsider whether the current decision making structures of the Executive Committee and National Council are fit for *purpose* and whether a better alternative exists.
- To assess the BMC's democratic structure, arrangements for the appointment of Elected Officers, and mechanisms for regional and national engagement with individual members, club members, and clubs, and identify how the BMC can best engage with all members on issues of particular importance.
- To consider and suggest appropriate organisational structure or structures for the BMC that reflect the diverse scope of BMC operations and how those diverse operations may each be best managed.
- With respect to the future and strategic direction of the BMC, identify areas where development or change is seen to be of potential benefit to the organisation and its members' interests. Noting that it is beyond the scope of this review to develop that future strategic direction, this development may form a *follow-on* phase.

The *purpose* referred to above is the desire that:

- The BMC's governance structure reflects the law.
- The BMC remains a member led organisation so far as is possible within the confines of the law.
- The desires of the members, in terms of policy and strategic direction of the BMC, are communicated to, properly considered and where appropriate acted upon by, the decision making bodies of the BMC.
- The decision making bodies are accountable to the members to an appropriate and reasonable extent.
- The decision making bodies and processes are transparent to an appropriate and reasonable extent taking into consideration that decisions taken may be commercially and / or legally sensitive or deal with personnel matters.
- The BMC remains, so far as is reasonably practicable, a volunteer led organisation and that the requirements on any individual volunteers are not so onerous in terms of time commitments, responsibility, and accountability that the BMC would struggle to recruit for that position.
- The term of any governing appointment is reasonable and appropriate to ensuring that the BMC benefits from a constant flow of ideas and talent whilst balancing this with the need to recruit and retain knowledgeable and talented appointees.
- The governance structure meets the requirements of Sport England's, "A Code for Sport's Governance" so far as is possible whilst meeting the above requirements.
- The recommended organisational structure(s) recognise that the diverse BMC operations (including representation, sports governing body, retail of insurance and other products, MHT, ACT, Crag Care Fund, ACEG, Mountain Training, etc.) may be individually managed in different manners to best serve these specific organisational functions.

Whilst considering all of the above to make any other recommendations that the Review considers appropriate.

In so far as the Review may wish to make recommendations about the extent and content of its Terms of Reference it should ensure that any such recommendations are communicated to the BMC as soon as practicably possible, such that these Terms of Reference may be amended if appropriate.

4 Timescale Considerations

- The review should be targeted to complete its initial phase within a 4 to 6 month period.
- Any additional or *follow-on* phases thought to be required should be identified and communicated to the BMC within this initial 4 to 6 month period.
- Suggest necessary steps to align with Sport England’s “Code for Sport’s Governance” by the end of October 2017.
- The 6 to 8 month period running up to the 2018 AGM will provide for consultation, including with areas and members.
- Suggested amendments to M&AA to be drafted and redrafted further to feedback gathered over the above period.
- Suggested amendments to M&AA to go to the April 2018 AGM.

5 Composition of the Review Group

The Chair of the Review Group will have the responsibility for inviting and recruiting members of the Review Group. The Review Group will be free to consult and interview any party considered to have input to the review process.

- Chair: Mr Ray Wigglesworth QC.
- 6 to 7 figures from the BMC / mountaineering sector selected with approval from National Council; individuals with significant knowledge of the operation of the BMC and a particular interest in organisational governance, constitution, and structure. There will be no BMC staff on the Review Group.
- A secretary (volunteer / non staff).