

# BRITISH MOUNTAINEERING COUNCIL

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## BMC ANNUAL GENERAL MEETING

Minutes of the 2018 AGM held at the Castle Green Hotel, Kendal, 1.00 pm, Saturday 16 June 2018.

### Directors Present:

Nick Kurth	Acting President	Director & Chair
Graham Richmond	Honorary Treasurer	Director
Emma Flaherty	Vice-President	Director
Lynn Robinson	Vice-President	Director
Matthew Bradbury	Independent	Director
Simon McCalla	Independent	Director
Roger Fanner	National Council Representative	Director
Rik Payne	National Council Representative	Director
Will Kilner	National Council Representative	Director
Dave Turnbull	CEO	Company Secretary

### Voting Members Present:

Les	Ainsworth	Emma	Flaherty	Emily	Pitts
Yvonne	Alexander	Emily	Flynn	John	Porter
Christian	Allen	Jeffrey	Ford	Andrew	Potter
Cressida	Allwood	Neil	Foster	Jon	Punshon
Mark	Anstiss	Rodney	Gallagher	Steve	Quinton
Sam	Barrett	Lyndon	Gill	Robert	Ramsey
Mike	Battye	Spenser	Gray	Graham	Richmond
Vanessa	Bear	Michael	Green	John	Roberts
Benjamin	Bishop	James	Gregson	Lynn	Robinson
Stephen	Blake	Sandy	Gregson	Mike	Rosser
Bronwen	Blake	Philip	Griffiths	Peter	Salenieks
John	Booth	Emma	Hailwood	Fiona	Sanders
Michael	Borroff	Alan	Hinkes	Keith	Sanders
Matthew	Bradbury	John	Holden	Claudia	Sarner
Paul	Braithwaite	Kelvyn	James	Andrew	Say
Andy	Brellisford	Crag	Jones	Kamala	Sen
Stefan	Brellisford	Peter	Judd	Rehan	Siddiqui
Judith	Brown	Glynis	Judd	Bob	Smith
David	Brown	Ron	Kenyon	Trevor	Smith
Jackie	Bryson	Will	Kilner	Angela	Soper
Peter	Barrans	Nick	Kurth	Carl	Spencer
Alison	Cairns	Peter	Lancaster	Michael	Spooner
Andrew	Cairns	Sherry	Macliver	David	Staton
Rab	Carrington	Andy	MacNae	Laetitia	Sterling
Angela	Charlton	John	Mason	Peter	Sterling
Stephen	Clark	Simon	McCalla	Christopher	Stone
John	Cousins	Mark	McKenzie	Alan	Strachan
Paul	Dewhurst	Geoff	Milburn	Andrew	Syme
Peter	Dixon	David	Monteith	Ken	Taylor
Dave	Draper	Roger	Murray	Rebecca	Ting
Johnathan	Dry	Dave	Musgrove	Simon	Waring
Anthony	Eccles	Vic	Odell	Jonathan	White
Scott	Elbourne	Amanda	Parshall	Ray	Wigglesworth
Paul	Evans	Mike	Parsons	Philip	Wilson
Paul	Exley	Lisa	Payne	Linton	Woodman
Roger	Fanner	Rik	Payne	Martin	Wragg
John	Farrow	David	Penlington		
Dave	Ferguson	Mike	Pinder		

**Others Present:**

Jo Coleman	Womble Bond Dickinson
Andy Golbourne	Howden

**BMC Staff Present** (in addition to those listed as voting members):

Kate Anwyl	HR Manager
Betty Butcher	Membership Administrator
Nick Colton	Deputy CEO and Individual Member
Clonagh Delderfield	Membership Administrator
Alvin Foy	IT Co-ordinator
Jim Krawiecki	Membership Administrator
Alex Messenger	Head of Marketing & Communications
Arun Patel	Membership Co-ordinator
Tony Ryan	Publications Co-ordinator
Hannah Skeldon	Online Shop Co-ordinator
Jane Thompson	Clubs Officer and Club Member

**1. Welcome, introductions and apologies**

**Actions**

1.1 Nick Kurth (acting president & chair) opened the meeting, and thanked everyone for attending, adding that he was delighted to see so many members.

1.2 The chair introduced those sitting with him on the top table: Dave Turnbull (CEO), Tony Ryan (note taker). He also introduced the legal team: Martin Wragg (honorary legal advisor), Jo Coleman (Womble Bond Dickinson).

1.3 The chair then read out a prepared statement, outlining the background to today's meeting, and setting out the conduct expected during to the meeting, which read:

“Organising an AGM for 80,000+ voting members is no easy task. It takes a huge amount of organisation and effort and I would like to thank both BMC staff and volunteers for all of the hard work they have undertaken to make today possible. The 2018 AGM has arguably involved more matters than any previously and more complex issues with a challenging timescale. Some small mistakes have been made and lessons learned but the interests of members have always been the priority.

As you can imagine, calling an AGM is not straightforward and there are a number of procedures which the BMC must follow and timescales to meet in order to comply with the Companies Act and our Articles. Our Articles are especially onerous (and out of date now) in some of the strict timeframes imposed.

In the run up to today, there have been a few questions raised about points of process and we have addressed these with the benefit of legal advice. You may be aware, for example:

1. That our current Articles allow 25 voting members to put forward a resolution to be proposed at the AGM, provided such resolution is lodged at least 45 clear days in advance of the AGM. In light of ongoing discussions and the BMC forum held in Manchester on 15 May, it was felt that this 45 clear day deadline was an onerous requirement and it would be beneficial for members to change the deadline to 28 days, thus allowing members more time in which to lodge resolutions should they wish to do so (bearing in mind some of the ongoing discussions and debate that were going on at the time).

2. Similarly, the Articles require nominations for President and Vice-President to be delivered to the CEO at least 45 clear days in advance of the AGM, and signed by two voting members. The meaning of clear days was not fully understood and the published deadline was one day out. Those nominations received by the (incorrect) published deadline were nevertheless accepted in good faith.

3. The first proxy form issued by ERS contained an administrative error on agenda items 9 and 10a.I, in that there was no option to vote "against" the resolutions, and no explanation of whether those abstaining from the vote would be counted towards the total number of votes cast. When we picked that up, we amended the form and re-issued it, with a notification to all of those members who had voted and made it absolutely clear to those voting what their vote meant.

4. The current Articles do not permit BMC members to vote electronically at the AGM itself, but members may lodge a form of proxy in advance of the AGM (allowing members to vote even though they cannot attend the meeting). Again, to ensure as many people as possible could participate, we made that form of proxy available to voting members to be lodged electronically, as well as accepting hard copies delivered to the BMC office.

When a procedural issue has been raised, it has been addressed in a very sensible way and with the ultimate objective of being fair to the members as a whole, and not in any way prejudicing their interests. Our approach has been to be upfront and transparent, aiming to ensure that members fully understand what they are being asked to do.

We know that approximately 6,800 members have already lodged their proxy vote and we have an excellent turnout of members today here. We do not know how those proxies have voted, but the sheer numbers of votes received are so encouraging, demonstrating our members' commitment to the BMC.

We have been talking about governance for a long time now, at National Council and Board level, and I imagine some of you may have "governance fatigue". I am hopeful that today's meeting, and the decisions taken, will allow the BMC to move forward positively, providing a robust and compliant framework to enable us to focus on what is really important to the members going forward.

There was some bad behaviour at the 2017 AGM and also in the run-up to the 2018 AGM. To be clear, I will not tolerate any bad behaviour by BMC members. At our general meeting today, please remember we are all fellow walkers, climbers and mountaineers and I wish that we treat each other with respect – please do not require me to have to repeat this point today.”

1.4 The chair advised members that it was likely to be a complex meeting, which he proposed to take one step at a time following the order of the items on the agenda, with a plan to have a tea break between items 9 and 10 (which will allow the poll vote to be counted from item 9) and to finish by 6pm. Members were told that the meeting was not being livestreamed, but that it was being recorded, to assist the secretary in taking notes. They were asked to switch off their phones, and give their names when speaking.

1.5 Dave Turnbull introduced two members who would act as independent verifiers for the voting process, John Booth and John Farrow, and Kate Anwyl gave an explanation of the voting form.

1.6 Apologies were received from: Malcolm Baxter, Dave Bishop, Sir Chris Bonington, Joe Brown CBE, Frank Cannings, Martin Doyle, Henry Folkard, Mick Fowler, Becky Hammond, Colin Knowles, Dan Lane, Bob Moulton, Ian Parnell, Gareth Palmer, Robert Pettigrew MBE, Bill Renshaw, Ron Rutland, Deirdre Sanderson, Doug Scott, George Steele, Ken Taylor, John Willson and Helen Wilson.

**2. Ordinary resolution to accept nominations for the election of officers received prior to the advertised but incorrect deadline of 2 May**

2.1 Martin Wragg explained that the 45-day deadline for submission of nominations (Article 51.3) was purely administrative, to enable the BMC to meet the deadline for notice to members. The 45-day deadline had been incorrectly advertised; the 'clear days' definition had not been fully understood and the same error had also been made in previous years.

2.2 The deadline should have been midnight on 1 May, not noon on 2 May. It was decided that nominations submitted after the correct deadline but before the advertised deadline should go forward, but neither the Executive nor the National Council has the power to enforce this decision, so members have been invited to ratify this decision.

2.3 Andy Potter asked whether this applied just to this year's AGM, and that was confirmed by Martin Wragg. Rodney Gallagher felt that ratification implied that members would become complicit in this irregularity. Martin Wragg referred to the section of the Companies Act 2006 about correcting procedural errors. Jo Coleman advised that members were not being asked to endorse the error, but simply to put it right.

2.4 Martin Wragg proposed the resolution, seconded by David Brown.

**For: 6071**

**Against: 102**

**Abstentions: 0**

**AGREED**

2.5 Jim Gregson enquired as to whether agenda items 2 and 3 were subject to a 75% majority vote in order to be passed, and was advised by Martin Wragg that, as ordinary resolutions, they required only a simple majority.

**3. Ordinary resolution to accept special resolutions submitted after the constitutional deadline of 1 May and prior to the extended deadline of 16 May**

- 3.1 Martin Wragg advised that the deadline had been extended in anticipation of receipt of special resolutions following the open forum held in Manchester on 15 May. None were submitted, but the wording of agenda item 3 overlooked the submission of ordinary resolutions. Therefore he was proposing an amendment to item 3, so that it included acceptance of special and ordinary resolutions; the only item on the agenda which would be impacted by this amendment is item 8.
- 3.2 The meeting was asked first to vote on the proposal to amend the wording of item 3. MW advised that item 3 as presented would require a 75% majority vote, but the proposed amendment asked that the lesser (ordinary resolution) be incorporated in the greater (special resolution), thereby permitting those holding discretionary proxy votes to cast them.
- 3.3 Martin Wragg proposed the resolution, seconded by David Brown.
- For: 2648                      Against: 42                      Abstentions: 3                      AGREED**
- 3.4 Following confirmation that the vote on amending the wording of agenda item 3 had been carried, the meeting was asked to vote on the amended resolution.
- 3.5 Martin Wragg proposed the resolution, seconded by David Brown.
- For: 5924                      Against: 167                      Abstentions: 781                      AGREED**
- 4. Approval of previous AGM minutes held on Saturday 22 April 2017**
- 4.1 Nick Kurth asked if anyone had any comments about the 2017 AGM minutes.
- 4.2 Andy Syme said his name did not appear on the list of voting members present, but that he did attend the meeting. **NOTED**
- 4.3 Lyndon Gill said that it was Jenny Brown who asked the question in 9.31, not David Prior. **NOTED**
- 4.4 Proposed by Jonathan White, seconded by Dave Musgrove.
- For: 5933                      Against: 31                      Abstentions: 921                      AGREED**
- 5. Presentation & Adoption of the 2017 Annual Report**
- 5.1 Dave Turnbull reminded members that he had given a slide presentation at the 2017 AGM, which reviewed the BMC's activities in 2016. This development had come about as the result of a meeting with the patrons, where they had expressed a desire for the AGM to include a broad review of the past year's activities and a look ahead to the coming year.
- 5.2 The presentation covered the purpose of the BMC, which DT felt had lost its way in the past couple of years. He acknowledged that we all care about the future of the BMC and that of climbing, hill walking and mountaineering, and that there should be a common tie that binds us all together. He wanted this weekend to be the start of a healing process, enabling the organisation to get back on track.

- 5.3 He summarised the purpose of the BMC as being to: a) act as the custodian of British mountaineering achievements and ethic; b) represent the interests and protect the freedoms of current members, and; c) continue to develop in such a way that the BMC remains relevant to and respected by new and future generations of people discovering the sport.
- 5.4 The main issues affecting the organisation in the past two years were the rebrand, the motion of no confidence and the organisational review. The BMC had become inward looking over this period and decision-making confidence had been lost; valuable staff and volunteer time had been swallowed up, a significant financial cost had been incurred, and 'governance fatigue' had set in.
- 5.5 The BMC still continued to do lots of good work during this difficult period, including the purchase of Crookrise Crag, successes on the international competition climbing circuit, development of a new app for the Regional Access database, completing the series of definitive Peak District climbing guidebooks, establishing winter monitoring conditions stations in the Lake District, and running numerous events for members.
- 5.6 Looking ahead, the BMC needs to develop a new vision, mission and strategy, to clearly define its purpose and direction. A primary focus will be the implementation of Phase 2 recommendations from the organisational review, including a new structure for competition climbing, new systems for digital engagement, and new frameworks for the Board of Directors and Members' Assembly.
- 5.7 Matthew Bradbury then gave a presentation on the Mend Our Mountains: Make One Million campaign, which is raising funds for 13 upland path repair projects in Britain's national parks. It's not just a fundraising campaign, it's also a call to action, and a way of educating and raising awareness and reaching potential new members.
- 5.8 The original Mend Our Mountains campaign, which ran for two months in spring 2016, raised over £100k for eight projects, all of which have now been completed.
- 5.9 Matthew spoke about the recent night walk event held along the Great Ridge, Castleton and the publicity it had generated, and covered some of the other projects in the current campaign, which runs until March 2019.
- 5.10 So far around £300k has been raised with the support of headline sponsors Cotswold Outdoor / Snow+Rock and other sponsors. Planned activities to generate more funds include an online raffle, crowdfunding, network mobilisation and individual fundraising efforts.
- 5.11 Matthew thanked members for supporting the campaign. Nick Kurth added that the campaign had not received the attention it deserves and that now is the time to get behind it.
- 5.12 Nick Kurth thanked Matthew and stressed that much of the BMC's work would not happen without the support of many volunteers. He publicly thanked all the BMC's volunteers and was very pleased that they would be recognised at an awards ceremony in the evening. Nick Kurth asked if members had any questions.

- 5.13 Rodney Gallagher said that the presentation made no mention of commercial sponsorship arrangements. Dave Turnbull outlined the appointment of the commercial partnerships manager and his success so far in developing partnerships. Figures are included in the accounts, in so far as confidentiality will permit.
- 5.14 Jim Gregson thanked Dave for his presentation; commenting that staff salaries are a significant proportion of expenditure, he asked why officers' reports are not provided and suggested the CEO should lean on staff to produce them. Nick Kurth said this had been discussed, and was covered in Phase 2 of the Organisational Review Group's (ORG) recommendations. He suggested progress should be reviewed in 12 months' time. **NOTED**
- 5.15 Jonathan White made a similar comment about the work of specialist committees. Nick replied that specialist committee plans and terms of reference are reviewed annually by National Council, and that process is also covered in the ORG recommendations and should be reviewed in 12 months' time. **NOTED**
- 5.16 Proposed by Rik Payne, seconded by Angela Soper.  
**For: 6095                      Against: 34                      Abstentions: 754                      AGREED**
- 6. Presentation & Adoption of the 2017 Annual Accounts and Auditors' Report**
- 6.1 Graham Richmond presented the expenditure and income account and compared it to 2016.
- 6.2 On income, membership is up by 2.2% (individual) and by 0.5% (club). The shortfall in grant money from Sport England amounts to £250k, giving an end of year deficit of just under £100k, compared to a £22k surplus in 2016.
- 6.3 The BMC has a good relationship with its insurance broker, Howden, which has resulted in an increase in income from the insurance scheme.
- 6.4 The surplus from magazines, guidebook sales and other publications was reduced, but sundry items brought in more income, mainly through the work of the commercial partnerships manager.
- 6.5 On expenditure, general administrative expenditure was up, mainly due to depreciation on office refurbishment costs. Finance, consultancy and bank charges were down.
- 6.6 Summit magazine costs were reduced, partly as a result of credit applied to a previous overcharge. The renegotiation of liability insurance had also resulted in reduced expenditure.
- Graham Richmond asked if members had any questions.
- 6.7 Rodney Gallagher noted there was no indication of the costs incurred in obtaining commercial partnerships money. Graham Richmond and Nick Kurth confirmed the combined income from sponsorship arrangements was in the order £110k per year and that this equated to roughly double the cost of brokering the arrangements.

- 6.8 Jim Gregson said that public liability insurance costs members £500k over two to three years, and asked how that was value for money. He noted that no claims information was provided to members, nor any figure for profit made by Perkins Slade\*. He felt that more information should be available to members.
- \*Secretary's note: Perkins Slade's new name is Howden.
- 6.9 Dave Turnbull pointed out that a representative from Howden, Andy Golbourne, was in the audience.
- 6.10 Jim Gregson felt in the face of reducing income, the BMC had not cut its cloth hard enough compared to the actions of other businesses facing financial challenges, and gave as an example Poundland, the discount chain which recently collapsed into administration. He also said Summit magazine was 'a disgrace' and little more than propaganda.
- 6.11 Graham Richmond responded that Jim's view on Summit was his opinion, but with regard to Howden, members know that when they take out a BMC travel insurance policy they are making a financial contribution to organisation.
- On the issue of staffing, Graham Richmond noted that a reduction had been considered, but that the BMC is a broad church and must meet a wide range of member expectations supported by appropriate staffing levels. Potential redundancy costs had also been taken into account during the consideration.
- 6.12 Jim Gregson felt the BMC should revert to the practice of staff being on time-limited contracts. John Mason responded that such contracts are now not legally permissible.
- 6.13 Rehan Siddiqui urged members to look at Note 3 of the accounts to see the scale of Sport England grant reduction and the negative impact it has had on the organisation's finances.
- 6.14 Andy Goulbourne advised that liability insurance and travel insurance should not be confused. Travel insurance is specialist insurance for activities and remains competitive. The potential cost of a liability claim could run into millions, but working on behalf of the BMC, Howden has managed to achieve savings for the BMC.
- 6.15 Rodney Gallagher asked whether deficit projections for the coming year and the year after were available. Graham Richmond advised that a deficit for this year of £16/17k was forecast if costs can be managed / reduced appropriately.
- 6.16 NK advised that the BMC plans to look at its strategic plan and carry out a resource exercise; this has been on the backburner during the work on governance.
- 6.17 Will Kilner felt members get excellent value from the staff in his experience as a current volunteer and as a member prior to his volunteer involvement.
- 6.18 Proposed by Lisa Payne, seconded by Roger Fanner.

**For: 6095**

**Against: 30**

**Abstentions: 760**

**AGREED**

## **7. Appointment of Auditors**



- 7.1 Graham Richmond advised that the Finance & Audit Committee (FAC) was recommending the continued appointment of DonnellyBentley Chartered Accountants for the year ending 31 December 2018.
- 7.2 The FAC had considered that it might be prudent to change, but given that our main contact at DonnellyBentley, John Shaw, is retiring, it was felt that his replacement would alleviate the need to seek new auditors.
- 7.3 Rodney Gallagher asked how long the current auditors had been retained and Graham Richmond agreed to seek clarification of this.
- 7.4 Rodney Gallagher felt that the matter should be re-visited and the BMC should seek alternative auditors as soon as possible. Graham replied that it was on the FAC agenda.
- 7.5 Secretary's post-meeting note: DonnellyBentley was appointed as the BMC's auditors in 2010.
- 7.6 Proposed by David Brown, seconded by Mark Anstiss.

**FOR: 6132                      AGAINST: 38                      ABSTENTIONS: 713                      AGREED**

**8. Ordinary resolution proposed by John Roberts and >500 BMC members (858 signatories in total)**

- 8.1 The results of the two votes on agenda item 3 were announced, confirming that the meeting had agreed to amend the wording of item 3, and subsequently passed the amended resolution, thereby enabling the meeting to vote on item 8.
- 8.2 Jim Gregson felt item 8 could seek to prejudice the vote on item 9, and requested that item 8 be moved down the agenda.
- 8.3 Nick Kurth sought advice from Martin Wragg and Jo Coleman, and also asked if anyone had an alternative view.
- 8.4 Spenser Gray felt discussions on item 8 would not prejudice item 9, given that what item 8 proposes is effectively a backstop should neither Option A nor Option B receive the required number of votes, and that the discussions on item 8 will largely be the same kind of discussions we'll have on item 9.
- 8.5 Paul Dewhurst noted that given we have a proposer and seconder, the meeting should proceed to a vote.
- 8.6 Jonathan White, author of the Tier 1 proposal and contributor to the Tier 3 proposal, said that they were interlinked, so to have the discussion first then vote on items 8 and 9 would be beneficial. Some supporters of the Tier 1 proposal had also signed John Roberts' motion, as they were not against the ORG recommendations, but had concerns about the pace of change.
- 8.7 Rodney Gallagher felt we were dealing with apples and oranges, since item 8 is an ordinary resolution requiring a simple majority, whereas item 9 is a special resolution requiring a 75% vote. He thought it would be a mistake to deal with both resolutions in the same way, and item 8 might be viewed as an attempt to sway the votes on item 9.

- 8.8 Andy Potter asked whether the meeting would know the result of the vote on item 8 before voting on item 9. Nick Kurth replied that it would not, and in response Andy Potter said the items should be taken in the order they appear on the agenda.
- 8.9 Mike Pinder felt taking item 8 first would not impact on item 9, if as Rodney Gallagher observed, they are very different items.
- 8.10 Nick Kurth proposed a show of hands:  
For the order in which items appear on agenda: 78 votes  
For taking item 8 after item 9: 13 votes  
Abstentions: 10 **NOTED**
- 8.11 Nick Kurth then asked John Roberts to summarise the motion. John said the motion had been conceived just a few days before the submission deadline when he had become aware that a second set of Articles would be proposed to the meeting. He had no problem with that development, but felt it was very important the BMC was given some direction, whether as a result of an inconclusive vote on item 9 or not.
- He gained the required 25 signatures to submit the resolution privately, but decided to put it out publicly, and quickly garnered hundreds of signatories.
- The motion is not fundamentally about Sport England funding, but about retaining BMC status now and into the future and implementing the spirit of the ORG recommendations. It's not a trump-all motion, as some have accused, but a motion to give the BMC a mandate for the way forward.
- He wanted to thank the 500+ members who had signed the resolution.
- 8.12 Rodney Gallagher pointed out that the results of the second ORG survey, undertaken after the ORG report came out, were not published, and so we don't know what level of support was indicated by members. He asked John to explain why it had not been published and what makes him think there is evidence of support for the ORG recommendations.
- 8.13 John Roberts acknowledged that there were some problems with the second survey, and it hadn't gained the reach that the first survey achieved; more than 500 members had responded, and overall 81% responded in favour of the recommendations, but the results weren't that helpful nor were they sufficiently representative, and therefore the ORG had decided not to make the results public.
- 8.14 Jim Gregson said that John Roberts had acted as, 'Mr. Wigglesworth's rottweiler'\* at BMC area meetings when he had attempted to elicit information about the ORG process and its recommendations, and found it odd that he was now setting himself up as a crusader coming to the rescue of the BMC. He felt John was trying to direct members' views.
- \* Ray Wigglesworth, chair of the Organisational Review Group.
- 8.15 Mike Battye suggested these were personal comments directed at the proposer and not an analysis of the resolution.

- 8.16 Jim Gregson said that he wished to propose an amendment to the wording of item 8, deleting all the words from ‘...and seek to achieve the tier three governance standard...’, so that the wording of the resolution ended at ‘...and good governance practices.’ He felt the current wording was prejudicial to the vote on item 9. Rodney Gallagher wished to second this proposal.
- 8.17 Nick Kurth observed that it was John Roberts’ motion and it was up to John to decide the wording. John said that he was not minded to change the wording.
- 8.18 Andy Syme felt the proposal constituted a substantive change to the motion, and therefore was not possible from the floor.
- 8.19 Steve Quinton noted that area reports submitted to National Council clearly indicated majority support for the ORG recommendations, so it wasn’t just the surveys which indicated support.
- 8.20 Jonathan White agreed there was widespread support at area meetings for the principles of the ORG and working towards Sport England compliance. At the April London & SE meeting, the phrases Tier 1 and Tier 3 were not mentioned, so support for Tier 3 alignment cannot be claimed, it was support to align with Sport England codes for governance. Both Tier 1 and Tier 3 are Sport England approved codes for governance.
- 8.21 Trevor Smith observed that the wording of the resolution included reference the BMC as the National Governing Body for climbing, hill walking and mountaineering, and asked whether this should be accepted in good faith as grammatical looseness, or whether it was an attempt at providing a hostage for some future strategy.
- 8.22 John Roberts explained that the BMC was recognised by Sport England as the National Governing Body for those activities.
- 8.23 Spenser Gray asked John to confirm whether he had been on the receiving end of any personal remarks with regard to the motion, and what he was seeking to achieve.
- 8.24 John Roberts said that he had received some remarks. He acknowledged that many members were passionate about the BMC. He had subsequently received and accepted apologies from some members and would welcome others if they wished to do so. As stated earlier in the meeting, the aim of the motion was to give the BMC some direction.
- 8.25 NK proposed a vote on the resolution, but Jim Gregson insisted a vote on his proposed amendment to the wording of item 8 should take place. Jo Coleman advised that Article 52 gives the chair the power to veto any amendment to a resolution which substantially alters the intention of the motion.
- 8.26 NK recognised the sensitivity behind the proposal, but was also mindful that what was presented on the agenda is very clear. A lot of proxy voting has taken place, and to make a substantial change would not meet the requirements of a democratic organisation; he therefore concluded that the wording of item 8 should stand.

**NOTED**

- 8.27 John Booth felt there was value in finding out what form of words all members at the meeting could agree on, and suggested that was the point of the proposal. NK reiterated that the proposal amounted to a substantive change, and given the amount of proxy voting, he did not feel able from a democratic standpoint to agree to change the wording.
- 8.28 Anthony Eccles pointed out that many members had already voted online on the original wording of the resolution.
- 8.29 Proposed by John Roberts, seconded by Rebecca Ting.

**FOR: 6222                      AGAINST: 313                      ABSTENTIONS: 347                      AGREED**

## **9. Special resolution to adopt new Articles of Association**

- 9.1 Nick Kurth invited Andy Syme (Option A) and Andy Say (Option B) to make their presentations to the meeting, which would be for a maximum of eight minutes each, following which members would be able to make comments or pose questions, with a time limit of two minutes for each question or comment. He wanted everyone to have the opportunity to contribute, and wanted a balanced debate of both options.

### **9.2 Andy Syme, presenting for Option A:**

The reason that National Council and the Executive are recommending Option A, the ORG is supporting it, and some of the Option B signatories have removed their names from that resolution, is not because the Option A Articles are perfect, but given the constraints imposed by and on behalf of the many stakeholders, they believe this is the best solution to allow us to move forward and begin the work of Phase 2.

The ORG recognises the BMC's governance needs to be appropriate for an organisation with 85,000 members and a turnover of around £3 million, not what we were when the current Articles were written in 1993.

The barriers to participation in climbing, hill walking and mountaineering are lower than they've ever been; we now have the fifth highest participation figures of all sports measured in Sport England's Active Lives survey. If the BMC doesn't step up to retain that status as the umbrella body then others will step in to fill the gap, which will be bad for all of us.

Good governance is not about control of members, it's about the members being confident the BMC is well run, and that is achieved through transparency, clear responsibilities and accountability.

Option A balances the need for the membership being at the heart of the Board with the ability to appoint the right people based on the skills the BMC needs, and provides a balance between nominated, appointed and elected directors.

Crucially, all the non ex officio Board members are submitted to the membership for a final approval at the AGM. If the members don't support them, they don't get onto or remain on the Board.

If Sport England didn't exist the BMC's Articles would still not look like the current Articles, nor would they be the tweaked version of the current Articles which is Option B. They would take account of the ORG recommendations, they would apply the highest standards of governance such as the Sport + Recreation Alliance (SRA) Principles of Good Governance, and having done that I think they would look pretty similar to what Option B proposes.

The SRA principles are designed to allow organisations to improve through a self-assessment process. Sport England has a more detailed code of practice; it requires assurance of compliance because they are distributing public funds and need to have accountability.

Critically, they both require the Board to have the primary decision-making power, and to set strategy. They both require open recruitment based on the skills and needs of the Board, not just based on elections but on objective criteria reviewed in a robust selection process.

Option A balances the skills required with the need for representatives to champion member views. It is a matter reserved for the members to decide whether someone is able to join or remain on the Board.

Option A also ensures National Council retains a key role in ensuring the Board is held to account, through the Reserved Matters (RM), the ability to call a General Meeting and the Memorandum of Understanding (MoU).

National Council has lost its veto power, but that doesn't mean it has lost its voice or its influence. With a clear role and responsibilities, it can better focus on representing the members.

Some have argued that Sport England funding isn't going to continue, so why bother chasing it. There are 58 NGBs and a funding pot of around £300 million, which will continue as long as people buy lottery tickets. Some NGBs will need to reduce their reliance on funding, but the BMC isn't one of those bodies which depend on funding to operate. Given that funding is available it would be stupid to reject it and try to fund everything from subscriptions and commercial activities. The key is to use funding sensibly, as seed funding for new projects, and to do more of the activities we'd do anyway.

Funded partners have less ability to generate income through subscriptions and are therefore more reliant on public money. The BMC could support them by raising our subscriptions or using contingency funds, but do we want to? They might be able to get a bespoke deal from Sport England, but that's not likely as it would set a precedent unwanted by Sport England. Even if they could, it will take months to arrange, during which time they will receive no funding.

A funded partner might ask itself if it wants to be supported by the BMC or live on a bespoke arrangement that could go at any time when it has the ability to retain access to public funding by becoming an NGB (National Governing Body). If nothing else, the risk that the bodies which bring the largest numbers of people into climbing, hill walking and mountaineering would be required to become a competitor to the BMC, however unwillingly, is a worrying option and something we shouldn't be doing.

Option A is a compromise, but it's a positive way forward. It meets the highest standards of governance that are appropriate for the organisation while retaining the core value of a representative body. It implements a modern constitution that is fully compliant with the Companies Act, and it ensures that the BMC remains the umbrella body for mountaineering as a whole, being able to receive public money for the whole sport bid.

Option A may not be perfect, but it represents the best way for the BMC to move out of the stasis of uncertainty that it has been in since the motion of no confidence, allowing the BMC to move onwards and upwards and remain a cohesive unified representative body for all climbers, hill walkers and mountaineers, which is what the BMC should be.

### 9.3 **Andy Say, presenting for Option B:**

I'm just a member of the BMC. Most people here today will have made up their mind how they are going to vote, and we know there are about 6,500 proxy votes, so I'm not here to persuade anyone, just to tell you how I feel about whole situation.

I have never held high office in BMC, but would like to think I am part of BMC, and along with the 85,000 other people are the BMC. Without the members the BMC is nothing.

I previously worked for Mountain Training England, and one of the questions frequently asked by registrants was: "Why do I have to join this thing called the BMC?" Two of the major selling points were provision of third party liability insurance cover, and the fact that your membership gives you a voice.

Any member can take a complaint, suggestion, or idea to an area meeting and that meeting can choose to take it to National Council, which is the body that can direct the way the BMC goes. This concept of member engagement was unbelievable to the paddlers I spoke to.

I am a passionate believer that the BMC should not only represent members, it should be member-centred and led by the members.

I am currently a National Council representative for the North West Area. The staff, National Council, and the Executive do not lead the BMC, they are the servants of the BMC.

I value incredibly strongly the idea that the BMC is led by the members and that crucial decisions can be influenced and directed by members.

Option B isn't a wrecking motion, it's a conservationist measure, which gives the members a really strong say in the direction of the BMC. It's a consensus and an attempt to reach a middle way between Option A and the status quo.

It would be a great mistake to think that by voting for Option B, you were freezing the BMC in time and stopping progress. As an example, last night's National Council meeting decided to immediately implement over 10 of the ORG recommendations. That's not freezing progress.

Looking at the 51 ORG recommendations, I was able to agree with about 35 of them straightaway, put some question marks against others and red lines through some. We are not talking about freezing the BMC or stopping progress, we're simply trying to retain the best bits of the member-led organisation and then evolving it, if necessary along the lines of the ORG recommendations. The idea that Option B is somehow anti-ORG is a bit of a myth. There is a lot that is good within the organisational review.

The Option B Articles are legally compliant and try to get rid of all the ambiguities, fudges and anomalies that exist in the current Articles. As a member of the Implementation Group working on the Option A Articles, I was able to spot quite a few errors that we'd been living with for 25 years that had been cut and pasted from the current Articles, and they have been corrected.

The Option B Articles also follow the SRA Principles of Good Governance; it doesn't have a code, it has principles, and is of the mind that the best form of governance is the one which suits the context in which it operates, fitting the culture of the organisation rather than imposing a code or set of rules.

The safeguards put into Option A suggest that there might be an inherent instability in those Articles, which means you need to be very careful.

Option A says that in the future members will be able to refuse to ratify, or be able get rid of any directors. Consider how you are going to vote after item 9 on today's agenda. Look at the list of directors you are being asked to endorse; which are doing a good job, which do you want to get rid of? How do you decide what the directors have been doing? You don't know, and therefore the safeguard seems somewhat flawed.

This is how I feel as an individual member about the future of the BMC and how I want the BMC to be governed. I don't want it to be top-down, I would like it to retain a bottom-up structure.

#### 9.4 **Item 9 Q&A session**

Nick Kurth thanked both presenters, and invited contributions from the floor.

9.5 Emily Pitts asked both to describe how the Options will enable better member engagement in the democratic process, in particular members who are currently under-represented at area meetings. As an example, 20 members might attend a North West Area Meeting, and those 20 people out of 5,000 who live in the Area make the decisions. How does each Option give members more of a voice?

9.6 Andy Say accepted that there is a problem. This AGM has seen the greatest engagement in terms of voting, but it's still less than 10% of the membership. There is currently a democratic deficit, not enough members are engaged in the Areas, and the Areas are sometimes dislocated from National Council. That needs addressing, but can it be done by saying to the members that their National Council delegates now have reduced powers and less importance in the governance of the BMC? The BMC needs to consider how it engages with members outside of the area meeting structure, through social media for example, and neither Option being presented should debar those kind of developments, which are needed.

- 9.7 Andy Syme said if you look at both Options the sections about Areas are the same, as they have been lifted from the current Articles without much change. The difference is in the implementation of Phase 2, which includes a number of ORG recommendations on this subject. It's also worth pointing out that there has been considerable engagement and consultation in the process of developing Option A, and this will continue.
- 9.8 Emily Pitts asked whether there was any difference in the Options with regard to online voting in Areas and at the AGM.
- 9.9 Andy Syme said that Option A includes the possibility to use electronic voting, but it would also require appropriate mechanisms and suitable safeguards to enable members to participate in discussion online prior to voting.
- 9.10 Andy Say felt online voting at Area level would be really problematical because of the verification issues. Emily Pitts disagreed, and said technology is readily available to conduct online meetings of a scale similar to current area meetings.
- 9.11 Rodney Gallagher said Option A provides only for electronic voting, not electronic participation, and it is common ground amongst all of us that we ought to be able to participate electronically from our sitting rooms. We shouldn't only be doing the easy bit, which is voting, we should also aim to do at the same time the difficult part, namely electronic participation. Andy Syme responded that Option A does provide for electronic participation, in Article 14.3, which says: *The aim will always be to encourage and facilitate the maximum participation that affordable technology allows.*
- 9.12 Neil Foster asked whether the Options will require those engaging in electronic participation to disclose who they are, so that others can know who they are engaging with. Andy Syme said the system would require appropriate technology and security, to ensure those using it were BMC members, and to assure members the system was not open to trolling.
- 9.13 Roger Murray, a member living in Scotland, who is a governor and a trustee of a major UK university, felt the BMC must become seriously good at governance and professional management, and that Phase 2 of the organisational review would be much more challenging for staff, volunteers and members than Phase 1. The success of Phase 2 will be dependent on the people involved and the quality of leadership. He also felt there was a democratic deficit in respect of Scotland.
- 9.14 Andy Syme said that National Council met last night and talked about getting Phase 2 started as quickly as possible. There is a lot of work to do and communication with members, and everyone is united on the need to get on with it and start delivering, so that by April 2019, the majority of the work will be in train.



- 9.15 Andy Say said his biggest regret was that Phase 2 wasn't Phase 1 and vice versa. Much of what is being discussed with regard to Phase 2 is about making the BMC a better, slicker, more responsible organisation, and last night National Council voted to implement some recommendations immediately. We could have come to this AGM and presented many recommendations and there would have been hardly any dissent, but the difficulty we faced was with governance issues relating to the BMC's constitution and structure being rushed through because of an external deadline. He wished we could be talking about Phase 2 now and then trying to achieve consensus about the governance of the BMC at the next AGM.
- 9.16 Paul Evans commented that one of distinguishing differences between Option A and B is that Option A has only one elected member on the Board, whereas Option B has more.
- 9.17 Andy Say said that the idea behind Option B with five directly elected Board members is that it puts more power in the hands of the members for the Board selection process. He thought it strange that within a Board which has almost total power transferred to it, only one of those people gets elected by the membership.
- 9.18 Andy Syme disagreed. The President is elected directly at the AGM without any criteria other than who can garner the most votes. What the BMC needs is a Board of people who can take the BMC forward and do the things the members want. All-elected boards can't guarantee that someone who can give a good speech can deliver. What Option B has tried to do is balance a mix of elected, appointed and nominated people, with the understanding that National Council will be there to hold the Board to account, and help ensure the right mix of skills.
- 9.19 Dave Musgrove said the nub of this issue had been raised recently by National Council member Pete Sterling, and this was the make-up of the Nominations Committee (NomCom), and the implication that the Board selects the members of the NomCom to select members of the Board. That seems to be a piece of the jigsaw that could be adjusted if the members do not like what the NomCom is doing.
- 9.20 Andy Syme agreed it could be adjusted. Recruitment will be based on the skills required by the Board, and also diversity requirements. The skills matrix will be available to members and NomCom's job will be to find people with those skills in an open and transparent process. If the skills matrix is wrong, it will be changed.
- 9.21 Andy Say said we currently have a NomCom, and when he recently asked at National Council who was on it, he was appalled to discover that he was still a member. The current NomCom was formed a year ago to work out what to do following Rehan Siddiqui's resignation as President, and the NomCom has not looked at any nominations since then.
- 9.22 Dave Musgrove felt if the NomCom is made up exclusively of Board members, that would probably not be acceptable, and that it should be boosted by the addition of members from National Council to make it more transparent.

- 9.23 Andy Syme said one of the first actions required is to go through the Chair selection process and before that get the NomCom right in line with the code of governance, and the Terms of Reference and structure of NomCom will be different from the current NomCom.
- 9.24 Mark Anstiss said a cynic might say that NomCom is where the power lies. The Sport England code puts restrictions on who can sit on that committee, and because of those restrictions, we must have a good idea of what the NomCom will look like.
- 9.25 Andy Say said he could not answer that, but would like to see NomCom remain pretty much as it is, with a couple of Independent Directors and a couple of National Council representatives, but does recognise the composition is constrained by Sport England requirements. There is a fear that the process will be self-selecting. He mentioned recent National Council discussions of Board terms as long as nine years, and was concerned about potential lack of turnover in Board membership. He agreed with Dave Musgrove about National Council representation, and also thought that NomCom could potentially include an independent member too.
- 9.26 Andy Syme also said that he couldn't answer, but that make-up of NomCom was being considered so as to avoid the possibility of it becoming self-serving and to ensure appropriate scrutiny.
- 9.27 Mark Anstiss did not see a great deal of flexibility in the Sport England code and was concerned about that. Andy Syme acknowledged there are constraints, but they don't stop us from including safeguards. Furthermore, the current elective system does not see members rushing to become Board members and was often a case of 'it's your turn next' accompanied by some arm-twisting if necessary. You need to build democracy up to make elections work.
- 9.28 Rik Payne said there isn't a requirement to have a NomCom, but that the Sport England code allows for one. The idea behind having one is that the work can be done quicker by a smaller group to which the Board has delegated responsibility, and that's why most bodies have one.
- 9.29 John Booth asked what are the constraints on the NomCom. John Roberts said that it has to be chaired by the Chair and have a majority of Independent Directors, the rest is open to each organisation's requirements.
- 9.30 Carl Spencer asked about the relative costs of implementing both sets of Articles.
- 9.31 Andy Syme said he could think of no additional costs going forward that aren't already in the current structure, although there will be a cost in terms of loss of Sport England funding if we choose not to approve Option A.
- 9.32 Jo Coleman said there would be costs attached to the issue of member engagement and member participation, which is something the Board will have to consider going forward.
- 9.33 Andy Say said the cost of full implementation of all the ORG recommendations had been estimated at £100k per annum.

9.34 Martin Wragg referred to the Motion of No Confidence (MONC) tabled at the 2017 AGM. He said that what we're discussing today is how the organisation is managed, and Option B largely reflects the current system, whereas Option A looks at a different management system. He asked both proposers why they believed their particular proposal best provides protection for the interests of members.

9.35 Andy Say said it would be by giving members the opportunity through an enhanced democratic system to use National Council to determine policy, to determine the direction of the BMC, rather than holding the Board to account after the Board has chosen the direction.

With reference to last year's MONC, he was filled with despair by the idea that in future the way members might hold the Board to account is through the AGM. He would far rather the members were engaged in an ongoing process, rather than come to the AGM once a year and have to wave a big stick.

9.36 Andy Syme said National Council will retain a voice and be the link between members and the Board, and in fact the big stick option is the same for Option B, where the Board must still set the strategy and direction. With Option A, National Council has the ability to raise a resolution at a General Meeting, and it has the Reserved Matters of key importance to the members. It also has the Memorandum of Understanding with the Board as additional protection.

9.37 Stefan Brellisford said he was a former ski racer and had seen Sport England withdraw funding from Snowsport England, which subsequently went bankrupt. He asked if we had guarantees from Sport England that if we set up a Tier 1 governance structure funding will be provided.

9.38 Andy Say replied that there is no guarantee, and that the bid for funding was on hold. If Option A is approved, Sport England will consider the bid and give a decision on 12 July. With Option B meeting Tier 1 requirements you can't access ongoing funding the way the BMC currently does; you can only apply for relatively small pots of money on an individual project basis.

With reference to the later agenda item on a possible subscriptions increase, Andy Say said that at every area meeting he had attended where this had been discussed, members had said that they would happily pay a 10% increase in subscriptions if Sport England funding was withdrawn. It wouldn't be the end of the world for the BMC if funding did not continue, although he realised it could be more difficult for funded partners.

9.39 Andy Syme also said that there was no guarantee. The BMC is not heavily dependent on Sport England funding, and no one is arguing we should seek to increase the funding share of our income, but there is a pot of money which we could access to do some good things for the benefit of people who participate in climbing, hill walking and mountaineering.

9.40 Stefan Brellisford said Sport England is competition focused and will expect the funding to go to competitions.

9.41 Andy Syme said it was UK Sport which has a competition focus, and Sport England is focussed on participation.

9.42 Stefan Brellisford said Sport England has a reputation for pulling funding from sports they do not understand.

9.43 Roger Murray said he thought there were about 4,000 BMC members in Scotland, and that two of the ORG recommendations relate to association with Scotland. He felt disempowered and wanted to know what both Options would do for members living in Scotland.

9.44 Andy Say said one of the ORG's recommendations was that one member of the Board should be a representative from Mountaineering Scotland, but that recommendation has been parked. One of the possibilities within Phase 2 is the setting up of an independent body to deal with competition climbing, and both Mountaineering Scotland and Mountaineering Ireland could have a direct role in that body, since the national team is a GB team.

Going back to Board representation, he felt there might be a stronger case for a Board member having direct responsibility for Wales, and asked if we had Mountaineering Scotland representation would we also need to give representation to Mountaineering Ireland for equity?

9.45 Andy Syme added that Mountaineering Scotland has expressed interest in the proposal and reciprocating in respect of its Board. This is something for Phase 2, and it is allowed for in the nominated directors if we wished to do it.

9.46 Roger Murray said he did not see why he should have to be a member of both the BMC and Mountaineering Scotland.

9.47 Mike Spooner, Clubs Committee member felt we could do so much more with Sport England support, and if we don't continue to have the best possible relationship with Sport England, where would we go to access funds to enable us to do more than what we're currently doing. We want to be the umbrella body trusted by Sport England so that we can bid for funding to support our specialist committee work programmes.

9.48 Andy Say said the idea of Option B is not to break the relationship with Sport England, but to retain a relationship, albeit at a lower level with reduced funding streams, but with the trade-off that we remain member-led to a greater extent than under Option A.

The committee structure does need to be looked at. At the moment, National Council has a direct link with the committee structure, but under the new proposals this will switch to the Board.

9.49 Andy Syme said Sport England is very clear that if you are a recognised NGB, which the BMC is, you can only access funding if you are Tier 3 compliant, and furthermore, if the BMC attempted to relinquish its NGB status, this would be seen as an attempt to access funding by getting around the rules. If you are Tier 1 compliant, you will not be able to access funding as an NGB.

The BMC could increase subscriptions and redistribute its resources, but funded partners such as the ABC and Mountain Training are in a more difficult position.

9.50 John Roberts said the Option B Articles are based on Tier 1, and asked Andy Say if he had any guarantees that they meet that requirement. Option B also talks about applying for funding on the basis of being Tier 1 compliant, but Paul Bickerton, Sport England's Head of Partners has said explicitly before the Option B Articles were drafted that all the NGBs it funds have been classified as Tier 3. Therefore, what is the point of a proposal which meets Tier 1?

9.51 Andy Say said it was partly to do with good governance, not only meeting the SRA principles but also following the code of good governance required by Sport England. There is some confusion about the definition of an NGB. Sport England does not say who is the NGB for a particular sport, and its website says the NGB is the body that is recognised as such by the sport's participants, although Sport England recognition doesn't automatically follow and there is an application process for recognition.

In response to the question about access to funding as a Tier 1 compliant body, Andy Say said he could not answer that, as he had not spoken with Sport England.

9.52 John Roberts asked whether Sport England had confirmed that Option B was Tier 1 compliant; Andy Say said he could not confirm that.

9.53 Andy Syme reported that the BMC had applied to the government for NGB status some 30 or 40 years ago. Another body could apply; for example, both the Ramblers and the Long Distance Walking Association are recognised NGBs for Rambling. Once you are recognised as an NGB and you want funding, you must meet the Tier 3 requirements, and there is no room for manoeuvre on this requirement.

9.54 As a point of clarification Dave Turnbull explained that the BMC is defined in the existing and proposed Option A constitution as a 'national representative body'; the term 'NGB' is Sport England terminology and does not feature in the BMC's constitution.

He said that one of the biggest challenges the BMC CEO faces is working out who is in control and how the decision-making process works between the Executive and the National Council, and one of the principal reasons for this problem is Article 20.1 of the BMC's current constitution, which says:

*The business of the BMC shall be managed by the Executive Committee in accordance with the policies adopted by National Council the members of which may collectively as the Executive Committee exercise all such powers of the BMC as may be prescribed by the BMC in General Meeting and as are not by the Act or by these Articles required to be exercised by the BMC in General Meeting subject nevertheless to the provisions of the Act and these Articles not being inconsistent with the aforesaid provisions.*

This specific Article in the current constitution is the single biggest problem that we have in working out who is in charge of the organisation. With the exception of changing references to the Executive Committee to the Board of Directors, the wording of Article is unchanged in the Option B Articles, and Dave asked why, when it is one of the most fundamental problems affecting the organisation.

9.55 Andy Say said he didn't write the current Articles, Martin Wragg did, and he that didn't write the Option B Articles, Rodney Gallagher did.

- 9.56 Rodney Gallagher said the establishment of the Option B Articles reflected the implementation of the legal recommendations of Womble Bond Dickinson in the appendix to the ORG report, and the changes from the current Articles were designed to minimise the risk of shadow director claims and engage in a shift of powers from National Council to directors in order for the directors effectively to be able to run the company. The changes made to the Articles did just that, but A20.1 had been left unchanged and that was clearly an oversight.
- 9.57 Chris Stone said much of the discussion had been about Sport England funding, but it's also about the respect and authority held by the BMC. He asked whether there was any concern that not complying with Sport England's highest level of governance might have a detrimental effect on the work of the BMC and its core objectives, or is complying with a lower level of governance sufficient?
- 9.58 Andy Say said the reputational damage argument is unquantifiable. Sport England would certainly regard us differently, and it may be that their paymasters in government would, but he wasn't sure landowners and organisations like the National Trust and Mountaineering Scotland would. He expected the vast amount of volunteer work that goes on would be completely unchanged. The BMC hasn't built up its respect and reputation by being a Sport England approved body, it has done it by being the BMC.
- 9.59 Andy Brellisford said there are two options on the paper, but to his mind there are actually three, the third being neither option. He came to the meeting with an open mind, and is now swayed towards one but not convinced by either. If neither A or B achieves the required 75% of votes, would the proposers work together to combine the best of both options for the benefit of the members?
- 9.60 Andy Say referred to a point he had made earlier about wishing we had more time to achieve a proper consensus that everyone could sign up to and that could be brought to the AGM. If neither A or B is approved, we will be back to square one and will have to work together to move forward and produce a proposal that would not only get 75% approval but which we would be convinced will get 90% support.
- 9.61 Andy Syme said that there had already been a lot of collaboration, and referenced the input of Option B signatories Jonathan White and Crag Jones to the final version of Option A. A lot of the compromise is in Phase 2 and has been taken on trust, but there is also a limit on where we can compromise based on fundamental aims.
- 9.62 Spenser Gray said there have been communications issues with both sides and it has been quite difficult to understand the messages, such that he had struggled to write an explanation for his club newsletter. This was due in part to there being a lot of movement on the Option A proposal and the lack of a clear objective or collective view from the proposers of Option B.
- 9.63 Andy Say agreed it had been a bit of a moveable feast and referenced the different presentations that had occurred at different area meetings. He said Option B was submitted on time and could not be changed, so was relatively clear, since they didn't have the ability to adapt and change it.

Furthermore, the Option B proposers are just people interested in the future of the BMC who don't have a communications manager or administrative support, and were therefore limited in their ability to conduct mass marketing and persuade people how to vote. For these reasons, he did hope that the confusing messages had not come from Option B

- 9.64 Andy Syme noted that the 28 April National Council meeting had agreed to extend the submission deadline until after the open forum meeting on 15 May. That was what we voted on earlier today in agenda item 3, so there was nothing stopping Option B from re-submitting, although there may have been resource constraints. He thought it had been clearly explained, but Andy Say's response indicated that he had not understood this possibility was available.

In respect of communications, he said it had been difficult to distil such a complex matter into succinct messages. There were attempts by the office to provide a balance, but these were met with some resistance from supporters on both sides, indicating perhaps that the balance was about right. So a decision was taken that the BMC office would explain the Option A proposal, and Option B supporters could submit articles explaining Option B, which Andy Say and Rodney Gallagher did, for circulation by the office.

- 9.65 Nick Kurth advised that the time limit for further questions and comments would be one minute.

- 9.66 John Roberts asked Andy Say how many members are still signatories to the Option B proposal who were signatories when it was originally submitted.

He also commented that the communications element relies on trust and faith in the members and with the right messaging Option B could have got a groundswell of support in the same way that his resolution (agenda item 8) gained the support of over 500 members in less than 48 hours.

- 9.67 Andy Say said 44 of the original signatories are still the signatories, but when asked how many of those still support the resolution, he said he did not know.

- 9.68 Rodney Gallagher said the position of the Option B supporters was quite clear, that the current Articles say resolutions have to be submitted 45 days before the AGM. They did not agree that the change agreed by National Council was permitted within the Articles and some of them continue to disagree with the validity of agenda item 3.

With regard to the difference between Options A and B, apart from a range of detail, the central issue was that option B provides for the elected officials (three VPs, Treasurer, President) to remain ex-officio directors, meaning there are five directors directly selected and elected by the members.

- 9.69 Jonathan White said that the day after the open forum he had contacted a number of the Option B signatories but had been unable to reach all of them. Virtually all of the Tier 1 supporters think it is better than no change. The question is whether people will stop supporting Option B in favour of Option A, because most of the safeguards are not yet in place and are to be developed in Phase 2. So the Tier 1 supporters are still supporters of Tier 1, they may also be supporters of Tier 3, and his disappointment was that he was unable to vote for both.
- 9.70 Peter Salenieks thanked everyone for the tone and substance of today's debate, and asked where does the conscience of the BMC lie.
- 9.71 Andy Syme said the quick answer would be that it's an organisation so technically doesn't have a conscience, but it's conscience lies with the members who are bothered enough to attend meetings, comment on social media etc. Everyone wants what is best for the BMC, but we have different views on how to achieve that.
- 9.72 Andy Say said the AGM is the conscience of the BMC, it can determine what the BMC does and what it doesn't do.
- 9.73 Emily Pitts said it was her understanding that Option A had initially been developed through consultation with members by the ORG, then further developed through National Council and Area Meetings, and asked how the Option B proposal was developed in terms of engagement with members.
- 9.74 Pete Dixon said the choice of Option A or B does not seem to present an existential threat to the BMC, nor does the loss of government funding, and therefore he would be voting based on his own personal philosophy.
- 9.75 Lyndon Gill said that during his time on the Executive Committee, under the 2009-2012 Whole Sport Plan, the BMC did have its funding cut and the challenge of dealing with a reduction on a limited budget should not be underestimated.

In keeping with some of his former Executive colleagues, he did not think there was much wrong with the current structure and what the BMC does in terms of its policy-forming process. It is surprising how many times the smallest voice in National Council has been the most apposite, and it's a collaborative process involving all the members of the Executive and National Council to form the strategy and direction of the BMC. We shouldn't underestimate the value of that, or automatically assume that there's something wrong with it.

He added that we were being asked to put our faith in a Nominations Committee and an as yet unwritten Memorandum of Understanding, put in place to circumvent Sport England's restrictions on the make-up of the Board, and questioned what would happen if Sport England changed its mind about the BMC's structure in future.

- 9.76 Andy Syme, in response to Emily Pitts, said Option A had involved consultation with members right through the organisational review process and in the run-up to the AGM.

In response to Lyndon Gill, he said National Council had decided it wanted to meet the requirements of Tier 3, and that is what has been delivered. If in the future Sport England changes the requirements, we might decide that we no longer wish to meet them.



- 9.77 Andy Say, in response to Emily Pitts, said the AGM is part of the engagement process and represents the members, nearly 7,000 of them, expressing an opinion on what has been put forward. At the Area Meetings he had attended, he had always tried to remain neutral, explain the proposals and let the members make up their own minds.

Emily replied that National Council chose overwhelmingly to go with Option A, the members have spoken through the ORG and the local areas predominantly for Option A, and so Option B is something that is not supported by members on the whole.

- 9.78 In response to Peter Dixon, Andy Say said he did not believe there was an existential threat to the BMC, and in response to Lyndon Gill, he said that we know that funding can fluctuate, and that Sport England is encouraging all of its funded NGBs to become self-sufficient, and that was one of the reasons why it funded the consultation which led to the Climb Britain rebrand.

- 9.79 Jonathan White said the first time that the London & SE Area discussed Tier 1 and Tier 3 was last week, so we can't say that the membership has spoken in favour of Tier 3, because those discussions did not take place, certainly not in that Area or in other Areas he had received feedback from.

He added that the ORG process informed both proposals, because both were developed after the publication of the revised ORG report. Both proposals have a lot in common, and a lot of work has been done in recent weeks to bring them closer together. The differences have been reduced greatly, but it's been a rushed process. He estimated that he had spent 50 hours per week for the best part of three months working on it, and had struggled at times to keep up with the pace of change, so he wasn't surprised that others have struggled to follow and understand the process.

- 9.80 Mike Pinder said that if John Roberts is correct about the Tier 3 designation not being about the money, then it must be about other criteria used by Sport England to judge organisations. He was not concerned about the money which Sport England may or may not provide in the future, he was more concerned about the money the BMC now has, and that it has a structure and management which looks after the money he has put into it over the past 20 years. If Sport England judges the BMC to be a Tier 3 organisation for the quality of its governance and if Sport England is saying they won't trust Tier 1 organisations with large amounts of money, he would not be voting for Tier 1.

- 9.81 Andy Potter said it was great to see how much passion for the BMC is being shown at the meeting. He was keen to retain a member-led ethos, and pleased to see both Options talking to that point, but we do need to ensure that the BMC is fit for its current size and for the future. We do need to make a choice and he was in favour of Option A as the way forward.

- 9.82 Dave Musgrove referred to the BMC's influence at national and government level. He was concerned that Tier 1 would lose us that influence with all sorts of ancillary bodies. The BMC does a lot of good work behind the scenes, particularly on access, with contacts in government organisations. If we reduce our standing in the eyes of Sport England, he thought it could filter back to other organisations and we could lose a lot of influence that we have now.

- 9.83 Trevor Smith said a lot of the debate has been about Sport England money, which is manageable, but more important is the recognition and influence and how that affects the BMC's ability to represent us a body. If we don't have that national recognition, then we don't have that international recognition, and we don't have the support and credibility of other partner organisations and other organisations with whom we have to work to look after the hills and our sport.
- 9.84 John Booth posed the question that if Tier 1 reflects where we are now, how are we not gaining that influence, or where are we losing that influence.
- 9.85 John Roberts responded with a specific example of where influence had already been damaged. When the Mend Our Mountains launch was held in Westminster, through his work with the Department for Education, he had tried to invite Michael Gove, the current environment minister, to the launch. The response from one of the advisors was that the BMC is one of the bodies which does not currently meet the Sport England code, and therefore the consideration was lost. He challenged anyone to say that that reputation is not already damaged in government and to vote accordingly.
- 9.86 NK thanked the two Andys for their presentations, and the audience for some really good questions and a constructive debate.
- 9.87 Item 9 being a special resolution required a poll vote; voting papers were collected, and there was a 15-minute break, after which the result of the vote on item 9 was announced:

**FOR OPTION A: 6057 (92%)      FOR OPTION B: 409 (6%)**  
**FOR NEITHER A OR B: 91 (2%)      ABSTENTIONS: 327**

Option A achieved the required 75% of votes cast.

**NOTED**

## **10. Elections**

### **10a.1 Election of President**

- 10.1 Nick Kurth said he was coming to the end of his term as Vice-President and Acting President and was standing down, so a new President needed to be elected. Two candidates have been nominated: Dr Les Ainsworth and Lynn Robinson. Nick was delighted that choice is being provided in the election. Both candidates would give a five-minute address, followed by a short Q&A, and then voting, during which the candidates would leave the room.

### **10.2 Les Ainsworth address**

Les said his main involvement with the BMC had always been in the areas of access and guidebooks, but he had decided to stand for President because he had concerns about the direction of the organisational review and its polarising effect. Mistrust of the process could lead to losing some good members who have done so much for our sport, and there was even talk of disaffiliation by some clubs.

His own view stood midway between satisfying Sport England requirements and sustaining the BMC as an organisation which truly represents the views of its members, and this midway position made him ideally placed to unify the organisation. He has listened to both sides, and is not identified with pushing either of the two extremes of the argument.

He had a broad church view of the BMC, with active involvement in most of the activities we cover and a range of policy ideas in different areas. He felt that we must get back to grassroots issues, but for now would focus on two main points: bringing members together, and strengthening the members' voice.

He wanted to reassure those who had voted for Option B that their views and contributions were still valued, and he proposed to offer representations on specific Articles within the new constitution.

The Articles provide the high level rules of the BMC, but if the detailed implementation is poor, it is possible to skirt round the rules. For instance, our present structure clearly requires the National Council to seek the views of members.

During the rebrand, it was decided not to seek the members' views, and that was a costly miscalculation. He would aim to stop this abuse by mandating that if National Council decides not to take an issue to the members, it must explain why in the meeting minutes.

Members must be in the driving seat for the detailed implementation of the Articles, with clear and unbiased information, so that they can give their opinions and approve the final version.

In respect of the remaining 41 ORG recommendations, he would aim to ensure members are able to provide their views without undue pressure and with the aid of unbiased position papers that will facilitate informed decision making.

Les was surprised at how the National Council meetings had changed since he attended. The lines of communication between the Executive and National Council, and between National Council and the members both seemed to have changed for the worse. There is a perception by some members, rightly or wrongly that National Council determines policy and then tells the members, rather than representing their views.

Les said he has over a dozen proposals to improve the functioning of the National Council, which should reverse this drift from the members.

In summing up, he felt the choice was clear; members could opt for status quo or follow his vision of a more representative and transparent BMC, in which members' voices will be heard and where they can make evidence-based decisions without pressure or bias. We can then return to working together to deal with those climbing and hill walking issues which are important to all of us.

### 10.3 **Lynn Robinson address**

Lynn said that she was a current Vice-President and director of the BMC, and added that she was delighted with the result of the previous vote, being a strong supporter of Option A and the extensive consultation through the ORG which led to it.

She had over 25 years' experience of BMC volunteering in various roles including student club presidency, committee work, the role of area secretary and extensive guidebook work.

Professionally, she has had a long career in the NHS, which includes managing contracts up to £10 million, complex negotiations, partnership working and change management, leading on governance issues and organisational development, and dealing with the public, including chairing emotive meetings. She has published public inquiries of national significance, holds numerous professional qualifications, and has significant experience in public health and health promotion.

Lynn believed her skills and experience are relevant and transferrable to the role of President.

She is a very keen trekker, hill walker, scrambler, low grade soloist, extensive trad leader, aid climber, occasional sport climber, keen boulderer (including indoors and competitions), mountaineer and winter climber.

She is a friendly, approachable person, with proven experience in encouraging people to volunteer for the BMC and to give feedback on the organisation, and has represented the BMC at external events, including at Westminster.

Lynn said many people had asked why she is standing for President. She said it's because she cares passionately about the BMC, the people involved and employed, and the fantastic work they do. Hill walking and climbing have greatly enhanced her life, and she wants to give something back.

As a director, she knows the organisation in detail and will hit the ground running if elected as President.

Her three key aims as President would be: to help steer the BMC in a time of significant change and challenge, ensuring members' voices are represented and heard, and hold the Board to account in that respect; to build on the work already started as a Vice-President in improving the support and recognition for volunteers, and expanding the awards scheme for volunteers, and; to build trust in the BMC.

The BMC is a broad church of climbers, hill walkers and mountaineers, with partner organisations, and internal charities. She understood that different people need different things from the BMC, and will respect and nurture the BMC's rich heritage whilst actively engaging the organisation, members and partners to adapt to modern needs whilst respecting the environmental and risk participation ethos that the BMC has sensibly and sensitively developed.

Lynn said she would like to thank everybody who has been working incredibly hard over the last few years, both staff and volunteers in the organisation, affiliated clubs, charitable trusts and partner organisations, especially those who just quietly get on with the really important work.

This is something she had always appreciated, but as Vice-President, the scope and volume is very obvious and really impressive.

She hoped to ensure that this period of organisational change goes as smoothly as possible, so that the BMC can re-focus on the areas that the members say they care most about.

In summary, Lynn felt she was the right person with the skills, experience, personality, integrity and plans for the role of BMC President.

- 10.4 **Item 10a1. Q&A session**
- 10.5 Stefan Brellisford asked for clarification in respect of the potential result of the Presidential election and its impact on the election / re-elections of Vice-Presidents (agenda items 10a.II and 10b.II). It was confirmed that should Les Ainsworth be voted in as President, Lynn Robinson would stand for re-election as Vice-President, and John Roberts would stand for election as a Vice-President regardless of the result of the vote for President.
- 10.6 Anthony Eccles asked the candidates how they planned to reconcile differences between Option A and Option B people.
- 10.7 Lynn referred to last night's National Council meeting, which was very productive. Andy Say is also on National Council, so disparate views are already being represented. We all care about the BMC and want to work together. The various workstreams in Phase 2 will ensure broad representation of views.
- 10.8 Les said that we need to persuade Option B supporters that there is still a lot to play for, because the detailed implementation will make a difference. If there are any Articles they have difficulty with, they should be encouraged to make representations.
- 10.9 Stefan Brellisford said the earlier debate identified that more technological engagement was needed, and asked the candidates whether they were for this development, and if so, what methods they would use.
- 10.10 Lynn said she would defer to technology experts. She did attend the open forum on 15 May, and welcomed the fact that it was livestreamed and people could email questions. She uses social media (Twitter , Instagram and Facebook). We have to look at the best technology available and embrace it to improve the consultation and engagement of all the membership.
- 10.11 Les Ainsworth said there is plenty of technology which could be used, but one thing people have missed when talking about surveying the members' opinions is the incorrect assumption that good technology equals good communications. As a professional psychologist and risk analyst, he felt it wasn't just about technology but psychology too. As an example, he felt the surveys done for the ORG were lacking, and included leading questions. People's behaviour and opinions can be manipulated if you have a bad survey or bad technological solution.
- 10.12 Fiona Sanders asked both candidates what they would do in their first week as President.
- 10.13 Les said that he would arrange to meet people with knowledge of the areas of activity he's not already knowledgeable about, such as bouldering.
- 10.14 Lynn said the first thing would be a Board meeting shortly after the AGM, and added that she had already started work with partner organisations and clubs, and would want to communicate with them, as well as with members and Sport England.
- 10.15 John Roberts said to Les Ainsworth that he had talked about building bridges across the organisation and then described the ORG survey as 'pathetic', which doesn't sound like building bridges. He also asked which particular recommendations Les did in fact support.

- 10.16 Les replied that one of the rules he had learned is that you should always have an odd number of categories in a survey. The first ORG survey was a ten-point survey; it should have been nine or even better seven. Everyone agreed that the second survey was pretty bad. He wasn't blaming the ORG, but there were leading questions and a lot of bias in the surveys.
- 10.17 Roger Murray asked what the candidates would prioritise above all else during their three years as President.
- 10.18 Lynn said that she would want to ensure that in three years' time the BMC is still the national representative body for climbers, hill walkers and mountaineers.
- 10.19 Les said he would consider it a successful period if we don't lose members, since there are many talking about disaffiliating or leaving the BMC if the vote doesn't go the way they want it to.
- 10.20 Crag Jones said much of the discussion in the past twelve months has been about who does what and how. Although many of the organisation's programmes and activities can be seen as worthwhile, members do not know where they originate from, as there is no clear framework; this applies to both routine repetitive work and major initiatives. He asked how the candidates would approach conveying that information to members.
- 10.21 Les thought it wasn't so much about who originated an activity but why and what their aims were. He gave as an example one of the ORG survey questions, which asked members whether they would want to see an increase in BMC membership, and felt this question needed a more detailed explanation of how the organisation proposed to grow its membership.
- 10.22 Lynn said she would work with the BMC's communications team to develop a robust plan and strategy, and talked about social marketing, which uses different messages for different audiences. Because we are a broad church representing many elements of the sport, it's important we communicate appropriate messages to the relevant sectors.
- 10.23 Jeff Ford, chair of the Mountaineering Heritage Trust, was interested to hear the candidates' views on our rich climbing and mountaineering heritage.
- 10.24 Lynn said she was an avid collector and reader of mountain literature; she had also recently assisted in the donation of 1950s ice axe to the Trust. To enable the BMC to know where it is going, it must know where it's come from. She added she was passionate about exploration, which forms the basis of our mountain heritage.
- 10.25 Les referred to recent work by Rab Carrington and Paul Evans to develop a digital photo archive of significant images, and added that he had been working with Alan Moss, author of the bibliography of British climbing guidebooks, to collate a set of guidebooks, possibly in print and digital formats, to donate to the Trust. His own guidebook collection contains about 600 books, and there are others who have significant collections including Geoff Milburn and the late Brian Cropper, so there is potential for a really good collection.

- 10.26 Jim Gregson said it was known, but maybe not widely enough, that there are close personal links between one of the candidates and the arch troller 'Offwidth', and that he would like reassurance that the malign influence of 'Offwidth' will not have any bearing on how the presidency of the BMC will be carried out.
- 10.27 Lynn replied that she is married, is an individual member of the BMC, who has worked incredibly hard to achieve her professional qualifications and career, and she does have her own opinions.
- 10.28 John Booth said one of the key workstreams in Phase 2 will be the writing of the Memorandum of Understanding between the Board of Directors and National Council, and asked the candidates what they would like to see in it.
- 10.28 Les felt it should say how the detail of the Articles is going to be implemented in practice, describe how the Board and National Council will communicate with each other, and list what specific items will be reserved for each body.
- 10.30 Lynn said National Council had discussed it last night. She considers it provides a fall-back, which can be used by the President as a reference to ensure the Board is held to account if it waivers from the agreement which both bodies have signed.
- 10.31 NK thanked everyone for some really good questions, and asked for a show of appreciation for both candidates. Les and Lynn were asked to leave the room while voting took place. The Chair declared that he intended to split the discretionary votes given to him equally for both candidates.
- 10.32 Les was nominated by Henry Folkard and Ian Carr.  
Lynn was nominated by Rehan Siddiqui and Mina Leslie-Wujastyk.

**For Les Ainsworth: 2000**  
**For neither candidate: 50**

**For Lynn Robinson: 4168**  
**Abstentions: 652**

Lynn Robinson was duly elected as BMC President.

**NOTED**

NK thanked both candidates for standing and giving spirited performances in support of their candidacy.

**10a.ii Election of Vice-President**

- 10.33 John Roberts was asked to tell the meeting about his background, in support of his nomination for Vice-President.

John is the chief executive of a legal services company which he founded over six years ago and also works as a strategy consultant for a number of charities and companies up to £200 million at board level.

He participates in pretty much all types of climbing other than aid climbing (except when has to), having started outdoors in the Alps, then went indoors, competed and was British Army bouldering champion about 15 years ago. He has climbed all over the world since then, including in the Greater Ranges, where he has also skied.

Being a member of the ORG has given him a unique insight into the BMC and the challenges it faces. He was directly involved in the research work and drafting of the recommendations, so understands the complexity and inter-linking of the recommendations, and how to take them forward and implement them.

Having heard him speak earlier on agenda item 8, he expected that the audience would understand where his sentiments lie in terms of going forward.

John is currently the Chair of the ABC Training Trust, and will resign from that position should he be elected as Vice-President, in order to focus on the role.

John was nominated by Lynn Robinson and Fiona Sanders.

**FOR: 5891                      AGAINST: 197                      ABSTAIN: 756**

John Roberts was duly elected as a BMC Vice-President

**NOTED**

**10a.III Election of Independent Director**

10.34 Nick Kurth invited Amanda Parshall, standing for election as an Independent Director, to tell the meeting a little bit about herself.

Amanda applied for the role in October 2017 when it was advertised publicly. She grew up in Northumberland, went south for work, has spent most of her working life overseas, and came back to England last year, hopefully for good, and is living in Wiltshire.

She is not a mountaineer or climber, although she is open to giving it a try, but is a long-distance walker, and has walked extensively in the Alps and Pyrenees. Amanda also lived in Australia for ten years and spent a lot of time in hiking in Tasmania.

From a directorship perspective, Amanda is a lawyer with a lot of experience in risk management and audit in addition to a strict legal role, and also in governance and is just about to embark on a big governance project in her day job. She has a lot of leadership experience, with 18 years of sitting on executive committees, involvement with boards, management committees, looking at change management, holding people to account, and involvement in strategy. She is used to managing in diverse organisations with lots of different stakeholders.

Roger Fanner proposed, seconded by Andy Brellisford.

**FOR: 5453                      AGAINST: 177                      ABSTENTIONS: 923**

Amanda Parshall was duly elected as an Independent Director.

**NOTED**

**10b. Re-elections**

10.35 Nick Kurth said the re-elections would be taken individually, and he would like each director to give a brief report on what they have been up to in the last 12 months.

**10b.I Re-election of Emma Flaherty as Vice-President**



- 10.36 Emma went on maternity leave about a year ago, and has just returned to work. While on leave, she was able to support some competition-climbing related work, including membership of a review panel for youth squad selection. Emma also organised the annual Women's Climbing Symposium, ensuring BMC support for and involvement in the event. She is looking forward to working with Lynn in her final year as a Vice-President.
- FOR: 5013                      AGAINST: 200                      ABSTENTIONS: 1070**
- Emma Flaherty was duly re-elected as a BMC Vice-President. **NOTED**
- 10b.II **Re-election of Lynn Robinson as Vice-President**  
 10.37 Following her election as President earlier in the meeting, Lynn's re-election as Vice-President no longer needed consideration. **NOTED**
- 10b.III **Re-election of Graham Richmond as Honorary Treasurer**  
 10.38 Graham said that as Honorary Treasurer he sits on the Finance & Audit Committee, the Executive Committee and National Council, with all that entails, but basically keeping a good eye on the BMC's finances.
- FOR: 5714                      AGAINST: 62                      ABSTENTIONS: 1071**
- Graham Richmond was duly re-elected as Honorary Treasurer. **NOTED**
- 10b.IV **Re-election of Simon McCalla as Independent Director**  
 10.39 Simon said he had spent the first two-thirds of the year working as a member of the ORG, a role split with fellow Independent Director Matthew Bradbury, although in reality they ended up putting out twice as much work as they had expected. As a senior Independent Director, he has worked closely with Dave Turnbull and Nick Kurth as a sounding board, not just for those on the Executive Committee but also those with alternative views. He is looking forward to getting on and implementing Phase 2 if re-elected.
- FOR: 5591                      AGAINST:100                      ABSTENTIONS: 1147**
- Simon McCalla was duly re-elected as an Independent Director. **NOTED**
- 10b.V **Re-election of Matthew Bradbury as Independent Director**  
 10.40 Matthew said he had never had quite so busy a year in a non-executive role as he had experienced during the past year. The involvement with the ORG was a pleasure and was vital in getting us to where we are today. As Chair of the Access & Conservation Trust, he was very proud about the revitalisation of the Trust thanks to the trustees, and the progress of the Mend Our Mountains campaign during its first phase. He also reported that the he had been climbing on a couple of occasions for first time since university and got the bug again, so if nothing else the BMC had got him back into climbing.
- FOR: 5588                      AGAINST: 102                      ABSTENTIONS: 1148**
- Matthew Bradbury was duly re-elected as an Independent Director. **NOTED**
- 10b.VI **Re-election of Roger Fanner as National Council representative on Executive Committee**

- 10.41 Roger explained that the three National Council representatives were appointed at the 2017 AGM and have spent the year asking awkward questions and finding out more about how the Board works. Each representative also has individual responsibilities and Roger supports hill walking activities, which have been on hold, with the exception of Mend Our Mountains, largely because we haven't had the money. He hoped following the outcome of today's meeting, Sport England would agree to provide funding for hill walking so that we can make progress on an important initiative that we launched into a couple of years ago.
- FOR: 5596                      AGAINST: 109                      ABSTENTIONS: 1131**
- Roger Fanner was duly re-elected as a National Council representative on the Executive Committee. **NOTED**
- 10b.VII **Re-election of Rik Payne as National Council representative on Executive Committee**
- 10.42 Rik said the representatives' role is predominantly to take National Council views to the Board and act as the link between the two. In the past year the focus has been to ensure that the business of the BMC continues while looking at the ORG implementation and trying to fit that into what is going on. He was also a member of the Implementation Group and involved in writing up the Phase 2 work and developing the workstreams which will take us forward.
- Rik is also the Chair of the London & South East Area, has been a BMC representative at Clubs Committee meetings, attended Mountain Training UK council meetings, sits on the Harrison's Rocks Management Group and attends Sandstone Open Meetings, and attended the Mend Our Mountains launch and the Open Forum on 15 May. In his spare time, he has a full-time job and tries to remind his wife what he looks like every so often.
- FOR: 5606                      AGAINST: 104                      ABSTENTIONS: 1129**
- Rik Payne was duly re-elected as a National Council representative on the Executive Committee. **NOTED**
- 10b.VIII **Re-election of Will Kilner as National Council representative on Executive Committee**
- 10.43 Will said he had had various responsibilities over the last 12 months, including working with the Clubs Committee, liaising with partner organisations like Mountain Training and attending their meetings, in order to get a broad overview of activities and feed that back to the Board; the plan is to continue to do that over the next 12 months if re-elected. Will has also been involved in linking up some of what is going on in Wales with the broader ideas going on in the organisation.
- FOR: 5602                      AGAINST: 113                      ABSTENTIONS: 1125**
- Will Kilner was duly re-elected as a National Council representative on the Executive Committee. **NOTED**
- 10.44 **Honorary Membership – Mark Vallance and Rehan Siddiqui**  
Nick Kurth reported that National Council had invited Mark and Rehan to become Honorary Members of the BMC, and both had accepted.
- Sadly, Mark had subsequently passed away, and Nick advised that he had written to Jan Vallance, Mark's widow, on behalf of the BMC.

Rehan was attending today's meeting and Nick congratulated him and said it was great to see him.

Nick also reminded members that Nick Bond had passed away last summer. He had done a huge amount for the BMC and he wanted to re-affirm that our thoughts were with his with nearest and dearest.

**11. Membership subscriptions from 1 January 2019 to 31 December 2019**

- 11.1 NK advised that as a consequence of the result of the vote on agenda item 9, with Option A receiving the required percentage of votes to be passed, agenda item 11 was withdrawn.

**NOTED**

**12. Presentation to Nick Kurth**

- 12.1 As a result of electing a new President, our current Acting President and Chair of the Board and Chair of National Council is stepping down. Simon McCalla felt it was important to reflect on Nick's year and the amazing job he has done for the BMC. This time last year we weren't expecting to be in the position of needing a new President, and Nick stepped into the breach.

Simon was sure that Nick wasn't expecting the amount of work he has had to do; he has done an incredible amount, and it has been essentially a full-time job in what is a volunteer part-time role. Nick's drive, enthusiasm and energy for the BMC and its members has been astonishing, and it's not always appreciated just how much work is done as a lot of it goes unseen. What has been seen is Nick's unstinting dedication to listening, to moving the debate forward, to chairing meetings incredibly well; he has been a tremendous Acting President and we will miss him greatly.

- 12.2 Nick Kurth thanked everyone for their engagement in today's meeting. He acknowledged that there are different viewpoints, but commended the way the meeting was conducted in a positive, collegiate manner, and urged this approach for the future. He said it was important to realise how passionate people feel about the BMC, and that is indicated by the number of votes cast at this AGM, the highest in the history of the organisation.

He added that it had been a huge privilege to work as a BMC volunteer for more than 10 years, initially on access. The BMC's 500+ volunteers do a tremendous job, and it had been a fantastic time working with others on National Council and the Executive Committee and engaging with lots of other volunteers.

Nick finished by saying that the future of the BMC is about young people, and we need to make sure they are looked after. He wished those present every success with taking the BMC forward.

The meeting ended at 6.30pm.