



BMC ODG

Governance Workstream

Memorandum of Understanding

ToRs

1. Background

- 1.1. In the lead up to the changes to the Articles of Association agreed at the AGM in June 2018 (AoA 2018) there was an agreement between the National Council (NC) and members that the BMC would develop a Memorandum of Understanding (MoU) to ensure there were effective communications and processes to allow the Board and the NC to work together effectively for the benefit of all BMC members.
- 1.2. Prior to the BMC AGM 2018, the exact terms of the MoU were not defined but what was agreed and shared widely on the MoU is detailed below for information:
 - 1.2.1. The MoU will form the control by which the National Council are able to hold the Board to account when they believe the Board is acting outside the agreed Object, strategy and policies of the BMC, or the intent of the Membership.
 - 1.2.2. Phase 2 will also need to provide the methods/processes by which the Members input to strategy and vision of the BMC and through which the policies of the BMC are developed and approved.
 - 1.2.3. This Phase 2 work needs to be cooperative and inclusive to ensure any and all members are able to input their views which can be taken into account when developing the methods/processes.
 - 1.2.4. The outcome of Phase 2 may be that the MoU is the vehicle for Members' input to future strategy if there is no better method identified in Phase 2.
 - 1.2.5. The strategy and policies of the BMC will ultimately be owned by the Board and their delivery must be transparent and, wherever possible, measurable.
- 1.3. The Collins English Dictionary defines MoU 'in law' as "a document that describes the general principles of an agreement between parties, but does not amount to a substantive contract" [Wikipedia defines an MoU](#) as "*A memorandum of understanding*

(MoU) is a type of agreement between two (bilateral) or more (multilateral) parties. It expresses a convergence of will between the parties, indicating an intended common line of action". It is intended to use the principles of the second definition to ensure that the NC, in their role as members representatives, and the Board have a common purpose and 'line of action'. Where necessary it will detail the processes by which this common purpose is communicated, questioned and developed so that the Board and NC can undertake their roles and legal duties as defined in AoA 2018.

- 1.4. It is recognised that this work will be impacted by other work carried out by the Board and other ODG Workstream, such as R33, the new NC TORs and the Board TORs, and therefore regular dialogue will be necessary.
- 1.5. It is noted that the word 'policies' (para 1.2.5 above) has various interpretations. There will need to be distinction between BMC 'organisational' policy (for example where there is a clear legal or financial impact on the BMC), national policy (for example defining the overarching 'ethos' of the BMC) and local policy (for example specific local issues like the bolting of individual crags).
- 1.6. Board policy delegation is part of the Board governance section of the workstream plan (para 2.1, f), and the ODG workstream 6 (Policy) specifically aims to address the divide between organisational policy and local/area policy. The MoU will therefore not aim to define such policies but to facilitate the process by which the appropriate ownership is decided, with the intent being to devolve or delegate such policy ownership wherever appropriate.
- 1.7. Ultimately the MoU needs to work in conjunction with the Board and NC TORs to ensure that the two bodies work effectively to ensure the actions, ethics and behaviours of the BMC represents it's members needs and aspirations.

2. General Governance Workstream Principles

- 2.1. The ODG, and all its Workstreams and subgroups, will work under the general principles of:
 - 2.1.1. Transparency of operations
 - 2.1.2. Ongoing consultation and communications
 - 2.1.3. Roles to ODG and its sub groups recruited openly and transparently, on a skills basis
 - 2.1.4. Being broadly representative of the BMC membership, or relevant section

- 2.1.5. Making recommendations in line with the spirit of the ORG recommendations, as approved by the members at the AGM 2018

3. Aim and Scope

- 3.1. The aim of this working group is to develop a draft MoU that is acceptable to the two signatories (Board Chair and President; in their roles of chairs of the Board and NC) and clearly allows members to understand how the NC are able have an effective role on their behalf in influencing the Board.
- 3.2. The MoU should be an agreement on the way in which the two parties want to work, for mutual benefit, focussing on ways of cooperation and communication, rather than focusing on differences.
- 3.3. There are a number of existing, and developing, processes that define the relationship between the Board and NC. These are:
 - 3.3.1. AoA 2018, specifically
 - 3.3.1.1. Articles 11.5 and 12.2; the process by which NC may call a General Meeting
 - 3.3.1.2. Article 17.2 and Schedule 1; Reserved Matters
 - 3.3.1.3. Article 19.3.2; NC representation on the Board
 - 3.3.1.4. Article 23.14; the requirement to make available to NC redacted Board minutes
 - 3.3.2. The NC TORs and processes; under development by R33 Working Group and due before 2019 AGM.
- 3.4. The MoU is not intended to replace or supersede these processes, nor should it create conflict or ambiguity with the articles of association.
- 3.5. The MoU should accurately reflect the role of both parties, as per each party's terms of reference.
- 3.6. While the MoU must provide a framework for resolution when the standard processes don't work, it must not be overly bureaucratic, but must foster cooperative engagement which can evolve with the BMC. It should create reassurance to all parties that their interests are being addressed.
- 3.7. It is not expected that this work will result in a rewrite of any elements of AoA 2018.

4. Objectives

- 4.1. To develop an MoU and undertake sufficient consultation to meet the aim.

5. Constitution of this working group

- 5.1. The workstream will be primarily delivered by:
 - 5.1.1. Andy Syme - NC Member;
 - 5.1.2. Carl Spencer - NC Member;
 - 5.1.3. Roger Fanner - Board and NC Member;
 - 5.1.4. Jonathan White - BMC Independent Member; and
 - 5.1.5. Roger Murray - ODG Independent Member

6. Roles and Responsibilities

6.1. **ODG**

- 6.1.1. To engage with the work stream to ensure that the work carried out is in line with the overall thinking of ODG
- 6.1.2. To act as a conduit of ideas in order to inform the Board and CEO of potential issues or clarification requirements
- 6.1.3. To provide guidance and support on work carried out from other work streams or sub groups
- 6.1.4. To bring together the work of the sub groups and work streams into a coherent package of changes in order to discuss with the Board or NC as appropriate.

6.2. **Workstream Lead - Andy Syme**

- 6.2.1. To ensure that spirit of the ORG recommendations is fulfilled in the recommendations and documentations produced
- 6.2.2. To attend meetings (face to face or via skype) to work with any Working Groups, and to keep the ODG up to date on progress and next steps
- 6.2.3. Work with the Project manager to agree deadlines to meet the BMC Board, NC and area meeting schedules

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6.2.4. Work with the Project manager to produce communiques for the membership in a timely manner

6.3. **Working Group**

6.3.1. To work within their defined TORs and appropriate direction from ODG, Workstream Lead and Project Manager.

7. Timescale Considerations

7.1. The group would need to provide a report for the Area Meetings starting at the end of November 2018, on the appropriate elements of the workstream in time for submission to the AGM as well as the Feb 2019 Area Meetings.