

BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held at the BMC office Wednesday 9 January 2019.

Directors Present:	Gareth Pierce (GP)	Chair
	Lynn Robinson (LR)	President
	John Roberts (JR)	Vice President
	Graham Richmond (GR)	Honorary Treasurer
	Simon McCalla (SMc)	Senior Independent Director
	Matthew Bradbury (MB)	Independent Director
	Rik Payne (RP)	National Council Director
	Roger Fanner (RF)	National Council Director
	Will Kilner (WK)	National Council Director
	Dave Turnbull (DT)	CEO

* denotes supporting paper(s) circulated prior to meeting.

Actions

1. Welcome, apologies & declaration of interests

1.1 GP introduced himself and welcomed everyone to the meeting. Apologies were received from Amanda Parshall and Emma Flaherty. DT advised he would be taking the minutes in the absence of Kate Anwyl.

1.2 No conflicts of interests were raised.

2. Minutes of the previous meeting*

2.1 It was noted that the previous meeting had two components – the main meeting held on 17 October and a follow-up conference call held on 25 October to cover those items not addressed on the 17th.

Points of factual accuracy:

17 October: no issues raised.

25 October, Item 8.1: LR noted that Mike Watson is President of Mountaineering Scotland rather than Chair.

2.2 GP made the point that as this is an additional meeting a number of the actions points from the previous meeting remain outstanding as the target for completion is by the 11 February Board meeting.

Points noted and clarified from the 17 October meeting:

- (2.2) (2.2) External Board evaluation: It was felt this should be scheduled for Q3/4 2019 (i.e. after the AGM) to allow the new Board time to settle in and establish its working practices.
- (2.2) (2.2) Cyber Security testing: DT confirmed Alvin Foy (BMC IT Co-ordinator) has commissioned Pentestpartners to undertake external testing in February 2019.
- (6.1.1a) Sport England grant: it was noted that earlier that week Sport England had confirmed the formal grant award letter should arrive at the BMC by 18 January.

- (5.5a) Hill Walking Strategy within Strategic Plan: MB made the point that a future funding strategy should also be developed alongside the strategic planning process.
- (8.2.1) Appointments: confirmed that RP had been appointed as the BMC's representative on MTE and Mike Rosser on MTT.

2.3 Points noted and clarified from the 25 October meeting:

No issues raised.

3. Matters arising not covered elsewhere

3.1 No additional matters arising.

4. Board & constitution

4.1 Board Terms of Reference – discussion & approval*

4.1.1 It was agreed that GP would reformat the ToR taking into account the comments made. GP

4.1.2 It was agreed to amend the 5th bullet point in 1.2 – the Board's overall responsibilities – to read,

'Ensure the BMC and its subsidiaries are run in accordance with their Articles of Association and accepted good practice in the effective and efficient governance of sporting organisations.'

4.1.3 National Council Terms of Reference

The draft ToR were discussed and some minor observations were raised; LR agreed to take these to the 9 February National Council meeting. LR

4.2 Board / National Council Memorandum of Understanding*

4.2.1 RF explained the background to and purpose of the MoU, and noted that it is still an evolving document which may need further updating once the National Council and Board ToRs are finalised.

4.2.2 Item 27: JR asked if the National Council Directors are comfortable with the wording of Item 27. It was noted that the Board should ideally operate on the basis of collective decision making and responsibility. It was agreed that it would be preferable to delete the final part of the sentence in Item 27 after the word 'concur' as the items of business likely to be of interest to the Council in this context were already covered by the reference to items where Board and Council views do not concur.

4.2.3 Item 21: MB suggested amending the reference to the word, 'votes' to read, *'...the views [rather than votes] of National Council...'*

4.2.4 RF agreed to take the above points back to the MoU working group for consideration. RF

4.2.5 Appendix A: it was felt preferable that Appendix A should be decoupled from the main MoU and used as a standalone document. Action: JR to discuss the potential implications with Andy Syme, including potentially a slight expansion of Item 32 to include a brief listing of the areas of content that would most typically be covered within a report to Council. JR

4.3 Nominated Directors – discussion & approval*

- 4.3.1 The viability of identifying and interviewing suitable Nominated Director applicants in the time available (13 February deadline) was discussed in detail with the conclusion that the BMC should proceed with advertising the opportunities asap. Given recent experiences SMc stressed the importance of adhering to the letter of constitution and correct procedure in relation to the appointments.

Action points:

GP to lead on the immediate checking of current constitution and process drafting of text for the Nominated Director advertisement. GP

- 4.3.2 Investigate options for adding a provision to the AoA to enable the Board to replace a Director in any category who stands down when there is a lengthy time period until the next AGM. Action: DT to raise with Andy Syme. DT

- 4.3.3 RP raised the question of his position on the Board given that from April he will no longer be a London & South East rep on National Council (having moved away from the area). It was felt this was a matter for National Council to consider and LR agreed to raise it at the 9 February meeting. LR

4.4 Review of draft Articles of Association*

- 4.4.1 At the start of this item JR noted the potential conflict regarding the Vice President and Treasurer being present for this discussion. GR and JR were given the opportunity to express their views then left the room for the remainder of this item.

There was a general discussion about the role and future of the Vice President and Treasurer positions in the new constitution, and the pros and cons of adding a provision for co-opting a member to the Board. In summary the following points were agreed:

- 4.4.2 Co-opted members: it was agreed that such a provision should be added within the AoA to enable up to one co-opted member to be appointed for up to two years in a non-voting capacity in circumstances where specific skills or experience is needed. It was noted that liaison with Sport England would be necessary in any circumstances in which the provision was actually implemented. Agreed

- 4.4.3 Vice President(s): it was felt it was a matter for National Council to decide whether to have a Vice President(s). Action: LR to raise at the 9 February meeting. LR

- 4.4.4 Treasurer: it was agreed there should no longer be a BMC Treasurer position in the new AoA, in line with the ORG recommendation. By way of clarification, it was noted that a Board member would sit on the Finance & Audit Committee (and may chair the Committee in the future), that there would be clear communication with Council on financial matters, and that the chair of Finance/Audit, the CEO or the Chair of the Board could each potentially speak to financial reports at General Meetings. Agreed

JR and GR re-joined the meeting at this point, together with Andy Syme by phone, and the Board then reviewed the detailed list of technical queries as referred by the lawyers (WBD) and Andy Syme. Points of agreement are listed below: Agreed

	Article 1.1 – Definition of the GB Climbing Teams: it was agreed that this should read, <i>'Athletes representing Great Britain in all competitive disciplines of mountaineering'</i> .	Agreed
	4.1.2 – Objects: it was agreed to amend the sentence to read, '...develop the interests of Mountaineers' (i.e. delete the word 'British').	Agreed
	4.1.8 – Objects: it was agreed to retain the words, <i>'...and training'</i> .	Agreed
	4.1.11 – Objects: it was agreed to reword this to read, <i>'To act as the National Governing Body for competition climbing, competition ice climbing and competition ski-mountaineering'</i> .	Agreed
	7.6.2 – Directors conflicts of interest: It was agreed that the permitted causes of interest should be restricted to those situations which involve the <i>'partly or wholly owned subsidiaries'</i> of the Company, this also impacting on 7.6.3	Agreed
	9.7b – Member Acceptance & Eligibility: suggested wording agreed i.e. <i>'...the Board (either itself or through a person nominated by it)'</i> ; also agreed that this should be applied elsewhere in the AoA in contexts where delegation in this way is appropriate.	Agreed
	11.7.2a – General Meetings: agreed to leave text unchanged.	Agreed
	12.2.4, 12.4, 12.8 & 12.9 – Notice of General Meetings: agreed to leave text unchanged.	Agreed
	16.6.1 & 16.6.2 – National Council: agreed to leave text unchanged.	Agreed
	16.12 to 16.17 – National Council / Term of Office: agreed to delete text.	Agreed
	27.3 and elsewhere – reference to the Senior Management Team: agreed to remove this reference from the AoA as the BMC does not yet have a formal SMT; other contexts include 23.4.2 where the Nominations Committee role becomes restricted to appointment of CEO.	Agreed
	28 – Area Meetings: agreed to leave text unchanged at this point, noted that future amendments may be needed.	Agreed
	28.5.7 – Area Meetings / Officers & Representatives: agreed that the provision should be removed from AoA or that some mechanism should be introduced to ensure that the proposed process was not used inappropriately.	Agreed
	A set of additional suggestions contained in an aide-memoire from the Chair were not discussed and therefore would need to be considered at the next stage of the process.	
4.4.5	Action: DT to advise Andy Syme and WBD of all of the above.	DT
4.5	Outline board work plan*	
4.5.1	Not discussed due to time constraints.	
5.	Strategy & planning	
5.1	ODG	
5.1.a	Report & forward plan*	

5.1.a.1 Dave Stanley joined the meeting at this point and presented the Project Plan which shows the projected sequence of activities up to April 2020. JR noted that so far c.80% of the ODGs work had focused on Workstream 5 (Governance). DS stressed that the Plan was a best estimate based on progress to date and that it will inevitably change and evolve over time. Specific points raised were as follows:

5.1.a.2 With reference to Workstream 4, WK noted that BMC Cymru North is keen for the BMC to develop a Welsh language policy and is considering putting an enabling motion to the AGM to this effect.

The Board then discussed this specific point and formally agreed that a Welsh Language policy should be developed by the BMC. Action: DT to advise the chairs of BMC Cymru North & South.

Agreed
DT

In addition, it was noted that this is an operational matter which falls outwith the scope of work of Workstream 4 (Wales sub-group) and also that it should not need AGM approval.

5.1.a.3 JR explained that Workstream 6 (Policy) and Workstream 3 (Culture, Leadership & Management) will begin after the 2019 AGM and that Workstream 4 (Charitable Subsidiaries) is scheduled for Q3 & 4 2019.

It was noted that several of the individual lines in the Project Plan incorporated multiple ORG recommendations, DS will update the Plan in due course.

5.1.a.4 There was a discussion about how and when decisions would be made as regards the financing of Workstream recommendations given that some work (e.g. Membership Engagement) is in a much more advanced state than others. It was agreed that this needs further thought and that business-critical recommendations with financial implications may need to be considered at an early stage.

5.1.b Agreement of matters to go to the 2019 AGM

5.1.b.1 Points agreed:

- Revised AoA to be put to the AGM as a Special Resolution.
- the new Board and National Council ToRs and agreed MoU to be reported (but not requiring a resolution/vote), with the latter to be signed jointly by President and Chair at an appropriate point before / during / after the official AGM business (note: not a formal agenda item)
- ODG update to be included as part of the CEO / Annual Report agenda item; JR to deliver.

5.2 Strategic & business planning process 2019 – schedule for phases II,III & IV*

5.2.1 Not discussed in detail due to time constraints. Agreed a good idea to use the opportunity of the AGM weekend to hold a special discussion on the BMC's vision, missions and values. No objections to the CEO (in conjunction with the staff and office) developing an initial draft for discussion, to be actioned if time permits (noting that the agreed four phase timeline shows this element commencing at the end of Q1 2019).

5.3 Matters arising from Specialist Committees

5.3.1a Competitions, including relationship with the IFSC

The main issues noted in brief and agreed to defer detailed consideration to 11 February Board meeting. GP suggested that a risk register approach could be relevant for this area of work in its own right.

5.3.2b Land Management Group – Land Acquisition Policy (including disposal) wording for approval*

Policy statement agreed, being now inclusive of statements relating to disposal (as requested at previous Board meeting). Action: DT to advise the LMG.

Agreed

5.3.2c Other committees

Not discussed due to time constraints.

6. Reports & Standing Items

6.1 Finance

6.1.1a 2019 business year & budget*

GR noted that 2019 is currently showing a projected year end deficit of £97k, with deficits also in subsequent years. This includes provision for an expected sizable impact on insurance costs but does not include any ODG Workstream costs other than £5k for legal costs in relation to the review of charitable subsidiaries.

Full discussion deferred to 11 February due to time constraints.

6.1.2b ODG Operations & Finance work stream – report*

Noted, to be updated for further discussion on 11 February.

6.1.2c Subscriptions*

Alan Brown's paper was noted and GR confirmed that based on current forecasts, in order to breakeven in 2020, subscription increases of £2.50 (individual members) and £1.00 (club members) would need to go to the 2019 AGM. Further to a substantial claim (multi-million pounds) arising from a climbing accident in an affiliated club there is likely to be a £40-60k per year uplift in the annual premium for the BMC's Civil Liability insurance for members in 2019. Other anticipated new costs include the appointment of a BMC Governance & Compliance Officer. DT noted that a budget review process is taking place in the office on 15 January (involving key budget holders, GR and David Lanceley) and that this may generate some cost saving which would need to be factored in to the equation.

It was agreed that it was necessary to proceed with the recommendation for a subscriptions increase to go to the 2019 AGM. Action: DT to produce an explanatory paper for the January Area meetings (deadline 18 January), setting the proposal in the context of the value that would be provided to be members and how BMC subscriptions compare with other membership organisations.

Agreed
DT

6.2 CEO report & objectives framework*

6.2.1 Not discussed due to time constraints.

6.3 Review of Risk Register*

6.3.1 Not discussed due to time constraints.

7. Staff & Office

7.1 Staffing update

7.1.1 Noted that a Governance and Compliance post has been advertised, but no further matters discussed due to time constraints.

7.2 75th Anniversary plans

7.2.1 Not discussed due to time constraints.

8 Related Organisations

8.1 Plas y Brenin (MTT)

8.1.1 Not discussed due to time constraints.

9. AOB

9.1 No items of AOB.

10 Meeting appraisal & evaluation

10.1 It was noted that there is a very high workload within Board agendas at present, with several complex matters for which it was important to allow time to explore views within the Board. This is the second meeting in a row at which only c.50% of the agenda was discussed due to time constraints.

11. Date of next meeting

11.1 1.00pm, Monday 11 February 2019 in the BMC office.

The meeting started at 6.00pm and finished at 10.45pm.

Actions: (see below)

Summary of Actions

Item	Action	Involving	Target date
4.1.1	Reformat Board ToR taking into account the comments made.	GP	Immediate
4.1.3	Take observations re: NC ToRs to 9 Feb NC meeting.	LR	9 Feb
4.2.4	Refer Board comments to MoU sub-group.	RF	Immediate
4.2.5	Discuss decoupling of MoU and Appendix A with Andy Syme.	JR	Immediate
4.3.1	Check constitution and process for Nominated Director appointments and produce initial draft for advert.	GP	Immediate
4.3.2	Consult WBD / AS on potential addition to AoA to allow replacement of departing Directors.	DT	Immediate
4.3.3	Raise Rik Payne Director position at 9 Feb NC meeting.	LR	9 Feb

Item	Action	Involving	Target date
4.4.2	Consult WBD / AS on wording of addition to AoA to allow co-option of a Director.	DT	Immediate
4.4.3	Raise Vice President issue at 9 Feb NC meeting, advising Areas in the meantime.	LR	9 Feb
4.4.4	Present any additional AoA suggestions in a form suitable for consideration by Areas and 9 Feb NC.	GP	Immediate
4.4.5	Advise AS and WBD of agreed changes to the AoA.	DT	Immediate
5.1.a.2	Advise BMC Cymru chairs of agreement to develop Welsh Language policy.	DT	Immediate
5.3.1	Explore risk register for Competitions-related work	GP	11 Feb
5.3.2b	Advise LMG that Board has agreed revised Land acquisition Policy.	DT	Immediate
6.1.2c	Produce subs paper for Jan Area Meetings.	DT	18 Jan

The above is accepted as an accurate record of the meeting:

Signed _____ Date _____

Gareth Pierce, Chair