

## BRITISH MOUNTAINEERING COUNCIL

177-179 Burton Road  
Manchester M20 2BB

Tel: 0161 445 6111  
www.thebmc.co.uk  
email: lucy@thebmc.co.uk

### Board of Directors

Redacted minutes of the Board meeting held on Wednesday 25 September 2019 at 11.00 am.

Directors Present:	Gareth Pierce (GP)	Chair
	Lynn Robinson (LR)	President
	Matthew Bradbury (MB)	Senior Independent Director
	Amanda Parshall (AP)**	Independent Director
	Simon McCalla	Independent Director
	Roger Fanner (RF)	National Council Director
	Fiona Sanders (FS)	National Council Director
	Will Kilner (WK)	National Council Director
	Huw Jones (HJ)	Nominated Director (Finance)
	Jonathan White (JW)	Nominated Director (Clubs)
	Jonny Dry (JD)	Nominated Director (Fundraising)
	Dave Turnbull (DT)	CEO
	Kate Anwyl (KA)	Secretary

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

\*\* until minute 9.3 when AP left the meeting

### Actions

#### 1. Welcome, apologies & declaration of interests

GP welcomed everyone to the meeting. It was noted that Lucy Valerio (Company Secretary) was attending the SRA's AGM and conference on behalf of the BMC, and KA was thanked for attending in her place.

No conflicts of interest were declared.

#### 2. Minutes of the previous meeting (22 July meeting, plus board conference calls held on 17 July & 27 August)

- 2.1 There were three sets of minutes for review and approval. JW requested one addition to minute 6.3h of the 22 July 2019 meeting, being "JW stated that the structure shown is okay as a representation of what we currently have, but we also need to show what the future enhanced SLT will look like". There were no other corrections and subject to JW's amendment being made all the minutes were signed off as a true and accurate record.

The following action points were reviewed:

#### 2.2 Meeting: 17 July

2.1 – student clubs being affiliated to the BMC – JW confirmed this had been discussed by the Clubs Committee and no further action needed at this stage.

2.1 – participation statement at climbing walls – on agenda under item 12.1.

2.1 – add higher insurance premiums to risk register – DT confirmed this had been done and is covered under agenda under 10.1

2.2 – Board programme of work to include priorities – GP to complete.

2.3 – 18-26 age group 'Blue' membership – on agenda under Item 3.

3.2 – formal reporting structure between BMC and subsidiaries – GP reported this was still work in progress.

3.2 – ACT written resolution – completed.

3.3 – Directors of the Land & Property Trust and Land Holdings Limited - GP reported this was still work in progress.

4.1 – Pay policy amended – completed.

### **2.3 Meeting: 22 July**

6.1 – Strategic Plan, paper to be updated for areas and National Council – completed.

6.3a – WS8 information to membership engagement – completed and on agenda under 6.5b.

6.3e – Consider red-lines in respect to WS4 report - on agenda under 6.5d.

6.3g – Broaden review of subsidiaries – GP reported that this is underway.

6.3h – Role description for ODG Chair – completed.

7.3 – Report on IT infrastructure – systems overview document sent to SMC by Alvin Foy on 29 July unfortunately not received. Board support for consideration of outsourcing services in order to maintain effective functioning systems. DT to provide regular updates on the IT infrastructure issues.

**Action  
DT**

8.4 – develop themes arising from Board culture discussions – to be added to the November Board agenda.

8.5 – 2020 Board meeting dates – on agenda under 9.5.

9.1.1 – Risk Register – on agenda under 10.1.

10.2.1 – CEO Performance management framework – GP reported this is an ongoing item.

11.1 – webinar and information pack on 18-26 'Blue' membership for National Council – completed.

### **2.4 Meeting: 27 August**

1 – WK involvement with Board – WK apologised for his lack of presence at meetings and involvement in the BMC's work explaining that his work and family commitments had had to take priority over the past 6 months. WK then left the meeting while the Board discussed his position. LR confirmed that Will's 6-year term as National Council representative would finish in November, although his Board term is until April 2020. LR said this is a decision for National Council and that five candidates had expressed interest in Board membership at the 21 September meeting.

WK returned to the meeting.

4.1.8 – List of information provided by the Board to National Council – ongoing.

4.1.16 – Finance & Audit Committee (FAC) ToR and wider remit– on agenda under 9.4.2.

6.1.3 – Letter to GB Sport Climbing Ltd – draft completed to be sent following review by DT & LV.

6.2.3 – Review of Specialist Committees – on agenda under 9.4.1.

7.2.4 – Gary Gibson on Governance Working Group – completed.

8.1.7 – Risk Register – on agenda under 10.1

### **3. Matters arising not covered elsewhere**

- 3.1 18-26 'Blue' membership:** The Board discussed the points raised at National Council. HJ confirmed that the membership price will be £24, the age range 18-26 and that it will be run on a trial basis. It was noted that the Association of British Climbing Walls (ABC) had raised concerns (ref: paper from Rich Emerson to National Council, 21 September) about the impact of retail discounts on climbing equipment shops located in climbing walls.

After discussion GP concluded by establishing a small review group – to include HJ, GP and Dave Brown (National Council) – to work with Alex Messenger on the scheme details and issues raised by National Council; it was also agreed that the issue of retail discounts requires proactive engagement with the ABC.

**Action  
HJ & DT**

- 3.2 Supplementary note for Annual Accounts:** The Board agreed to the wording of a small amendment to the supplementary note and approved the document. GP was authorised to sign the document on behalf of the Board and the Board agreed that it should be submitted to Companies House with the accounts.

**Agreed**

### **4 National Council: 21 September – matters arising not covered elsewhere**

- 4.1** LR reported on a general feeling within National Council and the areas that members would like future meetings to refocus on climbing and hill walking issues rather than governance. RF suggested maintaining the current approach until 2020 AGM – when most of the ODG's work will be complete – and reminded the Board of the commitment to keep members informed of the work being undertaken.

- 4.2** LR noted that Dave Brown (Peak) had presented a resolution stressing the importance of the BMC's hill walking work and that Andy Syme (Yorkshire) had proposed that a facility for donations to the Mountain Heritage Trust (MHT) be added to the membership application process. MB noted that this is already in place on the membership form for ACT. The meeting agreed this was a good idea.

**Agreed**

## **5. Minutes of Committees, including matters not covered elsewhere**

### **5.1 Finance & Audit Committee**

Regarding the 2020 budgeting process, HJ reported that all budget holders had been sent a budget request template and that the bulk of these had now been completed with the exception of Marketing, Communications (including IT). Once all requests have been received the FAC and Board should have a clear picture of the level and spread of financial requests which can then be reviewed against funds available and organisational priorities.

- 5.1.1 HJ also circulated a summary graph showing the main categories and levels of budget figures requested to date; he encouraged Board members to reflect on the shape of the graph and spread of investment.

HJ agreed to share the graph and requested feedback from Board members. Further detail will be circulated in advance of the 25 November Board meeting.

**Action  
HJ**

AP and JD expressed concerns that it is very difficult for the Board to properly appraise the specialist committee structure without knowing the strategic priorities and direction of the organisation and each committee. HJ noted this point and continued that this was very much just an initial conversation starter where the board felt spending priorities should lie.

### **5.2 Nominations Committee report\***

- 5.2.1 GP confirmed that there had been email discussion amongst the Nominations Committee to progress the matters which would be discussed at items 9.1 and 9.2 below.

## **6. Strategy & financial management**

### **6.1 Strategic plan 2020-24, feedback from member consultation and NC**

- 6.1.1 DT confirmed that the updated text had been discussed at the September area meetings and by National Council. The online consultation survey had had a good response (c.1200 completed forms) and had generated much constructive feedback. The overall reaction to the mission, values, strategic themes and enablers as presented has been positive. An open invite discussion session held amongst the staff had again generated a positive response. The next phase is for DT to review all comments received and incorporate key amendments into a final draft in advance of the November / December area, National Council and Board meetings; this will include options for a new vision statement. Work on the business plan will also get underway in this period (ref: item 6.2 below).

**Action  
DT**

### **6.2 Business Plan 2020\***

- 6.2.1 Discussions took place about the content and time scale of the business plan. AP suggested three years is normal practice. It was agreed the business plan should reflect the BMC's overall financial planning timeframe which is based on 5 years. The Board requested the business plan should include KPI's, success and risk factors and specific deliverables. It was agreed to base the plan on sample template as presented i.e. using the five strategic themes and five enablers. A draft will be presented at the 25 November Board meeting, with the possibility

**Action  
DT**

of an earlier discussion through a phone meeting if there are matters relating to the Business and Financial plans that require a steer ahead of 25 November.

### **6.3 Financial planning – progress update**

6.3.1 Refer to item 5.1 above.

### **6.4 Procurement policy for agreement\***

6.4.1 JD pointed out that the document did not allow for a regular tendering process of current suppliers. JW asked if we require a modern slavery policy and AP asked about other supplier due diligence questions, such as sanctions. RF enquired about the process in the event of the policy being challenged and also asked for its implications to be costed out. FS suggested that Directors should be referred to under section D, d. DT to ask Alan Brown to consider the cost implications and to produce an amended document for 25 November

**Action  
DT**

### **6.5a ODG progress update**

6.5a.1 FS gave an overview of the work and noted that she is working with Dave Stanley on a communication plan. FS added that she hoped the ODG chair role can cease at the June 2020 AGM, with any outstanding work at that date to be overseen by the Board and executive.

6.5a.2 FS is developing a process to track actions once papers have been agreed at Board / National Council / AGM. Deliverable actions will then pass to Board and staff members after the June 2020 AGM. FS also confirmed that a plan for National Council and Board is being developed to provide updates from the various workstreams. The Board supported this approach.

6.5a.3 FS confirmed that Mike Spooner is now the Chair of the Clubs Phase 2 work and that the R33 ToR requires updating and sign-off by the Board via email. FS is working on the basis that Dave Stanley's contract will finish on 31 October 2019 and that administrative support will be provided by other BMC staff from then on.

6.5b WS8, Membership engagement update: FS confirmed this work is now the subject of monthly staff meetings and is being actively taken forward.

6.5c WS7, Partnership / Clubs update: Rob Bishop (new Partnerships Manager) was introduced to the Board and he explained his overall role and how this relates to the Partners Assembly.

6.5d WS4, Competitions update: RF referred to his paper and noted his concerns regarding the potential implications of the Competitions Group recommendations on the BMC's relationship with the ABC. It was agreed that the BMC should engage with the ABC at a high level (Director / CEO) in order to improve understanding between the two organisations and potentially agree a MoU. Action: DT to follow-up with ABC with support from WK and others as necessary, including GP if ABC wish to involve their chair.

**Action  
DT**

6.5e WS4, BMC Cymru update: WK summarised the four options under consideration for a new structure for the BMC in Wales and acknowledged the support of Neal Hockley in compiling the most recent discussion paper and GP in undertaking research. The Working Group aims to carry out further financial analysis of the options before a

**Action**

condensed paper will be submitted to the November Board meeting and will consider the appropriate timing of a members' survey.

**WK**

- 6.5f WS3, Culture, Leadership & Management: The Senior Leadership Team (SLT) is getting to grips with its new role and function as defined in its' ToR. DT reported on a very constructive ½ day training session held earlier in September with Rod Findlay (Integrity Director at British Cycling), also referred to in a summary email circulated to Board members after this session. It was noted that the current structure does not reflect the ORG's recommendation which was to have an enhanced senior staff team with strengthened finance and operations and commercial staff. MB felt there remained a case for creating part time roles for Financial Director and an Operational/Commercial Director. JW stated that the Board meeting in July had agreed the structure shown only as an interim starting point, and the plan for the new enhance structure was also needed. He felt that the current Board structure which had been implemented could only work once an enhanced SLT was in place. KA felt it would be beneficial to identify the needs of the current SMT in terms to leadership training, coaching and mentoring support.

## **7. Operational delivery & policy**

### **7.1 CEO report\***

- 7.1.1 DT gave a verbal summary of his written report. DT provided an update on staffing and reported on a very constructive meeting with UK Sport on 20 September to discuss the 2021-24 grant process.

### **7.2 Matters arising from Specialist Committees\***

- 7.2.1 BMC Climate Emergency Declaration: The proposal for the BMC to make a climate emergency declaration was discussed; this had originated in the Lakes Area and had been reviewed by the Access Management Group. SMC agreed it was a very important issue but urged caution not to over-commit the BMC to policies it is unable to deliver, e.g. in relation to members' use of air travel.

AP questioned whether the BMC needs to make both a public statement and a declaration of its policies in the context of ensuring that the statements made needed to be a correct reflection and could be supported.

After discussion the Board agreed to support the first two paragraphs of the statement and to replace the bullet points with a text to the effect that, 'we are committed to building sustainability into our strategic planning process'.

**Action  
DT**

GP noted that the Board must give final clearance to the document once the above changes have been made.

### **7.3 Adult Safeguarding Policy – for approval\***

- 7.3.1 The Board approved the policy subject to grammatical corrections and the replacement of staff specific email addresses with a generic BMC email address. Action: DT to advise Nick Colton to amend and publish.

**Action  
DT**

## **8. Subsidiaries & Trusts**

### **8.1 Mountain Heritage Trust\***

8.1.1 LV provided an update paper in her absence. It was noted that the Board had received a letter from the MHT Chair requesting additional financial support; the Board noted its concern about MHT's financial situation with their current funds due to run out in August 2020. In particular the Board noted its responsibilities as a corporate director of MHT. GP felt that this should be taken into consideration as part of the BMC's financial planning process and the Board agreed that a proactive approach was needed in relation to MHT.

**Action  
HJ**

**Agreed**

### **8.2 Access & Conservation Trust**

8.2.1 MB reported that ACT had paid over £800k to the Mend our Mountains (MoM) project to date and that £20k was yet to be allocated. A financial review of MoM had been undertaken and the MoM brand remains very important to the BMC and ACT.

8.2.2 MB went on to report that ACT has recently taken on some excellent new trustees and that a strategy day had been held in August to help ACT map out a plan for taking forward its activities. ACT's Articles of Association and objectives will also be reviewed in the context of the BMC's 2020-2024 strategic plan.

### **8.3 Land & Property Trust and Land Holdings Limited**

8.3.1 LV's paper was referred to and it was noted that the subsidiaries working group is currently investigating the option of merging LPT and LHL.

### **8.4 Mountain Training Trust (PyB)**

8.4.1 JW advised that he, GP and HJ had held an informal meeting immediately after the July Board meeting with Mike Rosser as the BMC's appointed director of MTT, and directors of the other founding partners – MTE and MTUKI. Those present were aligned on the immediate concerns for MTT:

- MTT was created to operate the National Outdoor Centre as a centre of excellence and deliver the highest quality of training.
- That PyB is the only centre in England and Wales that is accredited to deliver the MIC qualification, and therefore alongside Glenmore Lodge and Tollymore, underpins all other mountain training qualifications delivered nationally. Recently this does not appear to have been given corresponding prominence.
- It was noted that discussions are on-going in relation to the pensions liability
- Although there had been clear work done on new logos and signage, there appeared to be a very significant backlog of maintenance at PyB – for which MTT may be responsible. Informal estimates indicated that the backlog could now well exceed £1m, and this included wooden window and door frames, and metal handrails and fire escapes. It was confirmed that the ski slope had been closed with the agreement of SE because of its degradation, but the liability for removal and any reinstatement was unclear, as was any potential for impact on the river in the interim.

8.4.2 The Board received the summary report from Mike Rosser (BMC rep on MTT Board). JW noted that neither the defects liability nor the pension

debt had been referred to and felt the BMC should establish what MTT's plans were to deal with a very large potential debt and cost of the required building maintenance works.

- 8.4.2 WK highlighted the construction problems encountered with the new climbing wall installation at PyB; remedial work had to be undertaken with respect to sub-standard welding carried out by Walltopia.

GP noted that he would be attending the MTT AGM on 23 October and hoped to discuss some of these concerns. The Board requested ongoing dialogue with Mike Rosser to ensure that the concerns of the founding partners were reported on.

## **9 Governance**

### **9.1 Updated skills matrix\***

- 9.1.1 SMc highlighted the point that there are no current Board members who are high profile climbers / mountaineers and felt that having someone with strong credentials would be beneficial. WK felt that perception of the Board is important and that membership needs to feel they are truly represented. LR & RF felt that specific director skills are equally important.

### **9.2 Independent Director appointment process**

- 9.2.1 Based on the current skills matrix it was agreed that the Board required a new director with strong IT, Audit or Risk and experience, with IT to be prioritised amongst these. If the individual is a high-profile climber / mountaineer then all the better. The Board discussed the time commitment and that the expectations needed to be made clear. GP noted the role needs a strategic thinker and is a non-executive position.

- 9.2.2 Action: GP & LV to re-draft the job specification and circulate to the Board as soon as possible.

**Action  
GP & LV**

### **9.3 Governance Working Group (GWG) progress report\***

- 9.3.1 JW gave an update on the progress of the group and requested the Board agreed its ToR. This was agreed.

**Agreed**

### **9.4 Board committees and other committees**

- 9.4.1 Committee structure for the BMC\*: GP noted his concerns that the Board does not have an effective committee structure to support all of its functions. His paper suggested removing Audit from the current Finance & Audit Committee to set up an Audit & Assurance Committee and setting up a Governance & Nominations Committee. Discussions also took place about how specialist committee work would link in with the strategic plan, noting the definitions suggested in Andy Syme's paper and the range of director roles identified within JW's paper. JD felt the portfolio idea was interesting.

**Action  
GP & JW**

It was agreed that GP should discuss this further with JW and Andy Syme and provide a report that draws together the strands of thinking.

- 9.4.2 FAC ToR\*: It was agreed that 2.1 should remain but item 6.1 be removed as it contradicts 2.1. HJ to discuss with Alan Brown.

**Action  
HJ**



- 9.4.3 Youth Club affiliation category\*: JW summarised the proposal to establish this new category of club membership, stressing it was for under 18's only and that it had been supported by National Council on 21 September. The Board agreed the paper. **Agreed**
- HJ agreed to review all membership packages. **Action: HJ**
- 9.5 Board calendar for 2020, include confirmation of dates\***
- 9.5.1 The following dates were agreed by the Board for 2020
- Wed 29 Jan  
Wed 01 Apr  
Wed 15 Jul  
Wed 30 Sep  
Wed 25 Nov
- It was also suggested that a post-AGM meeting in late June might also be useful, to include AGM review, Board induction and strategy day, unless these could be attached to the 15 July meeting.
- 10 Risk Management**
- 10.1 Review of risk register\***
- 10.1.1 The risk register was briefly discussed but due to time constraints it was agreed that sign-off would be done via conference call.
- 11. Human resources**
- 11.1 Staffing update:** covered under Item 7.1 – CEO report.
- 11.2 CEO objectives framework and appraisal:** referred to November meeting.
- 12. AOB**
- 12.1 **Consideration of participation statement:** Referred to November meeting.
- 12.2 **Fundraising discussion paper\*:** Very limited time for discussion. GP noted that this is an important matter which merits discussion via conference call. **Action KA / LV**
- 13 Information item: UK Sport meeting for Chairs**
- 13.1 GP provided a brief update on this meeting which had three main items: update on the government department's progress with plans anticipating a "no-deal" Brexit'; update on UK Sport's strategic planning process (see also 7.1.1 above); and some reflections on lottery funding and risks arising from the relative increase in popularity of scratch-card variants and lotteries that are outwith the mainstream.
- 14 Core communication to National Council**
- 14.1 This would be drafted by GP following preparation of the minutes. **Action GP**

**15 Meeting appraisal & evaluation**

15.1 There was a request to produce papers in a timely manner and centrally via Teamwork

**16 Dates & times of next meeting**

16.1 The next meeting is scheduled for Monday 25 November starting at 1.00pm.

Item	Action	Involving	Target date
2.2	(2.2) Board programme of work to include priorities	GP	ongoing
2.2	(3.2) formal reporting structure between BMC and subsidiaries  (3.3) Directors of LPT & LHL	GP	ongoing
2.3	(6.3g) Broaden review of subsidiaries	GP	underway
2.3	(7.3) Provide regular IT updates at Board meetings	DT	ASAP
2.3	(8.4) develop themes arising from Board culture discussions to be added to Nov agenda	LV	25-Nov
2.3	(10.2.1) CEO performance management framework	GP	ongoing
3.1	Blue membership – establish a review group to include Alex Messenger, HJ, GP and Dave Brown	HJ & DT	ASAP
5.1.1	Share electronic copy of financial summary graph to Board	HJ	ASAP
6.1.1	Strategic Plan 2020 – 24 final draft in advance of Nov/Dec 2019 meetings (area meetings start 11 Nov)	DT	25-Nov
6.1.1	Business Plan to get underway	DT	25-Nov
6.4.1	Procurement policy to be amended and cost analysis undertaken by Alan Brown	DT	25-Nov
6.5d	Engage with ABC	DT	ASAP
6.5e	Condensed BMC Cymru paper	WK	25-Nov
7.2.1	Amend Climate Emergency Declaration; Board to review final version	DT	ASAP
7.3.1	Adult Safeguarding document to be proof-read and published.	DT	ASAP
8.1.1	MHT financial planning	HJ	ASAP
9.2.2	Redraft ID job description; Board to approve final version	LV/GP	ASAP
9.4.1	Committee structure for BMC – further discussions required	GP/JW	Ongoing
9.4.2	FAC ToR to be amended	HJ	ASAP
9.4.3	HJ to review all membership packages	HJ	Immediate
12.2	Arrange conference call for those items not discussed due to time constraints	LV/KA	ASAP
14.1	Prepare core communication for Council	GP	ASAP

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

Signed \_\_\_\_\_ Date \_\_\_\_\_

**Gareth Pierce, Chair**