

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 Monday 25 November 2019 at 1.00 pm.

Directors Present:	Gareth Pierce (GP)	Chair
	Lynn Robinson (LR)	President
	Matthew Bradbury (MB)	Senior Independent Director
	Amanda Parshall (AP)	Independent Director
	Paul Drew (PD)**	Independent 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
	Lucy Valerio (LV)	Company Secretary

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

** joined the meeting at minute 4.2/9.2 following his appointment

Actions

1. Welcome, apologies & declaration of interests

GP welcomed everyone to the meeting. MB declared a conflict of interest in respect of matters to do with access and conservation because of his position with ACT.

4.2 and 9.2 Nominations Committee Report and Independent Director Appointment

GP noted that the meeting would deal with these two points first. He referred to an email he had sent to the Board as chair of NomCom, which summarised the process NomCom underwent and recommended the appointment of PD as Independent Director.

GP asked if any directors had any questions about the recommendation or appointment.

The meeting discussed the issue of diversity on the Board and whether this is something NomCom should be looking at. It was noted that all candidates' details were anonymised before being sent to NomCom, but that in respect of this position no female candidates applied. It was noted that the advert was placed on a wide range of platforms, and so the wording of future adverts should be looked at to encourage more female candidates.

Action:
GP /
NomCom

The meeting then discussed the independence aspect, as it noted PD was involved in the Climbers' Club and what would the perception of the members be about his independence. The meeting felt it was potentially more of an issue for the Climbers' Club as PD fell within the Sport England definition of independent. JW noted that there might be some matters on which PD could speak but not be able to vote if there is a conflict of interest in relation to clubs.

The meeting then voted on the recommendation – JW and FS abstained, all other Board members approved the appointment.

The Board agreed to appoint PD as Independent Director from 25 November 2019 and instructed LV as Company Secretary to complete the necessary filings.

Agreed

PD was then invited to join the rest of the meeting.

**Action:
LV**

2. Minutes of the previous meeting (25 September 2019)*

2.1 GP asked if there were any amendments to be made to the minutes. JW noted some corrections:

Minute 6.5f – he noted that there appeared to be some confusion over what had been said at the September meeting about the July meeting. He had raised a correction to the July minutes, clarifying that although the staffing plan had been accepted as a snapshot at that point in time, a plan for transforming the SMT into an SLT was now needed.

Minute 8.4 – he stated that he had reported that he, GP and HJ had met with the BMC's appointed director of MTT and directors of other founders/shareholders on 22nd July, the main agreements from that meeting had been outlined at the September meeting and should be in the September minutes.

**Action:
JW**

It was agreed JW would provide some wording to LV for the minutes to be amended.

Minute 9.4.3 – FS thought HJ had agreed to review all membership packages. HJ noted he was happy to do so. LV to amend the minutes.

**Action:
LV**

Minute 5.1.1 – LV noted that JD had sent in some comments to amend this, she would add these to an amended set of minutes.

It was agreed LV would prepare an amended set of minutes and send these to the Board for approval.

The following action points were reviewed:

2.2 2.2 – Board programme of work to include priorities – still ongoing.

2.2 – Formal reporting structure between BMC and subsidiaries, and directors of LPT and LHL – still ongoing.

2.3 – Broaden review of subsidiaries – done.

2.3 – Provide regular IT updates at Board meetings – done, DT included this in his CEO report.

2.3 – Develop themes arising from Board culture discussions to be added to Nov agenda – not done, but item to be retained for future meetings.

**Action:
LV**

2.3 – CEO performance management framework – the agreed related actions completed.

3.1 – Establish a review group for Blue membership to include Alex Messenger, HJ, GP and Dave Brown – done.

5.1.1 – Share electronic copy of financial summary graph to Board – completed.

6.1.1 – final draft of Strategic Plan 2020-24 to be prepared prior to area meetings in Nov – completed.

6.1.1 – Business Plan to get underway – initiation completed, with need for further work to be aligned with financial plan.

**Action:
HJ**

6.4.1 – Procurement policy to be amended and cost analysis undertaken by Alan Brown – still to be completed.

**Action:
DT**

6.5 – Engage with ABC – ongoing, DT attended a recent ABC Board meeting.

6.5e – Condensed BMC Cymru paper – ongoing.

7.2.1 – Amend Climate Emergency Declaration for Board to review on 25 November – completed (see minute 5 of these minutes).

**Action:
HJ**

7.3.1 – Adult Safeguarding document to be proof-read and published – completed.

8.1.1 – MHT financial planning – ongoing.

9.2.2 – Redraft ID job description, Board to approve final version – completed.

9.4.1 – Committee structure for BMC – ongoing.

9.4.2 – FAC ToR to be amended – completed.

12.2 – Arrange conference call for items not discussed due to time constraints – not done.

14.1 – Prepare core communication for Council – completed.

3. Matters arising not covered elsewhere

3.1 'Blue' membership*

GP referred to the paper prepared on the basis that National Council had asked the Board to sign off on the financial risks of Blue membership.

FS felt there was a risk of Blue being rolled out and members perceiving an insufficient focus on hill walkers. The meeting discussed this point and MB agreed there needed to be more focus on hill walking. The meeting agreed care was needed not to alienate hill walkers.

JD suggested indoor climbing be treated as a priority due to the Olympics and so Blue be implemented, with a strong message sent to all members that further packages are following for other aspects of the BMC membership. He felt there were advantages to staggering the implementation of packages for different aspects of the BMC's membership.

DT noted there are two essential strategic themes in the BMC at present i.e. work related to access, environment and climate change and work focused around the structure of competition climbing (GB Climbing) and the 2020 Olympics. The former is as relevant to hill walkers as it is to

climbers. JW noted that the development of Blue appeared to have been on hold pending Board / National Council agreement.

AP raised the point about the proposed 10% discount with Cotswold as this is lower than the 15% given to 'full' BMC members and asked if there was a contract in place regarding this and whether Cotswold is in agreement with the reduced discount.

GP asked about the financials, including whether the figures are now correct and agreed – the £2,800 loss in Year 1, but £27,000 profit in Year 2, noting that these are less favourable than the assumptions within the financial plan.

It was agreed that:

- GP would amend the paper to reflect the discussion of risks, so that this could be forwarded to Council
- Alex Messenger would be asked to ensure that Cotswold is in agreement with the 10% discount for Blue members. *PMN – Cotswold confirmed on 26 November that the 10% discount figure is acceptable*

**Action:
GP**

**Action:
AM**

The Board then agreed that it has a mandate to go ahead with the implementation of Blue membership, provided that National Council agrees that risks have been reviewed as requested.

Agreed

3.2 Supplementary note for Annual Accounts

GP noted there had been some difficulties filing the supplementary note at Companies House, not least because Companies House had not received one set of amended accounts sent to them on 19 October 2019. LV noted that she had emailed Companies House asking them to provide the exact steps required, she had then followed those steps and filed the supplementary and amended accounts on 19 November 2019 – this was yet to appear on the BMC's filing history.

GP agreed to provide a paper to the Board if the latest filing was unsuccessful to set out the steps taken. *PMN – the amended accounts and supplementary note have been accepted for filing by Companies House and are now on the BMC's filing history.*

**Actions:
GP**

MB raised a point about Board agendas and how it would be helpful if they stated which items were for information only, and which required decisions. Items requiring a decision should be first on the agenda.

Agreed

WK also asked how AOB items are dealt with.

4 Minutes of Committees, including matters not covered elsewhere

4.1 FAC meeting of 21 October 2019 and ToR*

4.1.1 HJ gave a summary of the last FAC meeting which had largely been spent discussing the Financial Conduct Authority (FCA) decision to categorise the BMC as a 'core' firm under the incoming Senior Manager & Certification Regime (SMCR), and not as a 'limited scope' firm, and that this was to do with the loan policies the BMC had in place. He explained the two policies – a club loan policy (for hut repair / develop projects) and a small loan scheme to support guidebook production. The former had no take-up over the years and the latter had been used four or five times over the past 15 years.

The FAC had agreed that the club loan scheme would need to be revoked in order that the BMC would be a 'limited scope' firm. He stated that the requirements to be compliant with the FCA as a 'core' firm are onerous and that the BMC does not have the resources to implement such requirements.

GP asked the Board if they had any concerns in revoking the policy. AP noted that this would help with the SMCR issue, but that the BMC should also look at the Consumer Credit Act. She also asked if there were any loans in place at present.

HJ replied that there is one outstanding loan in respect of the Glen Brittle Memorial Hut. It was agreed that HJ, AP and LV would discuss this further with regard to the Consumer Credit Act.

Action:
HJ, AP,
LV

The meeting discussed the impact of not having the loan policies and agreed that there were ways of still helping with guidebook publications or clubs without loans being given. The Board agreed to revoke the policies on loans.

Agreed

4.1.2 The meeting then discussed the FAC's ToR and noted the following:

- There needed to be a term of office included.
- The proposed deletion of a National Council representative forming part of the quorum should be for National Council to decide – LR noted that this is on the agenda for National Council on 7 December.
- The words might/shall should be amended to will.
- It should be made clear that these are interim ToR.

The meeting agreed that the ToR should be amended as above and returned to the FAC.

Agreed
Action:
LV

4.2 See minute above.

5. **Climate Emergency Declaration***

5.1 Dr Catherine Flitcroft (CF) joined the meeting for this item.

GP set out the background and the reason for the paper prepared by CF and Andy Tickle, that there had been some nervousness on the Board's part in making such a declaration without being clearer regarding implications for the organisation and for members.

CF hoped that the paper had addressed some concerns and made the following points:

- This is a big issue amongst the membership and the BMC cannot afford not to do something.
- The intention is not to guilt trip members, but inspire them and for the BMC to lead the way on this crucial matter.
- We should not be scared of scrutiny if such a declaration is made; the BMC is a sector leader on this issue amongst sporting bodies.
- The four bullet points the Board has concerns about should remain, particularly as the BMC office is already actioning them.
- The BMC should not hold back because it sells travel insurance but acknowledge the fact and use our influence to help members think about how they travel.

- The BMC Climate Project had a soft launch at Kendal. This involves members contributing to the cost of purchasing a square metre of peat bog and supporting Moors for the Future.

LR stated that she was fully supportive of the declaration and noted the UIAA had recently unanimously approved a motion from the German Alpine Club, DAV on this subject.

JW noted that the Clubs Committee and Huts Groups were also supportive of this, and in fact they have ideas they want to share to help with this. He felt it important that it was not seen as the Board 'imposing' matters on members/clubs but that ideas on how to tackle this issue were being fed up to the Board.

DT noted that The Climate Project had generated a lot of interest at Kendal, and that we have expert in house expertise on the subject via CF's background (PhD on peat bogs and former employee of Moors for the Future).

- 5.2 The meeting asked CF if the cost of the BMC office becoming carbon neutral is £2,500 or if this is a conservative estimate. CF confirmed that is the cost.

MB said the declaration is a statement of intent, it allows the BMC to understand its impact and it can then join established programmes to help lessen the impact. These established programmes will allow the BMC to make a start and for its progress to be audited.

The meeting discussed the fact that the declaration should not refer to a recognised offsetting scheme (bullet point 1 second line) and should not make claims that cannot be backed up.

Following discussion CF suggested amending the declaration:

- bullet point 1 – recognised offsetting scheme to “credible and recognised climate change project”.
- bullet point 3 – the words “climbers, walkers and” be added after UK-based.

Action:
CF

The Board agreed to support the declaration with the amendments noted above. Amended declaration to go to National Council on 7 December and if approved to be published on the BMC's website.

Agreed

The meeting asked if it was possible to have a way of indicating liking or disliking the Climate Project or signing up to it so that there was some way of measuring the support for it. CF agreed to investigate this option.

Action:
CF

6. Strategy & financial management

6.1 Strategic plan 2020-24, final draft for review*

Not discussed due to time constraints, to be discussed at a conference call.

6.2 Organisational Development Group 6.2a Progress Update*

FS gave a brief update and noted that there had been an issue in respect of fitting meetings in line with Board meetings. She asked the Board to approve the new ToR for the ODG – approved.

Agreed

FS asked for approval of the new ToR for the Governance Workstream Sub-Group R33 – approved.

Agreed

FS reported that following a conversation with DT it was felt that the best person to chair Workstream 5 in respect of amendments required to the Articles was LV, and that she will be supported by a small group of individuals able to provide comment on proposed amendments and supply reasons as to intent behind the current Articles. The Board agreed with this principle.

Agreed

FS asked if there was any Board member present happy to sit on the support group? AP stated she was happy to do this.

JW noted that it would be sensible for the group to keep JW, FS and Andy Syme in the loop.

FS reported that apart from the digital strategy, Workstreams 1 and 2 were to move from FS to DT as they were largely operational matters. FS asked PD if he could take up the lead on the digital strategy, PD asked for further details.

**Action:
FS/DT**

LR noted that she had not had the opportunity to read the papers in full so was unable to agree to the detail but was happy in principle.

6.2b WS4 – Competitions update*

6.2.b (i) GP noted that Rab Carrington (RC) would be joining the meeting to take questions on the recommendation to set up a ring-fenced department within the BMC. He added that from an accountability point of view and the holistic nature of being an NGB that most sports had shied away from creating a separate entity and he gave the example of Badminton England.

The following questions were identified for exploration with RC:

- DT – why has the competition group arrived at the conclusion it has?
- JW – is the recommendation just the first step in a direction of travel?
- MB – the recommendation needs unpacking as it is different to the ORG recommendation.

6.2.b (ii) RC joined the meeting. GP told him there was no need to present the paper, but the Board had numerous questions.

GP asked what the rationale was behind the recommendation. RC replied that part of the reason was because the group was divided in respect of an internal department, but that a staged approach i.e. setting up a ring-fenced department first and monitoring it to determine its success, received unanimous support. The group felt that checks and balances were needed and the ability for the Board to change the structure if it was not working.

GP sought clarification that the department would be self-standing but still connected to the BMC.

RC confirmed this, noting that the department would still legally be part of the BMC. There would be a reporting structure in place as RC made it clear it was not expected the Board would be making all the decisions required. JW noted the Board should empower the department to proceed with its work.

RC emphasised that change in respect of competition climbing is needed. He gave the example of Shauna Coxsey who despite having taken part in BMC competitions since she was young, has only limited involvement with the BMC.

- 6.2.b (iii) FS asked about the financing of the department as she felt some members would be concerned that their subscriptions would be financing it.

RC felt that the total cost of total competitions to the BMC remains a little unclear but recognised there would be a need for transparency of finances. He added that external funding is possible.

FS asked if an internal department is ring-fenced enough to get commercial funding from third parties. DT noted that Rocket Sports had advised that this makes no difference to potential sponsors.

GP noted that a department would be preferable to the Sports Councils, particularly from the accountability perspective and the holistic links to the rest of the BMC's work, but Option 3 – a joint subsidiary – could be the alternative solution of it would lead to securing funding from the climbing wall sector and Mountaineering Scotland.

RC noted that a joint subsidiary would be unlikely to attract money from Mountaineering Scotland as they are already a very lean organisation and the money they receive from Sport Scotland has to be accounted for. WK suggested ABC does not have a lot of money to invest in a joint subsidiary; RC noted that ABCTT does however have funds.

- 6.2.b (iv) AP asked how the proposed Performance Management Group (PMG) would work and where would it sit; would it be advisory?

GP suggested that it would be a management committee with delegated authority from the Board.

LR noted that in respect of competitions and the department, it was not just to look at medal contenders at the top of the pyramid, but to look at it all from the bottom up including the grassroots of competition climbing. She added that a lot of work had already gone into competitions, which had resulted in positive changes.

RC stated that a department would mean the BMC could influence and change competition climbing all the way down to grass roots.

GP asked if any stakeholders were asking for a separate entity because they wanted control over the direction taken in relation to staffing issues. RC replied the group had not considered this question and that this was not an issue of concern for stakeholders: he felt that competitions need additional junior administration support.

RC left the meeting at this point.

- 6.2.b (v) The Board generally agreed that the internal department should be reviewed in any event.

The Board agreed that Option 3 – a joint subsidiary – should be rejected.

Agreed

- 6.2.b (vi) AP referred back to her question about the PMG as she was concerned about representatives from external organisations directing BMC staff.

GP noted that he has seen Option 1 work very well in a different sector where an internal management structure was set up. DT felt an internal department could be made to work well and noted that this was the normal structure used across the sports organisations.

MB had some concerns about the governance of the PMG and the impact on the delegated authority from the Board, as there is not a good track record within the BMC in this respect. Option 2 – a wholly-owned subsidiary would be a more ring-fencing entity.

The meeting discussed the possibility of Option 2 and how this might assist in terms of those members who believe no money should be spent on competitions and those who believe more money should be spent. DT noted that for some reason the competitions group had ruled out Option 2 some months ago and suggested RC should be asked why it had reached this conclusion.

GP asked for a vote in respect of Option 1 and Option 2. The votes were evenly split, and so RC was asked back to the meeting.

6.2.b (vii) GP asked if there was a rationale for disregarding Option 2. RC replied that only one person in the group had been happy with this option and that the general feeling had been that it would not work. He added that the advantage would be that responsibility for the subsidiary would rest with the board of the subsidiary, but that as a BMC wholly-owned entity the reputational issues would remain with the BMC. So, if it were to fail, the reputational damage would be to the BMC. The group also saw no reason to go for Option 2 if the same results can be achieved with Option 1. He noted that one of the key ORG recommendations was that the BMC should remain the umbrella body for the sport.

RC left the meeting at this point.

6.2.b (viii) The meeting discussed Options 1 and 2. GP noted that to his knowledge all other NGB's had opted for an internal department. HJ noted that it would be substantially easier to start with Option 1 and then move to 2 if needed, than to start with Option 2 then move to Option 1.

The meeting discussed the possibility of moving forward with Option 1 but treating it in all respects as if it was a subsidiary, with reviews being carried out quarterly. GP suggested that if this was agreeable, it could be set up in terms of finances from 1 January 2020.

The Board voted and agreed unanimously for Option 1 – an internal department to be treated as if it were a subsidiary in terms of arrangements and protocols within the BMC.

Agreed

RC returned to the meeting and was informed of the decision. GP thanked RC for attending and for chairing the working group. He left the meeting at this point.

6.2.b (ix) The Board then discussed the implementation of the competitions department. The following were agreed:

Actions:

- The financial starting point will be 1 January 2020.
- 1 April 2020 to be the date the department should be up and running.
- DT to prepare an implementation plan to show how get to the internal department from 1 January 2020 to 1 April 2020 and to

**Alan
Brown**

DT

send this to the Board before the 7 December National Council meeting.

LV
DT

- Draft ToR to be prepared for the PMG in January.
- Staff involved in competitions to be told after the meeting of the decision on a confidential basis for now.
- Budget for the department to be prepared.
- National Council to be informed on 7 December.

HJ

6.2c **WS4 BMC Cymru – update**

WK stated that this work is ongoing and he is scheduled to speak to LV about it on 26 November.

6.2d **WS4 Subsidiaries – update**

LV noted that draft articles of association had been prepared for MHT and LPT and comments are awaited from their respective boards.

6.2e **National Council reconstitution and ways of working***

FS noted that the paper is mainly for information and asked if the Board had any questions. The meeting felt this was very much for National Council to take forward but noted that Board members would no longer be observers so would not have to attend meetings. This will be clearer after the next National Council meeting.

6.2f **WS3 Senior Management Team**

Not discussed due to time constraints.

6.3 **Review of 2020 budget and business priorities***

6.3.1 GP stated that he had prepared some slides, but to save time in setting these up proceeded to read out the three underpinning priorities for 2020:

- an aim to break even
- to respect the five strategic themes and prioritise deliverables, with some being deferred to 2021
- for the Board to sign off the budget as soon as is feasible.

He continued that the latest budget plan shows a £10k surplus, but recognised that full information for the budget for competitions was not yet available due to workload and that there was a possibility of capitalisation of some of the IT expenditure which would improve the revenue position.

Regarding deliverables, he stated IT expenditure may be over two years, and that as things stand the Head of Environment position had been deferred to 2021 and some proposed expenditure is subject to receipt of sponsorship income from Cotswold / Snow + Rock.

The budget includes an allowance for a part-time fund raiser; this should be able to pay for itself as targets would be set e.g. to raise 4x their salary, or be paid on a commission basis. The meeting agreed that IT expenditure should be a priority, HJ to pass on further details of IT expenditure to PD.

Action:
HJ

6.3.2 MB noted that there is still a gap between what we would wish to be able to invest in and what we can do and the fundamental question should be whether can we use some of our reserves to invest in the future? He

struggled to see if that is possible from the budget prepared, with no information yet about subsequent years.

HJ took the point and felt that what needs to be prepared is an end plan i.e. the position that we want to reach.

JW noted that income and expenditure is well covered in the budget, but the commercial input is not there and that would really help frame the budget. He used the example of the shop which shows a £16k profit, but once salaries and marketing are considered he estimated that it might lose c.£40k, and wondered what else that money could be spent on if e.g. the merchandise was outsourced to a shop. That is the kind of commercial input needed.

JW added that he felt the budget was a difficult message to sell to a hill walking member. Also, just looking at the figure for competitions of £75k, it's not possible to grasp what the BMC is getting for that money nor what is the return on that expenditure. The same could be applied to marketing, part of the investment of £152k could be for IT, but that would still leave £100k, he asked why spend that if there is not a return of £150k?

MB asked how realistic is it to get a longer term budget so that the Board could take a view on investment?

HJ replied that this would be reasonably easy to put together, but in order to do so a firm basis is needed from which to start. He added that in any organisation the largest overhead is labour and so settling on and understanding the movement in headcount is key. Once the headcount is nailed down, forecasting the longer period is not difficult.

6.3.3 The meeting then discussed the membership projections for 2020 as this is a significant income figure. JW noted that the current trend is that membership is flat.

PD noted that one way to look at this is to look at the cost of the acquisition of a new member, as most subscription services look at a 3:1 ratio. 1,800 members would be roughly £100k and so an initial £55 cost, with a lifetime value (roughly 5 years) of say £150 which is about 3:1.

WK added that there is not always a financial return from each member.

HJ noted that what is planned for needs to be balanced against what was promised at the 2019 AGM.

6.3.4 GP set out the next steps:

- a longer-term plan to be produced
- commercial deliverables to be added to the 2020 budget.

Action:
HJ

HJ reiterated that the longer term plan might be difficult without headcount figures.

FS noted that ideally the Senior Management Team (SMT) should provide the figures to the Board rather than HJ. HJ explained that this is the first time a form of zero-based budgeting has been used by the BMC hence his extensive involvement; Alan Brown has done a good job in providing detailed figures for analysis and HJ, GP, DT and AB have discussed progress on the budget regularly over recent weeks.

GP stated that once the above steps had been completed the Board needs to sign-off on the budget, but there is no meeting until January 2020 so this will be dealt with by conference call. The meeting agreed. LV/KA to trawl for suitable dates for such a call.

Agreed

**Action:
KA/LV**

7. Operational delivery & policy

None of the items (CEO report, matters from specialist committees and procurement policy for agreement) were discussed due to time constraints.

8. Subsidiaries & Trusts

8.1 Access & Conservation Trust

MB gave an update:

- Regarding the review of subsidiaries, MB felt that there is a need to be careful of the control exerted by the BMC as parent company as the Charities Commission would have a view on this.
- CF is stretched in terms of workload since the departure of the Hill Walking Officer and has limited time to support ACT.
- There is a perception that ACT is pioneering the H2O campaign and The Climate Project; this is not the case as the majority of this work stems from the BMC.
- ACT is holding a second strategy day on 3 December 2019.
- Mend Our Mountains has now paid out all monies; there was a small contingency pot which should be able to be paid out accordingly as it has not been required.
- How this information is shared with BMC members needs to be thought about, along with news of what ACT is planning to do in the future.

GP felt it would be useful for DT and MB to discuss matters following ACT's strategy day.

**Action:
DT/MB**

8.2 Mountain Training Trust (PyB)*

GP reported that there were helpful developments in relation to the pensions liability.

GP continued that MTT were in discussion with Sport England regarding future long-term arrangements for PyB.

JW asked for more information on PyB's repairing lease.

FS noted that the Board do not get reports from MHT, MTE or MTUKI.

WK asked if the Board wished him to continue attending MTUKI board meetings. The Board agreed for WK to continue in this role and thanked him.

Agreed

The Board agreed that it would be sensible to have a table of information detailing the BMC's corporate directorships together with companies where it is a member and entitled to appoint a representative. LV agreed to prepare this.

**Action:
LV**

9 Governance

9.1 **Updated skills matrix***: Not discussed due to time constraints.

9.2 Independent Director appointment

See above.

9.3 **Board internal evaluation**: Not discussed due to time constraints.

9.4 Governance Working Group (GWG)*

9.4.1 JW set out the structure of the GWG paper and noted the wider consultation pool had responded fairly positively to the report.

GP asked if directors had anything to flag up, as otherwise the paper will go to National Council in its current state.

LR said that it would have been easier to read if it had contained evidence of the pros and cons. She expressed concern that some of the proposals may remove some of the democracy of the BMC and increase the workload of the Board. LR pointed specifically to page 9, 3.5 bullet point 3 of the recommendations as reducing the democracy.

JW responded that there was feedback from the ORG members that that point was the intent of the ORG, but that the Articles were silent on this, as originally a president was elected on a rolling annual basis. He understood that for every elected position with a term of 3 years, the incumbent can be challenged and have their appointment terminated, but this is not explicitly stated in the Articles.

FS added that the issue is that the Articles state that NomCom has a role in respect of all directors, including the CNDs and President. She continued that there is the possibility of NomCom simply providing to National Council details of the skills matrix and stating that it would be useful to find candidates that can fill the gaps.

9.4.2 GP stated he had a general comment that he felt the report was written from the perspective of members who like attending AGMs in person. He added that there are many organisations who have looked at democratic arrangements that take account of the wider membership that does not attend AGMs, for example eliminating the option of a discretionary proxy votes in respect of elections. Such perspectives do not seem to be taken into account in the report and the option of eliminating discretionary proxies them is not proposed.

JW replied that the GWG had spent more time discussing discretionary proxy votes than any other matter. The issue with removing this option is the potential decrease in the number of members voting, also the GWG have been advised that it is illegal to remove it.

9.4.3 JW asked about the recommendation at 1.7.1 re show of hands. LV explained the procedure that it is for ordinary resolutions only and the chair of the meeting, or the company secretary, must know the number of directed and discretionary proxies before a show of hands vote is held. This means the chair can then demand a poll if the vote on a show of hands produces a different result to the directed proxies. LV felt that this was a sensible compromise for some of the issues raised, as it meant

there was value to attending an AGM and raising your hand, but also to voting via directed/discretionary proxies.

- 9.4.4 JW flagged the recommendation at 1.8 that those holding discretionary proxies of over 10% of the votes cast for that resolution would have their number of votes and how they voted disclosed post-AGM. He added that there was no evidence for this recommendation other than it seemed a sensible compromise following the issues raised at the 2019 AGM.

JW noted the GWG is meeting that evening to discuss points raised by the Board and by the wider consultation pool.

Action:
JW

9.5 Board committees and other committees

9.5.1 Committee structure for the BMC*

GP noted that he had prepared the paper on the basis of drawing together the strategic themes, interestingly he felt the option chosen for competition climbing goes down the route highlighted in his paper.

GP asked if people felt that this structure was worth exploring further and the Board agreed it was.

Action:
GP

9.5.2 Approval of Board Diversity Action Plan*

The Board felt that the Plan is broadly fine, but that a baseline is needed in respect of the measurement of success.

LV agreed to feed this back to the Equity Steering Group for them to add this in.

Action:
LV

9.5.3 Health & Safety Group Report*: Not discussed due to time constraints.

10 Risk Management

10.1 Review of risk register*: Not discussed due to time constraints.

11. Human resources

11.1 Staffing update: Not discussed due to time constraints.

11.2 CEO objectives framework and appraisal*

GP noted that suggestions have been added in respect of behavioural objects, and he asked the Board to give further thought as to whether this was now all inclusive and if the performance management framework can be put in place as from 1 January 2020. For further discussion.

12. AOB

12.1 Fundraising discussion paper*: Not discussed due to time constraints.

13 Core communication to National Council

Not discussed due to time constraints.

14 Meeting appraisal & evaluation

See minute 3.2 above re Board agendas.

15 Dates & times of next meeting – need for a new January 2020 date

GP noted that there is now an SRA conference on 28 and 29 January and he believed that DT and he would need to attend both days, the programme for the 29th remains unclear.

It was agreed KA would find out more about the conference and send round a doodle poll to trawl for the most suitable location and date for the first Board meeting of 2020.

Action:
KA

Item	Action	Involving	Target date
4.2 and 9.2	Review the wording of director job adverts, particularly independent director adverts.	GP – NomCom	Ongoing
2.1	JW to provide LV with wording for amendments to the minutes of 25 September (minutes 6.5f and 8.4)	JW	Immediate
2.1	LV to update minutes of 25 September 2019 and circulate to the Board.	LV	Immediate
2.2	(2.3) develop themes arising from Board culture discussions to be added to future Board agendas	LV	Ongoing
2.2	(6.4.1) Procurement policy to be amended and cost analysis undertaken with Alan Brown	HJ	Immediate
2.2	(6.5) engage with ABC	DT	Ongoing
2.2	(8.1.1) MHT financial planning	HJ	Ongoing
3.1	GP to amend the Blue membership paper to reflect the discussion relating to risks.	GP	Immediate
3.1	Alex Messenger to engage with Cotswold to ensure they are aware of the 10% discount for Blue membership	AM	Immediate
4.1.1	A discussion to be had about the current loan from the BMC to Glen Brittle Memorial Hut	HJ, AP, LV	Ongoing
4.1.2	LV to amend the FAC ToR and send them to the FAC	LV	Immediate
5.2	CF to amend the Climate Emergency Declaration prior to it going to the National Council meeting	CF	Immediate
5.2	CF to look into the possibility of members being able to indicate like/dislike for The Climate Project, or showing support for it on a website.	CF	Ongoing
6.2a	FS to provide PD with details of the ODG digital strategy	FS	Immediate
6.2b(ix)	Alan Brown to set up financial arrangements from 1 January 2020 to provide clear identification of income and expenditure relating to the work of the internal department for competitions.	AB	Immediate
6.2b(ix)	DT to prepare a draft implementation plan for the internal competitions department to show how to get from 1 January 2020 to 1 April 2020 when it should be operational and send this to the Board.	DT	Immediate (prior to National Council meeting)
6.2b(ix)	Draft ToR for the PMG to be prepared.	LV	January
6.2b(ix)	Staff involved in competition climbing to be told of the decision on a confidential basis.	DT	Immediate
6.2b(ix)	Budget for the internal competitions department to be prepared.	HJ	Immediate

Item	Action	Involving	Target date
6.3.1	HJ to pass on details of the IT expenditure to PD.	HJ	Immediate
6.3.4	A longer term budget to be prepared and commercial deliverables to be added to the 2020 budget	HJ	Immediate
6.3.4	Dates for a further conference call to be trawled for, so that the 2020 budget can be signed off.	KA/LV	Immediate
8.1	DT and MB to discuss how information in respect of ACT is communicated to members.	DT & MB	After 3 December 2019
8.2	GP to check further on the scope of the helpful developments relating to pensions liability.	GP	Immediate
8.2	LV to prepare a table showing the companies of which the BMC is a member or corporate director, together with a listing of the current representatives.	LV	Immediate
9.4.4	JW to discuss with GWG the matters explored within the Board's discussion.	JW	Immediate
9.5.1	GP to explore the proposed portfolio committee structure further.	GP	Ongoing
9.5.2	LV to feedback comments on the Board DAP to the Equity Steering Group.	LV	Immediate
15	Date of first Board meeting of 2020 to be trawled for.	KA	Immediate

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

Signed _____ Date _____

Gareth Pierce, Chair