

BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held on Thursday 12 December at 6.30pm by way of a conference call.

Directors Present:	Gareth Pierce (GP)	Chair
	Lynn Robinson (LR)	President
	Matthew Bradbury (MB)	Senior Independent Director
	Paul Drew (PD)	Independent Director
	Fiona Sanders (FS)**	National Council Director
	Jonathan White (JW)	Nominated Director (Clubs)
	Jonny Dry (JD)	Nominated Director (Fundraising)
	Dave Turnbull (DT)	CEO
	Lucy Valerio (LV)	Company Secretary

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

** joined the meeting at minute 5.2.2

Actions

1. Welcome, apologies & declaration of interests

GP welcomed everyone to the meeting. Apologies had been received from Huw Jones (HJ) and Amanda Parshall (AP). MB declared a conflict of interest in respect of matters to do with BMC Access & Conservation Trust (ACT), which is referred to in the budget.

5.2 Appointment of CNDs

It was reported that a complaint had been received in relation to the CND elections. The Board considered it appropriate to regard this as a complaint against the BMC corporately and therefore asked two independent directors to investigate the complaint in accordance with the BMC's complaints policy. It was agreed that Council should be advised that these director appointments would be put on hold pending completion of the investigation into the complaint.

NB – FS joined the meeting at this point.

2 Strategy & financial management

2.1 Strategic Plan 2020-24, final draft for review*

2.1.1 GP asked DT to feedback on the strategic plan. DT noted that prior to the 25 November National Council meeting he had re-inserted the word mountaineers into the vision and purpose statements as follows:

- Vision – to create a better future for climbers, hill walkers and mountaineers.
- Purpose – to represent the interests of climbers, hill walkers and mountaineers, and inspire new generations.

The meeting discussed if it should be mission and purpose, or mission and vision. DT noted that staff had concluded that mission and purpose were inter-changeable, and that vision was more standalone. JD felt on

balance he agreed with this. GP asked if the Board were happy for DT to seek advice from Roger Murray and Robert MacIntosh as to whether it should be mission and vision, mission and purpose, or vision and purpose. The Board agreed this was a suitable step to take.

Action:
DT

The general consensus was that once the words mission, vision and purpose were decided on then the statements themselves were good.

2..2 DT asked if there were any significant issues in respect of the rest of the plan, or if it was good to go. In relation to the values, LR noted that Roger Murray had included the word 'integrity' in the text. FS felt it should also mention equality.

DT agreed to review the value statements with a view to including reference to integrity and equality.

Action:
DT

FS said regarding 'education' the paper feels like the BMC is delivering training and seeking to replace MTT, so it would be good for DT to also look at this wording and amend as necessary.

Action:
DT

GP asked if these were the only outstanding issues in respect of the strategic plan. The Board agreed.

Agreed

DT asked if the Board supports the proposed summary version of the plan (design draft circulated in November), which would have about 50% less text and would also be made available on the website.

The Board agreed the glossy brochure looked good and was appropriate for the website and members.

Agreed

2.2 Review of 2020 budget and business priorities*

2.2.1 DT said that the office needed guidance on whether the Board is seeking a break even or surplus budget for 2020. Alan Brown (AB) had been through the variants since the 25 November 2019 meeting and it had been agreed that the IT costs could be capitalised, reducing revenue expenditure by £40k. AB had identified further savings which resulted in a £39k surplus.

JW felt the budget did not go far enough and that the only way for the Board to be less executive is to bolster the senior staff.

2.2.2 PD suggested that the appointment of a Finance Director (FD) should be a priority. He added that this was the role HJ was effectively doing on a voluntary basis. A part time FD could help with the budget process.

GP asked the meeting if they felt the priority was to trim spend from elsewhere, agree to run a tighter target, or to go into deficit for a second year.

MB felt that a longer term business plan and budget was needed to see if investment in new roles now, which may result in a deficit next year, would be worth it in 2 or 3 years' time.

MB noted his conflict of interest in respect of ACT and continued that there were other demands on the £39k surplus, such as the £9k noted for ACT, as he felt ACT does not receive £9k of time from the BMC. He

wanted minuting that he believes not having a longer term budget is an unsatisfactory situation for the Board to be in.

- 2.2.3 GP asked if it was possible for the budget to have provisional status until budgets for 2021 and 2022 had been seen, and that the 2020 budget could then be signed off at the Board meeting proposed for the end of January. He added he had sought HJ's views on this proposal already and HJ felt this was appropriate as long as the budget holders are told the budget is provisional.

DT suggested a small surplus of £5-10k surplus (rather than the current draft of £39k) would be reasonable and noted that there is good potential for UK Sport funding for competition related work in 2021.

- 2.2.4 JW felt the budget should guarantee a break even and that there should also be a risk pot, payments could then be made out of the risk pot. He noted he had spoken to HJ about this, and HJ felt that if monies were spent from the risk pot, then the budget was not being adhered to. JW felt this was the difference between those financially minded and commercially minded.

JW went on to query several points in the current budget as follows:

- Salaries and personnel – does this figure include all staff?
- Competitions - £24,500 – he was still not clear what this money was to be spent on.
- Wales – does this figure include Elfyn Jones salary?
- What did the performance/excellence figure relate to?
- Why was there no expenditure shown for international expeditions nor for ski mountaineering (note: later clarified that these are included elsewhere in the budget).

It was confirmed that there are no funds allocated to trips to Tokyo.

He also raised the point of the Eagle Ski Club and the fact they had decided to join Mountaineering Scotland not the BMC, largely due to their lower annual subscription and because they support ski mountaineering.

GP replied that the budget may need some more work to clarify the expenditure lines and to ensure it is transparent before being signed off.

PD stated he was happy with this proposal, but is the provisional status workable for DT and the office? DT said that most aspects of the office could live with a delay although the development of the competitions department / GB Climbing relied on the reassignment of NC's job, which in turn depended on the appointment of a COO.

PD noted that in the context of adopting a very small operational surplus target, identification of "discretionary expenditure items" would provide a basis for trimming back during the year should that become necessary: an example would be whether marketing could still be effective with £90k as opposed to £112k.

JD and MB agreed. MB said he was not dissatisfied with the current position provided a longer term financial strategy is in place.

- 2.2.5 PD raised some points in respect of the IT budget:

- a new IT staff member would be sought to help Alvin, in particular to provide support to those in the office and so free Alvin up to work on larger projects
- the website revamp is still at an embryonic stage, but he feels the money allocated for this is more than should be required for what the BMC wants to achieve should be possible on a budget of £75k as opposed to £150k

2.6 GP summarised the action points to be agreed:

- a lower surplus should be aimed for if there is evidence of savings that could be made through discretionary expenditure items
- the expenditure headings should be looked at, together with the £9k ACT spend
- a headline budget for 2021 should be prepared and ideally also for 2022
- clarity should be provided on what is staffing expenditure and what is programme expenditure
- amendments would need to have been made prior to January Board meeting when the budget would be signed off

GP asked if anyone disagreed with the points. JW requested that any FD appointed be a Finance & Commercial Director.

The Board approved the above points.

**Agreed
Action:
GP/DT/HJ**

3. Operational delivery & policy

3.1 **CEO report***: Not discussed due to time constraints.

3.2 Matters from specialist committees – how ToRs to be approved

LV noted that the ToRs for each specialist committee needed to be approved as they related to 2020. She stated this could be done electronically as provided for in the articles, and proposed the following:

- LV to sense check the ToRs and make minor amendments
- LV to then place all the ToRs to be approved on Teamwork/or email them to the Board
- to seek agreement, LV to set up a doodle poll allowing each Board member to state whether they approve the ToRs or not – a simple majority is needed

The Board agreed the proposals above.

**Agreed
Action:
LV**

4 Risk Register – review of revised risk register*

4.1 Due to time constraints, GP asked if the Board had any specific issues in respect of the new look risk register and scorings.

MB stated he would e-mail GP his comments. GP asked other Board members to do the same. JW noted the risk of a competitor organisation should also include Mountaineering Scotland, further to the Eagle Ski Club joining Mountaineering Scotland and not the BMC.

The Board agreed to e-mail GP their comments.

**Agreed
Action:
Board**

GP stated that the risk register would be moved to the first agenda item at the Board meeting in January.

Action:
LV

5. Governance

5.1 Board internal evaluation: not discussed due to time constraints

5.2 Appointment of CNDs: see above

6 Human Resources

6.1 Staffing update: not discussed due to time constraints

6.2 CEO objectives framework and appraisal*: not discussed due to time constraints

7. AOB

7.1 Consideration of participation statement: not discussed due to time constraints

7.2 Fundraising discussion paper*: not discussed due to time constraints

7.3 Implementation of competitions department*

DT asked the Board for a steer in respect of the paper he had prepared, and if the Board were happy with the proposed plans.

GP felt that the process of appointing a chair for the performance group should be started early in January, together with requesting the indicated representation from the ABC and Mountaineering Scotland. He asked if the Board agreed that the position should be advertised in January. FS felt that the process needed to allow sufficient time to fill the role appropriately without rushing.

The meeting felt the terms of reference should be prepared prior to any post being advertised. DT noted LV was hoping to have a first draft ready by 10 January 2020. He added he had very positive conversations with Stuart Younie (MS) and Rich Emerson (ABC) about the plans for the competitions department.

JW noted that a Board member would be needed to sit on the sub-committee (the Competition Climbing Performance Group). It needs someone who understands competition climbing, along with the wider implications and how it should not be at the expense of the other aspects of the BMC.

8 Close of meeting

GP thanked everyone for their time noting it had been a helpful meeting.

Item	Action	Involving	Target date
2.1.1	DT to seek input from Roger Murray and Robert MacIntosh as to the most appropriate words to use for mission/vision/purpose.	DT	Immediate
2.2.2	DT to amend the strategic plan in relation to the words integrity and equality. Also to check the wording used in respect of 'education' to ensure it did not sound like the BMC was intending to replace MTT.	DT	Immediate

Item	Action	Involving	Target date
2.6	The 2020 budget to be amended to take into account the points raised at minutes 2.6, together with outline work to be undertaken for 2021 and 2022 financial plan.	GP, GP, HJ	Immediate
5.2	Independent directors to investigate complaint received in relation to CND election	MB & AP	Immediate
5.2.4	LR to email National Council to inform them the CND appointments are on hold.	LR	Immediate
3.2	LV to sense check specialist committee ToRs and set up electronic voting for the Board to approve them.	LV	Immediate
4.1	Board members to e-mail GP with comments on the latest risk register.	Board	Immediate
4.1	LV to ensure that on the agenda for the Board meeting in January the risk register is the first item.	LV	January

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

Signed _____ Date _____

Gareth Pierce, Chair