

## BRITISH MOUNTAINEERING COUNCIL

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### Board of Directors

Redacted minutes of the Board meeting held at the BMC office on Monday 22 July 2019.

Directors Present:	Gareth Pierce (GP)	Chair
	Lynn Robinson (LR)	President
	Matthew Bradbury (MB)	Senior Independent Director
	Simon McCalla (SMc)	Independent Director
	Roger Fanner (RF)	National Council Director
	Fiona Sanders (FS)	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.

### Actions

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

- 1.1 GP welcomed everyone to the meeting. Apologies were received from Amanda Parshall and Will Kilner.

#### 2. Minutes of the previous meeting\*

- 2.1 The minutes of the meeting of 8<sup>th</sup> May 2019 were approved and signed off.
- 2.2 Conflicts of interest were declared by MB and SMc in relation to the item relating to Senior Independent Director.

#### 3. Matters arising not covered elsewhere

This item was deferred to a conference call.

#### 4. National Council meeting 22 June – matters arising not covered elsewhere

This item was deferred to a conference call.

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

##### 5.1 Finance & Audit Committee, 15 July 2019

This item was deferred to a conference call.

#### 6. Strategy & financial management

##### 6.1 Strategic Plan 2020 – 24 – consideration of draft for distribution to Areas\*

The document presented represented a summary of the 29 May Board Strategy Day plus amendments suggested by National Council on 22 June 2019.

GP asked if the current document was fit for purpose to circulate to areas. SMC felt it needed to be made clear that the document was a top level summary of key themes, emphasising it was not currently a strategic plan as such. He added that the strategic plan would be a document stating what the BMC wants to be and that to be that it will do X, Y and Z.

FS felt the considerations/questions should be deleted prior to the document being sent to members. RF stressed the Board needs to take the members with them in respect of the proposed strategy. DT noted that it is only the Board that is responsible for the strategy of the BMC. It was added that BMC staff will need to have input.

There was a discussion about Theme 3 and how it should not come across as the BMC treading on the toes of MTE and MTUK. DT noted that the training mentioned was in relation to belay safety advice etc. as opposed to the courses provided by MTE and MTUK.

MB suggested adding a Gantt chart with milestones and action plan prior to circulation to areas and National Council.

The meeting agreed that the paper should be amended prior to being sent to areas/National Council. The considerations/questions should be deleted and some milestones added.

**Agreed  
Action:  
GP**

## **6.2 Financial planning – progress update\***

This item was deferred to a conference call.

## **6.3 Organisational Development Group**

### **6.3.a Progress Update** (Dave Stanley, Project Manager for ODG joined via conference call for the next items).

DS stated that the following was an update from his email of 11<sup>th</sup> July.

DS confirmed that work has begun on WS5 - review of specialist committees. This work is being led by Andy Syme but the November deadline may have to be flexible to accommodate the workload.

WS6 – Policy: DS confirmed that the BMC's equity action plan has been sent to Sport England; the plan will be shared with the Board. DS noted that LR, as Board Equity Champion, will ensure its detail is fed into strategy meetings.

WS8 – Membership Engagement: DS confirmed that the document has been reviewed and updated following the recent National Council and Board meetings. DS added that FS is working with Paul Evans and Mark Anstiss to prepare a document suitable for the membership.

**Action:  
FS**

FS confirmed that a process is being put in place to interlink 3 work streams that are ready to go out to the membership for consultation and feedback at local area level.

LR noted both Alison Cairns and Carl Spencer had offered to do a sense check of any document to go to the membership.

### **6.3.b WS8, Membership Engagement – review of implementation priorities\***

SMC commented about the paper focussing on current membership

engagement, but consideration is also required for engaging with those who are not currently members. FS noted that Paul Evans may not be available to support any follow-up work. FS added that it needs direction from the Board to move to more operational aspects. DS to provide the Board with the latest version and the Board to make decisions based upon available technology and finances.

**Action:**  
**DS**

**6.3.c WS7, Partnerships – review of updated proposals\***

FS discussed the latest recommendations:

Item 1.4.1 1 – this had resulted in the adding of commercial partnerships under 1.4.5. LR voiced concern about the Board becoming involved with operational matters. FS clarified that this was in relation to strategy. The Board supported this item.

Item 1.4.1.2 - FS confirmed that a small working group has been set up to review the process of endorsing MT as members of National Council. The Board supported this approach.

Item 1.4.2.1 – The Board agreed to the term Partners' Assembly.

Item 1.4.2.2 – RF suggested using the term 'liaison' for the training partners; FS added the term to be used for such assembly had been given careful thought, it needed to be different to council, and also ensure it was clear that the group had no operational control. The Board agreed in principle to the purpose as in the ToR.

Item 1.4.2.3 – this led to a discussion of the second paper prepared by FS. DT asked how the BMC will deal with work that this Assembly proposes, which may or may not be feasible? FS replied that it would be for the partners to go back to their boards with details of any strategy or ideas and for them to then return to the assembly with proposals. It is not about the Assembly trying to manage the boards of the partners, but to deal with sector-wide issues.

Item 1.4.3.1 – FS noted that Rob Dyer had started to prepare role descriptions etc. in respect of the AMG. The Board supported the item.

**Agreed**

**6.3.d WS7, Clubs – review of updated proposals\***

It was agreed this would be discussed at the next Board meeting on 25 September 2019.

**6.3.e WS4, Competitions – update report from Rab Carrington\*** (Rab joined the meeting for this item only)

RC discussed his paper and the current three options the group are investigating. He stressed that whichever option was chosen, change is required regarding competition climbing and there needs to be better communication with the other stakeholders of competition climbing. The Board discussed finances, the lack of training facilities for athletes in England and Wales, the BMC's dependence on climbing walls to host competitions, the growth in competition entries and the need to attract sponsorship. Overall the Board were supportive of keeping competitions within the remit of the BMC. Further work is required by the group to consider the pros and cons. RC requested that if the Board have any red lines in respect of his paper to inform him. GP confirmed that this will be discussed at the September Board meeting.

**Action:**  
**GP/LV**

**6.3.f WS4, Cymru\*: GP gave a brief update, noting that DS is engaging with**

key BMC individuals in Wales to gather members for the working group to get things moving. FS noted concern about the lack of progress on this work stream.

GP confirmed that Sport Wales will only recognise national governing bodies that are able to demonstrate sufficient independence as a Wales-based organisation, hence other sports have set up limited companies in Wales having their own boards. GP suggested that the BMC could consider progressing along similar lines and work with other Welsh organisations (such as the Outdoor Partnership) including in contexts where it might be possible to access funding.

Directors emphasised that a certain amount of caution is required in the context of funding from public bodies as there are questions around whether it is forthcoming and sustained.

#### **6.3.g WS4, Review of Subsidiaries\***

A brief paper was provided by Ray Wigglesworth QC, who is overseeing this work stream. SMC reminded everyone that it is the BMC Board that carries all the risk so there is an urgent need to ensure good governance for its own subsidiaries. MB confirmed that ACT is already in the process of reviewing its constitution and is holding a strategy day on 6 August at which Board members are welcome to attend.

FS requested that the remit of RW's review be widened so that it covers the points raised in recommendation 22 of the ORG. The Board supported this and it was agreed that RW would be asked to broaden the review.

**Agreed  
Action:  
DT/LV**

#### **6.3.h WS3, Culture, Leadership & Management\***

GP asked for governance to be included within the ToR and a bullet point 'SLT supports the CEO with Board engagement'.

JW suggested that a staff organisational chart would be useful.

KA confirmed that the paper is an interim paper to be implemented before the strategy is finalised.

Subject to the above, the recommendations for this work stream were agreed.

**Agreed**

LR requested an update on a Chair for ODG. GP confirmed that those names that have been put forward were either unsuitable or unwilling to fill the role.

JW suggested that FS would be a good chair and FS agreed to take on the role, as long as the clubs and partnerships work could be redistributed. LR stated that a role description was critical to make this role work effectively.

**Agreed  
Action:  
DT/LV/GP**

#### **6.4 Hill Walking Implementation Group request\***

This item was deferred to a conference call.

#### **6.5 Insurance liability, how to deal with future claims**

This item was deferred to a conference call.

**7. Operational delivery & policy**

**7.1 CEO report**

This item was deferred to a conference call.

**7.2 Matters from other Committees / Council**

This item was deferred to a conference call.

**7.3 Penetration testing – overview of findings**

Alvin Foy, IT & Database Co-ordinator joined the meeting for this item. AF reported that risks identified following the penetration testing are medium to low. SMC commented that the BMC's IT does require attention and reviewing, with a plan of action and programme of activities mapped out.

**Action:  
AF**

DT confirmed that AF is producing a report on the BMC's IT infrastructure in September for detailed discussion with SMC.

**8. Governance**

**8.1 Skills matrix, roles & responsibilities\***

It was agreed that this would be discussed further in the context of the next cycle of changes in Board membership.

**8.2 Senior Independent Director role description\***

This item was deferred to a conference call.

**8.3 Governance Working Group (GWG)\***

This item was deferred to a conference call.

**8.4 Board Culture\***

8.4.1 A number of directors had suggested ahead of the meeting that this item should be given appropriate prominence and the Chair therefore decided that the item should be taken at the start of the meeting. [The Secretary and Company Secretary withdrew for this item.]

8.4.2 In terms of context, RF suggested that the organisation is still in a stage of transition and that the Board cannot be fully judged until we come through it. In getting the strategy right, the Board can assert primacy in moving forward from a state of some confusion, but in doing so needs to work closely with Council.

JW suggested that there seemed to be different understandings around the Board table in relation to the change needed in the context of Board primacy, and that there were questions around how executive the Board should be.

MB indicated that there were several uncomfortable issues arising within this period of transition, with significant questions relating to prioritisation rather than attempting to do everything. There were matters which had to be got right, including governance and finance. Whilst progress was being made towards a 5-year strategy and business plan, there is a need to achieve buy-in and develop an understanding of what it means. The capacity of the Board is such that it needs to focus on steering rather

than delivering, providing support for the executive team in relation to the latter. There may be areas where we should be more prepared to spend money on bringing staff in to get some of the “heavy lifting” completed and at the same time ensure sufficient focus on income generation.

It was noted that Board members vary in terms of their level of capacity, with some fulfilling other BMC-related commitments. In determining who takes on what responsibility, there is a need to ensure that these are supportive, non-executive roles with the emphasis on effective oversight and effective delegation.

LR referred to two relevant aspects of culture, that of the BMC as a whole and that of the Board, including the way we communicate: there was a question around achieving consistency and inclusivity across the twelve Board members.

DT reflected on the experience of other sports in the context of a move from primacy of Council to that of Board, being a fundamental change with which sports typically struggle for a while. Primacy could be considered to be working quite well, providing greater clarity as to where decisions are made and feeling fundamentally better than it did. An improved situation can be improved further over the next two to three years. There was a need to move in terms of interpersonal relationships, following a period when individuals seemed to be pitching against each other in the context of some issues.

JD agreed with the need to be more strategic. At the moment efforts seemed to be dispersed across a wide range of issues. Account needed to be taken of Board members’ personal circumstances, which can change over time. There was a sense in which the Board was currently operating as a set of individuals rather than as a team.

SMc referred to the importance of compliance with the Code of Sports Governance and of managing risk, noting that there was a need to consult Council on a wide range of matters which impacts on timeline and on time commitment. Issues that had arisen at the AGM had shocked a number of people in the context of transparency and seems to have caused a rift within the Board, with independent directors being particularly concerned. There needs to be clarity within the triangle of Board, Council and executive, and hence between the roles of Chair, President and CEO. If each is taking a different approach then it will not be clear when and where actions are being taken. On the matter of communications, matters become more individualised and personal when there is no response.

FS commented that clarity is needed regarding where communications should be sent, whether to Chair, President or CEO together or to one on the assumption that it would then be shared. Overall, there are too many communications and we don’t want a situation of Board members being copied into everything. DT referred to the relevance of the responsibility matrix, with the CEO and executive being there to support the Board.

8.4.3 In conclusion, key aspects in relation to developing a positive Board culture were seen as including:

- clarity in relation to role and priorities, taking account of capacity
- deriving focus from the strategy, business plan and risk register
- the use of metrics to monitor progress and successes
- efficient use of technology to support clear communication channels
- the potential of having a director to lead on each paper, with papers to be reviewed by CEO/SLT

**Action  
GP**

- developing a working relationship between the Board and SLT.

## **8.5 Board calendar for 2020**

- 8.5.1 KA to circulate the first draft of 2020 dates, noting the relationship with FAC, National Council and Areas.

**Action:**  
**KA**

## **9. Risk Management**

### **9.1 Review of Risk Register\***

- 9.1.1 MB requested that the top ten risks should be put at the top of the register to highlight to the Board the biggest risks for the organisation. JW asked what level of detail was required, noting that the issues with ABC and the blue membership were not on the current register.

MB & SMC specified the requirement of narrative to support the register and to include arrows for risk direction; FS asked for subsidiaries to be included. LR added that someone should be able to pick up the risk register and identify what steps need to be taken should X occur.

GP requested further work and improvement on the register ready for the September meeting.

**Action:**  
**DT**

## **10. Human resources**

### **10.1. Staffing update**

- 10.1.1 Not discussed due to time constraints. Agreed to discuss via conference call.

### **10.2 CEO objectives framework and appraisal\***

- 10.2.1 The item was discussed in closed session and action agreed for the Chair to progress.

**Action:**  
**GP**

## **11. AOB**

- 11.1 **Digital membership / blue membership:** Jon Chittenden and Alex Messenger, BMC staff, joined the meeting for this item to provide an update. The Board agreed that this is a reserved matter, as set out in Schedule 1 of the articles of association, and therefore it needs to go to National Council. HJ reminded the Board that this was for a trial period and it covers all BMC activities i.e. including hill walking. JW suggested JC and AM set up a webinar for National Council members to gain further knowledge on this to help them with discussions at local area level.

GP asked if the Board felt it was ready to go to area meetings in September and then National Council, on the basis that the Board approved the proposed blue membership trial. The meeting agreed that information in respect of blue membership should be prepared by the marketing team, so that this could go to area meetings, and that it approved the trial of blue membership.

**Agreed**

AM noted that if the trial is signed off in September, then it could be launched in the Spring of 2020.

**Action:**  
**GP/AM**

GP noted that if National Council agreed with it then the proposal will be approved, as the Board had approved the membership at this meeting.

**12. Core communication to Council**

12.1 Not discussed due to time constraints.

**13. Meeting appraisal & evaluation**

13.1 Not discussed due to time constraints.

**Summary of Actions**

Item	Action	Involving	Target date
6.1	Strategy paper to be amended so that it can be sent to area meetings and National Council.	GP	Immediate
6.3a	Information to be prepared to go the membership in respect of WS8	FS	Immediate
6.3b	Board to be provided with the latest version of the membership engagement paper and the top 4 priorities	DS	Immediate
6.3e	Board to consider if there are any red lines in respect of the report prepared by Rab for WS4 of ODG.	GP/LV	20 <sup>th</sup> September
6.3g	The review of the subsidiaries be broadened so it incorporate recommendation 22 and this be communicated to Ray Wigglesworth QC.	DT/LV	Immediate
6.3h	Role description for the role of Chair of the ODG to be prepared.	DTLV/GP	Immediate
7.3	Report to be prepared to send to SMC on the BMC's IT infrastructure..	AF	20 <sup>th</sup> September
8.4	Develop the themes arising from Board culture discussion through further papers and implementation of actions.	GP	Ongoing
8.5	Proposed Board meeting dates in 2020 to be circulated	KA	Immediate
9.1.1	Risk register to be improved upon, with the top 10 risks being highlighted and further information added to the register.	DT	Ongoing
10.2.1	Chair to progress the work relating to the performance management framework.	GP	Ongoing
11.1	Webinar for National Council members be organised to demonstrate blue membership.	AM	Immediate
11.1	Information pack/paper in respect of blue membership be prepared for members.	GP/AM	Ongoing

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

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

**Gareth Pierce, Chair**