

BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held on Wednesday 29 January 2020 at 1.00pm at
Holywell Conference Centre Loughborough

Directors Present:	Gareth Pierce (GP)	Chair
	Matthew Bradbury (MB)**	Senior Independent Director
	Paul Drew (PD)	Independent Director
	Huw Jones (HJ)	Nominated Director (Finance)
	Amanda Parshall (AP)	Independent Director
	Lynn Robinson (LR)	President
	Fiona Sanders (FS)***	National Council Director (CND)
	Dave Turnbull (DT)	CEO
	Jonathan White (JW)	Nominated Director (Clubs)
Observer:	David Brown (DB)	Representative of National Council
In attendance:	Lucy Valerio (LV)	Company Secretary

* denotes supporting paper(s) circulated prior to meeting

** joined the meeting electronically using GoToMeeting

*** joined the meeting at minute 2.3 electronically using GoToMeeting

Actions

1. Welcome, apologies & declaration of interests

GP welcomed everyone to the meeting and noted that Jonny Dry (JD) had sent his apologies. GP gave a particular welcome to DB who had been invited to the meeting as a representative of National Council (NC) because of the current situation regarding Council Nominated Directors (CNDs).

GP noted the meeting was not quorate without a CND being present, but he would run it as if it were quorate to allow matters to be discussed, any decisions required would be revisited in summary so that a decision would only be taken once FS was available to join the meeting electronically.

MB declared a conflict of interest in respect of matters to do with access and conservation because of his position with the BMC Access & Conservation Trust (ACT).

2. Minutes of the previous meeting

2.1 Minutes of 25 September 2019*

GP asked if those present were happy to approve these board minutes, which contained the following amendments:

Agreed

- 2.1 – wording added to show JW's request for wording to be added to the minutes of 22 July at 6.3h
- 3.1 – final sentence amended to state "...requires proactive engagement with..."
- 3.2 – minor amendments to the wording
- 4.2 – wording added to show the Board felt this was a good idea and the proposed action was agreed

- 5.1.1 – a further paragraph added regarding concerns about appraising the specialist committee structure without knowing the strategic priorities of the organisation
- 6.4.1 – wording added regarding supplier due diligence questions
- 6.5f – wording added regarding JW's point that the SLT structure discussed at the 22 July meeting was an interim starting point, and the current Board structure could only work once an enhanced SLT was in place
- 7.2.1 – wording added
- 8.4.1 – wording added to reflect the outcome of a meeting held between GP, HJ, JW and Mike Rosser of MTT, including listing the immediate concerns for MTT
- 8.4.2 – wording added to show JW noted in Mike Rosser's latest report there was no mention of the defects liability or the pension debt, and the BMC should establish MTT's plans to deal with these issues
- 9.2.1 – wording added to highlight that time commitment to the role of independent director needed to be made clear
- 9.4.3 – action added for HJ to review all membership packages

All those present approved the minutes. GP noted the actions from these minutes had been dealt with at the 25 November meeting.

2.2 Minutes of 25 November 2019*

GP asked if those present were happy to approve the accuracy of these board minutes. All those present approved.

Agreed

GP then ran through some of the actions from the meeting:

2.2 – engage with ABC. DT noted he had had a very constructive conversation with Rich Emerson (the ABC chair) in December 2019 regarding GB Climbing.

2.2 – Mountain Heritage Trust (MHT) financial planning. HJ said he was concerned about the income received by MHT in 2019, and he was not sure whether the 2019 audit would find that MHT was a going concern.

JW stated he had received a call from an MHT board member who was aware of the financial situation and had suggested that a plan be developed jointly by MHT and the BMC to be presented to the BMC at the 1 April Board meeting.

LR asked about the option for members to contribute 25p, raised at the National Council meeting and HJ noted that technically this is easy to do, but practically it has not been done. DT said this has been done for ACT, but it had not raised that much money.

The meeting agreed that better communication was required between the Board and MHT's board; LV noted that this was the aim of new articles of association which had been drafted for MHT to review.

GP asked the meeting if it was happy for GP to prepare a communication to go to MHT prior to the next Board meeting, setting out the areas the Board felt required urgent discussion. The Board agreed GP would prepare something to send to MHT.

**Agreed
Action:
GP**

HJ added that a letter of support may be needed for MHT in the context of the audit, as the deficit is £30k. GP asked whether, if a request was received for the BMC to provide a Letter of Support to MHT, this was

Agreed

something the Board would consider. The Board agreed they would consider providing a Letter of Support to MHT.

3.1 – Blue membership work is ongoing

5.2 – climate emergency: progress discussed under item 3.2 below

6.2 – all actions completed

6.3.1 and 6.3.4 – completed

8.1 – ongoing

8.2 – GP noted he had spoken to MTT representatives in the margin of other discussions, and they indicated no further concerns regarding the pensions liability; GP agreed to make further enquiries to ascertain exactly what element of the liability had now been removed.

Action:
GP

9.4.4 and 9.5.1 - ongoing

9.5.2 and 15 – completed

2.3 Minutes of 12 December 2019*

GP noted that all the actions from these minutes were to be dealt with at today's meeting. JW felt that approval of the Specialist Committee Terms of Reference went hand in hand with the budget approval. GP asked if those present were happy to approve these minutes. All those present approved.

Agreed

N.B. FS joined the call at this point.

GP updated FS regarding MHT and the minutes and asked if FS was happy to approve the three sets of minutes. FS was happy.

The minutes of 25 September 2019, 25 November 2019 and 12 December 2019 were therefore approved by the Board and signed by GP.

Agreed

3. **Matters arising not covered elsewhere**

3.1 **Reserved matter from NC call of 23.01.20**

LV stated NC no longer required this agenda item as there was nothing to report to the Board following its call of 23 January 2020. JW commented that he did not know about the call although as an observer of NC he possibly should have been informed. LR noted it was a webinar relating to the work of R33 and that once this work is finalised the Board will be made aware of the outcome.

3.2 **Update on Climate Emergency***

DT noted that at the Sport & Recreation Alliance (SRA) Conference, attended by DT and GP the previous day, the issue of climate change and the impact of sports had been widely discussed, to the extent that the future of the Olympics had been questioned. He continued that an environmental element needs to be added in all aspects of work as this is an area that will keep growing, and ideally a sustainability strategy should be produced.

GP reported that one presentation was from the RYA, which faced similar problems to the BMC in that many members also need to travel widely to partake in the sport.

PD added that at the April board meeting, an update should be requested from Cath Flitcroft.

GP asked if the meeting was happy to view the paper as an operational plan, therefore a project, and from this a strategy to be formed. The Board agreed.

Agreed

3.3 Governance Working Group (GWG) Update*

GP noted that this was not on the agenda, but JW had helpfully provided a paper to update the Board on the work of GWG. He asked if anyone had any questions or comments for JW.

LR asked about timelines and if any had been agreed, particularly if amendments were required to the articles of association. JW replied that there were still items GWG needed to cover and they were meeting next week, but he was hopeful a follow up to the 'reflections article' (published on the BMC website in June 2019) could be published by the end of March.

FS noted that the ODG were planning a webinar on 2 April to deal with any contentious changes proposed to the articles and it would be good if GWG could feed into that. JW agreed this would be useful. He added that another way of dealing with anything potentially contentious the GWG might propose, would be to put it to the AGM as a resolution and let the members vote on it.

DB noted that the one thing Areas do not like is surprises.

GP commented that because of the legal status of the BMC, the advice received was that it would not be possible to remove discretionary proxies for elections. DB wondered if there was a way to make it easier to appoint someone else as their proxy as opposed to the chair.

4 Risk Register*

4.1 GP outlined the paper and noted that the register currently includes a "top 12" of risks and asked for comments.

MB felt that the level of detail is appropriate for an organisation the size of the BMC, but not for regular discussion at Board level, and the Board should see the full list twice per annum. He continued that the 'progress report' column required updating in some places, and it would benefit from timescales being included.

JW felt the 'action required' column needed more detail, as some of the actions are too generic. He mentioned the issue of the Eagle Ski Club joining Mountaineering Scotland instead of the BMC because of cost, tangible support for ski-mountaineering, and the fact those members could still access BMC travel insurance. He wondered if it was time to have a more formal agreement in place in order to avoid escalated competition for members, and that exploring this should be in the action required column, and the risk description column should be broadened to include such loss of members. DT noted that this can be dealt with when he meets with Mountaineering Scotland and Mountaineering Ireland.

PD felt that the establishment of competitor organisation needed to be broader given the growth of the indoor sector. HJ added that there is a very large market for hillwalking too. PD agreed, mentioning how many people go indoor climbing or hillwalking, and yet the BMC only has 80,000 members. The steps to mitigate this risk are insufficient, more proactive campaigns are required to get more members.

The Board agreed that the word 'established' should be removed so the risk is 'Competitor organisations'.

Agreed

- 4.2 LR noted that as the BMC is a corporate director of its subsidiaries this should be added to the risk register.

The Board agreed a risk should be added in respect of this.

**Agreed
Action:
GP**

The meeting then discussed the idea of linking the risk register to the budget and how having a risk pot of money attached to the register would be useful, and this could then be linked to the reserves policy.

It was agreed that a link between the risk register and financial impact would be added.

**Agreed
Action:
GP/DT**

- 4.3 GP asked for comments on the way the register is scored using high, medium and low and the use of the red, amber, green system.

The meeting felt that the scoring system was suitable, but it was not clear whether the likelihood score was the score before or after any mitigating actions were taken. The Board need to know if the mitigating steps are working. MB reminded the meeting he had been tasked with simplifying the old register, and the current one was the result and he suggested there was no need to reinvent the wheel at this stage.

MB and FS said that it felt like the Board was getting involved in a level of detail it did not need to, that it was for the SMT to manage the details of the risks and for the Board to provide oversight.

The meeting agreed the following actions in respect of the register:

Agreed

- a further column be added for a likelihood score after mitigating factors have been taken into account
- the SMT review and update the risk register prior to the April Board meeting.

**Action:
SMT and
GP/DT**

GP mentioned that a further stage of development would be for key areas of the BMC to have their own risk registers, the former Competitions Committee having been asked to do so a year ago. JW noted that clubs committee had asked for our format, so this seemed sensible.

- 4.4 The meeting then discussed risks 21 – loss of key commercial partners, 22 – significant reduction in membership, and YY – failure to improve financial position.

HJ commented on YY stating it was unclear if the movement arrow was since the last Board meeting and that this is a difficult risk to quantify.

PD commented that the BMC should not just be looking for commercial partners, but also money from consumer brands and he gave the example of HSBC sponsoring British Cycling, he felt the BMC should be aiming higher. LR noted that it is a chicken and egg situation i.e. if GB

does well at the Olympics more opportunities might present themselves.

The meeting agreed that risk 21 should be broadened.

NB: Alan Brown (AB), the BMC's financial controller joined the meeting.

**Agreed
Action:
GP/DT**

5. Minutes of Committees, including matters not covered elsewhere

5.1 Finance and Audit Committee (FAC) (meeting 20.01.20)

GP asked AB if there was anything specific to report from the FAC meeting. AB noted the FAC had queried its role in the budget process. PD felt that the FAC has a role, but the budget is core to what the BMC does and so it should not be delegated down. DT suggested that the FAC should be involved in the process in order to give the Board confidence in the numbers.

GP said that in future he would like the budget process to start with the SMT, then go to the FAC, then to the Board. HJ asked if the FAC therefore needs to meet more often. GP wondered if a schedule of work setting out when and how the FAC would be involved in the process would be useful. The meeting agreed this would be useful.

**Agreed
Action:
GP**

5.2 Approving FAC's terms of reference (ToR)*

LV set out the background noting all the Board's previous amendments had been incorporated, but the FAC had a question in respect of the Board's request for a term of office. The FAC were concerned that this would result in loss of knowledge as some members had been on the FAC for a number of years.

The meeting discussed this with FS noting critical friends were important and JW suggesting membership could be reviewed on the basis of contributions made. DT said reinforcement was needed to all committees and that they should be reviewing their membership; all committees are required to review their terms of reference and membership annually for approval by the Board.

The meeting agreed the following amendments would be made:

- 2.3 – deleted, no terms of office
- 3 and 4 – headings added/completed
- Annex A – List of activities – the word 'might' be changed to 'will'
- Annex A re Internal control, risk management and control – the addition of the requirement for the FAC to review the BMC's risk register

On the basis that the above amendments are made, the Board approved the FAC's ToR. LV agreed to make the amendments and send the approved ToR to AB.

**Agreed
Action: LV**

5.3 GP felt the FAC was not fulfilling an audit role at present other than in relation to the accounts, but this was something to be discussed further with the FAC Chair at a later date. He added that new external auditors will be appointed at the AGM. At present, firms have been identified to receive a formal invitation to tender, so that a recommendation can be made to the Board on 1 April.

6. Strategy & financial management

6.1 Strategic plan 2020-24, final draft for review further to 12 December call*

- 6.1.1 DT said that he had spoken to Roger Murray (RM) in respect of the Board's request to add the words 'equality' and 'integrity' to the values. RM's views were that integrity was essentially covered by the "Respect" value. In order to make it more explicit, DT had added the words 'we build relationships and respect each other'. Equality was more difficult to incorporate, but RM felt it was implicit in the values.

DT added that in terms of FS's previous concern regarding strategic theme c (education, inspiration and skills), which she felt made it sound like the BMC was doing Mountain Training's role, he had removed the word 'deliver' and replaced it with words such as 'offer' and 'support'. FS felt the new wording struck the right balance.

GP added that JD had emailed a comment which was that in this document the vision referred to walkers twice, whereas it should state 'To create a better future for climbers, hill walkers and mountaineers'.

Agreed

- 6.1.2 PD stated that it was a good document as far as it goes, but it just contains lots of "nice to haves", as opposed to providing DT with guidance as to what he has to do for the next 5 years. In order for DT to turn it into a plan, it needs to have some targets included, so that they can be measured. He continued that there are 1.2 – 2 million indoor climbers and if the BMC is the representative body for them, it needs to be reaching out to them, and with a target we can show them we are achieving something. The plan should be ambitious and say we want X number of members by the end of 2024.

FS asked if the business plan is the place for these figures. PD said that the figures in the business plan are in percentage terms and are not ambitious enough. He added that indoor climbing walls are growing at 15-20% pa and that the one he is a director of in Ellesmere Port gets 2,000 new members a month, has 25,000 members and has only been open for 18 months. He guessed there are about 250 climbing walls in the UK and they are open to consolidation, it is a big business and the BMC should be part of it.

PD continued that the targets should be added to the strategy as annual targets, which are owned by the SMT and they then report to the Board in respect of the progress (or lack of) towards the targets.

PD stated that that Alex Messenger (AM) has ideas as to how to engage with climbing walls. The BMC needs to make itself relevant to climbing walls and indoor climbers and there needs to be a decree by the Board this is what they want to do and this is the target. The SMT can then be tasked with finding suitable ways and means to achieve the targets.

The meeting discussed the Talent Hub Scheme which is currently being implemented, and the fact that not-for-profit organisations operating climbing walls also need to be factored in to the BMC's ambition.

DT agreed to meeting with PD and AM to agree some targets to put to the Board.

**Action:
DT, PD,
AM**

- 6.1.3 GP asked if the document in its current form should be the one produced as a glossy document, or if the glossy document should be the strategy for 2021-25.

He added that at the SRA conference there had been discussions that sports are generally reaching out to new participants of all ages, so should the 'Purpose' be amended, as it currently refers to inspiring "new generations". The meeting suggested the word 'new' should be amended to state 'all' – this was agreed.

Agreed

The meeting discussed the issue of the glossy document and it was felt that this should be produced for the 2021-25 strategy, but the current document should be published on the website subject to the amendments below.

Agreed

The current document should be amended as follows:

- the last word of the Vision be amended from 'walkers' to 'mountaineers'
- in Purpose the word 'new' be amended to 'all'
- in Respect the word 'inclusive' be inserted in between 'build' and 'relationships'
- an executive summary be prepared.

**Action
GP & DT**

6.2 Review of 2020 budget, 2020-24 financial plan and business plan narrative*

6.2.1 GP referred to the paper and updated financial proposals and asked if anyone had any comments. DB stated he was concerned about the reserves i.e. that little progress was being made relative to the reserves policy and if there was another situation akin to the insurance claim, then there would be insufficient reserves.

The meeting discussed the paper and made the following observations:

- 2020 is an exceptional year for the BMC due to the Olympics
- the budget shows that the spend on hill walking and ski mountaineering is zero, but this is not the case; also some staff spend part of their time on hill walking work, so the budget should not hide the fact that money is spent on hill walking
- marketing costs show no defined return; the BMC should not just be marketing for marketing's sake, PD noted that AM is putting some KPIs together such as a member's lifetime spend and the cost of acquisition of a member, as the income through member spend should be about 2.5 x the cost, this then tracks marketing costs and shows its value
- it needs further links to the strategic plan – the spread of spend does not match the areas to be focussed on in the strategy
- some of the pillars had moved to foundations, e.g. IT spend
- a question around whether the reserves figure of 34% for 2024 is good enough? it was felt this issue linked to the earlier discussion on ambition in terms of growth
- the issue of commercial risk and discretionary spend that could be identified for trimming if there is an income shortfall

6.2.2 GP asked if the meeting felt that the surplus of £42k for the 2020 budget was right and if people were generally happy with the distribution of costs. AB added that the level of risk associated with subscriptions income was a fall of £5k-£20k, so this could result in the surplus being reduced to £22k in 2020.

AB was asked where costs could be cut and he gave an example of Summit magazine i.e. a switch to three editions per year would save c.£50k (gross – it was noted that the net figure needs to be calculated to understand the true saving), and if the website update is not completed

until 2021 there is a £15k saving to be made in 2020 in respect of the website depreciation.

The meeting also discussed the proposal to reduce the number of Member Handbooks published in 2020 and cease publication from 2021, on the basis this would save c£20k. It was noted something would need to replace it, both to convey the benefits of membership to members, and because it contains some of the information that used to be contained in the annual report.

**Agreed
Action:
SMT**

The meeting agreed that if there is the potential to lose £20k income then the Board needed a list of cost saving measures, and the SMT should be asked to provide this.

The meeting agreed that removing an issue of Summit was a big call, albeit was easy to do, but it is felt to be highly valued by the members.

- 6.2.3 MB noted his interest in ACT and commented that capacity from the BMC office to help ACT is limited, not because the office does not want to help, but because everyone is busy. He felt the budget should show spending on ACT as core not discretionary.

GP asked if the meeting would be happy for £20k to be taken from the surplus and added to money to be spent on ACT? MB welcomed this suggestion.

PD noted it was now the end of January and the office is spending money, so asked how the budget gets agreed to allow DT to get on with the operational side of things.

GP said the Board needs clarity about where the money was to be spent. He then asked AB and DT about the practical impact of pushing the budget sign off back two weeks. AB replied that this would mean he would not be able to deal with the audit for another two weeks, with potential postponing of the FAC meeting to consider it. DT noted that the change in Nick Colton's role (to Lead Officer of GB Climbing) was a priority and that a budgeting allowance for a COO role was needed in order to make this change.

- 6.2.4 The meeting then discussed the situation regarding MHT, ACT and BMC Land & Property Trust (LPT). It was noted that in the budget, MHT had a £31k allocation, but it needed £56k minimum per annum to continue operating. AB noted that with the BMC's £31k contribution (for the period July 2020 – June 2021), MHT had sufficient funds to last only until early 2021, as opposed to June 2021. Therefore for 2021-24 an additional £25k would need to be found. MB felt this was a conversation about what the BMC should not continue to do, and it was well overdue.

- 6.2.5 GP summarised the discussion:

- the £42k surplus would remain
- the SMT would be requested to provide a list of discretionary expenditure savings
- the financial plan would be amended to show money spent on hill walking and ski mountaineering
- the recruitment of a COO should continue and not be delayed by the finalisation of the budget
- the budget be updated regarding MHT's operating costs and its trading position for 2020
- the budget will not be signed off today because of the situation in

respect of additional funds required for MHT

- the budget will be amended to take into account today's discussion and a board conference call will be held in 2 weeks' time to approve it

GP then asked if the meeting was happy to request the amends to the financial plan as outlined above and to delay final sign off by two weeks. Nine directors voted in favour of this proposal and one abstained – it was therefore agreed that the budget would be signed off after further amendments. LV was requested to trawl for a date to hold a conference call the week beginning 10 February 2020.

**Agreed
Action:
AB, SMT
LV**

6.3 Organisational Development Group (ODG)

6.3 a, c and d Workstream progress update*

FS stated she was seeking Board approval for the following:

- the Specialist Committee Review terms of reference,
- the Digital Strategy terms of reference
- the Partners Assembly terms of reference
- Neal Hockley to take the lead as chair of the Wales sub group
- the Wales sub group to work on proposals for a formal committee for Wales that would report to the Board

FS noted in respect of the constitution of the Specialist Committee Review group it was seeking a CND, but as at present there is only one CND then a representative from NC fulfil this role and DB had kindly volunteered to assist. The Board agreed to this.

The Board approved

- the Specialist Committee Review terms of reference
- the Digital Strategy terms of reference
- the Partners Assembly terms of reference

Agreed

FS summarised the position in respect of Wales, that an acceptable solution based on fully exploring all options will not be found in time for the AGM in June. She continued that on this basis the proposal was for the sub-group to develop proposals for a formal committee of the Board which would look at the possibilities regarding Wales as well as addressing Wales issues on an interim basis, and that terms of reference for this committee would be presented to the Board at the April meeting.

JW commented that it would be useful to have critical friends on such a committee to ensure the correct questions are being asked. He also asked if the committee was linked to the £60k in the budget. It was noted this figure included the salaries of those currently engaged on work in Wales. GP noted that the BMC is not able to be effective in strategically engaging with policy agendas in Wales at present, although the one staff member based in Wales works well beyond his remit.

The Board approved the proposal of the sub-group exploring the establishing a committee of the Board in respect of Wales and that Neal Hockley be the chair of the sub-group.

Agreed

FS also requested the Board's approval in respect of various documents to be published on the ODG website. The Board approved this.

Agreed

- 6.3b BMC Articles update** – not discussed due to time constraints, but general update provided in FS's paper at 6.3.

7. Operational delivery & policy

7.1 CEO Report*

DT reported on recent meetings with Cotswold, BOA and UK Sport. He felt that by April 2020 the BMC should have an idea of funding to be provided by UK Sport. Cotswold remain supportive of the BMC and they have several projects they are keen to involve the BMC with.

JW felt the dashboard information is useful, but the membership figures should be from December because the club renewal process means that the figures presented under-report overall membership by about 20,000 (>20%). PD added that historical graphs in respect of social media figures would help show trends.

7.2 Specialist Committee Terms of Reference

LV reported that a doodle poll had been sent to directors to approve the terms of reference but only a handful had responded. She added that JD and LR had sent comments, so these needed to be dealt with. JW felt the terms of reference were linked to the budget.

It was agreed that the terms of reference would be added to the agenda of the follow up conference call.

**Agreed
Action: LV**

7.3 GB Climbing – review progress of implementation plan*

DT reported implementation is on schedule and thanked Board members for their comments on the draft CCPG terms of reference. He agreed a further draft of these would be produced to incorporate those comments.

**Action:
DT & LV**

A query was raised about representation from Wales and Ireland on the CCPG and it was agreed that the CCPG should consider this further once established.

It was noted that a Board member was being sought to sit on the CCPG – PD volunteered. The Board approved this.

Agreed

LV noted that the panel for shortlisting the position of Chair of the CCPG was required, as well as an interview panel. The Board agreed that the shortlisting panel would be: LR, PD, DT, a NC representative, a Mountaineering Scotland representative and an ABC representative. It was noted that applications would be anonymised as part of the shortlisting process. LR and DB agreed to discuss who should be the NC representative after the meeting.

**Agreed
Action:
LR & DB**

LV noted once she had a shortlisting panel, she would then trawl for dates suitable for the interview panel to meet.

**Action:
LV**

8. Governance

- 8.1 Board internal evaluation:** not discussed due to time constraints.

8.2 Appointment of CNDs*

- 8.2.1** GP summarised the steps taken to date, that a complaint had been received, it had been investigated and the outcome was that the election

process of the CNDs was not above challenge. GP felt that the next step has to involve NC.

AP summarised the report she and MB had prepared, stating they had spoken to a range of people, asking structured questions to look at the points raised by the complainant. She continued that they found:

- all three candidates had been treated fairly, although they were present for each other's presentations
- the voting system used had caused confusion to some people
- there were concerns regarding the availability on the day of the skills matrix and the clarity of instruction on the day relating to the skills matrix regarding its use and relevance to the voting process

MB added that they had approached this from a totally objective perspective and between them had spent 30-40 hours on the investigation.

PD felt that in the light of the report the election had to be held again and the Board had to ask NC to hold it again, but what if NC did not want to do this? GP said if a request was made to the NC, and they said no, this meant they would have to refute the findings of the report based on bias or inaccuracy.

The meeting discussed how the election should be held again and if the same voting system needed to be used. It was felt that it should not as, although designed to reduce the likelihood of ties, there were questions of principle around whether it should be possible to give all 4 votes to one candidate when there were two positions to be filled. It had also caused confusion as previously noted.

It was agreed that thought needed to be given as to how to communicate the outcome of the investigation, and any further steps to be taken, to the wider membership and that it was crucial that this was transparent.

8.2.2 LR was unclear as to the rationale for the conclusion and the recommendations as the outcome of the report was not consistent with her evidence. LR asked how many voting members of NC had been interviewed. LR stated she needed to understand the rationale, particularly if she was going to have to go back to NC to state the election was to be held again. AP said several of those interviewed were NC voting members.

HJ said he was surprised by the findings of the report as he was present at the NC meeting and felt it was fair and that the skills matrix had been suitably dealt with. DB noted he was not surprised by the outcome of the vote, but a few things did concern him, he felt the skills matrix could have had greater explanation.

LR said she had worked hard to ensure that NC members felt able to challenge each other and LR as chair in meetings, and that no one at the meeting had said anything about the skills matrix or the voting process, to be used during or before the meeting.

FS noted that at least one voting member had requested more information about the skills matrix during the meeting.

The meeting discussed whether further evidence should be gathered. It was felt it should not as it would not change the fact the process was open to challenge. The meeting agreed that the election had some very

good features relative to others had taken place for CNDs and it was unfortunate that this was the one being challenged.

PD said the Board had to be pragmatic and move forward. JW added the election should not be a popularity contest as the Articles stress the importance of the skills matrix - should be front and centre. The meeting discussed that it should not be a re-run, but that an election should be held again, so that the process could be amended.

8.2.3 GP summarised the discussion:

- the matter should be passed to NC
- the Board should request NC run the election again, ensuring that the skills matrix is front and centre
- the voting procedure used is to be different.

GP asked the Board to vote if they agreed that NC be asked to run an election again – seven voted for and two abstained.

Agreed

8.2.4 GP then drew attention to point (ii) in his paper and asked whether the report should be forwarded to NC. The meeting felt this was not appropriate and JW noted that as the Board had not discussed all of the issues raised in the report, sending it to NC raw would open up another can of worms. GP suggested writing to NC setting out necessary details for it to progress the matter.

GP asked the Board to vote on whether they should provide advice to NC regarding the election – eight voted for and one abstained. The Board agreed it should write to NC requesting an election and to provide it with details as to why the Board felt another election was required and advice as to how to implement the process.

**Agreed
Action:
GP**

The meeting discussed the contacting the three candidates and it agreed they should be contacted to update them as to the outcome of the investigation, and to ask them to only contact LR or GP if they had any questions. LV offered to send the emails as Company Secretary – the Board agreed.

**Agreed
Action:
LV**

GP then asked if the Board agreed that if any of the three candidates wished to drop out, that nominations should be re-opened, to avoid appointment by default. The Board agreed with this.

Agreed

The Board then discussed the issue of what happens if the voting process used results in a tie. It was noted that the Chair of NC has a casting vote, and that this does not specifically refer to any particular vote and so is presumed to include elections. It was also noted that it is a straightforward matter to hold another vote involving just two candidates if the tie is between those in 2nd and 3rd places.

9. Human resources

9.1 Staffing update: Not discussed due to time constraints.

9.2 Review of COO and CFO job descriptions and adverts*

DT refer to his paper which set out a suggestion of seeking a combined operations and commercial/development position at 4-5 days per week (the COO) and a CFO of 2-4 days per month.

JW felt that the person specification for COO should include

understanding mountaineering and insurance, as the travel insurance work would fall under such person's remit. The Board discussed whether knowledge of mountaineering should be an essential or desirable specification. It was felt that it should be essential, but that if this was proving a barrier to finding the right person, it should be reduced to desirable. The Board also agreed that DT can proceed with preparing the job advert for the role.

**Agreed
Action:
DT**

The Board felt that this is a key role so it is important to find the right person and have the right recruitment process, and that GP should be involved. MB suggested that the position could be subject to review after 12 months.

DT showed the current and proposed staff structure and how the COO and CFO roles would fit in to that. The Board discussed the proposed structure and noted that DT should ideally have no more than 8 people reporting to him. HJ queried whether LV should report directly to DT as Company Secretary and there was support from the Board for this change to be made, but DT noted that they do speak regularly and so he felt this was not necessary.

9.3 CEO objectives framework and appraisal*: Not discussed due to time constraints.

10. AGM 2020: Not discussed due to time constraints.

11. AOB

11.1 Consideration of participation statement*: Not discussed due to time constraints.

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

11.3 Verbal report on SRA conference: DT and GP had discussed some matters raised at the conference throughout the meeting.

12 Meeting appraisal & evaluation: Not discussed due to time constraints

13 Dates & times of next meeting – need to trawl for a date w/b 10 February 2020

Item	Action	Involving	Target date
2.2	Contact MHT setting out areas which the BMC feels discussion is needed	GP	Immediate
2.2	Make further enquiries with MTT regarding the pension liability	GP	Before 1 April
2.2	To investigate adding a donation facility for MHT to the BMC website.	LR,DT,MB	Ongoing
4.2	Add to the risk register the risks associated with the BMC being a corporate director of its subsidiaries	GP	Immediate
4.2	Add to the risk register any financial impacts.	GP & DT	Immediate
4.3	Add a further column so the likelihood scores on the risk register include a before and after mitigating factors are taken into account.	GP & DT	Immediate
4.3	The SMT to review and update the risk register prior to the 1 April Board meeting.	SMT	Before 21 March 2020

Item	Action	Involving	Target date
4.4	Risk 21 on the register be broadened	GP & DT	Before 21 March 2020
5.1	Schedule of work required by the FAC and details of when work is to be done by.	GP	Immediate
5.2	Amendments made to the FAC's terms of reference and e-mailed to AB.	LV	Immediate
6.1.2	Targets to be added to the strategic plan in relation to number of members, number of hill walkers/indoor climbers etc.	DT, PD, AM	Immediate
6.1.3	The Strategic Plan be amended as set out in minute 6.1.3	GP & DT	Immediate
6.2.3	The 2020 budget be amended to show spend on hillwalking and ski mountaineering, as well as to update MHT's financial position.	AB	Immediate
6.2.3	The SMT be asked to prepare a list of discretionary expenditure savings.	SMT	Immediate
6.2.3	Trawl for dates for a follow up Board conference call.	LV	Immediate
7.2	Specialist committee terms of reference be dealt with at the follow up conference call and added to that agenda.	LV	Immediate
7.3	Further draft of the CCPG terms of reference be produced following Board comments.	DT & LV	Immediate
7.3	Discuss who from NC should sit on the shortlist and possibly interview panel for the Chair of the CCPG	LR and DB	Immediate
7.3	Upon finalisation of the panels for shortlisting and interviewing the CCPG Chair, trawl for dates for the interviews to take place.	LV	ASAP
8.2.4	Prepare a communication from the Board to NC setting out the request for an election to be held again regarding CNDs.	GP	Immediate
8.2.4.	e-mail each of the three CND candidates to inform them of the result of the investigation.	LV	Immediate
9.2	Job adverts for COO and CFO roles to be prepared.	DT	Immediate

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

Signed _____ Date _____

Gareth Pierce, Chair