

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 by way of a conference call on Wednesday 12 February 2020 at 7.00pm

Directors Present:	Gareth Pierce (GP)	Chair
	Matthew Bradbury (MB)	Senior Independent Director
	Paul Drew (PD)	Independent Director
	Jonny Dry (JD)	Nominated Director (Fundraising)
	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)

In attendance: Lucy Valerio (LV) Company Secretary

* denotes supporting paper(s) circulated prior to meeting

** joined the meeting at minute 4

Actions

1. Welcome, apologies & declaration of interests

GP welcomed everyone to the meeting and noted that AP was unable to join the call until later.

GP said as this is a continuation of the meeting from 29 January, MB's conflict of interest in access and conservation matters because of his position with the BMC Access & Conservation Trust (ACT) still stood. DT and LV declared a conflict of interest in respect of the AOB matter regarding cost of living pay award for staff.

2. Strategy & financial management*

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

2.1.1 GP asked DT to speak about the amendments made following the Board meeting of 29 January.

DT said the word 'inclusive' had been added to the value 'Respect', but the word 'new' in the Purpose had not been amended to 'all'. The Purpose was therefore 'To represent the interests of climbers, hill walkers and mountaineers and inspire new generations'.

The meeting discussed if it should be 'all' or 'new' generations and a range of differing opinions were expressed. After further discussion, it was agreed that DT would amend the purpose to state 'all generations' and this would then go to National Council. LR said there was a National Council webinar in a couple of weeks' time, so it could be agreed at that.

Agreed

Action:
DT

2.1.2 GP noted this linked to the fact that under strategic theme 'd – organisational development and sector leadership', there needed to be a further amendment to the Wales bullet point so that the strategic plan correctly reflected how Wales was to be handled moving forward. In particular that the committee now proposed would start addressing policy and other issues arising in Wales as well as giving further consideration to the options identified for future BMC

arrangements in Wales.

The Board agreed that the Purpose and the bullet point noted above would be amended and the Strategic Plan would be sent to National Council for final sign off ahead of being uploaded to the website.

Agreed
Action:
DT/LR

- 2.1.3 GP turned to the Strategy & Finance summary paper he had prepared with input from DT. He noted that the Board was being asked to approve the format of the business plan narrative and the operational plan exemplified within annexes to the paper.

PD said it needed to include specific targets and KPIs, so that progress against these can then be tracked. JD noted KPIs can be very numbers driven, the impact of the work undertaken also needs to be assessed.

MB asked how parts of the operational plan would be communicated with some of the groups involved, as they would need to agree to some of the work. He suggested that a high level meeting is needed between the Board and the trustees of ACT.

GP summarised that the Board was supportive of the proposed format and style of the business and operational plan, with KPIs to be added and the BMC to ensure that it links up with key groups as necessary to assist with the execution of the plan. The Board agreed.

Agreed

FS asked about timescales and when would a full operational plan be available, DT suggested mid-March.

Action:
DT

2.2 Review of 2020 budget, 2020-24 financial plan and business plan narrative, final draft review further to 29 January meeting*

- 2.2.1 GP indicated that the budget needs to be agreed at this meeting and noted that the main differences in this draft from the one reviewed at the 29 January meeting are:

- an increased surplus - £75,036
- a cash amount of £25k for ACT
- a slight uplift of cash for Mountain Heritage Trust (MHT)

He noted that the increased surplus had been achieved through a slight increase in projected income from Blue membership, the removal of some duplication of expenditure that had been identified, and department heads making other savings within their departments.

HJ raised a query about the membership team salary costs as the figure was £3k higher than the previous version. DT agreed to check this with Alan Brown (AB). The meeting agreed this was not material enough to delay signing off the budget.

Action:
DT/AB

HJ said he was still concerned about the spread of expenditure over the activities the BMC is supposed to represent e.g. £83,000 on hillwalking, but £235k on competition climbing.

GP noted that it is an exceptional year for competition climbing because of the Olympics, and GB Climbing will need bedding in as a department, so spend will be higher than it has been historically. DT added the fact that it does take a lot of money to run competitions and the figure includes the reallocation of Nick Colton's salary to GB Climbing. He felt that, moving forward, the department will have to become more self-sufficient (through increased grants and sponsorship income), with the BMC's allocation decreasing; staff will need to be informed of this.

2.2.2 GP asked if the Board were happy to sign off the budget.

PD felt it was fit for purpose and should be signed off today, as a delay would impact on the operation of the organisation and it is incumbent on the Board to provide the staff with a budget to work with.

HJ agreed with PD, but noted that care needs to be taken with hillwalking and other areas moving forward, there needs to be good reasons as justifying the disparity of expenditure.

MB agreed with PD and HJ.

HJ asked if the increased surplus figure would form part of DT's target as CEO. GP said it would, whilst recognising that the Senior Management Team (SMT) would also play a part in ensuring delivery of the surplus and with the caveat that if unforeseen financial circumstances arose then the SMT and CEO should bring matters to the Board's attention for discussion.

FS agreed with PD, but she was concerned that at the last few Board meetings income generation had been spoken about, but she felt the figures used were not sufficiently aspirational.

PD noted at the last Board meeting he had agreed to meet with DT and Alex Messenger (AM) to develop more aspirational targets and he is meeting them on 18 February. GP said the budget is based on prudent assumptions regarding income, but the aim is to do better.

2.2.3 JW asked about the Clubs and International Affiliation fee figures and why these appeared to have been cut. HJ said the figures have not been cut but grant income has been allocated against the lines of expenditure in 2020, which it was not in 2019. He added that AB should be asked to prepare the figures for 2019 the same as 2020 for comparison purposes.

**Action:
AB**

DT confirmed that nothing had been cut from these two areas and that money for clubs is from Sport England so that is a figure included in the release of grants figure for 2019.

JW felt the budget was heavily influenced by Sport England and the requirements of competition climbing at the expense of support for mountaineering.

The meeting discussed if the proposed cost of living pay award (discussed later, at item 7.4) was included in the budget and GP confirmed that it was.

2.2.4 GP summarised the discussion:

- the £75k surplus would be one of DT's targets as CEO
- the proposed cost of living pay increase for staff is included in the budget, so if this is not agreed the surplus would be increased
- the Board would review relative expenditures across strategic themes moving forward

GP asked if, on the basis of the above, the Board was happy to approve the budget.

The Board approved the budget for 2020.

Agreed

2.2.5 FS asked how the budget and strategic plan should be communicated to the members. It was agreed the detailed budget should not be published on the

Agreed

website, but the strategic plan should be once finalised.

The meeting discussed what should be published about the budget, and it was agreed a high level communication should be prepared to be published on the website. GP added that there would be a presentation on the strategic plan and finances at the AGM.

**Agreed
Action:
GP & DT**

3. Operational delivery & policy

3.1 Matters from Specialist Committees – ToR approval*

GP noted that the ToRs had been presented to the National Council in December 2019, LV had subsequently sent them to the Board electronically for approval. Several Board members had sent comments to LV, some of which had been incorporated, so the Board was being asked to approve the ToRs on block.

LR emphasised that the ToRs were interim because of the review of specialist committees being undertaken by Roger Murray, but as the ToRs are annually reviewed they would in effect be in place for 2020.

The Board approved the ToR's of the specialist committees.

Agreed

NB: AP joined the call

4 Governance

4.1 Board internal evaluation*

4.1.1 GP said that following the Board meeting of 29 January he had received some comments on the proposed evaluation questionnaire, and as a result a further section in respect of the MoU between the Board and National Council had been added. The remainder of the questionnaire reflected the requirements of the Code for Sports Governance. He said that the questionnaires are to assist with self-evaluation, and that areas of weakness would be discussed at the Board meeting in April. He asked for comments.

PD said that he had attended director training organised by the SRA, and the trainer was a board evaluator who advised that a checklist approach does not provide useful input and can be ineffective. 1:1 interviews with Board members, and also with the SMT are more effective as they identify the issues to be addressed.

JW agreed with PD and added that the Board needs a forum to share views on what works and what does not. He added that the checklist allows a person to give a score which might be difficult to explain.

GP agreed and noted in his experience the checklist is often a first step in the evaluation process, generally followed by a collective discussion.

MB added that in his role as a director of Living Sport (a county sports partnership) he had undergone the interview process and it was a useful and pleasant exercise that gave a more honest overall view.

FS asked if an external board evaluation could be undertaken now so that the Board had a useful starting point. LV said that Sport England is making funds available to national bodies for governance issues, such as external board evaluations, from March 2020, so she suggested doing an internal board evaluation in the first instance. LV would then apply for funds to support an external evaluation in November 2020.

- 4.1.2 GP asked if members were happy to complete the checklists, and then have a 45-minute 1:1 interview with GP. The findings of the evaluation could then be discussed on a collective basis at the 1 April Board meeting.
- Action:
LV**
- The Board agreed with this approach, noting that the collective discussion should probably be separate from the Board meeting, but held on the same day.
- Agreed**
- GP asked for any further comments on the questionnaire to be sent to him, he would then prepare a final questionnaire for circulation and liaise with individual directors to set up a suitable time for 1:1 interviews.
- Action:
Board &
GP**
- FS said that instead of the observations section on the questionnaire, more open-ended questions should be asked as the point of the evaluation is to help the Board improve its performance. The meeting agreed and noted the evaluation should also identify positive points as well as items for improvement.
- GP added that in terms of evaluation of the Chair, he had been in discussion with MB, who in turn would be in touch with everyone regarding this.
- 5. Human Resources**
- 5.1 Staffing Update**
- DT reported that at a full staff meeting held on Tuesday 11 February, he had explained the staffing changes related to Nick Colton's move to be Lead Officer of GB Climbing, the recruitment of a Head of Operations & Development, a person to provide IT support and a part time position based in South Wales to engage with the National Assembly in Wales, and all of this had been well received by the staff.
- DT said that KA had prepared a draft job advert for the Head of Operations & Development. JW stated that he would like to be involved in the recruitment process as it is an area where he has experience.
- DT said that he would circulate the draft job description and advert as soon as he was able.
- Action:
DT**
- 5.2 CEO objectives framework and appraisal***
- GP said that the next step for the 2019 appraisal document was to move it forward into a 2020 document. He said he would also add qualitative and quantitative targets relating to the Strategic Plan, together with the £75k financial surplus target, and bring this to the April Board meeting.
- GP asked for views on the document, there were no further comments. GP said he would update the document and prepare a report for the Board meeting on 1 April.
- Action:
GP**
- 6. AGM 2020**
- 6.1 Discussion about format and timings***
- LV explained that she had proposed a more structured AGM, with presentations and questions from members taking place separately to the voting. She said that this is because there are to be elections held for two positions of Nationally Elected Councillors and National Council had agreed that there would be no shortlist prepared for these positions, so there could

be many candidates standing for each position. The number of candidates standing for such positions would not be known until 28 April.

GP asked for comments. JW asked if the proposed structure meant members could not put forward amendments to resolutions. LV said no, that is not the intention, the intention is that any questions about the accounts etc. are asked in the Q&A session so that hopefully the voting process does not take longer than it needs to.

DT asked how the Q&A session would be minuted and what would be the status of any points raised or agreed during this session. LV replied the Q&A session could be minuted in the same way as member questions are currently minuted, and anything put forward by members in such a session would be dealt with in the same way as an AGM.

The meeting felt the Q&A session needed to be broken down further into sections, particularly dealing with the Strategic Plan and finances. LV agreed to prepare another proposal and circulate to the Board.

Action:
LV

7. AOB

7.1 Consideration of participation statement*

DT noted that there is nothing to be agreed by the Board at this point. JW felt that one of the great advantages of the current statement was its brevity and so should probably be left as it is. If a more in-depth document is wanted, this could be developed as a participation policy.

7.2 Fundraising discussion paper*

JD noted that the range of activities the BMC undertakes puts it in a difficult position to apply for grants, as it does not satisfy all categories required in respect of some available grants. He felt that MHT could be used to raise funds in a more targeted way. He added that it takes time and resources to prepare a long term sustainable fundraising strategy.

GP noted that the position of a fundraiser is not budgeted for on the assumption such a position would create more income and so have a positive impact on the bottom line. PD said that it is possible to employ someone and for their costs to be covered within 3 to 4 months. He added that the BMC should be more ambitious in respect of targets for sponsorship, referring to British Cycling's relationship with HSBC.

FS asked if the BMC wants to attract such sponsors how should this be built in to a strategy about growing membership. PD agreed this goes hand in hand with being more ambitious about membership growth in order to be more attractive to corporate sponsors.

MB noted that there should also be a wider conversation about how to get the best out of the BMC's subsidiaries, and this should be included in a strategy.

GP asked the Board if they felt this issue should be added to the agenda of the 1 April Board meeting to give it more time. The Board agreed.

Agreed
Action:
LV

LR noted that the IFSC had decided to reschedule the World Cups in bouldering and speed climbing that were due to take place in China, as a result of coronavirus. She added she had been in communication with the IFSC for the BMC to hold the World Cup in bouldering, on the proviso that the fee of £30,000 which the holding country has to pay is waived. The Board supported further exploration of this.

Action:
LR

7.3 Progress re CND elections

GP referred to the communication sent by LR that National Council had agreed to run the election again. LR said the National Council webinar to discuss the issue was very positive and there was a clear way forward.

7.4 Cost of living staff pay increase

GP summarised the paper and asked if the Board had any comments. The meeting discussed the fact that in future such increases should be measured against the CPI, as opposed to the RPI which is currently used. JW suggested that an element of pay awards should be linked to performance and that possible arrangements for this should be explored.

Action:
GP

GP then asked the Board if they approved the proposed cost of living pay rise for staff. The Board approved the increase.

Agreed

7.5 Area Meetings

LV asked the Board if they were aware of anything to be added to the agenda for the upcoming Area meetings. The following issues were identified:

- The proposed way forward with Wales
- GWG recommendations
- ODG update

7.6 MHT

JW asked about MHT and who on the Board was happy to lead on this matter. JD said he was happy to lead. GP indicated that a meeting was intended between BMC and MHT in March after MHT had held its own discussions.

Agreed
Action:
JD

7.7 2019 Accounts

LR stressed the need for directors to be involved in approving the 2019 accounts. GP stated they would be included within the Board agenda for the 1 April meeting for approval, the intention being that they will have been reviewed by the Finance & Audit Committee (FAC) ahead of that, even if the FAC needed to rearrange its meeting because of delays to the audit work caused by the continuing work on the 2020 budget.

8. Meeting appraisal & evaluation

GP thanked everyone for their time and noted that it had been a useful call as a number of matters had been approved. The Board also felt it had been a useful meeting.

9. Dates & time of next meeting – 1 April 2020

Item	Action	Involving	Target date
2.1.1 and 2.1.2	Strategic plan to be amended as per the minutes and circulated to National Council.	DT, GP & LR	Immediate
2.1.3	Operational and business plans to be prepared in the format exemplified to the Board.	DT	Middle of March
2.2.3	Provide 2019 and 2020 financial information in	AB	As soon as

Item	Action	Involving	Target date
	comparable formats.		possible
2.2.5	Communication prepared for the members in respect of budget to be published on the website.	GP & DT	As soon as possible
4.1.2	Board members to send any further comments on the internal evaluation questionnaires to GP, and GP to organise 1:1 interviews with Board members.	All and GP	Immediate
4.1.2	MB to contact Board members regarding evaluation of the Chair.	MB	Immediate
4.1.2	LV to ensure that is time allocated on 1 April for a collective Board discussion following the internal evaluation.	LV	Immediate
5.1	Draft job description and advert for Head of Operations & Development to be circulated to the Board.	DT	Immediate
5.2	CEO objectives framework to be amended as per these minutes.	GP	Immediate
6.1	Amendments to be made to the proposed structure and timings for this year's AGM.	LV	Immediate
7.2	Membership growth and fundraising to be added to the agenda for the 1 April Board meeting.	LV	Immediate
7.2	Explore possibilities of hosting the World Cup bouldering event being relocated from China.	LR	Continuing
7.4	Move away from RPI as an indicator relevant to pay awards and explore possibility of introducing an element of performance-related pay.	GP	by Nov 2020
7.6	Contribute to discussions with MHT and preparation of paper for April Board meeting.	JD	Immediate

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

Signed _____ Date _____

Gareth Pierce, Chair