

## BRITISH MOUNTAINEERING COUNCIL

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### Board of Directors

Redacted minutes of the Board meeting held by way of GoToMeeting on Thursday 26 March 2020

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)	Council Nominated 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

### Actions

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

GP welcomed everyone to the meeting, particularly as it was called on short notice. He noted there were no apologies.

#### 2. Conflicts of Interest and Purpose of Meeting\*

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).

LV declared a conflict of interest in respect of matters to do with staff.

GP noted the intention of the call was partly to catch up on various issues resulting from the Covid-19 crisis (the Crisis), but also because matters are reaching the stage where decisions need to be made and the Board need to be making and supporting such decisions.

He added he had prepared a roadmap for the meeting with various issues and questions on it, which would be the basis for the meeting.

#### 3. Operational Plan

- 3.1 GP asked DT to update the meeting. DT stated that a good start had been made to the operational plan document, but due to the Crisis no one had done anything on it in the last two weeks. He added in terms of the Crisis that the office closed on the afternoon of Tuesday 25 March and that the new way of working, with all staff remote, was now in place and appeared to be working well.

The Board then discussed the various ways the office was using to stay connected and PD suggested Slack. LR noted that Teamwork also offered a chat function and care should be taken in introducing lots of different ways to do the same thing.

DT stated it was still early days in terms of being able to get a feel for workloads,

but the Marketing and Communications team is currently very busy, as are the competitions/events staff in dealing with refunds for cancelled events. The Membership team are still very busy dealing with a large backlog of queries and the SMT are busy managing the issues arising out of the Crisis. He felt that workload would subside for a number of people and that there will be a lull.

GP asked if anyone had any questions for DT. HJ commented that the office had handled all arising issues very well so far. GP added his thanks to DT and the staff.

- 3.2 GP said regarding governance, the Board had added numerous more meetings in addition to the scheduled Board meeting of 1 April; HJ would update in respect of the Finance and Audit Committee's (FAC) ongoing work; the AGM would not be able to be held as a face to face meeting at Plas y Brenin on 13 June; an induction would still be required for the two new Council Nominated Directors (CND) being appointed by National Council on Saturday 28 March.

LV noted in terms of induction, there would not be a face to face induction, but that as soon as she was aware of the successful candidates she would add them to Teamwork and provide them with all the necessary details to dial in to the board meetings. JW asked if a form of virtual induction could be provided e.g. by the trainer that provided the training for the Nominated Directors in 2019. LV agreed to look into this.

**Action  
LV**

- 3.3 HJ updated the Board on the FAC's work – that afternoon the FAC had finalised its position in respect of auditors and that it would put forward as a recommendation to the Board for the meeting on 1 April.

He said that in respect of the audited accounts, a further draft (draft three) would be provided soon to take into account some comments from the FAC, so the audited accounts were in pretty good shape and should be in a position for the Board to review. He added that Donnelly Bentley had now furloughed their staff so there may be a delay in finalising the accounts.

The Board discussed the 3-month extension being provided by Companies House for the filing of accounts. LV noted the accounts don't need to be approved by the members, just received by them. HJ felt that the 3-month extension may not be necessary.

- 3.4 LV summarised the paper she had put on Teamwork in relation to the AGM, noting it was now clearly impossible to hold it face to face in June. She said her recommendation was to hold it as a GoToWebinar, to get Civica (formerly ERS) to deal with all votes, the proposed elections not be held, and only procedural resolutions be voted on (but not by way of the raising hands option on GoToWebinar).

The Board discussed this and they supported the proposals, noting they needed further discussion on 1 April. JW added that a view needs to be put to National Council at their meeting on 28 March, in order to gain their support on the proposals. LV said she was happy for her paper to be shared with National Council as the Board had now seen it.

LV added that a decision needs to be made on 1 April because if the AGM is proceeding, even virtually, as the 60 Clear Days' notice still needs to be given – and that is due on 9 April.

FS said she felt National Council would be fully supportive. LR noted that serious consideration would need to be given to holding an EGM later in the year including financial consideration in respect of the financial situation of the BMC.

**Action:  
FS & LV**

The Board discussed how to deal with the membership and the proposals, as it would be useful to gauge their view on how the BMC intended to deal with the AGM. LV suggested using the webinar on 2<sup>nd</sup> April. It was agreed FS and LV would speak further.

#### **4 Human Resources**

- 4.1 GP ran through the points on his roadmap and noted that the Board need to take a view whether to furlough certain staff or not, and also if furloughing was approved, whether the BMC would pay staff the full salary, so contribute the 20% not covered by the Government's scheme.

DT said that the SMT are currently pulling a list together of what work staff are currently undertaking, and what they think they are likely to be undertaking, so that information could be provided to the Board for the 1 April meeting. He noted that the BMC was slightly different from many other sports, as unlike the BMC, 50% of their staff are typically involved in performance-related work (including coaching) and all of that is stopping. .

PD said that the Board needs an understanding of the financial position to assist it making such decisions, a revised income and expenditure plan would be useful, and it should be financially conservative. He added the cash position of the BMC needed to be protected as much as possible.

HJ said the biggest issue was the loss of insurance incomes, which equated to about £40k per month. There was also likely to be an impact regarding membership fees as people prioritised their personal expenditure. He agreed there was a need to be financially conservative. He said one advantage of the BMC is its staff, so any furloughing needs to be handled correctly, and there is still some opaqueness surrounding the Government's scheme.

- 4.2 The Board then discussed other possibilities, such as deferral of VAT and PAYE payments. HJ noted that Alan Brown could look at this, but the immediate concern was to cut spending.

The Board noted that the furloughing scheme meant that the BMC continued to pay salaries, and then claim 80% of them back from the Government, up to a maximum of £2,500 per month. HJ noted as a NGB that the BMC should implement all steps required under the scheme correctly, and that if staff are furloughed, it is because they would quite likely be made redundant as a result of the Crisis.

MB added that the £2,500 limit is net and includes pension payments etc. He has had to furlough staff as part of his day job and is supportive of the BMC going through the exercise, and for it to start as soon as possible because it is a double check system and employees will be asked when they were furloughed, there is no option to backdate it.

GP asked the Board if they were willing to support a furlough scheme. The Board supported the principle of BMC using a furlough scheme in response to the Crisis.

**Agreed**

- 4.3 GP asked if the way in which any such furloughing is to be implemented should be dealt with next week.

PD said yes but it depends on the financial position. He noted staff may have a drop in personal expenditure as they are not having to travel to work.

FS said that if National Council are to be provided with information on this, then

staff should first be informed this is being considered. GP agreed, staff should be told that furloughing is being looked at by the Board, and that the Board's top priority in implementing any such scheme is fairness.

DT said he would inform the staff on Friday 27 March.

**Action:**  
**DT**

## **5 Financial Position**

- 5.1 GP referred to the roadmap in which he had flagged five questions and he ran through these. He asked the Board for their views on halting all recruitment.

JW felt it would be insensitive to recruit staff if other staff members are being furloughed. He added if Nick Colton can continue in his role as deputy CEO whilst no competitions are running, then maybe the need for a Head of Operations and Development (HOD) was less pressing.

HJ felt that financially and morally recruitment would be the wrong thing to do and the cost of the employment was key.

FS wondered if it was possible to continue with the process for the HOD only, but make it clear to staff that any successful candidate would only be taken on once the Crisis is over. She felt that the Crisis meant that the BMC would be in great need of someone with commercial capability to help it rebuild. She asked if it would be possible to put the advert out in e.g. 6-12 weeks in line with any exit strategy that may have emerged by then.

PD noted that the recruitment campaign could be started, he had held phone interviews and asked candidates to present to an interview panel virtually in his other roles. He has also appointed someone, but with no start date provided, so that once an exit strategy is formed, a start date can be provided and no time has been lost.

DT noted that preparatory work could continue so that once an exit strategy is formed, job adverts etc. would be ready to go.

The Board agreed that preparatory work should continue so the matter can progress once an exit strategy becomes clearer.

**Agreed**

- 5.2 MB updated the Board re ACT – a decision had been taken to cancel a board meeting of ACT that was to take place to discuss how best to use the BMC's contribution of £25k and the ACT's board is aware that this funding is at risk. He added that the access work can be relatively easily slowed down, particularly as he noted 2020 would not be a good time to push fundraising, for obvious reasons. ACT have therefore accepted the £25k will not be available this year, but it would be gratefully received if available next year.

Unfortunately JD was having issues with his microphone so was unable to update the Board as to the position of Mountain Heritage Trust (MHT). JW noted that MHT might be in the position of furloughing its one member of staff so as not to incur that cost. HJ agreed, but noted that such saving would not cover all of MHT's running costs, the BMC would still need to provide some cash.

- 5.3 FS noted one of the issues in GP's paper was to have a Summit issued as digital only, she felt a view should be sought from National Council on this. DT said he had spoken to Alex Messenger about this and it was definitely doable. It would be the issue due to come out in June. GP agreed to put this in his communication to National Council.

GP agreed to prepare a communication to be sent to National Council prior to its

**Action**

meeting on 28 March. He would send such communication to the Board first for comments.

**GP**

## 6. Close of Meeting

DT said thank you to all the directors as there has been a huge input from all directors in relation to the BMC's response to the Crisis.

GP added his thanks and confirmed the further meetings in April would all have a start time of 7pm. LV to set up meetings.

**Action  
LV**

Item	Action	Involving	Target date
3.2	LV to look into some form of virtual director induction for the two new CNDs being appointed on 28 March by National Council.	LV	Immediate
3.4	LV & FS to speak about the 2 April webinar and how best to proceed with it.	FS & LV	Immediate
4.3	DT to inform staff about the fact the Board is looking at the possibility of furloughing staff	DT	Immediate
5.3	GP to prepare a paper for National Council to consider at their meeting on 28 March, specifically seeking views on (i) a virtual AGM being held on 13 June and (ii) the next issue of Summit being digital only.	GP	Immediate
6	LV to set up further GoToMeetings for Board calls.	LV	Immediate

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

Signed

Date

**Gareth Pierce, Chair**