

## 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 GoToMeeting on Thursday 23 April 2020 at 7pm

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
	Jon Punshon (JP)	Council Nominated Director (CND)
	Lynn Robinson (LR)	President
	Fiona Sanders (FS)	CND
	Chris Stone (CS)	CND
	Dave Turnbull (DT)	CEO
	Jonathan White (JW)	Nominated Director (Clubs)
In attendance:	Lucy Valerio (LV)	Company Secretary
	Chris Martin (CM)	Mountain Heritage Trust (MHT) Director
	John Porter (JoP)	MHT Director
	Terry Tasker (TT)***	MHT Director

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

\*\* joined at minute 2.3

\*\*\* joined at minute 2.2

### Actions

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

GP welcomed everyone to the meeting. He noted PD had indicated he would join the meeting late. There were no apologies.

Conflicts of interest declared:

- MB in respect of BMC Access & Conservation Trust (ACT)
- DT and LV as members of staff
- CS as a volunteer requesting funding from the BMC for an event
- General conflict in respect of several Board members being members of clubs

#### 2. MHT\*

##### 2.1 GP welcomed CM and JoP from MHT and identified three themes to be discussed:

- Short-term in relation to the application for emergency funding from the Heritage Emergency Fund (HEF)
- The relationship between the BMC and MHT from the receipt of any emergency funding until the National Lottery Heritage Fund (NLHF) starts accepting applications for funding again (currently closed for applications due to the current pandemic)
- Medium-term and how the BMC can support the MHT

JoP felt that there had been a misunderstanding in respect of the timing of the application to be made to the HEF. HEF's advisers had told Liz Sutton (MHT's fundraising director) that money available was spread over 3 months until the

end of June and that the application should be made when it looks like MHT would run out of money. He added that MHT was not asking the BMC for financial support for the duration of any funds received from HEF and that the BMC had only just provided MHT with the financial information it needed in order to progress the application.

GP set out the BMC's position which was the intention, pre Covid-19 (the Crisis) to support MHT, but the Crisis meant that the BMC was at risk from falling income and MHT applying to the HEF would only help both organisations.

MB said that he had spoken to a representative of HEF the previous day: he did not want to challenge the advice MHT had been given, but he had been advised that the money in the HEF was likely to run out prior to the end of June and so he suggested applying sooner rather than later.

CM noted that MHT was at the tail end of a funding programme through NLHF and so there is a strong connection and the HEF will support charities that have had previous NLHF funding. NLHF have indicated that they are seeking a long-term relationship with MHT and so he is confident that MHT will be successful with its HEF application.

MB agreed that MHT was a good fit to receive HEF monies but his concern was that it is a finite pot of money that is available and MHT may find that they receive an email before the end of May indicating that no more bids can be funded.

## **2.2** *N.B. TT joined the meeting at this point.*

LR said she was happy to offer a letter of support if this would assist with the application. TT thanked LR but noted that the HEF application process would not require such a document.

GP felt that two aspects of timing required balancing: timing of the application in terms of best conveying MHT's financial difficulty, and the advice that the funding might run out.

CM said that if MHT receives a HEF contribution of £20k then this money will see them through to October 2020, so MHT need to understand how the BMC sees MHT post-October, because if there is no long-term commitment then MHT would have to be wound up and it has an employee to consider.

GP noted that the BMC's initial 2020 budget included commitment to MHT to take it to June 2021, but the Crisis has led the BMC to trim expenditure and at present it does not know the exact impact of the Crisis on its income. He added that if membership figures do not decrease as much as feared, then it may yet be able to commit. He added that the length of the Government's furlough scheme would also have an impact on the BMC's finances: at present this is scheduled to finish at the end of June.

TT said that for the HEF application, MHT had to categorically state that it was not getting any income over and above what was already guaranteed. GP said that it would be appropriate to state that the BMC cannot at this stage commit to providing MHT with the second tranche of funding.

JoP said that if MHT gets to October and then the BMC cannot support it then all the work that has been done will stop and NLHF will lose the investment it has put into MHT over the last 20 years.

## **2.3** *N.B. PD joined the meeting*

JW noted that there were two separate parts to the issue:- a) MHT's on-going financial position and b) the temporary lockdown period due to the Crisis where, in order to save money the BMC is trying to get to a position where the reserves last as long as possible.

He said there was a distinction between Crisis funding and long-term funding. The BMC understands that if MHT's employee is furloughed then MHT cannot continue with its work, but the BMC has furloughed a third of its staff and the work those staff were doing has stopped. The BMC is therefore asking MHT to do what it can to mitigate as many costs as possible.

TT said the employee is MHT's only one and it cannot do without her: the employee is working on getting income in to MHT and also cares for the collection MHT has, and they have made promises to families to care for such items that have been donated.

JoP said the issue of furloughing is not important if MHT gets the HEF, as the funds would cover the employee's salary. He added that without the employee MHT's work in relation to its NLHF bid would go backwards.

JW said that if MHT does not get HEF funds, or BMC funds then it will run out of money in August 2020. The BMC's view in January was that it would make a commitment to MHT but the Board needed to be confident that other funding was coming in to MHT otherwise it would have to be wound up, as the BMC's commitment was only part of what MHT needed on an on-going basis.

GP summarised the discussion by noting that a) if the HEF application is successful, then the employee does not have to be furloughed, and b) if the HEF application is unsuccessful and the BMC is unable to commit to funding post June 2021 it is possible MHT will have to be wound up. He asked if there was a date when MHT was planning to make the NLHF bid.

CM replied that NLHF bids are closed until at least November 2020. He said the thinking behind the bid MHT were making, for £250k, was to allow MHT a more holistic approach, so that it is the umbrella organisation for mountain heritage across the UK. He noted that Mountain Rescue England were keen to work with MHT. TT added that MHT want to be ready to put the bid in to NLHF as soon as it is open to accepting applications.

- 2.4 JoP said that MHT needs to comply with the Charity Commission and have its own bank account. He noted that at present MHT does not 'pay' its employee through a PAYE scheme so it would not be able to furlough her.

HJ said that MHT does have its own bank accounts and PAYE system, but it is complicated and he suggested that MHT's new treasurer meets with Alan Brown when they are able to so that this could be looked at in more detail. He added that AB has started the process to get MHT card machines.

GP summarised the discussion:

- MHT should apply to HEF as soon as possible
- the BMC would keep in touch with MHT in respect of its own financial prospects
- an action list would be prepared of what the BMC and MHT can do together to assist MHT with the NLHF bid to be made in late 2020

**Action:  
GP, LV, JD  
& MHT**

The meeting agreed with these steps to be taken.

**Agreed**

GP thanked MHT for joining the call, TT, CM and JoP left the meeting.

- 2.5 GP asked the Board for their thoughts. The following comments were made:
- HJ felt it a positive conversation.
  - JD asked if the “Just Giving” campaign is something the BMC office can help with.
  - JW said that there was clearly a communication issue between the two entities.
  - FS felt that the NLHF bid could be perceived as MHT looking to take a step away from the BMC.
  - MB noted that there had been 2,900 applications to the HEF, the fund totalled £50m and the average application was for £30k, so MHT need to have a plan A and a plan B.
  - JW said the BMC needs to be mindful of what was agreed in January that a robust plan for the future needs to be prepared by MHT, as the BMC needs to know they have a viable plan and a deadline needs to be set for MHT to provide such plan – which the Board had offered to develop jointly.
  - HJ felt that if MHT is unable to come up with the goods then the BMC should look at how it is being run, and possibly step in and replace some of the trustees.
  - FS asked about the new articles, LV noted these had been sent to MHT in March following our meeting with them. GP said responding to the articles would be added to the action list.

### 3 AGM Planning\*

LV referred to the paper uploaded on to Teamwork and made the following points:

- a virtual only AGM was open to challenge, which is why she had mentioned it in the paper
- ICSA suggested that the members be provided with other opportunities to discuss issues in the lead up to the AGM, hence the pre-AGM suggestions in the paper
- the pre-AGM Q&A articles and webinars would be in two tranches, as members would not receive the accounts etc. until they received notice of the AGM which was due to be on 22 May
- the paper also set out a suggested structure for the 2 hours allotted for the AGM on 13 June.

LR made reference to the possibility that the only person who could be appointed as proxy for the AGM is the chair of the meeting.

JW expressed his concern with the above and the fact that it was possible that LR (acting as chair of the meeting) and the proxies granted to her would constitute a quorum, as then she would be able to pass all the resolutions.

LV noted that this was unsatisfactory and maybe she had not fully understood the guidance, but it was changing daily and she had asked Civica to look further into the issue of who can be appointed a proxy.

DT noted he would prepare an annual report for the AGM, he planned to make it fairly simple. JW suggested it should not be so brief as to limit its usefulness.

It was agreed that the issues of proxy appointment and quorum should be reviewed.

The Board agreed with the pre-AGM suggestions in LV's paper and also the proposed structure of the AGM.

**Action:**  
**DT**

**Agreed**  
**Action:**  
**LV**

**Agreed**

### 4 Area Meetings

CS noted that he had been in discussion with the office to ensure that the next round of Area meetings take place. He reported that following such discussions it had been decided that the meetings would take place virtually. He had then reviewed the platforms available. He said no platform was perfect and no platform would allow every member to engage with the meetings, but he felt Zoom was the most appropriate. He continued that a webinar had taken place that evening with Area Officers and National Council reps to review Zoom and it had been suggested members be informed how to protect their devices due to some security concerns with Zoom. CS said that DT has authorised a Zoom subscription, which allows up to 100 participants, and CS suggested asking members to register in advance to track attendance figures.

CS asked if the Board were happy for Area Meetings to be held over Zoom and for the proposal to be communicated to Area Officers and Area Representatives.

**Agreed**

The Board agreed to use Zoom for Area Meetings.

JW then asked if Zoom should be used for the AGM. LV said she understood it would cost £6k to use Zoom for the AGM, but she would check this.

**Action:  
LV**

## **5 Board activity post 23 April 2020\***

GP referred to the paper he had prepared which suggested several additional Board calls to allow the Board to approve the accounts, deal with AGM matters review membership figures in May and June, and various other issues.

MB noted that at a recent ACT board meeting a recommendation was made to have a joint strategy day between ACT and the BMC, whether this be full boards, or representatives from each. MB suggested this should be post-AGM and was because of the strategy that ACT now has in place and wants to pursue.

GP asked for thoughts on his paper and MB's suggestion and noted precise dates would be trawled for. He hoped the ACT/BMC strategy day could take place before 15 July, when a Board meeting to discuss strategy was scheduled.

The meeting agreed that further meetings were necessary and that a joint BMC/ACT strategy day was a good idea.

**Agreed  
Action:  
LV/GP**

## **6 Internal Board Evaluation\***

6.1 GP referred to the paper he had prepared noting he had drawn together constructive and critical comments, particularly in areas that required improvement. He had also tried to note some actions that were required for the areas in which the score was weak. He asked for comments. The following comments were made:

- JD felt it was a sensible paper but in respect of the actions it was very top down and there should be areas where the Board can do more collectively to ensure that the actions did not result in an increased workload for GP
- AP said that it was comprehensive but felt 5 key actions should be found that would result in the biggest changes to how the Board operates
- FS agreed that a smaller number of actions should be identified which the Board could work towards and then use to challenge colleagues on at meetings
- JP agreed and felt the longer a list of actions is the more difficult it is to ensure all points are actioned
- JW suggested looking at the weakest areas and those areas with a significant range of responses, as that indicates there are different views

on the Board as to what is good and what is not, and these will reveal some of the tensions.

GP said that one major question was whether the BMC will reach a position where the Senior Management Team (SMT) is sufficiently resourced to lead on, and deal with most developmental matters, or will it remain that the non-exec directors are still required to do a lot of this. JW said it is still not clear if the BMC is staff led or volunteer led, it appears to be a mix.

- 6.2 PD felt that an external facilitator should be used to assist the Board in identifying the best changes to make, and in implementing those changes, as overall the picture painted by the report is not good. He worried that if the changes were led internally it would turn in to a long protracted ODG style process.

The meeting discussed the idea of using an external facilitator, with the following points made;

- There was the possibility of Sport England funding for an external board evaluation, which may or may not result in the same findings. LV to look again at the application for such funding
- FS and JW expressed concerns about using a Sport England funded facilitator
- FS asked if anyone on the Board knew of someone who might help the Board with this
- LR felt an external facilitator would be useful to provide a 360-degree view, as the report was only from directors' perspective
- MB said that he has some contacts that could help the Board, and in particular develop a training development plan, if the Board wanted him to follow up on that.

**Action:**  
**LV**

GP asked if anyone disagreed with MB's offer. Nobody disagreed and so MB was asked to speak to his contacts.

**Agreed**  
**Action:**  
**MB**

GP said that one area that needed to be addressed was the Board's relationships with related trusts and he felt positive steps had been taken with MHT during the call and ACT through the suggested strategy discussion.

## **7 Updates on 4 standing themes**

GP asked DT for an update in respect of the offer to members proposing to cancel their memberships by offering them 3 months free and then the remaining 9 months to be paid at 80% (the Offer).

DT noted that following a discussion with Peter Salenieks it was clear that there were some serious concerns raised about how the Offer would impact on clubs, and that the issues this raised meant that at present the Offer needed further work.

HJ noted the attrition rates were not yet showing a drop off in membership numbers, which the Board had anticipated would happen due to the Crisis and that further investigation was required as to why this was the case.

JW said that he had also spoken to Peter who had made a useful suggestion: individual members were able to take advantage of an unemployed rate, and if club members could also have an unemployed rate then was it not possible that all membership categories could use such a rate if they were experiencing financial hardship. LR asked if it was known whether people were cancelling because they had been made unemployed, and added that being furloughed is different to being unemployed.

CS noted that the National Council was pleased to see the BMC was being proactive, and so if the Offer was to be paused, it would be good if something else e.g. the unemployed rate could be offered.

PD suggested reviewing the Offer in May once May's attrition rate figures were available.

GP asked if the Board was content that:

- the Offer be paused until May membership data was available; and
- the use of the unemployed rate should be looked into further.

The Board agreed with the two proposals above.

**Agreed**

## 9 AOB

### 9.1 Wales Sub-Committee

GP noted that he had discussed the issue of Board representation on the Wales sub-committee with HJ and DT and it was felt that GP should be the Board representative thereby providing continuity from the preparatory stages, but that DT would also support the committee alongside Elfyn Jones. FS noted that it would be good to get some fresh faces on the committee and that the co-opted positions could be used to include representation from outside Wales.

**Agreed**

GP asked if the Board agreed with the proposal above, the Board agreed.

**Action:  
FS**

FS said she would communicate this to Neal (chair of the sub-committee).

### 9.2 2020 Reforecast

JW asked when the Board would get the reforecast figures for 2020. HJ noted that there was a paper with some of this information on Teamwork, but that hopefully next week the Finance & Audit Committee (FAC) would have had the opportunity to finalise the figures and AB would have further information from the insurance company. He said figures would be available for the meeting on 30 April.

DT said that Mountaineering Ireland have negotiated a 30% reduction in their insurance premium for 2021, so it is possible there will be a rebate available to the BMC for 2021.

### 9.3 Procurement Policy

HJ noted LV had asked for this to be approved. It was agreed it would go on the agenda for the call on 30 April.

**Agreed**

## 10 Close of meeting

Item	Action	Involving	Target date
2.4	MHT to apply for the HEF bid	MHT, JD	Immediate
2.4	BMC to keep communications open with MHT re BMC finances and impact on MHT	GP, JD	On-going
2.4	Action list to be compiled by MHT and BMC re assistance BMC can give to MHT for the NLHF bid	JD, GP, HJ, MHT	On-going
3	Annual report for the AGM to be prepared	DT	Immediate

Item	Action	Involving	Target date
3	Review of who can be appointed a proxy at the AGM	LV	Immediate
4	LV to check the cost of using Zoom for the AGM	LV	Immediate
5	Dates to be trawled for a joint BMC/ACT strategy day in June, post AGM	LV	Immediate
6.2	LV to undertake a review of the Sport England funding available for external board evaluations	LV	Immediate
6.2	MB to speak to his contact about assisting the Board to implement any action points from the internal evaluation	MB	Immediate
9.1	FS to communicate to Neal Hockley which Board member was to sit on the Wales sub-committee	FS	Immediate