

BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held by way of GoToMeeting on Wednesday 1 April 2020 at 10.am

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

* denotes supporting paper(s) circulated prior to meeting ** until item 3 revisited

Actions

1. Welcome, CND appointments, apologies & declaration of interests

GP welcomed everyone to the meeting noting that there were no apologies and that the CND appointments had been accepted on the call of 30 March 2020.

MB declared an interest in item 3 and in matters related to BMC Access & Conservation Trust (ACT). DT and LV declared an interest as staff members. CS declared an interest in a festival he was organising which was hoping to have BMC funding. A general interest was declared due to several Board members being members of climbing clubs.

GP referred to the roadmap agenda he had prepared and proposed that at the end of the meeting, MB would drop off the call so that the remaining Board members could concluded discussion and voting in relation to item.

2. Minutes of previous meetings – 29.01.20 and 12.02.20*

2.1 29 January minutes

GP asked if there were any amendments to be made. JW that noted all his requested amendments were in the updated minutes. LR requested the following amendments:

- Minute 8.2.4, p.14 it should refer to the Chair of NC has a casting vote, not the President
- Action points – one to be added for minute 2.2 – the 25p donation to ACT to be communicated to the members and use of this to be investigated in relation to Mountain Heritage Trust (MHT)

GP noted that several of the actions had been overtaken due to the Covid-19 crisis (the Crisis). JW suggested using a post-meeting note in italics to show any changes.

GP asked if, subject to the above amendments being made, the minutes of 29 January were approved. The Board agreed.

Agreed

LV said she would make the amendments, add GP's signature digitally and add to the appropriate Teamwork folder.

**Action:
LV**

There was then a brief discussion about MHT and the donations, the following points were made:

- MB said reputationally it is considered inappropriate to ramp up fundraising during the Crisis, but preparations can be made
- DT noted that the ACT donation point is on the website and the membership form, but it generates very little funds for ACT
- JW suggested the idea of pre-populating optional voluntary contributions on membership forms

The Board agreed this issue would be revisited but actions deferred until after the Crisis.

Agreed

2.2 12 February minutes

JW requested the following amendments:

- Minute 2.2.1 paragraph 5, page 2 – a comma after Olympics
- Minute 6.1, paragraph 3, page 6 – instead of 'be advisory only' – 'be dealt with in the same way as an AGM'
- Minute 7.6, paragraph 1, page 7 – instead of 'helping prepare the paper agreed at the meeting' – the first two sentences to state 'and who on the Board was happy to lead on this matter. JD said he was happy to lead.'

He also reiterated that he is keen to undertake the Board member role in relation to recruitment of the Head of Operations and Commercial, but had yet to receive any information relating to the role.

**Action
DT**

GP noted that most of the action points from this meeting will also have been overtaken by the Crisis. LR noted 7.2 was definitely no longer happening (the possibility of the UK holding the Bouldering World Cup). JD said MHT were aware they were no longer taking part in the meeting today.

GP asked if, subject to the above amendments being made, the minutes of 12 February were approved. The Board agreed.

Agreed

LV said she would make the amendments, add GP's signature digitally and add to the appropriate Teamwork folder

**Action:
LV**

2.3 26 March minutes

GP asked if the Board had had the opportunity to review these minutes. They had not. GP asked for comments to be sent to LV, LV can then amend them for approval.

**Action:
Board**

FS asked if it was possible to start rolling over the actions and GP said that he would at developing a rolling action item list. JW suggested starting the additional Board calls with a review of the previous minutes to keep on top of them and post-meeting notes can be added if necessary.

The Board agreed a rolling action item list would be useful to ensure that nothing is missed. GP and LV said they would look into this.

**Agreed
Action:
GP & LV**

CS asked about sending the minutes to National Council (the Council), as under the Memorandum of Understanding between the Board and the Council, the Board was to send a set of minutes to the Council. LV noted this and advised that no minutes

can be released to anyone until they are approved at a meeting, but she would try and ensure that minutes are sent to the Council prior to going on the website.

3. Appointment of Senior Independent Director*

- 3.1 GP asked the Board if they had any questions to either him as the Chair of Nominations Committee (NomCom) and author of the paper, or MB as the Senior Independent Director seeking re-appointment.

FS asked if MB was still chair of ACT. MB said he was. GP noted the paper needed to be amended.

**Action:
GP**

JW asked about MB's time availability, as there was no doubt his knowledge and expertise were useful, but how would he make sufficient time available to make the contributions identified and manage his time between the BMC and ACT. He also asked if he had any idea of the time split BMC/ACT.

MB replied that he spends up to 1 day a week on BMC and ACT matters, with his employment permitting him half a day a week for BMC and ACT matters and the other half a day is on his own time. He recognised he has a full time job, and a number of other non-executive roles e.g. a trustee of The Parks Alliance, but that these were largely strategic roles, and beneficial and complementary to his work for the BMC. He added that if the Board wished him to continue he would, if requested, look at how he could take a step back from ACT, but he questioned the timing of doing so given that trustees collectively were working hard. MB estimated that the time split would be BMC 60 / ACT 40.

There were no other questions for MB.

GP asked if the Board were happy to come back to a discussion at the end of the meeting once MB had left the call. The Board agreed with this approach.

Agreed

4. Managing the BMC in the context of Covid-19*

- 4.1 GP said that further to the call of 30 March, Alan Brown (AB) together with PD, JW and Arun Patel had met to discuss attrition rates for membership subscriptions and AB had therefore prepared updated figures, which were on Teamwork as document "BMC Corona Budget contingencies 31Mar20 3". JW had also prepared a set of figures, emailed to the Board on Tuesday 31 March. GP noted the main message is that the increased loss of members is a very significant risk and so there would be a larger impact than previously thought.

Main points noted were the following:

- the information and figures in respect of members had been broken down into further groups: growth blue; growth organic; attrition normal; attrition virus, and the figures used were based on JW's calculations, though with quite different numbers
- in 2019 the attrition number was just shy of 10,000 (most of whom were replaced by new members) but this was expected to be much worse in 2020 with an increase in attrition and much lower inflow of new members
- the possible income reduction ranged from AB's calculation of £286k to end of June 2020, and JW's calculation of £1.2m to end of December 2020 based on 20% covid-attrition rate
- there would inevitably be inroads into reserves, but the question is how long they would last
- "blue" membership will hopefully commence once climbing walls are open
- recovery of travel insurance would likely be 3 months behind "blue" membership because even if the UK eases travel restrictions, other countries that members want to go to, may not, and members may have reduced disposable income

- the figures are only modelled until the end of 2020, but a very rough estimate showed the potential for reserves to be exhausted between Q1 and Q4 2021, depending on the many variables.

4.2 GP asked the Board for comments/questions on the updated figures. The following points were made:

- PD noted that AB's figures were on an accrual basis and JW's on a cash basis, the difference being that if a member joins on 1 April – 9 months of the fee goes to 2020 and 3 months to 2021, therefore 2021 figures were also required
- HJ noted AB was starting work on 2021 forecasts and figures
- HJ said the flexibility offered by Sport England, including facility to bring forward grant money was relevant to accrual consideration
- AB's figures are the ones that would be relevant in a "going concern" context
- the implications of any modelling assumptions used for 2020 would need to be taken into account in the 2021 figures
- HJ noted that a shrinkage in revenue also implies a shrinkage of the organisation because not all members lost will come back in the short term, so expenditure should be cut to match that.

GP asked DT if there were any updates in respect of AB looking at event savings and Kate Anwyl (KA) looking at furloughing of staff. DT said that AB was still working on savings. Nine members of staff had been identified for possible furlough and there was a question of whether furloughing for 3 weeks out of 4 opened up further possibilities. MB said he did not think this was right, but that the minimum period of time someone can be furloughed for is 3 weeks. The issue of furloughing staff was then debated with the following points made:

- DT noted that Mountaineering Scotland and Mountaineering Ireland were not furloughing staff, but keeping them in work and focussing on membership engagement
- CS said that there needs to be a balance between the staff furloughed and the services to be provided to members, as if there was a lack of services this could lead to further loss of members
- the issue of furloughing for 3 out of 4 weeks needed to be looked into further as it is key to ensuring that the BMC goes through the process in accordance with the Government scheme
- if there were some staff who still had some work to do they could be furloughed now, and brought back earlier to do that work as opposed to waiting to furlough them
- PD noted that in another of his roles they had identified three members of staff who were each able to do a third of their jobs, so they furloughed two and kept one in work
- care needs to be taken that staff agree with the proposals to ensure there is no breach of contract: it needs to be made clear it is in their best interests and in the interests of the BMC as an employer
- Sport England funded staff cannot be furloughed, but Sport England have confirmed they are happy for them to be redeployed to other work during the Crisis.

4.3 GP summarised the discussion stating furloughing needs to be considered in respect of the financial benefits versus member services, that staff would not be furloughed 3 weeks out of 4, that staff should be furloughed sooner rather than later.

It was noted that the financial implications and savings from the first tranche of furloughing and a possible second needed to be estimated. HJ said the financial benefit of furloughing of staff needs to be considered in the context of the worst case scenario. FS and JD said it was important that sufficient staff were kept in work to ensure the BMC communicated effectively with its members during the Crisis and keep them engaged

The Board asked that a table of staff be provided, which set out those that could be furloughed, those Sport England funded, and stated the savings to be made by the furlough proposals.

Action
DT, AB
&KA

DT added that Alex Messenger (AM) had been working on a membership retention plan with PD and that it would be useful for the Board to see this. It was agreed that a call would be arranged between AM and the Board for 3pm that day. LV to organise.

Action:
LV

- 4.4 GP asked about the issue of whether the BMC would top up the 80% to be paid by the Government. JW said the BMC should only top this up to 100% if it could afford to. GP noted that it was necessary to determine the position in relation to annual leave, e.g. whether staff should be allowed to take a period of annual leave prior to being furloughed, as they would be paid 100% for annual leave. He asked if there was a question over whether independent legal advice should be taken. LR noted that KA had template letters ready to go to staff.

The Board agreed that:

- the employees identified as currently suitable for furloughing should be furloughed asap
- any staff furloughed, would be on 80% salary, the BMC would not top it up to 100% - staff would need to agree to this on a voluntary basis, in the context of assisting the BMC as an employer
- in order to confirm the rationale for which staff were being retained, and to identify whether any other staff should be furloughed, a set of priorities for the BMC during the Crisis should be produced

Agreed

Action:
DT, LR &
KA

- 4.5 The meeting then discussed the issue of churn of members. PD noted that one of AM's KPIs moving forward was to track the churn rate and work on how to improve it – so this work was already underway.

JW provided an update in respect of clubs, he said that £90k of fees were due, £15k of which had been promised. He added that 4,400 club members had not renewed, but it was common for last minute renewals to take place (exacerbated by the BMC IT failures in February), and the end of March was the end of the 3-month grace period. More clubs may yet renew membership, and clubs that had not renewed were being approached.

CS reminded the Board that the above decisions and information needed to be communicated to the Council. GP said he would include within the Chair's report to go to the Council as a separate document to the report for the website.

Action:
GP

5 Risk Register

- 5.1 GP noted that the amendments to be made to the risk register following the Board meetings in January and February would now need to be updated to incorporate issues arising as part of the Crisis together with agreed mitigating actions. GP asked if there was any disagreement to updating the risk register to incorporate changes from the Crisis and presenting it at the meeting on 9 April. There was no disagreement.

Agreed
Action:
GP & DT

6 AGM Related

6.1 Review and approval of audited accounts y/e 31.12.19*

- 6.1.1 GP asked HJ to update the Board as to the state of play regarding the audited accounts (the Accounts) and any next steps.

HJ made the following points:

- the first draft of the Accounts had been reviewed by the Finance and Audit Committee (FAC) and sent back to Donnelly Bentley (DB)
- DB provided a second draft which did not deal with all the queries/points raised by the FAC and it would be helpful if the Board indicated its position:
 - Director's loan – the BMC is legally obliged to include this in the Accounts and the FAC recommended it is included in the Accounts, although there was no reference to it in the 2018 accounts; the loan is with a director of the BMC, was a perfectly valid transaction and is being repaid (*PMN – final payment due July 2021*). The Board agreed that the director's loan should be included in the Accounts.
 - The "going concern" note needs to be added into the accounts, in the context of the Covid-19 situation. HJ read out the FAC's proposed wording and noted that this was standard wording that many businesses will be including in their accounts. The Board approved the FAC's proposed wording.
 - Related parties disclosure notes – at present the Accounts did not disclose the BMC's interest in ACT or MHT, but the FAC felt that these should be disclosed. The meeting noted that the Charities Commission advised against the use of the word "control" of the charities, as they are separate legal entities. HJ asked if the Board was happy for FAC to provide suitable wording to DB to add in the Accounts about ACT and MHT. The Board agreed with this suggestion.

Agreed

Agreed

Agreed

HJ said that he would ensure the above points were conveyed to DB so that a third draft of the Accounts could be provided. He added that DB had furloughed their staff, but he understood that the person he had been liaising with had not been furloughed and he expected DB to provide the third draft asap. GP said it would be good to have the third draft before the Board call of 16 April.

**Action:
HJ**

- 6.1.2 PD asked about fixed assets and whether the BMC could apply for business grant funding. JW noted that the hut in England was leased and DT confirmed the BMC pays the rates for that, but the huts in Scotland are owned by Scottish Charitable Independent Organisations (SCIOs) so that the BMC would not be able to apply for grants in respect of those. DT added that the office was owned by the BMC. *PMN – Glen Brittle Memorial Hut is a SCIO, but the Alexander MacIntyre hut is jointly owned by the BMC and Mountaineering Scotland.*

Agreed

The Board agreed that possible grants re buildings etc should be looked into.

- 6.1.3 LR asked about the signing of the Accounts, as she noted that at present it was to be DT and LR, as CEO and President. LV said it did not matter who signed the Accounts, as once they are approved, LV will ensure that the Board then authorises a director to sign the Accounts for and on behalf of the Board and that such approval will be minuted.

The Board then discussed who should sign the Accounts on behalf of the Board, and it was noted that historically it had been the CEO and President, whilst the Chair role was still relatively new to the BMC. Some directors felt that the Chair should sign the Accounts whilst, others felt that the historical position should continue. It was noted that the Accounts could be signed electronically.

GP agreed to email the Board after the meeting with the options available and ask them to vote for their preferred choice.

**Action:
GP**

*PMN – result of vote: For CEO & President to sign: 3 (+1 second preference)
For CEO & Chair to sign: 2 (+1 second preference)
Abstained or other suggestions: 2 abstain + 2 chair only
Decision - DT and LR to sign the accounts for and on behalf of the Board*

- 6.1.4 GP asked what the deadline was to have the Accounts agreed, LV said it was 11 May – this was the date that all documents for the AGM needed to be agreed by so that testing of the electronic proxies etc. could begin with Civica.

GP asked that the list of directors who had resigned be put in alphabetical or date order. HJ said he would ask DB to do this.

Action:
HJ

- 6.1.5 GP noted that there were a number of matters arising from the 2018 audit of accounts that at the 2019 AGM the Board had agreed to deal with before this year's AGM. He noted that one item was to tender the external audit work, and this had been done. GP proposed that he reviewed the minutes of the 2019 AGM and prepared a report setting out what was agreed to be done. The Board approved this proposal.

Agreed
Action:
GP

PD asked what information is given to members at AGMs in respect of the Accounts. HJ said that it is just the Accounts, but more detailed information can be provided to members by way of a supplementary report, article/webinar etc.

GP said he that would write to the chair of FAC to thank them for their work in respect of the Accounts.

Action:
GP

6.2 Appointment of Auditors*

- 6.2.1 GP said that this was a good news item, as the FAC had run a tender exercise leading to two of the shortlisted firms being identified as appointable. HJ explained that although a recommendation had been included in its report, the FAC wished to reflect further as an improved quote had been received from one of the firms for a 3-year contract of appointment. In order to treat both firms equitably, the other firm had now been asked whether they wished to submit a quote on a 3 year basis: as this firm had only been contacted that morning, the FAC was allowing time for them to respond.

HJ said that the service from either firm is expected to be very good, the only difference being that one does not provide the half day strategy workshop that the other offers. He said it was therefore for the Board to decide between the two.

GP asked if the Board was happy to revisit this decision on 9 April, in the knowledge of any 3-year proposal that might be provided by the other firm. The Board agreed with this.

Agreed

6.3 AGM 2020*

- 6.3.1 GP noted that the Council had supported the Board's suggestion that the AGM be held virtually in 2020 due to the Crisis. The Board needed to consider the scope of the resolutions to be passed and the impact this would have on the BMC. He added that consideration could still be given to the possibility of some straightforward amendments to the Articles of Association being put to the AGM, to avoid an overload in 2021. He also asked the Board to consider the advisability of a possible late autumn general meeting (GM).

LV set out the current position:

- Civica had quoted £5k for the online voting, which is on top of the £17,500 for the electronic proxy and assistance with the AGM, the total was therefore under the budget of £30k.
- The quote is based on a full AGM agenda, i.e. including the elections for the various new national councillors, amendment to articles, etc. and the quote can be expected to be lower for a reduced agenda.
- LV's view was that no elections should be held, that the resolutions to be dealt with should be procedural ones i.e. approval of 2019 AGM minutes,

receiving accounts, approval of new auditors and approval of new director appointments.

- Civica would manage all the voting processes – it would be done by way of ‘opening’ a voting time period on the day of the AGM. Members would access the website using the code and details they will have been sent with formal notice of the AGM and instructions of how to appoint a proxy. Members could either log on once they received the notice and appoint a proxy (directed or discretionary), or wait until the day of the AGM and log on once voting opened to vote ‘at’ the meeting.
- The articles required 60 clear days’ notice to be sent to members of the date, time, place and purpose of meeting – this meant that notice had to go out on Thursday 9 April, so the Board needed to agree a time to start the AGM

The Board discussed the start time of the AGM and agreed the AGM would start at 3pm on Saturday 13 June and finish at 5pm. The Board also agreed that the elections should not be held. A decision about the resolutions to be proposed would be made at a later date.

Agreed

Agreed

- 6.3.2 JW suggested that members should be given an opportunity to express views on the proposal. The meeting discussed how this could be achieved and it was agreed that an article should be written to go on the website thereby allowing members to provide comments. CS noted that the last communication on the website from GP, DT and LR was on 17 March, and that an update should probably go on the website.

The Board agreed GP, DT and LR should prepare an updated statement and that a separate article should be written about the AGM.

**Agreed
Action: GP,
DT & LR**

- 6.3.3 GP then asked for views on holding a late autumn GM. He noted that if the date was, say, Saturday 21 November then most of the preparations would need to take place in September and October.

FS asked if it was possible to bring forward the date of the 2021 AGM. LV said that would depend on how quickly the appointed auditors could turn around the audited accounts, and suggested that on the basis that the 2019 AGM resulted in various issues because it was held so soon after year end, it would be best not to hold a 2021 AGM before late April/early May.

LR noted that the Council had not discussed the idea of an autumn GM, but the R33 group had, and they felt an autumn GM was unnecessary, but welcomed the idea of the 2021 AGM dealing with matters unable to be dealt with in 2020.

The Board agreed that commitment of resources to an autumn GM could not be made at this stage and further consideration would be needed in the coming months.

Agreed

6.4 GWG Recommendations*

- 6.4.1 GP noted that the available report was the one that the Council had reviewed at its meeting on 28 March, when the Council had:
- supported the publication of number of votes held and how those votes had been cast for those holding as discretionary proxies 10% or more of the total votes cast
 - supported NomCom membership being adjusted to seven, to include all three independent directors, the President, a Council representative and an independent HR specialist
 - decided that the issue of whether people should be permitted to stand against incumbent directors mid-term required further consideration.

JW said that following the Council’s meeting, GWG were asking the Board:

- to support the recommendations made in the GWG report, and approve adoption of proposals in the report
- to reach a decision on the three outstanding points i.e. those outlined above, being decisions A, B and C in the Executive Summary (relating to items 1.7.2, 3.1 and 3.6 in the report)

LR said she felt that the Board should go with what the Council had decided. There was general agreement with this.

Agreed

The Board agreed to support the decisions made by the Council.

**Action:
JW**

JW said he would therefore amend the report at 1.7.2 and 3.1 and move the discussion of alternatives to the 'considerations', and he would amend 3.6 to show that further consideration was needed.

MB thanked all of those in GWG for all their hard work, especially JW. GP reiterated this.

7. Operational Plan

- 7.1 GP noted that this agenda item had been overtaken by previous discussions at the calls in late March and that the furloughing of staff will impact on the operational plan. It was therefore more appropriate to discuss at a later meeting.

8. COO Recruitment

- 8.1 GP noted that this agenda item had been overtaken by previous discussions at the calls in late March and that it had been agreed that preparatory work on the advertisement and recruitment information pack would continue, but recruitment was on hold.

9. Progressing CCPG

- 9.1 GP said that the CPPG needed the Board's view on the priorities for CCPG to address.

DT said that the priority was to get the CCPG up and running and meeting. There would be background work to do on policy and other documents. He was aware of various criticisms of how competitions are run, and so these would also be looked at.

The Board then made the following points:

- FS said that how the relationship with members was affected by competition cancellations should be a priority
- GP noted that a National Councillor had raised significant issues with the perception of the BMC amongst competitors and parents
- JW said that issues had been raised with him from a number of areas. He had discussed this with PD, and that the CCPG need a firm focus on the problems that it had led to the demise of the Competitions Committee, and not just to focus on the elite aspect
- JP said that although there has been a lot of criticism some of it is very narrow and focussed and does not consider the wider issues the BMC faces
- FS asked if the CCPG could look at a way of continuing with volunteer development and recruiting volunteers to help at competitions
- The issue of sponsorship should also be looked at – DT noted he had had a meeting with Rocket Sports who had proposed being put on a £3k per month retainer in order to focus on finding suitable sponsors for GB Climbing.

**Agreed
Action:
PD**

PD said he would communicate the above to the CCPG at their first meeting.

**Action:
PD**

PD asked if the strategic plan had been published, and if it had not, could he share it with the CCPG. The Board agreed that the strategic plan could be shared with the CCPG.

**Agreed
Action:
DT**

This led to a discussion about the publication of the strategic plan on the website, as the Board noted it had been signed off in February. The Board agreed the new strategic plan should be uploaded to the main part of the website (rather than just being in the ODG area), despite it being agreed pre-Crisis.

10. Developing Fundraising*

- 10.1 MB said that there were a number of reasons that the BMC might want to push back on the timeline for some areas of fundraising, but he was very happy to link up with JD, particularly because of the link with the ODG work MB had carried out on fundraising. He added that few funding bodies will support the core costs of charities, they are more likely to provide funds once projects start, and so plans should be made as to the projects that the charities can undertake after the Crisis.

**Action:
MB and JD**

The meeting agreed to review this further at a future meeting.

**Action:
Board**

11 Date and time of next meeting

GP noted that the next meeting was on 9 April at 7pm. He would produce a roadmap agenda for this in due course.

12 AOB

- 12.1 GP referred to following pieces of AOB:

- a) the FAC's minutes and the fact that the FAC had expressed disquiet about their lack of involvement in the financial planning of the 2020 budget;
- b) the Board's position on reserves, as the strategic plan referenced building these up;
- c) a Board member to go on the Wales sub-committee.

HJ said that FAC have expressed a concern that they are not valued, yet there is work they could be asked to do. He therefore proposed asking FAC to produce a program of work for the Board to review. He asked if the Board agreed with this approach. The Board approved communication of this amongst other matters in a letter to be sent to the FAC by GP and HJ jointly.

**Agreed
Action:
GP and HJ**

The other two items would be discussed at future Board meetings.

- 12.2 The Board then discussed the issue of the cost of living pay increase which had been approved and communicated to staff. MB noted that if the increase is not honoured it could be seen as a breach of contract, and therefore result in ACAS involvement and legal fees, so it was probably more cost efficient to honour the pay increase. JP said irrespective of the legal position it would be viewed badly to renege on a promise made.

It was noted that in the context of furloughing staff it could be proven the pay increase had been approved prior to the Crisis.

GP asked the Board if they were happy to honour the pay increase. The Board agreed that the pay increase should be honoured.

Agreed

- 12.3 JD reported on his conversation with Terry Tasker and the question of furloughing MHT's employee. He said Terry was concerned that if this was done, the archive would have to be closed and she was unsure of the effect on the insurance policy.

He added that MHT was hoping to put a bid in to HF and if the employee was furloughed this would impact on their ability to put the bid in.

GP suggested JD communicate to MHT that a firm view was being taken on furloughing at the BMC, in view of the financial context, and that the possibilities of the employee being furloughed during the second tranche of BMC furloughing should be considered. The Board agreed with this as a way forward. JD said he would communicate this to Terry.

**Agreed
Action:
JD**

- 12.4 LR noted that many members had been in touch to offer their help, as they now had time on their hands. The Board noted this, and some Board members commented that care would need to be taken that if volunteers helped, they were not doing so in place of staff that had been furloughed.

3 Appointment of Senior Independent Director*

**(revi
site
d)**

GP asked MB to leave the call so that remaining Board members could discuss his re-appointment. MB left the call.

LR asked if the updated paper with MB's annexe had been sent to NomCom, GP noted it had not and it was agreed that GP should send it for information to Mick Green, the one member of NomCom who had therefore not seen it. The meeting agreed that this did not mean that the Board could not vote on the matter in hand, as the Annexe reinforced the recommendation that NomCom had made. GP agreed to write to Mick to apologise for the oversight.

**Action:
GP**

The Board discussed the re-appointment of MB. The following points were raised:

**Action:
GP**

- JW said he still had concerns in respect of MB's available time, particularly as it was split, effectively over 3 roles and as Senior Independent Director (SID) he provided cover for the Chair. He felt it would be useful if MB could adjust his time spent on ACT
- JW added that he wanted to ensure there was a proper discussion about the re-appointment in the spirit of the GWG report
- HJ noted MB fills a large role with ACT with his knowledge and expertise, but he is not sure that he has such intense involvement with other parts of the BMC as various other Board members have
- FS noted the Board has been operating with only 10 members since November 2019, and the two new CNDs would be able to pick up some of this slack. She added MB has put in a huge amount of work in relation to the ORG and NomCom
- GP added MB had always carried out his SID duties promptly
- JW said he was uncomfortable that as directors the Board were not following their legal duties as there had not been sufficient time granted for the discussion of MB's re-appointment.

It was agreed that GP would email Board members after the meeting to ask for their votes on this matter.

*PMN – the votes for the re-appointment of MB were:
For – 9; Against – 1; Abstain – 1*

Item	Action	Involving	Target date
2.1	Board minutes of 29 January to be amended as agreed and electronically signed by GP.	LV	Immediate
2.2	Board minutes of 12 February to be amended as agreed and electronically signed by GP.	LV	Immediate
2.3	Board to email comments on minutes of 26 March to LV	All	Immediate

Item	Action	Involving	Target date
2.3	GP and LV to work on creating a rolling action item list	GP & LV	Immediate
3.1	GP to amend the paper re MB to reflect the fact that MB is still chair of ACT	GP	Immediate
4.3	Table of staff to be prepared to show those that are Sport England funded, those that could be furloughed and the possible savings generated	DT, KA & AB	Immediate
4.3	A call to be set up with AM to speak to the Board about the membership retention plan	LV	Immediate
4.4	A set of priorities for the BMC to deal with during the Crisis to be prepared	GP & DT	Immediate
4.5	Chair report for the Council about this meeting to be prepared as a separate document to the report for the website.	GP	Immediate
5	Risk register to be updated to include matters arising from the Crisis and new mitigating actions.	DT & GP	Immediate
6.1.1	Comments on the second set of draft accounts to be provided to DB so they can prepare a further draft	HJ	Immediate
6.1.3	GP to email the Board to seek their preference as to who should sign the Accounts	GP	Immediate
6.1.5	GP to prepare a short report on actions relating to accounts audit that were said would be taken at last year's AGM	GP	Immediate
6.1.5	GP to prepare a thank you to the FAC for all their work	GP	Immediate
6.2.1	Revisit the auditors appointment decision once all updated quotations have been considered by FAC	Board	Immediate
6.3.2	An update article to be prepared to go on the website from the Chair, CEO and President	GP, DT & LR	Immediate
6.3.3	Revisit possibility of autumn GM once post-Crisis position is clearer.	Board	July
6.4	GWG report to be amended as set out in minute 6.4 so that it can be published on the website.	JW	Immediate
9.1	PD to share the strategic plan with CCPG and tell them what the Board's priorities were for CCPG to work on.	PD	Immediate
9.1	Strategic plan to be uploaded on to the website.	DT	Immediate
10.1	Develop a position in relation to appropriate timeline for various strands of fundraising in the context of the Crisis	MB and JD	end April
12.1	Request for FAC programme of work to be included in joint letter.	GP and HJ	Immediate
12.3	JD to have a further conversation with MHT about furloughing.	JD	Immediate
3 revisited	GP to email Mick Green with the updated paper containing annexe from MB.	GP	Immediate
3 revisited	GP to email the Board to ask them for their votes on the re-appointment of MB.	GP	Immediate