

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 30 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

* denotes supporting paper(s) circulated prior to meeting

** joined at minute 2.1

Actions

1. Welcome, apologies & declaration of interests

GP welcomed everyone to the meeting. He noted MB had not joined the call but started without him. There were no apologies.

Conflicts of interest declared:

- MB in respect of BMC Access & Conservation Trust (ACT) (once he had joined the meeting)
- 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 climbing clubs

2. Update on financial scenarios*

2.1 GP noted the Finance & Audit Committee (FAC) had prepared a paper which was on Teamwork. He noted the following:

- 3 scenarios had been modelled
- pertinent points including a possible second spike of coronavirus had been looked at
- it was a fairly upbeat document and unless there was a significant impact even scenario 3 would mean the BMC remains within its 3-9 month reserves policy window

GP then invited the meeting to comment or ask questions. It was also noted no-one had had the opportunity to read the report in depth.

PD made the following comments:

- the recommendations on p.11 show that on the worst case scenario the BMC will not run out of money, but it will drop below the 6 months level of reserves
- the focus needs to be on recommendation 8 and the 2021 budget because scenario 2 suggests a deficit of £121k, so there either needs to be income sourced of £121k, or a plan made on how to reduce expenditure of up to £121k
- the easiest way for the BMC to reduce expenditure is to make staff redundant and the best time to do this would be not to bring back furloughed staff, as it would look odd if furloughed staff were brought back to work and then made redundant 3 or 4 months later when the Board had information now that the BMC needed to cut expenditure
- if staff are furloughed until the end of June then an initial plan should be drawn up in respect of looking at those that can be unfurloughed and those that could be made redundant
- travel insurance costs had dramatically decreased, so maybe the BMC should look at selling other forms of insurance e.g. for climbing walls
- alternatively, the Board could decide it was happy to run a deficit of up to £X

The following comments were made in response to PD's suggestions:

- HJ agreed that there is a need to ensure 2021 is a bearable year. Regarding recommendation 8 he noted the plan is the membership numbers will be reviewed by the FAC in a month's time when more data is available
- GP noted that employment contracts and HR procedures need to be borne in mind when dealing with redundancies
- DT said there were possible things that could be done in respect of the membership team so it was cut from 4 to 3 members of staff, and he mentioned up to 4 other posts it may be possible to make redundant
- AP agreed with PD's suggestions – there need to be proactive plans made
- FS also agreed with PD.

2.2 The following comments were then made regarding the paper:

- JW agreed with PD and added that the 3 scenarios all focussed on a lockdown ending the beginning of June, but he felt they failed to take into account any 'new normal' and were therefore too optimistic
- JW noted the FAC recommended the Board takes a close look at office costs, and he pleaded for this to happen, particularly as this was the fourth time of asking for this to take place
- JW agreed re redundancies and said the Board needed to understand notice periods in contracts and the costs that would be incurred with redundancies.
- JW felt the BMC was 3 weeks behind in planning for the future
- HJ said the end of lockdown is not important, but the rate that people are allowed back to the countryside is.
- GP agreed the report was too optimistic and did not deal with sufficient variants.
- LR noted the report on p.13 referred to one edition of Summit being cancelled, this should refer to a printed Summit, the edition was still being prepared, but digitally only
- FS asked if the FAC had taken into account the BMC's relationship with its subsidiaries or the huts in relation to income and expenditure. HJ replied they had not in any great detail.
- JW said that the Alex MacIntyre and Glen Brittle huts had both secured £10k in funding, but that the Whillans hut was ineligible, so there will be a cost arising from this.

- DT said the outdoor sector is thinking of a June re-opening at present, but in respect of travel further afield it would depend on Foreign Commonwealth Office advice.

2.3 GP summarised actions that the Board needed to take:

- a deep dive into other areas of savings
- membership data monthly review
- research the HR aspects relating to redundancy.

**Action:
Board**

MB agreed that redundancies do need to be looked at and raised the point that most organisations are dealing with this by developing a recovery plan and that the BMC should be preparing one. He felt some form of ease of lockdown restrictions would happen next week and that by the end of next week there should be some template which the BMC can then apply to a recovery plan which would look at:

- short term losses
- priorities
- must haves
- isn't just looking at everything from an emergency reaction point of view.

He added he was happy to share the work he is doing in his day job to assist with this. Within the "chat" function he referred to an approach based on Persevere – what should we continue with, Pivot – what should we change delivery of, Pioneer – what is evolving as a new opportunity out of COVID 19 and Park – which actions should we stop for the time being or permanently.

FS felt this was a good idea but she was concerned, the ORG had suggested reviewing membership packages and if a Head of Commercial Operations (HCO) is not recruited then this work may not happen and the members will not have something to hold on to when lockdown is finished.

GP agreed and said this is something that would need to be included in a recovery plan

HJ agreed that a recovery plan is an excellent idea, but at present there is no hard data to show a membership drop off. The meeting then noted that travel insurance sales have dropped off the edge of a cliff.

AP agreed a recovery plan was a good idea and added that it does not mean that a HCO could not be recruited, but the timeline for such recruitment might change. She said that in her day job they were planning on bringing people back to the office from 8 May. DT noted that Kate Anwyl was busy preparing a plan for a phased return to the office.

JW suggested the recovery plan should include conditionals in it i.e. if X happens, then the BMC will do Y.

AP asked if the BMC was eligible for any grants or relief. HJ replied it was not, it fell outside the scope for most of them, including business rate relief. JW suggested this would be a good time to review whether it's appropriate for the BMC's money to be included in one big pot, perhaps huts etc. should be more ring-fenced.

The meeting agreed that a recovery plan should be prepared.

**Agreed
Action:
GP, DT,
with others**

4 Operational Matters

4.1 AGM

GP noted that no members' resolutions had been received.

LR reported that she was in the process of making arrangements in case she was unable to chair the meeting, noting that the articles provided it should be a National Councillor. If two members were required to be in the same property she was proposing Helen Wilson chair the meeting, and if not then Andy Syme. Both had agreed to this proposal. LR was putting together a paper for the interim National Council meeting being held on 9 May to seek the approval of National Council.

Action: LR

LV noted that she was seeking legal advice in respect of who could be appointed a proxy for the AGM and she would report to the Board as soon as she had received this.

Action: LV

4.2 Covid-19 Access Group

DT reported that how to reopen the countryside was a huge issue for the BMC and so a working group had been formed to support the staff with this. The group included JP as well as access and legal experts. He said there was mileage and credibility with the membership if the BMC handles this well.

JP said it was crucial work because of how the BMC is perceived and it is important that any tentative steps taken do not backfire e.g. a bad climbing accident which impacts on healthcare resources.

DT said Rob Dyer has been asked to prepare a first draft of how the lockdown could be eased and the countryside re-opened.

JW said that risk scenarios need to be considered, but the reason the countryside was closed was to help the NHS, and he asked if there was a level to which the admission rate would fall that would mean the NHS could handle 'standard' climbing and hill walking accidents. LR said the impact on mountain rescue teams also needed to be considered. GP added that the issues of travelling to somewhere and groups of people congregating also needed consideration.

JD suggested being led by Government advice, and that the BMC would not be privy to such information as admission rates. FS felt the BMC should be careful it did not position itself outside of the Government. DT said that the BMC has to be responsible, but the feedback is that DEFRA do not know what they are doing and so others may well have to take the lead on this, such as local authorities and parks.

GP summarised that the BMC's thinking would be further developed in time for the next meeting in May.

4.3 Mountain Heritage Trust (MHT)

JD reported that he had received a call from John Porter (JoP) half an hour prior to the meeting and it was not good news. JoP had told JD that a further £8k had been found in MHT's finances which they were previously unaware of and that this meant that MHT would not qualify for the Heritage Emergency Fund. They were therefore proposing to furlough their member of staff in the next 2-3 weeks. JD queried why this £8k had not been picked up previously. HJ was surprised by this and said he would speak to Alan Brown about it.

**Action:
HJ**

JW said he had had a similar call with JoP. GP noted that the Board had requested MHT have a plan A of applying for funding and a plan B of furloughing. JD said the £8k would mean MHT had funds until the end of September.

5 External Relations

DT said he had nothing further to add other than it felt like the relationship with Sport England was stronger than ever.

6 Documents for sign off

6.1 Accounts y/e 31 December 2019*

GP said that there were 4 documents which had been uploaded to Teamwork which required Board approval”

- annual accounts, including the director’s report, for the y/e 31.12.19
- the Letter of Representation from the Board to Donnelly Bentley
- a report to the management of the BMC from Donnelly Bentley
- the FAC’s draft response to the management report.

HJ noted that the FAC had been through all the documents and they were happy with them and therefore recommended they were approved. He added it had been a clean audit and that the signing of the accounts is a collective responsibility.

GP asked if there were any questions. AP asked if the issue regarding the netting-off of income, which was raised last year as it had not been accounted for correctly was the issue in the management letter. HJ replied it was and noted that audit firms allocate a partner in charge for each client, and the previous partner in charge of the BMC’s audit had been happy with how the netting-off was being accounted for, but a new partner was allocated to the BMC for the audit of these accounts and they had amended how this was reported.

GP agreed it was the same point and had also been raised by directors last year and that it was now being accounted for in a much more standard way which resulted in the full income and expenditure being shown.

JW asked when a response was needed as he had not had the opportunity to review the documents and if he was asked to vote on them now he would abstain as it was not for the Board to just rubber stamp a recommendation from the FAC.

LR raised the point that the Letter of Representation had not been amended as it still referred to directors being ‘he’ or ‘him’ and there were 3 female directors on the Board. GP said that as this was a letter from the BMC to Donnelly Bentley it should be in the BMC’s gift to amend this.

The Board agreed that more time was needed for consideration of the documents. LV noted that all supporting documents for the AGM had to be agreed by 11 May. GP asked for comments and/or approval to be given by Monday 4 May.

**Agreed
Action: All**

FS asked if a separate folder could be created in Teamwork to deal with the approval of the documents. LV asked for directors to also approve one director to sign the documents on behalf of the Board. It was agreed that a separate folder would be created on Teamwork and that LV would set out the wording she required from the directors to approve the documents and authorise a director to sign them on the Board’s behalf.

**Agreed
Action:
LV**

6.2 Annual Report

DT noted that this was a work in progress and would be distributed to the Board for comments next week.

**Action:
DT**

6.3 Annual Governance Statement*

LV noted that this was something required by the Code for Sports Governance, and she had not sourced any precedents, but Sport England had provided a list of questions they expected to be answered and so she had formulated it in to the attached. JD noted he had not been present at the 29 January 2020 board meeting.

LV noted she had sent it to Sport England last year for comments, and although she had not received a response she viewed this positively as Joy Johnston would have said if she felt the format and contents were unsatisfactory.

GP and LR noted it was a comprehensive document. It was agreed the Board would provide LV with any comments.

**Action:
Board**

7 Process for updating strategic business/operational and financial plans for 2021-25

GP said the FAC had proposed a timeline in their paper for starting the budget process for 2021, but the Board possibly wanted an earlier start. He asked for any thoughts on factors to take into account, noting the strategic plan was prepared on the basis it would have been presented at the AGM and members afforded the opportunity to comment.

LR noted that it needed to be stronger than National Council views being sought as it was a reserved matter in the articles. GP agreed and it would also be relevant in terms of staffing that the Board and National Council were aligned on this.

It was felt that Item 2 of the minutes had covered much of what needed to be discussed here.

8 Ambitions for membership growth and fundraising

- 8.1 PD said that he had had a couple of meetings with DT and Alex prior to the covid-19 situation and that they had looked at high level targets of members the BMC should be aiming for. He felt the work would now be delayed but the aim should remain. He said there were 88,000 or so members and there were two categories of members that were underserved – indoor climbers and hill walkers.

He said that over 10 million people regularly go hill walking and so the BMC should try and target 50,000 of these with special membership packages relevant to them. Prior to Covid-19 350,000 – 400,000 people were going indoor climbing 2+ times a week and it was growing by 15% p.a. so it would be up to 500,000 in 5 years time. He felt that 10% of the 500,000 should be the BMC's aim. The digital membership offer could focus on this group, but it would need some tweaking as the average age of indoor climbers is 28 and at present Blue membership is for those up to the age of 26.

He summarised that growing the membership to 200,000 over the next 5 years should be the aim. The meeting felt this was plausible.

- 8.2 JD reported that DT, MB and JD were organising a strategic development session with Andrew Thomas of The Philanthropy Company which would hopefully get some Sport England funding. He said there are areas of opportunity and a plan will be prepared to set out what is needed to be put in place regarding resources etc. and this will be done by the end of the summer. He said that the plan would look at access and heritage aspects and indoor climbing and so this should pull the threads together between the BMC and its subsidiaries. He hoped to have further details in the next week or so.

- 8.3 FS noted that the ODG had recommended more engagement with clubs and so asked if there was an opportunity to attract more funds for how the BMC engages with clubs. She felt that the BMC needed to be cleverer with its range of packages and not just rely on Blue membership.

PD agreed and noted there is an overlap with indoor climbing and GB Climbing and clubs that are development squads, or associated with climbing walls. He noted there is work on-going from the grassroots up and that to take part in the YCS you have to be a BMC member, so there is an idea there to expand.

JW said there is work to do in respect of clubs and in particular the 1944 definition of clubs. He noted there are likely to be changes to the articles suggested as there are numerous clubs out there that do not meet the current definition, e.g. multi-activity clubs, or are not controlled by their members. He said that there may be objections to 'for-profit' director-led groups receiving Sport England funding or BMC 'good causes', but they could possibly be charged higher affiliation fees.

DT commented that the work done by PD and the staff was very positive but when you look at how the Board reacted to the staff's initiative in relation to cancellation of membership by individuals it seemed to become a tension between club and individual member perspectives. DT stated that there had been a totally over the top reaction about clubs, he would park the proposal and revisit it once next month's figures were released, and if there is to be funding and ambitions for increased membership it is important not to get too confused again as the Board will lose the support of staff. *[PMN: see minutes of meeting 01.04.20 for the Board's rationale for favouring an equitable and transparent approach to membership retention offers]*.

- 8.4 HJ asked a question about membership for professionals as he was aware that once they have been through their mountain training qualifications they often leave the BMC.

JP agreed with this and said that many mountain instructors are ignorant of what the BMC can provide to them and there is tremendous potential to attract more of them.

- 8.5 It was agreed that the above should be reflected in strategy and recovery plan.

Action: DT

9 ACT

GP asked if the discussion about ACT now belongs on the proposed joint strategy day. MB said yes and added the following points:

- the ACT board met last week
- they were reviewing various policy documents such as grant application policy
- they were preparing a briefing note in relation to Mend Our Mountains 2
- there was £50k in the bank with net assets of just under £50k
- they are in the process of also appointing Hurst & Co as their auditors
- they are advertising for two new trustees – one with fundraising experience and the other with company secretarial experience, and he encouraged Board members to apply: he noted the job adverts were not obvious on the BMC website

DT said he would ensure the job adverts were put up on the BMC website.

**Action:
DT**

11 Risk Register update*

GP said that one of the most important points with the updated risk register is that it is handed to the SMT for them to use and review and update the Board for its next meeting in May as to any issues.

HJ asked if the Board were happy for the FAC to see this and this was agreed.

DT said he would organise a meeting with the SMT specifically to review the risk register.

Action:
DT

CS commented that there were certain risks that had the same likelihood and impact before and after mitigating measures, which suggested either the mitigating measures were inappropriate or that there was an error with one of the columns.

JP commented that the 'low-high' wording used in the column 'likelihood and impact after mitigating measures' together with the colour system was confusing. GP clarified this meant that if the column said 'low-high' it meant the likelihood was low but the impact high, but agreed it might be useful to separate out the two issues into separate columns.

Action: GP

12 AOB

12.1 The following points of AOB were raised:

Volunteer Awards*

LR summarised the process for determining the recipients of the various volunteer awards this year, as set out in her paper. She reported that she had surprised the recipients using Zoom over the weekend and a video was being prepared for the AGM.

FS asked if there had been any increase in the number of nominations received. LR noted that the nominations this year numbered the same as last year.

12.2 National Council Terms of Reference

FS noted that, as part of the ODG's work and the consultation process Helen Wilson, chair of the R33 group, was asking the Board to review the proposed new terms of reference for the National Council. LR noted that there would be a Google poll with directed questions to accompany it.

12.3 Lake District and Parks

MB noted, through his day job, that he had been made aware that the Lake District and the Broads Authority were experiencing severe financial difficulties and a large crisis was looming for them, potentially resulting in numerous redundancies and therefore reduced capacity.

He asked the Board if they were happy to write a letter of support to DEFRA in respect of these bodies. He noted the issue of redundancies was confidential.

DT felt this was a reasonable request and he was happy to draft a letter. The Board agreed this was appropriate action.

Agreed
Action:
DT

FS asked if this could also be taken to the Lakes Area Representative, as they had been heavily involved in working with the Lake District Authority. This was agreed.

12.4 Membership data

DT asked if the Board needed to be informed of any action taken by the office if there was a decrease in membership numbers in May. GP said it would be prudent to do so.

12.5 Sport England Equality Award

LR noted that the BMC had achieved intermediate level in respect of Equity Standard in Sport, awarded by Sport England, which was a major achievement.

12.6 Communication with National Council

FS requested a paper or some other form of communication from the Board to National Council. GP replied he would prepare a message for them summarising the Board meetings held in April.

**Action:
GP**

12.7 Next meetings

GP said he would liaise with LV to finalise the dates of the proposed further meetings prior to the AGM.

**Action:
GP & LV**

13 Close of meeting

GP closed the meeting and thanked all the Board members for their hard work in relation to the Crisis and that he felt all their work meant the BMC could come through these circumstances.

Item	Action	Involving	Target date
2.3	Review of office and specialist programme expenditure to be carried out, monthly membership data and HR aspects relating to redundancy.	All	Immediate
2.3	Recovery plan to be prepared to set out how the BMC can move forward following the lockdown.	GP, DT with others	On-going
4.1	Make arrangements for alternative chair for AGM in case needed.	LR	Immediate
4.1	Clarify who could be appointed as proxy for the AGM.	LV	Immediate
4.3	HJ to enquire about the £8k found in MHT's finances	HJ	Immediate
6.1	Board to comment on or approve the annual accounts and associated documents	All	By 4 May
6.1	LV to set up a Teamwork project for the approval/comments of the accounts and associated documents	LV	Immediate
6.2	DT to circulate a draft annual report for Board comments	DT	Immediate
6.3	Board to provide comments on the Annual Governance Statement	All	Immediate
8.5	Reflect the discussion of growth ambitions and fundraising within the strategy and recovery plan	DT	Immediate
9	DT to ensure the ACT job adverts are on the BMC website	DT	Immediate
11	DT to set up a SMT meeting specifically to review the risk register so they could report back to the Board	DT	Immediate
11	Improve the way in which likelihood and impact are shown after mitigating measures	GP	As soon as possible
12.3	Letter of support of the Lake District National Park to be prepared.	DT	Immediate
12.6	Communication to National Council to be prepared about the Board meetings in April	GP	As soon as possible
12.7	GP and LV to liaise in respect of upcoming Board meetings	GP & LV	Immediate