

## BRITISH MOUNTAINEERING COUNCIL

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### Board of Directors

Redacted minutes of the Board meeting held by way of GoToMeeting on Thursday 14 May 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

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	<b>Welcome, apologies &amp; declaration of interests</b>			
	Chair reported that due notice of the meeting had been given, that a quorum was present. Accordingly, the Chair declared the meeting open. He noted MB had not joined the call but started without him. There were no apologies.			
	Conflicts of interest declared:			
	<ul style="list-style-type: none"><li>MB in respect of BMC Access &amp; Conservation Trust (ACT) (once he had joined the meeting)</li><li>DT and LV as members of staff</li></ul>			

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	<ul style="list-style-type: none"> <li>CS as a volunteer requesting funding from the BMC for an event</li> <li>General conflict in respect of several Board members being members of clubs</li> </ul>			
<b>1.</b>	<b>Update on financial scenarios</b>			
<b>1a</b>	<b>First Quarter Management Accounts*</b>			
	<p>The Chair referred the meeting to the document 'BMC Finance report to Board 14May20' uploaded on Teamwork. The Board raised the following points:</p> <ul style="list-style-type: none"> <li>the document showed the Q1 results and Q1 budget, the budget has been adjusted to take into account what has actually happened so far in 2020</li> <li>the difference in insurance figures was due to rebates being made on travel insurance products</li> <li>office costs have been revised to show £200k can be saved</li> <li>GB Climbing and specialist programme costs need to be further understood, as further savings could be made from these areas, the Competition Climbing Performance Group (CCPG) have asked for further information regarding GB Climbing's finances</li> <li>the release of grants figure is much larger than forecast, as is the spending on competitions, do they balance each other out?</li> <li>proposed 'deep dive' into expenditure should result in further savings, staff should work on this but it is useful to have an 'outsider' to look at it with a fresh set of eyes</li> <li>clubs have had events rescheduled for later in the year, but could these be cancelled in order to create further savings?</li> <li>specialist programme funds can at present, and for a period of up to 6 months, be used for whatever is required by the BMC: Sport England have confirmed this</li> <li>competitions are indicated as overspending at present: the Board need to understand what the money has been spent on.</li> </ul> <p>The Board noted that monthly management accounts are not produced, but any material transactional issues would be picked up by Alan Brown (AB) as Financial Controller and he would report these to HJ who in turn would report to the Board. The meeting queried whether it was worthwhile asking the Finance &amp; Audit Committee (FAC) for some Q2 information sooner than previously planned.</p>	<p>Further work required in respect of the 'deep dive' into expenditure and in particular to understand the finances of GB Climbing.</p> <p>Further information required so the Board can decide if it is worthwhile looking at Q2 results part way through Q2 and not in July.</p>	<p><b>DT, AB and David Lanceley</b></p> <p><b>HJ</b></p>	<p>Immediate for 9 June</p> <p>Immediate</p>
<b>1b</b>	<b>Membership Statistics Update*</b>			
	<p>The Chair referred the meeting to the document 'Member stats snapshot' uploaded on Teamwork. The following points were raised:</p>			

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	<ul style="list-style-type: none"> <li>the document was a snapshot of member numbers as at 1<sup>st</sup> May</li> <li>the figures are not showing an extra Covid-19 attrition rate, but the normal attrition rates, which is better than had been expected</li> <li>no new members are being attracted, 799 members were lost in April, if this continues then the BMC will end up with 16% fewer members in a year's time than it has now</li> <li>time should be taken now to look at the natural attrition rate</li> <li>Angling Trust gained 2,500 new members because of the work they had undertaken in relation to getting anglers back outside: there was the possibility the access work the BMC has undertaken could be used to attract new members</li> <li>some member benefits are not accessible at present, should extra member benefits be provided?</li> <li>the Board should have sight of the communication plan for targeting indoor climbers and hill walkers in respect of the digital membership</li> </ul>	<p>Marketing team to be asked to look at opportunities for attracting new membership in a wider sense than just the digital membership.</p> <p>Board to be provided with marketing plan for digital membership</p>	<p><b>DT</b></p> <p><b>DT</b></p>	<p>Immediate</p> <p>Immediate</p>
<b>1c</b>	<b>FAC update 11.05.20</b>			
	The Chair reported that he had received various emails from Board members in respect of the FAC report, but they wanted a more formal response. The Chair stated that he would pull together the emails and prepare a formal response to the FAC.	Formal response to be prepared to FAC's report.	<b>GP</b>	Immediate
<b>2</b>	<b>Staffing update</b>			
	<p>The Chair reported:</p> <ul style="list-style-type: none"> <li>the Government had announced the furlough scheme was being extended to the end of July in its current format, and from August to October in a different format.</li> <li>the different format might include the possibility of part-time work with Government support and employer contributions: the nuances of the scheme from August-October were yet to be announced.</li> </ul> <p>The CEO identified a number of staff that could work part time, so if this is announced, it would be useful.</p>			
<b>3</b>	<b>Operational Matters</b>			
<b>3a</b>	<b>AGM</b>			
	The Company Secretary updated the Board as to progress:			

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	<ul style="list-style-type: none"> <li>everything seemed to be on course for testing of the voting website to start with Civica next week.</li> <li>due to the virtual nature of the AGM it was preferable for proxy votes to be directed, so the voting form would have 3 boxes only 'for' 'against' and 'abstain': if a member ticked no box this would result in a discretionary vote being awarded to their nominated proxy added that this year there would be no separate discretionary box for members to tick when voting.</li> </ul> <p>The Board noted the Governance Working Group had made it clear discretionary proxy should remain an option and that the default should be an abstention, so that all proxies are given consciously. The different approach taken should be made explicit to members.</p> <p><i>PMN – the accounts and director's report for the year end 31 December 2019 were approved by a Board majority by way of Electronic Form on 7 May. The Board also authorised the CEO and the President to sign the accounts and report on behalf of the Board. The CEO and President signed the accounts electronically on 12 May. They were therefore ready to be presented to the members at the AGM</i></p>	<p>It must be made explicit to members that if they do not tick any boxes on the voting form it is a discretionary vote. This will be contained in proxy papers and an article on the website.</p> <p><i>PMN – accounts were approved and signed</i></p>	<b>LV</b>	22 May
<b>3b</b>	<b>Membership Retention Proposal*</b>			
	<p>The Chair referred to the document 'Membership Retention Proposal' uploaded on Teamwork and noted the Board were being asked to support the proposal. The following points were discussed:</p> <ul style="list-style-type: none"> <li>the proposal was that individual members who were experiencing financial hardship could be put on the unemployment rate as this would now also include furloughed workers, any club members would be placed on the Under 18s rate which would now also be an unemployed and furloughed rate</li> <li>it was borderline whether or not the proposal created new criteria for membership and therefore needed National Council approval as set out in the Articles of Association</li> <li>National Council had discussed the proposal at a meeting on 9 May and had indicated support in principle</li> <li>the presentation of the proposal needed to be that if members had financial difficulties they should contact the office: the membership team could also follow up any members who had cancelled their direct debit.</li> <li>the office would not means-test members if they indicated they were suffering financial difficulties.</li> </ul>	<p>The proposal was agreed, subject to rephrasing, and to be implemented from Monday 18 May.</p> <p>The CNDs and President to communicate to National Council that the proposal is to be implemented and they hope National Council support it, but formal approval was not needed.</p>	<b>DT</b>	Immediate
			<b>LR, FS, CS &amp; JP</b>	Immediate

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	<ul style="list-style-type: none"> <li>the membership team needed a decision as they only had 9 working days to implement the proposal, as cancelled direct debits are communicated to the bank on 28 May</li> </ul>			
3c	<b>Covid-19 Access Recovery Group</b>			
	<p>The Chair referred to the update posted by the access team on the website on 12 May following the easing of lockdown restrictions. The Board noted the following:</p> <ul style="list-style-type: none"> <li>the CEO had been very busy on numerous calls, as the situation was ever-changing and different in Wales and England and the access team had been the busiest they had ever been</li> <li>it was a difficult balance between promoting a return to the outdoors, but not over promoting it because of Mountain Rescue's depleted volunteer service and some National Parks were not open for visitors</li> <li>the CEO was thanked for all his hard work in this area.</li> </ul>	The Board should send an official thank you to the access team for all their hard work.	GP	Immediate
3d	<b>CCPG – progress report*</b>			
	<p>The Chair referred to the document 'CCPG interim Report to the Board 14May20' uploaded on Teamwork. The following was discussed:</p> <ul style="list-style-type: none"> <li>the CCPG is gelling well together and the vice-chair has a wealth of experience from other sports</li> <li>the CCPG need a vision and mission statement and work is underway to consult with stakeholders on this, a survey will be sent to athletes, coaches, walls etc.</li> <li>the CCPG have requested an insight into the financials as they have tried to understand the cost of elite athletes and they note that the UK seems to struggle for corporate sponsorship in comparison with other countries</li> <li>Rocket Sports have said they will increase their efforts if paid a retainer of £2k per month, however it was felt they had underperformed in the past</li> <li>as the Olympics has been postponed this provides more time for the BMC to find a corporate sponsor</li> <li>whether the CCPG or the BMC should be seeking a corporate sponsor, it was felt a corporate sponsor strategy should look at the bottom line of the BMC and not just GB Climbing and a strategy should be prepared so that the BMC is clear what it wants from a corporate sponsor</li> <li>GB Climbing should have transparency in respect of its finances: it is common practice for a proportion of UK Sport funds to be allocated towards BMC general overheads</li> </ul>	<p>Research should be undertaken as to the competitors to Rocket Sports.</p> <p>A corporate sponsor strategy should be prepared.</p>	<p>Marketing</p> <p>CCPG &amp; DT</p>	<p>On-going</p> <p>On-going</p>

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3e	<b>Mountain Heritage Trust (MHT)*</b>  The Chair referred to a document prepared by JD in relation to the article MHT had put on its website about its financial position. The Board discussed the following points: <ul style="list-style-type: none"><li>the BMC wanted an article on MHT’s website which more correctly reflected BMC’s position i.e. the BMC was suffering from reduced income due to the coronavirus pandemic: it was hoped this could be a bilateral statement, but would be BMC only if necessary.</li><li>that MHT are at present resistant to applying for a second emergency fund grant</li><li>whether or not the BMC should be taking a stronger view in relation to MHT and calling an AGM</li><li>it might be worth using FS’s connection with Ian Smith at MHT</li><li>that MHT feel the BMC are blocking them from becoming a national forum and that the BMC does not want other organisations to buy in to MHT</li><li>at a meeting on 9 March, the BMC had said to MHT that if other organisations were to become members of MHT the BMC would expect them to also provide financial support</li><li>MHT are currently in breach of their articles of association and have not raised many funds over the past 2 years</li><li>the BMC should decide what it wants from MHT and have a vision statement.</li></ul>	 JD to continue working with MHT to get a further statement on MHT’s website which reflects the BMC’s current financial position.  		

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	<ul style="list-style-type: none"> <li>the redundancy planning had 3 tiers of possible savings: the reason for the proposed redundancy at third tier 3 is because if the BMC gets UK Sport funding, this could lead to a performance director which would negate the need for a Lead Officer of GB Climbing.</li> </ul>			
	<p>The Board discussed the document and noted the following:</p> <ul style="list-style-type: none"> <li>a more substantive resilience plan was required based on the 4 Ps (persevere, pivot, pioneer and park as suggested at previous meeting)</li> <li>IT investment was critical and so should be prioritised.</li> </ul>	A more substantive resilience plan to be prepared.	DT	9 June
7	<b>ODG*</b>			
	<p>The Chair referred to the document 'Future of ODG 8 May20' uploaded on Teamwork. The chair of the ODG remarked that:</p> <ul style="list-style-type: none"> <li>the paper was written so that members would know some work will be required post the AGM</li> <li>some areas just needed to get done</li> <li>the ODG could be dissolved in September</li> <li>a new group would be needed to start the review process of the ODG's work.</li> </ul>			
	<p>The Board discussed the paper and made the following observations:</p> <ul style="list-style-type: none"> <li>the paper should be aligned with the communication plan</li> <li>the work in respect of the subsidiaries was important, and linked back to the effective oversight points previously raised</li> <li>the BMC should understand what the subsidiaries do, and the relationship it wants with them and look at what the ORG was trying to do which was maximise the benefit of the subsidiaries and minimise the cost, strategic work is required in respect of the subsidiaries</li> <li>they were supportive of the paper</li> <li>an action plan should be prepared to accompany it</li> </ul>	Action plan to be prepared to further ODG work.	FS	On-going
8	<b>Risk Register*</b>			
	<p>The Chair reported he had split the column he had been asked to. It was noted that the SMT had not yet had a meeting to review and take ownership of the risk register.</p>	SMT meeting to take place specifically to review the risk register	DT	Immediate

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<b>10</b>	<b>Minutes of previous meetings and Rolling Action List*</b>			
	The Company Secretary said that she had not received comments from all directors on previous minutes. The CEO commented that the Board minutes take a long time to prepare. The Board discussed moving to transactional minutes.	It was agreed that Board minutes be prepared as transactional minutes.		Immediate
	The Company Secretary noted that there were a couple of further items on the Rolling Action List to update, and asked the Board to email comments so she could update it accordingly.	Board to email comments on minutes and rolling action list to the Company Secretary.	<b>All</b>	On-going
<b>11</b>	<b>AOB</b>			
	It was noted that the BMC/ACT joint strategy day would be Friday 19 June 10am – 1pm.	Invite to event to be sent to the Board and ACT trustees	<b>LV</b>	Immediate
<b>12</b>	<b>Date of Next Meeting</b>			
	The Chair noted that of the two proposed dates the 9 June was more popular. The Company Secretary suggested using the 4 June as the Q&A with the Board for members to ask questions prior to the AGM.	The next Board meeting to be on 9 June.	<b>LV</b>	Immediate
		The 4 June to be the Q&A with the Board webinar prior to the AGM.	<b>LV</b>	Immediate
<b>13</b>	<b>Close of meeting</b>			
	The Chair closed the meeting.			

Item	Action	Involving	Target date
1a	The themes raised in minute 1a to be explored further by the FAC.	HJ & FAC	On-going
1a	Further information to be provided so the Board can understand if it is worthwhile to ask for Q2 information part way through Q2 or not	HJ & AB	Immediate
1b	Marketing to be asked to prepare a communications plan in respect of the opportunities open to the BMC to attract new members	DT	On-going
1b	Formal response to be prepared to FAC's report to the Board	GP	Immediate
3a	Article to be prepared to ensure it is made very clear to members that if they do not tick any box on the electronic proxy this would be a discretionary vote for their nominated proxy to cast.	LV	22 May 2020
3b	Membership retention plan to be implemented	DT	18 May 2020



Item	Action	Involving	Target date
3b	President and CNDs to communicate the membership retention plan to National Council	LR, FS, CS and JP	Immediate
3c	Formal thanks to be sent to the access team from the Board	GP	Immediate
3d	Competitors to Rocket Sports to be researched.	Marketing	On-going
3d	Corporate sponsor strategy for GB Climbing to be prepared	CCPG and DT	On-going
3e	Vision statement of MHT to be prepared	Board	Immediate
3e	Work to continue on a bi-lateral statement from the BMC and MHT going on MHT's website	JD	Immediate
6	A more substantive resilience plan based on the 4Ps to be prepared.	DT	Immediate
7	Action plan to be prepared in respect of outstanding ODG work	FS	Immediate
8	SMT meeting to review the risk register to be held	DT	Immediate
10	Comments on minutes of previous meetings and rolling action list to be sent to LV for amendment.	All & LV	On-going
12	LV to send invites to the Board for the BMC/ACT joint strategy day, the Q&A Board webinar and the Board meeting on 9 June	LV	Immediate