

BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held by way of GoToMeeting on Wednesday 29 July at 4pm

Directors Present:	Gareth Pierce (GP)	Chair
	Paul Drew (PD)	Independent Director**
	Jonny Dry (JD)	Nominated Director (Fundraising)
	Huw Jones (HJ)	Nominated Director (Finance)
	Lynn Robinson (LR)	President
	Fiona Sanders (FS)	Council Nominated Director (CND)
	Chris Stone (CS)	CND
	Dave Turnbull (DT)	CEO
	Jonathan White (JW)	Nominated Director (Clubs)
In attendance:	Nick Colton	Deputy CEO
	Lucy Valerio (LV)	Company Secretary

* denotes supporting paper(s) circulated prior to meeting

** appointed Senior Independent Director at minute 2.2

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
1	Welcome, apologies & declaration of interests The Chair reported that due notice of the meeting had been given. He noted that the CEO had returned to work and welcomed him back. He noted NC was still in attendance as the CEO was on a phased return to work. There were no apologies and the Chair noted the meeting was quorate and therefore declared it open.			
2	Nominations Committee's suggestions			
2.1	The Chair stated there were four points for the Board to consider following a meeting of the Nominations Committee (NomCom) on Monday 27 July, which had considered the position regarding the Chair and then the additional issue of the resignations of two Independent Directors. a) NomCom proposes that the process of appointing a new chair and two Independent Directors run parallel b) NomCom sought clarification as to whether it was recruiting two Independent Directors, or one and one Senior Independent Director (SID)			

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	<ul style="list-style-type: none"> c) NomCom sought the Board's direction as to how and when Sport England should be contacted d) NomCom asked the Board if it should use a quota approach to address equality and diversity issues 			
	The Board discussed the above points and the following points were made:			
2.2	<ul style="list-style-type: none"> The processes can run parallel as long as they are in accordance with the articles of association Recruitment should be for Independent Directors, as the previous SIDs had been serving Independent Directors. This role had been agreed as moving to PD if required as a contingency on 15 July. Recruitment of the Independent Directors should take into account the fact the SID role is an annual appointment, so successful candidates may well be SID at some point The Board has a diversity action plan and this should be referred to as part of the process Ideally Sport England should be contacted before the resignations are in the public domain – potentially after the National Council meeting of 1 August, the wording of the public statement needs to take into account the bids being submitted to UK Sport and Sport England One recommendation of the Governance Working Group (GWG) was that a HR expert be added to NomCom, and the Board's view was that this recommendation should be adopted now. The role of a HR specialist to sit on NomCom should be advertised as a volunteer role to see if any members come forward prior to a paid role being opted for The cost of an expert was discussed, with a figure of £150 + VAT per hour noted, if such a person was used NomCom would need to keep costs down to a minimum An independent person on NomCom would assist with the organisation adhering to the Code for Sports Governance whilst recruiting new Independent Directors A quota is not ideal, but in the current situation this may be the only way to assist the organisation in reaching diversity targets 	<p>The process of recruiting a chair and Independent Directors should run parallel with each other.</p> <p>Two Independent Directors should be appointed.</p> <p>PD formally put forward and agreed to accept the role of SID.</p> <p>Sport England to be contacted after the National Council meeting and prior to a public statement being made.</p> <p>New volunteer role to be advertised – HR specialist to sit on NomCom</p> <p>A quota should be used in the recruitment of the Independent Directors to assist with diversity targets.</p>	<p>NomCom</p> <p>LV & NC</p> <p>Kate Anwyl & GP</p>	<p>30.10.20</p> <p>w/b 03.08.20</p> <p>w/b 10.08.20</p>
	The Board agreed various points as set out opposite.			
3	Possible Observers/Advisors to attend Board meetings			
	The Chair asked the Board if they were happy to have two observers attend Board meetings: they would be able to contribute, but not vote on decisions to be made.	Two observers be invited to attend Board meetings		

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	The Board all agreed to this.			
	The Chair then asked for thoughts on how such persons should be decided upon. The meeting made the following points:			
	<ul style="list-style-type: none"> National Council should be asked for recommendations now seems like a good time to ask the patrons for their help they need to be people who are critical friends to the Board, and they need to be diplomatic if National Council puts forward someone, it would ideally not be a person who then stands in the election for a CND 	<p>Rab Carrington be asked to attend Board meetings.</p> <p>National Council be asked to put forward a further person as an observer.</p>	CS & FS	01.08.20
4	Progressing Strategy			
4.1	The Chair referred to the agenda and asked the meeting if they had any thoughts on the points noted therein or how matters should be taken forward. The meeting discussed the strategy document and noted:	Further comments to be provided so that the document can be progressed to consultation.	Strategy Group	Immediate
	<ul style="list-style-type: none"> the strategic group had met and been through the original strategy to pull out key messages that the Board can then view before they go to Specialist Committees, the SMT and National Council some key questions have been formulated which could be aligned with the budgeting questions that need to be asked the continued impact of Covid-19 has been considered by the strategic group. 			
4.2	The meeting then discussed Mountain Heritage Trust (MHT) and the following opinions were voiced:	Wording of detailed proposal for MHT to be developed for consideration by Board.	GP & JD	06.08.20
	<ul style="list-style-type: none"> the board of MHT is keen to invite other bodies to be members, such as mountaineering clubs, which would contribute to the heritage collection of MHT MHT could have other members, if such members contributed to the finances of MHT, bringing more items to the collection may well result in more work, which would need financing if further members of MHT are unable to contribute financially this does not change MHT's position from January 2020 if there was a way instead of the clubs being members, could they be associated member so that they gain recognition and PR but are not full members the BMC needs to prioritise where it spends its money the strategy does mention ethics and heritage but this could be strengthened 			

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	<ul style="list-style-type: none"> any person hired as the new Head of Operations and Development may be able to assist with the way forward for MHT and the BMC. 			
5	Meeting with SMT following staff survey			
	The Chair referred to the annexes attached to the agenda and asked the Board for any comments on the table prepared in respect of the roles and responsibilities and the Board, Council etc. and the annexe in respect of s.172 Companies Act 2006. The following points were made:			
	<ul style="list-style-type: none"> the table showing the roles was a good starting point and provided structure the meeting between SMT and the Board may need to include other members of staff, the Company Secretary noted the background behind the paper about s.172, which was that certain companies are now required to prepare a report to show how they have complied with the section when making decisions 	A meeting with SMT and other members of staff and the Board should be organised	LV	ASAP
6	Interim Executive Role			
	The Chair asked the Board if they had any further comments on the role description. The meeting discussed the issue and noted:			
	<ul style="list-style-type: none"> the inter-personal skills of the person appointed would be important it was to be advertised using Linked-In Premium, along with the other channels used by the BMC it would need to be clear to staff who was in charge of which staff the intention was that the Interim Executive would report to the Board via the chair and would work closely with DT and NC as a leadership team the advert should be released as soon as possible. 	Board to email any further comments on the role description Once finalised role description to be released publically	All KA	Immediate w/b 03.08.20
7	Staffing post-furlough			
	The CEO reported that most furloughed staff had now returned to work on a part time basis. The Board asked for an update from the SMT as to how staffing would play out once the furlough scheme ended in October.	SMT to provide Board with an update on staff once furlough scheme closed	SMT	30.09.20

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8	AOB			

The following points of AOB were raised:

- the public statement about Board resignations could hopefully be finalised after the Council meeting and is to be looked at following the CEO's comments about how Sport England may perceive the statement
- various Board minutes are yet to be approved
- FS and CS are to take responsibility for the communiqués to go to Council following Board meetings
- the BMC's external reputation is strong due to the work undertaken throughout the Covid-19 pandemic.

9 Close of Meeting

The Chair closed the meeting and noted there was a further call on Thursday 6 August at 7pm.

Item	Action	Involving	Target date
2.2	Process of recruiting Chair and two IDs to run parallel	NomCom	30.10.20
2.2	Sport England to be contact in respect of the recent resignations at Board level	LV & NC	w/b 03.08.20
2.2	Position of a HR specialist to sit on NomCom to be advertised as a BMC volunteer role	KA	w/b 10.08.20
3	Council to be asked to nominate observers/advisors to attend Board meetings	CS & FS	01.08.20
4.1	Further comments to be provided so that the document can be progressed to consultation.	Strategy Group	Immediate
4.2	Wording of detailed proposal for MHT to be developed for consideration by Board	GP & JD	06.08.20
5	Meeting with SMT, Board and other staff members to be organised	GP & LV	ASAP
6	Board to email any specific comments on the Interim Executive role description	All	Immediate
6	Interim Executive role to be advertised	KA	w/b 03.08.20
7	SMT to update Board on position of staffing post-furlough scheme	SMT	30.09.20