

## BRITISH MOUNTAINEERING COUNCIL

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### Board of Directors

Redacted minutes of the Board meeting held by way of GoToMeeting on Thursday 6 August 2020 at 7pm

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

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

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
1	<b>Welcome and apologies</b>  The Chair reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chair declared the meeting open. There were apologies from the CEO and the President.			
2	<b>Progressing Strategy</b>			
2.1	Update*  An update from the Strategy Group was provided, with the following noted: <ul style="list-style-type: none"><li>• It had identified the critical areas to progress</li><li>• It looked at what has changed since February 2020 when the Strategic Plan was agreed</li></ul>			

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	<ul style="list-style-type: none"> <li>There are two areas which are not strong in the plan a) building on the success of the combination of staff, volunteers, National Council (Council), Board and specialist committees working together quickly during the crisis – this contrasts with what some of the staff have vocalised and there is a need to understand how these groups have worked together efficiently during the crisis, b) to redress the loss of income from the sale of travel insurance, there needs to be an increase in members joining for the core membership benefits, and not because they have to join for mountain training or insurance reasons</li> <li>Board need to articulate better to the Senior Management Team (SMT) and Council what it is trying to achieve</li> <li>A number of stepping stones in respect of the IT upgrade will be in place by the end of 2020</li> <li>The update has tried to take into account the earlier work on a recovery/resilience plan based on a 4Ps approach.</li> </ul> <p>The Chair asked if the Board had any further comments before the paper was released to the SMT and Council for their input, prior to it being further developed along with the operational plan and budgets. The meeting discussed the update and made the following points:</p> <ul style="list-style-type: none"> <li>It should be clearer that there is a growth strategy to try and get membership levels back to, and eventually above, what they were pre-Covid-19</li> <li>There are no targets for departments/staff to aim for, staff should be asked what targets are achievable so these can be fed into the update</li> <li>A further point is needed in respect of clubs and especially hut owning clubs and student clubs</li> <li>A target of increased member numbers likely results in higher marketing costs, and IT costs</li> <li>The Competition Climbing Performance Group (CCPG) has been in talks with Rocket Sports in respect of commercial sponsorship. Rocket Sports has asked to be put on a retainer of £2k per month and commission of 12.5%: it believes this will help secure sponsorship from three companies of roughly £75 each in mid 2021</li> <li>If Rocket Sports was to be put on a retainer this would mean that the projected surplus in 2020 would be reduced to about £30k, it is possible savings could be made elsewhere in GB Climbing</li> <li>A substantial bid is going in to UK Sport, for £1.5m over four years: the BMC should find out in December if this is successful or not</li> <li>The spending of GB Climbing should be regularly monitored</li> </ul>			

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2.2	<p>The meeting then discussed timelines and noted:</p> <ul style="list-style-type: none"> <li>A consultation process will be needed in respect of the update to the Strategic Plan so it should be finalised by 23 August</li> <li>The update will need to be taken to the next round of Area meetings which start the w/b 31 August</li> <li>The update to the Strategic Plan was felt to be more pressing a subject than the work of the Governance Working Group (GWG) for Area meetings</li> <li>Ideally, a high level financial profile should be in place to match with the Strategic Plan update for the Board meeting of 30 September, so that they can both be signed off at the meeting of 25 November following more detailed work</li> <li>The templates for specialist committee chairs to start preparing 2021 budgets should be sent out asap: these chairs will need an idea of what is in the updated Strategic Plan to help them with this process</li> </ul> <p>The meeting agreed the following:</p> <ul style="list-style-type: none"> <li>The Board should email any specific comments to FS, CS and JD</li> <li>The paper should be amended to update some parts and emphasise others</li> <li>Work should commence on communications with the chairs of specialist committees and Council to seek their high level input</li> <li>Staff should be asked to provide achievable targets aligned with the Strategic Plan as it is developed and agreed</li> </ul>	<p>Comments on the paper to be emailed to FS, CS &amp; JD.</p> <p>Paper be amended once comments received</p> <p>Meeting with SMT to be set up to discuss the paper</p>	<p><b>All</b></p> <p><b>CS, FS &amp; JD</b></p> <p><b>LV</b></p>	<p>ASAP</p> <p>ASAP</p> <p>ASAP</p>
<b>3</b>	<b>Decision and Update Items</b>			
<b>3.1</b>	<b>Mountain Heritage Trust (MHT)*</b>			
	<p>The Chair referred to the paper provided to the meeting and asked if there were any other options that could be put to MHT which would help them get match funding and assist them with their vision of becoming a national forum for mountain heritage. The following points were raised:</p> <ul style="list-style-type: none"> <li>Some directors preferred BMC to remain as sole member and provide funding to enable them to apply for the Heritage Fund grant c£35-40k per annum</li> <li>The BMC needs to decide its priorities, and if heritage is one, then to commit to MHT</li> </ul>			

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	<ul style="list-style-type: none"> <li>A decision needs to be made on how to move forward with MHT so that heritage can then either be factored in or out of the Strategic Plan</li> <li>Some directors are comfortable for MHT to have other members, but only if they contribute funds to match the BMC's contribution as new members would want voting rights</li> <li>MHT received emergency funding, so they have £47k in the bank at present</li> <li>The BMC could pay the stipend due this year, less the money MHT saved in furloughing its member of staff: without this adjustment, there is currently a tranche of £15,300 to pay to MHT</li> <li>The BMC needs to take a more proactive role as a corporate trustee, and a director should always attend MHT board meetings</li> <li>The BMC does not just provide MHT with funds, but other benefits in kind. The benefits in kind need to be reviewed e.g. providing MHT more placement on the BMC's website</li> <li>Whether it was possible for other members of MHT to have different voting rights to the BMC if they are not to contribute financially – this would require new articles of association of MHT</li> <li>That the Board are happy to work with MHT to consider other ways of giving a kind of membership to those clubs/others that were able to contribute financially</li> <li>Conversations should be had with some of the clubs MHT would want as members, to find out if they are in a position to contribute financially</li> </ul>	<p>Director to attend MHT Board meetings</p> <p>Directors to speak to contacts at Alpine Club and Climbers Club</p> <p>BMC to clarify its position to MHT in respect of MHT's</p>	<p><b>JD</b></p> <p><b>JW &amp; PD</b></p> <p><b>GP</b></p>	<p>Immediate</p> <p>ASAP</p> <p>ASAP</p>

The Chair summarised that the BMC should clarify to MHT the rationale why it is uncomfortable with other clubs being members of MHT, but communicate to them ahead of their executive committee meeting of 10 August the BMC's commitment to MHT, both financially and providing benefits in kind.

### 3.2 Procurement Policy\*

The Chair asked for comments on the policy, noting the Finance & Audit Committee (FAC) had commented on it:

- It is important a procurement policy is implemented, and this is to update the previous tender policy
- Limits on spending are set out in a separate document
- The policy as drafted does the job it sets out to do, but it was questioned if the financial limits should be moved into the policy itself

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	It was agreed that the Deputy CEO and Chair would discuss the spending limits with BMC's financial controller.	Chair and Deputy CEO to speak separately about the financial limits and then speak to Alan Brown	<b>GP &amp; NC</b>	ASAP
<b>3.3</b>	<b>Interim Executive Position*</b>			
	The Chair asked if there were any conflicts of interest to declare for this item. There were none. The Chair noted as at that point there had been about seven applications. He then referred to the paper provided by the Senior Independent Director (SID) which set out a proposed recruitment process.			
	The SID outlined the process and asked for comments:			
	<ul style="list-style-type: none"> <li>It was important the initial filter did not filter out any applicants who were over qualified</li> <li>The questions asked during the initial phone call were to find out a bit more about the applicants and to be used as a filter system</li> <li>There is a need to be mindful that the role is proposed to add capacity to the BMC's senior team as well as backfill part of the Deputy CEO's role</li> <li>It was good for potential candidates to meet as many Board members as possible during the recruitment process</li> <li>The HR manager should start sifting through applications to eliminate those that clearly do not meet the criteria set out in the job advert</li> </ul>	Kate Anwyl to be asked to start sifting through applications	<b>GP</b>	ASAP
	The Board agreed to use the procedure set out in the paper.	Recruitment procedure set out in paper to be used		
<b>3.4</b>	<b>Recruitment of Head of Operations and Development</b>			
	The Chair noted there were some tricky issues as the new position would impact on several of the SMT members' line management duties. It was suggested that the SMT be asked to come up with an organogram to show line management duties which would work, including the new role.			
	The meeting felt the recruitment of this position was less urgent because of the Interim Executive position and that it was important to link the role to the CEO's and Deputy CEO's roles.			

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3.5	<b>Staffing post-furlough</b>  The Chair noted the following: <ul style="list-style-type: none"> <li>• The cost of all staff returning to work full time after the furlough scheme closes has already been factored in to the budget</li> <li>• There is some remodelling to be done based on workload leading to a demand of staff working part time to do more hours between now and the close of the scheme</li> </ul>			
3.6	<b>Next round of Area Meetings</b>  The meeting was informed that the next round of Area meetings was to commence the week beginning 31 August, and that the meetings would be held by Zoom.  It was agreed that once the meetings were finalised the details would be emailed to the Board so that they could try and ensure at least one director was in attendance of each Area meeting.	At least one director to attend each Area meeting	CS, All	w/b 31.07.08
3.7	<b>Meeting with SMT/Staff and Facilitated Session</b>  The Chair noted that himself and a CND had attended a staff meeting on 4 August, during which the staff had raised numerous points, which were set out in CS's email. He said a date is needed for the SMT meeting once the Deputy CEO returns from holiday (24.08.20).  The following points were discussed: <ul style="list-style-type: none"> <li>• The staff appreciated the attendance of the directors at the meeting</li> <li>• Was it possible for a director to attend each meeting, and for there to be a different focus each week</li> <li>• The staff could be asked what they want to discuss and a plan could be made for the rest of year's meetings, and each director would know when they were attending a meeting</li> <li>• Whether or not the SMT should be part of the proposed facilitated session: it was felt the NEDs should do this separately</li> <li>• A separate session could be held between the Board and SMT</li> <li>• Board need to be clear whether what it is doing works, so it would be useful to have a discussion with the SMT to understand some of their concerns and these could be raised at the facilitated session.</li> </ul>			

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	It was agreed that a fresh trawl for dates would take place and the Chair and the Company Secretary would work on the sequencing of events.	Doodle poll to be sent for dates	LV	ASAP
		Chair and Company Secretary to speak further	GP & LV	ASAP
<b>4</b>	<b>Governance Matters</b>			
<b>4.1</b>	<b>NomCom suggestion of aligning skills matrix with strategy*</b>			
	<p>The Chair noted that the staff had also suggested that the skills matrix be aligned with the strategy in the meeting he attended. He referred to the paper and asked for comments and for the Board to state if they were happy for the skills matrix to be prepared in this manner. The following points were raised:</p> <ul style="list-style-type: none"> <li>• People's abilities re teamwork should be taken into account</li> <li>• A personality test should also be taken – the Myers Brigg test as it is important the Board does not have too many of the same personalities on it</li> <li>• A breadth of skills is still needed, as what is important now may not be so prominent in 12 months time</li> <li>• The Board were happy for the skills matrix to be taken forward in alignment with the strategic plan</li> </ul>			
		First draft skills matrix to be prepared and sent to the Board for completion	GP, All	ASAP
<b>4.2</b>	<b>HR expertise for NomCom</b>			
	<p>The Chair asked the Board if they were happy for an independent person to sit on NomCom, a specialist in HR.</p> <p>The Board agreed with this and that the position should be advertised as soon as possible as a voluntary role, and that if no suitable applications were made, the role would be filled for as a paid position.</p>			
		Independent HR specialist to be recruited for NomCom	GP	ASAP
<b>4.3</b>	<b>Observer/Advisor positions on the Board</b>			
	<p>The Chair reported that the Council met on 1 August and felt that any observers/advisors should be as independent as possible and they felt there should be three places, the question was how was this achieved.</p> <p>The meeting discussed this and noted:</p>			

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	<ul style="list-style-type: none"> <li>It would be good to have another female and Louise Stewart, a trustee of BMC Access &amp; Conservation Trust, was suggested: the Board agreed she should be asked</li> <li>Andy Syme had noted he would not attend Board meetings whilst acting as chair of Council during the President's period of leave</li> <li>Rab Carrington should be asked to join</li> <li>Names for the third position were suggested: Colin Knowles, Roger Fanner, Martin Wragg and Rik Payne – this would be on the basis Louise Stewart was viewed as independent by Council</li> </ul>	People to be contacted to be asked to join BMC Board meetings as observers/advisors		

#### 4.4 Proactive communication with Sport England

The meeting discussed when Sport England should be made aware of the recent resignations and it was agreed that ideally it should be before the public statement is released on the website.

Sport England to be contacted to speak to them about recent Board developments

**LV & NC**

ASAP

The meeting then discussed the public statement and noted it needed an introductory paragraph dealing with the impact Covid-19 has had on the organisation. The Board also felt the Head of Marketing should review it.

Any specific comments on the statement to be sent to CS

**All**

ASAP

Statement to be sent to Alex Messenger for review

**CS**

ASAP

#### 5 Close of meeting

The Chair closed the meeting.

Item	Action	Involving	Target date
2.2	Comments on the strategy update paper to be sent to CS, FS & JD	All	ASAP
2.2	Strategy update paper to be amended upon receipt of comments	CS, FS, JD	ASAP
2.2	Meeting to be set up with SMT to discuss update to strategy	LV	ASAP
3.1	JD to attend MHT board meetings	JD	On-going
3.1	Directors to speak to various clubs re MHT membership	JW, PD	ASAP
3.2	GP and NC to speak to Alan Brown about the financial limits and addition to the procurement policy	GP, NC	ASAP
3.3	GP to ask Kate Anwyl to start sifting through Interim Executive applications	GP	ASAP



Item	Action	Involving	Target date
3.7	Doodle poll to be sent round to trawl for directors' availability	LV	ASAP
3.7	Chair and Company Secretary to speak about the sequence of meetings/facilitated session	GP, LV	ASAP
4.1	Independent HR specialist to be recruited onto NomCom, advert for volunteer to go out asap	GP	ASAP
4.3	Various people to be contacted to ask if they would attend BMC Board meetings as an observer/advisor	GP, FS, JW	ASAP
4.4	Sport England to be contacted about the recent Board resignations	LV, NC	ASAP
4.4	Public statement to be sent to Alex Messenger and the Board to provide any further comments	All, CS	ASAP