

BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held by way of GoToMeeting on Wednesday 2 September 2020 at 6.30pm

Directors Present:	Gareth Pierce (GP)	Chair
	Paul Drew (PD)	Senior Independent Director (SID)
	Jonny Dry (JD)	Nominated Director (Fundraising)
	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:	Lucy Valerio (LV)	Company Secretary

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
1	Welcome and apologies 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. He noted that the CEO was currently travelling.			
2	Huw Jones' Resignation			
2.1	The Chair stated the meeting needed to discuss the resignation of Huw Jones. In relation to Huw Jones' resignation, the Chair said following points needed to be discussed: <ul style="list-style-type: none">• The wording of a public statement to be made about the resignation• If someone should be co-opted into the position, as allowed under the articles of association			

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	<ul style="list-style-type: none"> If the Nominations Committee (NomCom) should be tasked with the appointment process of a new Nominated Director <p>The meeting discussed this and made the following points:</p> <ul style="list-style-type: none"> The Head of Marketing and Communications should be asked to assist with drafting the statement The word 'members' was unclear – did this refer to BMC members, Board members? Thought should be given to the impact the statement will have on UKC The process undertaken in the appointment of Huw needs to be checked so that it is clear the proper procedure was followed, as it was possible members could challenge the procedure and Huw's suitability to be put forward for the position Huw's BMC email address had an automatic reply stating the account was no longer being monitored – so a statement needed to be release asap <p>The Chair agreed to give further thought to the statement and to email Huw and Alex Messenger to garner their opinions as to the wording. He would then email the Board to seek approval of the statement.</p>			
2.2	<p>The Chair said that it was possible that vulnerabilities may come to light in respect of two companies mentioned on UKC in relation to Huw. He asked if more information in respect of the background to his appointment should be included in the statement.</p> <p>It was agreed that Huw's application and the procedure followed by NomCom should be checked in order that support could be provided to Huw as a result of the social media pressure and to ensure NomCom had followed the correct procedure. This would then be emailed to the Board.</p> <p>The Chair noted that the finance part of the Nominated Director role, which Huw had applied for, had been decided upon following candidates for the 3 Nominated Director positions having been interviewed.</p>	<p>Chair to seek further opinions on the statement re Huw's resignation and email it to the Board for approval.</p> <p>The procedure used by NomCom re Huw to be checked and Huw's application and details emailed to the Board.</p>	GP & All	ASAP
2.3	<p>The Chair asked the meeting someone should be co-opted into the vacant position. The Board agreed with this.</p> <p>The meeting then discussed who should be co-opted, and noted:</p> <ul style="list-style-type: none"> If any Board members felt they knew someone suitable they should put their names forward 	<p>Co-option provision in the articles (19.15) should be used to fill the vacant Nominated Director position</p>	LV	ASAP

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	<ul style="list-style-type: none"> It was possible some of the unsuccessful applicants for the Interim Executive could be approached Members of the Finance and Audit Committee could also be approached The person could be co-opted until the AGM next year, and so allow more time to find a suitable person to fill the vacancy in accordance with article 19.7 			

- 2.4 The Chair asked the Board for their views on whether NomCom should be tasked with the recruitment process. It was asked if it possible for one of the Independent Director positions being sought to be one whose background is in finance? The Nominated Director sought could then be from a particular stakeholder of the BMC

The Board agreed further clarity was needed in respect of the advice to be given to NomCom, and the Chair said he would email the Board to seek views, as due to time constraints the meeting had to move on.

Email to be sent to the Board re advice to be given to NomCom

GP

ASAP

The Chair noted that following a call with Sport England earlier that day, Sport England had advised that every effort should be made to ensure that the gender balance required under the Code for Sports Governance (which is 30% of each gender) is met via any new appointments, and if we fail to achieve this, there will be consequences – which were not stated.

3 Close of meeting

The Chair closed the meeting noting that a number of the Board were attending the Peak Area Meeting at 7.30pm.

Item	Action	Involving	Target date
2.1	Chair to email Huw and Alex Messenger to seek their views on the wording for the statement to be made re Huw's resignation.	GP	ASAP
2.2	The procedure used by NomCom be checked and Huw's application for the position of Nominated Director and emailed to the Board.	LV	ASAP
2.3	Names to be put forward for suitable candidates to be co-opted on to the Board as a Nominated Director	All	ASAP
2.4	Email to be sent to the Board seeking clarity over the advice to be given to NomCom re their part in the process for recruiting a new Nominated Director	GP & All	ASAP