BRITISH MOUNTAINEERING COUNCIL

177-179 Burton Road Tel: 0161 445 6111 Manchester M20 2BB www.thebmc.co.uk email: lucy@thebmc.co.uk

Board of Directors

Redacted minutes of the Board meeting held by way of GoToMeeting on Wednesday 30 September at 09.30am

Directors Present: Gareth Pierce (GP) Chair**

> Senior Independent Director (SID)*** Paul Drew (PD) Jonny Dry (JD) Nominated Director (Fundraising)

Lynn Robinson (LR) President

Fiona Sanders (FS) Council Nominated Director (CND)

Chris Stone (CS) CND CEO Dave Turnbull (DT)

Jonathan White (JW) Nominated Director (Clubs)

Observers Present: Rab Carrington (RC) Patron and former President

> Colin Knowles (CK) Secretary General for the European IFSC

Louise Stewart (LS) Trustee of ACT Rosemary Yule (RY)**** Member of FAC

HR & Office Manager In attendance: Kate Anwyl (KA)

> Alan Brown (AB) Financial Controller

> Nick Colton (NC) Deputy CEO Paul Davies (PDa) Interim Executive Lucy Valerio (LV) Company Secretary

Decision / Action

Topic and Main Aspects Considered ltem 1

Welcome, apologies & declaration of interests

The Chair reported that due notice of the meeting had been given. There were no apologies and the Chair noted the meeting was quorate and therefore declared it open. The following conflicts of interests were declared:

DT, LV, KA, AB, NC and PDa as members of staff

When

Who

^{*} denotes supporting paper(s) circulated prior to meeting

^{**} Chair until minute 8x ***Acting Chair as from minute 8x.1 **** To be appointed a co-opted Nominated Director

Decision / Action

Who

When

- RC and PDa as the chair and vice-chair of the Competition Climbing Performance Group (CCPG), PD as the director that sits on it and NC as the officer
- CK in respect of matters to be discussed at minute 4.5 as he is a member of two of the clubs mentioned, and also in relation to matter 5.3
- PD, JW, FS, RY as members of one of the clubs to be discussed in relation to MHT at minutes 4.5

2 Preliminary matters

2.1 Observers

The Chair welcomed the three observers who had agreed to observe board meetings and engage with some themes in between meetings:

- CK constitutional matters
- RC CCPG and staff liaison
- LS to be decided

2.2 Interim Executive

The Chair welcomed PDa who had started as the Interim Executive on 1 September to reinforce the Senior Management Team (SMT) and develop the operational plan in respect of the updated strategic plan.

2.3 External Evaluators

The Chair noted due to recent events, the external evaluators were not attending the meeting.

2.4 Co-option of a Nominated Director

The Chair welcome RY and noted that the proposition was that she be co-opted as a Nominated Director under the articles of association (AoA) until the 2021 AGM and that this would be as from 1 October 2020, due to the termination date of Huw Jones' appointment.

The meeting noted that such an appointment was a Reserved Matter under the AoA which required National Council (Council) to be consulted, and that this had been done by way of a paper provided to Council at their meeting on 19 September.

The Chair referred to the successful due diligence checks carried out on RY and asked the Board to vote if they approved the co-option:

For: 7 Against: 0 Abstain: 0

The Chair noted the date of her appointment would be 1 October 2020, and she therefore would not be able to vote on any matters at the meeting. He expressed his gratitude to RY and welcomed her on board.

3 CEO and SMT Update*

- 3.1 The CEO referred to the paper uploaded to Teamwork 'Item 3.1_CEO & SMT report' and noted the following:
 - The pandemic has affected everything the BMC does in an enormous way, there is a very different landscape from 6 months ago
 - There are uncertainties in respect of international travel and local lockdowns
 - The staff have done remarkably well as some had never worked remotely before e.g. the membership services team, but they have all risen to the challenge
 - The underlying stock of the BMC is very positive with partners and the membership
 - The negativity experienced on UK Climbing forums is not the view of most of the members
 - The CEO has focussed on managing the access and conservation team over the last 2 months,
 - The Covid-19 access group has been reconvened
 - He has also focussed on getting the SMT up and running properly and PDa has
 fitted in and made positive contributions to date, particularly with how SMT's work in
 other organisations and how it can work at the BMC
 - Over the past 2 years the BMC has been dealing with an increased workload following the changes to the Board as a result of the Sport England Code for Sports Governance (the Code), which has tried to work out how to run the organisation in a different way with quite a volatile membership
 - The BMC is reaching a transition phase from volunteer led to more BMC officer led with a more senior team that can take on some of the work the Board has been carrying out. It is a member-led organisation but the work volunteers undertake is at times too onerous. There will always be a partnership between staff and volunteers.
- 3.2 The Chair asked for any comments or questions and the following was raised:

Decision / Action	Who	When
RY be co-opted Nominated Director until 2021 AGM		
Filings at Companies House be made to appoint RY	LV	By 02.10.20

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	 Thanks were given to the staff There has been good joint working with the Association of British Climbing Walls (ABC) during the pandemic in relation to climbing walls There have been real success stories of successful working between staff and volunteers, particularly in respect of access and conservation, and there needs to be an understanding of how that has worked, so it can be replicated There is a realisation that the executive of the BMC needs to be boosted so it can do 			
	 There is a realisation that the exceedive of the Bivio needs to be beested so it earlies more work There is still the outstanding action point of getting details of staff meetings to the Board so they can take it in turns to attend those meetings 	Details of remaining 2020 staff meetings to be sent to the Board	LV	By 02.10.20

so they can take it in turns to

attend

4 Strategy and Planning

4.1 Strategic plan update*

The Interim Executive said he would refer to the papers on Teamwork called 'Item 4.1_Strat Report SidebySide', 'Item 4.1_Strat Plan Rollout Board Paper' 'Item 4.1_Strategic Plan Consultation (2)' and 'Item 4.1_Updated Strat Plan 2021-24'. He reported the following:

- It had been a lengthy process to get to this stage, he summarised the process
- The BMC needs to set its stall out in respect of its mission for the next 4 years, and then how this translates into work to be done
- A new mission statement has therefore been drafted, with help of JD, which is "By 2024 we will create an organisation that links the work of all our staff, volunteers and partners so that we can campaign effectively, drive our engagement, and ultimately become a stronger voice in representing the interests of climbers, hillwalkers and mountaineers." The Board are asked to approve it.

He then opened the meeting to questions and comments. The Chair added that high level input was being sought from the Board, if things were in the right place, or if more work was needed in various areas prior to the November Board meeting.

The following points were raised:

 Has the Board been clear about the reprioritisation as the BMC often seems to try and do more than it has the capacity to do?

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	 Prioritisation has to be income growth, because in reality the BMC cannot do anything without money, and this needs to be communicated to the staff The staff should be asked which of their work areas they think can be turned into income streams, and this might mean they are asked to downgrade other areas of work they are passionate about It is not clear if the detail has come from the Board or the SMT, and a plan should not be put on the already stretched staff, the buy in of the staff is key, so that they have the same priorities 			
	 What can be delivered should then be fed into the budget process The update does not include the change of focus required in respect of clubs and wording had been previously proposed for this, it reflects the position of clubs in 2019, not in 2020 – in particular the position of student clubs. The current document reflects pre-pandemic issues for clubs, not post, which needs to focus on clubs' survival 	Wording re change of focus of clubs to be sent to PDa so it can be included in the updated plan	JW	By 02.10.20
	 The target should be to persuade existing mountaineers, hill walkers and (indoor) climbers to join the BMC, not to target those that have no interest in mountaineering, hill walking or (indoor) climbing to take up mountaineering 			
	 There has to be buy-in from climbing walls to the BMC so that they can act as sales people to those partaking in indoor climbing, this involves building on the good work already undertaken throughout the pandemic with the ABC and walls 			
	 The work of partners and their role in engaging with underrepresented groups should be added to the members engagement section 			
	 There has been a lack of progress in relation to new membership packages, and there needs to be more emphasis on the recruitment of those who partake in climbing etc. but are not traditionally BMC members 			
	 The base work in respect of membership growth and retention is there and so it needs to be reflected in the document 			
	 The document needs to state what it is trying to achieve with these measures, it is not a stand-alone document and needs to be read with the operational plan 			
	 The BMC must start prioritising its work as it is very thinly spread, and needs to stop doing low priority work 			
	 Operationally it is key for staff to know about what work they are expected to do in October – December 2020 			

Item 4.2	Topic and Main Aspects Considered Operational plan	Decision / Action	Who	When
	The Interim Executive said his next task was to put objective statements under the mission and these need to be high level objectives, the challenge is to link what is in the strategic plan to what the staff do on a day to day basis.			
	He shared a presentation and made the following points:			
4.3	 He is using a model originally from the motor industry to turn strategy into action, each theme is turned into enabling actions and a work programme for each action is prepared and that this reflects what needs to be done under the strategy The operational plan should have targets and ways of assessing those targets, and regular reviews of the objectives which allows any gaps in skills to be identified Individual work programmes can then be created, which allows staff to have personal development, and for assessment to take place An Enabling Action Plan would be put in place, so that you can show who owns what piece of work, how you get to achieve the objectives Once the Enabling Action Plan is completed the objectives can be measured on a RAG system, which allows staff and volunteers to see progress, or note if there is no progress being made and so the work needs to be paused The work on this to date has been very welcomed by the staff, they feel it gives them clarity The staff want to be given work to do, and then get on with it The process should help with the prioritisation and stop the possibility of lots of things being done badly There should be no issue in respect of performance management and the terms of employment contracts The operational plan will dovetail with the budget process for 2021 The CEO reinforced the point about the staff and the SMT being happy with this approach, and added it is a pretty flexible plan which allows for reactive work, such as that undertaken by the access and conservation team. Financial plan* 	To check no issues in staff employment contracts with terms of new operational plan	PDa & KA	By 06.11.20
4.3.1	The Chair referred the meeting to the document 'Item 4.3_Finance report for Board 30Sep20' and invited the Financial Controller to report to the Board.			

The Financial Controller reported the following:

P

Decision / Action

Who

When

- There was some travel insurance sold in July September, about 20-25% of the 2019 figures, so this figure is now included and has been used as a forecast for the remainder of 2020
- The BMC has been promised a £50,000 profit share from its insurance from 2017-2018
- Partnership income Cotswold has deferred payment again so this figure has been removed, Montane continue to pay
- There has been an underspend in relation to database costs
- There was £20k allocated to potential IT costs to deal with the pandemic, but these costs have not transpired
- In relation to staff costs all members of staff will return to work from 1 November on their normal terms and conditions as that is when the furlough scheme ends, there is provision for the salary for a Head of Operations from November, so if this post is not filled then, that is a further saving
- The deferred nature of membership income means that any members lost up until
 December 2020 does not have an effect on the numbers, but there are 55 student
 clubs and the numbers are as pessimistic as possible i.e. no student clubs renew
 membership. The best-case scenario is £15k from membership fees, and the worst
 case is £0 the figure will probably be somewhere in between
- A further cost that has been incurred is the cost of the recruitment agency in relation to the new Chair and Independent Directors
- The report therefore shows that the figures would result in reserves being 40% of total expenditure and a £120k surplus

The Chair thanked AB for all his hard work in getting the report prepared and asked for comment and questions.

The following points were raised:

- Always using pessimistic figures may be a hinderance in what the BMC can deliver, and the Board should have realistic assumptions
- The CEO is to use his delegated authority and spend £5k on a contractor to prepare a manifesto for climbing and mountaineering in Wales – as there are elections taking place in Wales in 2021
- There are minimal risks remaining in 2020 in respect to the finances, the issues will be more in 2021 e.g. if there are mass redundancies and members therefore cancel their memberships

Item Topic and Main Aspects Considered	ltem	Topic a	ıd Main As	spects Cons	sidered
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- There was disappointment that there was an underspend in relation to IT, but it was noted that this money will be spent, but the plans had just been put on pause because of the pandemic
- The Board and Council spent a lot of time over summer working on the furloughed and unemployment rate but this does not seem to have been rolled out and this could be a way of retaining members

The Chair summarised that the two key points to follow up on in respect of 2020 finances were: student clubs and the unemployment rate.

It was then asked that the SMT review the spend in relation to IT to see if anything can be done in the remaining months of 2020.

- 4.3.2 The Chair then moved the discussion on to the 2021 budget and stated he felt it important that the SMT were provided with an understanding of what the Board's appetite is for the budget of 2021 if it is to be break-even or a deficit. The Financial Controller said there were two big unknowns in 2021:
 - Travel insurance income the range has been put down as 10-50% of 2019 sales, the most realistic figure is 20-30% of 2019 sales
 - Subscription incomes has put a range, the top end is from the figures in the current marketing plan and current figures are the bottom end. He added the first year we will only get 50% of income from any new members, because of the direct debit offer of 50% for the first year, he noted that 90% of members pay by way of direct debit and 10% pay by non direct debit.

He added

- Grant income is fixed for next year
- Staff costs have been set as being all staff on current terms and conditions and salaries
- The SMT need to know what the Board is looking at as a bottom line figure as to what it is prepared to expect, as the 2021 budget can then be worked back from that figure
- 4.3.3 The Chair asked the Board what its appetite was in respect if the bottom line for 2021 and if they could accept a £200k deficit, or if they favoured a more conservative approach. The meeting discussed this and various opinions and points were made:

Decision / Action	Who	When

The CEO be asked to put the furlough rate in to operation

EO/AM By 18.11.20

Redacted minutes, BMC Board of Directors, 30 September 2020 **Topic and Main Aspects Considered Decision / Action** Who When Item The BMC can afford a deficit in 2021 so it can be more aggressive in its investment plans, if such investments are beneficial to the BMC There should be a plan to monitor finances more closely over the year so that there can be a change of course if necessary, so a conditional budget There needs to be a model that includes figures if the UK Sport bid to be made for up to £1.5m is successful, which would kick in in April 2021 If the BMC wants to be aspirational in 2021, particularly in relation to the updated strategy, it would be wrong to put a conservative budget in place that would not allow the BMC to meet its strategy A deficit budget would not be necessary as it could be met with reserves, so you could budget to use the reserves, as they are healthy • The reserves policy is to have 3-9 months, so it would be worth thinking of what the impact would be on 2022 if reserves were used in 2021 The aim should be to break-even but subject to conditions so that expenditure could be cut if necessary It would be helpful to have an idea of 2022 high line figures such as income from Sport England and UK Sport, as the strategic plan is for 4 years, but the budget is for 1 year, also an idea of the growth in membership the marketing plan is hoping to achieve IT investment would help ensure that staff work more efficiently, and will mean members find it easier to work with the BMC, which may be important in retaining members There will be a bid in 2021 for more Sport England funding, with the grant for 2020 being rolled over to finish April 2022 instead of April 2021 The UK Sport bid, if successful, will create a draw on BMC resources and so it is not the case that it is 100% cash in and 100% out, as there is a facility for the BMC to put in for core costs, so it will be more like 100% in and 85% out. However, the core costs the BMC has to commit to are less than it is currently spending on GB Climbing so this will not result in the BMC incurring additional costs beyond the existing budget. A 3 year budget would be useful, particularly if the strategic plan is to be until 2024 Any subs increase may result in attrition of members and therefore it would offset the increase in income, such an increase should only be if there were any further

The Chair summarised the discussion:

January 2023

insurance claims. It was noted that if that was the case the earliest subs could be

increased would be at the 2022 AGM, and the increase would not take effect until 1

By

18.11.20

A 3 year budget be prepared for AB

the Board meeting on 25.11.20

Item	Topic and Main Aspects Considered
	 The ambition in the strategy needs to be sus

- The ambition in the strategy needs to be sustained, so some of the investment should continue either in the tail-end of 2020 or in 2021
- The budget will be monitored and adjusted as necessary throughout the year
- The budget can be planned on a break-even basis and reserves can be drawn on
- The Board are asking the SMT to be positive and ambitious, but to be realistic and be aware of the risks e.g. possible mass redundancies affecting membership renewals as BMC members may lose their jobs
- 4.3.4 The Chair asked the Board if the updated strategy should be for 2020 2024, or 2021 2024 or 2021 – 2025. It was felt that as budgets are very difficult to forecast after 3 years, that a rolling 3 year budget should be considered and the updated strategy should be 2021 -2024.

The Interim Executive added it would be good to get a clear mandate from the Board as set out in his paper:

- Are they happy with the mission statement?
- Are they happy to approve the amendments to strategic plan?
- Is there a mandate for the SMT to create a budget and work up the operational plan based on the updated strategic plan?

The Chair confirmed the following

- The overall shape of the strategic plan is approved, but with an iterative approach following comments made today
- The SMT can therefore move forward with the budget and operational plan processes
- The mission statement cannot be agreed by the Board, it requires Council and member buy-in and so should go to the members at the upcoming Area meetings

Clubs strategy paper* 4.4

The Chair referred to the three papers uploaded onto Teamwork called 'Item 4.4 Clubs Strategy 2020 – 2024 v3.1', 'Item 4.4 Annex I – Consultation Report v1.1' and 'Item 4.4 Annex II - Resource v1.0' and noted the paper was seeking Board approval. It was noted that the papers have been to Council and they are supportive.

The meeting discussed the papers and noted:

Shape of updated strategic plan is approved

Decision / Action

A further 2021 budget be

presented to the Board at

Updated strategy to be for 2021

meeting on 25.11.20

-2024

The SMT can use the updated strategic plan to prepare the budget and operational plan.

The mission statement must go CS to the members.

Who

AB

When

By

18.11.20

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Βv

25.10.20

- There needs to be a shift in the paper from 'the BMC will....' to the clubs and members will via the BMC, as the resources allocated to clubs are not sufficient to deliver everything set out in the paper
- The paper should go to the Interim Executive and the SMT to see how it fits in with the operational plan and see what resources are available and how much can be delivered
- It is important to find support for the clubs
- Once approved, the clubs committee is responsible for the implementation

The Chair summarised that:

• The Board approved the paper, but there needs to be an understanding how the resources are aligned with it in the operational plan

4.5 Mountain Heritage Trust (MHT)*

The Chair referred to the document uploaded on Teamwork called 'Item 4.5_Mountain Heritage Trust' and noted the following:

- MHT were unhappy with the idea of the BMC being a corporate trustee of MHT
- MHT were pushing back on the BMC's resistance to allow a number of clubs to become members of MHT
- He had spoken to the 3 clubs involved and there has only been 1:1 conversations between a trustee of MHT and a member of the club, these conversations appear to have had no reference to a financial contribution to be made by the clubs to MHT
- He had spoken to Liz Sutton, a trustee of MHT, and she did not realise that the 3 clubs they are proposing are already BMC members and that this may have financial implications for all parties, and there is therefore a learning exercise to take place, including the Heritage Fund
- He felt a meeting was required between all the 3 clubs, the BMC, MHT and possibly someone from the Heritage Fund

The meeting discussed this further:

- The SID declared a conflict of interest as treasurer of the Climbers Club, and added there has been no discussion at committee level about possible MHT membership and there was nothing in the club's budget for 2021 in respect of a financial contribution to MHT
- JW declared an interest as a member of the Alpine Club and added they had definitely not been asked for any money from MHT, they understand the BMC's

Club strategy approved

Decision / Action

More work required to see how it fits in with the operational plan

Who

When

By

18.11.20

	Redacted minutes, BMC Board of Directors, 30 Septe	mber 2020		
Item	Topic and Main Aspects Considered	Decision / Action	Who	When
Item	position that it wants a say in MHT as the core funder and may therefore not be happy to dilute this, the club is open minded to the potential of providing a contribution of £5,000, but these conversations have not taken place with MHT The purpose of MHT is to preserve an archive, the archives of mountaineering are held by four main groups – MHT and the three clubs involved, it would be good if that could all come under one roof and this should be the greater goal, so if the sole membership of the BMC is a hinderance to this, it should be looked at There should not be an issue with MHT having a sole member and the decision to remain as a sole member due to the funds being provided is the right one, but there needs to be a conversation about how to achieve a single archive, and if the BMC would then be prepared to have new members The way issues have been communicated to MHT has been unhelpful, a bilateral conversation needs to take place so that the BMC can understand what MHT see as being the barriers to the BMC being the sole member, and understanding their position to different classes of members and what they believe how increasing members can achieve their charitable objectives There is no benefit at present from the BMC's perspective to sharing membership, but there is benefit over time to the BMC being the driver and founder of the archive and then diluting its membership There also needs to be a conversation about the funding provided by the BMC, is it conditional, is there a funding agreement, is the funding dependent on targets, do MHT provide progress reports and is there a plan for MHT to become self-sustaining and become responsible for its core costs, which are costs the MHT trustees are responsible for etc. MHT may view further conversations as going over old ground, and may view that the work they had undertaken last year has not been taken into account	BMC to prepare a document outlining perspective of BMC and MHT to allow a more inclusive conversation	JD & LS	By 23.10.20
	 The options of how to create an archive, with alternative options set out so they are not mutually exclusive, and the risks and benefits of those options should be prepared, this would allow the different parties to put their perspective forward. This should be a structure paper and documented 			
	The Chair summarised that the next steps were therefore:			
	A perspective be developed which would lead to a more inclusive conversation with	ID to load and I S provide		

- A perspective be developed which would lead to a more inclusive conversation with MHT
- If LS was happy to, she supports JD in his role as lead in developing with the perspective, LS confirmed she had some time to devote to this

JD to lead and LS provide support on a new perspective

JD & LS

On-going

MHT

Item Topic and Main Aspects Considered

The Board approved this approach.

Decision / Action Who When and inclusive conversations with

5 Committee Reports

5.1 Finance and Audit Committee (FAC)

The Chair reported there was no written report, but that a small sub-committee of the FAC would be looking at the budget for 2021.

It was noted there were four new members of FAC, RY being one, so there was a strong connection between the Board and the FAC.

5.2 Nominations Committee (NomCom)

It was reported that Odgers Berndston had been appointed as the third-party recruitment firm to use for the search for a new chair and two new independent directors. They are currently putting together a person specification, and as part of this they will speak to individual directors, the Company Secretary has prepared a list of those with whom Odgers Berndston should speak. The target is that there should be candidates to discuss at the Board meeting in November.

There were no questions or further comments.

5.3 CCPG*

The Chair stated the terms of reference of the CCPG required approval, he referred to the clean and track versions of the terms uploaded on Teamwork, and that there was a document called 'Item 5.3_CCPG Reports' which provided updates on the CCPG's work over the last few months. The CCPG has met ten times so far.

The meeting noted the following in respect of the terms of reference:

- Clause 6.4 should be more specific and refer to a risk register being maintained –
 the SID noted there is one being developed and it is being maintained so this would
 not be a problem
- Clauses 1.3 and 1.7 seem to overlap as they both reference the CCPG Chair
- Should safeguarding be explicitly referred to and what CCPG's relationship is with the Safeguarding Committee, at present this is covered because the Lead Officer of

the comments made.

ltem	Topic and Main Aspects Considered	Decision / Action	Who	When
	GB Climbing is also the BMC's Lead Safeguarding Officer, but it may need to be			
	dealt with in future terms of reference			
	 The role of CCPG at clause 7 should be nearer the top 	The CCPG terms of reference	RC	Ву
	 It needs to be clear what is meant by Competition Climbing. Competition Climbing 	should be amended in line with		30.10.20

relates to competitions held on artificially prepared surfaces either indoors or outdoors. In the UK, Sport Climbing refers to climbing on natural rock with protection from bolts. In the UK it is important that there is a clear understanding of the difference between Competition Climbing and Sport Climbing.

There was also a discussion about the reports and the CCPG's apparent lack of focus on domestic competitions, the competition structure is being looked at but there have been no domestic competitions this year. It needs to be clearer to members that a key focus of the CCPG is the domestic competition programme and it is not all about elite athletes, especially as this was one of the main drivers to setting up GB Climbing. It was noted that the CCPG have had discussions about this and it will be able to focus more on grassroots and domestic competitions once the UK Sport bid has been submitted.

The CEO referred to the UK Sport bid and noted if successful it will be a big step change competition climbing and for the BMC, so it was important for the Board to understand the implications and the CEO needs to look at the practical implications, as it may need more media attention, time from other staff members (HR, IT, finance etc.), new staff members etc. It also needs to be counterbalanced in terms of media time with the other areas of good work the BMC does, and not dominate the BMC's media channels.

The Chair summarised:

- The terms of reference be amended and they can they be approved by way of correspondence
- There be communication to Areas about how the CCPG will focus on the domestic competition programme and grassroots
- The Board need to review the UK Sport bid before it is submitted

5.4 BMC Cymru*

The Chair reported that this committee held a meeting the previous evening which he and the CEO attended. The key point raised was how does the BMC make use of this committee to ensure that the voice of Wales is heard.

He reported:

Item	 Topic and Main Aspects Considered the chair of the committee (Neal Hockley) is continuing to look at the appropriate governance structures and talking to other organisations about their structures if all goes to plan, elections will be held in Wales next year and so the BMC should 	Decision / Action	Who	When
	 work with its partners on a manifesto to make the case to the political parties in Wales about the issues surrounding the outdoors in Wales there needs to be a political lobbying tool, which is why the BMC is going to hire a contractor to assist with the manifesto, the BMC would put an advert out for such work to ensure it adhered to the procurement policy of having at least 3 quotes even if the Senedd does not hold elections next year due to the pandemic, the manifesto will still be needed The Chair asked the Board if they were happy with the approach being taken by the	Advert to be prepared to seek a contractor to assist with the drafting of a manifesto re Wales Approval of the hiring of a contractor and the approach being taken by BMC Cymru	DT	On-going
	committee. The Chair asked if the Board were happy for him to continue on this committee once he has stepped down as Chair. The Board approved this.	GP to continue to serve on BMC Cymru once no longer Chair		
5.5	Specialist Committees*			
	It was noted there was one paper from the Land Management Group (LMG) on Teamwork called 'Item 5.5_Land Management Group Paper' which the Chair referred to.			
	The paper set out a request to use money held by BMC Land & Property Trust (LPT), a subsidiary wholly owned by the BMC, on various projects at BMC owned crags. LPT currently holds £249k and it is proposed £40k is spent. The meeting discussed this and noted:			
	 It was asked if the database proposed in respect of bolts at BMC owned and managed crags, could be extended to non-BMC owned crags. At present this was not proposed, but it could be looked at. 	Other bolt maintenance systems in use to be looked at by the LMG.	LMG	On-going
	 If there were other good causes that match LPT's charitable objectives where this money could be spent e.g. Plas y Brenin and its property repairs. If LPT has a plan that dovetails into the BMC's strategic plan over the next 3 years. There is no LPT strategy as a lot of the work is reactive. 	The possibility of funds being used for other good causes should be looked into taking into account LPT's articles, the fact	LV	By 30.10.20
	The Board is happy to approve the proposals, but LPT should work on producing a strategy for 2021 – 2024.	it's a charity and any conditions attached to the bequeathed money		

	Redacted minutes, BMC Board of Directors, 30 Septe	ember 2020		
Item	Topic and Main Aspects Considered	Decision / Action LMG be asked to prepare a	Who DT	When By
		strategy for LPT	Di	02.10.20
6	Staffing matters			
6.1	Post-furlough issues*			
	The HR & Office Manager referred to the paper on Teamwork called 'Item 6.1_Post Furlough staff paper'. She highlighted the following			
	 All staff will return to their normal terms and conditions as at 1 November following the end of the furlough scheme 			
	 The former Guidebook Officer has a new role in the marketing and communications team as from the 5 October 2020 and this is reflected in the paper 			
	 The BMC tops up the salary of some of the Sport England funded staff and as this is funding is being rolled over, this impacts on the BMC spending as it means the BMC 			
	would need to top up the salaries not until 31 March 2021, but 2022 and so the SMT needs a feel for what the Board is prepared to do in 2021 so that she can work out the workforce needed			
	The meeting discussed the paper and it was noted:			

- The aim is to retain staff in order to generate the income, if the income cannot be generated then it will need to be reviewed
- All salaries are benchmarked against similar roles in other organisations
- It would be useful to know if it is worth paying the top up to the salaries based on the work undertaken by those staff
- Staff do need to know if their posts are still needed
- The deadline to make a decision is the Board meeting in November
- It would be a more positive message for staff if it is stated that the Board are minded to do this, subject to understanding the numbers

The Board agreed that they are happy to support the top up of salaries and the postfurloughing staffing proposal.

More information to be provided kA about Sport England funded staff and their roles Staffing levels set out in the paper be approved subject to

further understanding of the

numbers

6.2 SMT Posts*

The SID referred to the paper on Teamwork called 'Item 6.2_SMT Posts' and said:

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	 The Head of Operations position had been discussed further with the Interim Executive now he was in post and it is clear that the role previously discussed by the Board may not be what is needed Further discussions are required with a number of people so that the post(s) required to enhance the SMT can be clearly scoped and the right structure and way forward can be found The further work is all about looking to strengthen the SMT in order to enable the current SMT and staff to fulfil their roles and deliver the proposed strategy The roles required should be recommended to the Board by the SMT, with the SMT taking into account the Board's feedback to do this, so that they are not undermined and this helps build trust between the SMT and the Board There are parallel discussions on-going in relation to finance, to ensure that the FAC, and Financial Controller have suitable support and there are various options open to the BMC: a) a temporary consultant is brought in to review procedures; b) an additional bookkeeper is hired to free up more of the Financial Controller's time; c) a part-time Finance Director is hired; d) a combination of all three. The financial systems need to be improved and costs allocated to the strategic themes, and efficiency improved and if the UK Sport bid is successful there will be more work to do The recommendation is to bring in an external consultant to review the management accounts prepared and do this prior to the end of the financial year 	Further SMT roles required to be scoped and to be recommended by the SMT with Board feedback	PD & PDa	By 30.10.20
	The Chair suggested the way forward was to develop the thinking as to what could be done usefully before the start of the new financial year, then a decision can be taken as to whether changes should be made or not. To do this it would be useful for a third party to look at the situation and such a person should be brought in to do this as soon as possible, ideally the following week. The Board agreed with this approach.	Third party be brought in to look at the financial systems in place and advise what changes if any could/should be made before the start of the new financial year	PD	w/b 05.10.20
6.3	Staff/Board liaison forum			
	It was reported that a meeting had taken place between various Board members and staff that highlighted the need for better communications between staff and Board and vice versa.			
	CS was asked if we would be willing to remain part of the group once his position as director had finished. CS agreed to this.			

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Item	Topic and Main Aspects Considered The Board agreed they were happy for CS to remain on the committee, as LR was also part of the group.	Decision / Action CS to remain on the staff/Board liaison committee	Who	When		
7	Policies					
7.1	Procurement Policy*					
	The Chair referred to the document on Teamwork called 'Item 7.1_Procurement Policy summary 25Sep20' and reported that since the policy had previously been seen, the delegation levels added to the front of it, and the section D(d) needed to be reviewed. He asked if the Board were happy with the policy as it stands, but there is an action taken to review section D(d). It was asked if any spend over £20k should also come to the Board. It was agreed to ask the FAC to advise what level spend should go to the Board for approval. The policy was approved subject to receipt of the FAC's advice as to a level of spend that should go to the Board and review of section D(d). It was also noted it should contain a review date, and once finalised be published on the website as this was a longstanding action point.	Section D(d) of the policy be reviewed FAC to be asked to advise the Board what level of spend should require Board approval Policy approved subject to the two points above. Once finalised the policy be published on the website	AB LV	By 18.11.20 By 18.11.20		
7.2	Board Diversity Action Plan*					
	The Chair referred to the document on Teamwork called 'Item 7.2_Board Diversity Action Plan 2020 for board approval', noted it had been amended as requested in January to include measures of the objectives and asked if there were any comments. The following points were raised: • Point 1.6, Council had discussed this and wondered why anyone who did not have an interest in mountaineering would want to apply, this point was discussed with Odgers Berndston and it was agreed that applicants would need an interest in the sport to get the backing of members					

• Point 3.1 is questionable now that most meetings are being held electronically

• The diversity goals are key and Sport England have stressed that the BMC is not

months that there has been no social aspect to the meetings

meeting its targets at present

Point 3.2, this is key and part of the reason for the Board's issues over the past few

- If a wider audience was being sought to apply for positions, then point 1.6 should remain as studies have shown that various demographics, including women, will not apply for something if they cannot meet all the essential criteria, so leaving it as desirable should result in reaching out to a variety of applicants
- The policy will be taken to Council for approval in November as it refers to Council
- It isn't clear if the plan is just for the Board, or for Council, or if it is for the BMC in its entirety and it does not seem to contain any reference to ability or age
- It seems a bit narrow as there is nothing in there about feeding diversity into all areas
 of the BMC, it was noted it was a policy for recruitment on to the Board and Council
 as opposed to being for the whole of the BMC
- The plan should reference the other work going on within the BMC e.g. the Equity Steering Group and the BMC Equality Action Plan
- The responsibility section should be reviewed due to the addition of the Company Secretary and her role with NomCom

The Chair asked if the plan could therefore be approved subject to the additional section being added and the responsibilities. The Board agreed with this.

8 Governance Matters

8.1 Specialist Committee Review*

8.1.1 The Chair welcomed Roger Murray to the meeting and thanked him for all of his, and Dave Brown's work, on the review.

RM referred to the document on Teamwork called 'Item 8.1_BMC Specialist Committees and Working Group Report' and gave a presentation about the report. The key points made were:

- The volunteers involved in the Specialist Committees (SCs) have an impressive range of skills, expertise and knowledge, and they are being underutilised, which impacts on workloads
- There is high level of fit between the work of the SCs and the BMC's strategic plan for 2021-24
- The SCs cover a range of work between a member (e.g. Clubs) and a corporate focus (e.g. equity steering)

	Decision / Action	Who	When
	To be presented to Council at November meeting	LR	By 14.11.20
3			
	Plan should include a section stating it was part of the wider BMC Equality Action Plan		
	Responsibilities reviewed and amended if necessary	LV & KA	By 06.11.20
	Plan approved subject to amendments noted above.		

Decision / Action

Who

When

- The SCs cover a very wide range of scope and activities, but can be classified into 3 groups: 'Licence to Govern', 'Core' and 'Growth' and each should be managed and resourced differently
- There needed to be a focus on indoor climbing, and as the status quo is not an
 option, a couple of options were considered, but it was felt the minimum way forward
 was an increase in staff time to a minimum of 0.5 FTE, change name to Training,
 Indoor Climbing and Youth Committee, and appoint an individual to on indoor
 climbing and they report back to the Board in November
- Thought was given to what do the Board, SMT, staff, Council etc. need to do in relation to the SCs.
- The Board should ensure each SC has a director assigned to it and this is for a purpose set out in the paper
- The SMT should support the BMC officers and support and encourage both to develop multi-year strategies
- Maximum term times should be in place for those sitting on the committees
- Each SC should have a succession plan in place, based on skills, expertise and experience, vacancies should be advertised
- Board directed committees should be: Nominations; Audit and Risk; Finance; Health and Safety; Safeguarding
- Thought should be given to whether a director should be formally recognised as being for clubs
- 8.1.2 RM then opened the presentation up to questions/comments from the meeting: The following was noted:
 - There appear to be two explicit types: Board sub-committees and what historically known as SCs, which help with the execution of the work the BMC does so more consideration should be given to how the two types are formulated.
 - If a remuneration committee should be established
 - There needs to be buy-in from indoor climbing walls, not just ones affiliated to the ABC, as to the proposed new committee in respect of indoor climbing and the makeup of that committee, which should involve users and operators
 - There is a need to be careful in respect of proposed term limits, as there is the possibility of losing experts, but this needs to be balanced with getting new blood into the committees, so possible the chair of the SC should be term limited
 - There should be recognition that the work of SCs is not just about supporting officers, it is also to actually deliver work

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	 The indoor climbing work is important, it needs to be a group that helps the BMC understand what indoor climbers want the BMC to do for them The CCPG would work closely with any indoor climbing committee, but they do deal with different work areas There is still work for the Guidebook Committee to do, even if hard copy books are no longer to be produced Greater emphasis and publicity needs to be given to the work that SCs do and it should be done at e.g. AGMs, or Kendal Festival so that the Area chairs go to these events and members can go and speak to them The term limits are a guidance, as it can be very difficult to get deep expertise into the committees. If there are technical experts that you do not want to be subject to the limits, this should be written in to the terms of reference, but otherwise it should be stronger than guidance as term limits assist with diversity of the SC Thought needs to be given to what competition climbing will look like as a sport in 5-10 years' time, so that the BMC is ready to embrace that landscape There should be an annual review of SC members The BMC SCs etc. should be at least as diverse as the people they represent There should be a transition phase to show how the BMC gets from what it has now to the recommendations to be implemented 			
	 RM noted that there should be: an updated report prepared based on the feedback received, and this go through the further cycle of consultation with members and be brought back to the Board for the November meeting further action should be taken in respect of the indoor climbing proposal. He felt he was not the right person to move this forward, although he is happy to facilitate the 	Report to be updated and consulted upon Further work is required on the indoor climbing proposal	RM RM	By 18.11.20 By 18.11.20
8x	work needed. The Chair and CEO thanked RM for all of his, and Dave Brown's, work on preparing the report. Board membership and acting Chair arrangements			
8x.1	The Chair referred to this new item on the roadmap agenda and stated it was at this point that he would bow out of the meeting and step down as Chair.			

Item	Topic and Main Aspects Considered The SID thanked him and acknowledged the immense amount of work he had undertaken as Chair. The Board expressed their gratitude to the Chair.	Decision / Action	Who	When
	The SID stated the first thing to do was to formally record who was to chair this part of the meeting. The remaining Board members agreed the SID should chair the remainder of the meeting. The SID referred to the document that the outgoing Chair had sent round setting out the Chair's responsibilities and he suggested the responsibilities be shared out amongst the directors, and then to agree what priorities the Board should work on until the end of the year. He also said he wanted to discuss how to be a successful group of people working together.			
	The Board agreed with this approach.			
	The Company Secretary noted that a current director can be appointed to fulfil the chair's duties under the articles of association, and that they could be called Acting Chair. The SID said he was happy to take this position. He asked if any others wanted to be Acting Chair. No other directors wanted to.			
	The Board then voted on the SID being appointed as Acting Chair in his capacity as SID. The Board voted as follows:			
	For: 5 Against: 0 Abstain: 1	OID and aliated Action Obstin		
	The SID was approved as Acting Chair.	SID appointed Acting Chair		
8x.2	It was also agreed that a Board resolution would be prepared to show that the outgoing Chair would take no part in the governance or administration of the BMC, and that this be agreed with the outgoing Chair.	Board resolution be drafted and agreed with the outgoing Chair before being sent to the Board	LV	By 02.10.20
	The SID set out a proposal to line manage the CEO as part of the Chair's responsibilities and he suggested this was undertaken by himself and RC, he asked for comments:	belore being sent to the board		
	 It should be a 1:1 relationship and a person not on the Board should not be line managing the CEO The role of line managing the CEO should not be shared as there is the possibility of fragmentation if it is shared The Acting Chair could be responsible for line management of the CEO, but either party would have recourse to seek advice/mediation from RC 			

Decision / Action

Who

When

 The CEO and the Acting Chair stated they were comfortable with that as a way forward

The Board agreed with this proposal that moving forward, until a new Chair is appointed, the SID would line manage the CEO but both would have recourse to seek advice/mediation from RC.

The SID to line manage the CEO whilst a new Chair is recruited.

- 8x.3 The SID referred to the list of Chair responsibilities and said instead of going through it now, he had four priorities he would like Board approval of, and that underlying these was the need for improved communications to members, Council and staff:
 - Communications to all parties –
 - Get the business plan, update to the strategic plan and budget process finalised by the end of the year
 - Agree the shape of the SMT team and the roles that are there
 - Execute on the process of the recruitment of a new Chair and Independent Directors and then strengthen the Board with CNDs so that it is back up to speed
 - Ensure the UK Sport bid is submitted prior to 16 October

He asked if anyone felt these were the wrong priorities, the following points were raised

- The Board needs to start working together as a team
- The relationship with staff needs to be improved
- The effects of the pandemic need to be part of the context in respect of the business plan
- An exit strategy should be developed to reduce the workload on the current directors so that when new directors are appointed they are not overwhelmed

The SID said he felt there were too many Board meetings and email correspondence and the way to help reduce this is to work on the SMT roles so that there is an executive in place that can do the work the Board has been doing. He said Board meetings need to be shorter and more focussed on high level strategy, with more input from the SMT and the Board there to provide advice and guidance to them, but not get involved in the day to day running of the BMC. The Board agreed this was a good way forward.

8x.4 The SID referred to the UK Sport bid to be submitted, noting the Board would need to approve it, but the deadline for submission was 16 October. He asked if the Board wanted a meeting to discuss it and have the bid presented to them with an executive summary prepared, or for the Board to read the submission and agree it that way.

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	It was agreed that an evening meeting would be held on the evening of 13 October and that the salient points would be presented to the Board. The main issues for the Board to review would be the impact of a successful bid on the BMC e.g. office space, marketing support, IT support, core costs not covered by the UK Sport funding.	Board meeting to be set up on 13 October	LV	By 02.10.20
	The CEO stated he would review the bid with the Interim Executive so that they could provide the Board with the points they believed needed Board consideration. The CEO said he would email this to the Board by the end of the week.	CEO to review the bid and email the Board with the points they need to be aware of	DT	By 02.10.20
	It was noted that various parties (RC, NC, PDa and DT) were meeting in Manchester to discuss the bid the following day and so they would discuss this further and then get in touch with the Board.			
	It was noted that the FAC also need to be involved to ensure there are no adverse financial implications for the BMC.	The FAC be asked to review the financial implications of the bid	АВ	02.11.20

- 8x.5 There was an update provided in respect of the ongoing investigations:
 - Procurement investigation the outgoing Chair was happy to continue assisting with this and RY may become involved in respect of to help finalise the outcome
 - Cyber bullying/members' behaviours investigation not currently progressing as there has been difficulties in contacting one of the members leading this
 - NomCom process investigation this is moving forward with Roger Fanner and he will feed into NomCom

The SID stated that the number of emails needs to be decreased and there has to be the Board working together whilst also delegating actions to individuals.

9 Close of meeting

The SID closed the meeting and thanked everyone for their time and input stating it had been a productive meeting.

Item	Action	Involving	Target date
2.4	Filing at Companies House to appoint RY as a director of the BMC	LV	By 02.10.20

Item	Action	Involving	Target date
3.2	Statement apologising for the actions of the Board to be prepared to send to staff	LV	By 02.10.20
3.2	Details of 2020 staff meetings to be sent to the Board so they can decide which staff meetings they are able to attend	LV	By 02.10.20
4.1	Wording re change of focus of clubs to be sent to PDa so it can be included in the updated plan	JW	By 02.10.20
4.2	Check there are no issues in employment contracts with performance management and assessment of targets being introduced under the operational plan	PDa & KA	By 30.10.20
4.3	Suggested new mission statement to go to the members at the next round of Area meetings	CS	By 25.10.20
4.3.1	CEO be asked to put the furlough rate in to operation	DT/AM	By 18.11.20
4.3.3	A 3 year budget be prepared for the Board meeting on 25.11.20	AB	By 18.11.20
4.3.3	A further budget be presented to the Board at the meeting on 25.11.20	AB	By 18.11.20
4.4	Further work required to understand how the Club strategy fits in with the operational plan	PDa	By 18.11.20
4.5	Document to be prepared outlining the perspective of the BMC and MHT to allow a more inclusive conversation	JD & LS	By 23.10.20
4.5	Conversations to continue to take place with MHT	JD & LS	On-going
5.3	CCPG terms of reference be amended in line with comments made at minute 5.3	LV & RC	By 30.10.20
5.4	Job advert be prepared to seek a contractor to assist with the drafting of a manifesto re outdoor issues in Wales	DT	On-going
5.5	Bolt maintenance systems in use around the world to be looked at by the LMG	LMG	On-going
5.5	Possibility of LPT funds being used for other good causes that aren't either BMC owned/managed crags or subsidiaries	LV	By 30.10.20
5.5	DT to ask the LMG to prepare a strategy for LPT	DT	By 02.10.20
6.1	More information to be provided about Sport England staff and their duties	KA	By 18.11.20
6.2	Further SMT roles required to be scoped and to be recommended by the SMT with Board feedback	PD & PDa	By 30.10.20
6.2	Third party to be brought in to look at the financial systems in place and advise what changes if any could/should be made before the start of the new financial year	PD	w/b 05.10.20
7.1	Section D(d) of the procurement policy to be reviewed		By 18.11.20
7.1	FAC to be asked to advise the Board what level of spend should require Board approval	AB	By 18.11.20
7.1	Once amended procurement policy to be uploaded on to the website	LV	On-going
7.2	Plan to be amended to include a section stating it was part of the wider BMC Equality Action Plan		By 18.11.20

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Item	Action	Involving	Target date
7.2	Responsibilities in the plan to be reviewed	LV & KA	By 06.11.20
7.2	Board Diversity Action Plan be presented to National Council at its meeting of 14.11.20	LR	14.11.20
8.1.2	Specialist Committee report to be updated and consulted upon	RM	By 18.11.20
8.1.2	Further work required on facilitating indoor climbing proposal	RM	By 18.11.20
8x.2	Board resolution to be drafted and agreed with outgoing Chair before going to the Board	LV	By 02.10.20
8x.4	Board meeting on 13 October to be set up	LV	By 02.10.20
8x.4	CEO to review the UK Sport bid and email the Board with key points they need to be aware of	DT	By 02.10.20
8x.4	FAC be asked to review the financial implications of the bid	FAC	