BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held by way of Zoom on Monday 14 April 2021 at 8pm

Directors Present:	Jonathan White (JW)	Nominated Director (Clubs) – Chair of this meeting (Meeting Chair)
	Flavia Alzetta (FA)	Independent Director
	Jonny Dry (JD)	Nominated Director (Fundraising)
	Lynn Robinson (LR)	President
	Peter Salenieks (PS	Council Nominated Director (CND)
	Fiona Sanders (FS)	CND
	Carl Spencer (CS)	CND
	Caroline Worboys (CW)**	Independent Director
In attendance:	Lucy Valerio (LV)	Company Secretary (CoSec)

* denotes supporting paper(s) circulated prior to meeting   ** left shortly after the start of minute 3.4

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
1	**Welcome, apologies & declaration of interests**			
	The Meeting Chair reported that due notice of the meeting had been given and that as the meeting had been called to discuss the position of Chair post-AGM, neither the Chair nor the Interim CEO were in attendance. He added that Rosi Yule (RY) had given their apologies, but that the meeting was quorate, he therefore declared it open.			
	[redacted]			
2	**Chair – current position**			
2.1	The Meeting Chair set out the current situation which was: • A recruitment campaign for a new chair and two independent directors (IDs) last year, resulted in the appointment of three new IDs, with one of the IDs becoming			

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	chair following the AGM after anticipated changes in personal circumstances. However, the Board was advised on 25 March that this was no longer viable • Nominations Committee (NomCom) met in January and recommended to the Board that Paul Drew (PD) be appointed Chair until the date of the AGM (15 May 2021), the Board appointed PD as Chair • PD is therefore Chair until the AGM • PD is not seeking to be Chair long term, and so thought needs to be given to the long term and short term situation			
	It was queried why PD was not in attendance, but it was felt that this meeting was a continuation of the brief discussion held at the Board meeting on 12 April when PD stepped out of the room.			
	It was agreed the meeting would continue without PD.			
3	**Chair – long term**			
3.1	The Meeting Chair set out the process for the long term recruitment of a new chair: • NomCom prepares an up to date skills matrix • Board determine what they are seeking in a new chair • Management regulations and Governance Manual reviewed in relation to the role description and person description • Role description is prepared and advertised – open recruitment and selection process			
	It was stated that personality traits should also be considered, and that this should sit within NomCom's remit to look into.			
	There were various possibilities for the timing of this: • The process is started immediately • The process is started after the AGM – two new directors will be in place then • The process is started a few months after the new CEO has settled in			
3.2	The meeting discussed the timing and raised the following points:			

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	• There are risks and opportunities with all options, there is a risk if there is lots of change at once, one variable at a time is easier to manage than two or three • Unless there is a burning issue that is preventing the focus and delivery over the next few months a period of stability would be good • The CEO and Chair relationship is critical, so to recruit a new chair externally to the Board they would want to know who the new CEO is first • Someone is needed who fully understands the spirit of the recommendations made by the Organisational Review Group (ORG) • Part of the person specification is someone with direction and able to make decisions based on all the information provided to them			
3.3	[redacted]			
3.4				
3.5				
3.6				
3.7				
4	**Close of meeting** There being no other business, the Meeting Chair closed the meeting and thanked everyone for their time.			

Item	Action	Involving	Target date
[redacted]			