

## BRITISH MOUNTAINEERING COUNCIL

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### Board of Directors

Redacted minutes of the Board meeting held by way of Zoom on Thursday 25 March 2021 at 6.30pm

#### Directors Present:

Paul Drew (PD)  
Flavia Alzetta (FA)  
Paul Davies (PDa)  
Lynn Robinson (LR)  
Peter Salenieks (PS)  
Fiona Sanders (FS)  
Carl Spencer (CS)  
Jonathan White (JW)  
Caroline Worboys (CW)  
Rosi Yule (RY)

Chair  
Independent Director  
Interim CEO  
President  
Council Nominated Director (CND)  
CND  
CND  
Nominated Director (Clubs)  
Independent Director  
Nominated Director (Finance)

#### In attendance:

Lucy Valerio (LV)  
Kate Anwyl (KA)\*\*\*  
Alan Brown (AB)\*\*\*  
Nick Colton (NC)\*\*\*  
Paul McKoen (PM)\*\*\*  
Alex Messenger (AM)\*\*\*  
Jane Thompson (JT)\*\*\*  
Dave Turnbull (DT)\*\*\*

Company Secretary (CoSec)  
HR & Office Manager and part of Senior Management Team (SMT)  
Financial Controller and part of SMT  
Deputy CEO and Head of Development & GB Climbing and part of SMT  
Chief Financial Officer (CFO) and part of SMT  
Head of Marketing & Communications (MarComms) and part of SMT  
Clubs, Huts & Volunteers Development Officer  
Head of Access, Conservation, and Environment Sustainability (ACES) and part of SMT

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

\*\*joined at minute 2.1

\*\*\*left at minute 3.4

| Item | Topic and Main Aspects Considered                        | Decision / Action | Who | When |
|------|----------------------------------------------------------|-------------------|-----|------|
| 1    | <b>Welcome, apologies &amp; declaration of interests</b> |                   |     |      |

The Chair reported that due notice of the meeting had been given. He noted that Di Hopper and Jonny Dry had given their apologies, but that the meeting was quorate, he therefore declared it open.

Conflicts of interests were declared by PDa, LV, JT and the SMT as members of staff.

| Item  | Topic and Main Aspects Considered                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Decision / Action                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Who | When |
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| 1.1   | Update on governance                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <p>The Chair noted that there is governance fatigue and he wanted to move past this. All directors need to be allowed to contribute and disagreements can be useful, but after discussions conclude, a solution needs to be found. The proposed facilitated session after the AGM should assist with the governance so that there is a common understanding between the Board, the Council and the SMT of how they work together and how the BMC is run.</p> <p>He added that PS and CS had now been appointed as CNDs for a 3 year term and not just until the AGM.</p> |     |      |
| 2     | Staff                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |     |      |
| 2.1   | CEO & SMT Update incl. risk register*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |     |      |
| 2.1.1 | The Interim CEO ran through a high-level update by way of a presentation, the main points were:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |     |      |
|       | <u>Staffing</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |     |      |
|       | <ul style="list-style-type: none"><li>• A reminder that staff capacity was down by 20% due to the flexible furlough scheme</li><li>• A Welsh Campaign Policy Officer (WCPO) had been recruited and start date is 12 April</li><li>• Face to face final interviews had been held for Head of Performance and a verbal acceptance had been given, but there are a couple of things to iron out before an announcement can be made as to the successful candidate</li><li>• There have been some role changes in GB Climbing, half of these are now confirmed, with the other half close to signing</li><li>• Once the Head of Performance start date is confirmed then Nick Colton will move to the Safeguarding and International role</li><li>• The internal consultation on the BMC structure is continuing</li><li>• The Head of COCO job description is almost complete</li></ul> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |     |      |

#### Partnerships

- There are numerous conversations ongoing with Plas y Brenin's CEO Ruth Hall and John Cousins to answer the question 'what do we want from our National Centre?'

| Item  | Topic and Main Aspects Considered                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Decision / Action                                                | Who      | When |
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|       | <ul style="list-style-type: none"> <li>The Interim CEO has upcoming discussions with the British Mountain Guides and British Association of International Mountain Leaders about the APPG and the impact of Brexit, and the fact their members are not BMC members</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                  |          |      |
|       | <p><u>Complaints</u></p> <ul style="list-style-type: none"> <li>There is a long running complaint about climbing equipment use-by dates</li> <li>A refused request for a Sri Lankan national to be granted 'elite athlete' status and join the GB training programme</li> <li>Ongoing handling of an incident at a GB Climbing training weekend in Feb 2020</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                  |          |      |
| 2.1.2 | <p>The Interim CEO then moved on to the dashboard and noted it was approaching the end of Q1 when the Strategy Action Plans (SAPs) would be reviewed and so real figures could be added to the dashboard with a view to presenting those at the April Board meeting. He referred to the document 'BMC Risk Register (Mar 21)' uploaded to Teamwork and presented a slide showing the proposed dashboard for risk, which set out two columns: no mitigation; with mitigation, and each column had: red – risk unacceptable; amber – as low as reasonably practicable; green – risk broadly acceptable, with the number of risks for each so the columns clearly showed number of unacceptable risks.</p> <p>The main risks were:</p> <ul style="list-style-type: none"> <li>Reduced financial projections for 2021 due to the downturn in travel insurance sales and membership income</li> <li>Significant reduction in membership</li> <li>Land and crags and the effects of Covid-19</li> </ul> <p>It was noted that more timely information should be provided to the Board about risks so that they can prepare any questions they may have, and that this information would be tied in to the dashboard.</p> <p>There was a request that National Council be involved in the discussions about risk.</p> |                                                                  | PDa & LR |      |
| 2.1.3 | <p>The Interim CEO then showed the results of some pulse polls on satisfaction:</p> <ul style="list-style-type: none"> <li>Volunteers – satisfaction is at a high level with over 85% of volunteers stating they were highly or very highly satisfied</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Interim CEO to speak to National Council about the risk register |          |      |

| Item       | Topic and Main Aspects Considered                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Decision / Action | Who | When |
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|            | <ul style="list-style-type: none"> <li>Staff – generally a high level of satisfaction shown re working at the BMC. Some were struggling with the workload and the Interim CEO had asked staff to politely say no or refer matters to their line manager, he understands culturally the staff do not like to say no but they need to be protected and looked after as they are one of the BMC's biggest assets</li> </ul> <p>It was noted that there had not been the opportunity to compare the results of the staff pulse survey against last year's results, and that the staff liaison group is still ongoing and it would report to the Board when it needs to.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                   |     |      |
| <b>2.2</b> | <b>Finance Update*</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                   |     |      |
| 2.2.1      | <p>The CFO referred to the document uploaded to Teamwork called 'Item 2.2_March Board Finance Report issued 180321' and thanked AB for his work in closing the month two end. He reported:</p> <ul style="list-style-type: none"> <li>Membership income was -£32k worse than had been set out in the budget approved for 2021 (the Budget)</li> <li>Due to the furlough grants and cost savings there was an overall improvement of +£35k in the first two months compared to the Budget</li> <li>Membership figures forecast in the Budget were too optimistic, using the first two months of 2021 a more realistic figure was showing the risk to income versus the Budget is c.-£100k</li> <li>Club membership – success in retaining the vast majority of clubs, but the Clubs themselves have seen a reduction in their membership and the estimated risk is a further -£50k versus the Budget</li> <li>Travel insurance – the forecast is already out of date because of the ongoing uncertainty surrounding foreign travel and various Government announcements, but based on a best estimate it could be income is -£50k to -£75k versus the Budget</li> <li>AM had secured a new deal with Cotswold [REDACTED] plus a percentage of member sales, assuming a conservative level of income results in +£35k from the Budget</li> <li>Using a 2+10, so two months actual and 10 months forecast the expected deficit for 2021 is -£258k which is better than the Budget of -£271k</li> </ul> |                   |     |      |
| 2.2.2      | The Board discussed the paper and the following points were raised:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                   |     |      |

| Item       | Topic and Main Aspects Considered                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Decision / Action | Who | When |
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|            | <ul style="list-style-type: none"> <li>PM had had a long discussion with the chair of the Finance and Audit Committee (FAC) and he was happy with the strategy and FAC would discuss the figures further at a meeting in early April</li> <li>The UK Sport funding does not come with associated expenditure but provides a small net income of c£20k, which covers some core costs the BMC would otherwise be paying out of general funds. However, the majority of the funding will go on GB Climbing specific activities the BMC wouldn't otherwise be doing, such as hiring a Head of Performance</li> <li>The biggest risk to the figures was travel insurance and the lack of sales</li> <li>It was good to have timely financial information</li> <li>The SMT were working hard to keep a firm handle on costs and where to make savings</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                   |     |      |
| <b>3</b>   | <b>Strategy and Planning</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                   |     |      |
| <b>3.1</b> | <b>Access, Conservation &amp; Environment Sustainability</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                   |     |      |
| 3.1.1      | <p>The Head of ACES then gave a presentation on the work of the ACES team. The main points were:</p> <ul style="list-style-type: none"> <li>His new role was working well, its core purpose includes co-ordinating and managing the BMC's ACES activities including strategic planning and direction across England and Wales</li> <li>The number one reason people join the BMC is because of the work it does to look after the mountains and hills, discussion at Area meetings are largely focused on access and conservation issues</li> <li>The structure of ACES includes the Access Management Group and its sub groups, the Hill Walking Group, the Land Management Group and two of the BMC's subsidiaries – BMC Access &amp; Conservation Trust (ACT) and BMC Land &amp; Property Trust (LPT)</li> <li>ACES were busier than ever and the team were feeling stretched, they had had to react to all new Covid-19 regulations and restrictions as and when released by the Government to impart the information to the members in England and Wales</li> <li>National Parks were expecting their busiest summer ever and that may result in issues that the BMC can help with and he had been busy developing relationships with National Park CEOs using the message the BMC can help you e.g. by getting messages out about how to behave in the countryside e.g. Respect the Rock/Respect the Wild campaigns</li> </ul> |                   |     |      |

| Item  | Topic and Main Aspects Considered                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Decision / Action | Who | When |
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|       | <ul style="list-style-type: none"> <li>The BMC as a landowner and how it manages its crags should be an exemplar of how land is managed</li> <li>Work was ongoing in relation to the Police Powers bill and also the climate emergency, the BMC must do its part to help and there are a lot of friends to be made as part of this work and it helps the BMC to connect with younger members who are very engaged with the climate</li> <li>A number of campaigns were ongoing such as the Climate Project, with Mend our Mountains III on the way, and these involve a lot of work.</li> <li>The American Access Fund is an exemplar of what the BMC has to do</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                               |                   |     |      |
| 3.1.2 | <p>The Chair thanked the Head of ACES for an informative insight into the work being undertaken. The Board then asked various questions and the main discussion points that arose were:</p> <ul style="list-style-type: none"> <li>ACES were already plugged in to the volunteer assistance available, and a balance needs to be met so that asking for further volunteer help does not generate more work for the staff</li> <li>Some of the projects should be looked at with a view to monetising them, to generate income for other projects</li> <li>There is a wider opportunity than the outdoors sector, especially surrounding the climate and the mental well being aspect to assist with revenue generation and diversification</li> <li>There is a gap in the skillset of the BMC in going out to corporations and getting them to provide funding</li> <li>To assist in Wales more resources are needed, the new WCPO would help, but support with bilingualism so documents are translated into Welsh is also needed</li> </ul> <p>The Board noted formal thanks to all the ACES team.</p> |                   |     |      |
| 3.2   | <b>Volunteers</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                   |     |      |
| 3.2.1 | <p>JT then gave a presentation on the BMC Volunteering Strategy, the main points made known were:</p> <ul style="list-style-type: none"> <li>Volunteers are essential to the BMC but there is no current formal strategy to co-ordinate the volunteer support across the BMC</li> <li>There is a comprehensive action plan to move towards a strategy</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                   |     |      |

| Item  | Topic and Main Aspects Considered                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Decision / Action | Who | When |
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|       | <ul style="list-style-type: none"> <li>There is the Investing in Volunteers Quality Standard, which provides a criteria for the BMC to work towards, but there is a cost associated to this</li> <li>Aspirations regarding volunteers include:                             <ul style="list-style-type: none"> <li>Having a clear and accessible statement that the BMC values and supports the volunteer workforce</li> <li>To provide over-arching support to volunteers, and staff who work with volunteers, and make the support more visible</li> <li>Enhance the good work already undertaken and share good practice from one work area to the rest of the BMC</li> </ul> </li> <li>Priorities for 2021 were:                             <ul style="list-style-type: none"> <li>Complete the volunteering strategy – establish a group to support and advise on this</li> <li>Volunteer experience – continue to update and add content to dedicated volunteer section of the website and the BMC Volunteers Handbook</li> <li>Enhance the reward and recognition opportunities e.g. perhaps have regional volunteer awards as well as national ones</li> <li>Undertake a training needs analysis to assist with implementing suitable training</li> <li>Volunteer recruitment – design and implement induction process(es), produce standardised role descriptions, improve systems to manage enquiries from potential volunteers and review how volunteer roles are promoted</li> </ul> </li> <li>The challenges for 2021 include:                             <ul style="list-style-type: none"> <li>Taking everyone along the same route</li> <li>Having the systems to allow the delivery of what the BMC wants and needs to deliver – a volunteer database</li> <li>Knowing who our volunteers are</li> </ul> </li> </ul> |                   |     |      |
| 3.2.2 | <p>The Chair thanked JT for a useful presentation and opened it up to questions, the following points were discussed:</p> <ul style="list-style-type: none"> <li>The financial/brand value of volunteers is unknown</li> <li>Could a closed LinkedIn or Facebook group be used to communicate to volunteers?</li> <li>The implementation of the MSO would help the BMC to communicate to volunteers</li> <li>Work is ongoing in respect of volunteer progression and thought is being put into this</li> <li>A Task &amp; Finish Group would be a useful way to take forward the volunteer strategy and National Council should be consulted about the strategy so that volunteers are involved from the outset</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                   |     |      |

When  
Who

Decision / Action

## Item Topic and Main Aspects Considered

- The BMC used to have a full time volunteer officer, and now it has JT who has half a day of her time devoted to volunteers, thought should be given to a full time volunteer officer

### 3.3 How Board/Council/Staff/Volunteers work together

3.3.1 JW gave a presentation intended as a prelude to the facilitated session with Board, Council and SMT to be organised. The salient points were:

- The BMC works best when everyone comes together e.g. the work undertaking during the pandemic in relation to clubs and huts
- What do volunteers do: delivery – access, events, competitions and Areas; specialists – honorary advisors, committees and expert volunteers; leaders – committee chairs, councillors, directors, trustees etc.
- What do staff do: delivery – back office, some events, some competitions, outgoing communications, the public face; specialists – incoming communications and best practice guidance, the public face; leaders – senior guidance and support, budget holders
- What do Council do: leadership of the sport, its ethos and ethics; represent the members/owners – draw together the range of internal stakeholders; guide the BMC on policy, strategy and use of subs – engage with members and the wider BMC, critical friend to the Board, outreach beyond the existing BMC; two year strategic rolling agenda
- What does the Board do: runs the business – managing, administering and operating the BMC; setting and implementing vision and strategy; ultimate decision making body; strategic agenda – tbc
- Board oversight: ensure it sees everything it needs to, ensure effective delegation and effective teamwork
- Board decisions: purpose of the Board is to make decisions; drivers of quality decisions include deep dives and targeted discussions (what & cost/value), strategic horizon planning (if and when), tactical considerations (how, who and risk), operational feedback (progress, results and feedback loop)
- Volunteers and staff both have executive functions and there is a need to ensure there is no overlap in work undertaken

3.3.2 The Chair thanked JW and noted that the points raised would be discussed further at the proposed facilitated session.

### 3.4 Transition Plan



| Item | Topic and Main Aspects Considered | Decision / Action | Who | When |
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3.4.1 The Interim CEO referred to the document on Teamwork called 'Item 3.4\_Transition Plan' and noted the purpose was to set out how to move towards an executive-led management and implement a number of the recommendations made following Campbell Tickell's situational analysis. He made the following points:

- Everyone recognises that a change is required and there has been significant progress in some areas:
  - Strategic plan – turn it into SAPs and link to purpose and values, 100% completed
  - Budget/finance – creation of activity based budget, 95% completed
  - Monitoring – dashboards, KPIs and SAP tracker, 50% completed
  - Strengthening senior team – CFO, Head of Performance, 80% completed
  - Executive-led management – management of BMC passes to CEO, 50% completed
  - Specialist committees – their activity close linked to and driven by BMC strategy, 75% completed
  - Board decision group to be closed – 100% completed
- There are transitions to make from Q1 to Q4:
  - Shorter meetings – board agendas to be reshaped, tighter time allocations for items
  - Reset time commitment – so many people are putting in a lot of long shifts, but there is need to ensure they do no burn out, there are monthly Board meetings and often 2 or 3 other evening meetings, Task & Finish Groups are a winning formula to date
  - Less email traffic – tied in to this is better pre-emptive reporting
  - Board strategic role / executive-led management – so Board management is by exception, this is not just about hiring to SMT but focusing on staff development and turning the SMT to a Senior Leadership Team
- Campbell Tickell report highlighted the need to work carefully with the Interim CEO to understand what will be most helpful in order to enable him to succeed in his role

3.4.2 A comment was made that it should not be that management passes to the CEO, but management passes through the CEO, and that after the AGM the Members' Council should be involved.

| Item | Topic and Main Aspects Considered                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Decision / Action | Who | When |
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| 4    | Commercial risks*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                   |     |      |
| 4.1  | <p>CS then gave a presentation on the commercial risks facing the BMC, he referred to the document on Teamwork called 'Item 4.1_Commercial Governance Risks'. The main points raised were:</p> <ul style="list-style-type: none"><li>• There is no risk plan in respect of commercial and governance risks, the current risk register does not deal with these</li><li>• Risks can be grouped: operations – mostly internal; safeguarding – mostly external; finance – accounting, audit and reserves policy; commercial; governance</li><li>• Timescales of risks: short term – finance/covid; medium term – governance change and commercial, insurance; long term – commercial, product offering; ongoing – operations, events and safeguarding</li><li>• Governance risk because of the complexity of the BMC and the huge change following the ORG – a period of stability is recommended</li><li>• Commercial risk re travel insurance – will overseas travel be permitted?</li></ul> <p>Will other insurers provide better/different cover?</p> <ul style="list-style-type: none"><li>• Why people join the BMC: quasi-tangible benefits such as insurance – many members do not value these; tangible benefits such as Summit – millennials do not value information in monetary terms; tangible third-party offers – generally not great value for money and products can be bought cheaper elsewhere; intangible benefits such as lobbying, access, training, competitions etc.</li><li>• A survey of approx. 5,000 indoor climbers in 2016 showed the majority of indoor climbers wanted benefits such as: discounts on wall entry (outside of the BMC's remit), a source of expert information that is trusted, something to help prevent injuries, something to help with planning trips outside etc.</li><li>• The cost of BMC membership is low compared to other costs involved in climbing which includes gym membership, wall entry, trips to crags etc.</li><li>• Long term high risk commercial concerns include:</li></ul> |                   |     |      |

| Item | Topic and Main Aspects Considered                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Decision / Action | Who | When |
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|      | <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <ul style="list-style-type: none"> <li>Governance risk: key membership drivers are travel and insurance, so if members cannot climb indoors or outdoors and they are limited in their overseas travel then revenue highly impacted</li> <li>Commercial risk recommendations:</li> </ul> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                   |     |      |
| 4.2  | <p>The Chair thanked CS for the presentation and opened it up for discussion, which led to the following points being made:</p> <ul style="list-style-type: none"> <li>Agreement that benchmarking needs to take place, not just against European equivalents, but also against Mountaineering Scotland and other similar membership organisations</li> <li>The presentation shows the need for the Head of COCO</li> <li>The CFO should be asked if they have capacity to assist in this area and give some time to it prior to the Head of COCO being recruited as he has commercial experience</li> <li>A Task &amp; Finish Group could be set up to do some of the legwork that the Head of COCO could take up once in position</li> <li>A discovery session is needed to draw the knowledge together</li> <li>AM has created nearly 100 videos in response to the indoor climber benefits survey to provide video content for members only and he is looking at ways to provide more tangible benefits</li> <li>A need to bring together the work undertaken as part of the clubs strategy and how to involve clubs that do not meet the criteria to be a BMC club</li> </ul> |                   |     |      |

| Item  | Topic and Main Aspects Considered                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Decision / Action                                                               | Who         | When        |
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| 5     | Committee Reports                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                 |             |             |
| 5.1   | NomCom update on CEO                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                 |             |             |
| 5.1.1 | The Interim CEO left the meeting at this point as he was conflicted.                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                 |             |             |
|       | The President and the Chair reported the following:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                 |             |             |
|       | [REDACTED]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                 |             |             |
|       | [REDACTED]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                 |             |             |
|       | [REDACTED]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                 |             |             |
|       | <ul style="list-style-type: none"><li>• The shortlist is diverse, three females and four males, and one from BAME</li><li>• Next stage is for the candidates chosen from the initial screening present for 30 minutes on how they would develop the BMC to a selection of the Board, presentations to take place at the end of the following week</li><li>• Those attending the presentation will have a scoring card – PS, CS and FS volunteered, the Chair said he would liaise with Odgers Berndtson to seek everyone's availability</li></ul> | Board members to volunteer to sit on the panel for CEO candidates to present to | PS, CS, FS  |             |
|       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Dates to be sourced for the presentations                                       | PD & Odgers | By 26.03.21 |

5.2 Specialist Committee Review\*

5.2.1 PS referred to the documents uploaded to Teamwork called 'Item 5.2\_Specialist Committee Review' and 'Item 5.2\_Review of Specialist Committees Report' and noted:

- The authors of the report were Roger Murray and David Brown
- A deep dive discussion of the report had taken place earlier in the week
- The Task & Finish Group set up to review the report had reviewed it thoroughly and it recommends that the Board accept the report

The meeting discussed the report:

| Item       | Topic and Main Aspects Considered                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Decision / Action                                                                                                                                                                                | Who        | When        |
|------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-------------|
|            | <ul style="list-style-type: none"> <li>There were some recommendations that need further discussion, particularly in relation to CCPG and indoor climbing</li> <li>The report should be amended to reflect the fact these further discussions were needed and it was suggested that the report be amended to state 'to develop the proposal for the addition of' when it mentions an indoor climbing committee</li> <li>The FAC had stated that an Audit and Risk Committee was aspirational but that was not reflected in the report, in particular there was concern that there was no internal audit member of staff and that it could take up to 4 years to have everything in place for an Audit and Risk Committee to be successfully established</li> <li>The report should be amended to reflect FAC's position and so that when the splitting of FAC is discussed it should refer to 'develop an implementation plan to move to splitting the FAC in time'</li> <li>It was noted the Board had not decided whether to adopt the FAC's position or not</li> </ul> | <p>Report be amended to reflect the fact further discussions are needed re possible indoor climbing committee</p> <p>Report be amended to reflect FAC's position on the splitting of the FAC</p> |            |             |
| <b>5.3</b> | <b>RemCom*</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                  |            |             |
| 5.3.1      | <p>The Chair stated that RemCom needed to have two further members appointed to it so that it could meet prior to the final stages of the recruitment of the new CEO.</p> <p>The meeting discussed this and it was agreed RY and JW would sit on RemCom with the Chair. The person to chair RemCom should not be the Chair so RY and JW would decide between themselves.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | RemCom members to be PD, RY and JW with its chair tbc                                                                                                                                            | PD, RY, JW |             |
| <b>6</b>   | <b>Governance matters</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                  |            |             |
| <b>6.1</b> | <b>Appointment of SID</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                  |            |             |
| 6.1.1      | The Chair reported that he had spoken to CW to ask her if she would be SID and she had agreed. The meeting voted unanimously to appoint CW as SID.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | CW be appointed SID                                                                                                                                                                              |            |             |
| <b>6.2</b> | <b>Board minutes for approval x 2</b> – to be discussed on 29 March                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                  |            |             |
| <b>6.3</b> | <b>Articles of Association – proposed amends*</b> – to be discussed on 29 March                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                  |            |             |
| <b>6.4</b> | <b>Members' Council ToR*</b> - to be discussed on 29 March                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                  |            |             |
| <b>6.5</b> | <b>Area Terms of Reference*</b> - to be discussed on 29 March                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                  |            |             |
|            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Meeting to be organised for 29 March at 7.30pm                                                                                                                                                   | LV         | By 26.03.21 |

| Item  | Topic and Main Aspects Considered                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Decision / Action | Who | When |
|-------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-----|------|
| 6.6   | Board Code of Conduct* - to be discuss on 29 March                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                   |     |      |
| 6.7   | Outstanding Board Actions* - to be discussed on 29 March                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                   |     |      |
| 6.8   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                   |     |      |
| 6.8.1 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                   |     |      |
| 7     | AOB                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                   |     |      |
| 7.1   | UK Sport Funding Agreement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                   |     |      |
| 7.1.1 | <p>The Interim CEO referred to the documents on Teamwork called 'Item 7.1_UK Sport Funding Agreement' 'Item 7.1_Grant Funding Agreement Paris' and 'Item 7.1_Schedule 1 – Paris Investment – Climbing'. He noted:</p> <ul style="list-style-type: none"><li>• It is a take it or leave it agreement and UK Sport require the Board authorise PD and PDa to sign it by 29 March</li><li>• There were various obligations contained therein including in relation to governance and the Code for Sports Governance (Code)</li></ul> <p>The CoSec noted if UK Sport and Sport England felt that the BMC was not complying with the Code then they could impose a Governance Action Plan on the BMC. The meeting discussed this:</p> |                   |     |      |

**Item Topic and Main Aspects Considered****Decision / Action Who When**

- The BMC is at present compliant with the Code, the agreement does not change this
- The Code is under review and there may be additions to it later in 2021, the date is not yet known when these will come into play, but it will not be a case of having to comply with them the next day

The Chair and Interim CEO are authorised to sign the UK Sport Funding Agreement on behalf of the Board.

The Board then voted on the authorisation of the agreement by the Chair and Interim CEO:

For – 9      Against – 0      Abstain - 1

**8 Date and time of next meeting**

It was agreed a meeting would be held on Monday 29 March at 7.30pm to discuss agenda items 6.2 – 6.7 which had not been covered.

**9 Close of meeting**

There being no other business, the Chair closed the meeting and thanked everyone for their time.

| Item  | Action                                                                                                                          | Involving   | Target date |
|-------|---------------------------------------------------------------------------------------------------------------------------------|-------------|-------------|
| 2.1.2 | Interim CEO to speak to National Council about the risk register                                                                | PDa & LR    |             |
| 5.1.1 | Board members to volunteer to sit on the panel for CEO candidates to present to                                                 | PS, CS, FS  |             |
| 5.1.1 | Dates to be sourced for the presentations                                                                                       | PD & Odgers | By 26.03.21 |
| 5.2.1 | Specialist Committee Report be amended to reflect the fact further discussions are needed re possible indoor climbing committee |             |             |
| 5.2.1 | Specialist Committee Report be amended to reflect FAC's position on the splitting of the FAC                                    |             |             |
| 6.2   | Board meeting to be organised for 29 March at 7.30pm                                                                            | LV          | By 26.03.21 |