BRITISH MOUNTAINEERING COUNCIL

177-179 Burton Road
Manchester M20 2BB

Tel: 0161 445 6111
www.thebmc.co.uk
email: lucy@thebmc.co.uk

Board of Directors

Redacted minutes of the Board meeting held by way of Zoom on Wednesday 27 October 2021 at 7.00pm

Directors Present:	Paul Drew (PD)	Chair
	Paul Davies (PDa)**	CEO
	Martyn Hurn (MH)	Nominated Director
	Peter Salenieks (PS)	Council Nominated Director (CND)
	Fiona Sanders (FS)	CND
	Carl Spencer (CS)	CND
	Andy Syme (AS)	President
	Jonathan White (JW)	Nominated Director (Clubs)
	Caroline Worboys (CW)	Senior Independent Director (SID)
In attendance:	Lucy Valerio (LV)	Company Secretary (CoSec)

* denotes supporting paper(s) circulated prior to meeting ** left at minute 4.1

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

1 Welcome, apologies & declaration of interests

The Chair reported that due notice of the meeting had been given. He said that Di Hopper (DH), Flavia Alzetta (FA) and Fiona Sanders (FS) had given their apologies, but that the meeting was quorate, he therefore declared it open.

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

The Chair noted the primary reason for the meeting was to discuss the recommendation from Nominations Committee (NomCom) for the new chair, but that a number of other items had cropped up and so they were also to be discussed.

He added he was due to speak to DH next week about her ability to commit the time necessary for the role, and that FA was tied up in a merger in her day job.

2 Chair recruitment*

2.1 The SID referred to the documents that had been emailed to the Board called 'Item 2_NomCom Chair report' together with the supporting documents 'Roger Murray CV' and 'Roger Murray Cover Letter'. It was presumed the Board had read the papers and so questions were taken and the key points arising out of those were:

Item	Topic and Main Aspects Considered	Decision / Action

	• The presentation provided was for 10 minutes, although all candidates overran, and the brief was to:
	  ○ Provide a quick analysis of the current situation and the sports the BMC represents
	  ○ Set out the key opportunities and challenges to grow and develop the BMC
	  ○ Set out how to deal with the complexity of the BMC and identify the priorities that would drive the success of the BMC
	  ○ How they would navigate operating in a membership organisation owned by the members, chairing the board, line managing the CEO, working alongside Council, representing the views of members and working with other key stakeholders
	  ○ Provide a summary of how to ensure the BMC remained relevant to the communities it represents over the next 5 years
	• The screening interviews were for an hour, and the final interviews on the 5 October were also for an hour, and all candidates had the opportunity to speak to the CEO and CFO.
	• The candidates were asked the same questions by the panel in the screening interviews, but for the face to face interview their weaknesses were focussed on and so they were not all asked the same questions.
	• The standard BMC scoring system was used – the same one that was used for the CFO and CCO roles.
	• The candidates were a mix of three people who had either been approached by members of the Board or who were aware of the vacancy and three people who had seen the advert on various websites.
	• The President had spoken to all four patrons and a number of stakeholders and in generic terms asked them what their preference would be between the two most suitable candidates, they had all expressed a preference to go with the candidate who had BMC knowledge.
	• The process followed the recommendations set out in the Governance Working Group (GWG) report as much as possible, based on the availability of NomCom. MH was involved in the screening interviews due to no Independent Directors being available that week. The CoSec prepared minutes of NomCom meetings and has chased NomCom members for their scoring with all documents being stored on Teamwork. The President stated he was happy the correct process was followed.
	• All candidates either handed a hard copy of their presentations to the panel, or emailed them to the panel after the interviews.
	• The Chair did discuss the candidates but he was not involved in the final decision as to who should be recommended to the Board, this was left to CW, AS, FA and Robert Dufton (RD). DH was unavailable for input.
	• The interview panel were very probing with Roger Murray (RM), particularly as RD was leaning towards the other most suitable candidate.
	• RM had the time to commit to the role, he would work in a collegiate and considered way and he is a deep thinker.
	• It was important that he would be able to deal with things that needed to be dealt with in a short time frame and not let them continue indefinitely.
	• The BMC chair could be an independent person in a few years' time once the portfolios were up and running and the CEO had been in place for longer, but it was felt that it would be challenging, for all Board members
		CoSec to chase NomCom for their scoring sheets so that she could provide the range of scores given to each candidate to the Board.
		
		CoSec to provide the Board with the range of scores given to each candidate once information collated.

Item	Topic and Main Aspects Considered	Decision / Action
	not just the new chair, if the person appointed had no knowledge of the BMC, and that some of the momentum would be lost.	
	The Chair called for a vote on NomCom's recommendation, the CEO was placed in the waiting room whilst the vote took place.	
	The Board voted unanimously to approve the appointment of RM as the new chair of the BMC.	RM be appointed the new chair of the BMC.
2.2	The meeting then discussed a start date for RM, with the Chair stating he had briefly discussed this with RM and it was felt a period of handover was sensible and that RM would most likely attend the Board meeting on 24 November as an observer. It was agreed that now the appointment had been approved, the Chair would speak further with RM about a phased handover.	The Chair to speak to RM to finalise phased handover.
	It was agreed that a communications plan was needed and that quotes should be obtained from AS as President and CW as SID. Council should be told before it was public knowledge, they were meeting on 13 November and that would be a good time to make the announcement. RM should be asked to attend Kendal.	The CEO to speak to AM about a communications plan for announcement of RM as the new chair.
	It was agreed the CEO would speak to Alex Messenger (AM) about a communications plan. He would let the Board know what this was once it had been prepared.	
3	[redacted]	
3.1	[redacted]	

Item	Topic and Main Aspects Considered	Decision / Action
[redacted]	[redacted]	

Item	Topic and Main Aspects Considered	Decision / Action
	[redacted]	[redacted]
	[redacted]	
	[redacted]	
	[redacted]	[redacted]
	[redacted]	
3.2	[redacted]	[redacted]
	[redacted]	
	[redacted]	[redacted]

Item	Topic and Main Aspects Considered	Decision / Action
3.3	[redacted]	[redacted]
4	**CEO Performance Criteria***	
4.1	The Chair referred to the document 'Item 4_CEO performance criteria' which had been emailed to the Board. He assumed the Board had read the paper but stated that the criteria had been prepared in discussion with the CEO and were based on the dashboard information presented to the Board. They were SMART and deliberately simple. It was agreed the CEO should not take part in the discussions, and it was noted his opinions on the remaining agenda items were known, he therefore left the meeting. The meeting then discussed the paper and the following points were raised: • That there was no inherited set of performance criteria for the CEO of the BMC and the CEO had not been working to any objectives since he joined. The Chair felt it was only fair on the incoming chair to have something in place before he joined. The new chair was welcome to revise the criteria once in position. • The Chair referred to an email sent by FS and her comment that the target of 100,000 engaged members should be broken down into sectors. It was noted that the Board had previously decided not to define 'engaged' and that the different sectors of membership to be targeted was below the level of a CEO target. • The Strategic Action Plans (SAPs) were comprehensive and the budget was also a criteria and the CEO's targets should be at a high level so the Board can determine if he is on track or not. • The budget criteria set out a target that was plus or minus 10% of the agreed budget, this was to ensure that if there was underspending the Board could hold the CEO to account for this. • The CEO seemed to understand that if something is not in the development plan or SAPs then the BMC can stop doing that thing, but this was not the outcome of the strategy day held in 2019. An example given was that of international mountaineering. It was agreed that any items which needed to be in the SAPs which were not should be collated and sent to the CEO. • The criteria were in opposition to each other e.g. the CEO could spend money to ensure there were no unacceptable risks after mitigation, but this might mean he did not meet the budget criteria; he could ask staff to work harder to ensure all SAPs were green, but this would most likely result in low staff satisfaction.	Actions which needed to be in the SAPs to be collated and sent to the CEO. Board members to provide comments to the Chair on the performance criteria so he could

Item	Topic and Main Aspects Considered	Decision / Action
	• The criteria could be SMARTer for example there could be one risk identified which would bring the whole organisation down if no action taken, although if this were the case then the Board should be all over such an issue as opposed to waiting for it to come to the Board as a result of the CEO's performance review. • It would be useful to include something about alternative income streams and developing strong relationships within the outdoor community in order to generate revenue. • That the further work required should be time limited so that the CEO had some objectives in place. It was agreed that comments should be sent to the Chair so he could produce a further paper to put in front of the Board at the meeting on 24 November.	prepare a further draft for the 24 November meeting. CoSec to add this as an agenda item to meeting of 24 November.
5	**AOB**	
5.1	**Proposed new T&F Group re directors' behaviour**	
5.1.1	The Chair referred to the paper 'Item AOB_5.1 BMC ToR TF 1021' which had been emailed to the Board. He set out the background to this paper, and in particular noted: • There had been a lot of time spent as a Board trying to work out how it can operate successfully e.g. the Campbell Tickell report, and whilst there had been improvements, the Board was still struggling to a degree, with there being some frustrations and some concerns about Board behaviours. • This was not related to any one person, but after discussions with various people, including CW, AS, PDa, RM and MH it was felt that a similar exercise to the one undertaken by Council a year ago should be undertaken. • This would mean a task and finish group (the T&F Group) would be established, as a committee of the Board, to look into how the Board was in the position it was, what needed addressing and how it could improve so that directors were not frustrated all the time and the Board was working effectively. • It would be a fair and impartial review and the results would be used as a learning experience and to allow each Board member to self-reflect. The meeting discussed the proposed terms of reference of the T&F Group and noted: • The work to be undertaken was welcomed. • The key point would be what was done with the outcomes of the review. • Time should be allocated at the Board meeting in November to looking at what the T&F Group has established by then and should form the basis of a team development session at the meeting, as it had been proposed that at the face to face meetings there would be at least an hour set aside for team development. The Chair then called a vote on the terms of reference. The Board voted unanimously to establish the T&F Group as a committee of the Board and approved its terms of reference.	[redacted] T&F Group established and terms of reference approved.

Item	Topic and Main Aspects Considered	Decision / Action
5.2	**Volunteer gala/AGM***	
5.2.1	The President referred to the paper 'Item AOB_Vol_Gala_Event_2022_PapertoBoD_Sept21-Update Oct 21' which had been emailed to the Board. He stated the Board was being asked to underwrite [redacted] so that venues etc. could be booked as it had been agreed the proposed volunteer gala could be held the same weekend as the 2022 AGM, which was to be held on Saturday 14 May 2022. The meeting discussed the paper and it was noted: • The CoSec had requested [redacted] to go in the budget for the AGM, so this would help. • It was better to spend some of the money in Q4 of 2021 as there had been some underspending and 2022 was going to remain a challenging year • The CEO was aware of the costs and would work with the appropriate staff members to ensure it was reflected in the 2022 budget The Board unanimously approved to underwrite [redacted] for the volunteer gala.	[redacted]
5.3	**#findyouradventure campaign update***	
5.3.1	JW referred to the paper 'Item 5.3_#FindYourAdventure Club Growth Update' which had been emailed to the Board. He said there were no decisions to be made or approval required, it was purely for information and it was a good news story. The campaign was going very well, and he mentioned Jane Thompson and AM in particular, as the work they had carried out had been excellent. There were some clubs, such as the Fell & Rock who had not signed up yet, but they were going to. The campaign web articles were achieving 4x the level of typical BMC web article views, and there were favourable testimonials from various clubs about the number of referrals they had had as a result of the campaign. He added that the budget of £11k for 2021 would be spent by the end of Q4. The Board congratulated JW and the team behind the campaign.	
6	**Date and time of next meeting**	
	The CoSec noted that she was on annual leave for the next Board meeting and asked the Board how they wanted to deal with the minutes. It was agreed that the CoSec would ask Kate Anwyl if she would sit in on the meeting to take the minutes. The Board also asked the CoSec to invite Iain Dickinson, or his representative from the FAC to the meeting for the budget section, which would be in the morning.	CoSec to speak to Kate Anwyl about taking minutes at the 24 November meeting.

Item	Topic and Main Aspects Considered	Decision / Action
	PS raised the point about rising covid cases and suggested a date by which the meeting could be declared a virtual only meeting. It was agreed that the situation would be reviewed again on 15 November and a final decision taken then as to whether it would be a largely face to face meeting, or virtual only.	CoSec to invite Iain Dickinson to the 24 November meeting. Situation regarding covid cases and the face to face element of the 24 November to be reviewed on 15 November.
	The Chair stated that following the meeting of 24 November, the finance team and FAC would need about two weeks to review the budget and the comments made by the Board, so a further virtual only evening meeting of the Board would be required the w/c 13 December to finalise and approve the budget. The CoSec would send a doodle poll round to the Board to find the most suitable date.	CoSec to send a doodle poll round to the Board to find the most suitable date for a meeting to finalise the budget.
7	**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	CoSec to chase NomCom for their scoring sheets so that she could provide the range of scores given to each candidate to the Board.	LV	By 01.11.21
2.1	CoSec to provide the Board with the range of scores given to each candidate once information collated.	LV	By 08.11.21
2.2	The Chair to speak to RM to finalise phased handover.	PD	By 01.11.21
2.2	The CEO to speak to AM about a communications plan for announcement of RM as the new chair.	PDa	By 02.11.21
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]
4.1	Actions which needed to be in the SAPs to be collated and sent to the CEO.	JW and AS	By 06.11.21
4.1	Board members to provide comments to the Chair on the performance criteria so he could prepare a further draft for the 24 November meeting.	All	By 08.11.21
4.1	CoSec to add this as an agenda item to meeting of 24 November.	LV	By 15.11.21
[redacted]	[redacted]	[redacted]	[redacted]
6	CoSec to speak to Kate Anwyl about taking minutes at the 24 November meeting.	LV	By 01.11.21
6	CoSec to invite Iain Dickinson to the 24 November meeting.	LV	By 01.11.21
6	CoSec to send a doodle poll round to the Board to find the most suitable date for a meeting to finalise the budget.	LV	By 01.11.21