## BRITISH MOUNTAINEERING COUNCIL

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### **Board of Directors**

Redacted minutes of the Board meeting held by way of a hybrid meeting on Wednesday 24 November 2021 at 10am

Directors Present:

\$

Paul Drew (PD)

Chair

Di Hopper (DH)\*\*
Martyn Hurn (MH)

Independent Director
Nominated Director

Peter Salenieks (PS)

Council Nominated Director (CND)

Fiona Sanders (FS)
Carl Spencer (CS)

CND

Carl Spencer (CS)
Andy Syme (AS)

President

Jonathan White (JW)

Nominated Director (Clubs)

In attendance:

Paul McKoen (PM)

Chief Finance Officer (CFO)

Roger Murray (RM)

Chair as from 1 December 2021

Lorraine Brown (LB)\*\*\*

Head of Performance and a member of Senior Management Team (SMT)

## 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 Flavia Alzetta (FA), Caroline Worboys (CW) and Jonny Dry (JD) had given their apologies, and added that DH was available virtually from 10am-12pm so the agenda had been drafted to accommodate decisions that needed to be made whilst the Board was quorate. He also noted that Paul Davies (PDa) was off sick and so would not be in attendance and that this would impact on the agenda. He noted that DH was running a bit late, but he declared the meeting open and noted it would be quorate once DH joined.

The Board wished PDa a speedy recovery.

He reported that:

• Lucy Valerio the Company Secretary (LV) was on annual leave and so the part of the meeting that was quorate would be recorded.

<sup>\*</sup> denotes supporting paper(s) circulated prior to meeting

<sup>\*\*</sup> attended virtually from minute 2.2 to end of minute 3.2

<sup>\*\*\*</sup> attended minute 3.2

Decision / Action

 lain Dickinson and Tris Gibbons of the Finance and Audit Committee (FAC) would be joining the meeting at 1pm to discuss the budget.

The Chair referred to the agenda and noted that due to PDa being off sick that items 4 and 6 would not be able to be covered. He suggested that because of this, the CFO should give his presentation to the Board in the morning, as the FAC had already had this on Monday evening and discussed it then, and that after lunch the presentation could be discussed with the FAC members and questions raised with them.

It was noted that the decisions to be made in respect of expenditure priorities for the budget is not an FAC decision, but the Board's responsibility and so the Board would need to discuss this. The Chair said in relation to the budget he wanted the meeting today to:

- understand where there was consensus
- decide where there was more work required
- understand the level of deficit the Board would be comfortable with for 2022
- look at the gold silver and bronze levels referred to in the CFO's paper in respect of specific items

The meeting agreed they were happy with this proposal.

The Chair then welcomed RM to his first Board meeting and noted he was in attendance as an observer, he added it was his last Board meeting as Chair.

#### 2 CEO Performance Criteria\*

2.1 The Chair referred to the document 'Item 2\_' which had been uploaded to Teamwork. He said this had been discussed at the last meeting and he wanted a final document to be ready to hand over to RM. He had had comments from various Board members and he had captured most of those in the uploaded document.

He noted the main changes were:

- addition of increasing engagement between staff and volunteers
- a new no.6 in respect of papers for Board meetings, with papers to be provided at least 5 working days prior to a meeting

He stated if the Board wanted the papers to be available further in advance of a meeting this would push the dates of the meetings back, as it takes about 3 to 4 weeks after a quarter to prepare all the various figures required to update the Board. So if the Board wanted papers to be available 2 weeks before a meeting, then any meeting would not be held until approximately 6 weeks after a quarter end.

The meeting discussed this and it was felt that any papers which were proposals should be provided at least 10 days prior to a meeting and reports should be provided at least 5 working days prior to a Board meeting.

#### **Decision / Action**

The incoming Chair and CoSec to discuss a schedule for Board meetings in 2022.

- 2.2 The meeting then discussed the scheduling of Board meetings generally and it was agreed that an action point would be given to RM to discuss with LV a schedule for Board meetings in 2022. A request was made to ensure that there would always be at least a week between Board and Council meetings, as some Board members attend both meetings.
- 2.3 The meeting returned to the CEO performance criteria and the following points were raised:
  - in respect of the quality of Board papers to try and measure this Board members should be asked if the
    papers provided at each meeting were good enough or not, it was noted the paper referenced that Board
    input would be sought in respect of the qualitative criteria
  - RM would go through the process and decide what works and what does not. The meeting was to decide if
    the paper at presented was sufficient to allow the Chair to line manage the CEO, and for the Board to decide
    if the CEO was doing the job he was hired to do and for the Board to be able to hold him to account.
  - the criteria should be reviewed regularly.
  - an appraisal should not contain any surprises
  - the articles referred to the fact that the CEO reports to the Board, so it is not just that the Chair has to be satisfied with the CEO's performance
  - RM stated he would be asking the Board for input as to what he was doing well and where there was room for improvement and he would appraise the CEO twice a year

NB DH joined the meeting at this point so the meeting was therefore quorate

- objective 2 was an unreasonable expectation of the CEO as a previous CEO paper had referenced that 10% of members were engaged, so that would result in the BMC needing to have over 1,000,000 members.
- the SMT had worked on a strategy to present to the Board which would feed directly into that target so the word engaged could remain
- the target should be at least 100,000 "engaged members"
- the intent of objective 3 is to cover those volunteers who are involved in delivering Strategic Action Plans (SAPs) e.g. access reps. The meeting agreed it should refer to the CEO co-ordinating volunteers as opposed to managing them
- the achievement level of 70% was a standard figure and any issues with this target would be identified via the reports provided to the Board throughout the year

- 2.4 The Chair then asked the Board if they were happy to approve the performance criteria, subject to minor amends being made as noted above. The Board agreed to this and so the performance criteria were approved.
- 3 Horizon scanning and business opportunities
- The Chair referred to the paper called 'Item 3\_Horizon Scanning and business opportunities' which had been uploaded to Teamwork. He said it had been agreed at a previous meeting that face to face Board meetings would include discussions on issues appearing on the horizon. He stressed this would be a discussion, with no decisions to be made.

The meeting discussed the Association of British Climbing Walls (ABC) first. The following points were made:

- the ABC is potentially a strong partner but there is a gut feel that the ABC feels the BMC does not 'get' indoor climbing

  So, it is in the best interests of traditional members for the BMC to engage with indoor climbers and continue to support them
- the Chair noted a conflict of interest as he was a director of a climbing wall which is an ABC member, he reported that ABC had provided walls with very useful information throughout the pandemic, and had branded that information as ABC information even if the information had been provided to the ABC by the BMC. ABC are an astute business and at times better at this sort of thing than the BMC e.g. they had launched the Climb Card so that individuals signed up so that they do not have to register each time they use a wall which is a member of the scheme
- it is not clear if the ABC want to be more closely tied to the BMC. At present they are tied because Sport England does not recognise them as an organisation and so to receive Sport England funding, the ABC has to bid for funding through the BMC
- the CEO has been in discussions with ABC's CEO about a memorandum of understanding being entered into between the two organisations. This would set out the areas each organisation would cover e.g. the BMC is a membership organisation so would 'own' all the members and ABC would 'own' walls as they were a trade body.
- a memorandum of understanding making it clear that the BMC was the membership body, so the place for individuals/participants to join, and the ABC the trade body, so the place for walls/companies to join would be very welcome

#### Decision / Action

The Chair to amend the CEO performance criteria as discussed and for it to be implemented.

- the ideal situation to get to is for all walls, commercial and non-commercial, to be members of both the ABC and the BMC, the ABC would act on behalf of the walls as the trade body and the BMC would provide benefits to the walls becoming Associate Members at present there is no benefit to a wall being a BMC member, this is being looked at by the SMT as part of their membership strategy
- any memorandum of understanding would be provided to the Board for approval before signature
- the co-employment of an officer between the BMC and a partner had worked well in respect of Mountain Training, and maybe this is something that could be looked at with respect to the ABC
- The Chair then moved the discussion on to the opportunity to develop a National Indoor Climbing Centre (NICC) as there is currently no such thing in England or Wales, and invited LB to join the meeting. The main points resulting from the discussion were:
  - any NICC should include an ice-climbing wall
  - Manchester has roughly the same number of walls as Sheffield, but a much larger population. It is also relatively near to Wales and has an international airport
  - any NICC would need to be seen to represent both England and Wales, the messaging would need to be very clear
  - a long-term ambition could be a NICC and then regional centres
  - the ambition is for any athlete to be no more than an hour away from the facilities and training that they need
  - 50-60 Olympic sports have national centres e.g. cycling, badminton, taekwondo, rowing, they are typically government funded and non-commercial
  - whether the NICC should be developed by the BMC or as part of a joint venture there was general consensus that development of a NICC would be outside of the competency and skillset of the BMC and that a joint venture would be preferable. However, it was noted that the BMC had previously been burnt by joint ventures and so any joint venture would need to be with an organisation that was good at setting up walls and equally as incentivised as the BMC to make it successful
  - a NICC is something the BMC should be working towards and so LB was asked to prepare a feasibility study
    which would answer some questions, such as if it was to be built as a profit centre, what sort of organisation
    should be the joint venture partner, what other countries have done and how much they have invested, the
    sources of funding etc. etc.
  - the Board would need to understand the opportunity cost associated with BMC staff involved in any joint
    venture and what they would then not be able to do., LB noted that this was within the remit of her role and
    she would make it happen.
  - care would need to be taken that it was clear that the BMC remained a broad church and was not just there
    to represent indoor climbers with a bit of trad on the side.
  - LB would need about 3 or 4 months to prepare a feasibility report for the Board
  - RM had experience of large projects and he would provide LB with a set of headings and areas the Board would want answers to and would need to understand in order to make an informed decision

#### **Decision / Action**

Memorandum of Understanding between the BMC and the ABC to be drafted and put before the Board for approval.

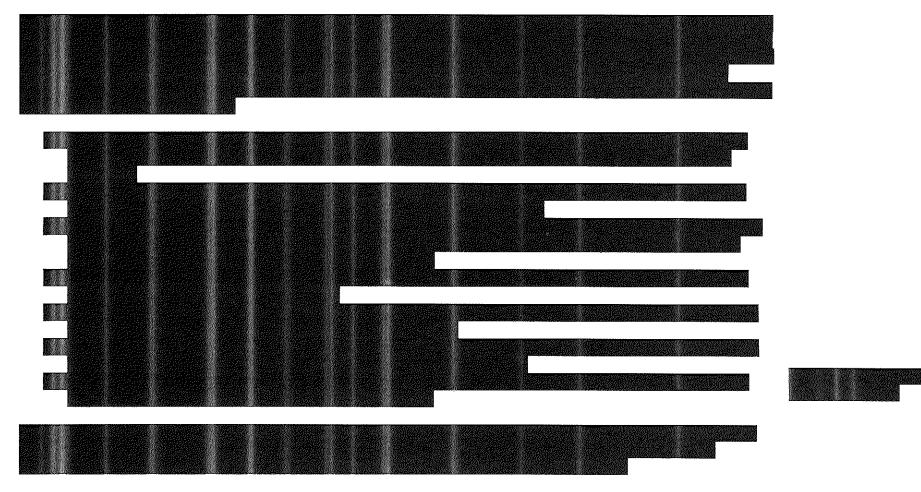
The Sport England bid to be used as leverage for the memorandum of understanding to be entered into.

LB to prepare a feasibility study on a NICC and to report back to the Board before the end of Q1 (March 2022).

RM to provide LB with headings/areas for the feasibility report.

**Decision / Action** 

NB DH left the meeting and so it was therefore no longer quorate



- 4 Strategy and Planning
- 4.1 4.1 Membership strategy

This was not discussed due to the absence of the CEO. It will be discussed at a later meeting.

- 5 Governance Matters
- 5.1 Anti-doping update and adoption of UKAD rules

5.1.1 This was not discussed as the meeting was not quorate.

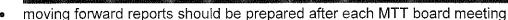
# 5.2 Health and Safety

This was not discussed due to the CEO being absent, it will be moved to a later meeting.

#### 5.3 BMC directors – MTE and MTT and Partner Update

- 5.3.1 FS referred to document 'Item 5.3\_Partner update and director appointment' which had been uploaded to Teamwork. She noted the following:
  - Mike Rosser's (MR) term has expired as the BMC director for Mountain Training Trust (MTT) and FS had held discussions with Sara Mogel (SM) and she had indicated that MTT felt that the BMC had wanted to distance themselves from MTT. FS had told her this is not the case, it was the complete opposite and this message has been very well received
  - There had been some concerns on the part of some directors of the BMC about MR continuing, but SM had told FS that he has been a very good contributor to MTT's strategy and thinking who had challenged them from a BMC perspective and so she would welcome MR continuing
  - FS then spoke to MR about what needed to be done to make his role work for the BMC Board and he was very happy with these proposals
  - FS therefore recommended that MR should remain on the Board of MTT for another 3-year term

The meeting discussed this and the following was noted:



- MR has provided reports to the Chair and the CEO and they have failed to pass these on to the Board. The Chair apologised for this
- MR had been very diligent in sending the Chair reports, and moving forward MR will send the reports to FS as portfolio director as well as the Chair and CEO.
- The Chair stated that MR had been very supportive of the BMC.
- The BMC used to work hand in glove with MTT
- The CEO is building a good relationship with MTT's CEO Ruth Hall
- FS as portfolio director for MTT has the remit to also help build the relationship between the BMC and MTT

A vote was taken for guidance only:

For: 3 Against: 1 Abstain: 3

Decision / Action

The CoSec to put up on Teamwork the recommendation of approval of MR so that the Board could approve it or not.

FS to read the reports MR had sent and let the directors know if the reports covered what they were supposed to so they could make an informed decision on Teamwork.

It was agreed that RM, FS and PDa should attend MTT's AGM on 10 December and that more information should be provided to the directors that abstained on the vote so that they could then make an informed decision.

- 5.3.2 FS moved on to Mountain Training England (MTE) she noted:
  - the BMC need to recognise that MTE is moving away from formal qualifications to a CPD model through skills-based training. The BMC's strategy needs to take this into consideration
  - Rik Payne (RP) was unable to commit to a second term, and so Sharon Kennedy (SK) had been approached to be the new BMC director
  - SK ticked numerous boxes for MTE, including being female, her professional work being in environmental policy and the fact she wants to address barriers that women may experience in the outdoors
  - Currently there is no process as to how the BMC director be appointed, this should be looked at and a process implemented
  - FS recommended that SK be appointed the BMC director of MTE

The meeting discussed this with the following points raised:

- SK did know a bit about the BMC, she would need an induction at MTE
- it was up to the BMC to provide SK with direction and for her to apply the direction appropriately
- it is important that the balance is struck between the BMC providing informal training and not having MTE undermine peer to peer training provided through clubs
- the reason for a move to a skills-based approach is that research had shown the females and those from ethnic minorities are less likely to do training that requires them to sign up to a qualification, so MTE's thinking is to allow everyone access to high quality accredited training without having to sign up to a qualification

A guidance vote was taken which resulted in a unanimous vote for putting SK forward as the BMC's director on MTE.

It was agreed RM would look into a process for appointing such directors once he is in situ as Chair.

5.3.3 FS moved on to Mountain Training Cymru (MTC) and stated that they had stated they preferred to work not with the BMC Board, but with the Wales/Cymru Committee. There is no 'BMC director' but Matt Woodfield acted as the link between the BMC and MTC. FS raises this as a note of concern.

The meeting discussed this and noted the Wales/Cymru Committee had not reported to the Board for over a year and so a report is required. PS said a report is being prepared to come to the Board prior to the end of the year.

Decision / Action

The CoSec to put up on Teamwork the recommendation of approval of SK so that the Board could approve it or not.

RM to look into a process to be used for the appointment of 'BMC directors' on other boards.

**Decision / Action** 

5.3.4 FS then discussed the Partners' Assembly and noted that a survey on 'Your Movement Matters' had been carried out, co-funded by 8 partners. The Board needs to review and discuss any action points that arise from the survey at every level of the organisation.

She added that at a Partners' Assembly meeting, Guy Jarvis of MTE had said he wanted to set up a foundation to include people across the sector which would source and apply funding for those in diverse situations that wanted money for training, coaching courses etc. FS is concerned about this being a separate trust, with it being another organisation out there to manage. She therefore requested some funding be found for the Partnerships Manager to look at some seed funding which could be provided. She stated that the decision on whether to provide grants to various groups or not should sit with a BMC committee. She felt that for the BMC to be a sector leader in this it should not be just a member of another trust, but it should own this space.

It was then time to break for lunch so it was agreed the discussion on this would continue offline.

#### 5.4 LPT – new articles

5.4.1 This was not discussed due to time constraints, but it was noted that the documentation was on Teamwork for the Board to comment on.

## 6 CEO update, incl. risk register

This was not discussed due to the CEO's absence. It will be discussed at a later meeting.

# 7 Review of outstanding actions

This was not discussed due to the CEO's absence, it will be moved to a later meeting.

## 8 Finance update

#### 8.1 Q4 reforecast

It should be noted that the meeting was not quorate and was not recorded, the minutes below are based on notes provided to the CoSec by PD and RM.

The CFO joined the meeting as did Iain Dickinson (ID) and Tris Gibbons (TG) of the FAC. The CFO referred to the document 'Item 8.1\_Q3 9+3 Forecast for Board draft 171121' which had been uploaded to Teamwork. The meeting discussed the document and its contents were noted, the following points made:

• the reforecast projected a deficit of £98,000, which was £173,000 better than budgeted

Decision / Action

• the reforecast provided a much-improved base from which to predict the budget for 2022

#### 8.2 Budget 2022

8.2.1 The CFO presented the document 'Item 8.2\_BMC 2022 budget – Board report for 24Nov21 2.1' which had been uploaded to Teamwork. He explained the process followed to get to this point.

The report on the proposed budget (Budget) set out three tiers – bronze, silver and gold. The bronze tier was the 'bare minimum' budget, the silver tier included items the SMT considered most necessary or desirable to continue to drive the strategic aims and the gold tier was not recommended but included to show the process followed and to show the cost areas which had to be rejected or 'left behind' as being unaffordable in the current climate.

A long discussion ensued and the directors present asked various questions to the CFO and ID and TG. The following points were made:

- the FAC had met on 22 November and discussed the Budget
- the income projected for 2022 showed two significant increases from 2021 with 5,000 additional members
  getting the BMC back to more or less pre-pandemic membership levels and a bounce back in insurance
  income to 80% of 2019 levels, the FAC's view of this was:
  - o that 5,000 additional members was a risk as it was higher than any previous membership growth achieved by the BMC and a significant step up from current monthly membership increases so could only be justified in light of significant changes/improvements/investments in driving membership
  - proposed increase in insurance income was less risky and based on recent months might even be conservative (PMN – this meeting was held prior to any understanding of the risk the omicron variant may pose)
- the FAC had concerns about whether even the bronze budget with a deficit of £165k was sustainable and it had asked for a 4-year future projection to show how the BMC would recover from deficit into surplus
- the CFO provided the Board with a 4 year projection from 2022 to 2025 which projected on a bronze budget a £17k deficit in 2023, a £181k surplus in 2024 and a £405k surplus in 2025 ID noted the FAC had not had chance to review this projection, but said that assuming the projection holds up the view of the FAC was that a budget deficit in the order of the silver tier (£356k) on an overall income of ~£3.5m was imprudent.

ID and TG left the meeting and the meeting discussed the Budget further.

8.2.2 The meeting discussed the appropriate level of deficit with a view that somewhere between bronze and silver was appropriate and eventually agreed on a figure of £275k.

The meeting then went through the Budget on a line by line basis analysing the bronze, silver and gold tiers. This resulted in the meeting querying three items from the bronze tier, identifying a number of items in the silver tier that

they felt should only go ahead if Sport England funding was received and identifying a number of items in the gold budget that should be included and this resulted in a deficit of approx. £328k. The President and RM noted that the bronze and silver budgets did not appropriately and equitably support all four core activities and that specifically International Committee grants and Area Festivals needed to be within the silver budget.

The detail of the subsequent line by line changes to what was deleted and added to the proposed budget can be found in the document BMC 2022 Budget – Board Report Revised for 1312 v3 071221

The meeting then agreed some next steps:

- CFO to ask Alan Brown to rework the Budget to show a bronze+, this would need to resolve the queries on the bronze tier and swap items in and out from the various tiers
- CFO to get the finance team to run a four-year projection based on the bronze+ budget, it was noted this would be materially worse than the projections noted above as most of the additional spend was not expected generate a return
- a working group of the CFO, RM, PDa and FS to go through the bronze+ budget again and discuss with individual directors any changes i.e. items not added in that they had requested
- the budget arrived at following the above steps would then be brought back to the Board at a meeting on Monday 13 December to be signed off
- 8.2.3 It was also noted that Gavin Finch, the Chief Commercial Officer (CCO) was due to start on 6 December, and so he would be asked to prepare a marketing budget to be presented by the end of Q1 in 2022.
- 8.3 Insurance
- 8.3.1 This was not discussed due to the CEO's absence. It will be discussed at a later meeting.
- 9 Committee reports
- 9.1 Guidebook Committee

CS referred to the document 'Item 9.1\_Guidebooks\_Strategy' which had been uploaded to Teamwork. The meeting discussed the paper and it was agreed that a working group should be set up as outlined in the paper to set the future strategy for the BMC's involvement in guidebooks, and that a member of staff with a commercial view should also be on the group. The Chair will ask the CEO to nominate a suitable member of staff.

There is also an action for the Chair of the Board to introduce CS to Val Hennelly, the newly appointed chair of the publication sub-committee of the Climbers' Club.

**Decision / Action** 

Further budget to be prepared

Four-year projection to be run based on the new budget prepared

A working group be formed to discuss the new budget with individual directors

The final budget be signed off at a further meeting on 13 December

Working group to be established to set future strategy for BMC's involvement in guidebooks. Chair to ask the CEO to nominate a member of staff to sit on the working group.

Chair to introduce CS to Val Hennelly.

**Decision / Action** 

- 10 Board development and T&F Group findings to date
- 10.1 MH reported that the work on this had begun, and there was nothing to report at present.
- 11 AOB
- 11.1 The Chair said the CoSec had raised the question of whether there were to be any amendments to the articles of association proposed at the 2022 AGM. She needs to know as soon as possible so that she can draft the amendments and so that consultation forums can be held with members in advance of the AGM.

It was noted that there are some amendments being suggested and JW has the details.

JW to provide proposed amendments to CoSec.

11.2 The Chair noted that a question has been raised by Rab Carrington as to what happens if a committee recommends a candidate to be chair of that committee, having followed an open recruitment process, and the Board do not approve of the recommended candidate.

It was noted that if there are any concerns from the Board that the selection panel would choose a controversial candidate who would likely be rejected by the Board, these concerns should be expressed to the allocated director or portfolio director at the earliest opportunity, and prior to any formal proposal being made.

It was also stated that it is within the Board's rights to seek a re-run of a recruitment process if they reject the candidate that has been recommended by the Committee.

11.3 The meeting recorded a vote of thanks to PD as outgoing Chair.

## 12 Date and time of next meeting

Monday 13 December at 7pm - the CoSec would be asked to set this up upon her return from leave.

#### 13 Close of meeting

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

Item	Action	Involving	Target date
2.2	The incoming Chair and CoSec to discuss a schedule for Board meetings in 2022.	RM & LV	By 13.12.21
2.4	The Chair to amend the CEO performance criteria as discussed and for it to be implemented.	PD	By 01.12.21

# Redacted minutes, BMC Board of Directors, 24 November 2021

Item	Action	Involving	Target date
3.1	Memorandum of Understanding between the BMC and the ABC to be drafted and put before the Board for approval.	Tbc	By January 2022
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3.2	LB to prepare a feasibility study on a NICC and to report back to the Board before the end of Q1 (March 2022).	LB	By 18.03.22
3.2	RM to provide LB with headings/areas for the feasibility report.	RM	By 15.12.21
5.3.1	The CoSec to put up on Teamwork the recommendation of approval of MR as BMC director of MTT so that the Board could approve it or not.	LV	By 30.11.21
5.3.1	FS to read the reports MR had sent and let the directors know if the reports covered what they were supposed to so they could make an informed decision on Teamwork.	FS	By 02.12.21
5.3.2	The CoSec to put up on Teamwork the recommendation of approval of SK so that the Board could approve it or not.	LV	By 30.11.21
5.3.2	RM to look into a process to be used for the appointment of 'BMC directors' on other boards.	RM	Ongoing
8.2.2	Further budget to be prepared	PM	ASAP - by 10.12.21
8.2.2	Four-year projection to be run based on the new budget prepared	PM	ASAP - by 10.12.21
8.2.2	A working group be formed to discuss the new budget with individual directors	PM, PDa, RM, FS	ASAP
8.2.2	The final budget be signed off at a further meeting on 13 December	All	13.12.21
9.1	Working group to be established to set future strategy for BMC's involvement in guidebooks.	cs	By 15.01.22
9.1	Chair to ask the CEO to nominate a member of staff to sit on the working group.	PD	By 30.11.21
9.1	Chair to introduce CS to Val Hennelly.	PD	By 30.11.21
11.1	JW to provide proposed amendments to CoSec.	JW	By 13.12.21