

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 as a hybrid meeting using Zoom and a physical meeting at the BMC's Manchester office, on Saturday 26 November 2022 at 10am

Directors Present:	Roger Murray (RM)	Chair
	Flavia Alzetta (FA) **	Independent Director
	Paul Davies (PD)	CEO
	Neal Hockley (NH)	Nominated Director
	Martyn Hurn (MH)	Nominated Director
	Peter Salenieks (PS) **	Council Nominated Director (CND) left at the end of minute 8.4.1
	Fiona Sanders (FS) **	CND left at the end of minute 8.6.1
	Carl Spencer (CS)	CND
	John Willmott (JW)	Independent Director
	Caroline Worboys (CW) **	Senior Independent Director (SID)
In attendance:	Lucy Valerio (LV)	Company Secretary (CoSec)
	Joelie Chisholm (JC)	Chief Financial Officer (CFO)
	Kate Anwyl (KA)	HR & Office Manager and part of the Senior Management Team (SMT) for Items 3 and 4 only
	Iain Dickinson (ID)	Chair of the Finance & Audit Committee (FAC) for Items 7, 8.1 and 8.2 only

* denotes supporting paper(s) circulated prior to meeting

** joined the meeting virtually

Item	Topic and Main Aspects Considered	Decision / Action
1	Welcome, apologies & declaration of interests	
1.1	<p>The Chair reported that due notice of the meeting had been given. He noted that Andy Syme (AS) had given his apologies, he was in Turin representing the BMC at an IFSC meeting and had provided feedback to the Chair on a number of items, but the meeting was quorate and he therefore declared it open.</p> <p>The Chair welcomed JW to his first Board meeting and asked JW to say a few words to introduce himself.</p> <p>He then handed over to the SID.</p>	

1.2

Item	Topic and Main Aspects Considered	Decision / Action
	<div>[REDACTED]</div> <div>[REDACTED]</div>	<div>[REDACTED]</div> <div>[REDACTED]</div>
	<p>It was then noted that due to time frames, a holding note should be provided to the Association of British Climbing Walls (ABC) and National Indoor Climbing Award Scheme (NICAS) so that they were aware the agreements to be entered into with them in respect of Sport England funding had not been discussed at the meeting today.</p>	<p>Chair to provide a holding note to ABC and NICAS re the Sport England funding agreement.</p>
1.3	<p>The Chair then turned to conflicts of interest, he noted a good paper on this issue had been prepared by the CoSec and that he owed the CFO an apology, as the situation of a Board member having a child in the development squad was clearly a potential conflict of interest. CS declared this as a potential conflict and conflicts were declared by the CEO, CFO and CoSec as members of staff. There were no other conflicts of interest declared.</p> <p>He then outlined the shape of the meeting noting the most important item was number 7, the budget, and that ID would be attending for that agenda item.</p>	
2	Approval of previous meeting's minutes*	
2.1	<p>The Chair referred to the paper uploaded to Teamwork called 'Item 2_Board mins 26 Oct 2022 for approval'. It was noted there was a typo at 3.3 it should be 'difficulty', not 'difficult'.</p> <p>The Chair asked if the Board approved the minutes, the minutes were unanimously approved.</p> <p>The CoSec would amend the typo and provide a set of minutes for redaction to the Chair and CEO.</p>	<p>Board minutes from 26 October approved.</p> <p>CoSec to prepare set of minutes for redaction and send them to the Chair.</p>
3	Health & Safety Report*	
3.1	<p>The Chair then welcomed KA to the meeting.</p> <p>KA introduced herself to the meeting and said she was presenting this agenda item on behalf of the Health & Safety Group (HSG) as the chair of the HSG was unavailable and she was also a member of the HSG.</p> <p>KA referred to the HSG report which had been uploaded to Teamwork called 'Item 3_HSG Board update for 26 Nov 22'. She commented on this as follows:</p> <ul style="list-style-type: none">One of the purposes of the Online Events Approval System currently being reviewed, was to reduce risk	

Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none">• The mandatory training for staff was online and so it did not take too long to complete, it was a good programme using a variety of formats• It had been very useful to have the Chair and CEO join HSG meetings• The main request from the HSG was approval of the Lone Working Policy (the Policy)	
3.2	<p>The meeting discussed the report and the following points were raised:</p> <ul style="list-style-type: none">• The mandatory training provided was to be annually undertaken, in addition the platform used would ensure that any changes in the legislation would be picked up and the training material updated accordingly• The platform being used was for up to 100 staff, and up to 100 volunteers and the plan was that bespoke training could be uploaded for volunteers dependent on the role they were undertaking e.g. specific training provided for those volunteering on a crag clean up• The system had been chosen as it was recognised it was key to ensure volunteers were appropriately trained• It was proposed that staff were trained first, and then a programme of learning and development for volunteers could be set up• A suggestion that driving should be added to the training as this was often when a lot of accidents occurred and it was noted that there were a lot of staff and volunteers who would drive to events• KA and the CEO were reviewing which member of staff would have oversight for event approval so that necessary training could be given to support the role	
3.3	<p>The meeting then discussed the Policy, and noted:</p> <ul style="list-style-type: none">• There should be the equivalent of a route card – where a person is going, who with and the ability to register their safe return by leaving either a voicemail or email• The tone needed to be right, so that it was understood by those who were lone working that it was to safeguard them, so it should not be disproportionate or stop people wanting to volunteer for the BMC, or create a substantial amount of the work for the BMC to manage• There needed to be different levels of response dependent on the type of lone working being undertaken• Under the heading 'People and Their Duties and Responsibilities' it was written that the directors had a responsibility for knowing where employees and volunteers were during working hours, this should be that the directors were responsible for putting in place working practices and procedures, as it would be impossible for the directors to know where everyone was at a particular time• It was important that people could be able to call for help when they needed to – there were various apps which existed which could make a call on your behalf if you were not back by a certain time which assisted with the issue of having no phone signal	

The Chair noted there were some further comments on Teamwork and asked the CoSec to provide these to KA.

Item	Topic and Main Aspects Considered	Decision / Action
	<p>The Chair concluded the discussion and said that the Policy should be looked at again by the HSG and then provided to the Board for approval.</p> <p>It was agreed that the Board would look at, and if appropriate approve, a revised Policy ex-committee.</p> <p>He thanked the HSG for their work.</p>	<p>CoSec to provide comments on the Policy in Teamwork to KA.</p> <p>The Policy to be revised by HSG and returned to the Board for approval.</p>
4	Report on Staff Survey*	
4.1	<p>KA ran through a presentation on the staff survey results, and said that the full results were set out in the paper uploaded to Teamwork called 'Item 4_BMC Employee satisfaction survey report and findings 2022'. The main points to note were:</p> <ul style="list-style-type: none">• It was the 7th employee satisfaction survey (the Survey) and results were recorded anonymously• The target response rate was 80% and the actual response rate was 88.10% with 37 out of a possible 42 members of staff completing the Survey. It was not known why those 5 members did not complete the Survey or who they were.• 81.1% of employees stated they were either very satisfied or fairly satisfied in doing their day to day tasks and 94.6% of employees stated they felt very or fairly fulfilled in doing their job• This was a big improvement from 2021 which had just shy of 60% of employees stating they were satisfied• There had been a lot of change at the BMC and this should not be underestimated, particularly in a small organisation, there had been 19 new members of staff recruited in 2022 which was massive, with 6 resignations• 83.8% of employees strongly agreed and agreed with the statement 'I understand the values, purpose and strategic priorities of the BMC'• 86.5% of employees felt their job provided them with an opportunity to learn, this was the highest percentage recorded for this question• 86.4% of employees strongly agreed or agreed that their line managers kept in regular contact with them, 81% strongly agreed or agreed that they had confidence in the leadership skill and behaviours of their line manager and 67.6% strong agreed or agreed that their line manager evaluated their performance and provided feedback on a regular basis. These were the strongest results for this section of the Survey since the Survey began in 2016.• Pensions continued to be the most important benefit for employees and the pension provider was to be reviewed in 2023 to ensure the BMC and its employees were getting the best product• Other staff benefits had been suggested by staff in answering the Survey, including volunteer days, free BMC membership, birthdays off work, leasing an electric vehicle via salary sacrifice	

Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none">• 64.9% of employees strongly agreed and agreed that the BMC was committed to developing its people, this was a massive increase of 34.6% from the 2021 results. The new reward and recognition and development review process would help in this area• 89.2% of employees believed that hybrid working helped them to achieve their goals and 91.9% of employees believed it had made the BMC more effective overall• A new section for 2022 asked the staff if they saw a clear connection between their work and the purpose of the BMC, staff answered this by rating their connection on a scale from 1 to 10. Twelve members of staff ranked it 10 which was very positive• There were some projects for the future being looked at:<ul style="list-style-type: none">○ Exploring the work/life balance as this continued to record lower than desired results.○ Investigating staff workloads○ Examine the words used in answer to the question about what employees like least about working in their department as the two stand out words were 'challenging environment' and 'bureaucracy'○ Arranging a staff day away in Q1 2023 to celebrate 2022 success and showcase plans for 2023	
4.2	<p>The CEO noted in respect of the highest percentage recorded for learning and development great credit should be given to KA for pushing the Senior Leadership Team (SLT) to recognise this was needed and for her work in respect of implementing the new reward and recognition scheme.</p> <p>The meeting then discussed the Survey and raised the following:</p> <ul style="list-style-type: none">• The response rate was very good, it was usually around the 60% or 70% mark• [REDACTED]• Thought should be given as to how volunteers would feel about staff having free BMC membership, particularly those who give substantial amounts of their time to the BMC• Volunteer days was a good suggestion, although some directors were uncomfortable with this as many BMC volunteers had full time jobs and they did not get such days from their employers, the SLT would look at the impact of the suggestions on all stakeholders before making any decisions• The healthcare provided was reviewed annually, at the moment it did not provide staff with the ability to 'beat the queue' but set values of money they could reclaim for certain treatments such as a physio, the opticians and dentistry work• The sickness policy of the BMC needed to be reviewed, as at present employees only got 10 days fully paid before it was then statutory sick pay and it was felt this was almost unacceptable• Those members of staff who were struggling with the ongoing change were possibly a mix of both long serving members and newer ones	

Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none"> • The personal development system being implemented would mean that each member of staff would review their objectives and learning each quarter, it was designed to be an ongoing process as opposed to the previous annual appraisal • The ongoing conversations and also a system was being put in place so staff knew who to contact if they had concerns about their line managers would ensure that any concerns about line managers were being picked up • There would be something in writing each quarter, which may be as little as no change from the previous quarter, but the aim was for it to show progression akin to a 365-day appraisal and to avoid the situations in the past when employees only felt able to raise concerns in their annual appraisal • It would be interesting to see how this compared with other sporting organisations. Anonymised high level data was shared with UK Sport and Sport England and KA said she would liaise with her counterparts in other NGBs to see if she could find suitable comparisons. 	<p>KA to liaise with her counterparts in other NGBs to see how staff survey results compared.</p>
4.3	<p>The Chair thanked KA for her presentation and for all her work in respect of the new schemes and procedures being introduced.</p>	
5	<p>Hill Walking Strategy*</p>	
5.1	<p>The Chair referred to the document uploaded to Teamwork called 'Item 5_Hill Walking Strategy' (the Strategy) he noted that it had been previously been presented to Members' Council (Council) and they had been very happy to approve it subject to a couple of tweaks. The tweaks had been made and it was now presented to the Board. He thought it was a really good piece of work.</p> <p>The meeting then discussed the Strategy and the following points were raised:</p> <ul style="list-style-type: none"> • The work proposed in the Strategy had been budgeted for • The Strategy seemed to lack the 'how', not as in a full-blown implementation plan, but an understanding of how the objectives were to be achieved, so the piece in between a strategy and an implementation plan • The CEO had guided the author of the paper to deliver it at the high level it was at as he had not wanted a lot of work to be undertaken prior to Board approval, he therefore asked if instead of approving the Strategy, the Board would approve the direction of travel set out in the Strategy • There was an upcoming Hill Walking Group meeting and PS was happy to seek feedback from the group on the Strategy • The Strategy was a great example of staff and volunteers working together operationally and those involved had welcomed this • The Strategy should not refer to a 'safe environment to participate' as the hills and mountains were not necessarily safe environments and this was why the BMC had the participation statement, maybe this should refer to participants choosing to be as safe as they wanted to be 	

Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none"> It would be useful to see clear responsibilities in respect of safeguarding set out, particularly when there are lots of people participating at events, i.e. where does the BMC's responsibility lie and where does a club's responsibility lie. The CEO noted that the new Safeguarding Manager (Helen Murphy) was currently reviewing all the BMC's safeguarding policies and procedures to then be able to answer this question and provide clarity. 	
5.2	<p>The Chair wound up the discussion and noted that the Strategy itself required some further work, in particular around the wording to do with safeguarding and the missing piece of how the Strategy would be achieved.</p> <p>He asked if the Board approved the direction of travel of the Strategy, the Board unanimously approved this.</p> <p>The Chair suggested the Strategy be amended as discussed and brought back to the Board by Mariella Sullivan, the Hill-Walking & Volunteers Co-ordinator, and Rose-Gare Simmons, the Nationally Elected Councillor for hill walking, the authors of the Strategy, so that they could see the support it had within the Board.</p>	<p>The Strategy to be amended as discussed and for it to be brought back in front of the Board.</p> <p>CEO to inform Mariella Sullivan of this and for Mariella to liaise with Rose Gare-Simmons.</p>
8	Governance Matters	
8.4	Conflicts of Interest*	
8.4.1	<p>The Chair noted that there was some time before lunch and before ID was due to join so he proposed to deal with agenda items 8.4, 8.5 and 8.7 prior to lunch.</p> <p>The CoSec referred to the paper she had uploaded to Teamwork called 'Item 8.4_Conflicts of Interests' and asked the meeting if they had any questions.</p> <p>There was a brief discussion about conflicts and the types that might arise. The CoSec suggested that if a director ever had any doubt about whether something was a conflict or not they should declare it. It was not for individual directors to decide if there was a conflict or not, but the Chair to decide, as provided for in the articles of association (the Articles).</p> <p>It was agreed that the paper would be added to the Board induction Teamwork project as it was a useful guide to conflicts of interest.</p>	<p>CoSec to add paper to the Board Induction Teamwork project.</p>
8.5	Huts Group Chair role to be minuted	
8.5.1	<p>The Company Secretary reported that the Board had unanimously approved the Huts Group Chair role description via electronic form since the last Board meeting. It was an agenda item at this meeting to ensure it was minuted as a Board approved document.</p>	<p>Huts Group Chair role description approved.</p>

Item	Topic and Main Aspects Considered	Decision / Action
8.7	Update on Guidebooks	
8.7.1	<p>CS updated the Board on the progress of establishing a working group to set the future strategy of the BMC's involvement in guidebooks. He made the following points:</p> <ul style="list-style-type: none">• He had spoken to various people involved in guidebooks and formed the impression that they might not want to work with each other and each felt the BMC should align with how they wanted to work, therefore it was probably not going to be possible to set up a working group• In theory, how the future should look in respect of climbing routes i.e. the information in guidebooks, would be something like the IMDB website, where you can see all the different versions of the film made, if it had been a play, a book etc. so all the information is one place and it is controlled by one system• In climbing there were various different groups claiming various different copyright on the same crag i.e. one group would copyright a bouldering route, and another for a trad route.• There was the possibility of 3D guides being produced, but who would own the copyright to all the photos taken to produce it, and who would own the copyright to the route descriptions? <p>[REDACTED]</p>	
8.7.2	<p>The meeting discussed this and raised the following points:</p> <ul style="list-style-type: none">• There was a real opportunity here for the BMC• The data that was in existence was the data that was needed, it did not need to be enriched• Thought needed to be given as to how much the BMC would build itself, borrow or buy in• A strategic aim should be to ensure that whatever is made is something which adds value to being a BMC member• There was a need to ensure that the guidebooks in existence did not go out of print• It should be ensured that the database was future proofed, the idea that making sure that what the BMC comes up with is not Betamax when everyone else is using VHS.• There was lots of expertise out there and people who understood and could see where technology was heading, they would be able to help• It was important the BMC maintained control of the intellectual property it owned• The principle of four stages should be used:<ul style="list-style-type: none">○ decide what the database structure is○ test it – and decide how this is done i.e. internally or externally○ port the existing BMC assets into the new database○ commercialisation of the database	<p>CS and CW to discuss the database ideas and strategic aims offline.</p>

Item	Topic and Main Aspects Considered	Decision / Action
8.7.3	CS noted that as no working group could be formed, he would prepare a strategy to bring back to the Board for approval. It was felt that this should be fairly straightforward and so it was requested that this be dealt with ex-committee.	CS to prepare strategy on the database for guidebooks and to email this to the Board for comment/approval.
7	Budget 2023 and in year performance indicators*	
7.1	<p>The Chair welcome ID to the meeting and asked ID for his input and the FAC's position in respect of the proposed budget, which was set out in the document uploaded to Teamwork called 'Item 7_BMC budget 2023 (inc feedback)' (the Budget).</p> <p>ID made the following points:</p> <ul style="list-style-type: none">• It was one of the best budgets seen in terms of detail and the alignment with BMC strategy, this was largely due to the input of the CFO• The Budget was another deficit of £70k, which had an impact of the amount of reserves being used, but it was still in line with the reserves policy, but the deficit should not go beyond £70k.• The income showed the BMC was still largely dependent on membership subscription fees, this was also the most sensitive area and several scenarios had been made and information provided, it was in the Budget as a growth figure, but if the figures were not reached then course corrections would be applied• The ability of the BMC to respond was set out in a paper written by the CFO and the BMC would be monitoring finances monthly• The end of Q1 was felt to be a suitable first point to review as to whether any course corrections were needed in Q2-Q4• The FAC were particularly interested in GB Climbing (GBC) numbers, due to the overspend in 2022, but the CFO had told FAC she was confident they would not exceed budget in 2023• The FAC's point of view was that they knew a further deficit budget was needed to invest in the organisation• The FAC supported the Budget	
7.2	<p>The Chair then asked the CFO for her input and she made the following points:</p> <ul style="list-style-type: none">• Following the Board meeting of 26 October, various directors had provided feedback and the CFO had answered the questions they had, the wording in italics in the Budget was as a result of this feedback• A 5% cost of living salary increase had been assumed, together with an allowance of £40k in respect of the reward and recognition programme• The course corrections were a laundry list, they were not in any particular order and it was not just about the finances, but the size of the correction required and the environment at the time the correction was required. Some of the course corrections were so fundamental that they would need Board approval	

Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none"> The Membership Services Team (MST) would have monthly membership targets for the first time, and they would be reporting monthly on these. This had really energised the MST, particularly the MST Manager. It would be for the SLT to think about the incentivisation that would sit behind this work. 	
7.3	<p>The meeting discussed the points made so far and raised the following:</p> <ul style="list-style-type: none"> Included on the course corrections was the volunteer gala for 2023, it was proposed there would be a staff away day within Q1, yet course corrections would not be looked at until the end of Q1 and so the optics did not look good if staff did get an away day and then there was no volunteer gala The staff away day was intended to bring the staff together to review 2022 and to look at planned delivery in 2023 The Chair suggested that the 'what am I proud of' vignettes which the staff had prepared for the staff away days in June 2022 and which had been displayed in the meeting for Board members and Councillors to see should be shared more widely If membership figures dropped at the end of January, then some course corrections would kick in. The SLT would not wait until the end of Q1 before taking any action, but the end of Q1 was when any trends could be spotted It needed to be agreed which of the course corrections would require Board approval, it was agreed the SLT, together with FA and ID on behalf of FAC would meet to decide this If there was another pandemic, or similar situation then an emergency plan would be provided and the Budget would be totally reforecast 	<p>Course corrections which require Board approval to be decided and to come back at the February Board meeting.</p>
7.4	<p>The CFO then raised some further points:</p> <ul style="list-style-type: none"> The BMC was moving away from lots and lots of contractors doing small amounts of work, to having a small amount of employees doing the work, this was particularly true in relation to coaches and it meant that the BMC then had more influence and control over them in respect of standards and safeguarding etc. as they would be subject to employment contracts In respect of diversification of revenue, all projects were being looked at to see how they could be commercialised and what resources were needed to enable this. It might not be a single resource, it might be that some expertise was bought in. The Chief Commercial Officer (CCO) was working on this. There was a desire to liberate some of the CCO's time to focus on commercial and wider partnership relationships, particularly as there were upcoming significant sponsorship negotiations <p>This led to a discussion about sponsorship and the CCO's team, with the following noted:</p> <ul style="list-style-type: none"> Several years ago expertise around commercial sponsorship had been bought in and had not been very successful 	

Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none"> The CCO was the face of the BMC in the conversations with commercial sponsors and he was best placed to know what resources he needed to deliver There should be clear targets in place for the CCO so that if a target has not been reached by the end of Q1 then there should be a change of plan It was noted that the Budget included up to one full time equivalent of resource which would be added to the team in order to enable more delivery on the commercial partnership / sponsorship and the IT back end (architecture) and front end (website) It should be looked at if there was other resource within the marketing team which could assist the CCO The CCO was very experienced and capable and care should be taken not to disincentivise him, he has had to take the BMC from operating using techniques and systems from 1995 to 2022, taking away some of the challenges could be counter-productive It was agreed that KPIs were required in order to track progress on both bringing in commercial sponsorship and improving the relationships with the partners 	CEO to determine KPIs with CCO
7.5	<p>The CFO then talked about the areas of opportunity outlined in the Budget:</p> <ul style="list-style-type: none"> The areas included the non-Olympic disciplines of paraclimbing (para) ski mountaineering (ski mo) and ice climbing GBC had funds provided to it from UK Sport for Olympic disciplines only There was a huge opportunity as ski mo was to be in the 2026 Winter Olympics and there was ongoing lobbying for para to be included in the LA Paralympics in 2028 – if this also became an Olympic sport then there was likely to be the opportunity to secure further UK Sport funds In order for UK Sport funding to be secured, the BMC would need to demonstrate what it was already doing (including funding) and to also dedicate funds to para <p>This led to a discussion about funding with the following points made:</p> <ul style="list-style-type: none"> The Eagle Ski Club were unhappy with the BMC due to the insurance being expensive, and so they had switched their affiliation to Mountaineering Scotland instead, which meant all their members became members of Mountaineering Scotland and not the BMC Ideas were being looked at in respect of this, because in order to be considered to be part of any Olympic team then a participant would need to be a BMC member At present neither Mountaineering Scotland nor Sport Scotland had come to the table with any funding for ski mo 	
7.6	The CFO turned to another area of opportunity, Wales, and noted:	

Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none">There was extra investment in the Budget, in particular to increase the time of the Policy Officer Wales [REDACTED] from 3 days to 5 days a week7% of BMC members and 8% of BMC clubs were registered in Wales, however it was recognised that it was an important area for many members. Investment made needed to be proportionateThought was being given to 'removing the border' in some areas of work, e.g. the Access, Conservation & Environmental Sustainability department (ACES) would be looked at a lot more holistically as the work affected England and Wales.	

The meeting discussed this and raised the following points:

- The metrics set out in the Budget may not be the right ones to use in respect of proportionate investment as 20% of crags were in Wales and many members went there to climb
- It might be difficult to 'remove the border' in respect of certain policies because of the devolved nature of the Senedd Cymru, which might implement different policies to the UK Government
- Whether there was a need to dedicate a member of staff to running competitions in Wales. The CEO noted there was no budget for a dedicated individual and that anything developed in the Sport England workspace is then 'lent' across the BMC whether in England or Wales, indoors or outdoors

[REDACTED]

7.7 The CFO then moved on to the KPIs and the paper uploaded to Teamwork called 'Item 7_BMC suggested KPIs', she noted:

- That this was a thought piece, the suggestions made tried to match to the strategic goals set
- There were some gaps as it was still a work in progress and it would go to the FAC and then come back to the Board

The meeting discussed this with the following raised:

- Whether the proposed KPIs could be used to bring in performance related pay (PRP) and how ready the BMC was to deploy such a system.
- The work that was undertaken was complex, and if everyone did their jobs well then there would be an impact on membership numbers. The reward and recognition scheme was less about organisational KPIs at the moment
- PRP could be based on 50% individual targets and 50% organisational targets

Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none"> Care needed to be taken with KPIs as it could drive behaviour and the BMC did not want to drive unwanted behaviour A deficit budget which then looked to implement KPIs could result in a larger deficit if the KPIs were not met If the BMC went on to deliver a £150,000 surplus then the CEO and CFO would be keen to come back to the Board to seek some sort of reward for the staff The FAC had not yet seen the KPIs 	
7.8	<p>The Chair brought the discussion to a close and noted that the following should occur:</p> <ul style="list-style-type: none"> The Board should provide feedback to the CFO on the KPIs within the next two weeks, so that these could be revised before the end of 2022 The CFO should provide the KPIs to the FAC for them to review and feedback on <p>The Chair then asked the Board if they were happy to approve the Budget. The Budget was unanimously approved.</p>	<p>Directors to provide feedback on the KPIs to the CFO.</p> <p>CFO to provide the KPIs to FAC for them to feedback on.</p> <p>Budget for 2023 approved.</p>
8	Governance Matters	
8.1	BDO Audit Feedback – Finance*	
8.1.2	<p>The CFO referred to the paper uploaded to Teamwork called 'Item 8.1_BDO Finance Audit 2022' and made the following points:</p> <ul style="list-style-type: none"> It was a condition of UK Sport and Sport England funding that required the BMC to undergo a finance audit, it focused on governance and internal controls related to finance It had been a bit of a tick box exercise and the size of the organisation had not been taken into account despite being raised as a point by the CFO, it did however highlight several issues which were already known about The result was below standards, which was no surprise and was one of the reasons the CFO had been recruited 75% of the points raised would be dealt with by the implementation of the new finance system in 2023 The BMC had until 4 December to respond to the audit and to add proposed timeframes for the remediation of the issues found There were 12 areas of recommendation of which two were high priority She was asking BDO for more clarity re finance policy because it used the words 'process', 'practices', 'guidance' and 'policy' interchangeably and policies would need Board approval <p>The Chair asked ID for his thoughts on behalf of FAC, he said:</p>	

Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none">• It was not good to get a below standards, but it was really good the BMC now had this document as it could see what areas needed to be improved• The new finance system should assist with budget management• The FAC would hold the CFO to account in respect of delivery of the remediation and they would review these in January	CFO to send ID the management responses to the BDO audit for his comments.
8.1.3	<p>The meeting then discussed the paper and the audit and the following points were made:</p> <ul style="list-style-type: none">• There were no funding consequences for being below standards, the BMC was effectively on a 'naughty step' and needed to make improvements• The FAC should review progress against the time frames for remediation and the Chair asked that they report to the Board to let the Board know that the actions the BMC said they would take, were being taken• There was nothing in the audit which particularly worried the CFO, the next challenge was implementing the new financial system and educating the staff as to how this would work, as it was very much a 'computer says no' system and this would be new for many of the staff <p>The Chair brought the discussion to a close and noted that the CFO clearly had matters in hand.</p>	FAC to report back to the Board on the remediation actions.
8.2	FAC ToR*	
8.2.1	<p>ID referred to the paper uploaded to Teamwork called 'Item 8.2_FAC ToR 2022 v0.2' and made the following comments:</p> <ul style="list-style-type: none">• The ToR had been reformatted and updated to align with other committees' ToR• The main impact for the FAC was the reduction in members from 12 to 9 and term limits of three years, with a maximum of six years being introduced• The duties and responsibilities had not substantially changed, the FAC did not routinely look at internal controls, but that was no reason not to approve the ToR as it would be for the FAC to look at this in January and decide how they wanted to deal with this duty• It was important to note that as the CEO was no longer a member (although he could still attend) that the Board ensured it sent someone to attend FAC meetings, the Board's sole representative was FA but if she could not make meetings it was important someone else attended in her place	
8.2.2	<p>The meeting discussed the ToR and made the following points:</p> <ul style="list-style-type: none">• The discussion on risk management and FAC's involvement with this had started• The CFO was aiming for an FAC made up of 5 members	

Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none"> The direction of travel looked good, it was particularly good to know that risk management was being discussed Thought needed to be given to whether internal audit was required in respect of non-financial areas Assistance was being sought by the BMC from the UK and its Organisational Health in respect of funding in order to put in place a high-quality risk management system Whether a Council representative should have to step down from FAC if they were no longer on Council (as set out in clause 3.3) The ToR did not need to go to Council for their comments, it was a Board committee and so only Board approval was required The intention was to put in place a better risk management system in 2023 	FAC's ToR approved.
	The Chair asked the Board if they approved the ToR, one director abstained as they disagreed with clause 3.3, the rest of the Board, which was a majority, approved the ToR.	
8.3	AGM Date and Means 2023	
8.3.1	<p>The CFO asked the Board if they were happy for her to stay for the remainder of the meeting. The Board were happy.</p> <p>The CEO provided the following points regarding the 2023 AGM:</p> <ul style="list-style-type: none"> Two dates had been identified 10 June and 17 June The aim was to align the AGM with a festival, so that costs could be shared and to encourage engagement He was working with the CCO to find a suitable festival, once this had been identified then a final date could be decided He asked that the Board gave him authority to make the final decision as to which date the AGM was held <p>The Chair asked if the Board were happy for the CEO to make the final decision as to the date of the 2023 AGM. The Board unanimously approved this.</p>	AGM 2023 to be held on 10 or 17 June, with the CEO authorised to make the final decision.
8.3.2	<p>The meeting discussed this and raised the following points:</p> <ul style="list-style-type: none"> Whether the AGM could be held at Plas y Brenin (PyB), it was noted a group from Council had been tasked with looking at how to make the AGM more expansive, which was why the thinking was to ask the Areas if they could do something by way of a festival The ideal AGM would be a festival held at PyB, as this would help strengthen the links between the BMC and PyB If the AGM was gotten 'right' in 2023 then the format could be utilised in different locations in the future 	

Item	Topic and Main Aspects Considered	Decision / Action
8.3.3	<p>The meeting then discussed the means of the AGM, the CoSec made the following points:</p> <ul style="list-style-type: none"> • Electronic proxy voting would still need to be provided and she would get quotes for this from various voting providers • It was unlikely the BMC had the budget to hold a hybrid meeting as this would involve paying for the ability for members at the physical meeting and those participating online to vote • The AGM could be physical only, and still be broadcast to members, but they would not be able to vote online in real time, only watch the meeting <p>The meeting discussed the points raised and it was agreed that the AGM should be a physical meeting only and the CoSec should seek quotes from voting providers on that basis.</p>	<p>AGM 2023 to be a physical meeting only, with electronic proxy voting to be provided for those who could not attend in person.</p>
8.6	International Strategy Group*	
8.6.1	<p>The CoSec referred to the paper uploaded to Teamwork called 'Item 8.6_International Strategy Group' and noted the following:</p> <ul style="list-style-type: none"> • It had been proposed a new committee be set up to look at the BMC's role on the international stage – the International Strategy Group (ISG) • The Board needed to decide if this was to be either a 'standard' Board committee or a 'specialist' committee – as this impacted on how the chair of the ISG would be appointed, if it was a 'standard' committee then the ISG could appoint one of its members to be chair, if it was a 'specialist' committee then the chair would need to be recruited using an open recruitment process and with Council and Board having input into the role description and Board approval required for the recommended candidate • The classification between 'standard' and 'specialist' was an internal classification which had some useful applications throughout the BMC • Proposed ToR were attached to the paper, and these would require some tweaks in respect of how a chair would be appointed dependent on the decision made by the Board as to the ISG's classification 	
8.6.2	<p>The meeting discussed the paper and the following points were raised:</p> <ul style="list-style-type: none"> • This was an important committee as it was to represent the interests of BMC members and participants in BMC activities at an international level, it should therefore be a 'standard' committee, it was very similar to the Wales Committee • The existing International Committee had a different purpose which was to look at grants for international expeditions • There were a lot of committees and it created additional work for the staff, a longer-term project could be undertaken to review the structure of the committees and see if some of them could be working groups 	

Item	Topic and Main Aspects Considered	Decision / Action
	<p>which then did not need ToR requiring Board approval e.g. there could be a Sport & Community Development committee which had a member from huts, clubs, volunteers, hill walking etc. sat on it and if they then needed to seek out further expertise or views they could do so by setting up advisory groups which would not need ToR that required Board approval</p> <ul style="list-style-type: none"> • The workload of volunteers was high and this created a barrier to improving the diversity of the BMC within its governance structure • The Chair needed to update the portfolios allocated to the directors, particularly now NH and JW were in position • A new strategic plan was required from 2025 so perhaps that was the perfect opportunity to review the committee structure • The revised Code for Sports Governance included a requirement for a People Plan – this was focused on the workforce i.e. staff and volunteers, and was to help organisations ensure that they had the right people with the right skills in the right place in order to achieve their strategic goals and objectives • Some directors' experience was that Board committees were chaired by the Board member that sat on them, so although the President was well placed to be chair of the ISG it could also be another director <p>The Chair noted the discussion had digressed, and asked if the Board approved the ISG being a 'standard' committee. The Board unanimously approved this.</p>	
8.6.3	<p>The meeting then looked at the proposed ToR attached to the paper, there were a couple of highlighted areas which would be amended now it was known it was a 'standard' committee. It was noted that the President was ideally placed to be the chair, but he also had a high workload and so it could also be another director. The meeting discussed this and it was agreed that the ISG should decide who would be their chair.</p> <p>The CoSec requested that the ISG be given the authority to amend the ToR only in respect of how their chair was appointed without the ToR having to come back to the Board for approval.</p> <p>The Board agreed with this and approved the ToR.</p>	<p>The ISG be classified as a 'standard' Board committee.</p> <p>ISG's ToR approved, and the ISG given the authority to amend them if necessary regarding the appointment of its chair.</p>
9	AOB	
9.1	GBC Selection Policies*	
9.1.1	<p>The Chair then moved to AOB and he referred to the paper uploaded to Teamwork called 'Item AOB_BMC Board paper – GB Climbing Selection policies' which was requesting the following:</p> <ol style="list-style-type: none"> 1) The Board delegate authority to the Competition Climbing Performance Group (CCPG) to approve and ratify the Selection Policies for GB Climbing's 2023 Junior and Senior Team IFSC – Speed, Boulder, Lead and Combined (the Policies) at its meeting on 8 December 2022 	

Item	Topic and Main Aspects Considered	Decision / Action
	<p>2) The Board consider and decide on the potential conflict of interest of the Board member with the performance portfolio, as it relates to the approval and ratification of the Policies, and propose an alternative Board member attend the CCPG meeting if the Board felt this was necessary</p> <p>The Chair noted that there was little to no experience on the Board in relation to high performance sport and understanding of the Policies, he then handed over to the CEO.</p>	
9.1.2	<p>The CEO explained why the authority was being sought. Board and CCPG meetings had unfortunately not been aligned this year and the Policies needed to be in place by the end of the year so that athletes knew how they were expected to be selected for the teams, this meant that this year the delegated authority for CCPG to approve and ratify the Policies was being sought, it was understood that ideally the Policies should be approved by the Board.</p> <p>The meeting discussed selection generally and it was noted that:</p> <ul style="list-style-type: none">• A selection panel decides who goes into the teams, and they apply the Policies to the selection decisions• There had been lessons learnt from the process in 2022 and athletes and parents had been consulted in relation to the Policies• There would be some performances from 2022 taken into account and some from 2023. Because of the consultation athletes have had sight of the proposed Policies and so have been aware of which competitions from 2022 were being used towards selection <p>The Board unanimously approved the request for CCPG to approve and ratify the Policies.</p> <p>It was then requested that the CCPG should report back to the Board on how the Policies had been implemented, it was noted that the Board member that sat on CCPG had the responsibility to report back to the Board and say that the Policies had been followed.</p>	<p>CCPG to approve and ratify the Policies.</p>
9.1.3	<p>The meeting then discussed the second issue and it was agreed that at the CCPG meeting on 8 December, CS should not be present when the Policies were discussed, this followed the practice set out in the Articles if a Board member had a conflict. It was noted that the President had offered to attend in CS's place.</p> <p>The Board agreed that this was the appropriate action to take due to CS's conflict of interest in the Policies.</p>	<p>CS to be absent from the CCPG meeting when they were discussing the Policies and the President to step in for him.</p>
9.2	General AOB	
9.2.1	<p>The CFO reported that the BMC had put in a number of bids to the UK Sport Organisational Health Fund, this was to help UK Sport spot any trends regarding business needs amongst NGBs.</p>	

Item	Topic and Main Aspects Considered	Decision / Action
9.2.2	<p>The CoSec referred to the email she had sent to all Board members regarding the new expenses form, she stated the following:</p> <ul style="list-style-type: none"> • It contained more information about journeys made and this was to assist the BMC with its reporting requirements under the UN Climate Change Framework, this also meant that separate forms had to be completed for each event a Board member attended • Board members should send the form to the email on the form, and not to a staff member, as the staff member just forwarded the email • It would be very helpful for budgeting purposes if Board members could put expense claims in within 2 weeks of an event 	
9.2.3	<p>The CoSec then raised the issue of safeguarding training. She reported that Helen Murphy had found that the Child Protection Support Unit could provide strategic safeguarding training for boards, free of charge. It could be done virtually, on an evening, and it was about 2.5 hours in length.</p> <p>The CoSec said she would send round a doodle poll for availability in January and it would be really good if as many directors as possible attended the training as this was an important area.</p>	CoSec to find most suitable date for Board safeguarding training.
8.8	CCPG Review Update	
8.8.1	<p>The Chair reported that the CCPG review would be dealt with at the Board meeting in February. He said there was an interim report which would be shared separately. It was not pleasant reading for the Board because it was about failures within both Board and CCPG.</p> <p>It was possible it could also be discussed at the meeting taking place next week, but he did not want to discuss it any further today.</p>	
10	Date and time of next meeting	
	<p>The Chair said the date of the next meeting was Thursday 9 February 2023, with a start time of 6.30pm. He noted there was the offer of a deep dive in the afternoon regarding a review of the work undertaken by various departments within the BMC.</p> <p>The CoSec said she would send a placeholder to all Board members for this deep dive.</p>	CoSec to send placeholder to the Board for the afternoon of 9 February.

Item **Topic and Main Aspects Considered**
11 **Close of meeting**

Decision / Action

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

Item	Action	Involving	Target date
1.2	Chair to provide a holding note to ABC and NICAS re the Sport England funding agreement	RM	28.11.22
2.1	CoSec to prepare set of minutes for redaction and send them to the Chair.	LV	28.11.22
3.3	CoSec to provide comments on the Policy in Teamwork to KA.	LV	28.11.22
3.3	The Policy to be revised by HSG and returned to the Board for approval.	KA/HSG	Ongoing
4.2	KA to liaise with her counterparts in other NGBs to see how staff survey results compared.	KA	Ongoing
5.2	The Strategy to be amended as discussed and for it to be brought back in front of the Board. CEO to inform Mariella Sullivan of this.	PD	30.11.22
8.4.1	CoSec to add paper to the Board Induction Teamwork project.	LV	28.11.22
8.7.2	CS and CW to discuss the database and strategic aims ideas offline.	CS, CW	Ongoing
8.7.3	CS to prepare strategy on the database for guidebooks and to email this to the Board for comment/approval.	CS	Ongoing
7.3	Course corrections which require Board approval to be decided to come back at the February Board meeting	SLT, FA, ID	20.01.22
7.4	CEO to determine KPIs with CCO	PD	20.01.22
7.8	Directors to provide feedback on the KPIs to the CFO.	All	09.12.22
7.8	CFO to provide the KPIs to FAC for them to feedback on.	JC	28.11.22
8.1.2	CFO to send ID the management responses to the BDO audit for his comments.	JC	28.11.22
8.1.3	FAC to report back to the Board on the remediation actions.	ID	Ongoing
9.2.3	CoSec to find most suitable date for Board safeguarding training.	LV	15.12.22
10	CoSec to send placeholder to the Board for the afternoon of 9 February.	LV	30.11.22