

BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held by way of Zoom on Wednesday 26 January 2022 at 7pm

Directors Present:	Roger Murray (RM)	Chair
	Paul Davies (PDa)	CEO
	Jonny Dry (JD)	Nominated Director
	Di Hopper (DH)**	Independent Director
	Peter Salenieks (PS)	Council Nominated Director (CND)
	Fiona Sanders (FS)	CND
	Carl Spencer (CS)	CND
	Andy Syme (AS)	President
In attendance:	Lucy Valerio (LV)	Company Secretary (CoSec)
	Iain Dickinson (ID)***	Chair of the Finance & Audit Committee (FAC Chair)
	Neal Hockley (NH)****	Chair of the Wales Committee (Cymru Chair)

* denotes supporting paper(s) circulated prior to meeting

** left at the end of minute 3.2

*** was present for minutes 4 and 3

**** was present for minute 5

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 Martyn Hurn (MH), Flavia Alzetta (FA), Caroline Worboys (CW) and Jonathan White (JW) had given their apologies, but that the meeting was quorate, he therefore declared it open. He noted as DH was the only Independent Director in attendance that the agenda would be run in a different order to ensure the meeting was quorate for the decisions to be taken, as she had to leave at 8.30pm. Conflicts of interest were declared by the CEO and CoSec as members of staff.	
6	Governance Matters	
6.1	Article amendments and date of AGM*	
6.1.1	The CoSec referred to the paper 'Item 6.1_articles and AGM 2022' which had been uploaded to Teamwork. She noted that feedback from members had shown a preference to hold the AGM on a weekday evening, and that there	

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	<p>had not been sufficient preference shown for any one of the available dates, being Tuesday 17 May, Wednesday 18 May and Thursday 19 May.</p> <p>The meeting discussed the possible dates and following the discussion unanimously agreed that the AGM should be held on Wednesday 18 May at a time of 7-9pm.</p>	2022 AGM to be held on Wednesday 18 May at 7-9pm.
6.1.2	<p>The CoSec then referred to the proposed amendments to the articles of association, she explained the following:</p> <ul style="list-style-type: none">• some amendments had arisen as a result of the Clubs 2.0 strategy in particular on the definition of a club• she had thoroughly reviewed the articles and spotted some amendments required as a result of the changes made in 2021• the revised Code for Sports Governance (the Code) meant that some changes were required• the President had some amendments to make to the Area articles <p>She noted that she was awaiting the proposed amended wording to the articles on Clubs, and for Sport England's comments on the proposed changes.</p>	
6.1.3	<p>She continued that it would be beneficial to ensure the members were involved in the amendments and that they had the chance to comment on them prior to them going to the AGM. This involved holding open forums which had worked well last year, but they were labour intensive and had at most 37 attendees. She had therefore set out two options and asked the Board for guidance as to their preference.</p> <p>Option 1 involved holding two open forums with a task and finish group set up in the intervening period, Option 2 had one open forum with any amendments discussed at that and then managed by the CoSec and the President, with the final proposed amendments going to members via the website/email in advance of notice of the AGM being sent out.</p> <p>The meeting discussed the options and noted that the risk was if you went with Option 2 and that resulted in the need for a task and finish group, there would not be enough time.</p> <p>It was therefore agreed that option 1 should be followed, but it could switch to option 2 after the first open forum if it became apparent a task and finish group was not needed.</p> <p>It was then suggested that the first part of the open forum could be used as a way of introducing the new Chair, and new senior members of staff to the members. It was agreed the CoSec would find a suitable date and liaise with those necessary to organise the open forum</p>	<p>Open Forum to be held on the article amendments during the second half of February.</p> <p>CoSec to send doodle poll to the Board, Gavin Finch and Lorraine Brown to find most suitable date for open forum.</p>

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6.2	Nominated Director positions AGM 2022*	
6.2.1	<p>The CoSec referred to the paper 'Item 6.2_Nominated Directors AGM 2022' which had been uploaded to Teamwork. She noted two of the Nominated Directors' first terms expired at this year's AGM, JD and JW. She added that the Governance Working Group report (GWG) had recommended that even if a Nominated Director was willing to continue that all positions secured at an AGM election should be subject to a further AGM election prior to any second term. She therefore believed that there were two Nominated Director positions to be filled at the AGM.</p> <p>It was noted that the articles provided that any director willing to stand for a second term could do so if the Nominations Committee (NomCom) support this and the appointment is then ratified at an AGM. The CoSec said that the articles are silent on if the name should be on a ballot paper, and therefore this was not prohibited.</p> <p>The question was asked if the intentions of JD and JW were known. JD responded that he was not seeking a second term. It was agreed that a conversation should be had with JW to confirm his intentions.</p> <p>The Board agreed that based on the recommendations in the GWG report, that there were two Nominated Director positions.</p>	<p>Chair to speak to JW re Nominated Director</p>
6.2.2	<p>The meeting then discussed the route which should be used to fill the vacancies, together with the issue of cultural fit. It was felt that the first step should be that NomCom meet to review and amend the skills matrix, so that it was a more useful tool and took into account cultural fit. The Board would then need to complete the revised matrix, so that an informed decision could be made as to the most appropriate way to fill the vacancies i.e. either through nominations from the membership, or by seeking candidates from a particular stakeholder group.</p> <p>The CoSec noted that there were deadlines if the members were to nominate candidates, as such nominations had to be received 45 clear days before the AGM, as provided for in the articles.</p>	<p>There were two Nominated Director positions to fill at the AGM.</p> <p>NomCom to review the skills matrix and amend it as necessary for the Board to complete so that then a decision can be made as to the most appropriate route to use in respect of the Nominated Director positions.</p> <p>CoSec to set up NomCom meeting.</p>
6.3	ESG Chair*	
6.3.1	<p>The Chair referred to the paper 'Item 6.3_ESG Chair Board paper to be submitted to Board' which had been uploaded to Teamwork. He noted the reason for the paper was that the Equity Steering Group (ESG) had recommended a candidate to the Board for approval as ESG Chair.</p> <p>He set out the proposed way forward which was:</p> <ul style="list-style-type: none"> a new more powerful Equity, Diversity and Inclusion (EDI) Strategy was to be developed, not least in response to the Code, together with an associated intervention – implementation programme JD was to lead the development of these, and act as interim chair of ESG 	

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	<ul style="list-style-type: none">• upon Board approval of the new EDI strategy the ESG chair role was advertised for, as the new strategy may well mean different skills are sought from this position• the Chair speaks to the candidate recommended by ESG to the Board to let them know the proposal and that they therefore would not be appointed ESG Chair	
6.3.2	<p>The meeting discussed the proposal and agreed that it was a sensible and appropriate way forward. It was noted that the impact of the EDI strategy should be as wide as possible, and that no boundaries should be set on the ESG. The primary role of the ESG should be to embed EDI within the BMC so that it becomes an integral part of the organisational culture and structure.</p> <p>The CoSec noted that the Code referred to a Diversity and Inclusion Action Plan, which she felt the ESG should be involved in and should form part of the EDI strategy. She agreed to send JD details of this.</p>	<p>The Chair's proposal re the ESG Chair was approved.</p> <p>CoSec to email JD with details of EDI provisions in the Code.</p>
6.4	<p>Remuneration Committee (RemCom)</p> <p>The Chair reported that there was a need to convene a RemCom meeting as part of the proposal to recruit a new Chief Financial Officer (CFO) (see item 4 below), and that amendments were needed to its terms of reference, as he proposed that the members of RemCom were himself, JW, DH and Rosi Yule (RY). RY was not a director but she had been a director and was a member of the Finance & Audit Committee (FAC) and when she was a director, she had sat on RemCom. He also proposed that secretariat support be provided by Kate Anwyl, particularly as she would be able to provide HR experience.</p> <p>He asked for the Board to confirm they were happy with RY sitting on RemCom. The Board agreed that RY's experience and comments would be very useful on RemCom.</p> <p>There was some discussion about whether JW should sit on RemCom if his term as a director was to expire at the AGM, but the Chair felt his experience and history in chairing RemCom in 2021 was invaluable.</p>	<p>RemCom to be convened and to include RY.</p>
4	<p>Recruitment of new CFO*</p>	
4.1	<p>The FAC Chair joined the meeting and the Chair asked him to provide details of the FAC's views on the hiring of a new CFO. He reported that the FAC had reviewed the paper uploaded to Teamwork called 'Item 4_recruitment of new CFO' which had been prepared by the CEO, the FAC Chair, RY and FA. The FAC were in unanimous agreement that the BMC should hire a full time CFO.</p> <p>He added the following points:</p> <p>[REDACTED]</p>	

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	<p>he felt a candidate could be sourced before June, [REDACTED]</p> <ul style="list-style-type: none">that the candidates should be qualified accountants and have the skills required at a strategic level	
4.2	<p>The meeting discussed the paper and the following opinions/ideas were noted:</p> <ul style="list-style-type: none">that it should be highly desirable that candidates are passionate about climbing/mountaineeringthat this was not as important as ensuring the candidates had the skills being soughtwhether offering a 4-day week or a 9-day fortnight might attract more candidatesthat EDI needs to be considered and whether the ESG or DH could look over the phrasing in the role description to ensure it did not contain language which might prevent those from less represented groups within the BMC from applyingthought had not been given to using a recruitment agency at this stage, any fees would likely be 15-18% of base salary, and only paid on placementthere was no immediate rush and so at first recruitment could be run normally and if that did not yield any suitable candidates, then thought could be given to using a recruitment firmit was important to ensure that the BMC was fishing in the right pool of candidates and if it was to run the recruitment process normally, it should be more proactive, particularly on LinkedInthat for the right person, with a passion for the outdoors and the work that the BMC does, this was an attractive offer, the BMC was not in the same arena as larger companies [REDACTED]the skill set was key so that the successful candidate could help support the Chief Operating Officer (COO) to enable the BMC to make good business decisions on sound financial basisnot for profit experience would be essentialthere was a discussion to be had about the job title, as it was a substantial post which would play a role in other aspects of organisational leadership, there were elements of the role proposed which were akin to a Financial Director and others akin to a CFO	
4.3	<p>The Chair brought the discussion to a close and asked the Board if they agreed that a new CFO should be recruited. There was unanimous support for this, provided that:</p> <ul style="list-style-type: none">further thought should be given to the number of days per week the role required e.g. a 9-day fortnightthe role description should be reviewed from an EDI perspective	A new CFO should be recruited
3	Report from FAC	
3.1	<p>The FAC Chair referred to the document 'Item 3_report from the FAC' which had been uploaded to Teamwork. He reported that:</p>	

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	<ul style="list-style-type: none">the FAC met quarterly to support the Boardthe Chair wanted to improve visibility between the FAC and the Boardthe FAC had reviewed Q4 results and noted areas of risk for 2022 included:<ul style="list-style-type: none">membership income remained subduedtravel insurance income was uncertainno furlough grant incomespecialist program activities cancelled in 2021 were likely to go ahead in 2022 which may reduce the ability to manage overspendGB Climbing cost and income grew substantially over budgetthere was confidence in the Senior Management Team (SMT) to control costsif the Sport England bid was successful then the FAC would want a deep dive to understand the impact on BMC finance over the next 4 yearsthere could be improvements made to the speed with which financial information was available and the FAC would work with the CEO and [REDACTED], the Financial Controller, on thisthe FAC agreed on the reappointment of Hurst Accounts Limited as auditors and were proposing a further 2-year appointmenta review was being undertaken on ethical banking as requested by the Climate Change Group	
3.2	<p>The meeting discussed the FAC Chair's report and the following points were raised:</p> <ul style="list-style-type: none">a decent financial system is required to aid the budget processthe CEO explained the variances in GB Climbing in both income and expenditure being the result of having not included the then unconfirmed grant from UK Sport in the 2021 budget. The grant was subsequently confirmed and profiled into the budget mid-year, but both income and expenditure were seen as large variances compared to the original budget.reforecasting quarterly is good financial practice <p>The Chair thanked the FAC Chair for his time and his report.</p>	
5	Strategy and Planning	
5.1	Wales Committee Update	
5.1.1	<p>The Cymru Chair joined the meeting, he referred to the report he had prepared which had been uploaded to Teamwork 'Item 5_Wales Committee Update'. He gave a short summary:</p> <ul style="list-style-type: none">option 2, that the Wales Committee became permanent and option 4, a limited member-controlled company nested within the BMC was set up, were the two options being considered by the Wales Committee	

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	<ul style="list-style-type: none">• option 4 would mean that members of the new limited company (referred to herein as BMC Cymru for ease of reference) would also be members of the BMC, so there would be some members who were members of both companies• option 4 would most likely unlock some funding from Sport Wales and more importantly result in the BMC in having a voice and influence on Welsh policy• the financial benefits of option 4 were not huge, but the time involved, both staff and volunteers would be substantial and it was not overly clear at this stage how it would fit into the BMC's governance structure• the Wales Committee was keeping an open mind and were not at the stage where they had a definitive proposal to hang their hat on	
5.1.2	<p>A question and answer discussion then followed, resulting in the following queries and answers:</p> <p>Q: Whether the fact that BMC Cymru would have its own board would mean that the possibility of complete split from the BMC was more likely in the future if e.g. the board of BMC Cymru and the BMC Board had disagreements on strategic issues, and if BMC Cymru would need to have its own Members' Council?</p> <p>A: These were questions that needed further work along with how would the Council work, would it have BMC Cymru representatives on it, how would the voting work if an England only issue was being voted on etc. The big issue of how it would be decided what was an England only and what was a Wales only matter and what was a two nations issue required much more work.</p> <p>Q: How it would be perceived by those members of the BMC who could only vote at a BMC AGM, when BMC Cymru members could vote at both BMC Cymru AGM and a BMC AGM?</p> <p>A: As above this required more thought.</p> <p>Q: Whether it would help if the Chair, CEO and President had more of a presence in Wales.</p> <p>A: This might help in some areas. The image problem is that the Senedd sees the BMC, which is a company based in Manchester, and so they are cautious about being influenced/lobbied by what they view as an English organisation. The Senedd wanted to know, at a political level, what Welsh voters want.</p>	
5.1.3	<p>Q: Was there any estimate as to the amount of money Sport Wales might provide?</p> <p>A: Mountain Training Cymru received £20,000 so it was likely to be in the region of that, which was a sum of money that could be raised in other ways.</p> <p>Q: It was difficult to see how a separate company could be created when the BMC has a neutral voice.</p>	

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	<p>A: This was not insurmountable, it was more a question of weighing up if it was desirable/worth it. The problem was that a cost benefit analysis was not really possible as a number of the benefits were intangible.</p> <p>Q: It would be difficult to persuade those members of BMC only that all this was worth it.</p> <p>A: There was a very convincing case to do something, as the pandemic had shown that the BMC was not even at the table, the Senedd went to one of our Welsh clubs to ask for its opinion and not the BMC, even though the club was a BMC affiliated club. The BMC needed to move with the devolution times, having a strong voice in Wales would mean more influence on access to the crags and mountains that all BMC members want to use and enjoy.</p>	
5.1.4	<p>Q: Had thought been given by the BMC as to how to raise Wales' profile over and above what is done at present?</p> <p>A: Some departments did give thought to Wales, such as access & conservation, but in other aspects of the BMC Wales had less of a voice and thought needed to be given about how to solve that, perhaps some internal lobbying was required.</p> <p>Q: Who were the BMC's competitors in Wales?</p> <p>A: The Ramblers had made great inroads in Wales, and it would be difficult to replicate their success. The biggest competitor in terms of a voice being heard on tourism concerns and access was the Farmers' Union of Wales.</p> <p>Q: What resources would the Wales Committee wish for within an extended Option 2?</p> <p>A: For part of the website to be dedicated to Wales and for there to be a language toggle between English and Welsh. For Eben Muse to be full time, for Elfyn's replacement to also be full time. For there to be some sort of Wales badging, so that if BMC documentation was in a wall in Wales it did not just have the BMC logo on it, but something that made it clear it was for Wales.</p>	
5.1.5	<p>The Chair brought the discussion to a close and it was noted that continuing to implement option 2 did not preclude work continuing on how option 4 would work.</p> <p>It was agreed that the Wales Committee would continue to look at the work involved in option 4 and that it would report back to the Board after the AGM.</p>	<p>Wales Committee to continue with option 2 whilst researching option 4 further and report back to the Board after the AGM.</p>
7	Draft MoU with funded partners	
7.1	<p>The CEO referred to the paper 'Item 7_Draft MoU with funded partners' which had been uploaded to Teamwork. He noted that the document was a long way off completion, but provided a good framework for discussions with the Funded Partners. He made the following points:</p>	

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	<ul style="list-style-type: none"> the BMC was trying to deliver, in partnership with its Funded Partners, an eco- system that created the right conditions for participation in indoor climbing. there were a number of parties the BMC had to work in tandem with, for it to be a complete system. This was unlike other NGBs which would have e.g. a Training Department, but due to the way the BMC had historically evolved this was overseen by Mountain Training. the money provided by Sport England is targeted and will be required to deliver against specific objectives. So the BMC and the Funded Partners will be contracted to deliver against the agreed objectives using the allocated funds. <p>[REDACTED]</p> <ul style="list-style-type: none"> he would prefer a contract to be entered into with the Funded Partners with delivery made against clear KPIs [REDACTED] The bid document must be submitted by February 18 with an expectation of the agreed objectives and funding being announced before April. The bid is seen by Sport England as the NGB's bid, and any money awarded will go to the BMC to then be distributed to the Funded Partners. 	
7.2	<p>The meeting briefly discussed the paper and in particular ABC and the CEO stated that the BMC needs to build relationships with the owners and operators of walls.</p> <p>It was also noted that the Specialist Committees should have input into the bid document in respect of delivery.</p> <p>The Chair brought the discussion to a close and the CEO stated he had enough feedback to progress the MoU.</p>	
2	Feedback on Chair and CEO discussions*	
2.1	Chair – feedback on discussions with directors	
2.1.1	<p>Due to time constraints and the fact a number of directors were not in attendance, the Chair reported that the slides for his presentation had been uploaded to Teamwork, and he invited Board members to email him with comments. He said the culture change part for the BMC was very important, and he had had a very good conversation with DH the previous evening all about this. He added that not everything could be a priority, but this did not mean that matters which were not a priority would be shelved, just that it would take longer to complete those pieces of work.</p>	Board to email the Chair comments on his presentation.
2.2	CEO – feedback on priorities for 2022	
2.2.1	<p>The CEO gave a presentation on the priorities for 2022, which had also been uploaded to Teamwork. The main points to note were:</p>	

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	<ul style="list-style-type: none">the priorities were to work on what would make the boat go faster, what would create a better future for climbers, hill walkers and mountaineers.the gold medal was 100,000 engaged members by the end of 2024. The path to this needed to be defined, including milestones and methods to achieve these. Low hanging fruit where rapid progress could be made should be prioritised.the force multiplier is to link together the work of all the staff, volunteers and partners. The BMC needed to get to the sweet spot where staff and volunteers fed into the budget and strategic plan. An important part of this is reconnection across the BMC.anything the BMC does had to be lined up one of the three questions: how does this create a better future for climbers, hill walkers and mountaineers? How does it contribute to achieving 100,000 engaged members? How does it link together the work of all the staff, volunteers and partners to support the above?was the work proportionate and was it within an area the Board wanted the BMC to operate in strategically?the BMC could only do what it could do, so if the best place for the delivery of a particular project was e.g. Mountain Training, then the resources should go there.	
2.2.2	<p>The meeting discussed this briefly and the following points were raised:</p> <ul style="list-style-type: none">it was really important that it was 100,000 engaged members.it would be good to have an answer to the question of what is meant by an engaged member.partnerships would be important in delivering on the strategy and being a sector leader, it would be very useful to have a stakeholder mapsector leadership did not mean the BMC had to do everything itself, but that it had to work to see that everything was done	Stakeholder map to be prepared
	<p>The Chair rounded the discussion off by asking directors to email the CEO any comments they had on the presentation.</p>	Board to email comments on the CEO's presentation to the CEO.
8	Review of outstanding actions	
8.1	<p>The Chair reported that agenda item 8.2 would be added to the agenda of the February Board meeting. He said that the current system of approving documents by silence was not working and that a discussion had to be had as to how the matters put on Teamwork should be dealt with.</p> <p>There was a brief discussion in which the issue of Board priorities was raised and thought needed to be given to what the Board wanted to deal with and the time allocated to such matters.</p>	CoSec to ensure Item 8.2 was added to the February meeting agenda.
9	Date and time of next meeting	
	<p>The Chair reported that the date of the next meeting was Tuesday 22 February at 7pm, it was a virtual meeting.</p>	

Item Topic and Main Aspects Considered**Decision / Action****10 AOB**

10.1 There was no AOB.

11 Close of meeting

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

Item	Action	Involving	Target date
6.1.3	CoSec to send doodle poll to the Board, Gavin Finch and Lorraine Brown to find most suitable date for open forum.	LV	28.01.22
6.1.3	Open forum to be organised for members to discuss the proposed article amendments.	LV	05.02.22
6.2.1	Chair to speak to JW re Nominated Director	RM	28.02.22
6.2.2	CoSec to set up NomCom meeting	LV	28.01.22
6.3.2	CoSec to email JD with details of EDI provisions in the Code	LV	27.01.22
6.4	RemCom to be convened and to include RY.	RM	10.02.22
2.1.1	Board to email the Chair comments on his presentation	All	15.02.22
2.2.2	Stakeholder map to be prepared		
2.2.2	Board to email comments on the CEO's presentation to the CEO.	All	15.02.22
8	CoSec to ensure Item 8.2 was added to the February meeting agenda.	LV	15.02.22