

BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held by way of in person at the BMC office and by Zoom on Tuesday 5 April 2022 at 10am

Directors Present:	Roger Murray (RM)	Chair
	Paul Davies (PD)	CEO
	Martyn Hurn (MH)	Nominated Director
	Peter Salenieks (PS)	Council Nominated Director (CND)
	Fiona Sanders (FS)**	CND
	Carl Spencer (CS)	CND
	Andy Syme (AS)	President
	Jonathan White (JW)	Nominated Director
	Caroline Worboys (CW)***	Senior Independent Director (SID)

In attendance:	Lucy Valerio (LV)	Company Secretary (CoSec)
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* denotes supporting paper(s) circulated prior to meeting

** joined virtually

*** left at the end of minute 9

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) and Jonny Dry (JD) had given their apologies and that Di Hopper (DH) was running late, but that the meeting was quorate, he therefore declared it open. He noted that FS had joined the meeting virtually. Conflicts of interest were declared by the CEO and CoSec as members of staff. The Chair stated that the agenda had been updated further following the email he sent late on Sunday 3 April, and that the item on the National Indoor Centre would be pushed to the next meeting, previous item 11 had been moved to Item 2A and previous Item 2 was now 2B. He added that as DH had messaged to state she was only available until 1pm that the item on the Remuneration Committee would be moved to follow the approval of AGM documents.	
2A	Approval of documents and actions outside of board meetings	
2A.1	The Chair apologised for lack of a formal paper, but referred to the email he had sent to the Board on Sunday 3 April. He noted the following:	

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	<ul style="list-style-type: none">the current system of achieving Board decisions in between meetings did not workthere were times when urgent decisions had to be taken, and the Campbell Tickell report had highlighted that there needed to be a process put in place to address thisBoard minutes and simple documents should continue with the current system via Teamworkmajor documents (e.g. Annual Report) and urgent substantive decisions should be decided by an 'Interim Business Committee', to comprise of the Chair, CEO, President, a CND and an Independent Directorsuch a committee would have delegated authority from the Board	
2A.2	<p>The meeting discussed this with the following points made:</p> <ul style="list-style-type: none">all Board members should be invited to any meetings of the committee, the minimum required to agree documents/make decisions should be the five positions noted abovesecretariat support would be needed so that decisions were correctly recorded, this should be provided by the CoSecthe committee should be for urgent/substantive decisions only and any such decisions made should then be referred to at the following Board meeting <p>The meeting agreed to establish the Interim Business Committee.</p>	<p>Interim Business Committee to be established for urgent/substantive decisions only.</p>
2B	AGM – Approval of Documents	
2B.1	Accounts and Directors' Report – and authorisation of signatories*	
2B.1.1	<p>Iain Dickinson (ID), chair of the Finance and Audit Committee (FAC) joined the meeting virtually to discuss the audited accounts for the year end 31 December 2021 which included the directors' report (the Accounts). The Accounts, together with a report from Hurst Accountants Limited (Hurst) had been uploaded to Teamwork.</p> <p>ID noted the following:</p> <ul style="list-style-type: none">this was the second year Hurst had audited the Accounts, the FAC were unanimous that the report was of high quality and they were very impressed with HurstFAC had met on Monday 28 March to discuss the Accountsthe audit was another clean audit, Hurst would try and find things to report on, but they had not found anything significant, which was a great outcome for Alan Brown (AB) as Financial Controllerhe was not aware of any reason why the Board would not approve the Accounts, and the Letter of Representation (p.65 of Hurst's report)	
2B.1.2	<p>The meeting asked ID the following:</p>	

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	<p>Q: At p.1 point 1.3 of the report Hurst's had stated that confirmation of the recoverability of trade debtors was incomplete, had this now been dealt with?</p> <p>A: Yes, AB had provided an update and there was no doubt about the judgement of recoverability of the debtors and a substantial amount had been recovered so this was not a material issue. ID added Hurst would not update their report, but could provide an email so there is a record of this from Hurst to the Board (<i>PMN: £2,000 has been received against year-end balances since the date of Hurst's report</i>)</p> <p>Q: At p.8 point 5 there was a recommendation to review income and expenditure, what was the FAC's response to this?</p> <p>A: ID said this was reference to the fact that the corporate tax return calculations contained some estimates, with the outcome that there is no tax liability by some distance. Using accurate calculations would have no benefit as for tax liability purposes the BMC was a mutual trade organisation. Therefore, no action was required as a result of the recommendation.</p> <p>Q: If the HMRC issue previously discussed had been resolved and whether directors wanted to close the issue or take a view.</p> <p>A: ID noted he was conflicted but said there was uncertainty around whether there was any liability or not and any amount would not be material. He added Hurst had not raised any concerns.</p>	
2B.1.3	<p>The meeting discussed the Accounts and the points made above and the following was noted:</p> <ul style="list-style-type: none">it was agreed that the HMRC issue was now closedthe director authorised to sign the Accounts should be either the CEO, the Chair or the director who holds the portfolio for finance which was FAFA had not attended the FAC meeting and it was noted that if an Allocated Director cannot make a committee meeting then they should seek to send another director in their place, it was important to ensure a Director attended Board committee meetings <p>The Board then voted on whether to approve the Accounts (including the Directors' Report):</p> <p>For: 9 Against: 0</p> <p>The Board then voted on whether to authorise the CEO to sign the Letter of Representation on behalf of the Board:</p> <p>For: 9 Against: 0</p>	<p>The HMRC issue was now closed.</p> <p>If Allocated Director's cannot attend meetings of committees they are on, they should ensure another director attends the meeting instead.</p>

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	<p>The Board then voted on whether to authorise any of the CEO, the Chair or FA to sign the Accounts (including the Directors' Report) on behalf of the Board:</p> <p>For: 9 Against: 0</p> <p>The Board therefore resolved that:</p> <ul style="list-style-type: none">the Accounts, which included the Directors' Report, be and are approvedthe CEO be and is hereby authorised to sign the Letter of Representation on behalf of the Boardthe CEO, Chair and FA be and are hereby authorised to sign the Accounts on behalf of the Board	<p>Accounts approved; CEO authorised to sign Letter of Representation; CEO, Chair and FA authorised to sign Accounts.</p> <p>Signed Accounts to be provided to the CoSec asap for the AGM voting website.</p>
2B.2	Annual Report*	
2B.2.1	<p>The CEO referred to the document 'Item 2.2_Annual Report 2021' which had been uploaded to Teamwork and he asked if the Board had any comments. The following was raised:</p> <ul style="list-style-type: none">the paragraph on page 11 about the annual inflation-linked subs increase should be deletedthe Chair was proposing to reference sector leadership and organisational development in his report, setting out his perspective on this. It was agreed the section on this at page 12 would be amended once the Chair's report was finalised so that the two sections of the report complemented each otherthere should be a story throughout the report, with reference to the strengthening of partnerships and to Your Movement Mattersit was text-heavy and it would be good to amend the way some information is presentedit should be used as an opportunity to be more specific about the BMC's achievementsit would be good to show growth recovery membership figures	
2B.2.2	<p>The Chair said that upon receipt of comments the next phase was to prepare a further draft for approval. The CoSec set out the timelines involved:</p> <ul style="list-style-type: none">all documents for the AGM to be approved by 19 AprilAnnual report to be sent to the designer by 20 April at latest so they can send it back to the CoSec by 26 Aprilvoting website is then tested – voting website is set to contain the notice of AGM and all supporting documentscodes allowing members to access the voting website are emailed to them (or posted if new members since Summit was delivered in February) and we have no email address for them on 29 April	<p>Board to provide comments to the CEO asap on the annual report (in particular JW and PS).</p>

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	<p>The Chair stated any comments should therefore be provided to the CEO within the next 24/48 hours and that the Interim Business Committee should meet prior to Thursday 14 April in order to approve/finalise the report.</p> <p>It was agreed that the Interim Business Committee would meet at 7pm on Thursday 14 April to approve/finalise the annual report.</p>	<p>Interim Business Committee to meet on Thursday 14 April at 7pm.</p>
2B.3	Annual Governance Statement*	
2B.3.1	<p>The CoSec referred to the document uploaded to Teamwork called 'Item 2.3_Annual Governance Statement 2022'. She noted the following:</p> <ul style="list-style-type: none">the document was not voted on by members at the AGM, but provided to them for information as it is a requirement of the Code for Sports Governance (the Code)the statement's time period is from last year's AGM to this year'sshe had received FS's comments and would look at those when further comments submittedshe sought the Board's authority for the statement to be finalised by the Chair and herself <p>The meeting agreed that the document could be finalised by the Chair and the CoSec, but that it should go to the Interim Business Committee meeting on 14 April for approval.</p>	<p>Board to provide comments to the CoSec asap so further draft prepared prior to 14 April meeting.</p> <p>RM and LV to finalise Annual Governance Statement prior to 14 April.</p>
2B.4	Objects of Articles – or Growth Policy*	
2B.4.1	<p>The President referred to the paper uploaded to Teamwork called 'Item 2.4_Article Changes on Participation'. He noted the following:</p> <ul style="list-style-type: none">there were two sets of amendments proposed to the articles of association (Articles) at this year's AGM – various general changes and two new objects – the principles of which were to promote the benefits of mountaineering and to encourage those interested in mountaineering (particularly underrepresented groups) to participate and develop their skills and knowledge. The two new objects had not been presented to the Open Forum attendees until the day the forum was held.those who attended the Open Forum on 2 March expressed agreement with the general amendments being proposed, and the two new objects, however they were concerned with the lack of consultation on the changes to the objects and felt those should not go to this year's AGM.the President had taken this feedback and proposed a way forward which was for the Ethos and Ethics Task and Finish Group to review the principles and intent of the proposed object changes and to a) propose updates to BMC policies on participation, and b) if necessary recommend changes to the Articles for 2023 to support the policy	

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	<ul style="list-style-type: none">in the interim, and as a result of the Open Forum it was proposed the following was added to the Articles as object 4.13 “encourage and promote membership of the BMC to Mountaineers and those interested in Mountaineering” at this year’s AGMhe asked the Board to support the proposals	
2B.4.2	<p>The meeting discussed this and the following opinions were voiced:</p> <ul style="list-style-type: none">new object 4.13 was not necessary as the BMC was a membership organisation so it would be odd if it did not have the ability to seek new membersit was not a controversial change and words similar to proposed object 4.13 have been around for the last 45 years, so there was no need to rush adding this in, it could wait until next year’s AGMthe message should be wider, the BMC should be encouraging those who do not participate in BMC activities to try themthe intent was to encourage those who already participate in BMC activities to be a part of the BMC, there was a risk of upsetting people if the message was wider without proper consultation having taken placethe intent could be added to the right BMC policy instead of going in the Articles, although this could mean some members would state we had not consulted with them at all but just changed a policy. When there was a change to the Articles members needed to be consultedthere was often different interpretations of the same text and the current policies had created problems for the BMC e.g. Get Climbing which was to encourage people to climb as part of the Olympics but there were questions whether the Articles allowed the BMC to spend money on this, climbing walls are not interested in the BMC because they do not see it as working to increase participation rates and walls want to do this as they are commercial businesses. There was a need to get climbing walls onside and inside the BMC’s broad church.the intent should be to look at what the BMC needs in order to get where it wants to be, not to look at how this has been dealt with historicallyadding object 4.13 was a way to add clarity that the BMC wants those who participate in BMC activities to be part of the BMCobject 4.13 could also be viewed as a way of limiting what the BMC can do, it might have the opposite effect of what is trying to be achieved	
2B.4.3	<p>The President asked if the Board supported the Ethos and Ethics Task and Finish Group reviewing the principles of the two new objects as they were not going to go to this year’s AGM.</p>	

The Board unanimously approved this.

The Chair then took a vote on whether the wording above proposed for object 4.13 should be added to the Articles at this year’s AGM:

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For: 5	Against: 3	Abstain: 1
2B.4.4	<p>It was agreed that the following steps would be taken:</p> <ul style="list-style-type: none"> the President would prepare an email to send to all those who attended the Open Forum and all those on the governance mailing list, telling them what was being proposed in respect of the amendments to the objects within the Articles at this year's AGM two resolutions would be put to this year's AGM regarding amendments to the Articles, one would be to adopt new articles with all the changes in it except the addition of object 4.13, the other would be to add object 4.13 to the amended Articles A further Open Forum would be held to discuss object 4.13 prior to notice of the AGM being sent out, suggested date of Thursday 21 April – details of this would be added to the President's email (<i>PMN this will be on 20 April as there are Area meetings on 21 April</i>) 	<p>President to prepare an email to send to members interested in governance about proposed object 4.13, provide to CoSec for distribution.</p> <p>CoSec to set up an Open Forum on Thursday 21 April at 7pm</p>
2B.5	AGM Notice – Resolutions and Elections*	
2B.5.1	<p>The CoSec referred to the paper uploaded to Teamwork called 'Item 2.5_AGM notice and agenda'. The meeting discussed the requests contained therein:</p> <p><u>Agenda</u></p> <p>The meeting felt that thought should be given as to who would present the financial information to the members. It was suggested ID could report on the Accounts, and maybe FA could report on what the numbers mean for the business. It was agreed that the agenda could be finalised by the Chair, CEO, President and CoSec and this included deciding who should present the financial information.</p> <p><u>Closing time for voting at the AGM</u></p> <p>The meeting agreed that voting should close 15 minutes after the end of the AGM. The CoSec said she would ask UK Engage to make sure this was after the close of the AGM in case it overran a little, as opposed to being closed at 9.15pm.</p>	<p>Chair, CEO, President and CoSec to finalise AGM agenda.</p>
2B.5.2	<u>What it means to appoint the AGM Chair a discretionary proxy</u>	<p>CoSec to inform UK Engage voting to close 15 mins after the close of the AGM.</p>
	<p>The CoSec reiterated to the Board that no votes are cast until the day of the AGM. This means that if a member appoints a proxy, that proxy must attend the AGM, or their vote does not count. This is why so many members choose to appoint the AGM Chair as their proxy, as that person, whoever it is, will be at the AGM.</p>	

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	<p>Members can direct their proxy how to vote, or let their proxy use their discretion. At last year's AGM we told the members what it would mean if they gifted the AGM Chair a discretionary proxy i.e. how the AGM Chair would use such a vote.</p> <p>The meeting discussed doing this again this year and the following points were raised:</p> <ul style="list-style-type: none">• a key message to get to all members appointing a proxy was they should tell someone if they have appointed them a proxy so that proxy knows they must attend the AGM• AS was not bound by any precedent set by last year• there were no contested elections being held this year• the President would let the CoSec know what his intentions were• if AS was unable to make the AGM and therefore someone else was appointed AGM Chair, they would not be bound by how AS was going to vote, this should be made clear to members	<p>President to let CoSec know how he intends to use discretionary proxy votes.</p>
	<p><u>Alternate AGM Chair</u></p> <p>It was noted that AS did not have any conflicts of interest or loyalty in respect of the candidates standing for election at this year's AGM so no alternate AGM Chair was required.</p> <p><u>Articles resolutions</u></p> <p>This had already been discussed at item 2.4 above, there would be two resolutions put to the members in respect of the amendments to the Articles.</p>	<p>CoSec to prepare two resolutions for amendments to the Articles.</p>
2B.5.3	<p>The meeting then discussed the position regarding the Nominated Director vacancies. The CoSec stated the following:</p> <ul style="list-style-type: none">• two vacancies had been advertised, one application had been received – this was for the focus on business acumen/insurance. The position for a Nominated Director with a focus on Wales was therefore unfilled.• this meant if an incumbent was seeking a second term, the Articles would kick in and Nominations Committee (NomCom) would need to meet to review the situation and decide if based on all information available to them they would support the incumbent for a second term, if so then their name would go on the ballot paper to be elected at the AGM, the vote would be for, against, abstain• the Articles also allowed the co-option of Nominated Directors, and such co-option would be until the next AGM	

The following points were raised:

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	<ul style="list-style-type: none">neither incumbents were seeking a second termit was possible to ask a group of stakeholders to put forward a candidatethe Cymru Committee should be asked if they knew of anyone that could be co-opted into the role, although care needed to be taken that any proposed candidates were Welsh unioniststhe alternative was to broaden the role description and state the BMC tried to get someone with an understanding of Welsh devolvment but it had not worked so other ways would be looked at to build stronger relationships with WalesNomCom should be asked to review the role description again and to broaden itdiversity was a problem on the Board and so this should be considered in respect of any co-optionat a later date an understanding was needed as to why only one person appliedthe Chair should speak to Neal Hockley (chair of Cymru Committee) to let him know no-one applied for the focus on Wales positionthe portfolios of the incumbents would need to be passed on and so thought should be given to the portfolios of JD and JW when NomCom reviewed the role description. <p>As a result of the discussion it was agreed that:</p> <ul style="list-style-type: none">the Wales vacancy should be filled by co-optionNomCom should review the role description to broaden it and take into account director portfoliosthe Chair should speak to Neal Hockley	<p>Chair to speak to Neal Hockley re Nominated Director re Wales position</p> <p>Nominated Director (Wales) vacancy to be filled by co-option.</p>
3	President's update from Council	
3.1	<p>The Chair noted that DH had still not joined the meeting and therefore the Remuneration Committee item would be discussed later. He said he had introduced this item as an agenda item to try and cut down on the number of AOB items, it was an experiment and so feedback would be welcomed from the Board as to whether it should continue or not.</p> <p>The President updated the Board on the following:</p> <p><u>Councillor positions at the AGM</u></p> <p>The two candidates who had applied to be Councillors were currently co-opted into those positions and so they were known to Council. They were Stuart Holmes for the Nationally Elected Councillor to represent indoor climbers and Oli Lewis for the Constituency Councillor to represent Mountain Training. There had been no applications for a Constituency Councillor to represent clubs.</p>	

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	<u>Vision Events</u> <p>These had been very good and at the July Board meeting a paper will come to the Board setting out what Council wants to take forward and to ask for funding. The paper will also set out what has come out of these events. The CEO requested this information was also shared with staff.</p> <u>Volunteer Gala</u> <p>This was being held the weekend of 7/8 October. It was proposed that on the Sunday the review of specialist committees takes place, and that the presentations be open to anyone to attend. There may then be a further closed session to discuss what committees can and cannot have in the following year. This could be done by zoom on a different day as the Board would need to approve any funding requested.</p>	
3.2	<u>CND Development</u> <p>FS was doing a lot of work on CND development pipelines which was very positive.</p> <u>Complaints and Discipline</u> <p>Council were working on an update of the volunteer Code of Conduct which would set out a complaints/discipline procedure. The CoSec noted she was working on a Bowls England Disciplinary Working Group which was looking at revising their complaint procedure, something which the CoSec was then hoping to use for the BMC. This would not be available for some time though.</p> <u>Council meeting on 14 May</u> <p>The President really wanted this to take place face to face and in Wales, but Plas y Brenin was not available and it was proving difficult to find a venue. It may be that the event goes over budget. It was suggested that the President speaks to Neal Hockley to see if he has any local knowledge about possible venues, in particular Bangor University.</p>	President to speak to Neal Hockley re venue for Council meeting on 14 May.
4	Marketing plan and impact on budget, incl. membership strategy	
4.1	GF joined the meeting and gave a presentation on Marcomms and Growth Planning. The key points made were: <u>SWOT Analysis of the BMC from his 3 months in post</u> <ul style="list-style-type: none">• Strengths: existing membership base, existing e-commerce, internal expertise, heritage and latent brand, editorial and content, campaigning	



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	<ul style="list-style-type: none"> • He added the BMC put out a lot of content compared to the size of the organisation • Weaknesses: fractured identity, internal stability, lack of clear priorities, numerous activities, resource and capacity, limited income mix • Opportunities: growing participation numbers across disciplines/activities, facilities and access, Olympic sport status, content deliver, new team and structure • Threats: continued Olympic status, governance and operations, facilities and access, systems and process, mixed stakeholder landscape • He added a strategic marketing plan was needed to define objectives and establish a strategy to achieve those, while keeping marketing priorities in mind and remaining aligned to the BMC's objectives. • He explained an approach based on 'build (infrastructure)' – 'reach' (making stakeholders visible) – 'embed' (engaged members) 	
4.2	<p data-bbox="165 587 315 611"><u>Information</u></p> <ul style="list-style-type: none"> • E-commerce performance showed a conversion rate of 1.87% in 2022, 1% was a good conversion rate • Reach and opportunity showed 1.04m website users in 12 months, 250,000 database records, 79,800 active members, social media 312,000 and a loyal core of 17,000 • Membership retention analysis of the last 10 years showed average members retention was 6.1years and total average spend (shop, insurance and membership) was £359.36 (which equated to a low churn rate) • This information would help the BMC work out how much it was willing to invest in order to bring new members on board • Lapsed membership insight – showed the first year was key to retaining members <p data-bbox="165 963 421 987"><u>Marketing priorities</u></p> <ul style="list-style-type: none"> • Support BMC objectives, commercial and non-revenue – to include short-term marketing response of objectives and KPIs and long-term brand building • This would mean not always being reactive, but putting in place what the BMC wants in order to retain members – this would take time • Customer focus, planning agility and ways of working and using marketing technology 	
4.3	<p data-bbox="165 1241 383 1265"><u>Customer focus</u></p> <ul style="list-style-type: none"> • It was important to look at what the BMC wanted to measure and to develop the channel mix in respect of owned, earned and paid channels • To use a content considerations and playbook – the playbook needed to reflect the output, the example given had various subjects on the outer circle (youth, equity, diversity, inclusivity (YEDI) & barriers, 	

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	<p>seasonality, mental health, gender, novice/expert, conservation, gender) and the four areas of activity in the centre.</p> <ul style="list-style-type: none"> Content would then be decided by ensuring it covered one of the activities, and one of the subjects from the outer circle Content example provided an article on why join a club <p><u>Membership and Insurance</u></p> <ul style="list-style-type: none"> Ideas for acquisition and retention of members and a roadmap for developing membership proposition set out Work being undertaken to collect and analyse existing data and to work out membership volume projections based on type of member so decisions could be taken about areas to target Looking at under-18s and NICAS, the possibility of a no fee membership as an acquisition tool Lots of potential in respect of indoor climbing clubs, large numbers of participants but they are not BMC members PJ Hayman predicted travel insurance would return to 100% of 2019 by mid-2022, but growth beyond 2019 figures was not seen until 2024 Work ongoing into insurance price comparison to understand where the BMC was in the market place, the BMC was aiming for a competitive price, it was a specialist service and so quality was also important, not just price New insurance landing pages had been created to target specific groups such as BASI course participants and marathon des sables athletes. Work had been undertaken on insurance profit/commission projections through to 2025 <p><u>Planning and ways of working</u></p> <ul style="list-style-type: none"> MarComms team under capacity at present Priority plan had been developed with four key campaigns identified, one for each quarter Work had started on the cloud migration and IT strategy Three key work areas from an IT perspective – business services, office productivity services and customer/volunteer-facing systems <p>GF noted that due to the time constraints not all areas in his presentation could be discussed, he offered to hold a deep dive for those Board members interested in looking at this further.</p>	<p>GF to return to Board on a more regular basis.</p>

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5 5.1	Governance Matters Review of CCPG 2 years on	
5.1.1	<p>CS referred to the paper uploaded to Teamwork called 'Item 6.1_CCPG Review ToR 05 April 2022'. He noted the following:</p> <ul style="list-style-type: none"> • there had been a mandate when CCPG was set up to review it after two years • Covid had resulted in serious disruption to competition climbing • the paper set out proposed terms of reference for a CCPG Review Group • thought should be given to the role of the Association of British Climbing Walls (ABC) on CCPG • Paul Dewhurst had agreed to chair the group and CS had reached out to other people to would be interested in joining the group <p>The meeting discussed the paper and noted the following:</p> <ul style="list-style-type: none"> • this group would look at what had worked well and what not so well in respect of CCPG, it was not to review the structure of GB Climbing but to review the form and function of CCPG • it was agreed that the review would not re-open whether or not GB Climbing was an internal department or an independent entity. • there was a lack of knowledge of high performance in the not for profit sector on the CCPG, this should be addressed • the CEO could ask UK Sport to find a chair for the review group if the Board felt this was a good idea 	
5.1.2	<p>The meeting approved the review of the CCPG and the Chair stated that this was sufficiently important that the review should take a fast and light approach and report back to the Board as soon as it was able.</p> <p>The meeting also agreed for CS to continue to recruit members to the review group.</p>	<p>CCPG Review Group approved and membership of the group to be finalised by CS.</p>
5.2	CCPG ToR*	
5.2.1	<p>It was agreed that as the CCPG was to be reviewed, it would not be appropriate for it to have new terms of reference and so these would be revisited after the CCPG review.</p>	
5.3	CCPG – new chair approval*	
5.3.1	<p>CS referred to the paper 'Item 6.3_CCPG Chair approval' which had been uploaded to Teamwork. He added that the candidate recommended, Joelle Chisholm, was robust and had strong financial knowledge which was invaluable.</p>	

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	The Board unanimously approved CCPG's recommended candidate.	Joelie Chisholm approved as new CCPG chair.
5.4	International Mountaineering Committee (IMC)	
5.4.1	<p>The President provided some background information about the IMC and noted the following:</p> <ul style="list-style-type: none">• he wanted to look at the way the IMC grants are allocated, that they are not just for going to hard, high, remote, well-known mountains, but should be allocated for developmental reasons e.g. a climber wanting to go to X to see how good they are, or to try something new out• he also did not want to cut off the top end of grants, which meant the £10,000 would not stretch as far, and this should be reviewed• symposiums should also be looked at as being provided by the IMC to provide support for people going on expeditions and providing them with good practice, the BMC should organise and fund these• staff support would be required• IMC would need new terms of reference <p>The meeting discussed this:</p> <ul style="list-style-type: none">• the symposiums were a great idea, in the past they had been run entirely by volunteers and had been cost neutral, so how they were run in the past should be looked at• the CoSec should send Nick Colton the proposed template for committee terms of reference so that he could prepare new ones	CoSec to provide Nick Colton with 'template' terms of reference
9	Remuneration Committee (RemCom) Update	
9.1	[REDACTED]	
9.2	[REDACTED]	
	[REDACTED]	
	[REDACTED]	
	[REDACTED]	
	[REDACTED]	
	[REDACTED]	

Item	Topic and Main Aspects Considered	Decision / Action
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I	[REDACTED]	
I	[REDACTED]	
I	[REDACTED]	
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I	[REDACTED]	
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9.3	[REDACTED]	
	[REDACTED]	

Item	Topic and Main Aspects Considered	Decision / Action
		
		
8	BMC/Organisation Development – Organisation Review Group (ORG) NB from this point onwards the meeting was not quorate as there was no Independent Director in attendance.	
8.1	<p>The Chair reported that at the last Board meeting a request had been made for a review as to where the BMC was up to in implementing the ORG recommendations, he had also reviewed the Campbell Tickell report prepared last year. He felt there was a lot of overlap between the two documents and that there had been a lot of progress, noting that the ORG was a 5-year program of which 4 years had elapsed.</p> <p>FS referred to the papers uploaded to Teamwork 'Item 9_ORG report final' and 'Item 9_Final March22 ORG index of completion'. She noted the following:</p> <ul style="list-style-type: none">• the status of the ORG recommendations should be agreed, if Board members had a different view to the one in the paper they should contact FS• the document is to track progress and to be used as a tool to push the Chair, CEO and President if recommendations are not being advanced	
8.2	<p>FS then made some specific comments on the recommendations in her paper and generally:</p> <ul style="list-style-type: none">• 1 – ORG recommendations are still relevant to the BMC today• 7 – she asked the CEO to review the ORG recommendations as well as allocate work to staff and senior volunteers• 8 to 11 – these are to ensure there is a complete culture that overarches everything the BMC does. The CEO noted that recommendation 9 needed to be resourced accordingly to make sure it did not fall through the cracks• a plan needs to be drawn up that sets out where we are now, where we want to be and how do we get there• the plan needs to be driven by the Chair, CEO and President and it is for the SLT to work out how to integrate business as usual into this plan.	

Item	Topic and Main Aspects Considered	Decision / Action
	<p>FS requested that the ODG website be closed down, the meeting agreed to this. The CEO noted he would need to check with FS what information needed to be migrated over to the BMC website.</p> <p>FS asked that all the recommendations in her paper be approved. The meeting unanimously approved the recommendations.</p>	<p>ODG website to be migrated to BMC website and then closed down.</p> <p>Independent Directors to be asked their opinion on the paper and whether they approve it or not.</p>
6	Sport England	
6.1		
6.2	<p>It was noted that the agreement was non-negotiable, and it may be that it is appropriate to back to back it with any contract entered into with FPs. CS stated he had several years of contract experience and volunteered to review the agreement.</p> <p>The meeting agreed that contracts should be entered into with the FPs which clearly set out what the BMC was expecting them to deliver as part of the Project Plan (as defined in the agreement with Sport England).</p>	<p>Review of agreement between BMC and Sport England to be undertaken.</p>
7	Indicative finance against forecast YTD	
7.1	<p>The CEO provided an update on various figures:</p> <ul style="list-style-type: none">• membership as at 1 April 2022 – 79,806, so creeping back towards pre-covid levels• insurance sales – above forecast level and best year to date, so a good news story• up £10,000 from budget re membership income• up £28,000 from budget re insurance sales• £5,000 less than budgeted spent on staff costs• £600 more spent on insurance liability• therefore as at 1 April 2022 currently £43,000 under the budget <p>The CEO noted it was for the Board to provide a steer as to how the £43,000 should be dealt with. The following points were raised in discussion:</p> <ul style="list-style-type: none">• the money could be used to lessen the budgeted deficit, or it could be reprioritised• a paper should be presented to the Board setting out what SLT recommended taking into account the silver and gold lines of the budget as presented to the Board in 2021 which they felt should now be funded• if any increase in office costs had been factored into the budget moving forward as any increases in e.g. paper, office equipment, investment in marketing etc. could eat into the £43,000	<p>CEO to prepare a paper for the meeting on 27 April setting out proposals for the £43,000</p>

Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none">if the mileage rate for volunteers had been reviewed recently – it was noted it had not and it should be due to rising fuel costs, it was important volunteers were not left out of pocket	Mileage rate for volunteer and staff expenses to be reviewed
10	Review of Outstanding Actions	
10.1	<p>The CoSec shared the screen to show the current list of outstanding actions as detailed on Teamwork. The CoSec then showed the meeting how to add comments to the tasks, this meant that all the Board could see the comments and know that tasks were not being forgotten about.</p> <p>The CoSec then demonstrated how to show a task had been completed. She added that even if she was aware a task had been completed which was not in her name, she would not mark it as complete, this was for the owners of the tasks to do themselves.</p> <p>CS provided an update as to the situation regarding the Guidebook Committee, noted he had a review group in place and he needed a list of stock of current guidebooks as part of this work.</p>	
11	AOB	
11.1	<p>The President updated the meeting as to the latest regarding the Homes for Ukraine situation, which had been set up to try and connect Ukrainian climbers with British host families who were also climbers. He made the following points:</p> <ul style="list-style-type: none">UK Sport were looking to broaden this to all sports federations and they liked the website the BMC had establishedThe Ukrainian Sports Ministry was in a better position to get the message out in Ukraine and this might also result in Ukrainians interested in other sports being connected to a UK family through the websiteso someone signed up to the BMC website might end up being connected with a Ukrainian who was a canoeist and not a climberthere may be some further costs, it would be good to set a limitthere were currently 16 or 17 host families registered on the siteit had been decided to soft launch the website (hfu.thebmc.co.uk) initially, but once Ukrainians had been connected with UK families then a hard launch would follow	
11.2	<p>The meeting discussed this and it was agreed that further costs could be incurred limited to £1,000. The meeting also recorded its thanks to AS for acting so quickly and setting up the website. This help was clearly within the values of the BMC.</p> <p>JW raised the climate declaration made that the office would be carbon neutral by 2020 and he asked if this had been achieved and if the Access Conservation & Environmental Sustainability (ACES) could provide an update.</p>	

Item	Topic and Main Aspects Considered	Decision / Action
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The Chair noted that he had pulled the Environment and Sustainability Policy from the meeting due to time constraints, but this would be discussed at the meeting on 27 April.

The CEO noted that a third-party organisation was being used to look at what should go in and out when an organisation is calculating whether it was carbon neutral or not, so that an industry standard was being used. The ACES team was currently reviewing all this so that numbers could then be calculated. This would then allow decisions to be taken as to what to do e.g. offset carbon emissions etc.

The CoSec noted that environment and sustainability was something NGBs were going to need to consider moving forward as it was a requirement of the Code that the Board could demonstrate these factors, together with social responsibility, were considered as part of decisions made.

The expertise within the ACES team and the BMC Climate Project were potentially attractive to other NGBs.

12 Date and time of next meeting

The Chair reported that the date of the next meeting was Tuesday 27 April at 7pm, it was an evening virtual meeting. The CoSec noted that there were now three Area meetings being held on this date and asked if it should therefore be moved to the 28 April.

The meeting agreed the date should not be moved as it had been in the diaries of the Board since late 2021.

The Chair added that dates for 2023 should be looked at before the end of July.

Chair and CoSec to meet to discuss 2023 meeting dates.

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
2B.1.3	Signed Accounts to be provided to the CoSec asap for the AGM voting website.	LV, PD, RM, FA	13.04.22
2B.1.3	CEO to sign Letter of Representation and send to Hurst	PD	13.04.22
2B.2.1	Board to provide comments to the CEO asap on the annual report (in particular JW and PS).	All	08.04.22
2B.2.2	Interim Business Committee to meet on Thursday 14 April at 7pm – CoSec to arrange.	LV	07.04.22
2B.3.1	Board to provide comments to the CoSec asap so further draft prepared prior to 14 April meeting.	All	08.04.22

Item	Action	Involving	Target date
2B.3.1	RM and LV to finalise Annual Governance Statement prior to 14 April	RM, LV	12.04.22
2B.4.4	President to prepare an email to send to members interested in governance about proposed object 4.13, provide to CoSec for distribution.	AS, LV	12.04.22
2B.4.4	CoSec to set up an Open Forum on Thursday 21 April at 7pm	LV	12.04.22
2B.5.1	Chair, CEO, President and CoSec to finalise AGM agenda.	LV, PD, RM, AS	19.04.22
2B.5.1	CoSec to inform UK Engage voting to close 15 mins after the close of the AGM.	LV	08.04.22
2B.5.2	President to let CoSec know how he intends to use discretionary proxy votes.	AS, LV	22.04.22
2B.5.2	CoSec to prepare two resolutions for amendments to the Articles.	LV	19.04.22
2B.5.3	Chair to speak to Neal Hockley re Nominated Director re Wales position	RM	19.04.22
3.2	President to speak to Neal Hockley re venue for Council meeting on 14 May.	AS	22.04.22
4.3	GF to return to Board on a more regular basis.	GF	Ongoing
5.1.2	Membership of the CCPG Review Group to be finalised by CS	CS	Ongoing
5.4.1	CoSec to provide Nick Colton with 'template' terms of reference	LV	13.04.22
8.2	ODG website to be migrated to BMC website and then closed down	FS, PD	Ongoing
8.2	Independent Directors to be asked their opinion on the paper and whether they approve it or not.	RM, LV	19.04.22
6.2	Review of agreement between BMC and Sport England to be undertaken.	CS	08.04.22
7.1	CEO to prepare a paper for the meeting on 27 April setting out proposals for the £43,000	PD	22.04.22
7.1	Mileage rate for volunteer and staff expenses to be reviewed	PD	
12	Chair and CoSec to meet to discuss 2023 meeting dates.	RM & LV	30.06.22