

BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held by way of Zoom on Tuesday 27 April 2022 at 7pm

Directors Present:	Roger Murray (RM)	Chair
	Flavia Alzetta (FA)**	Independent Director
	Paul Davies (PD)	CEO
	Martyn Hum (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

In attendance:	Lucy Valerio (LV)	Company Secretary (CoSec)
	Dr Cath Flitcroft (CF)***	Access & Conservation Officer
	Lorraine Brown (LB)****	Head of Performance

* denotes supporting paper(s) circulated prior to meeting

** joined at minute 2.2

*** attended for minute 3 only

**** attended for minute 4.2 only

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 Di Hopper (DH) had given her apologies and that FA was running late. He said that until an independent director joined the meeting, it was not quorate, but he declared it open as FA would join soon. Conflicts of interest were declared by the CEO and CoSec as members of staff.	
2	Authority to negotiate with Funded Partners*	
2.1	The Chair explained the purpose of this agenda item and referred to the document uploaded to Teamwork called 'Item 2_Sport England ATN'. He said it related to the ongoing negotiations with the Funded Partners (Mountain Training, Association of British Climbing Walls and National Indoor Climbing Scheme Award) in respect of the distribution of the £2.7m funding awarded to the BMC by Sport England (the Award). As a result of the Award the BMC had to enter into a contract with Sport England which set out the goals and objectives to be achieved. The Funded Partners had certain items to deliver and so the BMC was seeking to enter into contracts with each	

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	<p>Funded Partner to set out what each Funded Partner was expected to do in return for their part of the Award. The authority provided the CEO with clarity as to what he could agree with the Funded Partners, and what he had to come back to the Board with.</p> <p>The CEO said that each Funded Partner had been asked to prepare a short document setting out what they wanted to deliver in respect of the goals, and the cost. This led to a table which showed some duplication and some clear overlaps, and that the collective ask was considerably over the budget available. The table showed there were some sticking points, particularly in relation to ownership of specific activities or the cost/funding that should be associated with them, or both.</p>	
2.2	<p>The meeting discussed the table and the paper and the following points were raised:</p> <p>[REDACTED]</p>	
2.3	<p>The Chair brought the discussion to a close and noted it had been very useful, he asked if the Board were therefore happy to agree the authority to negotiate, subject to a couple of minor amendments to be made, such as it being made clear it was full delegated authority.</p> <p>The Board unanimously approved the authority to negotiate.</p>	<p>Authority to negotiate to be amended slightly.</p> <p>Authority to negotiate approved.</p>

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3	Environmental policy*	
3.1	<p>The Chair introduced CF to the meeting and referred to the Environmental & Sustainability Policy which had been uploaded to Teamwork, called 'Item 3_Environmental Policy'. He said that the document included text in red which showed a substantial amount of the work proposed was already being undertaken.</p> <p>CF referred to the paper and made the following points:</p> <ul style="list-style-type: none"> the current Environment Policy was from 2007, so a new one was needed the BMC had done a lot of work in respect of sustainability and this new policy demonstrated this work and showed that the BMC was taking climate change seriously the red text demonstrated that 99% of the work required to implement the policy was already being done and had been budgeted for carbon footprint data for the office was currently being calculated and she hoped to have this information by the end of the week the policy needed to be approved by the end of May 	
3.2	<p>The meeting discussed the policy and made the following points:</p> <ul style="list-style-type: none"> a lot of work had gone into the policy from the Access Management Group (AMG) which had a wealth of experience and expertise on it in relation to this area the policy presented a good balance between being shown to be a leader in this area without being extravagant the policy fitted in well with the ethos and ethics of the BMC and so should also go to Council in respect of reporting on sustainability the BMC was ahead of the pack if you looked at organisations such as the Ramblers, the Sport & Recreation Alliance and British Canoeing <p>The Chair asked the Board to approve the policy. The Board unanimously approved the policy.</p>	<p>Environmental & Sustainability Policy to go on the agenda for the Council meeting on 14 May</p> <p>Environment & Sustainability Policy approved by the Board.</p>
4	National Centres	
4.1	Update on Ruth Hall/Sara Mogel meeting	
4.1.1	<p>The Chair reported that together with the CEO and FS he had met with Sara Mogel (SM), Ruth Hall (RH) and Mike Rosser (MR) from Mountain Training Trust (MTT) the company which ran Plas y Brenin (PyB) on 3 March. He made the following points:</p> <ul style="list-style-type: none"> it was a positive meeting and RH had been working on a new PyB strategy which included: extending its footprint to include other outdoor pursuits such as triathlon and open water swimming, looking at corporate and family membership, a 5-year property plan and a 5-year financial plan both linked to contract renewal 	

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	<ul style="list-style-type: none">this new strategy was going to MTT's board in June and to Sport England shortly thereafterthey were meeting again on 5 May <p><i>PMN – as the Board has noted previously there is a substantial backlog in maintenance had been allowed to develop, if a repairing lease was to be entered into for heritage buildings such as PyB's, then MTT would need a robust asset management plan, and people with the skills to manage it on a long-term basis</i></p>	
4.1.2	<p>The meeting discussed this and noted the following:</p> <ul style="list-style-type: none">it all sounded positive as nearly 3 years ago various Board members had raised concerns that PyB was not a viable business and that those in charge did not understand what its primary purpose wasPyB's primary purpose was to be the National Outdoor Centre and to train the trainers, the courses to train the trainers would not necessarily be commercially viable due to the numbers involved, this meant that the other courses offered by PyB did have to be commercially viable and those in charge of PyB needed to know this <div style="background-color: black; height: 40px; width: 100%;"></div>	
4.2	BMC Office and Indoor Climbing Centre*	
4.2.1	<p>LB joined the meeting and gave a presentation on the proposal of a GB Climbing National Indoor Centre (the Centre). The key points made were:</p> <ul style="list-style-type: none">this was at appraisal stagedevelopment of the Centre would be a multi-year project and would need professional project managementthe Centre would be a flagship facility to provide world class facilities for boulder, lead, speed and dry tooling together with office space, as well as potentially being a commercial facilityit would fit with BMC strategic themes as it would commercialise and diversify the BMC's revenue, would be the home of the performance part of GB Climbing and it would increase reputational valuethe current office was an old building and it was split from the training facilities being used in Sheffield, having one Centre would help ensure the BMC was cohesivea number of the Senior Management Team (SMT) and Board had experience of similar projectsit would be useful to tie this in with the Olympics and so if this was to go ahead, to have it ready by February-April 2025significant work needed to be done to look at costs, including reviewing various options: revenue from the sale of Burton Road, a commercial partner, a business loan, funds from Sport England etc.the opportunities the Centre could create included:	

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	<ul style="list-style-type: none"> o sale of existing office and development of brand new fully eco BMC office o whole office integration o recognised home of indoor climbing o increased reputational value o increased partnership opportunity • the risks included: <ul style="list-style-type: none"> o if not delivered well it could damage BMC and GB Climbing reputation o significant investment – effort and money going in to indoor and competition climbing for the very few and putting the existing BMC and members at risk, including of bankruptcy • there were mitigations that could be put in place to manage the risks <ul style="list-style-type: none"> o ensure reputational risk was part of strategy and planning o control processes implemented o gain an understanding of stakeholder expectations o ensure clarity on communications and that these were managed using a positive image • there were various different options to consider as part of the process: <ul style="list-style-type: none"> o remain at Burton Road o relocate the office only o have separate elite training o retro-fit a dedicated Centre and the BMC own it o new build a Centre and the BMC own it o retro-fit a dedicated Centre with a commercial partner o build a new Centre with a commercial partner • the next stage would require concept developing funding of between £40k-£50k 	

4.2.2 The meeting discussed the presentation and made the following points:

- part of the next stage would be to look at suitable locations, but it was likely to be in the north of England
- the Board needed to understand what would not be done at the BMC if the money was spent on concept development
- having new offices at the Centre, with room for expansion would be a big plus, but the rest of the Centre was very indoor climbing focused, and thought would need to be given as to how a hill walking member in Cornwall would see the benefit of the Centre
- it would be good to see how the Centre would tie in to regional hubs
- a competitor analysis was required i.e. what other countries were doing, if they had centres, how long had they been open, how many people went etc.
- a key question would be whether the BMC needed to manage the Centre itself, particularly if it was to be a commercial entity and by implication who to partner with

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	<ul style="list-style-type: none"> there were lots of appealing factors about the Centre, but the number of things that can go wrong within the construction industry should not be underestimated for the Board to take a strategic decision an options assessment was needed care would need to be taken that lots of money was not spent on indoor climbing at the expense of other good causes within the BMC a need to recognise that the BMC itself did not have the expertise to manage this project thought needed to be given to what the consequences would be of not opening a Centre if it was to proceed, the ideal time to open the Centre would be spring 2025, as this would then be the start of the cycle for athletes to train to work towards the Olympics 2028 a feasibility study was required to see if was worth doing, and up to e.g. £10k could be provided for this the CEO should speak to Sport England and UK Sport to see if they had any funding to help with the feasibility study 	CEO to ask Sport England and UK Sport about funding possibilities for a feasibility study.
4.2.3	The Chair summarised the discussion and agreed that he would speak to LB about what the Board required in order to move forward, which was an options assessment and a feasibility study.	Chair to speak to LB about what further information was required by the Board before it could decide whether to then move to the concept stage.
5	CEO Report	
5.1	CEO Update*	
5.1.1	The Chair said he wanted the Board to review the risk register and strategic action plans information uploaded to Teamwork and to provide himself and the CEO with feedback on these.	Board to provide feedback to CEO and Chair on the risk register and strategic action plans.
5.2	Q1 underspend*	
5.2.1	<p>The CEO referred to the papers uploaded to Teamwork called 'Item 5.1_Q1 Finance Report' and 'Item 5.2_Q1Underspend' and noted the figures showed a variance of +£43k vs the Q1 budget. The meeting discussed this and the following points were raised:</p> <ul style="list-style-type: none"> what had caused the underspend, why was money budgeted for Q1 not being spent? whether there was that much underspend, or if spending was just deferred or delayed, if so it would mean there was not £43k to reallocate budget-holders should be asked for more information about the underspend the chairs of specialist committees should also be asked for input about the budget underspend the £7k additional income in Q1 could be attributed to one of the areas suggested by the CEO 	

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	<ul style="list-style-type: none"> an options paper was required so the Board could decide where any additional income or underspend should be reallocated to delaying the customer data platform delivery was not a good idea also required to evaluate the underspend was information on what was essential spend moving forward an overspend on IT would be welcome as the Board had been asking for investment in this area for some time 	
5.2.2	<p>The CEO noted this had been a useful discussion which resulted in him having less confidence in the amount of the underspend. He agreed that this needed to be drilled down into, and requested that this was done once the new Chief Financial Officer (CFO) started work, which was on Tuesday 3 May.</p> <p>The Chair summarised the discussion and suggested the following:</p> <ul style="list-style-type: none"> the customer data platform delivery capital expenditure to be approved the operational expenditure of this data platform to be pushed into 2023 further information to be provided on the costs of the full website migration, CEO to liaise with the Chief Commercial Officer (CCO) the CEO to provide an options paper on the underspend to the Board at the meeting on 18 June <p>The Board were happy with this and approved the above.</p>	<p>CEO to work with new CFO to understand Q1 underspend further.</p> <p>Customer data platform delivery capital expenditure approved.</p> <p>CEO to liaise with CCO re costing of full website migration.</p> <p>CEO to provide an options paper at the meeting on 18 June.</p>
6	Governance Matters	
6.1	AGM information*	
6.1.1	<p>The CoSec referred to the paper uploaded to Teamwork called 'Item 6.1_AGM info', she took it that all the Board had read the paper and noted the following:</p> <ul style="list-style-type: none"> she needed confirmation from each individual director as to whether they were attending the AGM or not, as she needed to set them up as a panellist to the webinar if they were the main concern was ensuring the quorum of 50 was achieved the process for what to do if quorum was not achieved was set out in the paper everything seemed to be on track to getting the notice of the AGM out to members and on the BMC website on Friday 29 April <p>The meeting discussed this and the following points were raised:</p> <ul style="list-style-type: none"> more should be done to push attendance at the AGM, such as utilising the ambassadors 	<p>Board members to let CoSec know if they are attending the AGM so she can set them up as a panellist.</p> <p>CoSec to liaise with CCO to discuss how best to advertise/get the</p>

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	<ul style="list-style-type: none">• each member able to vote would get an email from UK Engage, and a reminder email and there was a newsletter going out to all members on 11 May to point out the impending deadline for proxy voting (5pm on 13 May)• that there would be no date set at the moment for any adjourned AGM to focus everyone's mind on ensuring a quorum was at the AGM	message out re attendance at the AGM.
6.2	Mountain Heritage Trust (MHT) articles of association*	
6.2.1	<p>The CoSec referred to the paper uploaded to Teamwork called 'Item 6.2_MHT articles' and the supporting papers. She noted that as MHT was a single member company, the easiest way to adopt the new articles of association, which had been previously agreed by the Board, was for a written resolution to be signed on behalf of the sole member, which was the BMC.</p> <p>She requested that the CEO be authorised to sign the written resolution on behalf of the BMC.</p> <p>The Board unanimously approved this.</p>	<p>CEO authorised to sign the MHT written resolution adopting new articles of association.</p> <p>CoSec to sort out signature and send MHT duly signed written resolution.</p>
7	Director induction*	
7.1	<p>MH referred to the paper uploaded to Teamwork called 'Item 7_Director induction', he noted the following:</p> <ul style="list-style-type: none">• comments and feedback were welcomed from other Board members• he was working with the CoSec as to where best to store documents/information referred to in the paper• he would speak with the Chair and the CEO about the areas they were expected to deliver to get their feedback <p>The meeting briefly discussed the paper and the proposal and made the following comments:</p> <ul style="list-style-type: none">• the induction should include detail on the wider organisational fit of the BMC, and the work of Council etc.• the induction should be co-ordinated with Council, as it may be that some areas would also be useful for new Council members• the Chair and CEO seemed to have a lot of work to do, it could be that the portfolio directors were more involved and able to take some of the work off the Chair and CEO• the induction should include training on the use of Teamwork	<p>Board to provide MH with comments on the paper uploaded to Teamwork.</p>

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9	Date and time of next meeting The Chair noted he was switching the order of the agenda so that this item and AOB were dealt with prior to the Non-Executive Director only item, as then the CEO and CoSec could leave the meeting. He reported that the date of the next meeting was Saturday 18 June at the BMC office with start time to be confirmed, it was a full day face to face meeting.	
10	AOB	
10.1	The President reported that the International Committee chair role description had gone back to Nick Colton. The President had some additions for the new terms of reference, he would deal with these ex-committee.	
10.2	<p>The Chair reported that there was to be no Nominated Director election at this year's AGM as the candidate had withdrawn their application. This meant that the Board would be looking at co-opting two Nominated Directors after the AGM.</p> <p>He said the President noted this had an impact on voting at Board meetings because of article 21.4 which stated that the CNDs and President together are only entitled to exercise one third of the total number of votes at a Board meeting.</p> <p>The CoSec noted we had had to do this before during 2020 when there was a high turnover of Board members and a weighted voting system had been used to ensure that whatever the combination of directors in attendance, the number of CNDs present together with the President only exercised one third of the total number of votes.</p>	
10.3	<p>The CoSec referred to the appointment of the new CFO, Joeline Chisholm (JC), and pointed out that at the last Board meeting the Board had approved JC's appointment as the new chair of the Competition Climbing Performance Group (CCPG), and clearly she could not take on both roles.</p> <p>The CoSec suggested that as the Board had agreed the role description previously, that this be used again and LB be asked to issue the advert to seek a new chair of CCPG.</p> <p>The meeting noted that the new advert should make it clear why a new chair was required so soon after one was appointed i.e. it was for a positive reason.</p> <p>The Board approved using the previous role description subject to the amendment noted above being added to it.</p> <p>The CEO and CoSec then left the meeting.</p>	CCPG chair role to be advertised again using the previous role description as amended.

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8	Non-executive Director only item	
8.1	The Chair sought feedback from the directors on the performance of the CEO such that the Chair could collate and use the feedback and at the start of Q3 formally provide feedback to the CEO.	
8.2		
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
2.3	CoSec to provide CEO with details of tweaks to make to Authority to Negotiate from the chat of the meeting	LV	28.04.22
2.3	CEO to amend Authority to Negotiation and circulate it to the board.	PD	28.04.22
3.2	Environmental & Sustainability Policy to go on the agenda for the Council meeting on 14 May	AS	05.05.22
4.2.2	CEO to ask Sport England and UK Sport about funding possibilities for a feasibility study.	PD	30.06.22
4.2.3	Chair to speak to LB about what further information was required by the Board before it could decide whether to then move to the concept stage.	RM	13.05.22
5.1.1	Board to provide feedback to CEO and Chair on the risk register and strategic action plans.	All	30.05.22
5.2.2	CEO to work with new CFO to understand Q1 underspend further.	PD and JC	30.05.22
5.2.2	CEO to provide an options paper at the meeting on 18 June.	PD	04.06.22
5.2.2	CEO to liaise with CCO re costing of full website migration.	PD and GF	ongoing
6.1.1	Board members to let CoSec know if they are attending the AGM so she can set them up as a panellist.	All	13.05.22
6.1.1	CoSec to liaise with CCO to discuss how best to advertise/get the message out re attendance at the AGM.	LV	05.05.22
6.2.1	CEO authorised to sign the MHT written resolution adopting new articles of association.	PD	28.04.22
6.2.1	CoSec to sort out signature and send MHT duly signed written resolution.	LV	05.05.22
7.1	Board to provide MH with comments on the paper uploaded to Teamwork	All	30.05.22