

## BRITISH MOUNTAINEERING COUNCIL

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### Board of Directors


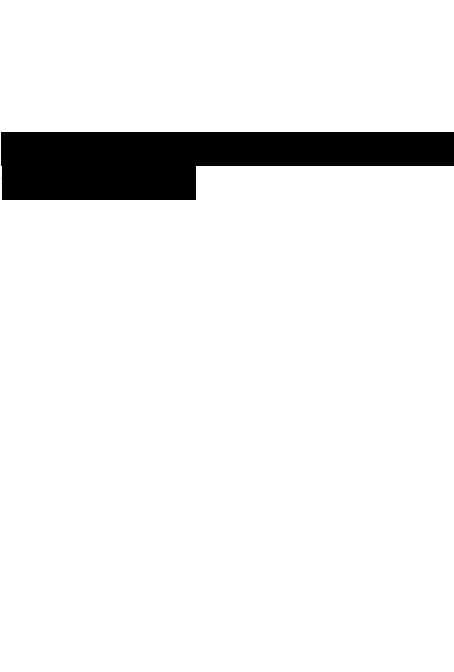
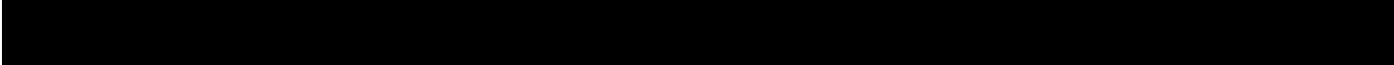

Confidential draft minutes of the Board meeting held as a virtual only meeting on Zoom, on Saturday 23 September 2023 at 9.30am

Directors Present:	Roger Murray (RM)	Chair
	Flavia Alzetta (FA)	Independent Director
	Neal Hockley (NH)	Nominated Director <small>left before minute 14.2</small>
	Martyn Hurn (MH)	Nominated Director
	Peter Salenieks (PS)	Council Nominated Director (CND)
	Andy Syme (AS)	President
	John Willmott (JW)	Independent Director
	Caroline Worboys (CW)	Senior Independent Director (SID)
In attendance:	Lucy Valerio (LV)	Company Secretary (CoSec)
	Gavin Finch (GF)	Chief Commercial Officer (CCO)
	Iain Dickinson (ID)	Chair of Finance & Audit Committee (FAC Chair) <small>for Items 1 to end of 5.4 only</small>

\* denotes supporting paper(s) circulated prior to meeting

Item	Topic and Main Aspects Considered	Decision / Action
<b>1</b>	<b>Welcome, apologies &amp; declaration of interests</b>	
1.1	<p>The Chair reported that due notice of the meeting had been given. He noted that Laura Needham (LN) had given her apologies, but the meeting was quorate and he declared it open.</p> <p>The following conflicts of interest were declared:</p> <ul style="list-style-type: none"><li>• Two members of staff present – in relation to any staffing issues</li></ul>	
1.2	<p>The Chair said the following:</p> <ul style="list-style-type: none"><li>• There had been some changes to the agenda due to the CEO's departure that week</li><li>• There were some AOB items:<ul style="list-style-type: none"><li>○ The resignation of Fiona Sanders (FS) as a CND, due to the fact that she had taken up the position of chair of Mountain Training Trust</li><li>○ The request to submit a member for an OBE/MBE type award</li><li>○ Continuation of Peter Judd as chair of the Hill Walking Group</li></ul></li></ul>	

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	<ul style="list-style-type: none"><li>• There were 3 key areas the Board had to cover:<ul style="list-style-type: none"><li>○ The implications of the CEO's departure</li><li>○ Finances, which was why the FAC Chair was present for the first part of the meeting</li><li>○ How to manage the extra load on the staff following the CEO's departure</li></ul></li><li>• He also wanted to discuss the 2024 AGM</li></ul>	
<b>2</b>	<b>Approval of previous meeting's minutes*</b>	
2.1	<p>The Chair referred to the minutes from the previous meeting of 2 August 2023 which had been uploaded to Teamwork. The Chair asked if the Board approved the minutes, the minutes were unanimously approved.</p> <p>The CoSec would provide a set of minutes for redaction to the Chair and CEO.</p>	<p>Board minutes from 2 August 2023 approved.</p> <p>CoSec to prepare set of minutes for redaction and send them to the Chair.</p>
<b>3</b>	<b>Outstanding Actions Review*</b>	
3.1	<p>The Chair referred to the paper prepared by the CoSec and uploaded to Teamwork and made the following comments:</p> <ul style="list-style-type: none"><li>• He would meet with the CCO and CoSec to review the actions which were assigned to the CEO</li><li>• The action against FS could now be closed</li><li>• The Competition Climbing Performance Group (CCPG) communication had stalled, but the Chair, MH and chair of CCPG (CCPG Chair) would now draft something, the President might also be involved</li></ul>	<p>CoSec to mark this action as complete on Teamwork</p>
	<p>He asked the Board to go through the actions on Teamwork and either mark them as complete or provide a comment on the current situation. He noted this would be even more important to keep up to date in the near future as the CoSec was leaving the BMC at the end of October.</p>	<p>Board to update the action list as appropriate.</p>
<b>4</b>	<b>Implications of CEO resignation part 1 – state of play</b>	
4.1	<p>The Chair reported that himself, the SID, the President and MH had taken the lead in respect of various areas following the CEO's departure, and so were the point of contact for various stakeholders, these were:</p> <ul style="list-style-type: none"><li>• SID – negotiations of CEO departure and supporting the transition</li><li>• Chair – external partners and stakeholders</li><li>• President – volunteers, and references for the CEO</li><li>• MH – staff</li></ul>	

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	He added that the CCO, CoSec and Kate Anwyl the HR & Office Manager (HROM) had all done a fantastic job and he particularly thanked the CCO for stepping up during a difficult week.	
4.2		
4.3	The meeting discussed this and the following points were raised:  <ul style="list-style-type: none"><li>• The structure of the BMC should be reviewed, particularly following the departure of the CFO in August and the upcoming departure of the CoSec e.g. was an operations manager needed? Could some of the CCO's work go to such a role and safeguarding, contract management and IT sit under them?</li><li>• There were some key attributes to look for in a replacement, with the top ones being:<ul style="list-style-type: none"><li>○ Emotional intelligence</li><li>○ A leader</li><li>○ Financial acumen</li><li>○ Decision maker – and the ability to use judgement to make difficult decisions</li><li>○ Ability to engage with stakeholders and build relationships</li></ul></li><li>• A role description would be prepared and input sought from the Senior Management Team (SMT) and also Members' Council (Council)</li></ul>	

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	<ul style="list-style-type: none"><li>• How big a hole there was to plug needed to be worked out</li><li>• The IFSC were also supportive of the situation, regarding both the CEO's departure and the open letter published on UK Climbing (UKC) the previous day</li></ul>	
4.4	<p>The Chair then made the following comments:</p> <ul style="list-style-type: none"><li>• He had received supportive emails from partners following the announcement</li><li>• He had spoken with UK Sport and they were also supportive and would help the BMC</li><li>• He was surprised when UK Sport stated the BMC had not accessed all the funding and support available from them, this would be further investigated</li><li>• UK Sport had indicated that the BMC was one of six sports which had a 'case for change' and would likely receive increased funding</li><li>• The podium award should be challenged, it was primarily to support athletes with about 10%-15% going to the athlete and the rest to the support network behind the athlete i.e. coaches etc.</li><li>• He was meeting with Sport England on Monday to discuss matters</li><li>• He had not had the opportunity to test whether the BMC could make no contribution as part of UK Sport grant awards, but he agreed this should be tested, there was also the service charge piece to review</li></ul>	
<b>5</b>	<b>Grant and Unit E Investigations, GBC Budget, 2023 financial outcome, 2024 budgeting</b>	
5.1	<p>The Chair referred to the papers that the FAC Chair had prepared which had been uploaded to Teamwork. He made the following points:</p> <ul style="list-style-type: none"><li>• He wanted to get through the piece of the scope of the grant investigation, which was looking into the £208k overstatement of UK Sport grant income in the GB Climbing (GBC) budget (the Investigation)</li><li>• He wanted to see how the Unit E situation could be handled and if there was the opportunity to save money</li><li>• JW was leading on the Unit E investigation</li><li>• He wanted to look at how to support GBC with their budgeting – the CCPG Chair had limited confidence in GBC's budgeting ability</li></ul> <p>He then handed over to the FAC Chair.</p>	Investigation into Unit E to take place – JW to lead
5.2	<p>The FAC Chair referred to the document that set out the scope of the Investigation, and noted the overstatement had been identified as part of the course correction 2 process. This increased the BMC 'co-contribution' from £196k to £404k in 2023. He made the following points:</p> <ul style="list-style-type: none"><li>• FAC still had not had the exact GBC figures it had requested, the Financial Controller had spotted this error at the end of August</li></ul>	

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	<ul style="list-style-type: none"><li>• The discovery of the error meant that the work on course corrections 2 had not been completed</li><li>• The scope set out everything required to regain confidence on GBC's numbers, as at present the FAC Chair and CCPG Chair did not have confidence in the figures</li><li>• The overstatement needed to be confirmed</li><li>• There were three parts to the Investigation:<ul style="list-style-type: none"><li>○ The UK Sport grant income error and the impact of the error. Questionnaires had been sent out to the CEO, CFO (who had left the BMC in early August), CCPG Chair, Head of Performance and Financial Controller which dealt with this. Progress was being made with these and the FAC Chair would go through the responses and test them against the evidence</li><li>○ Confirmation of GBC's financial position and advice on proposed mitigations. This would involve a full reconciliation and the Financial Controller would lead on this. The FAC Chair asked that he be given the space to prioritise this investigation as it was fundamental to where the BMC would end up in 2024/25.</li><li>○ Advice on lessons to be learnt, such as on budget setting and monitoring, financial and management controls and BMC and GBC management information.</li></ul></li><li>• The deadline of 2 October for the Investigation team to provide an interim report to the Board was achievable</li><li>• The key was the co-contribution of 15% which was said to be £186k p.a., the Investigation team needed to understand what the BMC should have committed, this would be a useful exercise and allow GBC to tell its story openly and objectively. It would allow the BMC to say this is what we get for GBC.</li><li>• The full reconciliation would involve getting a full understanding of the obligations to UK Sport, what has been delivered against, what is yet to be delivered against – only then would it be possible to see if there was some flexibility and what mitigations could be put in place.</li></ul>	
5.3	The meeting discussed the papers and the following points were raised:  <div data-bbox="165 1050 1554 1118" style="background-color: black; height: 43px; width: 100%;"></div> <ul style="list-style-type: none"><li>• Council could contribute to the budget principles, they did not need to be involved in the detail of the Investigation or budget</li><li>• A paper should be pulled together for Council which set out the principles and the scope of the Investigation</li><li>• There were two councillors on FAC and they had both attended the FAC meeting on 18 September</li><li>• The CCO offered his time to assist as it would be good for him to fully understand the implications of the Investigation</li></ul> <div data-bbox="165 1331 1554 1399" style="background-color: black; height: 43px; width: 100%;"></div>	Paper to be prepared for Council meeting of 7 October – setting out the budget principles and the scope of the investigation

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5.4	<p data-bbox="165 887 1518 951">The Chair then asked the Board if they supported the Investigation and if they approved the scope of the Investigation.</p> <p data-bbox="165 991 1003 1013">The Board unanimously approved the scope of the Investigation.</p> <p data-bbox="165 1053 1037 1075">There was then a further discussion with the following points made:</p> <ul data-bbox="215 1126 1653 1465" style="list-style-type: none"><li data-bbox="215 1126 1167 1149">• At present the FAC did not need any assistance with the Investigation</li><li data-bbox="215 1161 1563 1225">• The issue of contract management within the BMC should be looked at, as this did not seem to be happening and there were numerous people within the BMC that would enter the BMC into contracts</li><li data-bbox="215 1238 1630 1302">• JW was leading the investigation into Unit E and there should be no precipitative action regarding this, the CCO understood that the contract was to be terminated</li><li data-bbox="215 1315 1653 1394">• Unit E was not within the scope of the Investigation, but before he left the CEO had prepared a paper which showed savings of £65k to be made in GBC and it could be part of that was no longer having the Unit E contract</li><li data-bbox="215 1407 1653 1465">• If it was established there was no conflict of interest in respect of Unit E then this needed to be made clear, so it was not conflated with the termination of the contract</li></ul>	

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	<ul style="list-style-type: none"><li>• The scope of the Investigation should be shared with the CCPG Chair and Head of Performance</li><li>• The CCO should be involved in the course corrections 2 work so that he was on top of the budget implications for the remainder of 2023</li><li>• The SMT would be included in budget preparations with the FAC Chair, FA and another FAC member taking the lead</li><li>• 2024 was the last year of the current strategy and so work had started within the office on the budget</li></ul>	Scope of the investigation to be shared with CCPG Chair and Head of Performance
5.5	The Chair thanked the FAC Chair for his time and ongoing work.  The Board then discussed a few further financial points: <ul style="list-style-type: none"><li>• There was no budget available to pay a recruitment agency for assistance with the CEO recruitment, the real question was how much of reserves would need to be used to do the right things for the rest of 2023</li><li>• CEO recruitment was a priority</li><li>• The Board was yet to set out its appetite to risk and this would seem to be more pressing now</li><li>• A Board level risk discussion would be useful, and SMT and FAC should feed their concerns into such discussion, as this would then provide the SMT with a list of priorities</li><li>• Some pre-work prior to a full Board discussion on risk between the Chair, PS and JW would be useful</li></ul>	Risk discussion to be added to the agenda for the meeting of 1 November or 6 December.
6	<b>Shape – strategic allocation of resources*</b>	
6.1		

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6.2	[Redacted]	[Redacted]
6.3	[Redacted]	[Redacted]
6.4	<p>The CCO then picked up a comment made in the Board Teamwork project regarding the latest member offer which was for money off vegetable boxes from Abel &amp; Cole. He made the following points:</p> <ul style="list-style-type: none"><li>Abel &amp; Cole had a sustainable business model which fitted with the BMC’s narrative around sustainability</li><li>Non-endemic brands were being looked at and this was a trial until the end of October which was worth £8,500</li><li>It was a member offer and so another benefit of being a BMC member</li><li>The BMC had sent the email out, not Abel &amp; Cole and so there was no GDPR issue</li><li>Analytics would be captured on the offer – this would assist the BMC with its digital marketing toolbox and so be used to help attract other brands</li><li>There was a target of 100 new customers</li><li>There was ongoing work in respect of the member benefit portfolio, the BMC community was not there to be exploited but if a non-endemic brand had a beneficial interest and this allowed the BMC to deliver value for its members then these kinds of deals would be looked at</li><li>There was acknowledgement these sorts of offers would not appeal to all BMC members</li></ul>	[Redacted]
6.5	The Board discussed this and the following points were raised:	[Redacted]



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	<ul style="list-style-type: none"><li>• Third party cookies were being killed off and so companies were moving to working with the owners of brands/consumers to get new customers</li><li>• The BMC's position as a membership organisation provided it with opportunities to generate funds (and therefore provide better value to its members)</li><li>• The ability to do this and look at non-endemic brands had great potential to attract new members</li></ul>	
6.6	<p>The Board then discussed a future action in how to manage people around the BMC that were very noisy and negative, the following points were raised:</p> <ul style="list-style-type: none"><li>• the Board needed to work out how to manage the detractors</li><li>• Was it time to say to those who seemed intent on bringing the BMC down, whilst others were trying to make it better, that they should go somewhere else?</li><li>• The bad behaviour had to be rooted out</li><li>• It was difficult because the articles did not allow clubs to join the BMC unless all their members were then BMC members, and so although individual members could have their membership terminated under the articles, club members could not</li><li>• It was key to set out how the BMC wanted to work and that if people did not then like that way of working they could leave</li></ul>	
7	<b>This item was moved to a future meeting</b>	
8	<b>Way forward for insurance*</b>	
8.1	<p>The CCO referred to the paper on insurance which had been uploaded to Teamwork. He reminded the Board of the issue that had arisen with the BMC's underwriters regarding the sale of travel insurance and how this had been rectified. He then made the following points:</p> <ul style="list-style-type: none"><li>• The paper set out 3 options on how to move forward with travel insurance:<ul style="list-style-type: none"><li>○ 1 – BMC continues to directly administer the travel insurance scheme (the Scheme) (as it previously had), this would likely incur an additional £20,000 for compliance/Financial Conduct Authority (FCA) support</li><li>○ 2 – the BMC continues to administer the Scheme as the Appointed Representative of PJ Hayman, this would result in additional £7,500 to manage support to PJ Hayman</li><li>○ 3 – PJ Hayman assumes administration of the Scheme, this would cost PJ Hayman an additional £112,500 for staffing, systems and back office support and this would come out of any commission made by the BMC on sales</li></ul></li><li>• Option 3 had already been ruled out with Option 2 the recommended option.</li></ul>	

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	<ul style="list-style-type: none"><li>PJ Hayman were keen to get the transition to the new underwriter completed before option 2 was implemented in order to mitigate the underwriter risk.</li><li>The new underwriter would be Sompo who traded as 'Endurance Worldwide' in the UK, he was hoping this would hopefully be completed by the end of October</li><li>It would then be for the BMC to work with PJ Hayman to deregulate the BMC as an FCA authorised firm and obtain 'Appointed Representative' status</li></ul>	
8.2	<p>The Board discussed the paper and raised the following:</p> <ul style="list-style-type: none"><li>JW was fully supportive of option 2 and had been working with the Membership &amp; Insurance Manager regarding how the BMC should move forward with the Scheme</li><li>The new underwriter would include high altitude expeditions, this had become an issue with Antares as they no longer wanted such risks in their portfolio</li><li>The issue of age should also be addressed, it was important the Scheme was able to provide insurance for older climbers</li></ul> <p>The Chair then asked the Board if they approved Option 2 as the way forward for the Scheme and the next steps to be taken in respect of the Scheme. The Board unanimously approved Option 2 and the next steps to be taken regarding the Scheme.</p>	<p>CCO to check new underwriters cover high altitude expeditions.</p> <p>Option 2 for the Scheme and next steps approved.</p>
<b>11</b>	<b>Update on Plas y Brenin</b>	
11.1	<p>The Chair provided an update on Mountain Training Trust (MTT) which was the company that owned Plas y Brenin (PyB). He noted he was providing this information so that the Board were aware of the issues.</p> <ul style="list-style-type: none"><li>The BMC was a member of MTT, together with Mountain Training England (MTE) and Mountain Training UK &amp; Ireland (MTUKI)</li><li>Earlier in 2023 MTT's CEO resigned and left quickly to take up another role, the chair of the board also left</li><li>An interim CEO had been appointed and they had been doing a great job</li><li>An interim chair was appointed and the role then advertised, FS applied for the role and was successful, this was partly why she had resigned from the Board</li><li>PyB was not safe in many ways and a recent fire audit resulted in the suggestion that it be shut down</li><li>The staff team reacted very quickly and had worked very hard to ensure it was not shut down but kept open</li><li>Sport England was subsidising the operations to the tune of about £1m p.a.</li><li>A fire warden had been appointed for 365 days of the year 24/7</li></ul> <p>[REDACTED]</p> <ul style="list-style-type: none"><li>The interim CEO had come to the BMC, MTE and MTUKI for strategic help</li></ul>	

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	<ul style="list-style-type: none"><li>• There were two sets of articles of MTT and it was currently unclear which set was the current one</li><li>• There was ongoing dialogue between the interim CEO and the chairs of the BMC, MTE and MTUKI and he was meeting with them on Friday 29 September, so if any directors wanted any input into discussions they should provide it to him by Thursday 28 September</li></ul>	Directors to provide the Chair with any thoughts or points they wanted raised about MTT by 28 September
<b>9</b>	<b>ORG Update*</b>	
9.1	<p>The Chair referred to the papers uploaded to Teamwork and noted the following:</p> <ul style="list-style-type: none"><li>• The Organisation Review Group (ORG) had undertaken a huge amount of work and the fact that it was now at the point it was, was to be commended, thanks needed to be given to many people</li><li>• A number of the recommendations had moved into day to day operations and were part of how the BMC worked</li><li>• He wanted a well done to be communicated to all staff involved and to Council as well</li><li>• The files relating to ORG should be archived and the BMC should move on from this work</li></ul>	
	<p>He asked the Board if they agreed that the ORG work should now be archived. The Board approved this.</p>	ORG files and work to be archived.
<b>12</b>	<b>Update on facilitated session</b>	
12.1	<p>JW updated the Board, and noted:</p> <ul style="list-style-type: none"><li>• Since the previous Board meeting, Council had decided on two councillors to represent them, Sean Milner (SM) and Peter Neden (PN) and they had provided him with their thoughts</li><li>• Representatives from SMT still needed to be decided</li><li>• Whether the focus should remain on the tripartite of Board, Council, SMT and how they work together, or if the focus should be shifted</li></ul>	
12.2	<p>The meeting discussed this and made the following points:</p> <ul style="list-style-type: none"><li>• From SMT it would be good to involve the HROM and also the Head of Sport &amp; Community Development (HSCD), as they both had a lot of knowledge of the BMC</li><li>• The session should remain focused on how the Board, Council and SMT worked together</li><li>• The CoSec had started drafting various documents e.g. statement of division of responsibilities between Chair, President and CEO, but these could not be completed until after the way of working had been agreed</li><li>• It was important once the way of working was agreed that the right documents and infrastructure was put in place to manage it</li><li>• At some point the whole of Council would need to approve the way of working, but the first step was to liaise with and involve SM and PN</li></ul>	

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	<ul style="list-style-type: none"><li>• Council approval would most likely have to be via discussion at a Council meeting and then a vote</li><li>• Mediation could be put on the table if it was felt necessary, this would be between the Board and the more vocal councillors</li></ul>	
12.3	The Chair brought the discussion to a close and asked if the Board agreed that the facilitated session should proceed as planned. The Board unanimously approved this and tasked JW with putting a process in place.	Facilitated session to proceed as planned and the process to be followed to be put in place.
<b>13</b>	<b>Governance matters</b>	
<b>13.1</b>	<b>Docs for approval – this was moved to a future date</b>	
<b>13.2</b>	<b>AGM date and means*</b>	
13.2.1	The Chair referred to the paper uploaded to Teamwork, he said the CoSec had drafted it but himself and the President had fed into it. There were two questions the Board had to answer: the means of the AGM, i.e. physical only, virtual only or hybrid; and the date of the AGM. He added that there quite a lot of resolutions and elections to deal with at 2024's AGM.  The meeting discussed the paper with the following points raised: <ul style="list-style-type: none"><li>• Open forums or listening sessions would be held in the lead up to the AGM, with the suggestion one be held in Q4 of 2023, this would provide opportunity for members to ask questions which were not necessarily related to AGM business</li><li>• There was no budget in 2024 for a hybrid meeting</li><li>• The BMC had held three very successful virtual only AGMs during the pandemic, and at each of these members had had the opportunity to ask awkward questions</li><li>• Engagement as a member had been conflated with attending the AGM, there was nothing wrong with the BMC controlling the agenda of the AGM and having a factual only AGM as long as there were other ways to engage with members</li><li>• Holding a virtual only AGM would allow the BMC to put resources into more valuable F2F meetings such as a joint Board and Council meeting</li><li>• More people would attend a virtual only meeting</li><li>• There should be clear separation between the AGM and membership engagement</li></ul>	Chair, President and CoSec to meet to discuss other engagement sessions in the lead up to the 2024 AGM
	The Chair asked the Board if they approved holding the 2024 AGM as a virtual only AGM, the Board unanimously approved this.	2024 AGM to be virtual only
13.2.2	The meeting then discussed when the 2024 AGM should be. The CoSec noted the following:	

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	<ul style="list-style-type: none"><li>• If the AGM was held midweek in an evening it did not impact as much on people's weekends, this included the directors and staff who needed to attend</li><li>• There was a Board meeting scheduled for 11 May 2024 and one of the agenda items was to approve AGM documents, there could of course be a separate Board meeting to do this, but if 11 May was used the AGM would need to be during the weeks commencing 10 June</li></ul>	
	<p>The meeting discussed this and agreed that the AGM should be held mid-week on an evening and they agreed this should be Wednesday 12 June 2024.</p>	<p>AGM to be held on the evening of Wednesday 12 June 2024</p>
<b>13.3</b>	<b>Dormant companies</b>	
13.3.1	<p>The Chair referred to the paper uploaded to Teamwork and noted that as part of the CEO's departure he had resigned as a director from two of the BMC's wholly owned subsidiaries – BMC Land Holdings Limited (LHL) and B.M.C. Climbing Walls Limited (CWL).</p> <p>The paper noted the following:</p> <ul style="list-style-type: none"><li>• Under the Companies Act 2006, all private companies were legally required to have at least one director</li><li>• The Chair had agreed to be appointed director of LHL and CWL</li><li>• The appointment date would be 19 September 2023, as that was the date the CEO had resigned his directorships</li><li>• Board approval was sought for this proposal</li></ul>	
	<p>The meeting discussed this and it was felt that this should be a temporary measure with the Chair resigning these positions as soon as a new CEO was in place.</p>	
	<p>The Board approved the Chair be appointed as a director of LHL and CWL, with the appointment date being 19 September 2023, on the proviso that once a new CEO was in place they would be appointed the sole director of LHL and CWL.</p>	<p>Chair appointed director of LHL and CWL from 19 September 2023. CoSec to make the necessary filings at Companies House.</p>
<b>14</b>	<b>Implications of CEO resignation part 2</b>	
14.1	<p>The Chair noted that there was no plan to put in place an interim executive and that himself, the SID, the President and MH (the Quartet) had agreed to provide more support to the staff. The meeting discussed this and other implications of the CEO's resignation and the following points were made:</p>	

Item	Topic and Main Aspects Considered	Decision / Action
<ul style="list-style-type: none"><li>• There was a need for the staff team to carry on, it therefore needed to be clear who was able to make decisions whilst no CEO was in place</li><li>• SMT would draw up the key areas where the Quartet, or possibly other directors could help</li><li>• The situation should be reviewed in two weeks' time to see if it could be maintained for a while longer or if further support was required</li></ul>	<p>[REDACTED]</p> <p>Transition list on handover of CEO's work to be prepared.</p>	
<ul style="list-style-type: none"><li>• A transition list should be prepared which set out who was leading on what as part of the handover</li><li>• Care was needed that if directors were involved in executive work, that this was purely temporary and that they extricated themselves from it as soon as viable</li><li>• Who could lead on what also tied in to the need to revisit the directors' portfolios</li><li>• FA would lead, together with the FAC Chair, on the finance side of things</li><li>• NH was happy to help out with anything ACES related</li><li>• Multiple groups wanted input into the role description for a new CEO, this included staff, Council, UK Sport and Sport England</li><li>• The Chair would start the process of drafting the role description and seek input from the SMT</li><li>• Nominations Committee (NomCom) was meeting on Tuesday 26 September and they would also discuss recruitment and the process to be followed</li><li>• Council should be involved, but there should be strict timelines in place as it was preferable that the position be advertised as soon as possible</li><li>• Council had some involvement as they had a representative on NomCom</li><li>• There was no budget to use a recruitment agency, the position would be advertised in all the usual places – UK Sport, Sport England, LinkedIn and others.</li></ul>	<p>Chair to prepare a rough role description for NomCom on 26 September.</p>	
14.2 The meeting then discussed the recent discussions about GBC which had taken place on various forums on the internet, including Facebook and UKC. He was aware that SMT had prepared a statement for the Board and MH also had some comments to make.	The CCO read out the statement, the key points being:	
<ul style="list-style-type: none"><li>• SMT were raising concerns over the pervading negative culture within BMC voluntary roles and the impact this was having on the staff</li><li>• There was a very real risk if it continued the BMC would cease to be able to operate effectively</li><li>• The continuous criticism had the potential to create unmanageable instability within the BMC and result in more staff leaving</li><li>• SMT felt the Board had a necessary and immediate role to address this to safeguard the future security of the BMC</li></ul>		

Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none"><li>The public sphere should not be seen as the place for those in privileged volunteer positions to air their grievances, they were part of the workforce and should adhere to the same standards as staff regarding social media and email communication</li><li>SMT were requesting leadership from the Board and for them to be more proactive in challenging behaviour that does not treat others with respect</li></ul>	
14.3	<p>The meeting discussed this, with the following points made:</p> <ul style="list-style-type: none"><li>MH supported the statement, he had been in the office and morale was not high, it was a valid argument that volunteers should behave as staff, otherwise there appeared to be double standards</li><li>The Board needed to show strong collective leadership</li><li>One problem was that some volunteers did not feel the behaviour was as bad as some staff members did and so they did not push against the behaviour, the other problem was if they did push against it they were a lone voice and then got into lengthy debates which they did not have the time, or the energy for</li><li>There was a limited amount of action that could be taken, this was partly because current codes of conduct did not include sanctions if they were breached and partly because of the articles and the fact that club members could not be excluded from the BMC</li><li>Another problem was that councillors were elected positions, and so it was not possible to remove them</li><li>It would be very difficult and create other issues if there was the suggestion some members should be asked to leave the BMC</li><li>The statement was not a criticism of the Board but was to help them understand and realise that if more key staff were lost the BMC would struggle to operate</li><li>There needed to be more visible messaging from the Board that the behaviour was not appropriate, so that the staff could see something was being done</li></ul>	CoSec to prepare final document with sanctions on to go to the Board for approval.
14.4	<p>MH then sought the Board's advice on a matter he was dealing with as part of an investigation into a complaint. He noted the following:</p> <ul style="list-style-type: none"><li>As part of the investigation he had looked into the issue of injuries occurring at a selection event, this point had been raised by a parent at the AGM (Parent X)</li><li>He had looked into this and the evidence had shown that the selection event did not result in five athletes being injured</li><li>Not a single parent he had spoken to about the selection event said their child had been injured as a result of the selection event</li><li>He had fed the results of this back to Parent X, and Parent X had been provided with the report on the matter prepared by the Safeguarding Manager, but Parent X was adamant that the findings were flawed and incorrect and that five athletes had been injured</li></ul>	

Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none"><li>MH was due to speak to Parent X and his view was that he should maintain the line that the evidence did not back up Parent X's claim.</li><li>MH was asking the Board if he was right to maintain the line of stating the evidence did not back up Parent X's claim</li><li>In the absence of evidence the BMC was unable to move from its current position</li></ul> <p>The meeting discussed this and everyone agreed that MH should stick to the evidence, and they fully supported him in this approach.</p>	
<b>15</b>	<b>AOB and Feedback of meeting</b>	
15.1	<p>The Chair asked the Board if they approved the continuation of Peter Judd as chair of the Hill Walking Group, he had been in place for over 5 years and the Hill Walking Group were happy for him to remain as chair.</p> <p>The Board unanimously approved this.</p>	Peter Judd approved to continue as chair of the Hill Walking Group.
15.2	<p>The President raised a query about honours and awards. He noted the following:</p> <ul style="list-style-type: none"><li>A member of staff had proposed that a particular volunteer be put forward for an award like an OBE or MBE.</li><li>There was no clear process in place at the BMC</li><li>He felt that it should be dealt with by the Honours and Awards Panel, but he wanted to check with the Board if they were happy for this panel to deal with the matter.</li></ul> <p>The meeting discussed it and raised the following:</p> <ul style="list-style-type: none"><li>If something was going out in the BMC's name the Board should be aware, but they did not need to be involved</li><li>It was usually the chair of organisations that wrote a letter of support as opposed to the full board</li></ul> <p>The Board agreed that this should be delegated to the Honours and Awards Panel.</p>	Honours and Awards Panel to deal with the application for an OBE/MBE of a particular volunteer.
15.3	<p>The CoSec referred to FS's resignation and noted the following:</p> <ul style="list-style-type: none"><li>FS had resigned from the Board on 22 September 2023</li><li>The articles provided that directors should give one month's notice</li></ul>	



Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none"><li>FS had requested that she played no further part in the governance, oversight or administration of the BMC from 22 September onwards</li><li>The Board agreed with this and should therefore resolve that FS no longer be involved in the governance, oversight, administration or management of the BMC</li><li>Her effective date of resignation would be 22 September 2023 but her removal from the register at Companies House would show 22 October 2023 to reflect the one month's notice</li></ul> <p>The Board unanimously resolved that FS no longer be involved in the governance, oversight, administration or management of the BMC.</p>	
15.4	<p>The President raised the issue of admin support for Council, he noted:</p> <ul style="list-style-type: none"><li>There was currently no office support for the Council meeting on 7 October</li><li>He did not want to record the meeting for minutes to be produced afterwards</li><li>The Board had support for its meetings and it felt disrespectful that Council did not and that they were being asked to prepare their own minutes</li><li>It would also be helpful if more directors could try and attend more Council meetings, in particular if FA or the SID could attend the meeting on 7 October to speak about the finances and membership plans respectively</li></ul> <p>The meeting discussed this and noted:</p> <ul style="list-style-type: none"><li>The CoSec had provided support for the Council meeting held in June</li><li>The CCO had to look at staffing resources and work out whose responsibility this was, this was particularly important as the CoSec was leaving the BMC in a few weeks, so the Board would also then lose the admin support</li><li>FA was unavailable on 7 October, but the SID might have some time</li><li>The SID and CCO should speak about the message to give about membership plans</li></ul> <p>It was agreed that the CCO should look at a temp being hired to take minutes at upcoming Council and Board meetings.</p>	<p>CoSec to prepare the necessary form and file at Companies House on 22 October 2023.</p> <p>The SID and President to speak about the 7 October Council meeting. SID and CCO to speak about the message to give to Council on membership plans.</p> <p>CCO to find a temp to help with Council and Board admin.</p>
16	<b>Date and time of next meetings</b>	
16.1	<p>The Chair noted the next meeting was an evening meeting on Wednesday 1 November, however he felt that the Board should meet before then in the middle of October to discuss finances and CEO recruitment.</p>	

**Item Topic and Main Aspects Considered**

He asked that the CoSec send round a doodle poll to the Board members to see when they were able to meet in mid-October.

**Decision / Action**

CoSec to send a doodle poll to the Board for a meeting in mid-October.

**17 Close of meeting**

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

Item	Action	Involving	Target date
2.1	CoSec to prepare set of minutes for redaction and send them to the Chair.	LV and RM	ASAP
3.1	CoSec to mark FS action re ODG work as complete on Teamwork	LV	ASAP
3.1	Board to update the action list as appropriate	All	ASAP
	[REDACTED]	[REDACTED]	[REDACTED]
5.1	Investigation into Unit E to take place – JW to lead	JW	Ongoing
5.3	Paper to be prepared for Council meeting of 7 October – setting out the budget principles and the scope of the investigation	ID, RM, AS	04.10.23
5.4	Scope of the investigation to be shared with CCPG Chair and Head of Performance	RM	ASAP
	[REDACTED]	[REDACTED]	[REDACTED]
5.5	Risk discussion to be added to the agenda for the meeting of 1 November or 6 December.	RM, LV	15.10.23
8.2	CCO to check new underwriters cover high altitude expeditions	GF	ASAP
11.1	Directors to provide the Chair with any thoughts or points they wanted raised about MTT by 28 September	All	28.09.23
12.3	Process in place and timelines re the facilitated session to be sorted out.	JW	26.10.23
13.2.1	Chair, President and CoSec to meet to discuss other engagement sessions in the lead up to the 2024 AGM	RM, LV, AS	25.10.23
13.3.1	CoSec to make the necessary filings at Companies House re the removal of the previous CEO and the appointment of the Chair as a director of LHL and CWL.	LV	25.09.23
14.1	Chair to prepare a rough role description for NomCom on 26 September	RM	26.09.23
14.3	CoSec to prepare final document with sanctions on to go to the Board for approval.	LV	15.10.23
15.3	CoSec to prepare the necessary form and file at Companies House on 22 October 2023 re FS resignation.	LV	23.10.23
15.4	The SID and President to speak about the 7 October Council meeting.	CW & AS	29.09.23
15.4	SID and CCO to speak about the message to give to Council on membership plans	CW& GF	29.09.23
15.4	CCO to find a temp to help with Council and Board admin.	GF	29.09.23
16.1	CoSec to send a doodle poll to the Board for a meeting in mid-October.	LV	23.09.23

The above is accepted as an accurate record of the meeting: