

## 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 Thursday 12th October 2023 at 18.30

Directors Present:	Roger Murray (RM)	Chair
	Flavia Alzetta (FA)	Independent Director <small>from minute 2.1</small>
	Laura Needham (LN)	Nominated Director
	Martyn Hurn (MH)	Nominated Director
	Peter Salenieks (PS)	Council Nominated Director (CND)
	Trevor Smith (TS)	CND
	Andy Syme (AS)	President
	John Willmott (JW)	Independent Director
	Caroline Worboys (CW)	Senior Independent Director (SID) <small>left at end of minute 3.3</small>
In attendance:	Lucy Valerio (LV)	Company Secretary (CoSec) <small>left at the end of minute 5.3</small>
	Gavin Finch (GF)	Chief Commercial Officer (CCO)

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

Item	Topic and Main Aspects Considered	Decision / Action
1	<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 Neal Hockley (NH) had given his apologies and that FA was going to be a bit late, 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 then welcomed TS to his first Board meeting and invited him to say a few words about himself. TS introduced himself and provided the Board with details of his background.</p> <p>The Chair then said the following:</p> <ul style="list-style-type: none"><li>This was a relatively informal meeting to discuss a couple of items so that the evening meeting of 1 November was not too long</li><li>No formal agenda had been prepared, but the discussion points were:</li></ul>	

Item	Topic and Main Aspects Considered	Decision / Action
	<p>[REDACTED]</p> <ul style="list-style-type: none"><li>○ the work that some of the directors had been doing since the CEO's departure</li><li>○ the Clubs' Committee Chair role description</li><li>○ CEO recruitment</li><li>○ an outline of the timeline for finances</li><li>○ a discussion about the comms plan</li></ul>	
2	[REDACTED]	
2.1	[REDACTED]	
	[REDACTED]	
2.2	[REDACTED]	
2.3	[REDACTED]	[REDACTED]

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

**3 Work of the Board with Senior Management Team (SMT)**

3.1 The Chair noted that a quartet of directors, himself, the SID, the President and MH had been working with SMT since the CEO's departure, and that FA had been working closely with the Financial Controller on the finance side.

The SID made the following points:

- the CEO recruitment pack was nearly ready to go
- there was a lot on the plate of the HR & Office Manager (HROM) at the moment, and that was likely to increase once the CoSec had departed
- enquiries had been made about getting some temporary support in to help the HROM
- the CoSec needed to be replaced and there was probably some sort of Head of Ops or a Chief Operations Officer (COO) role that was needed, particularly to take some things off the CCO's plate
- there was likely to be some modification around GB Climbing (GBC)
- flexibility was key to finding a replacement CoSec e.g. if someone wanted to work during school hours etc. it was not a strict 9-5 role based in Manchester, this would hopefully attract a wider pool of candidates
- it would be good to recruit for a COO at a similar time to the CEO as it was possible that there could be those who applied for the CEO role that were not quite at that grade, but would be a good COO
- budgets were tight and it was important not to go on a huge recruitment spree and then make redundancies

3.2 The meeting discussed this and noted the following:

- it was possible to hire a COO who had financial qualifications, or a Chief Financial Officer (CFO) who was able to manage operations, these skills could be in the same person
- the previous CFO had undertaken numerous roles
- the type of organisation and size of the BMC lent itself to having a COO with financial experience, they did not necessarily need to be a qualified accountant

3.3. [REDACTED]

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4	<b>Chair of Clubs' Committee Role Description* (the RD)</b>	
4.1	<p>The Chair referred to the RD which had been circulated via email and noted there had been a good exchange of comments between PS and TS.</p> <p>He therefore proposed the following:</p> <ul style="list-style-type: none"><li>• the Board approved the RD subject to one of PS or TS finalising it</li><li>• PS or TS finalise the RD</li></ul> <p>TS said he would finalise it.</p> <p>The President asked if the RD had gone to Council, as they should have input into it as part of the current process. It was noted they had not yet seen it.</p>	<p>RD approved subject to being finalised.</p> <p>TS to finalised the RD and to post on Council Chat Teamwork project</p>

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	<p>The meeting discussed this and it was agreed that once TS finalised the RD, that he would then upload it to the Council Chat Teamwork project, and ask for any comments by Tuesday 17 October. The final version would then be sent to the CoSec for it to be advertised.</p>	
<b>5</b>	<b>CEO Recruitment*</b>	
5.1	<p>The Chair provided a timeline as to the work and contributors to the CEO recruitment pack (the CEO Pack). He added that Dawn Brown, who was renowned in the sports recruitment world and who worked with UK Sport, had been helping. The version of the CEO Pack that had been provided to the Board had therefore had an enormous amount of input.</p> <p>He said that there was a need to push on with the recruitment because there were four or five directors doing an enormous amount of work and this was not good governance. It had therefore been agreed that feedback needed to be provided to the HROM by close of play Friday 13 October. He thanked the directors that had provided feedback to date.</p>	
5.2	<p>The meeting discussed the CEO Pack and the following points were made:</p> <ul style="list-style-type: none"><li>• The balance between commitment to members and the access and conservation work had not been struck, the first part of the CEO Pack made the BMC sound like a conservation body, not a body representing mountaineers</li><li>• Delivery of membership benefits needed more emphasis as this was a key role of the CEO</li><li>• The Our Story part was part of the new branding and so could not be altered that much, as there needed to be consistency</li><li>• It was difficult because the BMC sought someone to cover many different things, but it needed to be clearer that if a candidate was part of elite sports then the BMC wanted them to be part of its activities, and if a candidate was part of our activities then we wanted them to know elite sports, it was finding a balance between these</li><li>• If there could be some tweaks made to the brand narrative about the role clubs had in founding the BMC</li><li>• The BMC's role in the recreation of mountaineering should be stronger</li></ul>	PS to send suggested amends to CEO Pack re wording for clubs to CCO
5.3	<p>The Chair thanked everyone for their input. There was then a discussion about who would go on the interview panels. The Chair made the following points:</p> <ul style="list-style-type: none"><li>• Recruitment went via Nominations Committee (NomCom), which was the three independent directors, himself and someone from Council</li><li>• There were to be two sets of F2F interviews, with the first one being an assessment centre type with candidates providing a presentation, these would be at the office</li></ul>	

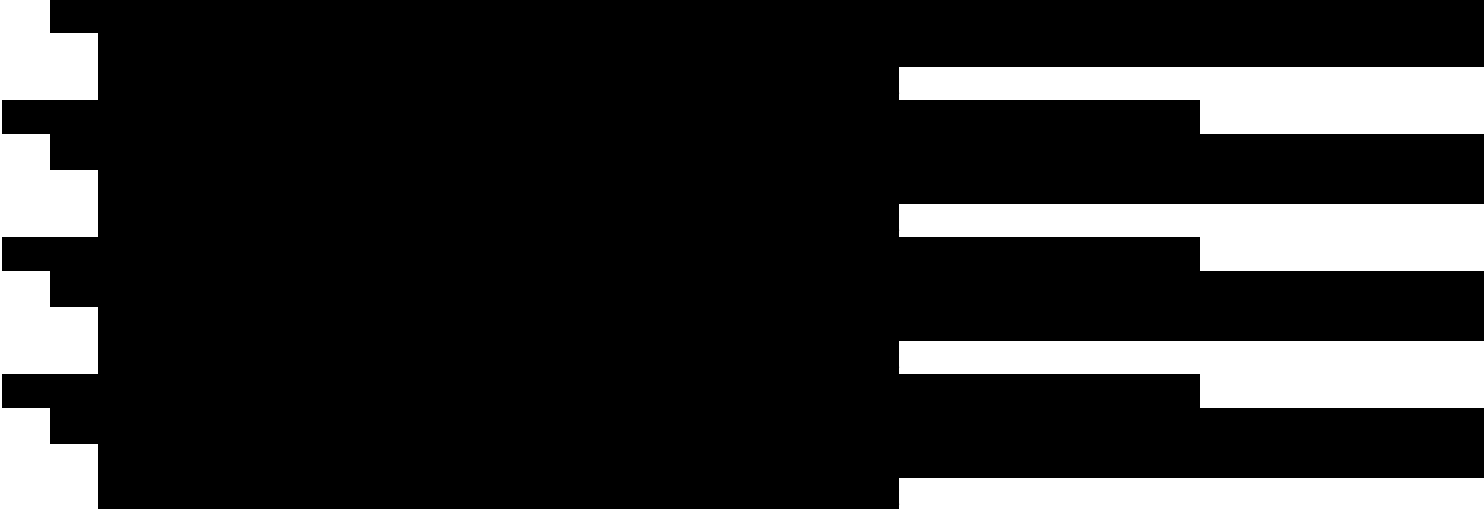
Item	Topic and Main Aspects Considered	Decision / Action
	<ul style="list-style-type: none"><li>• The second F2F would be off site and there would be interaction with the SMT</li><li>• He was working with the SID and HROM as to how all of this would be managed</li></ul>	
<b>6</b>	<b>Update – listening sessions, general and finance</b>	
6.1	<p>LN updated the Board on the listening sessions which were being held with various stakeholders of GBC. She made the following points:</p> <ul style="list-style-type: none"><li>• Herself, the Chair, Paul Ratcliffe chair of the Competition Climbing Performance Group (CCPG) (CCPG Chair) and Freddie Naish (FN) had held numerous sessions with groups such as athletes/parents, coaches, GBC staff, UK Sport</li><li>• The process had snowballed which was good as it meant people were comfortable speaking to them about GBC</li><li>• A lot of information and issues had arisen and the plan was for LN, FN and CCPG Chair to independently set out what they felt needed to happen, they would then meet to discuss their views and compile a report for the Board</li><li>• They were working out how to communicate back to the stakeholders as she wanted to bring them on a journey, but it was recognised that not everyone would be happy. They would welcome suggestions as to how to manage this</li></ul>	
6.2	<p>The Chair then added some information as he had spoken to the CCPG Chair earlier that evening, and they had got to the following point:</p> <ul style="list-style-type: none"><li>• Before a report goes to the Board, LN, FN and CCPG Chair should have a conversation with the Board and have a one to two hour meeting</li><li>• It needed to be the three of them, and the CCPG Chair had suggested the evening of Monday 23 October</li><li>• Then at the Council meeting the Chair and the President could handle questions from Council</li><li>• There would then be a paper prepared, so after the meeting on 23 October</li><li>• Feedback would be provided to the various stakeholders consulted</li><li>• Work would then need to take place with the Chair and HROM on restructuring of GBC</li></ul> <p>LN felt that that would work and she highlighted that so far the financial situation of GBC had been kept separate from the listening sessions, but at some point these would need to be considered together, as both of these impacted on each other. This could also be discussed on 23 October.</p> <p>The Chair noted the BMC had said publicly that they would let people know a direction of travel by the end of October.</p>	
		Board meeting to be scheduled for 23 October.

Item	Topic and Main Aspects Considered	Decision / Action
6.3	<p data-bbox="165 161 730 185">The meeting discussed a few points further:</p> <ul data-bbox="215 229 1659 783" style="list-style-type: none"><li data-bbox="215 229 1451 256">• If the paper would be put out before feedback was given to the listening session participants</li><li data-bbox="215 264 1659 328">• The paper would go to Council before it got Board sign off, but what would happen with Council comments if they did not like the proposal, but the listening session participants did?</li><li data-bbox="215 336 1615 400">• It was felt that in this case the listening session participants had priority over Council's comments, as this was about the athletes, coaches, parents etc. not about Council</li><li data-bbox="215 408 1615 435">• It was felt this was right the way it was important that the listening session participants had a voice in this</li><li data-bbox="215 443 1659 507">• It was felt Council would be relieved that a route through this had been found and that athletes etc had been heard and they had a lot of respect for the CCPG Chair</li><li data-bbox="215 515 1563 542">• A lot of information had been amassed and the sessions had been long, it had been a tough process</li><li data-bbox="215 550 1659 710">• The parents and others who signed the open letter had very definitive views as to what the outcome should be. It was likely the outcome reached would not be definitive enough for them and this needed to be managed as some of these parents had close links to Council and so this could create more noise if these parents were not happy, it would be good to show that the majority of parents were happy, or the community were happy that the way forward was the right one</li><li data-bbox="215 718 1330 745">• There were some things that could be done quickly which would make a difference</li><li data-bbox="215 753 1077 780">• Expectations had been managed at each listening session held</li></ul>	
6.4	<p data-bbox="165 823 1469 847">The Chair then made the following points as part of a general update on the work he had been doing:</p> <ul data-bbox="215 892 1659 1086" style="list-style-type: none"><li data-bbox="215 892 1048 919">• He was now the Accountable Officer of the BMC to UK Sport</li><li data-bbox="215 927 1615 991">• There was a finance meeting with UK Sport on 19 October, FA had been working hard with the Financial Controller to put the BMC in a good place to be able to negotiate</li><li data-bbox="215 999 1659 1062">• There was an LA engagement meeting on 27 November which required a lot of work as that would set GBC off for 2024-2028</li><li data-bbox="215 1070 226 1098">•</li></ul>	
6.5	<p data-bbox="165 1102 1189 1126">The Chair then handed over to FA for her to provide an update on the finances:</p> <ul data-bbox="215 1134 1659 1473" style="list-style-type: none"><li data-bbox="215 1134 1189 1161">• FA and others were working through the September year to date figures</li><li data-bbox="215 1169 1659 1406">• There was a lot of work involved in going through the figures line by line, particularly for GBC, and figure out if:<ul data-bbox="309 1238 1554 1406" style="list-style-type: none"><li data-bbox="309 1238 703 1265">○ Is the cost the actual cost?</li><li data-bbox="309 1273 999 1300">○ Is the cost a BMC cost or should it be recharged?</li><li data-bbox="309 1308 1171 1335">○ If it should be recharged – how much of it, to whom and when?</li><li data-bbox="309 1343 1554 1406">○ Are there any other 'incomes' that are not in the budget, forecast or anywhere that should be accounted for</li></ul></li><li data-bbox="215 1414 1626 1473">• So far it looked like there was a little bit of all of the above, and it looked like there were some travel costs which should be charged out. The Head of Performance was checking this.</li></ul>	

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	<ul style="list-style-type: none"><li>• There may be additional funding that was applied for and granted, but it was the first time FA had heard about this particular funding pot</li><li>• She had a further call with the Head of Performance and Financial Controller and from this she would then know how much more work was required to confidently close the September numbers</li><li>• The variances were up to £100,000 in a positive way</li><li>• FA would drop a note to the Board setting out the position after the call</li><li>• There were a couple of extra actions being taken:<ul style="list-style-type: none"><li>○ Preparation of what should be the submission to UK Sport for this quarter i.e. June to September</li><li>○ A validation of the logic that is applied for charging more generic costs, FA wanted to review that allocation to see if it made sense</li><li>○ The Head of Performance had been asked to look at the forecast for the rest of the year for GBC. This would be what was really committed that needed to be in the forecast, and what other items could be discussed which would be the base for course correction 3</li></ul></li><li>• FA and others would need to pick up on course correction 3 once September figures had closed.</li></ul>	
6.6	<p data-bbox="165 679 562 703">The Chair added the following:</p> <ul style="list-style-type: none"><li>• The other component in relation to the GBC and UK Sport point involved a few questions:<ul style="list-style-type: none"><li>○ What did the BMC commit to?</li><li>○ What did the contracts say?</li><li>○ What had the BMC paid in addition?</li><li>○ What was the delta?</li></ul></li><li>• He suspected there was a big difference between what 2023 looked like, compared to what 2024 will look like, because the BMC would get back to what was agreed.</li></ul>	
6.7	<p data-bbox="165 1023 842 1046">The meeting discussed this and raised the following:</p> <ul style="list-style-type: none"><li>• It was agreed that the grants for Toby and Hamish were to be protected</li><li>• Some parents had raised concerns that they were waiting for invoices of £14,000</li><li>• Some coaches had not been paid</li><li>• GBC coaches were under contract until the end of December 2024, but the funding was until March 2025 and so there was a danger of losing coaches in those 3 months and having to re-employ them when the next funding cycle kicked in</li><li>• It was unlikely that the same program could be delivered in 2024 that had been delivered in 2023, as the program in 2023 had resulted in overspend</li><li>• There was a need to protect the Financial Controller as the current situation was very stressful and it was important for the Board to help him and protect him, so there was some caution in asking him for more and more things, so the budget might have to wait, it was important to close the 2023 numbers first</li></ul>	



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	<ul style="list-style-type: none"><li>• There were clearly a lot of challenges around budget for 2024 which the new CEO would know nothing about, and whether this impacted on the recruitment of a new CEO. It should not, as the idea was that 2024's budget was dealt with by the end of 2023</li><li>• There were various time periods regarding GBC:<ul style="list-style-type: none"><li>○ Up to now, during which the BMC had overfunded GBC</li><li>○ From now until the end of 2024, which unless there was an intervention was looking like there would be a crash in terms of the money available to GBC</li><li>○ From 2024 onwards which is the LA cycle of funding, when there was the potential to increase UK Sport funding as the BMC was one of the six sports asked to put a "Case for Change to UK Sport"</li></ul></li><li>• The vast majority of the BMC was working hard and working well, the big challenges were funding and GBC and the two went hand in hand</li><li>• There was a need to be better at communicating with members, internally across staff – Directors - Councillors and wider external communications</li><li>• A culture of no surprises needed to be created and an ethos of under promise and over deliver</li><li>• If 2024 had to be a very difficult year because there was much reduced funding, that would double down on the problems for any remaining GBC staff as people would blame them for the mess. The Board needed to be mindful of that</li><li>• The option to pull funding from the reserves was theoretical only, it should not be done</li><li>• In 2023 the BMC had planned course corrections if membership targets were not met. Once we realised that membership was not growing at the planned rate we acted on the course corrections. In 2024 it should be managed the other way round i.e., plan on a continued growth of X% and if we exceed this, then we can use the extra money against an agreed increased investment plan.</li><li>• The BMC needed to show the reasons behind the £40k hit from the insurance problem, particularly that it was due to an issue outside of its control</li><li>• The Board should be honest with the new CEO on the finances</li><li>• GBC was going to have to change, it would be unlikely that it could operate the way it has been in 2023</li></ul>	
6.8	<p>The Chair then asked MH to provide an update on the work he had been doing with the staff team. MH noted the following:</p> <ul style="list-style-type: none"><li>• He reiterated what the SID had said about the HROM. There were tight deadlines to be met and there was a lot of stress there</li><li>• He was trying to deal with the here and now in respect of GBC and he had spoken to the Head of Performance to look at changes that could be made now to make GBC more athlete-centric</li><li>• Some immediate changes were made:<ul style="list-style-type: none"><li>○ Some slight relaxations on deadlines for registration of climbing events</li><li>○ This resulted in several athletes being able to enter a competition they had not been able to before, including the daughter of one of GBC's sponsors</li><li>○ The current admin system was archaic and so this needed to be changed</li></ul></li></ul>	

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	<ul style="list-style-type: none"><li>○ Communications had been bad and GBC staff had to start seeing athletes, parents, coaches as our customer base. The staff spoken to had been receptive to this and asked for customer training</li><li>○ The picking up of the phone instead of replying by email was suggested, and this had resulted in better outcomes</li><li>● He was going to the office on Tuesday 17 October to look at how budget holders operate within GBC, this would tie in with FA's work</li><li>● He had asked all of GBC for details of their workload and their key objectives, this was to see where things get blocked</li><li>● GBC were very busy, and there were resource limitations. Consequently with current resources it is not possible for GBC to match the expectations of athletes and parents and what they wanted GBC to do</li><li>● The communication of how we get this across would be critical, he would feed his ideas through to LN</li></ul>	
6.9		
6.10	<p>The CCO then provided an update on various matters since the CEO's departure. He noted the following:</p> <ul style="list-style-type: none"><li>● It had only been 3 weeks since the CEO had departed, and these had been intensive</li><li>● The staff morale was still low, but SMT had pulled together really well over the last 3 weeks and they were meeting twice a week to focus on staffing, budget and finance, and CEO responsibilities</li><li>● He thanked the Chair, President, SID and MH for the work they were doing and noted it was key to ensure things were joined up in decision-making</li><li>● Everyone was stretched, so there was not much give left</li><li>● The staff away days had with hindsight happened at a good time and were used to reflect on the successes and to think about the future</li></ul>	

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	<ul style="list-style-type: none"><li>• The pinch points were finance and budget, there was a staff meeting next Tuesday and so thought was being given about the message that SMT wanted to give to staff at that regarding finance</li><li>• There were some key messages to get across and to help staff understand the work being done and timelines involved</li><li>• La Sportiva had decided not to continue their partnership with the BMC past the end of 2023, this not solely due to the outside noise, but it was partly down to that.</li></ul> <div data-bbox="165 363 1648 502" style="background-color: black; height: 87px; width: 100%;"></div>	
6.11	<p>The meeting discussed the above and noted the following:</p> <ul style="list-style-type: none"><li>• How the good news stories raised at the staff away days would be more widely shared</li><li>• The proud moments had shown how much the BMC does, and how much positive work it did, these could be shared with the Board, but they were more for an internal audience</li><li>• It would also be useful for the Board to see the work done in the session around what behaviours staff wanted to see moving forward</li><li>• The CCO should be applauded as he was doing a great job</li><li>• The CCO felt it was not just him and that the SMT had been amazing - they had all stepped up</li><li>• It was helpful at the Council meeting at the weekend to have staff in attendance, and this showed an improvement in internal communications and Council really appreciated it</li><li>• The Specialist Committee reviews had also shown the number of good stories, and the question kept being asked why these good news stories were not reaching a wider audience - may be some video shorts could be prepared</li><li>• It had been raised that BMC Land &amp; Property Trust (LPT) had picked up a lot of slack on the access side recently, such as paying for the contracted Land Manager. They had been doing this since 2019 and the BMC had not put anything in, so thought needed to be given to that situation, particularly longer term so that LPT started to build its funding up and not run it down</li><li>• There was also a need to look at voluntary donations for the BMC's charities</li></ul>	
6.12	<p>The President then raised a couple of points that had arisen out of the Council meeting, and the BDO report:</p> <ul style="list-style-type: none"><li>• One was about how to deal with the social media pieces: The BMC needed to find a better way of dealing with it, that was not the historical way (the BMC did not respond) or the current way which was him replying to the posts when he had some time</li><li>• A resource needed to be found that could put a strategy in place about what was being put out on these channels i.e. if information was being put out there which was not public knowledge then X is what would be said about it, or nothing would be said – the message would be whatever the strategy was</li></ul>	

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	<ul style="list-style-type: none"><li>• It would be good to plan the communications for the big issues. At the moment the BMC is very reactive and he was essentially doing comms on behalf of the BMC</li><li>• It felt like this was a specific role though, and that fed into budget implications</li><li>• Glasgow climbing centre were looking to expand their ice climbing facilities and had reached out to him. Ideally, they would like the BMC to provide some finance, but most people who used their facilities would be members of Mountaineering Scotland.</li><li>• There was an issue with the disproportionate number of GB Climbing athletes who got free entry to walls. With the exception of two athletes, all of the GB Climbing ice climbing team live in Glasgow, so 10%+ of their users are getting in for free which was not working for the facility</li><li>• The BMC probably did need to find a way of providing the facility with some money, but it would have to be around a tie up and a benefit for members such as reduced fees, and they had been open to that suggestion</li><li>• He was aware there was no money to give, but sometimes you had to speculate to accumulate</li><li>• The centre was going to come back to him with some ideas on going forward.</li></ul>	
6.13	<p>The meeting discussed this with the following noted:</p> <ul style="list-style-type: none"><li>• There was a lot in what the President had said, but when he spoke about social media what that really meant was UK Climbing forum, which was not the same as social media in its entirety</li><li>• The BMC could use a large percentage of its resources on this, and was this the way to help turn the oil tanker around?</li><li>• The forums did need to be dealt with though and a battle plan formed</li><li>• The Glasgow centre cut across a few things, such as athlete support and relationship building with walls and tying that into membership offers</li></ul>	
6.14	<p>JW then updated the Board on the work which had started in relation to the working relationship between Board, SMT and Council:</p> <ul style="list-style-type: none"><li>• The task and finish group looking into this had had its first meeting on Monday 9 October</li><li>• Peter Neden had stepped back from Council and it was being put to Council that TS be his replacement, Council's agreement to this was being sought via a poll because TS was now a CND it altered the balance between Board members and Councillors</li><li>• A survey would be sent out to Councillors and Board members to try and get as many views as possible and in order to identify suitable candidates for the position</li></ul> <p>The meeting discussed this and noted the following:</p> <ul style="list-style-type: none"><li>• There were a number of inactive Council members and so it would be good to get their views</li><li>• The listening sessions had proved a useful way of getting feedback from those who were quieter</li></ul>	

**Item Topic and Main Aspects Considered**

**Decision / Action**

The following were AOB items noted:

- Area meetings were coming up and it would be good for the Chair to prepare a briefing note and for the CCO to add to it as necessary and get this to the Board for Monday 16 October
- If there was the possibility to share CEO reports with Areas – an external report could be prepared to deal with this
- The £100,000 loss would come up in Area meetings so a line was needed on that

Chair to prepare briefing note for Areas and send to the CCO for input.

**8 Date and time of next meetings**

8.1 The Chair noted the next scheduled meeting was an evening meeting on Wednesday 1 November, and there was now the meeting to be held on Monday 23 October.

**9 Close of meeting**

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

Item	Action	Involving	Target date
4.1	TS to finalise the RD for the position of Chair of Clubs Committee and to post on Council Chat Teamwork project	TS	23.10.2023
5.2	PS to send suggested amends to CEO Pack re wording for clubs to CCO	PS	15.10.2023
6.2	Board meeting to be scheduled for 23 October.	LV	18.10.2023