

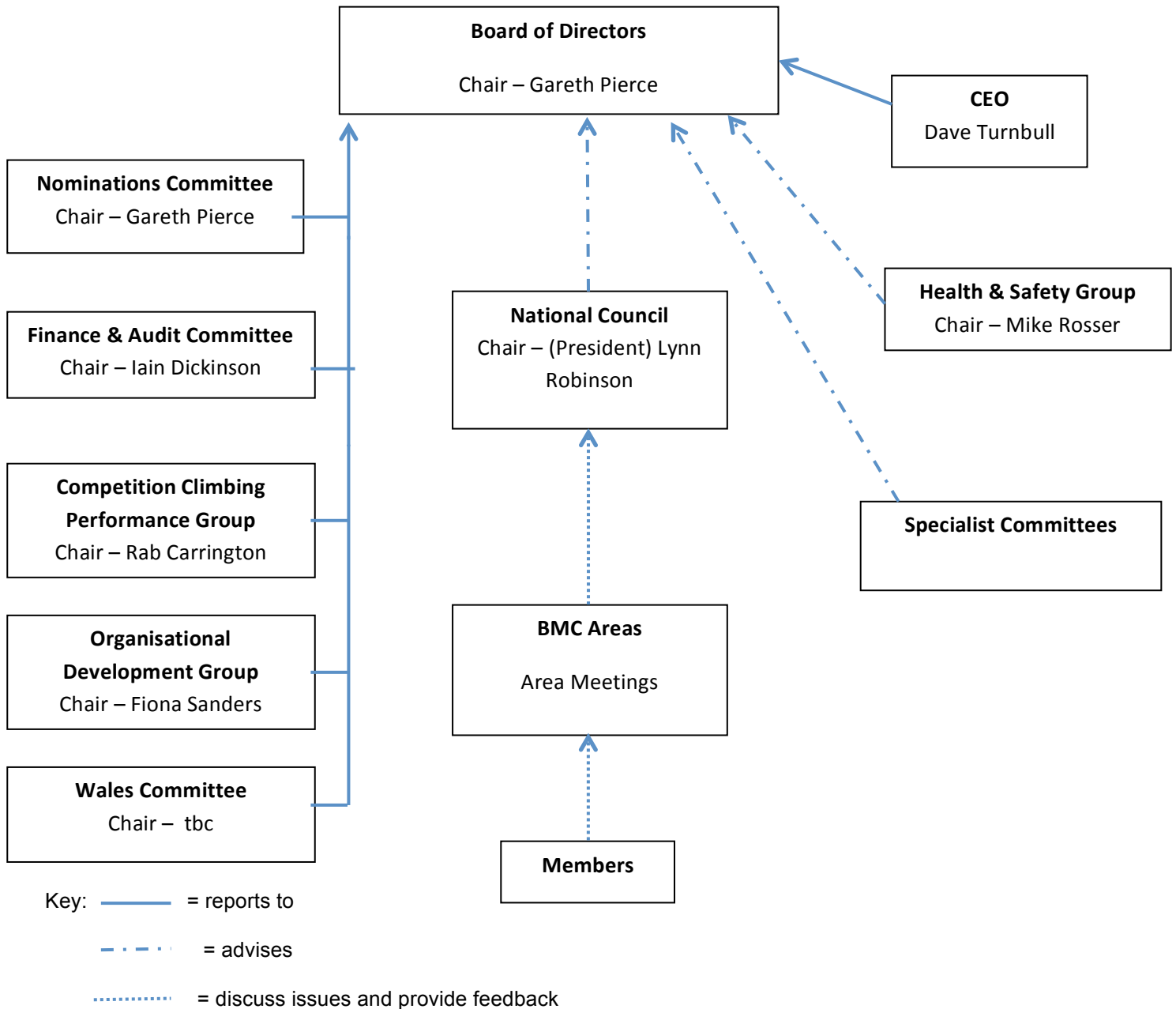
**BMC Annual Governance Statement 2020**

The BMC’s annual governance statement explains the processes and procedures in place to enable the organisation to carry out its functions effectively, and outlines our progress since the AGM held on 16 June 2018 (the 2018 AGM).

Changes to the organisation’s Articles of Association (AoA) approved at the 2018 AGM have resulted in the organisation working hard to follow best governance practices. More importantly, they ensured that the BMC Board of Directors is responsible for the overall governance and operation of the BMC.

**Governance Framework**

The framework for the BMC’s governance is:



The Finance & Audit Committee, Nominations Committee, Competition Climbing Performance Group, Organisational Development Group and Wales Committee are all sub-committees of the Board and have delegated authority from the Board. The Board and National Council are party to a Memorandum of Understanding which sets out the relationship between the two bodies. This recognises that the Board has primacy, with National Council’s role being to constructively challenge the Board and hold it to account on behalf of the members.

- **BMC Board of Directors (Board)** – this was formerly known as the Executive Committee but was renamed the Board in June 2018. The Board have overall primacy of the BMC and are the ultimate decision-making body. They set and implement organisational strategy in consultation with National Council. There are 12 directors sitting on the Board, comprising of the Chair, the President, three Independent Directors, three Nominated Directors, three directors appointed by National Council (CNDs) and the CEO. [BMC Board](#)
- **Finance & Audit Committee (FAC)** – a sub-committee of the Board it has responsibility on behalf of the BMC to oversee and monitor all financial and audit aspects in order to ensure short and long-term viability and integrity. The FAC reports to the Board four times per year. Terms of Reference are reviewed annually and they were last agreed at a Board meeting on 29 January 2020. [FAC ToR](#)
- **Nominations Committee (NomCom)** – established in April 2017 it is a sub-committee of the Board and has the responsibility for ensuring open and transparent processes for the selection and recruitment of Board members and the CEO. It leads the process of director appointments and makes recommendations to the Board. This is to make sure that the directors have a wide variety of skills and there is a balance of gender and diversity. It meets as and when necessary to ensure effective succession planning for the organisation. [NomCom ToR](#)
- **Competition Climbing Performance Group (CCPG)** – established in March 2020 it is a sub-committee of the Board and has the responsibility for the strategic and operational oversight of GB Climbing. It will also ensure strong management of risk and resources for GB Climbing. The CCPG will meet at least four times a year, it has already had two meetings in March and April 2020 and is in the process of finalising its terms of reference for approval by the Board. Once the terms of reference are approved they will be published on our website.
- **Organisational Development Group (ODG)** – this was formerly known as the Implementation Group, shortly after the 2018 AGM it was renamed the ODG. It is a sub-committee of the Board. The ODG's role is to make recommendations to the Board in order to allow the Board to implement organisational change in line with the spirit of recommendations made in 2017 following an independent organisational review of the BMC - [ODG ToR](#) There is also a dedicated ODG website [here](#).
- **Wales Committee - Pwyllgor Cymru** – the Board agreed to establish this as a sub-committee in January 2020 and it is in the process of finalising its terms of reference. The committee will have the responsibility for addressing issues that are relevant to the BMC's Welsh members and members who visit Wales and also for developing proposals for future governance arrangements for the BMC's work in Wales, including in the context of gaining recognition and participating in funding opportunities. Once the terms of reference are finalised they will be published on our website.
- **Health & Safety Group (HSG)** – established in 2016 it reports directly to the Board. Its responsibilities are to ensure that the BMC is discharging legal health and safety duties placed upon it, in relation to the BMC office, competitions, events (in particular risk assessments), emergency procedures and any training required. The HSG reports to the Board twice a year.
- **National Council** – this represents the body of members. It has a responsibility to constructively challenge the Board, holding them to account on behalf of the members. It is comprised of representatives from the BMC Areas, BMC Specialist Committees, organisations which work closely with the BMC, and members of the Board. It meets at least four times a year. [National Council](#)
- **BMC Areas** – there are 10 BMC Areas – Cymru (South), Cymru (North), the Lake District, London & South East, the Midlands, North East, North West, the Peak District, South West, and Yorkshire. Area meetings are held at least three times a year. At these meetings members discuss local issues and are provided with updates as to matters discussed at National Council meetings.

- **BMC Specialist Committees** – there are 10 BMC Specialist Committees – Access Management Group, Clubs Committee, Equity Steering Committee, Guidebook Committee, Huts Group, International Committee, Land Management Group, Technical Committee and Training, Youth & Walls Committee (sub-committee Child Safeguarding Group). The following link provides details of the role of each of these [BMC Specialist Committees](#). The committees presented their annual reports to the National Council in December 2019, and had their Terms of Reference approved by the Board in early 2020. Each committee meets at least three times a year.
- **Members** – members are individuals or affiliated clubs. At present there are over 83,000 members of the BMC. The BMC’s constitution allows each member, who is over the age of 18 and has paid the appropriate subscription fee, to vote on resolutions at AGMs.

### **Persons and/or organisations with significant influence over the BMC**

As a private company limited by guarantee, the BMC does not have any one significant shareholder or member with significant influence. However the UK Sport and Sport England do have some influence over the BMC, in the sense that as they provide funding to the BMC, the BMC has to ensure it meets certain standards and requirements e.g. the Code for Sports Governance.

### **Good Practice in Governance**

The primary governance code that the BMC recognises is the Code for Sports Governance (the Code).

#### Action Taken

In order to assist with ensuring good governance and adherence with the Code, since the 2018 AGM, the BMC has:

- adopted new AoA at the 2018 AGM. This has resulted in the Board having primacy and ensured they are the ultimate decision-making body, whilst providing clarity as to the role of National Council moving forward, by way of reserved matters. The reserved matters require the Board to either seek approval of National Council, or consult with them as set out in the final page of the [AoA](#)
- further amended the AoA at the AGM held on 31 March 2019 (2019 AGM), such amends set out specific terms of office for those serving on National Council and created the Nominated Director positions, such positions were based on the skills and expertise required for the Board
- recruited a Governance & Compliance Officer (March 2019), who was appointed Company Secretary in June 2019
- reviewed and updated the Director’s Governance Manual (November 2018 and April 2019)
- appointed a Chair for the Board, via an open recruitment process conducted by NomCom (November 2018), such appointment was approved at the 2019 AGM
- undertaken an open recruitment exercise, conducted by NomCom, in relation to Nominated Director roles, as a result of this there were two candidates proposed for two of the positions, and three proposed for one of the positions. The members voted for their preferred candidate at the 2019 AGM.
- appointed a new Independent Director, via an open recruitment process and the NomCom (November 2019), such appointment subject to approval at the 2020 AGM
- created a dedicated governance page on the BMC website [here](#)
- uploaded various minutes of meetings onto the BMC website, including AGMs, Board minutes, minutes of meetings of the National Council, area meetings e.g. [Board meeting summaries and minutes](#)

#### Action still to be taken

There are some requirements of the Code that the BMC is still to meet:

<b>Requirement</b>	<b>Action planned</b>
2.1 Each organisation shall adopt a target of, and take all appropriate actions to (A) encourage a minimum of 30% of each gender on its Board (B) demonstrate a	The target has been adopted, however it has not been met. At the 2019 AGM a female director resigned and a female director was appointed. This resulted in 3 female directors

Requirement	Action planned
strong and public commitment to progressing towards achieving gender parity and greater diversity generally on its Board, including but not limited to, BAME and disability.	sitting on the Board of 12. This is 25%, it is our goal to try and meet requirement 2.1(A). In terms of diversity parity, the BMC's succession planning is taking this into account and is very aware of the need to seek a wider range of candidates to sit on the Board. Sport England have partnered up with Perrett Laver, a recruitment firm, to provide a service to match independent non-executive directors to positions at funded partners.
2.3 The Board shall ensure that the organisation prepares and publishes on its website information (approved by the Board) about its work to foster all aspects of diversity within its leadership and decision making, including an annual update on progress against the action identified in requirement 2.2.	The diversity action plan currently on our website is in the process of being updated and approved by the Board.
4.2 External evaluation of the Board shall be facilitated at least every four years or at the request of UK Sport / Sport England.	We are looking at an external evaluation of the Board to take place in the latter part of 2020 or early 2021. The Governance & Compliance officer, working with the Chair, will organise this.
4.3 The Board shall agree and implement a plan to take forward any actions resulting from the evaluations.	This cannot be complied with in respect of an external review until such review has taken place. Regarding internal board evaluations, a plan is being put together following completion of an internal review in April 2020.
4.4 Each organisation shall adopt a mandatory directors' code that, amongst other things, requires all directors to act at all times, with integrity, in a forthright and ethical manner and in accordance with their organisation's conflicts policy.	At present, there is no specific directors' code of conduct. The Governance & Compliance Officer plans to start work on such a code following the AGM to be held on 13 June 2020. Any directors appointed are required to sign an appointment letter and this specifically mentions that they are to act with integrity. In addition they are bound by the directors' duties contained within the Companies Act 2006 and the BMC is regulated by the Finance Conduct Authority and so all our directors are bound by the Conduct Rules under the Senior Managers & Certification Regime for solo-regulated firms. There is also a conflicts policy in place and as noted above, conflicts of interest are dealt with at each Board meeting.

## **Board of Directors**

### **Decisions Taken**

The decisions taken have been in relation to:

- a range of proposals emerging from the work of the Organisational Development Group (formally referred to the Organisational Review Group prior to the 2018 AGM) (the ODG)
- recruitment – finding a Chair, candidates for the Nominated Directors vacancies, and a new Independent Director
- the impact of a major claim on the BMC's insurance, evaluating this and subsequently proposing to increase the membership subscription fee – which was approved by the members at the 2019 AGM
- a new 5 year strategic plan for 2020-24, soon to be updated to 2021-25
- a budget for 2020 (which was approved pre-Covid-19) and outline financial plan to 2024

- competition climbing and talent development – the Board agreed to set up a sub-committee of the Board to oversee a new internal department called GB Climbing, responsible for grassroots climbing, competitions and talent development
- a new sub-committee of the Board to address issues relating to mountaineering in Wales
- issues affecting the BMC as a result of Covid-19
- appointing new auditors for the BMC to conduct the 3 audit cycles starting with year ending 31 December 2020

### Biographies

The biographies of all current serving directors are set out on the website – the link is [here](#). The table below sets out the role and names/terms of all current directors. All directors are appointed for an initial 3 year term, with the option of a further 3 year term.

<b>Role</b>	<b>Name, appointment date</b>
Chair	Gareth Pierce (GP) 21.11.18
President	Lynn Robinson (LR) 22.04.17
Council Nominated Director	Fiona Sanders (FS) 31.03.19
Council Nominated Director	Jon Punshon (JP) 28.03.20
Council Nominated Director	Christ Stone (CS) 28.03.20
Senior Independent Director	Matthew Bradbury (MB) 22.04.17
Independent Director	Amanda Parshall (AP) 16.06.18
Independent Director	Paul Drew (PD) 25.11.19
Nominated Director	Huw Jones (HJ) 31.03.19
Nominated Director	Jonny Dry (JD) 31.03.19
Nominated Director	Jonathan White (JW) 31.03.19
CEO	Dave Turnbull (DT) (ex-officio) 16.06.18

Since the 2018 AGM the following directors have retired:

Emma Flaherty (EF) – 31 .03.19; Rik Payne (RP) – 31.03.19; Graham Richmond (GR) – 31.03.19; John Roberts (JR) – 31.03.19; Simon McCalla (SM) – 19.10.19; Roger Fanner (RF) – 01.11.19; Will Kilner (WK) – 26.11.19

### Conflicts of Interest

One of the first matters dealt with at Board meetings, is a declaration of a conflict of interest on matters to be discussed – the following is a link to the [Board minutes](#). In addition, upon appointment any conflicts of interest are declared and kept on file for the duration of their term.

### Induction and Ongoing Training

Upon appointment, directors:

- are provided with the BMC Director’s Governance Manual and have a full BMC induction during which they read and sign off on any relevant BMC policies e.g. conflicts of interest, confidentiality
- are sent on a Director Training Workshop, which is designed to ensure that they are ‘board ready’
- spend a day in the BMC’s office to familiarise themselves with members of staff and their roles
- meet with the CEO and Chair

Continuous professional development is something that needs to be improved upon and the BMC will look into this over the coming year. At present the Company Secretary maintains a folder on Teamwork which contains useful articles and guides in relation to director duties. The directors have undertaken diversity training as part of the BMC’s

commitment to equality and diversity and also training in relation to the Senior Manager & Certificate Regime. The BMC is keen to introduce some form of team-building exercise into the busy schedules of the Board, whilst recognising that their time is given voluntarily.

### **NomCom**

The NomCom consists of six members, including the Chair, the President, the three Independent Directors and also a representative of National Council.

It has been busy in the period since the 2018 AGM, running three successful open recruitment processes. The first was in respect of the Chair. The process began with the vacancy being nationally advertised in August 2018. This led to a shortlist being prepared and interviews held. The process culminated in November 2018 with the appointment of Gareth Pierce as the first appointed Chair of the BMC (Simon McCalla having fulfilled the role on an interim basis). His appointment was approved at the 2019 AGM.

The second was in respect of the election of Nominated Directors. Nominated Directors must be members and so the vacancies were advertised within the membership of the BMC. This was done through Summit magazine and the BMC website. Upon receipt of applications the NomCom shortlisted suitable candidates who were then interviewed. This resulted in two or more candidates for each Nominated Director vacancy being put forward for election at the 2019 AGM. At the 2019 AGM the members voted for their preferred candidate and so three new Nominated Directors were successfully appointed.

The final recruitment process was in respect of a new Independent Director. The position was widely advertised, both within the BMC and to a wider audience than our membership. NomCom shortlisted suitable candidates and then interviewed them. This resulted in NomCom recommending the appointment of Paul Drew to the Board. This appointment is subject to the approval of the members at the 2020 AGM.

More recently, NomCom has considered the independent director position held by Matthew Bradbury, who has completed a three-year term, and after due process recommended his reappointment for a second term: this was approved and is subject to ratification at the 2020 AGM.

### **FAC**

The FAC underwent some change in 2019 as at the 2019 AGM the role of Treasurer ceased to exist and a Nominated Director with a background in finance was appointed. At present the FAC consists of nine members: the CEO, the Nominated Director leading on finance, two National Council representatives and other voluntary members. The FAC recommended the appointment of Donnelly Bentley to audit the accounts for the year-end 31 December 2019. This was ratified by our members at the 2019 AGM. The FAC undertook a tender for audit services in March 2020 and recommended a firm to be appointed auditors for 3 audit cycles. The Board approved this recommendation and our members will vote on this at the AGM on 13 June 2020. Details of the FAC's role in relation to external auditors are set out in the Terms of Reference - [here](#).

### **CCPG**

The CCPG is currently working on its terms of reference and familiarising itself with the work undertaken by the BMC in relation to competition climbing and grassroots development. It has six members at present: the chair of the CCPG, a vice-chair, who is also an external specialist in respect of competition and elite sports, an Independent Director, the Lead Officer of GB Climbing, a representative from Mountaineering Scotland and from the Association of British Climbing Walls. It is in the process of finding an athlete representative to join. The Head of Managed Sports from the English Institute of Sport attends meetings as an observer.

### **ODG**

The ODG is chaired by one of the Council Nominated Directors and has various core members, which include National Councillors, the CEO, the Company Secretary and BMC members. There are numerous working groups of the ODG, which focus on various recommendations made as part of the independent organisational review into the BMC in 2017. The ODG has its own website which can be found [here](#).

## Meetings Held

The following table sets out details of face to face meetings (F) and conference calls/virtual meetings (V) held by the Board, National Council, the FAC, NomCom, the CCPG and ODG since the 2018 AGM until the end of April 2020. Details of attendance are only required for Board meetings.

Body (and a link to minutes if available)	No of meetings held	Dates of meetings	Attendance
Board of Directors <a href="#">Link to minutes</a>	19	19 July 2018 F 17 October 2018 F 9 January 2019 F 11 February 2019 F 8 May 2019 F 17 July 2019 V 22 July 2019 F 27 August 2019 V 25 September 2019 F 25 November 2019 F 12 December 2019 V 29 January 2020 F 12 February 2020 V 26 March 2020 V 30 March 2020 V 9 April 2020 V 16 April 2020 V 23 April 2020 V 30 April 2020 V	All except RF and RP (NB SM = interim chair, ceased to be a director Oct 2019) All except EF All except AP and EF (NB: GP now chair) All except EF and RP All except WK and MB All except AP and SM All except WK and AP All except WK and SM All All All except HJ and AP All except JD All All All All All All
National Council <a href="#">Link to minutes</a>	10	15 September 2018 F 1 December 2018 F 11 February 2019 F 22 June 2019 F 21 September 2019 F 7 December 2019 F 23 January 2020 V 10 February 2020 V 26 February 2020 V 28 March 2020 V	
Finance & Audit Committee	8+	July 2018 F October 2018 F 28 January 2019 F 29 April 2019 F 22 July 2019 F 21 October 2019 F 20 January 2020 F 9 March 2020 V Additional virtual meetings are being held to assist the Board with Covid-19 issues.	
Nominations Committee	The NomCom often works online only and has not met face to face since the 2018 AGM. It has met virtually and by use of electronic communications in relation to the following appointments: the Chair, Nominated Directors, Independent Director and appointment of Matthew Bradbury for a second term, as outlined above.		
CCPG	2	9 April 2020 V 23 April 2020 V	
ODG	The ODG has a core group of members who participate in bi-weekly phone calls. The rest of their work is done through electronic communications. There is a dedicated BMC ODG website - <a href="#">here</a> .		

The Wales Committee is yet to meet.

### **Board and Major Sub-Committee Evaluations**

The Board undertook an internal evaluation in March 2020. This involved each director completing a questionnaire, which included the provision of narrative comments as well as scoring a range of criteria. The results of these were analysed by the Chair who prepared a report for the Board in respect of the findings. The Board is currently looking at the best way to implement any proposed action points.

It is hoped that an external evaluation of the Board will take place in late 2020 or early 2021.

There have been no sub-committee evaluations since the 2018 AGM. However, as part of the ODG there is a review of specialist committees being undertaken. Following the 2019 AGM the Governance Working Group was established, and this is looking at how NomCom should operate moving forward.

### **Equality and Diversity**

The BMC is committed to equality and diversity, equal opportunity and fair treatment to all involved and employed in climbing, hill walking and mountaineering. This commitment is reflected in the Equity Statement, which is on the BMC's website – [here](#). In addition in April 2020 the BMC was awarded the intermediate level for Equity Standard in Sport, which is awarded by Sport England. The BMC has an equality and diversity action plan which sets out a structure to achieve greater diversity at board level, this is in the process of being updated and will be uploaded on to the website later this year.

The AoA provide for gender equality at board level, with at least 30% of directors to be of each gender at any time. This is to ensure adherence to requirement 2.1 of the Code. Please refer back to actions to be taken earlier on in this statement.

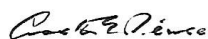
### **Risk and Internal Controls**

The BMC has a risk register, which is reviewed by the Board at their meetings. The following is a link to the board minutes - [here](#). The risk register details the risk, potential impact, likelihood of such risk, any movement of the risk in between reviews, steps taken to mitigate the risk, likelihood of the risk occurring after the steps to mitigate it have been taken and any actions required.

In late 2019 penetration testing in relation to its cyber security was undertaken which resulted in medium to low risks being identified.

### **Affiliations**

The BMC is the umbrella organisation in respect of various other trusts and organisations. This is set out in the organogram and table below. None of the bodies in the organogram below impact on the operating policies of the BMC. Any related party transactions with the BMC's subsidiaries are set out in our annual accounts.



Gareth Pierce  
Chair  
BMC