

**BMC AGM**  
**Saturday 15 May 2021**

**Resolution 5 – to approve the appointment of Paul Drew as Chair of the BMC whose term of office as Chair took effect from 13 January 2021**

Background

During 2020 there were a number of resignations at Board level, this included the previous Chair – Gareth Pierce – who stood down on September 2020, and two Independent Directors – Amanda Parshall and Matthew Bradbury – who stood down on 23 August 2020.

These resignations resulted in the BMC hiring Odgers Berndtson to assist the BMC in recruiting two new Independent Directors and a new Chair. A very successful recruitment campaign resulted in three stand out candidates being identified in December 2020. However, all three candidates had interviewed and applied for the role of Independent Director.

The BMC's articles of association (the Articles) state the BMC can appoint a maximum of three Independent Directors (Article 19.1.6) and at this time Paul Drew was an Independent Director.

Paul Drew's position

Following an open selection and recruitment process Paul was appointed an Independent Director on 25 November 2019. His appointment was approved by members at the AGM on 13 June 2020. On 29 July 2020, following the resignation of Matthew Bradbury, Paul was appointed Senior Independent Director (SID). On 1 October 2020, following the resignation of Gareth Pierce, Paul was appointed Acting Chair by the Board.

Steps Taken

Following the recruitment campaign, the Board agreed that all three stand out candidates should be appointed as Independent Directors. This resulted in Paul and the Company Secretary seeking legal advice on how to achieve this.

The Articles provide that a Chair can be appointed after an open selection and recruitment process and following a nomination from the Nominations Committee (Article 19.6).

Paul's appointment as an Independent Director was following an open selection and recruitment process, so the advice was for Nominations Committee (NomCom) to meet to discuss Paul being appointed Chair, and that, if they felt Paul was capable and suitable, they recommend to the Board that Paul be appointed Chair.

The Board met on 17 December 2020 and discussed the advice and agreed that NomCom should meet to discuss the appointment of Paul as Chair.

NomCom met on 6 January 2021 to discuss the work that Paul had undertaken since his appointment as an Independent Director, in particular they took into account the information set out below. At this meeting NomCom agreed to recommend Paul's appointment as Chair to the Board.

On 10 January 2021 this recommendation was sent to the Board. By 13 January 2021 a majority of the Board had indicated their agreement with this recommendation and it was agreed that Paul Drew be appointed Chair with effect from 13 January 2021.

In the lead up to the AGM it was noted that Paul's appointment as Chair had only been recommended by NomCom and approved by the Board to be up until the AGM.

The Board therefore met to discuss the possibility of Paul continuing as Chair post-AGM and until a permanent chair could be recruited. At a Board meeting held on 20 April the Board discussed the options available in respect of the position of chair. The Board felt a period of stability was required and they voted that Paul remain as Chair post-AGM. NomCom were asked if they would be happy to recommend that Paul continue as Chair and they unanimously recommend Paul continue as Chair.

It was therefore agreed that Paul continue as Chair until a permanent chair can be recruited.

<u>Position Held</u>	<u>Dates</u>
Independent Director	25 November 2019 to 29 July 2020
Senior Independent Director	29 July 2020 to 1 October 2020
Acting Chair (still an Independent Director)	1 October 2020 to 13 January 2021
Chair (no longer an Independent Director)	13 January to present

### **Paul Drew Information Considered by Nominations Committee (NomCom) on 6 January 2021**

#### Independent Director

Paul was appointed an Independent Director on 25 November 2019. Since then he has attended all 23 of the board meetings of the BMC, either in person or via remote access (when face-to-face meetings were not possible). In this role he has:

- together with the Chair, conducted detailed HR discussions with the CEO
- actively participated in all board discussions
- been a member of NomCom
- been nominated to CCPG as the Board representative and attended all CCPG meetings.

#### Senior Independent Director role

On 29 July 2020 Paul was appointed SID and in this capacity has undertaken the following activity:

- provided a sounding board for the Chair
- provided a point of contact for Board members on matters which they wish to raise other than with the Chair
- supported the Chair in recruitment of an Interim Executive, Paul Davies.

#### Acting Chair role

On 1 October 2020, Paul was appointed Acting Chair of the Board. Since this point he has:

- Chaired the Nominations Committee and successfully brought to a conclusion the recruitment of Independent Directors of the BMC
- Agreed with Dave Turnbull to split the combined role of CEO and Head of Access & Conservation, with Dave taking the role of Head of Access & Conservation and Paul Davies as Interim CEO
- Chaired 5 Board meetings
- Overseen the successful bid for Progression Funding from UK Sport

- Agreed a new internal staff organisation structure and overseen starting recruitment of new roles
- Overseen the process of recruiting a new full-time CEO
- Overseen the development and approval of the 2021 budget and business plan.

### Skills and Experience

In relation to the skills and experience brought to the Board, Paul's self-scoring is as follows:

3 (substantial relevant professional or voluntary experience, but without a formal qualification, giving a basis for being able to challenge) or 4 (substantial relevant professional experience together with a relevant specialist qualification):

- |   |                                 |
|---|---------------------------------|
| - Leadership and Management             | - Risk Management               |
| - Business / Commercial                 | - HR / Personnel                |
| - Company Director experience elsewhere | - IT                            |
| - Strategic Planning & Implementation   | - Marketing Strategy & Planning |
| - Teamworking                           | - Communications                |
| - Accountancy / Finance                 | - Governance & Compliance       |
| - Organisation Planning                 | - Equity                        |

In relation to mountaineering participation, Paul has extensive and challenging experience of climbing, both indoors and outdoors, sport and trad, extensive and challenging experience of mountaineering both in the Alps and further in the past in the greater ranges; extensive and challenging experience of ski mountaineering, and extensive experience of hill walking in the UK.

### Attendance Record

Paul has not missed any Board meetings held since his appointment in 2019. There have been 27 Board meetings or conference calls held during this time.

### **Additional information considered by the Board following Paul's appointment as Chair on 13.01.21**

Paul has undertaken the following work:

- Chaired 4 Board meetings and attended numerous other meetings such as deep dives, National Council meetings and Open Forums
- Completed the induction of three new Independent Directors
- Assisted with the recruitment of a new Head of Performance
- Chaired NomCom and overseen the recruitment of a permanent CEO
- Supported Paul Davies, as interim CEO, in the development and roll out of the BMC detailed strategic action plans and updated budget