

## BRITISH MOUNTAINEERING COUNCIL

177-179 Burton Road  
Manchester M20 2BB  
www.thebmc.co.uk

Tel: 0161 445 6111  
Fax: 0161 445 4500  
email:kate@thebmc.co.uk

### BMC Board

Redacted minutes of the BMC Board meeting held at the BMC office Thursday 19 July 2018.

Members Present:	Simon McCalla (SMc)	Interim Chair & Senior Independent Director
	Lynn Robinson (LR)	President
	Emma Flaherty (EF)	Vice President
	John Roberts (JR)	Vice President
	Graham Richmond (GR)	Honorary Treasurer
	Matthew Bradbury (MB)	Independent Director
	Amanda Parshall (AP)	Independent Director
	Rik Payne (RP)	National Council rep
	Dave Turnbull (DT)	CEO
	Kate Anwyl (KA)	Secretary

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

### Actions

#### 1. Welcome, apologies & declaration of interests

- 1.1 SMc welcomed everyone to the meeting; apologies were received from Roger Fanner and Will Kilner.
- 1.2 LR declared a conflict of interest for agenda item 4.2 – Chair & President role descriptions; RP declared a conflict of interest for agenda item 8.2 – Directorships of MTT & MTE.
- 1.3 Alex Messenger joined the meeting to present his ideas on connecting with indoor climbers. This was well received and SMc summarised the discussion as follows: the Board is supportive of further work on developing differentiated membership packages; value propositions and detailed financial analysis is required, and; that the ABC should be kept in the loop. It was agreed that AM should produce further information for the Board to consider within one month.

**Action:  
AM**

#### 2. Minutes of the previous meeting\*

- 2.1 The minutes were agreed and signed by SMc with no amendments.
- 2.2 **Updates and outstanding action points:**
  - 2.2 confidentiality agreement; still outstanding; SMc suggested incorporating into ORG Phase II along with the Code of Conduct.
  - 2.2 Finance & Audit Committee ToR on agenda.
  - 2.2 External board evaluation. DT to email Joy Johnston at Sport England to check if moving to October 2018 / Jan 2019 is acceptable. Still to do.
  - 2.2 Cyber security testing quotes still outstanding. It was agreed to allocate up to £10k to enable testing to take place. SMc to work with Alvin Foy (IT Co-ordinator) to ensure this happens.
  - 2.2 Management regulations to be shared with committee chairs. Completed.
  - 2.2 Anti-doping cost details were shared by Nick Colton. Completed.

**Agreed**

**Action:  
DT**

**Action:  
SMc**

- 5.1.1 Director roles. On agenda under AOB.
- 6.3 National Performance Centre (NPC) criteria still outstanding. RP agreed to discuss new criteria with Zoe Spriggins (Competitions Programme Manager). RP confirmed that the re-validation process does not happen. There was also a brief discussion about charging walls to become a national performance centre. **Action: RP**
- 9.2 Volunteer Code of Conduct. It had been agreed at the June National Council meeting that Mark Anstiss, Mick Green and Peter Salenieks would join the working group to develop this alongside Kate Anwyl, Zoe Spriggins and Nick Colton. Ongoing. **Action: KA and others**
- 9.3 ORG implementation to be added to the risk register. Completed.
- 3.1 Nick Colton has circulated an update on Development Squad. Completed.
- 6.1.1 Phase II update for June National Council has been completed.
- 6.2.2 Future strategy draft to National Council. Completed
- 6.3.1 Costings for competition structure. On agenda under item 5.3.
- 6.4.1 Carey Davies still needs to brief RF and Peter Judd on Sport England discussions regarding hill walking. **Action: DT & CD**
- 7.1.2 GR requested more direction from the Board with regard to the work of the Finance & Audit Committee. It was agreed SMc and MB would forward templates of management accounts with strategic elements details to GR. **Action: SMc & MB**
- 7.1.4 LMG to produce updated land purchase policy by either the September National Council meeting or the October Board meeting. **Action: DT**
- 7.3.1 RP reported on a H&S platform called Evolve that is widely used in the outdoor industry. It was agreed KA would discuss in more detail with the H&S Chair, Mike Rosser **Action: KA**
- 7.4.2 Risk register on the agenda under item 6.3.
- 7.4.3 Outstanding. DT to contact Sport England regarding possible funding and support to update the BMC's risk register. **Action: DT**
- 8.1.3 Discussions took place regarding Colin Knowles' voluntary role as an intermediary between the UIAA and IFSC. It was agreed Nick Colton should report back to the Board on progress to date in order to determine the value of continuing to support the role. **Action: NC**
- 9.1.4 MB acknowledged the increased support for MOM II and asked how / if the campaign was being used to promote BMC membership. DT agreed to investigate. RP asked MB to thank Terry Abrahams for his support at the recent L&SE area meeting. **Action: DT & MB**
- 3. Matters arising not covered elsewhere**
- 3.1 None raised.

## 4. Board

### 4.1 Recruitment & appointment of Chair\*

4.1.1 SMc thanked everyone for their input into the role description and everyone noted they were happy with the final document. The Nominations Committee comprises the two independent directors, the President, SMc as chair and Mick Green from National Council.

4.1.2 Following discussion it was agreed that the advert would be circulated as soon as possible with a closing date of late-August and interviews in early / mid-September. Candidates from within the membership will be encouraged and it was agreed to follow the same process as used for the recruitment of independent directors.

**Action:**  
**KA**

4.1.3 DT noted the importance of due diligence for references and suggested both written and verbal references should be sought. SMc agreed that NomCom would discuss this in greater detail.

### 4.2 Chair & President role descriptions\*

4.2.1 SMc felt it would be beneficial to clearly define the roles and expectations of Chair and President e.g. the split of committee responsibilities, representative functions and event attendance commitments. It was agreed DT should contact other sports with similar roles split and produce an initial list. It was agreed the document should be taken to National Council on 15 Sept and the Board on 17 October meeting for agreement.

**Action:**  
**DT**

4.2.2 LR suggested some additional wording for the President role description to cover the function of scrutinising and challenging the Board of Directors (as per page 53 of the ORG report). This was agreed.

**Action:**  
**DT**

### 4.3 Review of legal advice\*

4.3.1 There was a discussion about the paper which proposed holding a Legal Experts Symposium in Sept / Oct 2018 to discuss the legal issues facing the BMC and potentially to establish a Legal & Compliance Committee (as a sub-group of the Board) to provide ongoing advice to the organisation.

AP agreed to seek advice from the Solicitors Regulatory Authority as it remains unclear if members acting in a voluntary capacity have adequate insurance cover to enable them provide legal advice to the organisation.

**Action:**  
**AP**

4.3.2 It was noted that the BMC's three charitable trusts – MHT, ACT and LPT do not currently comply with their articles and that all three are in need of updating; this will have financial implications and the subsidiaries may be asked to cover the individual legal costs associated with this work. AP suggested contacting local firms with the view to providing pro bono support. DT noted that all three of the charities had benefited from a substantial bequest over the past 12-18 months.

4.3.3 MB suggested a tendering process for law firms; allowing them to assess the needs and requirements of the BMC, its subsidiaries and charities in the first instance. It was agreed that MB, AP and JR would obtain quotes from law firms (preferably companies with charity experience) with a view to potentially split associated costs between the BMC and its charities.

**Action:**  
**MB, AP & JR**

4.3.4 AP reported on a meeting she had had with Rodney Gallagher following the BMC AGM. Amongst other things RG had stressed the need for the BMC to be legally compliant with its AoA and to have a dedicated Company Secretary to ensure compliance.

- 4.4 Companies House update – formalising directorships**
- 4.4.1 DT confirmed that Amanda Parshall and John Roberts had been added to the Companies House register as BMC directors shortly after AGM. Under the new constitution the CEO is also an ex-officio director and as a result the Board agreed that DT's name should also be added to register. **Action: DT**
- 5. Strategy**
- 5.1 ORG Phase II implementation\***
- 5.1.1 JR introduced his paper and explained that he was seeking Board approval for the work to begin, noting that a budget and project manager would be required. It was noted that the revised proposals had changed quite substantially since the version discussed by National Council on 15 June and by the Board on 17 June. The initial structure had been based on Andy Syme's paper of May / June (which had proposed six work streams) but on detailed review it had become clear that changes were necessary to expedite progress. The Board considered it essential that National Council was kept fully informed of the new structure.
- 5.1.2 It was agreed that in advance of the 15 Sept National Council meeting JR would discuss the new structure with Andy Syme and others on National Council who had expressed interest in participating in the Phase II implementation. **Action: JR**
- 5.1.2 The Board approved of the paper in principle, subject to the above comments. **Agreed**
- 5.1.3 The need for a paid project manager was then discussed and it was agreed that given the likely workload this was an essential requirement. It was also agreed that a clear communications plan should be put in place to ensure members are kept well informed about progress, this will include monthly reports, newsletters and videos. **Agreed**
- 5.2 Future funding options**
- 5.2.1 SMC prompted an initial discussion on the range of funding options and opportunities available to the BMC. Potential new funding streams include those related to health, well-being and education. MB noted that the BMC's core work should continue to be covered by the BMC centrally and that any additional funding streams should be used for new work. He agreed to produce a paper for the October Board meeting setting out some of the options and key issues for consideration. **Action: MB**
- 5.2.2 JR felt the BMC should not be led by funding opportunities and should tread carefully if considering seeking funding for projects aimed at the general public (rather than the membership). He also noted the success of other countries in secured sponsorship for their national teams and suggested there must realistic scope for attracting sponsors for the GB Team.
- 5.3 Competitions structure options\***
- 5.3.1 As requested at the May Board meeting DT presented a paper setting out two main options for managing competition climbing, one based on internal restructuring and the other on the establishment of a dedicated subsidiary company. Based on an initial estimate internal restructuring could have a one-off cost of c.£8-15k and c.£5-12k per year ongoing additional cost. A subsidiary could have a c.£40-77.5k one-off cost and an additional c.£113-123k per year requirement.
- 5.3.2 GR felt the BMC should proceed cautiously and that the costs need careful consideration.

- 5.3.3 MB suggested a third option of forming a subsidiary within the BMC but using existing staff and resources rather than appointing new staff members. It was agreed DT should add in the third option and pass this to the Phase II Implementation Group for consideration. **Action: DT**
- 5.3.4 DT concluded by noting that a process was needed within the BMC for deciding on organisational priorities for expenditure. He cited several examples of work areas that would require substantial investment to properly service, for example, a potential new structure in Wales, hill walking, indoor climbing and competition climbing / the GB Team. If the BMC continues to aspire to 'do everything' then subscriptions are likely to have increase to cover the associated costs.
- 5.4 Matters arising from Specialist Committees**
- 5.4.1 Nothing was raised.
- 6. Reports & Standing Items**
- 6.1 Finance\***
- 6.1.1 **Accounts**  
GR summarised the accounts noting that we still await confirmation of the Sport England grant for 2018-21. The accounts now detail the grant allocation to allow the Board to see the impact of not receiving grant support. The Sport England back payment for 2017 had now been received.
- 6.1.2 The Finance & Audit Committee terms of reference were approved by the Board. GR also explained the BMC reserve policy which was well-received. KA to distribute to all Board members. **Action: KA**
- 6.1.3 GR advised that there were no actions for the Board arising from the Finance & Audit Committee.
- 6.2 CEO**
- 6.2.1 DT summarised the situation since the May Board meeting and acknowledged the exceptional work of the staff and volunteers in the run up to the AGM; he felt the AGM had been very professionally run and well-conducted by key officials in particular the chair – Nick Kurth. He felt it was also very positive for the BMC to have its first female president.
- 6.2.2 SMc thanked the staff, noting the importance of ongoing communication with the membership in an open and transparent manner. As part of this he stressed the importance of publishing redacted Board minutes on the website asap once approved.
- 6.3 Review of Risk Register\***
- 6.3.1 The risk register had been updated following the last meeting. RP presented an analysis of the red/amber/green scoring system and noted that the bands are not equally split and may be misleading. SMc suggested looking at other examples and best practice. It was noted that the current system was recommended by Sport England in 2005/6 and that it is a fairly standard methodology. It was agreed that KA should review alternatives and report back **Action: KA**

## 7. Staff & Office

### 7.1 Commercial Partnerships Manager

7.1.1 DT confirmed that Simon Lee had resigned in early July. It is possible that Sport England may agree to fund a partnership officer role in 2018-21 and there may be potential for part of this role to cover some aspects of commercial partnership work. SMC suggested the BMC should form its strategy and then decide upon its commercial aspirations.

It was agreed not to recruit a replacement at this time.

### 7.2 New roles in Sport England 2018-21 funding application

7.2.1 The BMC has recently recruited two new part-time Talent Development Co-ordinators – Lucinda Whittaker (3-days) and Tim Cunnington (2-days) (note: posts are fully funded by Sport England).

7.2.2 KA reported that the staff were pleased about the strong level of support for the organisation expressed at the recent AGM and that they are keen to be involved with the Phase II implementation including the future vision, mission and strategy for the organisation. SMC agreed it was important to involve staff in the future direction of the organisation.

## 8. Related Organisations

### 8.1 IFSC

8.1.1 No updates; partly discussed under 2.2.

### 8.2 Directorship on MTT & MTE\*

8.2.1 LR confirmed she had asked Jackie Bryson for a role description of the MTT Director to enable the Board to understand the requirements.

8.2.2 SMC felt the BMC must be open and transparent in this process and that we needed to understand if the roles are elected or appointed. LR agreed to speak with MTT and MTE to clarify this point.

**Action:**  
LR

8.2.3 Regarding MTT it was noted that a number of candidates had been identified as potential BMC appointed directors.

8.2.4 The consensus was that both positions should be publicised in order to seek expressions of interest from the membership. Once this has been done an appointment process will be put in place in accordance with the level of interest and the skill sets required.

**Agreed**

## 9. AOB

### 9.1 Teamwork

9.1.1 It was agreed to host future Board meeting papers on Teamwork. DT and/or KA to notify the Board when papers can be accessed.

### 9.2 Use of Whatsapp

9.2.1 For possible future use by the Board.

### 9.3 Board member contact details\*

9.3.1 Phone and email contacts. KA has gathered contact details and will post them onto Teamwork to improve internal communications. They are not to be shared outside of the group unless individuals are in full agreement.

**Action:**  
KA

### 9.4 Board skills matrix and roles & responsibilities\*

9.4.1 KA to upload the skills matrix and roles and responsibilities documents to Teamwork. Individuals to update asap.

**Action:**  
KA

**10 Meeting appraisal and evaluation**

10.1 Meeting appraisal: generally felt to be a productive and positive meeting.

**11. Date of next meeting**

11.1 17 October 2018 (SMc to chair the meeting, time to be clarified shortly).

The meeting started at 12.30 pm and finished at 5.45 pm.

**Summary of Actions**

Item	Action	Involving	Target date
1.3	Produce report for Board on tiered membership packages; value propositions and financial analysis	Alex Messenger	20 August
2.2 (2.2)	Discuss external board evaluation with Sport England	DT	17 Oct
2.2 (2.2)	Arrange cyber security testing asap	SMc	17 Oct
2.2 (6.3)	National Performance Centre – new criteria to be established	RP	17 Oct
2.2 (9.2)	Code of Conduct – set up working group	KA	17 Oct
2.2 (6.4.1)	Update Roger Fanner and Peter Judd on Sport England in relation to hill walking funding	DT & Carey Davies	31 July
2.2 (7.1.2)	Strategic accounting templates	MB & SMC	17 Oct
2.2 (7.1.4)	LMG update	DT	17 Oct
2.2 (7.3.1)	Investigate Evolve – H&S management platform. KA to discuss with Mike Rosser	KA	17 Oct
2.2 (7.4.3)	Contact Sport England about funding to review risk register	DT	17 Oct
2.2 (8.1.3)	Provide update on Colin Knowles' role with UIAA & IFSC	NC	August
2.2 (9.1.4)	Investigate membership development opportunity via MoM	DT & MB	Immediate
4.1.2	Place Chair advert and begin recruitment process	KA	Early August
4.2.1	Produce matrix to define responsibilities of the chair and president	DT	7 Sept
4.3.1	Discuss BMC legal advisor requirements with Solicitor Regulatory Authority	AP	Immediate
4.3.3	Approach law firms re: tender process	AP, JR & MB	17 Sept
4.4.1	Add DT to Companies House as Director	DT	Sept
5.1.1 & 5.1.2	Redraft ORG Phase II implementation paper, discuss with Andy Syme and present to the Sept National Council meeting	JR	Immediate
5.2.1	Produce paper on future funding options	MB	17 Oct
5.3.3	Add third option into competitions structure; pass to IG group for further consideration	DT	17 Oct
6.1.2	Share BMC reserves policy with Board	KA	Immediate
6.3.1	Review other risk register examples	KA	17 Oct
8.2.2	Obtain role descriptions from MTE & MTT re directorships; confirm if roles are elected or appointed	LR	Immediate
9.3.1	Upload phone and email contacts to Board teamwork	KA	Immediate
9.4.1	Upload skills matrix and roles and responsibilities to Board teamwork	KA	Immediate

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

Signed \_\_\_\_\_ Date \_\_\_\_\_

Simon McCalla, Interim Chair &amp; Senior Independent Director