

BRITISH MOUNTAINEERING COUNCIL

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BMC Board

Confidential minutes of the BMC Board meeting held at the BMC office Wednesday 17 October 2018.

Members Present:	Simon McCalla (SMc)	Interim Chair & Senior Independent Director
	Lynn Robinson (LR)	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
	Roger Fanner (RF)	National Council rep
	Will Kilner (WK)	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 Emma Flaherty.
- 1.2 RP declared a conflict of interest for agenda item 8.2 – Directorships on MTT & MTE.

2. Minutes of the previous meeting*

- 2.1 The minutes were agreed and signed by SMc with no amendments.

Agreed

2.2 Updates and outstanding action points:

1.3 - Produce report for Board on tiered membership packages; value propositions and financial analysis – on agenda.

2.2 (2.2) - Discuss external board evaluation with Sport England – DT still waiting to hear back from SE.

**Action:
DT**

2.2 (2.2) – Cyber security testing – SMc confirmed the Board had committed to this in July and gave an assurance it would be completed by the next Board meeting. DT to action Alvin Foy.

**Action:
DT**

2.2 (6.3) - National Performance Centre – RP confirmed he had met with Zoe Spriggins, BMC Competitions Programme Manager. The issue is more complex than it first appeared, RP agreed to produce a report for the next Board meeting.

**Action:
RP**

2.2 (9.2) – KA reported that the Code of Conduct working group met on 14 Sept and that work is underway.

2.2 (6.4.1) - Update Roger Fanner and Peter Judd on Sport England in relation to hill walking funding – on agenda for discussion.

2.2 (7.1.2) - Strategic accounting templates – GR confirmed BMC accounts use the Sage package. MB has accounting templates he is willing to share with Finance & Audit Committee.

2.2 (7.1.4) - LMG update – on agenda.

2.2 (7.3.1) - Investigate Evolve – KA confirmed contact has been made with the company and are arranging a trial of the product.

2.2 (7.4.3) - Contact Sport England (SE) about funding to review risk register – DT confirmed our SE contact was unaware of any funding for this.

2.2 (8.1.3) - Provide update on Colin Knowles' role with UIAA & IFSC – outstanding. JR noted UIAA/IFSC was within a work stream for the ODG work.

2.2 (9.1.4) - Investigate membership development opportunity via MoM – Alex Messenger to confirm later in the meeting. MB also noted that the BMC needs to decide on a legacy for MoM at a later date.

4.1.2 - Place chair advert and begin recruitment process – completed.

4.2.1 - Produce matrix to define responsibilities of the chair and president – on agenda.

4.3.1 - Discuss BMC legal advise requirements with Solicitor Regulatory Authority – AP gave a brief update on her findings noting that approaching the BMC's wider membership for legal advice has insurance implications and needs more thought.

4.3.3 - Approach law firms re: tender process – AP confirmed aspects of the ODG's work requires legal support and suggested the BMC should approach local firms to tender for business with clear budgets and controls in place.

4.4.1 - Add DT to Companies House as Director – completed.

5.1.1 & 5.1.2 - Redraft ORG Phase II implementation paper, discuss with Andy Syme and present to the Sept National Council meeting – completed.

5.2.1 - Produce paper on future funding options – MB confirmed he has started work on this but it is not complete. It was agreed to move to a future meeting.

5.3.3 - Add third option into competitions structure: DT confirmed Rab Carrington has agreed to lead on this.

6.1.2 - Share BMC reserves policy with Board – KA to load onto Teamwork.

6.3.1 - Review other risk register examples – AP agreed to assist KA on this mater.

8.2.2 - Obtain role descriptions of MTE & MTT directorships; confirm if roles are elected or appointed – completed.

9.3.1 - Upload phone and email contacts to Board teamwork – completed.

9.4.1 - Upload skills matrix and roles and responsibilities to Board Teamwork – completed.

3. Matters arising not covered elsewhere

3.1 SMc requested KA introduce a filing system within Teamwork to assist Directors in locating the correct papers for meetings.

3.2 SMc asked KA to separate the action points from the meeting minutes and produce a table that allows directors to complete and update within Teamwork.

3.3 SMc explained that Item 5.4 – future funding options – would be removed from the agenda. Agreed.

It was agreed to swap items 4.3 and 4.4 and to merge items 4.3 and 5.1 into one discussion item.

RF requested Item 5.5a – hill walking strategy – be discussed before Item 5.2 – BMC strategy. This was agreed.

4. Board

4.1 Appointment of Chair*

4.1.1 SMc reported that four candidates had applied for the role and the Nominations Committee had agreed to interview two. The first interview took place earlier today. LR reported that the candidate had produced a very detailed presentation, was very knowledgeable about the BMC and is a fluent Welsh speaker. DT felt the candidate would be well-received by the membership and that his club background and connections in Wales were particular strength. MB noted that the role requires someone who can both facilitate discussions and be decisive when necessary. It was noted that the interview panel (LR, SMc, AP and DT) had all agreed that the candidate was appointable.

4.1.2 SMc explained the second candidate would be interviewed in a Skype call next week. The Board agreed they were all comfortable with the current process. KA to include AP on the Skype call details.

**Action:
KA**

4.2 Chair & President role descriptions*

4.2.1 WK requested the inclusion of Sport Wales and the Welsh Assembly in the responsibility matrix. Agreed.

MB noted that both the chair and president roles require a level of management, monitoring and measurement as good governance and practice and requested the following wording is added 'performance will be managed and monitored on an annual basis'. Board evaluation for the chair and president will be published in due course'.

4.2.2 AP requested the inclusion of ACT and MHT with the CEO taking the responsibility (1) and the president and chair having limited involvement (3).

4.2.3 SMc confirmed that this document would be made available to the membership. RF suggested version control for documents of this type together with a review date. SMc asked for a dedicated folder on Teamwork for approved documents.

**Action:
KA**

4.4 Board structure from March 2019

4.4.1 It was noted that from the 2019 AGM the board structure will change as the positions of treasurer and vice president will no longer exist and three 'Nominated Director' positions will be created. SMc asked DT to explain the draft paper he had drawn up earlier that day setting out some of the broad options for the Nominated Director positions. There are multiple different disciplines / sectors from which candidates could be sought including:

- Geographical: London & the SE, Scotland, Wales.
- Sporting sectors: competitions / indoor climbing, hill walking, international mountaineering, Mountain Training.
- Professional specialisations: e.g. finance, digital media & comms, environmental sustainability, government & civil service.
- Other: heritage & values, clubs, women, diversity, young people.

DT suggested finance, clubs and environmental sustainability as priorities.

- 4.3.2 MB felt the skills matrix and the board roles and responsibilities should be considered in this process. WK stressed the need for succession planning with particular reference to the National Council appointed directors.
- 4.3.3 SMc confirmed this is a board decision and it was agreed that a working group should consider this further (group to comprise those directors not directly involved with the ODG i.e. SMc, RP, MB, GR and EF). DT agreed to cc his paper, the skills matrix and board roles & responsibilities document to the group.
- 4.3.4 RP reported that his role on National Council may finish as of 22 November 2018, should the L&SE area decide not to re-elect him (note: he is moving out of the area). He asked whether he will remain as a director? SMc suggested this was a matter for National Council to determine. Action: KA to add to the December National Council agenda.

Action:
KA

4.3 ODG report (including ODG ToR, National Council re-structuring & the Memorandum of Understanding)

5.1

Dave Stanley, ODG project manager joined the meeting for these items.

JR supported by DS presented an update of the ODG's work, noting the importance of regular communication to the membership.

RF reported on a MoU work stream discussion the previous evening. DT suggested the ToRs for the board and National Council should be fairly straight forward to define as the new AoA and the role descriptions of the chair and president provide strong guidance to work from.

ODG ToR: The board unanimously agreed the final version of the ORG ToR. Action: JR agreed to send to Dave Stanley and Tony Ryan for distribution to Area meetings and wider circulation.

Action:
JR

MoU ToR: RF agreed to send the latest version to KA for circulation to the board for final approval.

Action:
RF & KA

Board ToR: SMc agreed the working group established under 4.3.3 above would incorporate the board ToR within their work.

Communications: JR sought commitment from the BMC to resource the communication of ODG outputs to the wider membership.

After discussion it was agreed to set up a Zen Desk facility to make ODG documents available; it was also agreed that a staff member (likely Suzanne Jones) would monitor queries and incoming emails to ensure responses are provided to members. Action: DS to liaise with Alvin Foy and Jon Chittenden to set up the facility and to produce a communications plan.

Action DS

Governance work stream: JR and LR gave a progress update on the various governance changes to go to the 2019 AGM. RP stressed that in order for this to progress National Council must be engaged and buy into the restructuring process. LR reported she had recently agreed a 14 month sabbatical from the NHS and that this will free up more time to support BMC; LR is working with Roger Murray on the National Council ToR and is in convening a meeting of the restructuring working group.

Policy work stream: JR asked where responsibility for BMC policies should sit i.e. with the board, National Council or BMC areas – adding that a lead for this work stream has not yet been identified. SMC asked the board to email JR with names of members who could support this work. It was agreed this work stream was important but not immediately urgent and that it could be held off until after the AGM 2019.

Action: all

Draft project plan: DS explained his project planning work to date and agreed to share the Trello Board noting that it highlights the key work required in the run up to the 2019 AGM.

**Action:
DS**

SMC thanked everyone for their contributions.

**5.
5.5a**

**Strategy
Hill Walking Strategy***

RF noted that the hill walking strategy had been approved by National Council in February 2017 and that the Hill Walking Implementation Group having been patient since that time now felt frustrated at the lack of progress and was seeking board commitment to resource their plans.

Carey Davies (hill walking officer) has been heavily committed to Mend our Mountains for c.12 months meaning he has had very limited time to support the HWIG. RF reminded the Board that hill walkers provide a large membership base and that work in this area is well aligned with the BMC's access, conservation and environmental functions. He felt a cultural shift is needed in the BMC noting for example that Summit repeated fails to achieve the required 25% of dedicated hill walking content.

WK said MTE was frustrated not to have been asked to get involved with the upcoming BMC hill walking symposium. RF noted the hill walking symposium had not been included in the recent Summit magazine but that the climbing injury symposium had.

After discussion the following points were agreed:

- The board requires a commitment to 25% hill walking content in Summit. DT to discuss with Pete Burnside and Alex Messenger.
- Increased publicity for hill walking symposium and involve MTE.
- Invite the chair of the Hill Walking Group to present at the December National Council meeting.
- Commitment to look at additional funding for hill walking after the 2019 AGM.

Agreed

**5.2
5.2.1**

BMC Strategic Plan 2018 – 2023 – draft for consideration*

DT presented the revised document which had been updated further to points agreed National Council on 15 September. The plan focuses on the detailed review and implementation of the remaining ORG recommendations and unlike the BMC's previous Strategic Plan, it does not cover all of the BMC's individual work programmes in detail.

The following points were noted:

- JR noted that the document lacks detailed reference to hill walking.
- MB suggested using a facilitator to assist with the vision and mission.
- AP suggested the strategy should be for a max. 2 year period to cover the work on the ODG, but with a commitment for a detailed strategic review in 2020; LR echoed this approach.
- WK noted the lack financial detail and MB pointed out the limited reference to financial stability and subsidiaries.

5.2.2 RF felt inclined to go with the current document for a couple of years with a review after the ODG process.

5.2.3 SMc summarised the discussion by concluding that:

The existing document should be issued as a headline strategy up to April 2020 with a commitment for more detailed strategic review of the BMC's work at that point to include the BMC's position on hill walking.

5.3 Digital only membership package* (Alex Messenger)

5.3.1 Due to time constraints it was agreed to cover this in a conference call within the next two weeks. Action: KA to arrange.

Action:
KA

5.4 Future funding options

5.4.1 Deferred to a future meeting.

5.5b LMG Land Acquisition Policy*

5.5.b.1 Policy agreed on the condition that the LMG is also tasked with producing a land disposal policy. Action: DT to advise LMG.

Agreed
Action:
DT

5.6 Olympics position paper *

5.6.1 The paper (which had been updated further to amendments agreed by National Council on 15 September) was formally agreed by the board. DT confirmed it would be presented as an article on the BMC website and in Summit magazine (space permitting).

Action DT

6. Reports & Standing Items

6.1 Finance*

6.1.1a Accounts

GR summarised the accounts noting that we still awaiting confirmation of the Sport England grant for 2018-21. DT explained a meeting with Sport had been held in late September and that follow-up is scheduled for 1 Nov to finalise the grant Terms & Conditions and the KPI's.

6.1.2b Actions from Finance & Audit Committee (FAC) not covered elsewhere:

- The board approved Amanda Parshall as its representative on FAC.
- It was confirmed that David Lanceley is welcome to represent the FAC with the work of ODG.
- The over spend on legal fees in 2018 was noted and it was agreed much tighter control is required going forward.

6.2 CEO report & objectives framework*

6.2.1 No verbal report due to time constraints.

6.2.2 The proposed framework as developed by DT and SMc was discussed. MB felt it was an excellent start and that SMART objectives should be incorporated into it where ever possible. RF said he would like to see performance figures included e.g. staffing, membership stats, insurance sales. SMc asked people to send KPI suggestions to himself and DT.

- 6.3 Review of Risk Register***
6.3.1 Deferred to follow-up conference call due to time constraints.
- 6.4 Data Protection Policy for agreement***
6.4.1 Deferred to conference call due to time constraints.
- 7. Staff & Office**
7.1 Update on Sport England Grant 2018 - 21
7.1.1 Covered under Item 6.1.
- 7.2 Staffing update**
7.2.1 Deferred to conference call due to time constraints.
- 8 Related Organisations**
8.1 Mountaineering Scotland (verbal update)
8.1.1 Deferred to conference call due to time constraints.
- 8.2 Directorship on MTT & MTE**
8.2.1 KA confirmed details had been circulated to National Council with a closing date for expressions of interest by 19 October. It was agreed that DT, LR and SMC would discuss applications and make a final decision within 7-10 days. **Action: KA, LR, DT & SMC**
- 8.3 MHT – agreement of Chair**
8.3.1 After a brief discussion it was agreed to thank MHT and accept Terry Tasker as their incoming chair, on the understanding that the MHT constitution and governance will be reviewed and may change in the future. Action: DT to communicate to TT. **Action: DT**
- 9. AOB**
9.1 Timing & frequency of meetings*
9.1.1 Deferred to conference call due to time constraints.
- 9.2 Specialist Committee approval process***
9.2.1 It was agreed that the same format would take place at the December National Council meeting, with National Council members having the opportunity ask questions and suggest changes, but with the board having responsibility to formally approve the membership, ToRs and forward plans of the various committees. **Agreed**
- 9.3 Process for approving new club applications and a new club approval***
9.3.1 RF began by explaining he had been consulted on the proposed process in advance of the meeting and that he considered a sensible. The board approved the process, on the understanding that it would be reviewed in a years' time **Agreed**
- 9.4 Guidebooks**
9.4.1 It was reported that Les Ainsworth had stood down from the Guidebook Committee. SMC noted that John Mason has agreed to discuss this further with Les. **Noted**
- 9.5 Changes to FCA**
9.5.1 AP reported on future legislative changes being brought in by the Financial Conduct Authority and offered to investigate further the possible implications for the BMC. Agreed. **Action: AP**
- 10 Meeting appraisal and evaluation**
10.1 SMC apologised for the length of the discussions on certain agenda items and confirmed that a conference call would be arranged asap to cover

the outstanding items. LR requested a more strict deadline for uploading documents to teamwork in advance of the meetings – sufficient time is needed to read and review papers in order to make meetings productive. MB asked for all items to have a cover sheet summary and explanation as to what the paper was seeking from the board.

11. Date of next meeting

11.1 To be discussed in the conference call.

The meeting started at 12.30 pm and finished at 6.10 pm.

Actions: (see below)

Summary of Actions

Item	Action	Involving	Target date
2.2 (2.2)	External board evaluation	DT	Jan 2018
2.2 (2.2)	Cyber security testing to take place	DT	asap
2.2 (6.3)	Report on National Performance Centres	RP	Jan 2018
4.2.1	Include Amanda Parshall on Skype call Chair interview	KA	asap
4.2.3	Set up dedicated folder on Teamwork for Board approved documentation	KA	asap
4.3.4	RP continuation of Directorship - add onto National Council agenda	KA	December 2018
5.1	a. ODG ToR – Send final version to Dave Stanley and Tony Ryan b. MoU ToR – Send final version to KA for Board approval c. Policy work stream – Board to suggest names to JP to lead this workstream d. Draft project plan – to share the relevant Trello board with the BoD	JR RF All Dave Stanley	asap asap asap asap
5.3	Arrange conference call to discuss digital only membership package with Alex Messenger	KA	asap
5.5.b.1	LMG to produce a land disposal policy	DT	asap
5.6.1	Olympics position paper to be added to BMC website and Summit	DT	asap
8.2.1	Final agreement on MTT & MTE positions	SMc	asap
8.3.1	Update MHT	DT	asap
9.5.1	Financial Conduct Authority legislative changes to be investigated	AP	asap

The above accepted as an accurate record of the meeting:

Signed _____ Date _____

Simon McCalla, Interim Chair & Senior Independent Director