

BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held at the BMC office Monday 11 February 2019.

Directors Present:	Gareth Pierce (GP)	Chair
	Lynn Robinson (LR)	President
	John Roberts (JR)	Vice President
	Graham Richmond (GR)	Treasurer
	Simon McCalla (SMc)	Senior Independent Director
	Matthew Bradbury (MB)	Independent Director
	Amanda Parshall (AP)	Independent Director
	Roger Fanner (RF)	National Council Director
	Will Kilner (WK)	National Council Director (via conference call)
	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 GP welcomed everyone to the meeting. Apologies were received from Emma Flaherty and Rik Payne. Conflicts of interests were acknowledged by JR, RF and SMc for item 4.2 (discussion of nominated directors).

2. Minutes of the previous meeting*

- 2.1 The minutes were approved with no amendments.
- 2.2 All actions points from the 9 January 2019 meeting were confirmed as having been actioned.

3. Matters arising not covered elsewhere

- 3.1 Matters of AOB were raised as follows:

- MB – Mend our Mountains
- RF – Company Secretary; new clubs agreement process; responsibility for changes to membership categories.
- LR – Volunteer awards.
- DT – Access Reps role description.

4. Minutes of Committees, including matters not covered elsewhere

4.1 Finance & Audit Committee*

Note: Andy Goulbourne from Howden joined the meeting immediately before item 4 to explain the Combined Liability Insurance situation and take questions (see item 5.2). He left the meeting before the finance discussion below.

- 4.1.1 GR noted that the 2018 end-year position is an £81k surplus. It was noted that the figures as presented to the Board would form the basis of the annual accounts. The figures had been reviewed by the Finance & Audit Committee at its 28 January meeting and were now with the

auditors, with a very short timeline for completing their work in time for distribution within the AGM timeline. SMC queried the cost of Summit and this was confirmed at £185k per year. AP questioned the scope for increasing advertising revenues.

- 4.1.2 JR queried £3k costs paid to the auditors. DT confirmed this related to specialist advice on the BMC's charities and charitable status. RF asked how much the "No Confidence" motion had cost the BMC. DT said that taking into account lost Sport England funding, additional legal costs and staff time it was likely to be in the region of £200k.
- 4.1.4 GR noted the financial forecasts for 2019-21 currently show deficits even without including expenditure on ODG themes and will be heavily influenced by the final agreement on insurance premiums and subscriptions decisions to be taken over the next two months. He suggested any potential office based savings should be carefully managed so as not to impact on the standards of service to members. Reserves are currently at a fairly low level within the range indicated (3 to 9 months' expenditure) within the reserves policy.
- 4.1.5 SMC suggested grouping costings together, e.g. to determine how much competitions cost overall. He felt this would be very useful for the membership and noted an operational cost analysis would also be helpful for the Board.
- 4.1.6 WK stressed the value of volunteer time and asked whether it might be possible to incorporate some figures to represent that within the BMC's financial presentation? MB suggested department heads should have a set of management accounts that are discussed on a regular basis.
- 4.1.7 Discussions turned to subscriptions. LR noted the suggested uplift in response to the insurance premium costs had increased since the area meetings and that the deadline for the AGM is very tight. As the liability insurance scheme benefits all, the overall feeling of the meeting was to support the National Council's view, i.e. to increase rates evenly across the membership categories (club and individual) and from as early a date as practicable. It was noted during discussion that clubs would be expected to prefer a definite proposal at the AGM rather than a situation of uncertainty being extended.
- 4.1.8 After a lengthy debate it was unanimously agreed to put the following to AGM: £6 increase for individuals as of 1 May 2019, £6 increase for student clubs from 1 October 2019 and a £6 increase for all other clubs from 1 January 2020. **Agreed**
- 4.1.9 It was also agreed that a review of the BMC's finances would be undertaken to identify potential savings and income generation opportunities. This will include the development of a new budgeting process for 2020 based on the zero budget approach. **Agreed**
- 4.2 Nominations Committee (ToR & process relating to Nominated Directors)***
- 4.2.1 SMC, JR and RF left the meeting at this point. GP gave an overview of the recruitment process thus far, shortlisting and interviews and explained the complexities involving the presentation of Nominated Director vacancies to the AGM, as there are more candidates than positions available.
- 4.2.2 The Board approved the Nominations Committee proposal to put forward candidates under the following three categories – those with finance **Agreed**

qualifications and experience; those with substantial involvement in clubs and those with substantial experience of fundraising / grants – but with candidates' other skills and experience also being emphasised as relevant.

4.2.3 Two changes to the ToR of Nominations Committee were agreed, in order to align with other governance changes to date:

- Amend item 3.1 to read, '*Membership: The Committee shall comprise the Chair, the President, three Independent Directors and a member of National Council*'. **Agreed**
- Amend item 4.1 to read, '*Quorum for meetings of the Committee shall be three full members (the majority of whom should be Independent Directors)*'. **Agreed**

It was agreed that the ToR should be reviewed further in the context of evolving governance arrangements.

5. Strategy & Financial Management

5.1 Aligning strategy & financials for the 2020 strategic and business plan*

5.1.1 There was a brief discussion regarding the paper. It was agreed that a first phase review of the BMC's finances would be complete by May 2019 (as per Item 4.1.8) with more details by Autumn 2019, noting that not all of the ODG workstream recommendations would be amenable to detailed costing within this timeline. **DT & GP**

5.2 Issues arising from the liability insurance claim

Note: discussion of this item preceded the discussion of subscriptions in 4.1 above.

5.2.1 Andy Goulbourne from Howden joined the meeting to explain the issues surrounding a large claim on the BMC's Combined Liability Insurance policy which had been reported to the BMC by Howden in December 2018.

5.2.2 There was a lengthy discussion about the claim and its implications to the BMC. This covered a range of issues including:

- The detail of how the accident had occurred.
- The legal process to date and anticipated timescale of the claim.
- How underwriters assess the risk and calculate the premium.
- The underwriting market and options available to the BMC.
- The potential impact of a further large claim.
- Follow-up actions required by the BMC

5.2.3 AG noted that Howden has a well-established sporting department and Hiscox (underwriters) works with a large number of sporting organisations so has a very good working knowledge of the sector. As BMC membership has increased so has the exposure to claims. Hiscox is prepared to continue providing cover up to £5m and Howden is in talks with other underwriters to cover the £5-15m excess.

5.2.4 DT enquired about the impact on Mountaineering Scotland premiums and AG noted that their costs are fixed until 2021 within a fixed-term agreement that would be conditional on the claims record.

Note: Andy Goulbourne left the meeting at this point.

- 5.2.5 The composition of the Liability Insurance Task Group was then discussed. JR suggested approaching Rupert Davies (former VP and barrister) and DT suggested David Lanceley and David Newman (who had conducted the travel insurance review in 2018) plus a representative from a larger club. Action: DT to convene group. **DT**
- 5.2.6 DT is also in the process of setting up a task group to review the BMC's technical guidance to climbers of belaying and belay devices; the group will report its findings by 1 June.
- 5.3 Outline board work plan***
- 5.3.1 This was briefly considered and seen to provide a useful format, which should be developed as a generic template with a detailed version being prepared to show the detail of work to be undertaken within a particular year. To be discussed further at the May Board meeting.
- 5.4 ODG – report, forward plan & update from National Council**
- 5.4.1 JR gave a brief update, within which it was noted that the papers distributed shortly before the meeting included a detailed set of proposals relating to Membership Engagement from Workstream 8 and which would require consideration by the Board at its next meeting. **KA**
- 5.5 Other strategy, planning & financial matters arising from National Council**
- 5.5.1 Not discussed in detail due to time constraints.
- 6. Operational Delivery & Policy**
- 6.1 Competition climbing & IFSC***
- 6.1.1 Nick Colton joined the meeting to give an update on a range of matters related to competition climbing following a recent meeting of the Competitions Committee. The Board thanked Ian McKenzie for his ongoing work as chair of the Competitions Committee. The Board will continue to review progress on a number of issues, including through a risk register approach that the Committee is pursuing.
- 6.2 75th Anniversary plans**
- 6.2.1 Not discussed due to time constraints.
- 6.3 Matters from Specialist Committees & National Council**
- 6.3.1 Not discussed due to time constraints.
- 7. Partner Organisations**
- 7.1 Plas y Brenin (MTT)**
- 7.1.1 Not discussed due to time constraints.
- 7.2 UIAA & IFSC***
- 7.2.1 It was confirmed that Colin Knowles will represent the BMC at the IFSC

Plenary in March and thereafter Lynn Robinson will take on this role in the context of other organisations being represented by their President or close equivalent. LR reported that she is meeting Marco Solaris on 3 March.

- 7.2.2 The conversation moved to competitions and the ODG's work. Rab Carrington's sub-group is understood to be making good progress. The updated AoA (on the AGM agenda) include a specific object (4.1.11) for the BMC to:

act as the national governing body for competitions in climbing, para climbing, ice climbing and ski-mountaineering

The Board recorded its support for competition climbing and stressed the need for the associated risks to be managed. JR advised that Dave Stanley (ODG Project Manager) will be discussing this in detail with Rab Carrington.

8. Governance

8.1 Board & National Council ToR and MoU*

- 8.1.1 GP confirmed this was discussed at National Council on 9 February and that any further necessary modifications will be circulated to Board members by email for agreement. The Board approved the changes as proposed at the National Council meeting. **Agreed**

8.2 Articles of Association, taking account of Council discussions*

- 8.2.1 JR confirmed Andy Syme has updated and circulated the AoA following the National Council meeting. The Board approved the changes as proposed at the National Council meeting. The Board agreed to re-visit the possibility of having a co-opted Board member at a future date.
- 8.2.2 GP noted there is currently no option within the AoA for staggering Board members' initial periods of appointment; he felt it may be a useful provision for the future and will raise it again if succession planning highlights any significant issues in this regard.

8.3 AGM agenda & schedule

- 8.3.1 Not discussed due to time constraints, KA to circulate any relevant updates. **KA**

9. Risk Management

9.1 Review of Risk register

- 9.1.1 It was agreed that this needs reviewing. MB and AP agreed to liaise with the office to get this moving forward. **MB & AP**

10. Human Resources

10.1 Staffing update

- 10.1.1 Not discussed due to time constraints, other than to note the appointment of a Governance and Compliance officer (see also item 12.2).

10.2 CEO objectives framework & appraisal*

- 10.2.1 DT and KA left the room for this item. It was agreed to attach a timeline column within the document, to update the objectives in the light of modifications to the work programme and make all the measures SMART. **GP & DT**
- 10.3 CEO Report***
- 10.3.1 Not discussed due to time constraints.
- 11. Information items**
- 11.1 SRA Conference, Fit for the Future (22 Jan)**
- 11.1.1 Not discussed due to time constraints.
- 11.2 SRA Chair's Network Meeting (23 Jan)***
- 11.2.1 Not discussed due to time constraints.
- 12. AOB**
- 12.1 Mend our Mountains (MB):** The campaign closes on 31 March 2019 and £620k had been raised. MB requested support from the media team to push this 'good news story'. The Board thanked MB and all involved with MoM2.
- 12.2 Company Secretary (RF):** DT confirmed the Governance & Compliance Officer (Lucy Valerio) takes up post on 4 March; LV will become Company Secretary and will attend the May Board meeting as well as the AGM. **DT & KA**
- 12.3 Affiliated club approval (RF):** The Board approved the Poacher's Climbing Club as a BMC affiliated club and agreed that future approvals can be delegated to the Clubs Committee, subject to any difficult matters that arise being referred from the Committee to the Board. **Agreed**
- 12.4 Membership categories (RF):** RF felt the Board should endorse any new membership category, for example free membership for club members under 11 years of age. **Agreed**
- 12.5 Volunteer awards (LR):** LR revealed the names of the award recipients; all of whom had the Board's full support and agreement. **Agreed**
- 12.6 Access Reps role description (DT):** DT outlined the paper; in light of time constraints it was agreed the Board would feedback via email and that the agreed version would then be circulated by the Access & Conservation staff. **DT**
- 12.7 Note of thanks (GP):** GP thanked Emma Flaherty (VP), Graham Richmond (Hon Treasurer), John Roberts (VP) and Rik Payne (Council nominated director) for their time and commitment shown to the BMC, noting that this was their last meeting in these positions.
- 13. Meeting appraisal & Evaluation**
- 13.1 It was noted that there is a very high workload at present. The Board agreed the agenda was too full to get through all the listed items and that more frequent meetings may be needed.
- MB thanked GP for the time and commitment he had shown as Chair to

date.

14. Agreement of dates & times of 2019 Board meetings

- 14.1 It was agreed to review the dates beyond the 8 May meeting (i.e. August and November meetings) in the context of the work needed to align strategy and finance for 2020 and onwards. It was also agreed to start meetings at 11.00am and finish for 5.00 / 6.00pm. **Agreed**

Actions: (see below)

Summary of Actions

Item	Action	Involving	Target date
5.1.1	Financial review	DT & GP	May 2019
5.2.5	Convene liability insurance working group	DT	End Feb
5.4	Consider ODG report on Member Engagement	KA	May 2019
8.3.1	Circulate AGM agenda updates as required.	KA	13 Feb
9.1.1	Review of Risk Register	MB & AP	May 2019
10.2.1	Update CEO objectives, with timeline and SMART measures	GP & DT	March 2019
12.2	Company Secretary change	DT & KA	March 2019
12.6	Feedback on Access volunteers role description	All	15 Feb

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

Signed _____ Date _____

Gareth Pierce, Chair