

BRITISH MOUNTAINEERING COUNCIL

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BMC NATIONAL COUNCIL

DRAFT Minutes of the 63rd National Council meeting held on Saturday 9 February 2019,
The Beaufort Hotel, Chepstow.

In attendance

Voting members:

President	Lynn Robinson	(LR)	Chair
Vice President	John Roberts	(JR)	
Honorary Treasurer	Graham Richmond	(GR)	
CEO	Dave Turnbull	(DT)	
Cymru North Wales	Dan Lane	(DL)	
Cymru South Wales	Will Kilner	(WK)	
Cymru South Wales	Steve Quinton	(SQ)	
Lakes	Fiona Sanders	(FS)	
Lakes	Mike Parsons	(MP)	
London & South East	Rik Payne	(RP)	
London & South East	Chris Stone	(CSt)	
Midlands	Claudia Sarner	(CSa)	
Midlands	Roger Fanner	(RF)	
North East	Mark Anstiss	(MA)	
North East	Jon Punshon	(JP)	
North West	Bill Beveridge	(BB)	
North West	Carl Spencer	(CSp)	
Peak	David Brown	(DB)	
Peak	Alison Cairns	(AC)	
South West	Helen Wilson	(HW)	
South West	Philip Wilson	(PW)	
Yorkshire	Andy Syme	(AS)	
Yorkshire	Mick Green	(MG)	

Observers:

Chair, Board of Directors	Gareth Pierce	(GP)	
Independent Director	Matthew Bradbury	(MB)	
Independent Director	Simon McCalla	(SMc)	
Clubs Committee	Peter Salenieks	(PS)	
Equity Steering Group	Cressida Allwood	(CA)	
Huts Group	David Jones	(DJ)	
Land Management Group	Martin Wragg	(MW)	
Mountain Training	Guy Jarvis	(GJ)	

Others in attendance:

Deputy CEO	Nick Colton	(NC)	
Secretary	Tony Ryan	(TR)	
ODG Project Manager	Dave Stanley	(DS)	

Note: * = supporting paper circulated.

1. Welcome & apologies for absence	Actions
1.1 Welcome	
1.1.1 Lynn Robinson welcomed everyone to the meeting, particularly Dave Jones, the newly elected chair of Huts Group, and Gareth Pierce, Chair of the Board, both of whom were attending their first National Council meeting.	
1.1.2 LR reflected on the recent deaths of longstanding volunteers Dave Bishop, Dave Gregory and Keith Ashton, as well as the accident which had taken the lives of well-known mountaineers Andy Nisbet and Steve Perry. She reminded the meeting of our passion for climbing, hill walking and mountaineering, and asked that the meeting be conducted in that spirit of unity whilst still permitting challenge and debate.	
1.2 Apologies for absence	
1.2.1 Apologies received from: Jackie Bryson, John Cousins, Anthony Eccles, Rich Emerson, Emma Flaherty, Iain McKenzie, Dave Musgrove, Amanda Parshall, and Mike Rosser.	
2. Note Conflicts of Interest	
2.1 No conflicts of interest were declared.	
3. Note issues for AOB	
3.1	<ul style="list-style-type: none"> • Volunteer email addresses (Chris Stone) • Equity Steering Group (Cressida Allwood) • Membership improvement campaign (David Brown) • Communications training (Fiona Sanders) • Treasurer position (David Brown)
4. Minutes of the previous meeting*	
4.1 Accuracy of previous minutes	
4.1.1 The minutes of the 1 December 2018 meeting were agreed as an accurate record and were signed by the Chair.	Agreed
4.2 Actions from previous minutes	
4.2.1 Ref. 2.3.6: Land disposal policy to go to Jan 2019 Board meeting for approval	Done
4.2.2 Ref. 2.4.6: Board to decide on continuation of UIAA/IFSC liaison by Colin Knowles	On agenda
4.2.3 Ref. 6.2.9: Email specialist committee chairs re. role on NC reconstitution group	Done
4.2.4 Ref. 6.2.12: Include resolution withdrawal mechanism in AoA 12.9/12.10	Done
4.2.5 Ref. 6.2.13: Show allocation of ORG recommendations to ODG work streams and phasing	Done
4.2.6 Ref. 6.2.14: Include transitional arrangement for elected officers about to exceed six years in post in AoA 11.2	Done
4.2.7 Ref. 6.2.15: Change wording to 'made available to members' in AoA 28.7.2	Done
4.2.8 Ref. 6.2.16: Clarify wording of '12 consecutive years' in AoA 28.5	Done
4.2.9 Ref. 6.2.17: Include matrix of worked examples of periods of office in ToR	On agenda
4.2.10 Ref. 6.2.19: Contact Guy Jarvis for Mountain Training MoU	Not done
4.2.11 Ref. 6.2.20: Provide British Canoeing MoU to AS	Done
4.2.12 Ref. 6.2.21: Change wording to 'a maximum of three'	Done
4.2.13 Ref. 6.2.22: Confirm mechanism for choosing Director to represent affiliated clubs	Ongoing
4.2.14 Ref. 6.2.23: Strike balance in document in consideration of best practice in sport	Ongoing

4.2.15	Ref. 6.2.24: Take assistance from Cressida Allwood in developing gender diversity target	Ongoing
4.2.16	Ref. 6.2.26: Re-invigorate R33 working group and get feedback from membership	Done
4.2.17	Ref. 6.2.28: Invite comment on specialist committee chairs sitting on NC and BoD	Done
4.2.18	Ref. 7.5.1: Commission article on work of BMC specialist committees	In progress
4.2.19	Ref. 8.2.3: Provide Honister zip wire letter for DT to sign	Not done
4.2.20	Ref. 8.6.6: Publish subs paper in time for January 2019 area meetings	Done
4.2.21	Ref. 10.1.1: Consider allocation of cash to bolt fund	Not done
4.2.22	Ref. 10.2.2: Tidy up Slack channels to enable voting members to use	Done
4.2.23	Ref. 10.2.4: Compile list of who should be on Slack and Teamwork	Not done
4.2.24	Ref. 11.1: Confirm and communicate February 2019 NC venue	Done

5. Matters arising not covered elsewhere

5.1 Agenda – National Council ToR

- 5.1.1 The ToR of the NC have now been amended and will be presented to the wider membership at the AGM.

6. Reports

6.1 Partners*

- 6.1.1 **Mountain Training***. GJ picked out some highlights from his report. MT now sends reps to the BMC's Child Safeguarding, Equity Steering, and Hill Walking Implementation groups, and this should prove a useful partnership exercise.
- 6.1.2 Two new awards were launched in January: Rock Skills and Indoor Climbing Assistant. MTUK is currently recruiting additional coaching providers, and MTE/MTC are recruiting providers of the new Rock Climbing Development Instructor scheme, which will launch mid-May.
- 6.1.3 MT staff worked with BMC staff and volunteers in dealing with the recent Snowdonia National Park request to stay off the mountains following heavy snowfall.
- 6.1.4 MTUK has completed the process of updating and amending its AoA. MTC is also working to refresh its Articles. FS asked about recent changes to the Articles; GJ said that it had followed a similar process to the BMC following the introduction of the new Code for Sports Governance.
- 6.1.5 **Plas y Brenin (Mountain Training Trust)*** GJ also gave a verbal report, supplementing the written report submitted by Jackie Bryson.
- 6.1.6 The Bryn Engan Farmhouse and Bunkhouse has been upgraded into a new high-quality teaching and coaching hub, and the climbing wall is currently being upgraded, and should re-open in late Spring.
- 6.1.7 A Chief Operating Officer (Jamie Bryant) has been appointed.
- 6.1.8 A leadership conference across the sector – climbing, cycling, paddling – is planned for December 2019 at PyB.
- ### 6.2 Areas
- 6.2.1 **Cymru North Wales***. DL reported that 28 people attended the meeting in Caernarfon.

The meeting was keen to progress the work of the All Wales Working Group, and felt some initial work could commence before the ToR were finalised. There was a request for the matrix of BMC activities in Wales to be made public; WK said a paper will be published on the ODG site.

The meeting noted a lack of publicity and awareness of the Welsh Climbing Championships (Sat 9 Feb at the Beacon Climbing Centre, Caernarfon).

Parking issues in the Ogwen valley were discussed; many are choosing to park dangerously and illegally rather than using the pay and display facilities. A number of solutions have been proposed, and the issue is to be considered by Transport for Wales, so we need to be quick if we want to input into the process and ensure the solution does not reduce access for climbers and walkers.

The meeting agreed that the role of Deputy President should be created and voted on by National Council.

On the subscriptions increase proposal, the meeting voted for the £6 individual / £3 club increase, but a number of members felt they had insufficient information about how BMC income is spent and the scope for making cost savings rather than raising subscriptions.

6.2.2 **Cymru South Wales***. WK reported that 13 people attended the meeting in Port Talbot.

Matt Woodfield had updated the meeting on developments at Llandarcy, an old quarry close to Swansea which is situated in a brownfield construction site. The developers are keen to permit climbing if an appropriate liability transfer agreement can be agreed. DT advised that in the first place this is a matter for the Elfyn Jones to raise with the BMC Land Management Group; MW (LMG chair) to review.

MW

A proposal to quarry at Tirpentwys (near Pontypool) could affect a popular walking area if permitted; the developer has appealed a decision by Torfaen Council to reject the proposal. It was noted that developers might also have an interest in the old quarry used for climbing.

Some issues relating to the organisation of YCS events in south and north Wales were reported, including travel costs for competitors from the south having to go to three rounds in the north, and possible financial losses incurred by host venues.

The Board has agreed that a Welsh language policy should be developed, and Elfyn Jones is due to meet with the Welsh Language Commissioner; there is also a plan for BMC and MT to share a stand with Clwb Mynydda Cymru at the Eisteddfod in Llanrwst in August.

6.2.3 **Lakes***. MP reported 19 people had attended the meeting in Penrith; a snowstorm earlier in the day may have affected attendance.

Discussions have been taking place with Fix the Fells about footpath repair in the area, including how the BMC can support their work, influence path building techniques, and educate hill walkers and other path users.

Increasing visitor traffic and a lack of park & ride schemes in the national park is becoming problematical. It would be good if BMC areas could share experiences of working with park authorities to improve relationships and thus gain more influence.

AC felt more liaison between areas would be beneficial. RF suggested the BMC access conference (November 2019) could present an opportunity. DT stressed that local contacts are vital. He has a quarterly phone call with the Peak District National Park CEO, and would be happy to talk with Lake District NP CEO Richard Leafe. JP suggested inviting park authority personnel to area meetings.

MB felt that the BMC is in a good position to make its voice heard; the government has designated 2019 the Year of Green Action, and the current review of National Parks and AONBs is an opportunity for the BMC to lobby and influence. SQ referred to the Pembroke Outdoor Charter Group which brings stakeholders together to promote the sustainable use of Pembrokeshire's landscapes for recreation.

It was agreed that DT/LR would talk to Cath Flitcroft about providing guidance to areas.

DT

Other issues discussed included the proposed subs increase, which the meeting had felt was inevitable, a new constitution for the Cumbria Bolt Fund, access issues in Thirlmere, and the proposal to build a gondola-style cable car up to the Whinlatter visitor centre.

- 6.2.4 **London & SE***. CSt reported that 25 people attended the meeting in London, at which Robert Dufton was elected as area secretary, and Juan Avendano gave a talk about youth development in competition climbing.

The majority of members present felt that the role of Vice/Deputy President should exist; 13 were in favour of the post being voted on at the 2019 AGM, and 3 were in favour of the post being voted on from within National Council.

The meeting unanimously agreed each area should elect two members to National Council but were split on two votes (13) or one vote (10); and it also felt Specialist Committee reps could sit on National Council as observers but should not have a vote, the same applying for partner organisations.

RP had given an outline to the subs rise proposal, the room unanimously agreed to the higher rise.

Concern was expressed by two members of the Not So Trad club that two questions on the recent equality survey had been inappropriately worded and had caused concern amongst members. This error had been promptly rectified by the office, but it was felt an apology should be issued for any concern caused by the previous wording. Not So Trad offered to advise the BMC on issues concerning LGBT people.

LR offered to write an open letter of apology for publication.

- 6.2.5 **Midlands***. CSa reported that 19 people (including the President and Chair) attended the meeting in Solihull. The low turnout may reflect the impact of GDPR, which restricts the opportunity for areas to contact members directly.

Concern was voiced that the hill walking strategy was slipping away, and the meeting expressed the desire to ensure all aspects of the 2015-19 strategic plan for hill walking be addressed before the end of the year.

The need for more help from volunteers for the YCS was also discussed. A common theme from a number of areas signalled some confusion about the area youth co-ordinator roles and the YCS areas (being different from the BMC local areas). MA requested some clarity in the role of the AYC's and how they relate to the local area structure. NC said guidance documents were available to read on the BMC website.

On the Proposal for an interim Deputy President, members preferred the position be open to all members and should be voted on at the AGM.

On the subs increase proposal, the meeting felt the increase should be pro rata for individuals and clubs, suggesting £6.00 for individuals and £2.50 for club members. The increase for 2020 could be counter-productive if it caused more clubs to disaffiliate from the BMC.

- 6.2.6 **North East***. MA reported 16 people had attended the meeting in Durham. Simon Wilson, the planning and strategic access officer for the North Pennines AONB gave a presentation, and invited a BMC rep to join its access & recreation working group.

A change in entry deadlines for the YCS caught out a few parents resulting in a number of young climbers being unable to compete. This had caused widespread discontent, and is the latest in a list of grievances from those involved in youth climbing competitions in the area.

Prior to the meeting, a request was made for a BMC officer who could answer questions about the YCS to attend the meeting. As this was not possible, a detailed response about the changes and how these had been communicated was sent by email to MA and the area secretary. Nick Colton said lessons had been learned from the recent implementation of changes to the YCS.

There is a lack of clarity about the role of the area climbing walls rep, and the area would like to know if guidance can be provided by the office.

On the proposal for a deputy president, the meeting was in favour of creating an interim position between 2019 and 2020 AGM, elected from within National Council limited for one year.

In respect of the subs proposal, the disparity between existing fees for clubs and individuals was raised; it was felt club members are getting an apparently large discount. A general point was raised about value for money of membership, particularly for "conscripted" members (e.g. training schemes, competitors).

The meeting voiced disappointment that no one from the office was able to attend, despite a specific request for someone to attend who could answer questions about the YCS. DT said he would consider how best to ensure relevant officer attendance at area meetings.

DT

- 6.2.7 **North West**. CSp reported that the area now had a new chair, secretary and a National Council rep, and that the new team is looking at new meeting venues and a new format.

The January meeting, held in Whitefield, north Manchester and attended by 19 people (including the President and Chair), had been pretty good, but there had been very little time to discuss some important issues.

A separate open meeting, though not an official BMC meeting, had been held about 10 days before to discuss local access issues. CSp said there was a three-year backlog of access issues in the area, and that the meeting had been very constructive, and worked well for access, being in advance of the seasonal restrictions period; another access meeting tied to WiltonFest later in the year might also be useful.

The offer of a financial loan by the BMC to enable a book on the history of rock climbing in Lancashire to be published had been very well received.

CSp said that the new format YCS was working well for the area.

AC said the Peak area uses its newsletter to circulate detailed information about access and conservation issues.

- 6.2.8 **Peak***. AC reported that 37 people had attended the meeting in Grindleford, the lowest attendance for a number of years, possibly due to poor weather, and the lack of a reminder email from the office due to staff illness.

There was much discussion of the proposed subs increase; a clear majority was in favour of the higher proposed increases of £6 (individual) and £3 (clubs).

A majority also supported equalising the increases between individual and club members, although it was acknowledged that now might not be the best time to do this. The difficulty faced by clubs which had already held their 2019 AGM, or would do so before the BMC AGM, was also recognised.

There was also a clear majority in support of the role of interim Deputy President (if National Council feel it needed), and given it is an interim appointment, the meeting was happy for National Council to make an appointment without it going to the AGM.

There was some discussion about the phrase 'holding the Board to account' in the MoU, and the potential for this to be misinterpreted. Further correspondence with the ODG appears to have resolved this satisfactorily.

FS asked about the production and distribution of the Peak area newsletter, which is published prior to each meeting. LR said she would provide a briefing note to areas about publishing a newsletter.

LR

- 6.2.9 **South West***. HW reported that 35 people (including the President) attended the meeting at the Quay Climbing Centre following a round of the Youth Climbing Series.

A number of issues about the YCS were raised by an area youth co-ordinator, who felt they needed to be addressed to improve the running of the event. Operational details have been passed to NC for comment.

The other main issue covered by the meeting were new access restrictions on Lundy to address changes in the bird nesting patterns. Cooperation between BMC reps and the warden has resulted in less severe restrictions than originally planned; there will be further discussions before the restrictions are agreed and publicised.

- 6.2.10 **Yorkshire***. AS reported that 20 people (including the President) attended the meeting held in Leeds, the first chaired by the newly elected chair Sarah Sharps (previously the area secretary), with Jim Hulbert as the new secretary; Vicky Jennings is area's new outdoor youth rep.

The area voted in favour of selecting a Deputy President from National Council, and in favour of a subscriptions increase of £6 individual / £3 club, subject to additional information and clarification around the increase and the proportion being used to cover the higher insurance premium.

6.3 Board of Directors*

6.3.1 GP reported an additional meeting to the original 2019 schedule was held on 9 January, attended by 10 directors.

The meeting discussed the work of the ODG work streams, including development of the Board ToR, the MoU between the Board and National Council, and the review of the draft AoA.

It was agreed to proceed with advertising vacancies for nominated director positions, and that it was important to adhere to the letter of the constitution and correct procedure in relation to the appointments.

With the likely discontinuation of the role of Honorary Treasurer after the 2019 AGM, the meeting agreed that continuation of strong communication of financial information between the Board and National Council would be vital.

AS asked Sport England about co-option to the Board, and was advised that 12 is the maximum number of Board members specified on the Code of Sports Governance, but that observers could be invited. AS also asked whether the Nominations Committee ToR could be published; DT advised that the ToR were on the agenda for the 11 February Board meeting.

FS asked if National Council could be informed about Nominated Director appointments before they were made public. As they would be voted on at the AGM, this was not possible.

PS asked who is leading the development of the BMC's Welsh language policy, and how contributions could be made. GP said a draft would be developed by the office and circulated for wider consultation; this should be available before the summer. Input from the three Welsh areas will be important, and the policy must be manageable for the organisation.

FS felt the subs increase paper did not show a strong commitment to financing the ORG recommendations.

6.4 President

6.4.1 LR said that since the December National Council meeting, she had continued to attend as many area meetings and BMC events as possible. She is now about to start a 12-month sabbatical from her day job, which would permit her to devote more time to the role.

6.5 CEO & Office

6.5.1 DT said the office continued to meet the challenge of covering a wide and varied range of work programmes with limited resources, with the added complication of the governance work of the past two years impacting in particular the work of some members of staff. The appointment of Lucy Valerio, who starts in post as governance & compliance officer on 4 March, will enable some of staff members to focus more on other areas of work.

The increased liability insurance premiums creates additional financial pressure on office resources in 2019 (£125k+ deficit forecasted).

DT suggested the process for agreeing new vision, mission and values statements should be accelerated, to enable new strategic and business plans to be agreed by the end of 2019.

New events planned for 2019 include an APPG Brexit meeting in mid-March, and a footpaths conference in November.

CSt asked whether there was a communications issue leading to a lack of awareness of the work being done. He felt the potential for increasing membership of hill walkers was massive. JR referred to the Membership Engagement paper produced by ODG work stream 8 led by Paul Evans.

MA asked about the ORG recommendations under Culture, Leadership and Management (work stream 3) which include recommendations on business plans, staff objectives and career development, and management of volunteers. DT said this is commencing soon after the AGM on 31 March and will be chaired by GP.

AS asked about the impact of Brexit on the travel insurance scheme. DT said discussions had taken place between Howden, our brokers, and Lynda Buckley, the BMC's Insurance Manager; although it was hard at this stage to predict the precise impact, Howden had indicated it was not particularly concerned. There is some uncertainty about the BMC's ability to offer travel insurance to residents of the Republic of Ireland. Action: DT to circulate an update note.

DT

Post meeting note: a summary of the key points was circulated by Lynda Buckley by email to National Council members on 18 February.

CSp was worried that vision, mission and strategy would not be addressed until later in the year, but we were taking decisions now that might have to change once vision, mission and strategy had been agreed. RF felt there would be ample opportunity to feed into the vision, mission and strategy consultation process.

6.6 Finance – subscriptions for 2020*

6.6.1 GR said that a year-end surplus for 2018 is likely to be about £46k.

As a result of the significant increase in liability insurance premiums, the likely deficit for 2019 is between £140-240k (depending on the agreed dates of any increases). Reserves can be used to cover this deficit in 2019, but that is not sustainable going forward; current reserves stand at around £1.2m, which is towards the lower end of requirements in respect of the policy to have between 3 and 9 months of expenditure in reserve.

JR pointed out that under Schedule 1 of the current Articles, a subs increase above the rate of inflation is a Reserved Matter, for which the Board must consider the view of National Council, but does not need to seek approval.

There was a lengthy discussion about how to address this financial challenge.

MG said he would like to see more information about how BMC income is currently spent, and if / where cuts could be made. Additionally, he would welcome proposals from the Board for generating income.

JR pointed out that ORG response to raising subs got lower approval than some other ways of raising funds.

SM felt some big strategic questions had been raised by the insurance claim. Should the BMC be liable for the full extent of the claim? Should we continue to provide Combined Liability insurance?

Feedback from the January round of area meetings was considered. Some areas had questioned why the proposed individual member subs increase was more than for club members. Other areas did not discuss the issue.

The problematical timing for clubs which had already held their 2019 AGMs, or were just about to, was also considered. Memberships from people registering for Mountain Training awards also needed to be considered.

CSp said the Board has decided to use reserves to balance the books this year, but going forward the vision, mission and strategy would be needed to enable members to understand the direction of the organisation and to justify subs increases.

DT noted that individual membership subs form the biggest income stream; he said they amounted to 85% of subscription income. Increasing the difference between individual and club rates without additional benefit to individual members could be seen as unfair.

CSp asked what would happen if a subscriptions increase was not approved at the AGM; would there be a second resolution for a lower increase? DT said that a resolution could come from the floor, but AS said that this would not be a binding resolution.

DT noted that under the current Articles it may be possible to increase subs before 1 January 2020.

JR said a decision was not needed by 13 February (the 45 clear days resolutions deadline) but by 2 March (the 28 day notice deadline).

LR said that the Board will put out a communique to National Council immediately after its meeting on 11 Feb, but asked for a steer from National Council to take to that meeting.

Current financial projections are based on an even £6.00 per member increase across all categories of membership (clubs and individuals).

Votes were taken on increasing individual and student club subs before 1 January 2020.

Increase subscriptions asap for individual members
For – 20; Against – 0; Abstentions – 3.

Agreed

Increase subscriptions from 1 October 2019 for student club members:
For – 20; Against – 0; Abstentions – 3.

Agreed

DB asked whether the increase should be simply to address the rise in the liability insurance premium, or should also cover the cost of implementing ORG recommendations. JR felt members had already indicated their willingness to support ORG recommendations.

DB warned of potential backlash from some members, which may not be verbal, who may decide not to renew their memberships. He requested a vote that National Council encourages the Board to immediately consider implementing a campaign to recruit new members. DT cautioned that the cost of such a campaign would be in the region of £30-50k and would impact on other marketing priorities.

Proposed by DB; seconded by AS.
For – 22; Against – 0; Abstentions – 1.

Noted

7. Planning issues

7.1 Draft 2019 AGM agenda & weekend programme*

7.1.1 LR advised that the plans for the weekend included holding a National Council reconstitution workshop (for National Council members only, in place of a full National Council meeting) on Saturday 30 March (1.00-3.00pm). Two further workshops are planned for the weekend: a clubs workshop, for club members only (Saturday, 3.30-5.00pm); and a review of the BMC's mission, vision and core values, open to all members (Sunday, 9.30-11.00am), in advance of the AGM, which will start at noon.

MW suggested alternative wording for item 6 of the draft agenda (the special resolution to adopt new Articles of Association); MW to email alternative wording to LR.

MW

7.2 BMC 75th anniversary celebrations

7.2.1 December 2019 marks the 75th anniversary of the founding of the BMC, and during 2019, a number of events are planned in celebration. These will kick off in March at the Sheffield Adventure Film Festival, of which the BMC is the presenting sponsor, followed by Keswick Mountain Festival in May and Kendal Mountain Festival in November; more details to follow as plans are developed.

7.3 Volunteer recognition*

7.3.1 JR acknowledged that current BMC awards are primarily timescale-based, rather than impact-based, and so don't currently provide an opportunity for recognition to a volunteer for a significant contribution in a relatively shorter time period, which was something he was keen for the organisation to be able to do.

LR said she is committed to reviewing and developing the range of BMC awards.

RF suggested we should let LR (and Jane Thompson) develop the volunteer awards and bring to a future meeting.

Agreed

7.4 Code of Conduct*

7.4.1 MG presented the latest draft of the Code and asked if the meeting felt the guiding principles correctly defined the organisation's culture, and whether the overall approach of the Code was right.

Following feedback on an earlier version that the tone of the document was not quite right, NC felt the new version had a softer tone, and was more conciliatory.

AS suggested the bullet point about conflicts of interest in the Guiding Principles section should read: *Failing to declare conflicts of interest.*

LR thanked MG for the latest draft and looked forward to it coming back to a future meeting.

8. Governance issues

LR introduced Dave Stanley, ODG Project Manager, attending the meeting for agenda item 8.

8.1 National Council - nominated Directors*

8.1.1 RP has chosen not to stand for re-election at the 2019 AGM; he has recently moved from the London & SE to the Peak area, and is therefore no longer an area rep on National Council.

RP suggested that if someone is elected for a three-year period, but their term as an area rep finishes after two years, they should be able to continue in the role, which needs stability to provide a framework for making good decisions.

LR asked whether any area reps wanted to stand for election; FS and AS indicated that they did. PS said he would like to hear how candidates can fulfil gaps in the Board skills matrix.

LR invited the candidates to provide a brief summary of their backgrounds and what they felt they could bring to the role, and advised the meeting that she would permit two questions to be asked to each candidate.

A paper ballot followed, in which the majority of votes were cast for FS. FS was elected as a National Council representative Director, which will be recommended at the AGM following the intended resignation of Rik Payne on the 31st March.

Noted

8.2 Organisational Development Group

8.2.1 Introduction

JR said about 80% of the ODG's work had been focused on items required to be taken to the AGM in March. Significant work had also been carried out by the Partnerships work stream, led by FS, and the Membership Engagement work stream led by Paul Evans. JR would like to record his thanks to FS and PE in the minutes.

In terms of the Articles, about 75% of the changes had been made to the version submitted to the June 2018 AGM, a further 20% would go to this year's AGM, and the final 5% would come later on.

A significant element of work coming up which needs support from National Council, staff and the wider BMC membership is the review of specialist committees and BMC policies.

8.2.2 Board ToR*

GP said the version presented to this meeting was the one seen by the Board at its meeting on 31 January.

He explained that the purpose of the Board, as described in 1.2, was quite a detailed statement, but covered routine functions and strategic activities, and was fairly typical for a description of a Board's purpose, with some points specific to the BMC.

GP felt that the references in 2.5. and 2.6 (Board membership) to *'upon further approval from the Board'* should be changed to *'upon further approval from the membership'*.

MG recommended adding a specified role on the Board focussing on business development and marketing. FS recommended fundraising should be grouped with that too. SMC suggested adding wording to say that the Board “have responsibility for commercial development”. This was agreed as covering the points well.

Noted

MA suggested that ‘*work closely with the Members’ Assembly*’ in the first bullet of Operational Delivery and Policies (section 1, Purpose) should be changed to ‘*work closely with the Members’ Assembly and the AGM*’. He also asked about the reference to delegation of policies in the third bullet of Operational Delivery and Policies; JR said that bolting policies would be an example of delegated policies.

CSt thought that under 2.2 in Membership, ‘*no more than three National Council representatives*’ should be changed to ‘*up to three National Council representatives*’.

8.2.3 Interim National Council ToR*

LR explained the interim ToR had been through various draft stages, and asked for feedback on the latest version. LR and AS reminded the meeting that these are interim ToR and recommended the meeting not spend too much time amending them.

FS and MA raised similar points about the Interim ToRs being worded such that they are reactive; others noted it but advised leaving the document as is because it is for a limited time only. It was agreed that FS and MA would agree suitable bullet points to be added to the ToRs to overcome this concern.

FS & MA

DT said that there are member issues (e.g. bolts policies) that will be best dealt with by National Council rather than the Board, and we need to communicate this to members.

CSt asked about the 60% figure for Elected Councillors as a proportion of voting members present at a meeting if taking any decision related to Board activity. AS said it should say ‘*Elected Councillors independent of the Board*’.

JR felt the reconstitution of National Council is a complex piece of reform work with interlocking pieces, and the best time to do this would be after the AGM but by the November round of area meetings.

LR proposed that she stand down as chair of the R33 (National Council reconstitution) due to the conflict of interest that the work stream reports to LR.

LR noted that one of the group, MA, was willing to take on the role, but asked the meeting to confirm it was happy for him to be the nomination; this was also agreed on (22 votes for, 0 against, 1 abstention). The meeting also agreed that RP should join the group (17 votes for, 0 against, 2 abstentions).

Noted

During discussion of the AoA, it was agreed that a specific statement would be added to the National Council Interim ToRs to say that there will not be Nationally Elected Councillors this year.

Noted

8.2.4 Memorandum of Understanding*

LR & GP thanked the sub-group led by AS for its work on the MoU.

AS said the MoU attempted to communicate a framework of co-operation and communication between National Council and the Board. The formal reporting mechanism between the two bodies had been removed.

JR proposed one change to the draft; under point 13, he suggested changing *'The Council has a responsibility to hold the Board to account'* to *'The Council has a responsibility to constructively challenge and hold the Board to account'*.

8.2.5 **Articles of Association***

AS listed the main changes to the latest version, and there was some discussion of the Articles.

In relation to Article 9.8.4, DB queried the renewal dates for student clubs (1 October) and all other clubs (1 January).

In Article 13.2, it was agreed to change *'the fixing of the remuneration of the auditors'* to *'the appointment of the auditors'*; and to change *'the fixing of the rates of Members' subscriptions'* to *'determining the rates of Members' subscriptions'*; and to remove *'for the following calendar year'*.

Noted

For Article 16.6, it was agreed that a specific statement would be added to the NC ToR to say that we will not be appointing Nationally Elected Councillors this year.

Noted

In Article 16.15, it was agreed that *'in consultation with the Board'* be added, for efficiency and to avoid duplication.

Noted

There was a discussion about payment to Directors (Article 6.2). AS thought that it was better to define when a Director can receive payment, then any payment which doesn't meet those criteria is not allowed.

DS noted that David Lanceley has written a Procurement Policy, which needs to be published before the AGM. AS to expand in notes on work behind "payment of Directors" change.

Noted

8.2.6 **Deputy President proposal***

There was a discussion about the need for a deputy president as stated in the ORG recommendations. However, the post holder /s would not be a Director or Board member but would cover some of the non-Board duties of previous vice-presidents. The new name is intended to distinguish the position from the previous Board level duties of a vice-president.

Some, but not all areas had discussed this at the January area meetings. JR said it had been discussed within the ODG, and that the process was not implementable within the AGM timeline.

AS felt the proposal needed thinking through to establish all possible knock-on effects. MW cautioned that if we choose to use the AGM to elect someone, we only have the one chance to do that.

SM thought there were almost two distinct roles, one as deputy chair of National Council, and the other a more ambassadorial role as deputy president, and the question was how best to support the president, where there had previously been three vice-presidents..

AS suggested National Council could appoint a deputy chair (of National Council), and if the Articles were approved at the March AGM, National Council could then appoint the deputy chair as deputy president at its June meeting. Then the reconstitution sub-group can address this matter for the future.

A vote was taken on the above suggestion:

Proposed by AS; Seconded by RF.
For – 22; Against – 0; Abstentions – 0.

Agreed

FS said she would like the meeting to record its appreciation of the work done by the vice-presidents currently in post, and GP extended that to GR in his role as honorary treasurer, and to RP as nominated director.

8.2.7 **Linking work streams to ORG recommendations***

DS said a question had been raised at the December 2018 meeting, and referred to the papers for this meeting, which showed the timelines for the work to be carried out by the various work streams and their interdependencies.

DS said the papers provided a representation of what we understand now, and will be updated when we check and test the links. He welcomed feedback on the subject.

JR said it is a hugely complex interdependent piece of work, and he would like to thank all those who have contributed to it.

8.2.8 **Partnerships / clubs work stream**

FS brought the meeting up to date with her group's thinking on clubs and received feedback, and presented some slides showing the relationship between various groups.

There is currently no direct influence over who represents them throughout the governance structure. Possible structure ideas for the future could include:

- Let clubs select who represents them;
- Re-think how the Clubs Committee works;
- Provide the Clubs Committee with the opportunity to influence the strategic plan.

This needs to tie-in with the review of specialist committees, and the reconstitution of National Council.

Partnerships were also covered, and FS explained that partners differ from stakeholders.

FS requested more volunteer support from National Council; SQ and WK offered support.

Noted

FS agreed to share the documentation presented at the meeting with National Council members.

FS

8.2.9 **Conclusion, summary & next steps**

JR said he would be meeting with DS to look at the success criteria and RACI matrix; he would also meet with DT to consider what will be presented at the AGM.

MG said there had previously been discussion about providing a short, concise document explaining the work in a way that those not deeply involved with it can understand.

9. AOB

9.1 Treasurer position (David Brown)

DB noted that GR will step down as treasurer at the AGM, and that will mean that National Council loses a link to the Finance & Audit Committee; DB attends FAC meetings but only as an observer. There was no clear understanding about what would happen after March in respect of direct representation on FAC.

AS suggested there were ways in which National Council could be informed, but DB said that he wanted National Council to be able to see what's happening, not just be told by the Board.

RP felt National Council needed to be able to scrutinise and understand BMC finances, and FS asked whether the Board could consider this matter when reviewing FAC's terms of reference. Action: GP

GP

SMc said a proposal for a Financial Director had been turned down by National Council, and that members appoint auditors via the AGM to scrutinise the accounts. He could see no objections to National Council members sitting on FAC.

MA suggested a nationally elected rep could be someone with financial expertise. GP said the Board would consider this matter at its meeting on 11 Feb. He thought there was no argument for continuing the treasurer role, but a strong case for more than one National Council rep on FAC.

9.2 The other AOB items raised at the start of the meeting were not discussed due to a lack of time.

10. Date and venue of next meeting

10.1 ODG workshop: National Council reconstitution
1.00-3.00pm, Saturday 30 March 2019, Lee Wood Hotel, Buxton
(as part of the 2019 AGM weekend programme)

10.2 Next full meeting: Saturday 22 June 2019, Plas y Brenin, Capel Curig.

The meeting finished at 17:30.

Summary of action points from the 63rd meeting:

Ref	Action	Who	By
4.2.10	Contact Guy Jarvis for Mountain Training MoU	AS	asap
4.2.13	Confirm mechanism for choosing Director to represent affiliated clubs	AS	asap
4.2.14	Strike balance in document in consideration of best practice in sport	AS	asap
4.2.15	Take assistance from Cressida Allwood in developing gender diversity target	AS	asap
4.2.18	Commission article on work of BMC specialist committees	DT	asap
4.2.19	Provide Honister zip wire letter for DT to sign	MP	asap
4.2.21	Consider allocation of cash to bolt fund	DT	asap
4.2.23	Compile list of who should be on Slack and Teamwork	LR	asap
6.2.2	Review potential access agreement to Llandarcy	MW	asap
6.2.3	Consult Cath Flitcroft on improving influence through lobbying & representation	DT	asap
6.2.6	Consider how to ensure relevant officer attendance at area meetings	DT	immediate
6.2.8	Provide briefing note to areas about publishing areas newsletters	LR	asap
6.5.1	Circulate update on potential impact of Brexit on travel insurance scheme	DT	done
7.1.1	Email alternative wording for AGM Agenda Item 6 to LR	MW	immediate

8.2.3	Address reactive nature of interim NC ToR	FS & MA	asap
8.2.8	Share Partnerships presentation documents with National Council members	FS	asap
9.1	Consider relationship to National Council when reviewing FAC ToR	GP	asap

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

Signed _____ Date _____
Lynn Robinson, President