

## BRITISH MOUNTAINEERING COUNCIL

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### Board of Directors

Redacted minutes of the Board meeting held by way of a conference call on Wednesday 17 July 2019.

Present:	Gareth Pierce (GP)	Chair
	Lynn Robinson (LR)	President
	Matthew Bradbury (MB)	Senior Independent Director
	Roger Fanner (RF)	National Council Director
	Fiona Sanders (FS)	National Council Director
	Will Kilner (WK)	National Council Director
	Huw Jones (HJ)	Nominated Director (Finance)
	Jonathan White (JW)	Nominated Director (Clubs)
	Jonny Dry (JD)	Nominated Director (Fundraising)
	Dave Turnbull (DT)	CEO
	Lucy Valerio (LV)	Company 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 Amanda Parshall and Simon McCalla. Conflicts of interest were declared by MB for Item 3.2 – ACT, LR for Item 3.3 – LPT and LHL, and JD for Item 3.1 – MHT. GP advised that any conflicts emerging during the meeting should be declared at those points.

#### 2. Strategy & Financial Management

##### 2.1 Liability Insurance Working Group – updated report\*

GP gave a brief summary of the report and noted that Rupert Davies had provided legal advice within the report. GP highlighted the advice given in relation to section 7 of the report (p.7) and section 8 of the report (p.8), noting that the participation statement on the BMC's website still had value and a purpose. GP noted the position set out in respect of student clubs and the suggestion that they had to be affiliated to the BMC. GP also stated that the three year renewal period had been agreed and that Howden had been instructed to prepare the paperwork.

FS felt there needs to be a final discussion in respect of student clubs, but the rest of the report made sense. She would like to see a plan in respect of belaying advice and communications around this area.

DT noted that this is a separate area of work that goes beyond what is covered in the report. There was a presentation at the ABC conference and there has been a meeting of climbing wall representatives to look at belaying advice.

GP asked if the BMC should take the same line as the Duke of

Edinburgh scheme in relation to student clubs? This requires student clubs to be affiliated to their union.

FS raised concerns, as in the past there have been issues some Student Unions saying they don't need to be affiliated. Student clubs are an important group and so she worries about losing them if they have to be a Student Union member, she would prefer stronger communication lines between the two.

JD asked if at safety seminars information about insurance is provided.

DT said it was. He then suggested that this point should be referred to the Clubs Committee.

It was agreed that the issue of student clubs and affiliation to the BMC be referred to the Clubs Committee.

**Agreed**

JW noted he was pleased the participation statement had been reviewed as he had had past discussions with the insurers and they had stated one of the reasons for having such a statement is that there is higher burden of proof in respect of mountaineering and so it is probably a requirement of insurance that we have such a statement.

RF noted that he had raised the issue because he felt that it was slightly watered down so that walls felt they were covered no matter what. He went on to state that the BMC should be promoting the fact that mountaineering is a dangerous activity at all times and everywhere.

FS asked if the belay group could also look at the participation statements that walls have.

DT said yes, and he understood some walls are looking to amend their participation statements, as they don't specifically refer to bouldering. He also said a wider legal view would be needed.

GP noted these action points following the discussion:

**Action:  
GP & DT**

- The matter in respect of student clubs to be referred to the Clubs Committee
- The belay group to be asked to look at the promotion of the participation statements in walls
- The BMC to take legal advice on the potential redrafting of its participation statement

GP explained the issue in respect of the discount rate and how this impacted on the assessment of a claim that related to long term care costs.

FS asked if the FAC is looking at how it might build financial reserves in respect of the insurance premiums if there is another large claim made within the next 10 years.

HJ answered not specifically, no.

HJ noted one thing recognised at the FAC meeting was that reserves will

be looked at in line with what the BMC wants to do and the insurance premium is therefore looked at in the round. The BMC can look at where it can deploy funds, which could include adding money to the reserves.

It was agreed the risk of higher insurance premiums be added to the risk register.

**Agreed  
Action:  
DT**

RF then noted the first bullet point of the report on p.13 which stated the Board should plan how to react to a claim of over £1m in the next 10 years. He felt the FAC should be asked this question.

HJ made the point that it doesn't have to be an accident in mountaineering it could be if there is a material accident in other sport that is part of the pot the BMC is in.

DT noted that it is his understanding that the BMC's premium is not affected by the claims of the other sports contained in the same pot.

GP noted that was the view given at the meeting with Howden.

It was agreed that this issue should be dealt with further by the Board in the context of financial planning.

**Agreed  
Action:  
GP**

WK joined the meeting.

FS asked if the renewal noted at section 10 of the report (p.12) was going ahead?

DT said that Howden had been instructed to prepare the paperwork for a 3 year contract the previous week and that it is not yet formally signed off.

GP asked if there was any dissent to the 3 year renewal period – there was no dissent.

It was agreed that the BMC renew its insurance with Howden for a 3 year period.

**Agreed**

JW added that if there were to be new club arrangements once the BMC is tied in to the 3 year period, this doesn't preclude the BMC from having such new arrangements and making Howden aware of these.

## **2.2 Board Work Programme, alignment with business processes and AGM\***

GP noted the purpose of the document was to map out necessary tasks to be undertaken by the Board at the following five Board meetings. The programme allows for inviting to the meetings the chairs or a representative of the Specialist Committees or a stakeholder. It could be appropriate that the Specialist Committees would still report to National Council in December (a typo was noted under point 2 – as it referred to September).

LV stated that on the basis the Board has primacy, it should be the Board that is approving the terms of reference of the Specialist Committees.

JW noted that if there are sufficient directors at the December National Council meeting, that they could be approved at this.

LV stated as long as they are minuted as being approved.

LR noted that we would need to future proof this, as National Council are reviewing whether directors should be present at their meetings or not.

It was agreed that the terms of reference for Specialist Committees should be approved by the Board.

**Agreed**

FS asked where in the document do Board objectives/outcomes from Board evaluation fit?

GP answered in two places – strategy and also the business plan and half yearly report.

MB felt these should be reviewed at every Board meeting or at least quarterly.

FS agreed that quarterly would be useful to see how the Board is doing.

LR asked if the Code for Sports Governance required this.

LV confirmed it requires annual internal evaluation and external evaluation to take place every four years.

JW suggested we start dealing with it at every Board meeting and then as there is less and less to discuss it could either be dropped from a meeting or the time allocated to it reduced.

FS noted a dashboard approach could be used, so if a matter is green it can be noted and if it is amber or red then it is discussed. She went on to state the document also needs to incorporate some priority of what needs to be tackled.

GP felt the document needs to have some of the cells populated so it shows what is to be focussed on at each meeting.

JW noted if the red, amber, green method is used, the Board may want to sometimes look into a green matter, in case the BMC isn't aware of all the facts.

FS agreed there is so much going on it could be easy to drop something. She stated it is a very useful document.

GP agreed to tweak the document.

**Action:  
GP**

MB asked that 2020 dates be decided upon as soon as possible.

## **2.3 Digital Membership Business Case\***

GP noted there was now a more substantive paper on this matter and asked if this is what the Board think should be implemented, and if it is

implemented how is the conversation with National Council managed – is it dealt with at their September meeting, or by way of correspondence in the interim?

RF noted a matter such as this is in the Memorandum of Understanding between the Board and the Council and that it is also a Reserved Matter in Schedule 1 of the Articles of Association (“AA”). He went on to state that he felt the question to be asked is whether this is the right moment to be implementing a new membership scheme – particularly in light of the subscription increase recently agreed and also the fact that there isn’t currently an overall agreed strategy in place. He felt the timing issue of implementation is critical.

FS felt there should be more differentiation between the Blue Membership package, and the club and individual memberships currently on offer. She wanted the customer journey and the conversion point to be looked at. In particular the idea of insurance add ons, if it is an upgrade. She felt there needs to be a clear demarcation of the lower rate being offered, maybe part of the reason for a lower rate is that a Blue Member doesn’t get to vote. She asked MB what his thoughts were based on his experience.

MB said he was in two minds. RF had raised valid concerns, that MB shares, but he can see why the suggestions are being made and the key point is, it should be built into our business plan and strategic plan, so that it can be presented as part of an overall package. He then raised the point if Blue Membership is specifically targeting indoor climbing, what will the BMC do to promote hill walkers joining?

JW added that p.5 of the paper shows the proposed packages and so it’s a bit like travel insurance, you can see what bits you want from membership and then decide which premium to pay. He went on that anything which maps the range of benefits to the cost of membership is needed, because if we can show the cost of membership to the BMC is the cost of subscriptions and any residual money goes to good causes, then this helps with the packaging. He stated he can’t see the cost of servicing each category, but felt it would be easier to sell if we had this information.

JD noted his main concern was he understands the marketing department is fairly stretched at present and so it wasn’t clear to him if they have the capacity to deal with the new membership.

FS answered she had spoken to Alex Messenger and he said there was capacity.

DT noted in respect of the lack of a Summit and the personal accident insurance, the cost to the BMC of a Blue Member compared to an individual member would be about £5 - £6 less per member. The extra costs of Blue membership would be upfront costs in respect of the indoor training advice. These costs do not feature in the current report. He noted that access to Mountain Training shouldn’t be on the list of benefits for a Blue Member.

JW noted that the idea of Blue Members not having a vote is an

interesting one as it may be that this is something easily given and it feels to individual and club members they have added value in their membership package.

MB said we need to be careful as there is then the risk of having members under the age of 26 who don't have a vote, which isn't great from a governance perspective.

GP noted that the proposal needs to be drawn into the overall strategic plan.

FS asked how the development of the Blue Membership affects relations with key partners?

DT answered this is different enough to what ABC are doing. He felt it wouldn't help the relationship if it isn't implemented because ABC already feel the BMC isn't doing enough for indoor climbing. There is a risk the implementation gets stuck in committees. He also said that BMC's Marketing and Communications staff would be disappointed about the slow progress.

MB stated the FAC's view is required.

HJ noted it was brought up briefly at the FAC meeting and it was felt if it was to go to National Council the paper needed more work, but the concept was sound. He went on to note he doesn't see it as a watering down of a membership but likens it to that of a new gym offering. He noted indoor climbers in South Wales often only go climbing indoors and so he feels the conversion rate from indoor to outdoor will be small, but it will put the BMC on the radar of younger people.

FS added this is why she wants to see more differentiation that it should be a totally new offering, not the old one tweaked a bit.

RF reiterated his point about the timing of the implementation, it doesn't feel right, he feels the BMC should wait.

FS said she would agree with him, but it has been on the agenda for so long and if indoor climbers see it was discussed at a Board meeting and it was decided it wasn't the right time, they may feel the message is that the BMC doesn't believe in this strand of work.

HJ noted the information on p.3 of the report and the fact that one reason younger people aren't a member is because the BMC is too expensive.

GP suggested some of the issues raised at the meeting need to be addressed and the Blue Membership needs to be included on the consultative strategic plan. He asked if this was a feasible action.

RF stated it was and wondered if it was possible to look at it not just specific groups, but to attract younger members across the board.

**Agreed**

It was agreed that younger members in general need to be attracted to the BMC.

LR noted that one reason behind the targeting of indoor climbing was the link to the Olympics next year.

GP stated that from the discussions: the BMC was not ready to run with this membership ahead of the September meeting; it should be linked to strategic thinking; and young hill walkers should also be considered. He noted we don't want to lose traction.

JW stated we could have something called e.g. Green membership which was specific to hill walkers, and so we could then launch both types of membership at the same time.

### **3. Subsidiaries & Trusts**

#### **3.1 Mountain Heritage Trust ("MHT")**

GP asked if there was anything to discuss in the absence of a paper.

DT noted it was added to the agenda in light of the meeting that LV had had with Ray Wigglesworth QC about the review of subsidiaries, but there was nothing MHT specific to discuss at this stage.

#### **3.2 BMC Access and Conservation Trust ("ACT")\***

LV summarised the paper noting Board recommendation was being sought to re-appoint the BMC as a corporate director/trustee of ACT, and also to appoint three individuals.

FS asked what was the structure of the work at ACT, do the directors take chunks of work or are their other volunteers?

MB answered there are no other volunteers involved in ACT. The work has always been done by the directors/trustees. He noted that support was provided by Carey Davies, and Cath Flitcroft provides secretarial support. It was on this basis ACT felt it needed to bolster its board, and so of the three new individuals to be appointed one is a lawyer, one a charity expert and one an expert in risk management. He noted there is an ACT strategy day on August 5<sup>th</sup> to help ACT align to the BMC, and added they are keen that ACT is one step behind the governance review being undertaken in respect of the other subsidiaries, to assist with such alignment. He stated ACT is keen to secure further funds once the money from Mend Our Mountains is depleted. He asked the Board review the appointment of Dominic Oughton on an annual basis.

HJ made two suggestions: a formal reporting structure be implemented in respect of the BMC representative on the board of subsidiaries and LV to step in as company secretary of the subsidiaries.

LV noted as part of her wider governance work she was keen to have a formal reporting system in place so it is clear to all involved at the BMC and the subsidiaries what is expected.

JW mentioned that the historical reason for establishing the subsidiaries was to ring-fence the liabilities, and he is concerned if LV is also company secretary the BMC may be too inter-linked.

HJ noted the FAC are looking in to the ring-fence matter.

DT noted there is also workload to be considered as LV has just become company secretary of the BMC and it is quite a full on role in itself.

GP stated the idea of a formal reporting system should be looked at, and this linked into the board work programme framework.

**Action:  
GP & LV**

FS felt that the subsidiaries were more of a priority than the Specialist Committees.

RF asked if Dominic is appointed as the BMC's representative then could the BMC direct him?

JW mentioned RF and himself had discussed this at length previously and had come to the conclusion that because of a person's personal responsibility as a director, the BMC couldn't direct them how to vote, but they could ensure such a person was aware of the BMC's position on matters to be voted upon.

HJ pointed out that in the case of ACT the BMC is the sole member.

MB stressed ACT isn't just a subsidiary – but a charity too and so it has an extra layer of governance and needs to adhere to its charitable objects. He stated there is a long history of the BMC not attending ACT board meetings and support from the BMC staff has also been thin on the ground at times. He noted Mend Our Mountains originated from ACT. If the BMC's representative is not to be Dominic, then the role of attending board meetings needs to be allocated to someone on the Board to attend.

JW remarked that this was part of a much bigger picture of whether the Board has enough capacity to do this, or do they need to appoint someone to act on their behalf? Where someone is appointed on our behalf there needs to be some direction provided to such person, the onus of the direction provided is on the Board.

GP asked if there was any dissent on the first three proposals: number of directors of ACT be increased to 12; BMC is re-appointed as a corporate director/trustee; Tom McPhail, Louise Davis and Richard Holland be appointed directors/trustees. No dissent.

**Agreed**

GP moved on to the fourth proposal in respect of Dominic being appointed the BMC's representative.

MB noted that it was his intention to step down as chair of ACT following the AGM, but that he would remain on the board of ACT.

LV suggested on the basis of the discussion that the appointment of Dominic as the BMC's representative be removed from the written resolution of ACT, as this could be dealt with by way of minutes.

**Agreed**

This was agreed.

The meeting therefore considered the proposed written resolution to be



signed by the BMC as the sole member of ACT in light of the above amendment. The written resolution would now contain three ordinary resolutions: to increase the number of directors to 12; to appoint the BMC as a corporate director/trustee; to appoint; Tom McPhail, Louise Davis and Richard Holland as director/trustees.

The meeting resolved that the written resolution, as amended, be and is hereby agreed and that any director on behalf of the BMC be and is hereby authorised to sign the written resolution on behalf of the Board.

**Agreed**

### **3.3 BMC Land & Property Trust ("LPT") and BMC Land Holdings Limited ("LHL")\***

LV summarised the paper noting that LHL and LPT were managed by way of the Land Management Group ("LMG") and they had agreed the boards of LPT and LHL should contain the President of the BMC, the CEO and the chair of the LMG. Also that the boards should mirror each other, hence approval was being sought for the appointment of LR and DT as director of both LPT and LHL. In addition the appointment of Martin Wragg, Bob Moulton and the BMC as directors of LHL.

DT added that the thinking behind such persons being appointed directors of LPT and LHL was due to the large legacy left to LPT a couple of years ago, and the need to retain some central control over this.

FS asked if it is possible to have such people sitting on the boards of LPT and LHL when they are also on the Board.

LV stated she didn't know, but would look into this.

**Action  
LV  
Agreed**

GP noted that this matter should be deferred until there was an opportunity to review this further advice sought.

### **3.4 Mountain Training Trust (PyB) ("MTT")\***

JW noted that he and GP were to meet with representatives of the other members of MTT (Mountain Training England and Mountain Training UK) on Monday 22<sup>nd</sup> July.

## **4 Human Resources**

### **4.1 Staffing Update**

DT noted that this would be added to agenda of the meeting on 22<sup>nd</sup> July. **Action LV**

### **4.2 Pay Policy**

GP summarised the paper and noted the amendments to be made were for clarification purposes and that Kate Anwyl felt the clarification was helpful.

## **5 Information AGM 2020**

LV noted that were two possible dates in June next year when PyB was available – 13<sup>th</sup> and 27<sup>th</sup>.

GP noted his preference for the 13<sup>th</sup> so that any outcomes needing to be dealt with by the Board could be dealt with at a Board meeting that was not too far into July.

RF asked if the 13<sup>th</sup> clashed with Father's Day or anything.

LV replied no.

**Agreed**

It was agreed the 2020 AGM be held on Saturday 13<sup>th</sup> June at PyB.

## **6 Meeting Appraisal and Evaluation**

GP apologised for the meeting having over run, but he felt it had been useful. He asked if others felt it had been useful and taken some of the pressure off the meeting on 22<sup>nd</sup> July.

It was felt it had been useful, but it would be beneficial in the future to hold such calls by way of video calls, as then it would be easier to vote on matters.

### **Summary of Actions**

Item	Action	Involving	Target date
2.1	The issue of student clubs being affiliated to the BMC be referred to the Clubs Committee.	GP & DT	Immediate
2.1	The belay group be asked to consider the promotion of the participation statements of climbing walls.	DT	Immediate
2.1	The BMC's participation statement be reviewed.	DT	Immediate
2.1	Risk of higher insurance premiums be added to the risk register.	DT	Immediate
2.1	How the Board is to deal with future insurance claims be considered in the context of financial planning.	GP/LV	Immediate
2.2	The Board Programme of Work be further populated to set out priorities to be dealt with.	GP	Immediate
2.3	Blue Membership to be considered alongside the strategic plan.	GP	Immediate
3.2	Formal reporting structure between the BMC and its subsidiaries to be prepare.	GP & LV	Immediate
3.2	Written resolution of ACT to be signed on behalf of the BMC and any subsequent filings at Companies House and the Charities Commission to be dealt with.	LV	Immediate
3.3	The issue of whether the directors of LPT and LHL can also be directors of the BMC to be explored.	LV	Immediate

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

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

**Gareth Pierce, Chair**