

BRITISH MOUNTAINEERING COUNCIL

177-179 Burton Road
Manchester M20 2BB

Tel: 0161 445 6111
www.thebmc.co.uk
email: lucy@thebmc.co.uk

Board of Directors

Redacted minutes of the Board meeting held by way of a conference call on Tuesday 27 August 2019 at 7pm.

Directors Present:	Gareth Pierce (GP)	Chair
	Lynn Robinson (LR)	President
	Matthew Bradbury (MB)	Senior Independent Director
	Amanda Parshall (AP)	Independent Director
	Roger Fanner (RF)	National Council Director
	Fiona Sanders (FS)	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

GP welcomed everyone to the meeting. Apologies were received from Will Kilner and Simon McCalla.

No conflicts of interest were declared.

DT noted that in respect of item 8.1 there was nothing to be said as a revised register was to go to the meeting on 25 September. GP said the document is currently awaiting comments from the directors.

RF then asked about WK and if he should talk to him, as he has not been involved for a while. GP stated WK is attending a meeting on another matter tomorrow and so he will have the opportunity to speak to him then.

**Action
GP**

2. Matters arising not covered elsewhere

GP confirmed that this related to matters arising from the minutes of 8 May which were approved on 22 July (the present meeting being a continuation of the latter and so minutes were not yet being considered). It was agreed that there were no matters arising that were not covered elsewhere.

3. National Council meeting 22 June – matters arising not covered elsewhere

GP asked if anyone had anything to raise from National Council.

LR replied no, as the GWG is on the agenda.

4. Minutes of Committees, including matters not covered elsewhere

4.1 Finance & Audit Committee

GP asked HJ to comment on the latest financial position.

4.1.1 HJ noted that the financial situation had improved. At the end of Q1

there was the possibility of a deficit of up to £300k, but through some savings on salaries (e.g. further to the departure of Carey Davies), and money received from Cotswold the deficit is now expected to be nearer £175k. He clarified that the original budget was based on a deficit of £144k.

He went on to note that spending needs to be supervised, as a couple of departments have overspent.

- 4.1.2 FS asked about the cost of repairs to the leaking roof in the big meeting room. DT noted the quotes to complete the work were at about £4,250 but this would mostly be covered by insurance.

- 4.1.3 JD asked why the office costs in the Financial Report for Q2 had nearly doubled from 2017 to 2018.

HJ replied the main reason costs appear to have risen is because of the reduction in grants and the way in which they are reflected in the accounts. Historically they have been netted off against expenditure, however more recently they have been shown as income therefore both income and expenditure figures are higher.

JW noted this was sensible.

- 4.1.4 LR asked about any adjustments being made in respect of student clubs not re-joining once they start back at university.

HJ noted that Alan Brown has made adjustments, but was unable to quantify at present.

JW added that because most student clubs renew in October, the impact of any not renewing will not be known until December. He added that it is sensible to make adjustments as it is likely that some clubs will not renew as a result of the increase in subscription.

- 4.1.5 HJ explained in the financial report 1, some additional information has been included by way of the graphs and pie charts, and that moving forward this will continue to be included in financial reports. The final graph shows club vs individual membership for the different regions.

HJ continued that the second financial report is the one to be provided to National Council, it does not go into quite as much detail but it does give an overview of the financial position of the BMC.

- 4.1.6 GP noted that the analysis of the regions was important for the stimulus of questions. In the context of a point raised on the distribution of access and conservation work relative to membership numbers, he suggested that it would be useful to understand where members in London & South East go in respect of their mountaineering activities to check on the extent to which we could show that the areas they frequent do benefit from their substantial contribution to BMC income.

FS felt caution was needed when regionalising matters. HJ noted that the graph in respect of the regions is not designed to go out to members.

- 4.1.7 HJ noted one reason for preparing the second of the financial reports was so it could be sent to National Council as there was a two month period between the board meeting of 22 July and the National Council meeting of 21 September. He noted he had sent it to National Council shortly after 22 July and had not had any comments, but once he does then it may be that this report could be published on the BMC website.

- 4.1.8 RF noted that in the Memorandum of Understanding between the Board and National Council there was provision requiring the Board to provide information to National Council, the initial discussions in respect of this were fairly prescriptive, so the Board must ensure National Council gets the necessary information.

**Agreed
Action
RF & JW**

It was agreed that RF and JW would clarify the information required.

- 4.1.9 LV noted the FAC's terms of reference needed to be agreed.

JD said there seemed to be a contradiction between points 2.1 and 6.1 in relation to how the chair of the FAC is to be decided upon.

The meeting discussed the frequency of meetings as referred to in the FAC's terms of reference. LV did not think it would be possible to add in specific dates, but wording could be added to note that the FAC's meetings would be aligned with Board meetings where appropriate.

HJ felt that a fifth FAC meeting would probably not be necessary as they generally meet after the end of each quarter.

GP noted that it would be for HJ and Iain Dickinson (FAC Chair, ID) to look at the frequency of meetings.

- 4.1.10 GP noted he had also had a conversation with ID in relation to the audit aspect being underrepresented in the FAC's work and they had agreed that post 2019 the membership of the FAC should be reviewed.

FS agreed there seems to be very little audit work being done, and asked if it is possible to rename it the Finance Committee.

GP felt care is needed in respect of this as the BMC articles of association and the Code for Sports Governance refer to the need to have a committee that has audit functions. He went on to ask if it was fair to say that as a Board progress was wanted in respect of the audit aspect.

- 4.1.11 FS asked if there should be a bullet point added to show that part of the FAC's remit is to start to identify the processes required for the next audit.

HJ replied this does not need to be specifically referred to as it is part of the FAC's role, but they must be sure they are on top things, as there have been delays recently due to changes of personnel on the FAC and members' availability.

- 4.1.12 LR noted that the FAC's terms of reference refer to two National Council representatives, yet there is only one at present.

GP stated that it has been agreed that there should be two representatives and suggested National Council look to appoint an additional representative.

- 4.1.13 MB added that in another of his director roles, they make it very clear on the top of the terms of reference what the relationship is between the board and the committee. This makes it clear what is expected and is important from a governance perspective.

AP agreed this is a good idea, as it needs to be very clear what the Board is delegating to the committee or group.

4.1.14 GP summarised that there are some issues to address, so this would be put on the agenda for the meeting on 25 September. He agreed to prepare a paper setting out how a new FAC might look and its membership.

4.1.15 JW agreed with the points raised but as a Board there needs to be a much clearer structure in place so that there is effective oversight. There are currently many committees, groups, subsidiaries etc. within the BMC and this is potentially unmanageable by the Board.

GP noted this was a good point, so he would add this to his paper. He added that a coherent sub-committee structure is required, he personally feels that the Nominations Committee should be a Governance and Nominations Committee, and there is the question of whether the FAC should be a Finance and Business Committee with audit a stand-alone committee.

FS added that Andy Syme (AS) is working on this as part of his review of the specialist committees, so it would be useful to talk to him.

Agreed

4.1.16 The meeting agreed that work is needed in respect of the structure of the various committees and groups.

GP noted he would add two items to the 25 September meeting: 1) the FAC's terms of reference 2) a point about dealing with the wider issues of committees.

**Action
GP**

5 Strategy & financial management

5.1 Financial planning – progress update

GP asked HJ to comment on this.

HJ stated a forecasting template had gone to the heads of departments and he is now awaiting responses. He noted that he will need to sit down separately with Alex Messenger as head of marketing, as this is a particularly complex department with high expenditure. He noted that some wish lists will need trimming down, but Alan Brown is doing a good job in this respect.

5.2 Hill Walking Implementation Group request

5.2.1 GP stated that part of this has already been addressed as an email reply was sent to Peter Judd (PJ) who raised the request of new directions to be provided to the Hill Walking Implementation Group (HWIG) following the departure of Carey Davies. GP had had a positive response from PJ.

5.2.2 DT noted that he had also written a lengthy article for the website and that this had received positive feedback. LR had also had a very constructive recent meeting with PJ to discuss the BMC's commitment to hill walking.

5.2.3 HJ provided feedback from the South Wales hill walking representative who felt the message from the BMC was that because the role of Hill Walking Officer was not being replaced that hill walking was being ignored. He felt it important the BMC's work for hill walkers should be stressed by the staff, office and Board.

5.2.4 RF stated there was always a risk upon losing Carey that the BMC's hill walking work would lose momentum. He felt it important that the Board

supported on going hill walking activities, including the symposium planned for late 2019/early 2020. DT noted that office support would be available from the new Partnership Officer, Rob Bishop.

- 5.2.5 FS suggested asking the HWIG what measures they want to see the BMC taking and meeting, what activities they are looking for. The Board would then have a way of measuring progress.

GP suggested adding hill walking to the 25 September agenda, i.e. should it remain as a 'cross-cutting' theme as it is currently presented, or should it be a separate theme in its own right.

- 5.2.6 There followed a discussion about the hill walking symposium and the Board agreed this should proceed.

Agreed

- 5.2.7 MB suggested the HWIG and the BMC could apply for funding from ACT for the symposium.

5.3 Insurance liability, how to deal with future claims

It was noted this related to the Liability Insurance Working Group report which, amongst other things, asked for two matters to be looked at: 1) the continuance of insuring indoor climbers 2) the BMC's participation statement.

DT reported that the participation statement is currently being looked at by Rupert Davies and Martin Wragg and there should be a revised wording available for the 25 September meeting.

GP stated that point 1 had not been actively considered at this stage.

6. Operation delivery & policy

6.1 CEO report

- 6.1.1 DT reported some of the key points from his report. Monthly staff meetings have been taking place and earlier that day (27 August) the Department Heads had met to discuss the transition to it becoming the Senior Leadership Team (SLT); the Terms of Reference of the SLT (as agreed at the previous Board meeting) had been discussed in detail and appropriate training is being arranged for SLT members. The new format has been well received.

- 6.1.2 There is much digital development activity at present. The results of the penetration testing have also now been processed and Alvin Foy (AF) is comfortable with the results; an issue with a couple of End-Of-Life modules on the event booking system resulted in the removal of the system (webforms) for a month whilst a new event booking system was built. Events which could be handled via Eventbrite were moved to that platform in the interim. This caused some temporary disruption, but the new platform is now live and is working well.

- 6.1.3 The recently established entity - GB Sport Climbing (GBS) - was discussed. DT noted that this is not linked to the BMC's 'GB Climbing' sub-brand and that the competitions staff are concerned about the potential for confusion between the two. The staff are also concerned about the lack of a volunteers' code of conduct as there are many conflicts of interest within the competition climbing sphere and competitions committee. It would be useful to have a deadline for the code to be finalised. LV gave an update on the current position: further to the BMC asking GBS to change its name, GBS has responded saying

it does not believe there is confusion so does not intend changing. Further efforts will be made to set out the BMC's concerns to GBS.

**Action
LV**

- 6.1.4 DT noted Sport England has indicated it may be prepared to fund an Association of British Climbing Walls (ABC) initiative to promote indoor climbing in advance of the 2020 Olympics. The BMC remains formally recognised by Sport England as the National Governing Body (NGB) for the sport. DT is meeting the new ABC CEO on 5 September.

6.2 Matters from Specialist Committees

GP asked if any directors had issues to report.

- 6.2.1 JW raised a question in relation to the clubs committee as at the moment it has to report to both the Board and National Council, it should be one or the other. He also asked anyone with views contact him directly. FS noted it would be worthwhile getting in touch with AS, in relation to his review of the specialist committees.

- 6.2.2 GP stated that the Board had decided that the specialist committees should continue to make presentations to the December National Council meeting, but that their terms of reference and forward plans had to be agreed by the Board. The Board needs to look further at the number of specialist committees and how they link to the Board.

- 6.2.3 FS asked who should consider this – the ODG (via AS's work) or the Board? GP replied the Board should take a view on this with input from AS and the ODG.

Agreed

It was agreed that AS would be asked to provide a report of his findings to date in respect of his review of the specialist committees for the 25 September meeting so that the Board could then decide upon the next steps to ensure oversight of this work.

**Action
FS**

7. Governance

7.1 Senior Independent Director (SID) role description*

GP noted that MB and he had put together a role description for SID and asked if there were any comments.

JW queried the role being for two years, as there was a danger of complication given some BMC roles are for a year, others for three years and others for two. He felt it would be better for it to be annual with a provision for further years subject to a maximum term.

The meeting agreed the role should be for periods of one year, with the option of renewal and being subject to a maximum period.

Agreed

FS asked where does the SID go if they have issues with the Chair or President. MB suggested they go to the Board.

7.2 Governance Working Group (GWG)*

- 7.2.1 GP thanked JW for organising the GWG's first meeting and for chairing the group. He explained he had emailed the GWG's terms of reference in order for the Board to send him comments.

- 7.2.2 JW summarised the paper noting it had been decided not to advertise for further members of the GWG due to time constraints.

RF supported this and noted that the members of the GWG, together with the wider consultation group should be able to deal with the issues.

- 7.2.3 JD asked if there was a mismatch between the consultation group and possible independent advice.

JW replied those in the consultation group would provide feedback and as a number of them had previously raised concerns, this provides the GWG with the opportunity to address such concerns. He added that if the consultation group were happy with proposals, the chances are high the members as a whole will be happy.

- 7.2.4 MB added that he had been in contact with Tim Strong (a lawyer and ORG member) and that he would be pleased to join the group.

LR asked about Gary Gibson and JW replied he will contact him on his return from holiday.

**Action
JW**

GP thanked the GWG for its work.

8. Risk Management

8.1 Review of Risk Register*

- 8.1.1 GP noted this had been discussed at the start of the meeting and asked if further discussion was required or if it could wait until 25 September meeting.

The meeting was happy to look at it now.

- 8.1.2 LR commented on item 23 (Safety and accidents) following the tragic death at Wilton and felt that the Board and staff should be able to go to the register to see how to react. She also asked that the typos be corrected.

AP suggested that what LR was referring to more a crisis management plan and not necessarily appropriate for the risk register.

GP noted the RAG rating for three of the categories at 23 were red, as the likelihood of something was medium and the impact high. The question is are there not mitigating actions capable of limiting the likelihood?

- 8.1.3 FS asked if there were any emergency plans for serious accidents at events. DT replied there are for competitions and international meets.

JW felt what happened following the death at Wilton was the correct procedure, we just need to document the process.

- 8.1.4 JW made the point that a person has three years within which to bring a claim, and if they are under the age of 18, they have three years from the date they turn 18, so the matter might pop up years after those in positions at the time dealt with it. There should therefore be a file that can be referred back to showing the steps taken.

- 8.1.5 GP asked if items 19b and c in Land & Property should be moved to 23. He also noted that item 21c was incomplete as there was no information under the headings 'steps taken to mitigate' or 'action required'.

- 8.1.6 JW felt this was a good overview document that identified the generic risks that the BMC had the potential to encounter, and an indication of

the typical mitigation measures that we might take. He felt we also need to develop the next stage to sit under this – highlighting those risks that have materialised and those we are facing imminently, showing the specifics of what we are doing about them (reacting, mitigating or avoiding as appropriate). It would help the Board if this was circulated for each meeting, with (typically) the top 10 risks and opportunities highlighted for attention.

- 8.1.7 DT noted MB had previously raised the suggestion of listing a top 10 most serious risks, and that this can be provided before each board meeting.

**Action
DT & GP**

AP felt it would be useful to note those items that need Board input and those that can be dealt with operationally by the staff.

MB stated there still needs to be reporting structure in place in respect of the risks outside of the top 10.

GP noted that it is normal practice for an audit committee to also deal with risk management and assurance.

9. Human resources

9.1 Staffing update

It was noted there are no significant job vacancies at present.

RF asked about the staff survey and said it would be useful to have the results. LV stated the survey closes on 20 September, so results will not be available until late September.

10 Core communication to Council

GP reported that National Council wanted communications to be formalised between the Board and National Council. GP agreed to prepare a paper addressing this.

**Action
GP**

11. Meeting appraisal & evaluation

- 11.1 GP thanked everyone for their time and noted there had been some very helpful perspectives put forward.

It was asked when paperwork might be expected for the 25 September meeting and GP replied he was aiming for 18 September.

Summary of Actions

Item	Action	Involving	Target date
1	GP to speak to WK about his involvement with the Board.	GP	Immediate
4.1.8	Try and find the prescriptive list of information to be provided by the Board to National Council.	RF & JW	Immediate
4.1.16	FAC's terms of reference to be added to the agenda for 25 September.	GP	Immediate
4.1.16	A paper to be prepared to enable a discussion about the FAC and its purpose, and the wider role of committees.	GP	18 September
6.1.3	LV to prepare a letter to go to GBS setting out BMC's	LV	Immediate

Item	Action	Involving	Target date
	concerns about the use of the name.		
6.2.3	FS to ask AS to prepare a report for the Board for the 25 September meeting in respect of his review of specialist committees.	FS	Immediate
7.2.4	JW to contact Gary Gibson re the GWG.	JW	Immediate
8.1.7	Update risk register including identification of top 10 risks.	DT and GP	18 September
10	GP to prepare a paper for National Council in respect of communications between the Board and National Council	GP	Immediate

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

Signed _____ Date _____

Gareth Pierce, Chair