

## 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 GoToMeeting on Tuesday 13 October at 7pm

Directors Present: Paul Drew (PD) Senior Independent Director and Acting Chair  
Lynn Robinson (LR) President  
Fiona Sanders (FS) Council Nominated Director (CND)  
Chris Stone (CS) CND  
Jonathan White (JW) Nominated Director (Clubs)

Observers Present: Rab Carrington (RC)  
Colin Knowles (CK)

In attendance: Nick Colton (NC) Deputy CEO  
Paul Davies (PDa) Interim Executive  
Lucy Valerio (LV) Company Secretary

\* denotes supporting paper(s) circulated prior to meeting

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
1	<b>Welcome, apologies &amp; declaration of interests</b>  The Acting Chair reported that due notice of the meeting had been given. He noted there were apologies from Jonny Dry (Nominated Director), Dave Turnbull (CEO) and Rosi Yule (co-opted Nominated Director). The Acting Chair noted the meeting was quorate and therefore declared it open.  Conflicts of interests were declared by NC, PDa and LV as members of staff and by RC and PD in relation to the UK Sport bid (the Bid) to be discussed because of their roles on the Competition Climbing Performance Group (CCPG).			
2	<b>Risk Register*</b>  The Acting Chair noted the following: <ul style="list-style-type: none"><li>he had had feedback from an Observer that the risk register should be considered at the start of every Board meeting with a focus on items relevant to the agenda and any changes since the previous Board meeting</li></ul>			

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	<ul style="list-style-type: none"> <li>the Senior Management Team (SMT) have taken ownership of it and reviewed it and amended it</li> </ul> <p>He asked if the meeting whether there was anything on the risk register that impacted on the decisions to be made today. The following points were raised:</p> <ul style="list-style-type: none"> <li>if there was an increased risk of insurance claims because of the digital membership now being offered, which is aimed at U27s and indoor climbers (risk no.8)</li> <li>the risk of failing to comply with Sport England/UK Sport governance requirements was relevant to the Bid to be discussed (risk no.15)</li> <li>the Acting Chair has reached out to Sport England and UK Sport to deal with any concerns they may have</li> <li>a further column should be added which states the date a risk was last modified (change history)</li> <li>if the Bid is successful there are several risks which will need to be reviewed again by the SMT e.g. risk no. 17 re safeguarding</li> </ul>	<p>NC would look at this with DT when he's back from holiday</p> <p>NC to add this column to the risk register</p>	<p><b>NC &amp; DT</b></p> <p><b>NC</b></p>	<p><b>w/b 26.10.20</b></p> <p><b>Immediate</b></p>
<b>3</b>	<b>UK Sport Progression Bid*</b>			
3.1	The Acting Chair made the following points:			
	<ul style="list-style-type: none"> <li>he expressed his thanks to all those involved in putting the Bid together – Pda, NC, RC, Lucinda Whittaker, Tim Cunnington and Lorraine Brown</li> <li>he noted it was a large piece of work and challenging, as this was the first time UK Sport had done progression funding</li> <li>PDa would present the main points from the Bid, but the main request was for the Board to approve the Bid</li> </ul>			
3.2	PDa presented details of the Bid, the main points were:			
	<ul style="list-style-type: none"> <li>Every 4 years UK Sport embark on a new funding cycle – this year, instead of just investing in sports to achieve a podium finish, the funding is for progression</li> <li>Progression includes things like coach developments, improvements to competition structures etc.</li> <li>The Bid includes a situational analysis which is threaded through all parts of the Bid so that a clear pathway can be shown to ensure athletes are successful for years to come</li> </ul>			

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	<ul style="list-style-type: none"> <li>The Bid is for 4 years funding and has to be submitted by Friday 16 October, UK Sport have provided a planning figure of £1.5m over this period and the Bid is based on this figure</li> <li>If successful the funding is conditional upon a set of goals; a performance matrix; and a pathway prospectus</li> <li>The Bid would help the BMC to achieve having a cohort of athletes ready to step in to a training academy in 2024</li> <li>Work is still needed on the budget side of things, as the BMC's financial procedures are not aligned to UK Sport's</li> <li>The BMC needs to show UK Sport it is a safe pair of hands in respect of the money</li> <li>The Bid relies on the BMC continuing its annual funding for GB Climbing of £186k, as this covers UK Sport's requirement of a minimum contribution of 15% to core costs and existing staff roles</li> <li>The Bid does show large staff costs, but the balance is right with what is going to be delivered and the additional funding obtained</li> </ul>			

PDA said there were three decisions required by the Board:

- Approval of the Bid
- Approval of ongoing annual funding of £186k for GB Climbing
- Approval of the Board and Leadership Supporting Statement

3.3 PDA asked the meeting if they had any questions:

Q: What happens if the goals are not met? Is funding withdrawn?

A: No, the funding is not tied to performance, but on progression. The progression and targets are also periodically reviewed.

Q: When is the start date of the finance?

A: 1 April 2021, UK Sport's financial year runs 1 April to 31 March

Q: Has consideration been given to what happens if the three disciplines of lead, boulder and speed are separated? There are signs that speed will become its own event.

A: Yes thought has been given to that, the BMC gets direct feedback about proposals, so can then use that information.

Q: What additional costs are incurred by the BMC between now and 1 April 2021?

A: No additional costs, the Bid assumes the current spending on GB Climbing of £186k p.a and that this cost is flat for the next 4 years.

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	<p>Q: There has been an email with a request for £600k of funding, so where has this figure come from and how does it fit in with the figure of £186k?</p> <p>A: The £600k figure is from a wish list of what GB Climbing would like to do in 2021 and has been arrived at as a result of the zero budget process now being used.</p>			
	<p>Q: How does the Bid fit in with the current domestic competition structure? How would domestic competitions be supported if the full competitions budget is spent on the elite indoor programme? If more funding than the £186K is needed, where does that come from?</p> <p>A: The Bid is to get £1.5m and so it should be viewed as £186k investment to get £1.5m. Also, it is not about the BMC having the money for the best competitions, but about how it engages with those involved e.g. route setters, so that participants reach a quality of climbing that takes them to the next level. Competition structures need to become more financially viable.</p>	Demonstration needed of how domestic competitions will be funded and supported from the existing budget	<b>PDa</b>	<b>By 18.11.20</b>
	<p>Q: How does ski mountaineering and ice climbing fit into this? As the NGB &amp; NRB for both these sports the BMC cannot continue to state it is spending £0 on them.</p> <p>A: They are not in the Bid, but if successful the funding will mean that there is capacity to deliver what the BMC needs to, and within that there will be capacity for these two sports.</p>	In future budgets there should be a line to show spending on ski mountaineering and ice climbing and where this comes from.	<b>Alan Brown</b>	<b>On-going</b>
	<p>The following points were raised:</p> <ul style="list-style-type: none"> <li>Staffing goes from 5.3 to 7, which does not sound like a big step change to implement the work required if the Bid is successful, although it is noted that the funding would mean that of these figures full time BMC staff would fall from 3.05 to 1.6</li> <li>If the Bid is successful thought needs to be given as to how the new staff impacts on the structure of the SMT</li> <li>The Board discussed last year that the aim of CCPG and GB Climbing was that it would be able to stand on its own two feet, so it would be good to see a reduction in the funds the BMC provides to GB Climbing</li> <li>Some directors and members feel there is a disproportionate amount spent on competition climbing, particularly in comparison to the funding most other good causes get, such as clubs, heritage, expeditions etc.</li> <li>Other directors felt £186k of £3m at roughly 6% was not disproportionate spending</li> <li>The budget within the Bid is based on feedback from UK Sport so it does not include the income from competition entry fees which is c£90,000</li> <li>A piece of work should be undertaken alongside which allows the Board to see what the plan is to grow the numbers of young members, so that when the next strategic plan is looked at, it should state have X no. of young members</li> </ul>			

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	<ul style="list-style-type: none"> <li>Para-climbing is not included in the Bid as it is Olympic focused, and climbing is not yet in the Paralympics</li> </ul>	Work to be undertaken to show the plan to increase number of young members	Alex M	On-going
3.4	<p>The Acting Chair then asked the meeting to consider the Board and Leadership Supporting Statement. PDa made the following points before it was discussed:</p> <ul style="list-style-type: none"> <li>The purpose of the statement is to give UK Sport the confidence that GB Climbing as a department has the approval of the Board to move forward</li> <li>UK Sport are keen to know how GB Climbing's strategy aligns with the BMC's strategy and so the BMC's strategy has been used as the backbone to this document, and it has been reflected in some specifics as appendices</li> <li>UK Sport is now majoring in on what the home nations are doing, and so Mountaineering Scotland have been involved in this and Stuart Younie is happy to counter-sign the statement</li> </ul> <p>The meeting discussed the statement and raised the following:</p> <ul style="list-style-type: none"> <li>The President was happy to put her name to the statement as the Board's representative with the IFSC</li> <li>On page 2 under the heading 'Ambitions and BMC/GB Climbing Alignment' in the first sentence it should state '....develop the sport.....', not grow</li> <li>The message that competition climbing is one of the five pillars of the BMC's overall strategy needs to be clearer. A sentence to make this clear should be included on the first page under the Governance heading.</li> <li>Should the words 'make the grade' be used on page 2 in the second set of bullet points, bullet point 2, does it not imply a level of failure. It was felt it should be used because there is a performance pathway within the system and so this is what is meant.</li> <li>The Bid could be supported but this did not mean the BMC would have to take up the contract if further operational planning for the wider organisation led the Board to believe it was unviable for the organisation as a whole.</li> </ul>	<p>Statement to be amended as set out</p> <p>Statement to be amended as set out</p>	<p>PDa</p> <p>PDa</p>	<p>Immediate</p> <p>Immediate</p>
3.5	<p>The Acting Chair then asked the Board to vote on the following:</p> <p>a) To approve the Bid</p> <p>Votes: For – 5      Against – 0      Abstain – 0</p>			

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	<p>b) To approve the commitment of £186k funding to GB Climbing</p> <p>Votes: For – 4      Against – 1      Abstain – 0</p> <p>NB – 1 vote for conditional on the proposal being reviewed by the FAC before submission</p> <p>c) To approve the Board and Leadership Supporting Statement, on the basis the amends set out at minute 3.4 above are made</p> <p>Votes: For – 5      Against – 0      Abstain – 0</p> <p>The Acting Chair noted all the above votes had passed and that therefore:</p> <ul style="list-style-type: none"> <li>• The Bid be and is hereby approved</li> <li>• The continued funding to the CCPG of £186k to be spent via GB Climbing on elite indoor climbing be and is hereby approved</li> <li>• The Board and Leadership Supporting Statement be and is hereby approved</li> </ul> <p>It was then asked if the Finance &amp; Audit Committee (FAC) were happy with the Bid and can accommodate the financial commitments contained therein. The Board were advised that the FAC had not yet seen the bid, the Board felt they should be consulted, even though it had been approved by the Board. It was noted there was a meeting with the chair of the FAC scheduled for the following day.</p>	<p>The Bid is approved The continued funding is approved The statement is approved, subject to being amended</p> <p>FAC to be consulted on the Bid to check they are happy with it</p>		
<b>4</b>	<b>Governance Matters</b>			
<b>4.1</b>	<b>Acting Chair Arrangements:</b> Not discussed due to time constraints.			
<b>4.2</b>	<b>Board external evaluation update</b>			
	<p>The Company Secretary reported the following:</p> <ul style="list-style-type: none"> <li>• She had emailed Campbell Tickell on 2 October to ask them to proceed with the situational analysis, so it was not a board effectiveness evaluation</li> <li>• She would email them further now she has returned from annual leave</li> <li>• Sport England do not need to see the full report – they just need to know of any major findings and recommendations made</li> </ul>	<p>Email to be sent to Campbell Tickell</p>	<b>LV</b>	By 15.10.20

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	<ul style="list-style-type: none"> <li>It is possible that the facilitated session could be part of this review, if so then it would not be sent to Governance United as the Company Secretary had previously suggested</li> </ul>			
<b>4.3</b>	<b>Facilitated Session</b>			
	The Acting Chair said he had spoken with the Company Secretary earlier and he had suggested the following:			
	<ul style="list-style-type: none"> <li>As many directors as possible attend it face to face, the Board have spent hours with each other virtually, but hardly ever face to face and this is one of the reasons it has had issues</li> <li>Those who could not attend in person could attend virtually</li> <li>It should be more a team building session so that the Board then know what they need to do to work together as a team</li> </ul>			
	In the ensuing discussion it was said:			
	<ul style="list-style-type: none"> <li>National Council would support this</li> <li>It was important, especially for newer members of the Board, to be able to meet colleagues in person</li> <li>It should not be a hybrid meeting, two directors in particular are unable to travel and would feel disadvantaged by not being there in person</li> <li>It should not be in the north west or north east of England</li> <li>A walk up a hill might be a good idea</li> </ul>			
	Following the discussion it was agreed that the Acting Chair and Company Secretary would speak further about the session.	Further discussion to be had about the facilitated session	<b>PD &amp; LV</b>	By 16.10.20
<b>4.4</b>	<b>Directors Code of Conduct*</b>			
	It was agreed that all directors would send any comments on this to the Company Secretary for a further draft to be prepared.	Comments on the draft code to be provided to the Company Secretary	<b>All Board members</b>	w/b 19.10.20
<b>4.5</b>	<b>Board minutes approval*</b>			
	The Company Secretary reported:			

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	<ul style="list-style-type: none"> <li>Minutes from 14 May, 9 June, 29 July and 6 August had been sent to the Acting Chair for redaction</li> <li>The Acting Chair had sent minutes from 14 May back with his suggested redactions for the Company Secretary to review, as he wanted to be sure he was redacting the right information before continuing with the other minutes</li> <li>The Company Secretary had updated the document showing the stage minutes were at, she was still awaiting comments from some directors on the minutes of 15 July and 9 April</li> <li>She had been sent the approved minutes for 1 and 30 April, she would therefore forward these on to the Acting Chair for redaction</li> </ul>	<p>Company Secretary to review the redacted minutes prepared by the Acting Chair, Acting Chair to redact further minutes</p> <p>Comments to be sent on 15 July and 9 April minutes</p> <p>Minutes to be sent for redaction</p>	<p><b>LV</b></p> <p><b>Board</b></p> <p><b>LV and PD</b></p>	<p>By 15.10.20</p> <p>By 15.10.20</p> <p>By 15.10.20</p>

#### 4.6 Dates for various meetings

4.6.1 The Acting Chair noted that various dates needed to be decided upon for:

- 2021 AGM\*
- Members' Open Forum
- Possible General Meeting (GM)

The meeting discussed the possible need for a GM and made the following points:

- If an Open Forum is held allowing the members to ask questions of the Board in relation to the resignations etc. this lessens the risk of members calling a GM and forcing the BMC to hold one
- There is still the possibility a GM should be held in Q1 in order to get various provisions in the Articles of Association (AoA) amended
- If the AoA are to be amended in a GM in Q1 the Company Secretary needs to start work on this now, particularly because the members need to be informed of the reason for such changes so that there is more chance of them voting in favour at a GM – particularly as amendments to the AoA requires a special resolution
- Whether there was any advantage to holding a GM to amend the AoA, or if some sort of transitional period.
- The conundrum is what happens if the proposed changes to the AoA are not passed at the AGM, but other resolutions are dependent on this happening

A timetable to be prepared showing when a GM could be held based on amends to the AoA being proposed at the GM and what happens if amendments are not passed

**LV** w/b 19.10.20



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4.6.2	<p>The meeting then discussed possible dates for the AGM, there was no strong feeling whether to hold it in May or June, many felt this would depend on whether a GM had been held in Q1 or not.</p> <p>It was agreed that the document setting out the possible dates and the deadlines that would need to be met, be sent to the FAC for their view as to the earliest date possible, as one of the reasons for a later AGM was to allow the new auditors time to complete the accounts, and the FAC time to review them.</p>	FAC be asked to provide a view on the earliest date possible for 2021 AGM	LV	14.10.20
4.6.3	<p>The meeting then discussed possible dates for the Open Fourm. It was agreed that it could be held on the evening of 5 or 10 November, as these dates do not clash with any area meetings and the CEO is back from annual leave then, and the date should be decided as soon as possible.</p>	Date to be decided		ASAP
4.7	<p><b>Board meeting dates 2021</b></p> <p>The Acting Chair stated he did not want any more 8 hour meetings, the meeting agreed with this. He added he wanted some face to face element if possible in 2021, meetings could be hybrid if necessary.</p> <p>He preferred to have meetings possibly once a month that were shorter in length. Other Directors felt that face to face meetings should be longer to justify the travel time, but agreed that it was better if virtual meetings were shorter and more frequent. It was noted that once a new chair was appointed they may want to do things differently. It was agreed the Company Secretary would send a doodle poll round to find dates for meetings to be held in January, February and March of 2021. IT was also requested that full Board meetings were not held in the same week as National Council meetings, as two sets of 30 or more papers were impossible to read and consider in such short timescales.</p>	Doodle poll to be sent to directors to set up meetings for early 2021	LV	14.10.20
5	<p><b>Rolling Action List</b></p> <p>It was agreed that the Board should check this document to see if they had any actions to complete and send comments to the Company Secretary.</p>	Comments to be sent on the Rolling Action List	Board	On-going
6	<p><b>Close of meeting</b></p> <p>There being no other business, the Acting Chair closed the meeting and thanked everyone for their time.</p>			

Item	Action	Involving	Target date
2	SMT to be asked to review the risk register in light of the potential increased risk of insurance claims as a result of the digital under 27s membership being launched	NC & DT	w/b 26.10.20
2	Column to be added to the risk register which shows when each risk was last updated	NC	Immediate
3.3	Funds allocated and spent on ski mountaineering and ice climbing to be shown in budgets	Alan Brown	By 18.11.20
3.3	Work to be undertaken to show a plan as to how the number of younger members is to be increased following the launch of the digital membership	Alex M	By 18.11.20
3.4	Board and Leadership Supporting Statement to be amended on p.2 so that it states the aim is to develop the sport of climbing, not grow	PDa	Immediate
3.4	Board and Leadership Supporting Statement to be amended on p.1 to include a sentence that makes it very clear GB Climbing is one of the five key pillars of the BMC's overall strategy	PDa	Immediate
3.5	FAC to be consulted on the Bid to ensure they are happy with it and the financial commitments contained therein can be accommodated	LV/PDa	Immediate
4.2	Campbell Tickell to be emailed in respect of the situational analysis	LV	By 15.10.20
4.3	Discussion to be had about the facilitated session	PD & LV	By 16.10.20
4.4	Comments on the draft Directors Code of Conduct to be emailed to LV	Board	w/b 19.10.20
4.5	Redacted minutes of 14 May to be reviewed so that the Acting Chair can then redact further minutes sent to him	LV	14.10.20
4.5	Acting Chair, upon receipt of feedback on minutes of 14 May, to redact further minutes of 9 June, 29 July and 6 August	PD	By 16.10.20
4.5	Comments on minutes of 15 July and 9 April to be sent to the Company Secretary, so these minutes can then be sent to the decision making group for approval	Board	By 15.10.20
4.5	Minutes of 1 and 30 April to be sent to Acting Chair for redaction	LV	14.10.20
4.6.1	Timetable to be produced in respect of changes to AoA and what needed to do to take the members with us in respect of proposed amends, and what to do if amendments are not agreed to by members	LV	w/b 19.10.20
4.6.2	FAC to be consulted in respect of possible dates for the 2021 AGM and be sent the document setting out various dates available.	LV	14.10.20
4.6.3	Date for Open Forum to be decided asap		ASAP
4.7	Doodle poll to be sent round to directors to find dates for Board meetings in January, February and March 2021	LV	14.10.20
5	Comments on the rolling action list to be sent to the Company Secretary	Board	On-going