

BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held by way of GoToMeeting on Thursday 19 November at 7.30pm

Directors Present:	Paul Drew (PD)	Senior Independent Director and Acting Chair
	Jonny Dry (JD)	Nominated Director (Fundraising)
	Lynn Robinson (LR)	President
	Peter Salenieks (PS)	Council Nominated Director (CND)
	Fiona Sanders (FS)	CND
	Carl Spencer (CS)	CND
	Dave Turnbull (DT)**	CEO
	Jonathan White (JW)	Nominated Director (Clubs)
	Rosi Yule (RY)****	Nominated Director (Finance)

Observers Present: Rab Carrington (RC)
Colin Knowles (CK)
Louise Stewart (LS)***

In attendance:	Paul Davies (PDa)**	Interim Executive
	Lucy Valerio (LV)	Company Secretary

* denotes supporting paper(s) circulated prior to meeting

**left at minute 2.4 and re-joined at minute 2.8

*** left at minute 2.6

**** left at end of minute 2.8

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
1	Welcome, apologies & declaration of interests The Acting Chair reported that due notice of the meeting had been given. He noted there were no apologies and that the meeting was quorate, he therefore declared it open. Conflicts of interests were declared by DT, PDa and LV as members of staff.			
2	Head of ACES Role*			
2.1	The Acting Chair stated the purpose of the meeting was to discuss: 1) the split of the CEO role into two – CEO and Head of Access, Conservation & Environment Sustainability (Head of ACES)			

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	<p>2) the present CEO to focus on the access and conservation work and move into the Head of ACES role</p> <p>3) the Interim Executive to be appointed Interim CEO</p> <p>and that as part of this both the CEO and Interim Executive would be conflicted, they would therefore be asked to leave the meeting at that point and re-join it following the meeting's discussion.</p> <p>The Acting Chair noted that this role split was part of the wider reorganisation being proposed and he asked the Interim Executive to say something about this work. The Interim Executive noted:</p> <ul style="list-style-type: none"> part of his role was to look at the proposed Head of Commercial Operations role, and as this is a role with a significant financial outlay he is keen to ensure the right role is being sought this led to a review of the organisation chart which shows frailties e.g. the CEO being asked to oversee the majority of the organisation, and a gap in the structure to pass information up and down there are gaps in the BMC's commercial knowledge and business intelligence there is a need for greater financial capability, particularly on returns on investment he senses an appetite for change in the organisation and with the CEO looking to focus on the Access & Conservation team (A&C) this is a good catalyst to start a conversation with staff as to what the structure of the BMC should look like in 4 or 5 years' time 			
2.2	<p>The Acting Chair stated the discussion this evening is the first step in a fairly major transition. He referred to the papers he had emailed to the Board and said he felt the split of the roles was the best solution for the BMC and the CEO had all the expertise to meet the role of Head of ACES. He asked the CEO to say a few words about the proposal.</p> <p>The CEO noted the following:</p> <ul style="list-style-type: none"> The split of the role is a positive development and it does not feel like a demotion, but a position that plays to his strengths The CEO role is complicated and he has been the CEO of an NGB for longer than any other NGBs, it is a difficult job and the last 5 years have been especially difficult There may be some more reassurance to be provided to the A&C in respect of the Head of ACES role He is enthused by the position and very keen to make it work 			

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	<p>The Acting Chair asked if there were any questions and the meeting asked about the timing of the split of the role and if there was anything driving the 1 December. The Acting Chair said no, but noted the Interim Executive's initial contract ends on 30 November. He added the timing needs to be right for the BMC.</p> <p>A director asked the CEO how he would manage the England/Wales relationship and if Wales was going to be a key part of the Head of ACES role.</p> <p>The CEO replied that some things mean it is helpful to have a senior member of the BMC in Wales, but he does not speak Welsh and logistically he is looking to work in the Manchester office 1 day a week. He felt it would be beneficial to work out of Wales though, as it would be awkward being in the office with a new CEO in situ. He felt the BMC was better working as one for England and Wales, as there is too much for Wales to go it alone. The BMC Cymru committee needs someone senior on it, although he was not sure if this person should be himself as Head of ACES.</p>			
2.3	<p>The Acting Chair asked the Interim Executive to say a few words. The Interim Executive noted the following:</p> <ul style="list-style-type: none"> • He has thoroughly enjoyed the last two months and the progress he has been able to make in helping staff work on something they can see will help the BMC • He was delighted when an extension to his contract was suggested, and even more delighted to be considered for the position of Interim CEO, he is very keen to help steady the ship whilst the BMC finds the right person to fill the big shoes that will be left by the current CEO <p>The Acting Chair asked if there were any questions, a director asked how he would juggle getting the budget, strategic plan and operational plan finalised once he was dealing with the day to day running of the BMC.</p> <p>The Interim Executive said he was aware it was a multitask role, but his role as Interim Executive has been this, and he felt the work on the budget and strategic and operational plans were nearing completion.</p> <p>He was also asked if there were any enablers not in place in terms of the wider reorganisation proposed. The Interim Executive said there will need to be consultation with staff to get them on board, and engaged in the process as there are scars from the last reorganisation of 2015, and the Board will need to be supportive of the process.</p>			

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	The Acting Chair then asked the CEO and Interim Executive to dial out of the meeting.			
2.4	<p>The Acting Chair provided the meeting with further background that was not set out in the paper:</p> <ul style="list-style-type: none"> • Alternate options had been considered but this looked to be the best option. • There are risks associated with the splitting of the roles are but there are mitigating strategies in place for each of them • He has had good feedback from the staff in relation to the Interim Executive 			
2.5	<p>The Acting Chair then asked for feedback from the meeting. The following points were raised:</p> <ul style="list-style-type: none"> • It is the best solution and it benefits the BMC as a whole • We need to investigate if the contract for the new CEO can be on a fixed term basis • There is no requirement to make someone retire • There needs to be a reorganisation policy put in place before any further restructuring takes place • There should be a document that is a mutual agreement between the CEO and the BMC that demonstrates he is happy with the way he has been consulted and he is happy to take the role • Fixed term contracts need to be thought about very carefully in terms of diversity targets as they can exclude certain demographics from applying for roles, the contracts should focus more on having targets and good performance management • There need to be annual appraisals for any new CEO, and the job description needs to be regularly reviewed • It should be made more explicit on the statement and letter of support about the fact that the CEO's expertise is being retained • Thought needs to be given about the wider reorganisation as at a staff meeting earlier in the week there was some mention of expansion of the executive and staff were concerned about the finances of this, particularly as a number of them had been furloughed earlier in the year • There needs to be a communications plan as to how the change will be communicated to all funded partners • The use of psychometric tests as part of the recruitment of the new CEO and other senior positions was debated 	<p>Reorganisation policy to be drafted and approved</p> <p>Document to be prepared between the CEO and the BMC to reflect he is happy with the process followed and the outcome</p>	<p>PD & KA</p> <p>PD & KA</p>	<p>By 15.12.20</p> <p>w/b 23.11.20</p>

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	<ul style="list-style-type: none"> There are concerns about the costs of new senior positions, and the issues of income for 2021, the Finance & Audit Committee (FAC) are concerned about the budget for 2021 The Head of ACES job description should refer to it providing a leadership role in Wales and also articulate the relationship the role would have with National Council Fixed term contracts are usual in high profile sporting roles e.g. head coaches 	Leadership in Wales to be added to the job description following discussions with the CEO, and details of the relationship with National Council	PD	w/b 23.11.20
2.6	<p>There were also some questions raised, which the Acting Chair answered, as set out below:</p> <p>Q: Is there are a part for the Head of ACES to play in the operational plan, a part for him to own?</p> <p>A: Yes there are KPIs within that which can be tracked to monitor the performance of the role, and the role would report to the new CEO</p> <p>Q: Is it right that the Head of ACES role refers to the relationship with Mountain Heritage Trust (MHT), it did not seem to quite fit, but it is not clear where this goes if not here.</p> <p>A: This was discussed, it was felt unfair to place this relationship with the new CEO and also if this is part of the Head of ACES role it differentiates it from the rest of the A&C.</p> <p>Q: Is there a plan to support the A&C team?</p> <p>A: Yes a commitment has been made to them to help develop them and upskill them.</p>			
2.7	<p>The Acting Chair then called a formal vote on the three proposals:</p> <p>1) The current role of CEO be split into two roles – CEO and Head of ACES</p> <p>For: 7 Against: 0 Abstain: 0</p> <p>2) The current CEO to focus on A&C and remain in the role of Head of ACES as from 1 December 2020</p> <p>For: 7 Against: 0 Abstain: 0</p> <p>3) The Interim Executive to be appointed as Interim CEO on a 3-month contract as from 1 December 2020 and as the first step of a wider reorganisation</p> <p>For: 7 Against: 0 Abstain: 0</p>	<p>Unanimous agreement that the CEO role be split into two roles</p> <p>Unanimous agreement that the CEO is to focus on A&C and remain as Head of ACES</p> <p>Unanimous agreement that the Interim Executive be appointed Interim CEO as from 1.12.20</p>		

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2.8	The Acting Chair contacted the CEO and Interim Executive and asked them to re-join the meeting. The meeting then discussed how the decisions should be communicated to various stakeholders. The following points were raised: <ul style="list-style-type: none"> National Council should be told by the Board and not via rumours from other parties A staff meeting will be called for 3.30pm on Monday, and a National Council meeting for 6pm Could the National Council meeting be maximised by inviting other funded partners to it? E.g. Mountain Training etc. The Patrons and Ambassadors should be told about this change by email and not just reading a statement on the website – their details will be added to the list of recipients of the governance email, as those members were to be sent an email about the change A director asked if they could speak to certain members on a 1:1 basis so that they did not misinterpret any statement made, such conversations to happen after the staff briefing A party line document should be created to sit alongside the communications plan so that the message being sent out is consistent The communications plan is key 	<p>Staff meeting to be organised National Council meeting to be organised</p> <p>Party line document to be drafted</p> <p>Communications plan to be finalised and distributed</p>	<p>DT LR</p> <p>JD</p> <p>JD & FS</p>	<p>20.11.20 20.11.20</p> <p>By 23.11.20</p> <p>By 23.11.20</p>

3 Close of meeting

There being no other business, the Acting Chair closed the meeting and thanked everyone for their time.

Item	Action	Involving	Target date
2.5	Re-organisation policy to be drafted and approved	PD & KA	By 15.12.20
2.5	Document to be prepared between the CEO and the BMC to reflect he is happy with the process followed and the outcome	PD & KA	w/b 23.11.20
2.5	Leadership in Wales to be added to the CEO job description, along with details of the relationship with National Council	PD	w/b 23.11.20
2.8	Staff meeting to be organised to inform the staff of the change to DT's role	DT	20.11.20
2.8	National Council meeting to be organised to inform them of the change to DT's role	LR	20.11.20
2.8	Party line document to be drafted	JD	By 23.11.20
2.8	Communications plan to be finalised and distributed	JD & FS	By 23.11.20