

BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held by way of Zoom on Wednesday 25 November at 9am

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 (CoSec)
Kate Anwyl (KA)****	HR & Office Manager
Alan Brown (AB)****	Financial Controller

* denotes supporting paper(s) circulated prior to meeting

** until minute 8.2

*** until minute 9

**** joined at minute 3 and left at minute 7

Item Topic and Main Aspects Considered

Decision / Action

Who

When

The Acting Chair reported that due notice of the meeting had been given. He noted there were no apologies, that the meeting was quorate and therefore declared it open.

Conflicts of interests were declared by DT, PDa and LV as members of staff, and by LR in relation to minute 8.2.

The Acting Chair apologised that the deadline for uploading papers had been missed and that the agenda had been produced on the basis that the meeting be focused on the re-organisation, strategic plan, budget and some updates. He added that there was no

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
2	<p>discussion proposed on the Pay Protection Policy as this was linked to the reorganisation policy needed, so they would be discussed together at a later date.</p> <p>Organisation Restructure</p>			
2.1	Restructure of Executive*			
2.1.1	<p>The Acting Chair asked the Interim Executive to provide an update. The Interim Executive referred to the document uploaded to Teamwork 'Item 3.2_OrgStructureReview' and noted the four recommendations referred to therein. He ran through the four recommendations, which followed on from previous Board discussions, noting that it was now recommended that the part time Finance Director be sought for up to 2 days per week (0.4 FTE). He noted that:</p> <ul style="list-style-type: none"> • The proposed organogram was just that, a proposal, it was not set in stone • Thought needs to be given in respect of the return of a member of staff to their previous role, following a period of time seconded to a different department • There is a proposed process to follow, with there being consultation with the staff between now and Christmas • The consultation should result in an organisation chart which can identify where there are opportunities for staff to progress, and where there is a need for better line management 			
2.1.2	<p>The meeting discussed the recommendations and the following points and opinions were raised:</p> <ul style="list-style-type: none"> • The re-organisation review should go to a wider audience which includes specialist committee chairs and volunteers • The need for a Finance Director is key as there is a gap in the knowledge when it comes to issues regarding models of membership growth and how to model these and the impact it has on finances • The additional executive roles proposed are intrinsically linked to the budget • The proposed Chief of Commercial and Operations (CCO) should be recruited before the Finance Director as this role is vital to help drive different income streams for the BMC, the Finance Director should be in place by the 2021 AGM • A conversation should be had with Sport England, as they do part-fund senior roles within NGBs, so it could be that a reallocation of funds was possible • There have been and are on-going discussions with Mountain Training to ensure that there is no duplication of work between the two organisations 		<p>Discussion to be had with Sport England re allocation of funds and possibility of part-funding new CEO position</p>	<p>PD & PDa</p>
				ASAP

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2.1.3	<p>The meeting then discussed the issue of how to best manage volunteers moving forward, the following points were noted:</p> <ul style="list-style-type: none"> The strategic plan is looking at how the BMC can work better together, so that the expertise that is available can be utilised accordingly There is the potential for a future post regarding volunteer co-ordination, i.e. someone to look at volunteer inductions and engagement as opposed to being the sole contact at the office for volunteers 			
2.1.4	<p>The Acting Chair then asked the meeting to vote on the recommendations:</p> <ol style="list-style-type: none"> 1) That a part time Finance Director is appointed as soon as reasonably practicable 	<p>The recruitment process for a Finance Director be commenced</p>	PDa & KA	By 24.12.20
	<p>For: 9 Against: 0 Abstain: 0</p> <ol style="list-style-type: none"> 2) That a CCO should be recruited to lead a commercial and operations strand, with the caveat that this role be reviewed once a new CEO is in place i.e. the process to recruit a CCO is started, but can be paused at a point in time dependent on the skills a new CEO may have 	<p>The recruitment process for a CCO be commenced</p>	PDa & KA	Jan 2021
	<p>For: 9 Against: 0 Abstain: 0</p> <ol style="list-style-type: none"> 3) The recruitment of the Welsh policy officer is operational and is for the CEO to deal with the recruitment, but the Board are supportive of the position 	<p>A new Welsh policy officer be recruited from April 2021</p>	PDa	Jan 2021
	<p>For: 9 Against: 0 Abstain: 0</p>			

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	<p>4) A more thorough review of the BMC's organisation structure is carried out, to include a consultation process with BMC's existing staff, and that this consultation include partners and volunteers</p> <p>For: 8 Against: 0 Abstain: 1</p> <p>It was also agreed that PDA, once in place as Interim CEO, would work with staff to make sure they are comfortable with any timeline proposed for the consultation.</p>	Interim CEO to ensure staff are comfortable with timeline for consultation about the restructure	PDA	1.12.20
2.2	Remuneration Committee*			
2.2.1	<p>The Acting Chair referred to the papers uploaded to Teamwork called 'Item 2.2_Remuneration Committee' and 'Item 2.2_supporting paper Remuneration Committee Terms of Reference'. He added the background for the need for a Remuneration Committee (RemCom) was because of the need to recruit a new CEO.</p> <p>He asked for any questions and the following were asked and answered:</p> <p>Q: The suggested composition of RemCom does not include any member representation, nor any particular expertise in remuneration. How will this be dealt with?</p> <p>A: The draft terms of reference allow RemCom to bring in external expertise. The Nominations Committee (NomCom) had tried to recruit a volunteer but no suitable candidates were found, and so it was felt that RemCom would also struggle to find a volunteer with the right expertise. The matters dealt with by RemCom should be confined to Board members only, there should not be a National Council representative on RemCom.</p> <p>Q: The quorum of two seems light, has the UK Corporate Governance Code been looked at?</p> <p>A: The UK Corporate Governance Code is for plcs, the BMC needs to focus on the Code for Sports Governance. The purpose of RemCom is to have deeply confidential and personal negotiations with a new CEO, it is easier to negotiate sensitive matters with a smaller group of people. The quorum of the Board is five, so a RemCom of three with a quorum of two felt right.</p> <p>Q: Where does the annual assessment of the CEO's work sit?</p>		PDA	1.12.20

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	A: There will be a performance process between the Chair and the CEO, with possibly another director to support the process. There will be performance objectives agreed with the CEO and these will be reviewed as part of an annual appraisal. This is why it is suggested the Chair sit on RemCom, so as to ensure a link with the work of managing the CEO's performance.			
2.2.2	The following points were also raised: <ul style="list-style-type: none"> • The composition felt too prescriptive particularly as there may not be a Nominated Director (Finance) in place after the 2021 AGM • Any decisions made by RemCom would need to be ratified by the Board, it is usual to have a small number of people on RemCom due to the nature of the discussions to be undertaken • If there is any appeal as part of the process re CEO pay, this would go to the Board • As RemCom would meet on an ad hoc basis, an agency (e.g. Peninsula) could be hired to bring in the expertise needed in relation to CEO remuneration, it was noted not to use Peninsula as they often tie businesses in to contracts for at least 3 years, but a smaller, more local agency • If approved, the RemCom will need to review the draft terms of reference and then seek Board approval of them <p>The Acting Chair then proposed a vote on the following:</p> <p>1) The Board establish a RemCom</p> <p>For: 9 Against: 0 Abstain: 0</p> <p>2) The composition of RemCom be the Chair and any two other directors as appointed to RemCom by the Board</p> <p>For: 9 Against: 0 Abstain: 0</p> <p>It was agreed that once the Interim Executive was in place as the Interim CEO he should look at agencies that could be used to assist RemCom.</p>	RemCom be established		
3	Risk Register*	Interim CEO look at possible agencies to assist RemCom	PDa	From 1.12.20
3.1	The CEO referred to the risk register uploaded to Teamwork and noted this had been reviewed by the Senior Management Team (SMT) in October. He noted:			

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	<ul style="list-style-type: none"> There were further amends needed to risks 8 (further significant claim on liability insurance), 10 (loss of Sports Council funding) and 15 (failure to comply with SE/UKS governance standards) The discussion about risk 8 was not for this meeting, but it is a concern and he has received a letter from the chair of the [] committee about this. The matter should be discussed at a future board meeting, it needs input from the executive, and possibly the Finance and Audit Committee (FAC) Risk 10 should be lowered to amber as there have been several discussions with the Sports Councils and they have indicated they have confidence in the direction the BMC is headed in Risk 15 should also be lowered to amber, particularly in light of the Board appointments to be made 			
	The meeting discussed the register and the following points were raised: <ul style="list-style-type: none"> If there was a good point for the BMC to move to a risk-based budget analysis It would be good to see the risks paired with opportunities The Board should focus on the red risks at the start of each Board meeting, in particular looking at the mitigating factors of any risks to be moved from red to amber More information was required about student clubs and how many of them are renewing, the BMC should be more proactive about retaining student clubs, particularly as they are having a tough time due to the pandemic It was understood that key commercial partners were now back on board and risk 14 could be lowered to amber The Board of directors was now up to nine, with the recruitment of two new Independent Directors nearing completion, so it was felt risk 27 could also be lowered from red to amber 	<p>Report to be provided to the Board after 1.12.20 showing the number of student clubs that had renewed their membership</p> <p>Risk register to be amended as set out in minute 3.1</p>	<p>PDa</p> <p>PDa</p>	<p>By 04.12.20</p> <p>By 27.01.21</p>
4	Staff			
4.1	CEO & SMT Update*			
	<p>The CEO referred to the paper uploaded to Teamwork called 'Item 4.1_CEO_REPORT' and noted:</p> <ul style="list-style-type: none"> the last few months had been a difficult period for him personally because of the discussions about his role change 			

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	<ul style="list-style-type: none"> • there are lots of day to day issues to deal with as CEO • there is the need to work with Mountain Training as that is a key relationship and they are more than just a partner • he thanked the Board for their support <p>The Acting Chair expressed thanks on behalf of the whole Board to the CEO for his work over the past 18 years, and that they all look forward to his continued input into the BMC in his new role.</p> <p>The President added this was the CEO's final Board meeting and wanted his contribution of the last 18 years, and the phenomenal work he has done during the pandemic minuted.</p> <p>It was noted that the CEO has 18 years of experience and there should be a suitable knowledge transfer of this experience to ensure the BMC does not lose the immense organisational memory held by the CEO.</p>			
4.2	Staff liaison update*			
4.2.1	<p>The HR & Office manager provided a verbal update of the key points that had arisen from the first Staff Engagement Forum, held on 17 November and attended by 17 staff members. These were:</p> <ul style="list-style-type: none"> • the pandemic has brought staff closer together, and the weekly staff meetings are appreciated • there is concern if colleagues are off that this can impact on workloads e.g. there is only one full time IT staff member and one part time, this means there are times when there is no IT support available • a number of staff enjoy working remotely and would welcome the opportunity to continue to do this post-pandemic • the proposed changes to the SMT are not fully understood • there is still a feeling the BMC is a 'yes' organisation, but hope that the operational plan will provide the ability for staff to say 'no' • the board need to appreciate the BMC is the NGB for an Olympic sport 			
4.2.2	<p>The meeting discussed this and the following points were raised:</p> <ul style="list-style-type: none"> • There are some things to be addressed, such as lack of clarity and prioritisation • The route of information should be staff to CEO to Board 			

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	<ul style="list-style-type: none"> Feedback has been received that the staff have done a good job as regards to the challenges faced by members during the pandemic The issue of remote working would be looked at by the Interim CEO once he is in place It would be good if the staff could also provide the Board with a note of what they want the Board to do with particular points raised Anything the Board can do to recognise the work of the staff would be appreciated 			
4.2.3	<p>The HR & Office Manager then referred to the paper on Teamwork called 'Item 4.2_BMC Staff satisfaction survey 2020' and made the following points:</p> <ul style="list-style-type: none"> The staff love working for the BMC they believe in the work it undertakes, but they are looking for more independence, this links to the work being undertaken on the strategic and operational plan The line management section shows there is work to be done to raise the bar and ensure parity so that each member of staff has the same standard of line management provided to them The survey is anonymous so it is not possible to tell if the 10% that indicated they were unhappy is a range of employees in respect of a few issues or just a small number e.g. three that are unhappy with everything at work <p>The meeting discussed the survey and made the following points:</p> <ul style="list-style-type: none"> At times it can appear that the Board is seen as the group of people always making decisions e.g. the decision not to have flexi time during the first few months of lock down, but this was an executive decision. It was noted this may be due to the current blurring of lines of the Board's role and that staff need educating on this. There was a comment made about volunteers in the survey, the volunteers should also be reached out to. It was noted that a requirement of Sport England funding is that a volunteer survey is sent out every year so this will be done The meeting discussed whether directors should continue to join in the staff meetings, as there had been a couple of occasions of directors not attending when they said they would. It was agreed the Interim CEO would look at this once he was in place and come back to the Board with a recommendation. 	Attendance of directors at staff meetings to be reviewed by Interim CEO and a recommendation made to the Board	PDa	From 1.12.20

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5	Strategy and Planning			
5.1	Mission statement/strategic plan and operation plan – update*			
	<p>The Interim Executive noted there had been a deep dive discussion on the strategic update held on the evening of 24 November and so he did not intend to go into too much more detail at this meeting. He referred to the document on Teamwork called 'Item 5.1a_strategyupdate'. He made the following comments:</p> <ul style="list-style-type: none"> • It is still a work in progress, the five strategic themes translate into 30 sub-themes, which then translate into 58 aims, 37 of which have been prioritised to so the work to be undertaken is a big challenge • Staff are continuing to embrace working through the process • It is becoming clear there are some overlaps between the sub-themes, so there will be further work to bring those together, overlapping is good, but duplication is not • There are some members of staff who cover a lot of activity and he needs to look into this further to see if it sustainable and if there are capacity issues • The Year 1 outcomes will become KPIs so there will be a way of measuring progress • He thinks the plan is at a good stage to take to the various chairs of specialist committees and other groups e.g. the boards of the subsidiaries, that need to provide input • It is important to embed this as a process moving forward 			
6	Financial Planning			
6.1	Budget 2021*			
6.1.1	<p>The Acting Chair noted that the agenda referred to a decision to be made on the budget, but that the paperwork had not been uploaded on to Teamwork until the previous day, therefore he suggested that a discussion be had, but the budget would not be signed off today. The Board agreed.</p> <p>The Financial Controller apologised for the delay in getting the numbers to the Board and referred to the paper on Teamwork called 'Item 6.1_Finance report on budget projections 2021-25 v0.2'. He made the following points:</p> <ul style="list-style-type: none"> • The detailed numbers have been reviewed by the FAC, but there have been some small changes made in respect of office costs, with there being an increase in staff costs due to the proposed restructure 			
		The budget would not be agreed at this meeting.		

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6.1.2	<p>The Interim Executive added the following points:</p> <ul style="list-style-type: none"> • The process followed was all budget holders were asked to submit a request for funds, this was reviewed as it resulted in a large deficit • Figures were then prepared using the original pre-pandemic membership growth figures and on the basis there is a combined 2020/21 break-even budget • The FAC then reviewed it and they felt the numbers used to project membership growth were unachievable, so they have prepared three different scenarios (rows B-D on p.6 of the paper) • A further four scenarios (E-H) were also added based on varying percentages of growth in individual members and U27 members • The £50k previously promised by the travel insurers was now £0, as there had been an error in the calculations by the underwriters, the BMC was not due any refund, this results in a surplus in 2020 of £80k • The travel insurance figures for 2021 start low and climb to better levels later in the year, ending on a projection of 50% of 2019 travel insurance income 			
	<p>The Board had originally asked for a balanced 2020/21 budget to be prepared, but the conclusion reached with this by those working on the budget, was this would be very difficult to do without reducing the delivery of work, and it was felt that members would not renew or join if there was a lower level of work being delivered</p> <p>A longer view has therefore been taken, which is why there are a number of variables at rows E-H</p> <p>Where possible, costs have been fixed to provide flexibility in other areas, but there are numerous variables</p> <p>The Interim Executive and Financial Controller need to know what appetite the Board has e.g. if they want to take a conservative approach and work on the 2% membership growth and therefore reduce delivery and costs, or if they are willing to take on a longer term approach and invest money now so the resources are in place to try and secure membership growth of 6% or 8%.</p> <p>The paper shows that if growth rates of 6% or 8% are aimed for, that the BMC returns to profitability in the second year</p> <p>There is not as much historical information available as needed to fully understand how these growth figures fit in with historical membership growth aspirations</p> <p>The questions to be asked are if we want to provide X what does it cost? And if it costs more than funds available, how do we address that gap? What returns are needed? Where are new members to come from? Which areas need to be targeted?</p>			

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6.1.3	<p>The meeting discussed the paper and figures further and the following comments were made:</p> <ul style="list-style-type: none"> • Over the past 18 months or so the Board have asked for a broader approach to membership development, so it is concerning to see the paper fixed on individual members and U27s • The figure of 6% growth could be achievable if it was not limited to individual members and U27s • The numbers are not a strategic intent, they are a tool used to get numbers to work with • The reserves could be dipped in to in respect of a proposed deficit in 2021 as they are healthy • There is concern the projected figures are more optimistic than historical growth • Club membership has flattened, the BMC should provide more resources to clubs • There is no guarantee that if X is invested Y will be achieved • There needs to be a way back if KPIs are not showing the progress wanted, and an alternate plan if KPIs are not being met • The digital marketing strategy needs to be put in place, the growth in members is achievable is there is a digital implementation strategy • At present there is very little to offer in the way of benefits for members to join the BMC of their own free will, as opposed to having to for club/travel insurance/mountain training reasons 			
6.1.4	<p>The Acting Chair asked if there was a general feeling as to whether membership growth can be achieved over a period of time. This led to a further discussion and the following points being made:</p> <ul style="list-style-type: none"> • Growth is achievable but not by just targeting the groups identified in the paper • There are frustrations as over a number of years various wants have not been met, e.g. a hill walking package was supposed to be launched once the countryside was opened up post-lockdown, an indoor climbing package should have been launched once climbing walls were allowed to open again • A 5 year budget would be useful so that the percentage of growth can be looked at on a longer term basis • As directors the Board have financial responsibilities and the reserves are in a healthy position, so as a Board they need to give the executive a steer as to their risk appetite and whether to use the reserves 			

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	<ul style="list-style-type: none"> A risk-based budget needs to be looked at so that each cited line of the budget shows the risk and how much the figure could go wrong by The right people need to get together and to use the right data to try and come up with a realistic number for membership growth, so the data provides confidence behind the growth figures <p>The meeting agreed that a 5 year budget should be prepared and that the Interim Executive had a remit to do the next level of investigation so that a rational can be provided as to why it is thought X can be achieved, and there is evidence behind that. This should be brought back to another Board meeting.</p>	5 year budget to be prepared	PDa & AB	
6.1.5	<p>The Interim Executive asked the Board to provide him with a steer as to any level of deficit they are to agree to. This led to the following points being made:</p> <ul style="list-style-type: none"> The reserves policy is for there to be 3-9 months of expenditure, £500k is about 6 months, there is currently reserves of about £1m A relatively swift return to profitability should be factored in e.g. 1-3 years Up to £250k could be used from the reserves in 2021 The 80:20 rule is a good starting point A formal commitment needs to be provided to Mountain Heritage Trust (MHT) as to what their allocation is to be over the next 3 years so that needs to be factored in and discussed at the next meeting <p>The Acting Chair summarised the discussion noting that the Board wanted a return on the investment within 1-3 years and that a deficit of £200k - £250k would be reasonable. The Interim Executive said this was a useful steer and he would liaise with the CoSec as to a time for a Board meeting to review the 5 year budget.</p>	Further Board meeting to be organised to review 5 year budget The commitment to MHT to be discussed at that meeting	LV & PDa	By 1.12.20

7 Committee reports

7.1 Nominations Committee

The Acting Chair provided the following verbal update in respect of the recruitment of a new Chair and two Independent Directors:

- NomCom had discussed applications and a short list of six candidates were invited for first round interviews – which were held during the week between the candidates and the Acting Chair and President

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	<ul style="list-style-type: none"> • These first round interviews resulted in a short list of four candidates being invited for second round interviews, which would be panel interviews with all of NomCom • Each of the shortlisted candidates were female, all of them have connections to the outdoors, one is a member of the BMC, one has a strong background in HR, the others all have strong commercial backgrounds, so they all tick one or more boxes of the skills requested • There had been an interview held with a Chair candidate, but this resulted in a few concerns about the candidate, who later withdrew their application • Odgers Berndtson were talking to four of the candidates on the shortlist (but not those being interviewed) for Independent Directors about the possibility of them stepping up to apply for the Chair position, at present two were happy to do so 			
7.1.2	<p>The Acting Chair noted that the recruitment of a CEO was a role delegated to NomCom, and that the composition of NomCom included the Independent Directors, but it felt unfair to ask the two new Independent Directors to immediately get involved with the process, so he asked if the Board were happy for Robert Dutton to continue or whether another director should join NomCom. FS kindly agreed to join NomCom for the CEO recruitment.</p> <p>The following further points were raised:</p> <ul style="list-style-type: none"> • The unsuccessful applicants are being asked if there were any other roles within the BMC they would be able to help with, such as various committees • Any new CEO will need to have a genuine involvement with the outdoors, as it is a tough job and there are groups of members who will view the background of an incoming CEO as important • The outgoing CEO should provide his views and notes on the role to NomCom to assist them with the recruitment process • Sport England were prepared to pay some of the recruitment fees in relation to the CEO position and the HR & Office Manager was in discussions with three recruitment firms to get quotes from them 	FS to join NomCom		
8	Governance Matters			
8.1	Board meeting dates for 2021*			
	<p>The CoSec referred to the paper on Teamwork called 'Item 8.1_board meeting dates early 2021'. A suggestion was made that meetings should take place on the last Wednesday of the month. A request was also made that not all the meetings were held during working hours.</p>	Outgoing CEO to provide notes on the role to NomCom	DT	By 17.12.20

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	<p>The CoSec noted this would mean the following dates and times were possible:</p> <p>Wednesday 27 January 9am – 12pm Wednesday 24 February 7pm – 9pm Thursday 25 March 9am – 12pm</p> <p>The Board agreed to these dates.</p> <p>It was also noted that there was to be a joint National Council and Board meeting on 5 December 2020, for some of the specialist committees to report on their work over the past year. Board members were encouraged to attend it as it highlights the good work done by the BMC.</p> <p>There would be a follow up meeting to this on 23 January 2021, a Board meeting which National Council would be invited to attend, during which the terms of reference of committees for the year ahead would be approved.</p> <p>The CoSec also highlighted the date of 19 April 2021, which was the date by which all papers for the AGM need to be approved i.e. accounts, annual report, annual governance statement etc.</p>			
8.2	<p>2021 AGM Structure*</p> <p>The CoSec referred to the paper on Teamwork called 'Item 8.2_role of President AGM structure'. The CoSec noted:</p> <ul style="list-style-type: none"> • The paper should be provided to the group that is being asked to review the role of President • Anyone wishing to stand for the role of President at the 2021 AGM needed to be provided with as much information as possible as to how the role might change during their initial three year term • In relation to the structure of the AGM and how to deal with the possibility of the resolution amending the articles not being passed, it is possible to split out the amendments and have a separate resolution for each group of amendments. However, it was not possible to provide a definitive answer to this as there are still amendments to be made to the articles, and it is hoped that if an open forum is held on the amendments to the articles in late January, that the members will generally be in favour of all the amendments, so only one resolution would be needed at the AGM 	<p>Invites be sent to Board members for meetings in early 2021</p>	<p>LV</p>	<p>By 27.11.20</p>
		<p>List of what the Interim CEO will need to do in relation to the AGM to be prepared</p>	<p>LV</p>	<p>By 17.12.20</p>

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	<ul style="list-style-type: none"> There would be no amendments to the articles about the role of President put to the 2021 AGM, the exact method of how the members' wishes for this role were yet to ironed out, but there may need to be amendments to the articles at the 2022 AGM <p>The meeting discussed the paper and it was noted</p> <ul style="list-style-type: none"> There was a meeting taking place between members of the Board and National Council about the role of President, and they will keep the CoSec in the loop with any decisions they make There should be a process setting out the transition from President to President The review of the Board and the relationship with National Council being conducted by Campbell Tickell at present may provide some information as to the role of President in the future If the role of President is being reviewed, then that of the CNDS should be too Any changes proposed would need to go to at least two rounds of Area meetings The Board were happy for National Council to lead on this 			
8.3	<p>Board minutes for approval x 3</p> <p>The CoSec referred to the minutes on Teamwork for 2 September 2020 and asked the Board if they were happy to approve this version, which included comments provided by Board members.</p> <p>The Board members who had attended that meeting were happy to approve the minutes.</p> <p>The CoSec referred to the minutes on Teamwork for 30 September 2020 and noted there had been a request for a further amendment in relation to minute 5.3 on p.14 regarding the definition of Competition Climbing. She added that this amendment would also impact on the terms of reference for the CCPG.</p> <p>The Board said they were happy with the amendment suggested by RC to minute 5.3 and the Board members who had attend that meeting were happy to approve the minutes.</p> <p>The CoSec finally referred to the minutes on Teamwork for 13 October 2020 and asked the Board if they were happy to approve this version, which included comments provided by Board members.</p> <p>The Board members who had attended that meeting were happy to approve the minutes.</p>	<p>Minutes of 2.9.20 approved</p> <p>Minutes of 30.09.20 approved</p> <p>Minutes of 13.10.20 approved</p>		

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9	AOB	CoSec to provide Acting Chair with minutes to redact	LV	By 27.11.20
9.1	Board decision group (BDG)*			
	<p>The Acting Chair noted RC had requested a discussion about the BDG, and that a paper had been prepared by JW and uploaded onto Teamwork called 'Item 9.1_Board Decision Group'.</p> <p>RC said he realised it had been set up under difficult circumstances and it has done a good job, but he was concerned about the transparency of it. He welcomed the paper provided.</p> <p>The meeting then discussed the paper the following points were noted:</p> <ul style="list-style-type: none"> • The BDG's role had changed and that now its role was to offer 'deeper dives' into various issues and request full Board meetings if necessary • The membership of the BDG has not waned since it was set up, the opt-in works well • The BDG now looks at how it wants the Board to do the work it is doing, and Board members can run things past the BDG on an ad-hoc basis before deciding whether to raise matters formally at Board meetings • The name should be changed to accurately reflect the role set out in the paper • The BDG should not overlap the executive's powers • The BDG should be disbanded once its new role had been achieved <p>The meeting approved the paper.</p>			<p>The BDG continue with a reconstituted purpose and its role be reviewed at the March 2021 Board meeting</p>
9.2	CEO and Directorship			
	<p>The Acting Chair referred to the meeting of 19 November when it was agreed the Interim Executive would be appointed Interim CEO once the current CEO had moved to his new role. He added that the position of CEO is an ex-officio director under the articles. He proposed that the Interim CEO should attend Board meetings, but not be appointed a director.</p>			

Item Topic and Main Aspects Considered

The Interim Executive said he understood it was a transitional phase, but he was concerned that he would have no voting rights if he was not a director. Various other NEDs agreed that he should have the ability to vote on matters raised at Board meetings.

The meeting agreed that:

- The current CEO would have his directorship terminated at Companies House on 1.12.20
- The Interim CEO would be appointed a director at Companies House on 1.12.20

Decision / Action**Who****When**

Directorship of current CEO be terminated
Interim CEO be appointed a director at Companies House and paperwork be prepared

LV
LV

1.12.20
By 15.12.20

10 Date and time of next meeting

It was agreed that a further meeting was needed before Christmas to approve the budget, and that the Interim Executive would liaise with various parties to arrange this, but that the Board members should keep the evenings of 10 and 17 December free.

Board meeting to be arranged for December

PDa & LV ASAP

11 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
2.1.2	Discussion to be had with Sport England re allocation of funds and possibility of part-funding new CEO position	PD & PDa	ASAP
2.1.4	The recruitment process for a Finance Director be commenced	PDa & KA	By 24.12.20
2.1.4	The recruitment process for a Chief Commercial Officer be commenced	PDa & KA	January 2021
2.1.4	A new Welsh policy officer be recruited from April 2021	PDa	January 2021
2.1.4	A more thorough review of the BMC's organisation structure be commenced	PDa	1.12.20
2.1.4	Interim CEO to ensure staff are comfortable with timeline for consultation about the restructure	PDa	1.12.20
2.2.2	Interim CEO to look at possible agencies to assist RemCom	PDa	From 1.12.20
3.1	Report to be provided to the Board 1.12.20 showing the number of student clubs that had renewed membership	PDa	By 04.12.20
3.1	Risk register to be amended as set out in minute 3.1	PDa	By 27.01.21
4.2.3	Attendance of directors at staff meetings to be reviewed and a recommendation made to the Board	PDa	From 01.12.20
6.1.4	5 year budget prepared	PDa & AB	
6.1.4	Board meeting arranged to discuss 5 year budget plan	LV	By 01.12.20
7.1.2	Outgoing CEO to provide notes to NomCom on the role of CEO	DT	By 17.12.20
8.1	Invites sent to Board for meetings in early 2021	LV	By 27.11.20
8.1	List of what Interim CEO will need to do in relation to the AGM to be prepared	LV	By 27.11.20

Item	Action	Involving	Target date
8.3	CoSec to provide Chair with approved minutes for redaction	LV	By 27.11.20
9.2	Directorship of current CEO be terminated	LV	01.12.20
9.2	Interim CEO be appointed director at Companies House and paperwork prepared	LV	By 15.12.20
10	Board meeting arranged for December	LV	ASAP