BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held by way of Zoom on Thursday 17 December at 7.30pm

Directors Present:	Paul Drew (PD)	Senior Independent Director (SID) and Acting Chair
	Paul Davies (PDa)***	Interim CEO
	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
	Jonathan White (JW)	Nominated Director (Clubs)
Observers Present:	Rab Carrington (RC)	
	Colin Knowles (CK)	
	Louise Stewart (LS)	
In attendance:	Lucy Valerio (LV)***	Company Secretary (CoSec)

* denotes supporting paper(s) circulated prior to meeting   ** dropped in and out from minute 5   *** left at minute 6   ***** left at minute 7.4

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 apologies from Rosi Yule, but that the meeting was quorate and therefore declared it open.			
	Conflicts of interests were declared by PDa and LV as members of staff.			
	The CoSec noted today was her last day in the office before the festive period and she asked if she could record the meeting to assist her with the minutes, she would delete the recording once draft minutes had been prepared. This was agreed.	The meeting be recorded, and the recording be deleted once draft minutes prepared.	**LV**	By 08.01.21
	The Acting Chair said in terms of the advisors, they were to assist the Board until it was back up to full strength, and this should be the case by the next Board meeting in January 2021. He therefore thanked all of the advisors for their input and support over the last few months.			

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	It was then reported that Doug Scott had sadly passed away and the BMC's condolences to his family were noted.			
2	**Mountain Heritage Trust (MHT)***			
2.1	LS referred to the paper emailed to the Board called 'Item 1_MHT' and all the supporting papers. The following points were made by LS and JD in relation to the papers: • The recommendations include: a formal funding agreement is put in place between the BMC and MHT; clarification is sought from MHT re expansion of the membership; the BMC should be supportive of the expansion of MHT membership once further details provided • BMC retains being the only signatory to MHT's articles and sole founder member, but this does not need to be conveyed to MHT at present • The CoSec be copied in to all communications as she has been preparing draft new articles of association for MHT • The BMC ask for an explanation on the reasoning behind the need to expand MHT's membership and any other options considered and the reasons for discounting them. Informing the BMC the value of doing this and how it will assist in furthering their charitable objects. • If there is a good case for increased membership, there should be grades of membership and MHT should explain the differences between these so the BMC can decide if the grades are reasonable • Other information to be requested is what criteria MHT will use for suitable organisations to be members, how will they target organisations, or turn them away. • The papers provided to the BMC over the summer show the strategic intent behind expanding the membership, but not the detail of how this will work in practice, hence why it is reasonable to request this information • The strategic benefits include being more successful in fund raising and becoming more of a unifying body for mountain heritage between different organisations by linking archives together as opposed to MHT owning all the archives			
2.2	The meeting discussed the papers and there were various questions asked and answered, the main points that arose were: • The issues of governance and finance should be treated as two separate issues and not be discussed at the same time with MHT, it has been mentioned to MHT that if there are more members this could lead to a reduction in funding from the BMC over time, as noted in section 8 of the paper			

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	• The relationship with MHT needs to be sensitively managed, and any questions asked of MHT need to be very clearly expressed, as they may feel they have previously provided the information being requested • The different grades of membership should allow there to be a middle ground for the BMC and MHT to agree on and it should unlock the impasse that has been reached • The other clubs that are potentially being asked to be members of MHT have also not received sufficient information • There is also the possibility of the BMC being able to appoint a director of significant control, with the ability to appoint and remove directors (the arrangement with Mountain Training Trust) so this should be explored further • The charitable objects do make it clear that a national archive was envisaged when MHT was founded, and so the expansion of members is necessary, so it would be worthwhile looking at other potential members of MHT being archive holders. Those archive holders that join MHT (e.g. Climbers Club, Alpine Club) do not join the BMC because it holds the archives, but for other reasons, so there is a difference between being a member of the BMC and a member of MHT • MHT is a small charity so they may need support in looking at what the different grades look like, and the various options open to them, but wait until MHT ask for the assistance			
2.3	The Acting Chair asked the meeting if they were happy with the recommendations in the paper.			
	It was noted that the Head of ACES role included being the member of staff that would work with MHT moving forward and provide the link between the BMC and MHT. It was felt that recommendation 1.3 should be amended to reflect this.			
	The meeting agreed the CoSec should amend recommendation 1.3 so that it reflected the fact that JD would remain as the Board member working with MHT and managing the relationship, the CoSec would be involved from a governance and compliance perspective and the Head of Aces would be MHT's first point of contact with BMC staff and to do the work.	Recommendation 1.3 to be amended to reflect the position	**LV**	By 08.01.21
3	**BDG Terms of Reference***			
	JW referred to the document 'Item 2_BDG Terms of Reference v0.5 clean' which had been prepared following a request by RC. He noted a number of people had contributed and asked for comments. The following points were raised:			

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	• Clause 4.6, the decision for a matter to go to full Board should rest with one director, not two, the meeting agreed with this amendment	Clause 4.6 be amended to one director	**LV**	By 08.01.21
	• Clause 6.1a, there may be personal documents that should not be made available to everyone, it was queried if there was any confidential information the directors should not have access to and noted a good test to apply is 'need to know'			
	• Clause 6.1b appeared to go against what had been agreed by the Board previously that requests should go via employees' line managers or the CEO • The meeting discussed deleting Clause 6 – it was agreed this could be deleted • It is a group trying to make board decision happen, and it makes sure the decisions are taken in the right way i.e. following correct procedure and consulting the right people • It is intended the BDG is disbanded in Easter 2021 • As a number of the clauses had been sourced from the draft terms of reference for the Remuneration Committee, it was suggested these terms of reference be revisited to ensure consistency	Clause 6 be deleted	**LV**	By 08.01.21
	The Acting Chair asked if the Board were happy to approve the terms of reference subject to the amendments above being made. The Board approved the terms of reference.	Terms of reference agreed, subject to amendments above being made		
4	**Directors Grievance Procedure***			
	The Acting Chair referred to the document 'Item 3_Grievance Investigation Plan v0.2 clean' and noted that JW had also worked on the document. The following points were made:			
	• The logic behind the SID being the first port of call was to try and manage the workload of the Chair due to the number of ex-officio roles they also hold, it could also be any other director independent of the issue			
	• What is the process so that the Board knows if a point has been raised or not? Should something go in the procedure that states the Board will be told at X point • Grievance vs a complaint is not defined, a grievance is distinct from a complaint – this is also an implication for the staff grievance procedure. It was felt that stage 1 is the grievance and stage 2 is the complaint and this should therefore cover this.	It should be made clear that stage 1 is a grievance and stage 2 is a complaint	**PD & JW**	By 24.02.21
	• There should be a statement of precedence so it is clear where this procedure comes into effect over other procedures e.g. the management regulations. It was agreed that the management regulations apply to all, but if there is something specific written for a particular group e.g. directors, staff, then these supersede the management regulations	The staff grievance procedure should be reviewed	**KA**	By June 2021

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	• The policy is designed to relate to any part of the director's role so a grievance could be director to director, the policy should be amended to make this clear			
	It was agreed that the amendments suggested above be made and a further version of the policy be emailed to the Board.	Grievance policy be amended and emailed to the Board	**JW**	By 24.02.21
5	**Directors Code of Conduct**			
	JW updated the meeting on the status of the code. PS had looked at the draft and noted that it contradicted some policies already in place and it needed to be simpler. He had suggested the starting point should be the management regulations apply and the code just sets out the four or five areas that apply solely to directors. PS is therefore working on a simpler document.			
	PS noted the areas which applied solely to directors, and made the following comments: • Board collective responsibility – wording to be suggested comes from the National Council code which can be traced back to the Nolan principles • Seeking independent advice – the principle is it should be sought collectively by the Board, although one or two individuals may be tasked with being the conduit • Board confidentiality – the starting position is consistent with the National Council code, which is the Board should be open and transparent unless there is a duty of confidentiality. • Board disputes and grievance – discussed above	PS to prepare first draft and send to the rest of the Board	**PS**	By 27.01.21
6	**January Open Forum and Area Meetings**			
	The CoSec referred to the paper 'Item 5_AOB Open Forum' and noted that a date for the Open Forum in January 2021 should be agreed as soon as possible.			
	The meeting discussed the paper and agreed that governance issues should be channelled via Open Forums as opposed to Area meetings, but Areas could still discuss governance issues at Area meetings if they wanted to.			
	A date was discussed and it was agreed that the Open Forum would be held on Thursday 28 January.	Open Forum on the articles to be held on 28 January.		
	It was noted that a discussion still needed to be had about how the Open Forum held on 5 November worked and the lessons to be learnt from it.	Review of 5 November Open Forum	Board	By 28.01.21

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	It was asked what the feedback channel was from Open Forums to the Board/National Council and how bound the BMC is by issues raised at Open Forums. It was noted that they were a consultation process with the members, even though they are not specifically referred to in the articles and they have been held previously every year since 1996. It was felt the Board is not bound by comments raised by Open Forums, but as the Open Forums in this case were essentially being used to discuss issues that could be raised at an Area meeting then it they would be treated as if feedback had been raised at an Area meeting.	Feedback received at the Open Forums to be treated as if raised at an Area meeting.		
7	**AOB**			
7.1	**Role of President**			
	The Acting Chair reported that National Council had set up a task and finish group to review the President's role which Robert Dufton (RD) was leading, terms of reference were in the process of being finalised. He noted any changes made, may require amendments to the articles of association.			
	He said that the group was hoping to be in a position at the end of January to set out the various options open and if article changes were necessary, so that these changes could be put forward at the 2021 AGM and any 'new' President role would be effective as at 2022.			
	The meeting discussed this and it was noted that a paper, which would also set out the terms of reference of the group, would be presented to the Board on this issue at the January 2021 meeting.	Role of President to be put on the agenda for the January 2021 meeting, and a paper to be prepared	**LV re agenda RD re paper**	By 20.01.21
	The meeting then discussed what the various amendments might be to the articles and it was noted that Andy Syme was currently looking at this.			
7.2	**Nominations Committee (NomCom)**			
7.2.1	The Acting Chair provided an update on the appointment of three new independent directors and noted due diligence had started for all of them and he was in the process of arranging for an induction to take place before the Board meeting in January, potentially face to face but this was Covid dependent.			
	The CoSec then updated the Board on the position of Chair, following a conversation held with Womble Bond Dickinson and the Acting Chair:			

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	• The articles provide for a Chair (19.1.4) and three independent directors (19.1.6) • The recruitment process was for a Chair and two independent directors, three candidates were successful • There is a desire to appoint all three candidates as independent directors as they are all excellent and would bring valuable skills to the BMC Board • Article 19.6 sets out how a Chair is recruited, which is an open recruitment process and NomCom then make a recommendation to the Board • NomCom should meet early in January to discuss appointing PD as the Chair up until the 2021 AGM. PD was recruited via an open recruitment process in November 2019. • NomCom recommend the appointment of PD as Chair to the Board, the Board approve the appointment of PD as Chair – there are then three vacancies for independent directors allowing for each of the candidates to be appointed as independent directors • At the 2021 AGM there is then a resolution approving PD was validly appointed as Chair from X to AGM The following points were raised:			
	• A handful of members should be contacted to let them know this is what is proposed so that they do not believe there is something circumspect going on and they do not object • It was noted the articles include provisions about what to do if the resolutions in respect of the Chair are not passed by the members, they provide that a current director may be appointed on a temporary basis • The articles also provide that any decisions or acts made bona fide by the Board prior to ratification of appointments by members at the AGM remain valid if the resolutions are not passed	A number of members be contacted in respect of the proposal of regarding Chair	**JW**	By 31.12.20
	• NomCom was to meet in the first week of January 2021, without PD present, in order to assess his CV and a supporting statement	NomCom meeting to be held	**NomCom (w/o PD)**	By 08.01.21
7.2.2	The Acting Chair then updated the meeting on the recruitment of a new CEO: • An application has been made to Sport England for funding, NomCom have recommended Odgers Berndston again even though they are not the cheapest • Kate Anwyl had researched the issue of fixed term vs permanent contract and found you cannot appoint someone on a fixed term contract for any longer than 4 years, and after 2 years a person acquires the same employment rights as a permanent			

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employee; she had also done a poll of other NGBs on this point, and no other NGBs appointed a CEO on a fixed term contract

- The Acting Chair had also spoken to RD about this and he felt if someone is a CEO they serve at the pleasure of the Board and if the Board feel that the person is not performing, then they terminate the employment on contractual notice. This is also the Acting Chair's experience
- The CEO should therefore be appointed on a permanent contract, but the Board can terminate the contract subject to performance

The following points were made:

- The Board's role is to appoint the best CEO it can and to performance manage them, the Chair and CEO relationship is key
- Clear written objectives need to be in writing prior to appointment and then monitored. The Chair will have conversations with individual directors and others as part of a performance review, but it is incumbent on the Board to get this right
- There is the additional benefit that a Remuneration Committee is being set up and they can assist with the monitoring
- The objectives do not have to be drafted from scratch, other organisations will have these in place and the BMC should talk to them about these

7.3 Campbell Tickell (CT) Update

The Acting Chair reported that he had a meeting with CT and the CoSec earlier:

- They have reviewed all the documents, and interviewed everyone bar one person
- They have analysed what went wrong and why
- They are working on recommendations to address the issues
- They will present their findings to Board on 27 January
- It is not a superficial review, they have a good understanding and there a number of issues that have been identified, none of which the Acting Chair disagreed with

7.4 Competition Climbing Performance Group (CCPG)

The Acting Chair reported that there had been a plan that RC would remain as CCPG Chair until March 2021, and then PDa would assume this role. However, PDa was now tied up as Interim CEO and it was therefore proposed RC remained as CCPG Chair for an additional 6 months or until a new chair can be appointed.

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	The Acting Chair asked if the Board were happy with this proposal, which led to the following points being raised: • That if he remains as CCPG Chair he ensures CCPG covers all of its responsibilities, particularly in respect of grassroots, and does not solely deal with matters regarding elite athletes and the Olympics. • RC noted that a lot of CCPG's time had recently been taken up with the UK Sport bid, which does focus on elite athletes, but he assured the Board that there are numerous projects in the pipeline for looking at grassroots, para-climbing and ice climbing. He added the GB Climbing staff are fully committed to undertake work on these areas as well. • Membership of CCPG: PD is currently the Board representative and PDa is the external specialist. As both of them are now undertaking other roles there is a need for others to be appointed to CCPG. • CCPG needs someone with expertise in elite sport and also commercial funding, as these are gaps in the skills of the CCPG. • The members of the old Competitions Committee were not properly informed that the committee was being wound up • CS has been contacted by a number of members voicing concern about the cost of attending competitions and the BMC's commitment to grassroots climbing			
	It was agreed that RC would stay on as CCPG Chair for an additional 6 months or until a new CCPG Chair is recruited and that CS should provide the feedback he is getting to Nick Colton.	RC remain as CCPG Chair for an additional 6 months or until someone else is appointed to the role		
	The Acting Chair would discuss the proposal for the specialist further with RC, who noted that the CCPG terms of reference provided that the specialist should be appointed following an open selection process and so if the Board felt one of the candidates who had applied for an independent director role, but had withdrawn their application but was potentially interested in the CCPG, been through such a process this would be fine. It was agreed that this point would be discussed further.	A further discussion be had about the specialist to sit on CCPG	**RC & PD**	January 2021
8	**Close of meeting** There being no other business, the Acting Chair closed the meeting thanked everyone for their time and wished everyone a Happy Christmas.			

Item	Action	Involving	Target date
1	Recording of the meeting be deleted by the CoSec once first draft minutes prepared	LV	By 08.01.21
2.3	Recommendation 1.3 of the MHT paper to be amended to reflect the position set out in the minutes	LV	By 08.01.21
3	Clause 4.6 of the BDG Terms of Reference be amended to one director and Clause 6 be deleted.	LV	By 08.01.21
4	It should be made clear that stage 1 is a grievance and stage 2 is a complaint in the Director's grievance procedure	PD & JW	By 24.02.21
4	Staff grievance policy be reviewed in light of the issues raised in the minutes	KA	By June 2021
4	Grievance policy be amended and emailed to the Board	JW	By 24.02.21
5	First draft of the Director's Code of Conduct to be finalised by PS and emailed to the Board	PS	By 27.01.21
6	Review of Open Forum of 5 November in order to learn lessons from it.	Board	By 28.01.21
7.1	Role of President to be put on the agenda for the January 2021 meeting, and terms of reference of the Task & Finish Group to be prepared	LV & RD	By 20.01.21
7.2.1	A number of members be contacted in respect of the proposal of regarding Chair	JW	By 31.12.20
7.2.1	NomCom to meet to assess PD's CV and supporting statement	NomCom (w/o PD)	By 08.01.21
7.4	A further discussion be had about the specialist to sit on CCPG	RC & PD	January 2021