

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 Zoom on Wednesday 27 January 2021 at 09.30am

Directors Present:

Paul Drew (PD)	Chair
Flavia Alzetta (FA)***	Independent Director
Paul Davies (PDa)	Interim CEO
Jonny Dry (JD)	Nominated Director (Fundraising)
Di Hopper (DH)****	Independent Director
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)
Caroline Worboys (CW)	Independent Director
Rosi Yule (RY)	Nominated Director (Finance)

In attendance:

Lucy Valerio (LV)	Company Secretary (CoSec)
Kate Anwyl (KA)**	HR & Office Manager and part of Senior Management Team (SMT)
Alan Brown (AB)**	Financial Controller and part of SMT
Nick Colton (NC)**	Lead Officer GB Climbing and part of SMT
Alex Messenger (AM)**	Head of Marketing and Communications and part of SMT
Dave Turnbull (DT)**	Head of Access, Conservation and Environmental Sustainability and part of SMT

* denotes supporting paper(s) circulated prior to meeting

**left at end of minute 5.1

*** left at end of minute 7.2

Item Topic and Main Aspects Considered

1 Welcome, apologies & declaration of interests

The 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 PDa, LV and the SMT as members of staff.

2 Introduction – New Directors

2.1 The Chair welcomed the three new Independent Directors to their first Board meeting. He noted introductions had taken place at the marketing meeting the previous week and

Decision / Action

Who

When

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	remarked that there was a need for the Board to focus on high priority items within the Board's remit and for each Board member to be respectful of the time all Non-Executive Directors are asked to contribute to the BMC.			
3	Risk Register			
3.1	<p>The Interim CEO apologised to the Board that the updated risk register had not been uploaded to Teamwork, this was due to the urgent work that he and the SMT had needed to undertake in order to implement the flexible furlough scheme. He said he would upload the document to Teamwork.</p> <p>The Interim CEO noted that suggestions had been taken on board from previous Board meetings, he then shared his screen and noted the headlines were:</p> <ul style="list-style-type: none"> • Warnings about increased phishing attacks, but the IT Co-ordinator was aware of this and resilience and penetration testing were being done • Finance was the biggest risk, the UK Sport funding was confirmed, but there are other challenges such as Cotswold asking to defer payment, some of this was being mitigated e.g. the furlough scheme <p>He asked for any questions and in the ensuing discussion the following points were made:</p> <ul style="list-style-type: none"> • A summary of overall risk severity would be useful • Overall the risks are now managed better, but there are uncertainties in respect of finances which will remain • The most serious and time critical risks are related to the BMC's finances, which is why the flexible furlough scheme was being implemented • A working group could be set up to review the risks • It was hoped that the risk register could be moved away from the spreadsheet to a dashboard 	Updated risk register to be uploaded to Teamwork	PDa	By 29.01.21
4	CEO & SMT Update			
4.1.1	<p>The Interim CEO noted a paper would follow, but this was to be a verbal update with a presentation, he mentioned this was a new format that was being tested and so he would welcome feedback from the Board. The aim was to get information to the Board in the best and most appropriate way.</p> <p>The Interim CEO shared his screen and reported on the following:</p>			

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	<u>2021 Priorities</u> <ul style="list-style-type: none"> To deliver the strategy plan, financial sustainability, a more representative organisation, increased visibility and to deliver more using a collaborative approach To ensure there remains capacity to respond to matters e.g. the flexible furlough scheme 			
	<u>4.1.2 Successes</u> <p>The UK Sport funding of £1.5m:</p> <ul style="list-style-type: none"> Split between progression and podium funding, the progression funding effectively provides the BMC with funds to get an academy structure in place by 2024 The podium finance is for Shauna Coxsey at the 2020 Olympics and hopefully 2024 There will be a transition away from the English Institute of Sport managing podium athletes to the BMC doing this, this will take place after Tokyo and there is work going on in GB Climbing to get this in place The transition shows UK Sport has confidence in the BMC to have the right structure in place to manage podium athletes UK Sport ranked the BMC's bid no. 1 in respect of the progression funding, which is testament to the work put in by PDA, NC and GB Climbing There is £68k for covid-19 secure events and there are 3 planned between now and April and one Paraclimbing event to take place in May/June – related to this competition cancellations have been included in the risk register This means the BMC's match funding is £172k p.a. – NC and AB are working on budgets for GB Climbing next week – the match funding does not have to be static each year The worst-case scenario is UK Sport pulls the funding later down the line, the BMC would have to have a different programme in place, the Interim CEO noted it is important to have other revenue streams and not become over reliant on UK Sport funding 			
	<u>4.1.3 Challenges</u> <ul style="list-style-type: none"> Reduced membership due to the ongoing pandemic and loss of Mountain Training and travel insurance members Finances as a result of reduced membership numbers and commercial partners asking to delay payments 			

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	<ul style="list-style-type: none"> Reduced capacity of the BMC because of the flexible furlough scheme to start from 1 February <p>It was noted that:</p> <ul style="list-style-type: none"> a learning and development programme was being implemented for staff, as training is permitted on days staff are furloughed the Interim CEO is working with the Financial Controller to get a dashboard which shows the financial impact of the drop off in membership numbers, so the trajectory can be tracked and if targets are being missed, action can be taken 			

Sector

- Sport England had announced its new 10-year strategy, it is very broad and there are areas very relevant to the BMC and our funded partners, so work will commence with them to look for alignment, starting with a funded partners meeting on 28 January
- The BMC has a strong case on the physical and mental health benefits of climbing, hill walking and mountaineering

4.1.4 Organisation

- The Interim CEO referred to the paper uploaded to Teamwork called 'Item_Flexible Furlough' and asked if the Board were happy to endorse the scheme. It was noted the proposal meant that when staff returned from the scheme there would not be a number of them with substantial annual leave still to take. It was confirmed that staff would receive full pay through the BMC topping up the 80% provided by the Government i.e. paying the 20% difference from normal salary costs.

Flexible furlough scheme endorsed by the Board.

The Chair asked for a show of hands on the flexible furlough scheme. The vote was unanimous.

Conversation to be had about the marketing business case so the information required is understood and can be provided

- On the basis of the marketing deep dive, the Interim CEO asked if the additional marketing expenditure was now approved
- A few directors felt that the business case had not been sufficiently laid out, and it was agreed that a number of directors and the Interim CEO would speak so that it could be understood what information they required
- Recruitment was progressing well:
 - Chief Financial Officer interviews to take place next week

PDa, PS, CS & JW By 05.02.21

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	<ul style="list-style-type: none"> Head of Performance job description being finalised Welsh Policy & Campaign Officer job going out to advert Chief Operations & Commercial Officer is next on the list to prepare an advert for <ul style="list-style-type: none"> There is a safeguarding/international position to be looked at Terms of Reference were required for the Task & Finish Group to complete the work of the Specialist Committee review There had been real progression with Mountain Heritage Trust and the documentation to be implemented regarding the BMC's funding 	<p>Terms of Reference of the Task & Finish Group to be emailed to the Board</p>	PS	By 29.01.21

4.1.5 AGM

- The Interim CEO set out the pros and cons of holding the AGM virtually only and noted that the correct platform to use was being looked into, as well as how to try and involve a social element
- He mentioned the legislation authorising virtual only meetings had not been extended past 31 March 2021 at present, but this was being monitored
- It was noted that a special resolution could be voted on at the start of the AGM which set out that it was a valid AGM
- The meeting discussed the content of the AGM and it was agreed that it should include more information to show off the work of the BMC and what was planned for the future.
- The CoSec reported that there were a substantial amount of resolutions and elections to be held, and these would take some time. The Board asked for further information regarding proposed resolutions, the timings of these and who needed to sign/approve AGM documents before they were sent to the members.

Paper to be prepared on the
AGM and proposed resolutions
setting out timelines and details
of who approves what
LV By
17.02.21

The Chair asked for a vote on holding the AGM virtually only. All Board members voted in favour of this.

AGM to be held virtually only

The next update

The Interim CEO rounded off his presentation and report by stating that the next update would hopefully be by way of a combined dashboard which would show progress of KPIs of the Strategy Action Plan, finance and membership numbers. This would allow clearer tracking and monitoring.

5 **Strategy and Planning**

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
5.1	Key Performance Indicators (KPIs) of operation and dashboard			

The Interim CEO shared his screen showing the proposed information the Board would see and reported the following:

- Work is ongoing to get the dashboard in a format that is workable, progress had been delayed by the need to implement the flexible furlough scheme, it will be uploaded to Teamwork when it is ready
- The Board will see top level KPIs and the RAG ratings for Year 1, 2 3 etc. there will be quarterly or half yearly reports so it can be seen if the KPIs will be met or not
- The RAG ratings are simple so Green = progress on track Amber = progress off track but corrective actions underway and Red = off track and no corrective actions underway
- The KPIs are linked to outcomes
- It is intended that that the information will be presented to the Board at every Board meeting

Dashboard of KPIs to be uploaded to Teamwork once it is complete	PDa	By 05.02.21
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The meeting discussed the above and the following points and opinions were raised:

- There is a separate conversation to be had about the financial information to be shown by the KPIs
- There is shared ownership between staff and volunteers over the operational side as they will be carrying out the work
- It would be useful for the Interim CEO to understand what information the Board wants to see
- There will be no direct link between the dashboard and the risk register, but the SMT will have knowledge of both and so they will be able to see if any action is required
- The Board needs to focus on the risk and a high-level view of the dashboard and the Interim CEO should be allowed to deal with the operational details

Board to provide the Interim CEO with feedback on the dashboard showing KPIs	All
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It was agreed that once the dashboard had been uploaded to Teamwork the Board would provide the Interim CEO with feedback on it, in particular if it provided the Board with the information it required.

The Head of ACES remarked it was important that the new directors understood how important the work is that his department undertakes, it underpins members' satisfaction and is often cited as the primary reason for joining the BMC.

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
6.1	Competition Climbing Performance Group (CCPG)* The Chair referred to the document uploaded to Teamwork called 'Item 6.1_CCPG report' and the supporting documents. The meeting discussed the papers and the proposal to appoint two external specialists to the CCPG, the following points were raised: <ul style="list-style-type: none"> Whether one of the proposed appointees had a conflict of interest, it was felt he did not The lack of athlete representation on CCPG, it was noted this is an ongoing CCPG discussion point. The President had received details of an athlete who was interested in sitting on CCPG That UK Sport may want to have an observer attend CCPG meetings The Chair asked for a vote on if the Board was happy to approve two external specialists being appointed to CCPG. The Board voted unanimously to approve this.			
6.2	Nominations Committee* The Chair referred to the paper uploaded to Teamwork called 'Item 6.2_NomCom Report' and asked if the Board had any questions or concerns. There were none.			
7	Governance matters			
7.1	Board minutes for approval* The CoSec asked if the Board minutes for 29 October and 19 November as uploaded to Teamwork were approved. The Board approved these minutes. The CoSec said she had had a further amendment proposed to the minutes of 25 November, she would add this amendment to a new draft and upload this draft to Teamwork. Board members would state if they approved these minutes or not using Teamwork.	Board minutes of 29 October and 19 November approved. CoSec to get minutes to the Chair for redaction Further draft of 25 November minutes to be uploaded to Teamwork Board to comment on latest draft	LV & PD LV All	By 05.02.21 By 28.01.21 By 05.02.21
7.2	Members' Council			

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	<p>Helen Wilson, chair of the R33 working group joined the meeting and gave a presentation to the meeting on the work of R33 and the proposed changes from National Council to Members' Council (Council). The main points made were:</p> <ul style="list-style-type: none"> • Success includes Council becoming more effective at member engagement and more representative of members' interests, and acting as a critical friend to the Board in a more dynamic and interactive way • The new Council is being built upon three key pillars: new terms of reference, a meeting cycle and a knowledge base • Four Nationally Elected Councilors (NEC) will be elected at this year's AGM, and each will represent a particular group of members, the groups being: hill walkers, rock climbers, indoor climbers and mountaineers <p>The meeting discussed the presentation and the following points and opinions were made:</p> <ul style="list-style-type: none"> • Events to be included within the meeting cycle could be a talk or a presentation by someone, or a debate on a particular topic • There is no area structure that sits under the NECs, they are standalone positions but Council will be there to support them • The need to ensure that the majority of Council are informed and up to speed with the issues at hand has been factored in to the new proposal <p>The Chair thanked Helen for her comprehensive presentation and asked that the R33 group provide guidance to the Board on the changes in relationship and working between the Members' Council and the Board/staff.</p>			
7.3	Nominated Director role			
	<p>The Chair reported that RY had indicated she was not looking to extend her term as a Nominated Director and therefore there was a vacancy to be filled at the AGM.</p> <p>The CoSec referred to the paper uploaded to Teamwork called 'Item 7.3_Nominated Director positions'. The meeting discussed the paper and the following points were made:</p> <ul style="list-style-type: none"> • The last time Nominated Director positions were filled was using nominations received by the members (article 19.7.1) • The Board needed to review an up to date skills matrix so that a gap analysis could be undertaken 	Up to date skills matrix to be uploaded to Teamwork	LV	By 05.02.21

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	<ul style="list-style-type: none"> Nominations Committee (NomCom) should be involved in the process and interviews should be held with those nominated prior to their names going on the ballot paper The deadline for nominations to be received was fixed by the articles of association and there was a tight turn around for NomCom to interview candidates Seeking nominations from the wider membership did not preclude nominations being sought from recognised stakeholder groups <p>It was agreed that nominations should be sought from the wider membership, and that the CoSec should prepare a paper setting out the steps to be taken and timeline to be followed and to add this to the agenda for the meeting on 24 February, or if earlier discussion was required to email the Board.</p>	<p>Paper to be prepared on the procedure and timeline in relation to filling the Nominated Director vacancy</p>	<p>LV</p>	<p>By 12.02.21</p>
8	AOB			
8.1	<p>BMC and Mountain Training England (MTE) working relationship</p> <p>FS referred to the paper uploaded on to Teamwork called 'Item 8.1_BMC and MTE working relationship' and she asked if there were any questions or concerns. The following points were noted:</p> <ul style="list-style-type: none"> The purpose is to work out how the organisations can link together and ensure different people within each organisation are not all having the same conversations A discussion has now also been had with Mountain Training Trust (MTT) and it was proposed that they also be involved in the discussions That the BMC build closer understanding with its key partners and ensure that each organisation is aware of our strategic plans and annual priorities <p>The Board approved the request and authorised FS to work with MTE and MTT board members to explore ways of improving links between the boards.</p>	<p>FS be authorised to work with MTE and MTT board members to improve links between all the boards.</p>		
9	<p>Close of meeting</p> <p>The Chair noted the next meeting was scheduled for 24 February at 7pm. There being no other business, the Acting Chair closed the meeting and thanked everyone for their time.</p>			

Item	Action	Involving	Target date
3.1	Updated risk register to be uploaded to Teamwork	PDa	29.01.21
4.1.4	Conversation to take place about the marketing business case so that it is understood what information is to be provided.	PDa, PS, CS & JW	05.02.21
4.1.4	Terms of reference of the task and finish group set up to look at the Specialist Committee Report be emailed round to the Board	PS	29.02.21
4.1.5	Paper on the AGM and the resolutions/elections proposed and the timelines involved and who approves what document to be prepared	LV	17.02.2
5.1	Dashboard of KPIs to be uploaded to Teamwork	PDa	05.02.21
6.1	Details of the athlete interested in sitting on CCPG be passed to RC	LR	05.02.21
7.1	Board minutes of 29 October and 19 November be sent to the Chair for redaction	LV & PD	05.02.21
7.1	Amended board minutes of 25 November be uploaded to Teamwork	LV	29.01.21
7.1	Board to approve minutes of 25 November via Teamwork	All	05.02.21
7.3	Updated skills matrix to be uploaded to Teamwork	LV	05.02.21
7.3	Timeline and process re Nominated Director vacancy	LV	12.02.21