

BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held by way of Zoom on Wednesday 24 February 2021 at 6.30pm

Directors Present:	Paul Drew (PD)	Chair
	Flavia Alzetta (FA)	Independent Director
	Paul Davies (PDa)	Interim CEO
	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)
	Alan Brown (AB)**	Financial Controller and part of Senior Management Team (SMT)
	Paul McKeon (PM)	Chief Financial Officer (CFO) and part of SMT

* denotes supporting paper(s) circulated prior to meeting

** left at minute 7

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
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1 Welcome, apologies & declaration of interests

The Chair reported that due notice of the meeting had been given. He noted there were apologies from Jonny Dry (JD), but 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.

The Chair asked PM to introduce himself to the Board, as he had joined as CFO the previous day.

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
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2	Board Priorities*			
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2.1	<p>The Chair referred to the document uploaded to Teamwork called 'Item 2_Board priorities'. He ran through the main points of the paper and noted there was some overlap with the Campbell Tickell report and that he had produced this as a result of a request from some Board members. The main points were:</p> <ul style="list-style-type: none"> • what the Board's responsibilities are • what good governance is • the relationship between the Chair/Board and the CEO • that the Board needs to work by consensus • any director acting individually needs to have delegated authority to do so from the Board 			
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	<p>The Chair referred to the suggested priorities for the next 0-3 months:</p> <ul style="list-style-type: none"> • appointment of a new permanent CEO • support the recruitment of new senior executive positions • good reporting to the Board of financial and operational data and risk management • Board to focus much more on strategy and away from operational delivery • implement agreed short term recommendations from Campbell Tickell report • ensure the role of Chair and non-executive directors (NEDs) is viable for voluntary positions • use the AGM to connect with and inspire members • continue to communicate with members to ensure they are happy with the direction of travel – all members, not just vocal minority. 			
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	<p>He then stated the end goal for 2021:</p> <ul style="list-style-type: none"> • a well-functioning Board • effective executive management team working well in tandem with the Board • building upon and increasing membership trust and confidence • can say have built a better future for climbers, hill walkers and mountaineers • job satisfaction for volunteers, staff and Board 			
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	<p>He then asked for comments on queries on the suggested priorities.</p>			
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2.2	<p>A robust discussion followed during which the opinions/points noted were made:</p>			
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Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	<ul style="list-style-type: none"> • the current risk register is not fit for purpose, in particular no commercial risks are identified • the office of Chair should not be siloed, the President should be referred to • who runs the BMC needs to be agreed • a session is needed on how the Board operates • it is better if the Board is a collective, and not a chair with board advisors • there needs to be focus on the Board working together as a team • disagreement with the relationship of the Chair/Board and CEO as set out in the paper • Board agendas need to have more 'decisions to be made' on them, and it made clear what input is required from Board members • the paper is sensible, but a consensus needs to be reached 	Governance of the BMC to be added to the list of priorities	PD	Ongoing
4	<p>It was agreed that:</p> <ul style="list-style-type: none"> • the Governance of the BMC would be added to the list of priorities for 0-3 months • further work on the risk register was required 	Work to start on a new format for the risk register	PDa	Ongoing
3	Risk Register			
4	The Chair noted this was being dealt with within the CEO update.			
4	Finance Update*			
4.1	The CFO referred to the document on Teamwork 'Item 4_BMC 2020 Draft year-end accounts for Board 24Feb21', he noted the following:			
	<ul style="list-style-type: none"> • the forecast was now for a £199k surplus in 2020, the reasons for the variance are evenly split between a reduction in costs and an increase in income • the audit is now in progress with the new auditors, AB will manage this • he will work with AB in respect of the 2021 budget, particularly as it is a deficit budget • he felt the membership figures used were optimistic, but he needed to look more closely at them together with opportunities to trim costs 			
4.2	The Board discussed the report, the following points made were:			

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	<ul style="list-style-type: none"> • although it is a 'good' variance in that it is more income, it is a large variance of £120k and does raise alarm bells • a note on why the correct figures were not known in December would be useful • the £67k better income was a 3% – 3.5% difference so not a large percentage, and it was better to be cautious • can the Board be assured that the SMT and the Board are making decisions on robust, timely and accurate financial information • a conversation should be had with BMC Access & Conservation Trust (ACT) about the £25k which was not provided to them in 2020, and the fact there is nothing in the 2021 budget allocated to ACT • concern about the conversion cost in respect of 'Blue' membership and in particular the marketing spend on this • reports will be provided on 'Blue' membership when project fully up and running i.e. once there is sufficient data to analyse so that it can be seen how much it costs for the hundredth and thousandth member and decide if it is cost effective or not • the Finance and Audit Committee (FAC) had recommended that the marketing spend be allowed to run for Q1 and Q2 and then reviewed to assess impact 	<p>Board and SMT to be provided with robust, timely and accurate financial information</p> <p>Conversation to be had with ACT</p>	PM	Ongoing
	<p>The Chair asked if there were any objections to agreeing to the FAC's recommendation. There were no objections.</p>	<p>The marketing spend be allowed to run for Q1 and Q2 and then the impact be assessed.</p>		
5	Staff – CEO & SMT Update*			
5.1	<p>The CEO referred to the document uploaded to Teamwork called 'Item 5.1_CEO & SMT update Activity Bullet Point Summary'. He ran through a high-level presentation the main points were:</p> <ul style="list-style-type: none"> • the risk register needs to be in a better format • increasing risks: covid impact on land and crags i.e. parking issues, litter etc.; loss of key staff • risks remaining high: significant reduction in membership; inability to invest in staff and services for members; reduced financial projections for 2021 due to downturn in travel insurance sales and membership income • risks reduced: loss of key commercial partners; loss of Sports Council funding; breakdown in relationship between staff and Board; difficulty and cost of recruiting suitably experienced directors 			

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	<ul style="list-style-type: none"> • challenges: furlough – the 20% reduction in capacity is not being fully grasped as there is a huge amount of activity ongoing • successes: Sport England have confirmed roll over of funding; Cotswold have confirmed payment of deferred payments; reduction in costs of Summit; The Climate Project has raised £25k; the shop made £3,673 in February 2021 • staffing: CFO recruited, Wales Campaign Policy Officer and Head of Performance both advertised; role changes within GB Climbing ongoing; current Lead Officer of GB Climbing to move to a role dealing with safeguarding and international matters once Head of Performance recruited 			
6	Strategy and Planning			
6.1	Key Performance Indicators (KPIs) of operation and dashboard			
6.1.1	<p>The CEO then presented on the Strategic Plan and how he proposed to provide information to the Board on the implementation of it:</p> <ul style="list-style-type: none"> • it is a long process to move from the Strategic Plan to the Strategy Action Plans (SAPs), the BMC is in the middle of the process, it needs to be move to regular reviews so that progress can be tracked • it is an interactive process and staff will learn how to do it as they complete regular reviews; this is the first time the majority of staff have had to complete this sort of plan • the proposal is a strategic plan tracker of high level which shows at the end of each review cycle the number of SAPs at green, amber and red and the percentage for each in a dial format, this will also provide for a projected end of year figure • these high-level figures can then be broken down into each strategic theme, and the foundations, so that at a glance it can be seen where there is cause for concern i.e. if the red percentage is higher than amber or green • the ultimate goal is for there to be access via a weblink to a high-level dashboard which sets out: risk, membership figures, the strategic plan tracker, satisfaction (members, volunteers, staff), and finance (income, expenditure and surplus/deficit vs budget), with the option to drill down further into each section for further information and also to compare the current month against previous months 			
6.1.2	<p>The CEO stated it was a work in progress but asked for feedback. The following opinions/points were made known:</p> <ul style="list-style-type: none"> • it is very impressive 			

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
7	<p>it should help drive the agendas of future board meetings</p> <ul style="list-style-type: none"> • each owner of a SAP will review its progress, the CEO is to speak to Alvin Foy to see how much of the review can be automated • there should be an audit of the data and it should be more joined up with the Specialist Committees • an owner of a SAP is not necessarily the person doing all the work 	<p>Approval of the ongoing work re SAPs.</p>		
	<p>The CEO noted he required three decisions from the Board:</p>	<ol style="list-style-type: none"> 1) Approve the continuation of the SAP process 2) Approve the propose SAPs tracking methods 3) Approve the ongoing development of the performance dashboard 		
	<p>The Board approved all of the above.</p>			
7	<p>Committee reports</p>			
7.1	<p>Specialist Committees ToR incl. Competition Climbing Performance Group (CCPG)*</p>			
7.1.1	<p>PS noted he was presenting a paper on behalf of the Task & Finish Group which had reviewed all the Specialist Committees' Terms of Reference (ToR) on behalf of the Board and referred to the paper on Teamwork called 'Item 7.1_Specialist Committee TF Group'. He remarked the paper proposed that the ToR of the following committees be approved:</p>			
	<ul style="list-style-type: none"> • Access Management Group • Clubs' Committee • Equity Steering Group • Health and Safety Group • Hill Walking Group • International Committee • Wales Committee • Land Management Group • Safeguarding Group • Technical Committee • Training, Youth and Walls Committee 			
	<p>The Board approved the above ToR.</p>	<p>ToR listed are approved.</p>		

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
7.1.2	<p>PS went on to report on the following committees:</p> <ul style="list-style-type: none"> Guidebook Committee – major update required as final Guidebook published in 2020, possibly a new group to be formed to manage intellectual property capital of published books and to support the volunteer/heritage aspects of the guidebook sector Huts Committee – major update required, committee needs reenergising and an increased ambition CCPG – work is needed on how the gap between elite athletes and grass roots/domestic competitions is managed, as CCPG is elite athlete focused, 	<p>Guidebook Committee – plan for a plan Huts Committee – way forward to be presented CCPG – how grassroots to be dealt with be presented</p>	<p>PDa</p>	<p>By 24.04.21 By 24.04.21 By 24.04.21</p>
	<p>The Board discussed the above and the following was agreed:</p>	<ul style="list-style-type: none"> Guidebook Committee – the proposal for a review of this committee would be drafted within the next two months Huts Committee – suggested way to proceed to be presented to the Board with a deadline of two months CCPG – suggested way forward re grassroots/domestic competitions to be presented to the Board within two months 	<p>PDa</p>	
7.1.3	<p>PS referred to the paper uploaded to Teamwork called 'Item 7.1_GB Climbing CCPG ToR' which set out some minor amendments proposed to the ToR, particularly in relation to the number of external specialists that could sit on CCPG as both Joelle Chisolm and Steven Gould had joined.</p>	<p>A discussion ensued and the following points noted:</p>	<p>PDa – to liaise with Zoe</p>	
	<ul style="list-style-type: none"> The Chair proposes to remain on the CCPG as he is only Chair until the AGM It is difficult to get an athlete to sit on CCPG, but there is an informal athlete group that provides feedback The Board need to understand their anti-doping and anti-betting responsibilities, particularly if the Olympics goes ahead 	<p>Anti-doping and anti-betting regulations update to be provided to the Board</p>	<p>CCPG ToR approved.</p>	
8	<p>The Board approved the proposed amendments to the CCPG ToR.</p>	<p>CCPG ToR approved.</p>	<p>CCPG ToR approved.</p>	
8	<p>Governance Matters</p>			
8.1	<p>Board minutes for approval</p>			

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	<p>The CoSec referred to the minutes on Teamwork for approval, being those from 10 December 2020, 17 December 2020 and 27 January 2021 and asked if these could be approved.</p> <p>It was reported there was some comments on the minutes of 10 December 2020 and 27 January 2021. It was agreed that these comments would be emailed to the CoSec who would then prepare a further draft of the minutes to upload to Teamwork for approval.</p> <p>The minutes of 17 December 2020 were approved.</p> <p>The Chair noted that from now on he would be redacting the minutes in a way that showed where the redactions had been made.</p>	<p>Comments to be sent to CoSec on minutes of 10.12.20 and 27.01.21 and further draft of minutes prepared.</p> <p>Minutes of 17.12.20 approved. Set of minutes for redaction to be sent to the Chair</p>	<p>JW & FS LV LV</p>	<p>By 02.03.21</p>

8.2 AGM*

8.2.1 The CoSec referred to the paper uploaded to Teamwork called 'Item 8.2_Paper for Board re AGM'. She said the following:

- the Board must decide on a time for the AGM as this needs to go on the 60 Clear Days' notice to be given to members, which is 15 March
- the Board need to decide if they have any resolutions they want to put to the members
- Civica have been appointed to conduct the voting – proxy and on the day – this means that not as much time will need to be devoted to the resolutions/elections, as voting will work as per last year i.e. the website to vote on will open at a certain point in the meeting, and close half an hour afterwards
- all documents that need to go to the members as part of the formal notice of the AGM need to be agreed and signed off by 19 April – as testing then needs to start with Civica on the voting website, this includes the Annual Report and the Accounts

The Chair added he would like to use the Annual Report as a starting point to celebrate the work of the BMC and to use the AGM for a state of the union purpose, as well as providing members with the opportunity for Q&A. The Board discussed the AGM and it was agreed that:

- it should start at 9am on Saturday 15 May and last no more than 3 hours, to provide members with time to go outside on a weekend when there should hopefully be fewer restrictions on movement
 - there were no resolutions the Board wanted to add to those currently being proposed
- AGM to start at 9 am and last no more than 3 hours

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	<ul style="list-style-type: none"> the AGM should focus more on the successes of the BMC a Board meeting should be held the week before 19 April to finalise all documents 	No further resolutions from the Board Success to be highlighted at the AGM Doodle poll to be sent round to set up a board meeting w/b 12 April	LV	By 26.02.21
8.3	Nominated Director role*			
8.3.1	<p>The CoSec reported that a final version of the Nominated Director role advert and description would be emailed to the Board the following day, and that the aim was to get this information on the website the week beginning 1 March. She added that most of the comments sent by the Board had been fed in to the final version.</p> <p>It was noted that the role description went wider than seeking specific non-executive director experience, and this was to ensure as wide a pool of applicants was reached as possible. Some felt this was a missed opportunity, particularly following the feedback from the Campbell Tickell report.</p>	Final role advert and description to be emailed to the Board Role advert and description to be uploaded to the website	LV	By 26.02.21 W/b 01.03.21
8.4	Board Code of Conduct*			
8.4.1	<p>PS reported that work on this was still ongoing, and so requested that the item be moved to the meeting being held in March.</p> <p>This was agreed.</p>	Board Code of Conduct to be put on the agenda for the meeting 24.03.21	LV	By 17.03.21
8.5	Campbell Tickell Report*			
8.5.1	<p>The Chair referred to the Campbell Tickell report which had been uploaded to Teamwork 'Item 8.5_Support Paper CT BMC Sit Analysis Report 2021 02 17'. He noted he had received some specific comments from some Board members, but that generally the report is a fair reflection.</p> <p>He suggested the Board go through the recommendations as set out in the paper called 'Item 8.5_Support Paper CT BMC Sit Analysis Action Plan 2021 02 17'.</p> <p>The following comments were made about the recommendations:</p>			

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
	<p>1A – yes this should happen, but how does it fit in with the possible new Members' Council as from the AGM. It was agreed that the Chair and the President would discuss this further, in particular whether all of Council should attend, or just a representative group.</p> <p>1B – this is underway, but cannot be completed until 1A has occurred. It was felt that a transition plan in respect of ODG was needed, particularly if there is to be an audit of the recommendations implemented.</p> <p>2Ei and 2Eii – yes, but these would be longer term than set out due to the ongoing work of the Specialist Committee Review.</p> <p>2A – this is contingent on 2Ei and 2Eii and so it does need doing, but on a longer timescale than suggested</p>	<p>President and Chair to discuss a joint facilitated session of the Board and Council further.</p>	<p>PD & LR</p>	<p>By 17.03.21</p>

8.5.2 The Chair noted the time and suggested that the Board email comments on the recommendations to himself and the CoSec so they can be collated and if necessary discussed at a separate meeting.

The Board agreed with this.

8.6 Outstanding Board Actions*

8.6.1 The CoSec referred to the document 'Item 8.6_Actions from Board Meetings since 25 Nov 2020' and noted the following:

- the format of this is a work in progress
- together with the CEO the CoSec is reviewing how Teamwork can be used in relation to tasks from Board meetings, however the work on this may need to continue after the AGM
- the Board should provide the CoSec with feedback, and also any amendments they may have to the list, the CoSec can then update it in preparation for the next meeting in March

8.7 President T&F Group

8.7.1 FS referred to the paper called 'Item 8.7_President T&F Group' uploaded to Teamwork, she remarked:

<p>Board members to provide feedback on the actions list to the CoSec</p>	<p>All</p>	<p>By 17.03.21</p>
<p>CoSec to update the list for the next Board meeting</p>	<p>LV</p>	<p>By 18.03.21</p>

When

Who

Decision / Action

Item Topic and Main Aspects Considered

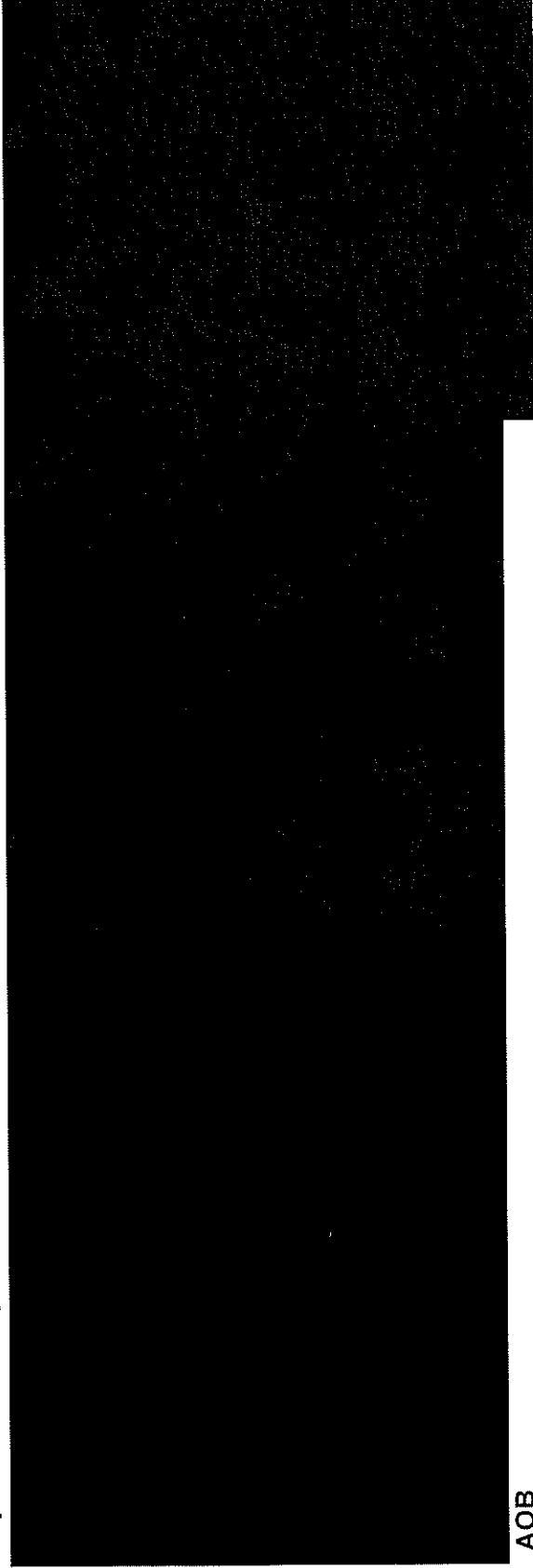
- at a National Council meeting held on 18 February Council voted to have a special resolution at the AGM which provided the President would only be elected for a one year term, the vote was very close
- several members of Council had reflected since the vote and were keen to avoid the need of a special resolution, they therefore felt it would be better for the President to stand for a 3 year term (as set out in the articles)
- the Task & Finish Group set up to review the role of President had therefore suggested that role of the new President in their first year should be focused on ensuring the new Members' Council works effectively as the voice of members, with appropriate links to the Board, strategic plan, staff and volunteers, and that following the first year the role could change significantly due to the work of this Task & Finish Group. Anyone wishing to stand for election as President would need to be aware of this

FS noted the Task & Finish Group was seeking the support of the Board and National Council in respect of the proposal regarding the above.

A brief discussion followed and the Board agreed it supported the proposal put forward by the Task & Finish Group and that it be made clear to anyone wishing to stand as President that the role might change during their term.

Board support the proposal put forward by the President Task & Finish Group.

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
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10 AOB

10.1	It was noted that a Senior Independent Director should be appointed. The Chair agreed to speak to all the new Independent Directors about this so a proposal could be put to the March meeting.	The Chair to speak to the new Independent Directors.	PD	By 17.03.21
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11 Date and time of next meeting

	The Chair noted he had received a request to change the time of the next meeting, which was scheduled for 9.30am on Thursday 25 March. The Board noted they were all free in the evening and so it was agreed the CoSec would send round an updated invite for a 6.30pm start time on 25 March.	CoSec to send updated invite to next Board meeting of 25 March	LV	By 26.02.21
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	It was agreed that dates should be found for further meetings in May, after the AGM and in June, after the 21 st as hopefully by then the meeting could be face to face.	CoSec to email doodle poll to find dates for virtual meeting in May and face to face meeting in June	LV	By 26.02.21
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12 Close of meeting

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

Item	Action	Involving	Target date
2.2	Governance of the BMC to be added to the list of priorities	PD	
2.2	Work to start on a new format for the risk register	PDa	Ongoing
4.2	Board and SMT to be provided with robust, timely and accurate financial information	PM	Ongoing
4.2	Conversation to be had with ACT		
7.1.2	Guidebook Committee – plan for a plan		By 24.04.21
7.1.2	Huts Committee – way forward to be presented		By 24.04.21
7.1.2	CCPG – how grassroots to be dealt with be presented		By 24.04.21
7.1.3	Anti-doping and anti-betting regulations update to be provided to the Board	PDa to liaise with Zoe	Ongoing
8.1	Comments to be sent to CoSec on minutes of 10.12.20 and 27.01.21 and further draft of minutes prepared.	JW & FS	
8.1	Set of minutes for redaction re 17.12.20 to be sent to the Chair	LV	By 02.03.21
8.2.1	Doodle poll to be sent round to set up a board meeting w/b 12 April	LV	By 26.02.21
8.3.1	Final role advert and description to be emailed to the Board	LV	By 26.02.21
8.3.1	Role advert and description to be uploaded to the website	LV	w/b 01.03.21
8.4.1	Board Code of Conduct to be put on the agenda for the meeting 24.03.21	LV	By 17.03.21
8.5.1	President and Chair to discuss a joint facilitated session of the Board and Council further.	PDa & LR	By 17.03.21
8.5.2	Board members to provide feedback on the recommendations to the Chair and CoSec	All	
8.6.1	Board members to provide feedback on the actions list to the CoSec	All	By 17.03.21
8.6.1	CoSec to update the list for the next Board meeting	LV	By 18.03.21
10.1	The Chair to speak to the new Independent Directors re SID.	PD	By 17.03.21
11	CoSec to send updated invite to next Board meeting of 25 March	LV	By 26.02.21
11	CoSec to email doodle poll to find dates for virtual meeting in May and face to face meeting in June	LV	By 26.02.21