

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 Monday 29 March 2021 at 7.30pm

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)
	Rosi Yule (RY)**	Nominated Director (Finance)
In attendance:	Lucy Valerio (LV)	Company Secretary (CoSec)

* denotes supporting paper(s) circulated prior to meeting

**left at the end of minute 6.4.2

***left half way through minute 6.4.3

Item	Topic and Main Aspects Considered	Decision / Action	Who	When
1	<p>Welcome, apologies & declaration of interests</p> <p>The Chair reported that due notice of the meeting had been given. He noted that Jonny Dry (JD) and Caroline Worboys (CW) had given their apologies, but that the meeting was quorate, he therefore declared it open.</p> <p>Conflicts of interests were declared by PDa and LV as members of staff.</p> <p>The Chair noted that this meeting had been called in order to discuss agenda items 6.2 – 6.7 of the 25 March meeting, which due to time constraints had not been discussed then.</p>			
6	Governance matters			
6.2	Board minutes for approval x 2			
6.2.1	The CoSec noted that further amended minutes for 10 December 2020 and 27 January 2021 had been uploaded to Teamwork and the additional amendments were highlighted.			

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	The minutes of 27 January were approved. 	Board minutes of 27 January approved, to be sent to the Chair and CEO for redaction	LV	By 02.04.21
	The Board  approved the minutes of 10 December.	10 December minutes  sent to the Chair and CEO for redaction	LV	By 02.04.21

6.3 Articles of Association – proposed amends

6.3.1 The CoSec referred to the papers 'Item 6.3_Paper for Board re proposed amendments to articles', 'Item 6.3_BMC Articles of Association 2020 v0.7 amends post T&F group' and 'Item 6.3_Reasons for amendments to articles in 2021 v0.4 post T&F group'. She remarked:

- There were three main drivers for changes to the articles: her review of the articles in which she noticed how some terms were incorrectly used and/or there was clumsy drafting; the outcomes of various working groups such as the Governance Working Group (GWG); the need to hold virtual and/or hybrid meetings as a result of the pandemic
- The proposed amendments had been to an Open Forum in January and from that a Task & Finish Group had been established and they were all happy with the amendments proposed
- The group included some outspoken members so it was good they were satisfied and it was felt that only one resolution would be needed at the AGM
- The issue of co-option of directors and substitute directors had been missed in the proposed amendments
- The proposed amends had been sent to Sport England, so they could check they were compliant with the Code for Sports Governance, and to Womble Bond Dickinson so they could check they contained nothing contrary to legislation

JW then raised some points:

- Article 9.5.6 was new – the CoSec said this was not the case, but it had been moved from old article 9.10 to within article 9.5 as it dealt with a class of members and this was the more appropriate place
- Article 14.1.1 should include and vote – the CoSec would look into this

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	<ul style="list-style-type: none"> Article 14.1.2 it should be Remote Attendance not Remove – the CoSec would amend Article 24 should apply to all – the CoSec noted that Article 24 did apply to others e.g. Councillors but would have to look at the articles that provided for this Co-option should be for all Directors, at present it was just for Nominated Directors, the consultation with Council should remain The GWG report had recommended that provisions be included to allow for a Director to stand down for up to a year from their role for reasons such as maternity, illness, the day job etc. and this would allow the Board, in consultation with Council, to appoint a substitute. The Director stepping down would be removed from Companies House and the substitute appointed 			
6.3.2	<p>The meeting discussed the issue of co-option and substitution:</p> <ul style="list-style-type: none"> At the Open Forum in March some members were happy with co-option, but there should be a maximum applied, some members appeared to grumble about the substitute idea The issue of substitute directors needed more thought, as the drafting was potentially complicated and no members had seen any proposed wording, and the CoSec had not come across any precedent wording to assist with the drafting If these issues could be looked at after the AGM, or if they should go to this year's AGM but be dealt with by way of a separate special resolution Wording for co-option could be sent to the articles Task & Finish Group to seek their approval Thanks was given to the CoSec for the work involved in preparing the articles and the document setting out the reasons for the amendments <p>After the discussion it was agreed:</p> <ul style="list-style-type: none"> The CoSec would amend Article 21.16 to deal with the issue of co-option so it applied to all directors and this then be sent to the articles Task & Finish Group for their input The wording for substitute director needed more time and would be dealt with after the AGM 	<p>CoSec to amend the Articles as set out here and email to the Task & Finish Group for their input</p> <p>The issue of substitute directors be picked up after the AGM</p>	LV	By 02.04.21

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6.4	Members' Council ToR*			
6.4.1	<p>The Chair referred to the documents uploaded to Teamwork called 'Item 6.4_Paper re Members' Council new ToR', 'Item 6.4_MC Council ToR – W1', 'Item 6.4_MC Council ToR WI with comments' and 'Item 6.4_Code for Sports Governance re Council', he reported:</p> <ul style="list-style-type: none"> • He agrees with the thrust of Members' Council and what it is set up to do, but he does have concerns as set out in the paper • He has had input from the CoSec and the Interim CEO • There is not complete consensus between the Board, Council and the Executive (the Senior Management Team) as to how the BMC should be run, which was highlighted in the Campbell Tickell report and the input from that report is not in the proposed new terms of reference (ToR) • He has concerns that the way the ToR are written result in the Board being subservient to Council and there being the risk of Council being seen as shadow directors • The ToR do not refer to the Executive • The ToR refer to a two year rolling strategy, but care needs to be taken to ensure this aligns with the BMC's strategy, particularly as a great deal of work has been devoted to turning the strategic plan into strategic action plans • He is suggesting that some of the points in the ToR are moved to the Memorandum of Understanding (MoU) between the Board and Council and that if needed this can be amended after the proposed face to face session with Board, Council and the Executive in late May 			
6.4.2	<p>The meeting discussed this and raised the following:</p> <ul style="list-style-type: none"> • It was frustrating that these issues were being raised so late in the day, particularly as the Board has access to all of Council's papers and they are invited to all its meetings and a lot of work has been put into the ToR by volunteers • This was a valid point, but the detailed wording of the proposed ToR had not come to the Board until 7 March and a number of directors had not had time to go to both Board and Council meetings as there has been a lot going on at Board level • The ToR appear to differ from the intent that has been expressed, in particular the strategy needs to be aligned 			

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	<ul style="list-style-type: none"> The ToR should be tried out, because if they are rejected now by effectively an Interim Chair and the Interim CEO a lot of volunteers will lose faith and it will go down badly with them The suggestion is not to cast aside the ToR, but to move some parts of them into the MoU as that document can be amended by the Board and Council without having to go to members at an AGM An example of something missing from the ToR is that the CEO should report to Council The strategy is critically important as it is about what can be delivered through staff and volunteers and so the ToR need to fit in with this and it be clear that the intended wording does not result in misalignment Many of those involved in the ToR understand the intent, but these people may not be involved in BMC in one or two years' time, and the problem is if those who come on board later read a different intent The intention is the AGM is used to seek members approval to the ToR and the articles provide that they require member approval The ToR is not a Board paper and the Board cannot act unilaterally to withdraw it The principles of the ToR are fine, it is the words used and the possible intent that could be read into them 			
6.4.3	The meeting discussed possible ways forward and it was agreed that: <ul style="list-style-type: none"> The ToR be referred back to the R33 working group A working group be established, with two directors, two councillors, two independents and the CoSec to look at the Memorandum of Understanding post-AGM. 	TOR be referred back to R33 Working group to be established to review the Memorandum of Understanding	LR&FS Various	ASAP June 2021
6.5	Area Terms of Reference*			
6.5.1	The CoSec referred to the documents uploaded onto Teamwork called 'Item 6.5_Area Terms of Reference' and 'Item 6.5_Appendices to Area ToR', and stated: <ul style="list-style-type: none"> The reason for the new Area ToR was to remove some parts of the current articles and place them in this document, so that hard working volunteers did not inadvertently end up breaching the articles The suggestions of a paper prepared by Paul Evans on membership engagement had been included regarding conduct of meetings They had been heavily consulted on with Area Officers and Area Representatives 			

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	<ul style="list-style-type: none"> The appendices would not form formal part of the Area ToR as they might need amending by the office or the Areas in future Amendment of the Area ToR would require agreement between the Board, Council and 75% of the Area Officers, and if those three groups could not agree the amendments, then they would go to the members at an AGM 			
6.5.2	The meeting discussed the Area ToR: <ul style="list-style-type: none"> There needs to be a default way in which members who live in Wales are determined to be in either South or North e.g. those north of the A44, and those members can then inform the CEO if they want to be able to vote in the other area Support for the Area ToR Some specific comments which would be sent to the CoSec for her to review They are not a Board document, the changes have not been driven by the Board, but by the volunteers involved in running Areas <p>The Board agreed to support the Area ToR.</p>	<p>PS to email specific comments on the Area ToR to the CoSec</p> <p>The Board support the Area ToR</p>	PS	By 02.04.21
6.6	Board Code of Practice*			
6.6.1	PS referred to the document uploaded to Teamwork called 'Item 6.4_Board Code of Practice' and stated: <ul style="list-style-type: none"> He had comments and feedback from Campbell Tickell which had been reviewed and it was felt that the positive action should be in the attached document, and that the negatives were better place in the Management Regulations e.g. disciplinary procedure The Management Regulations themselves needed review, but this could wait until after the AGM <p>The meeting discussed the proposed Code:</p> <ul style="list-style-type: none"> A lot of work had gone into it, and it should be adopted, even if, following the proposed away day it was felt it needed some revisions It is important to close what has been started <p>The Board then voted on adopting the Code of Practice and it was agreed unanimously to adopt it with immediate effect.</p>	<p>Kate Anwyl be asked to review the Management Regulations post AGM</p> <p>Board Code of Practice be adopted with immediate effect</p>	PDa	Post 15.05.21

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6.7	Outstanding Board Actions*			
6.7.1	The Chair started with a plea to all Directors to assist the CoSec in keeping track of the outstanding actions, without them commenting on it and letting the CoSec know where actions are up to, the document is ineffectual.			/
	<div style="background-color: black; height: 1.2em; width: 100%;"></div> <p>It was agreed the Board would send comments to the CoSec so she could prepare an update of the document for the next meeting on 12 April.</p>	<div style="background-color: black; height: 1.2em; width: 100%;"></div> <p>Board to email comments on the outstanding actions to the CoSec</p>	All	
7	AOB			
7.1	<p>The current situation regarding MHT was raised, the Chair reported:</p> <ul style="list-style-type: none"> • BMC are still a member at present • He had sent the letter previously approved by the Board to Terry Tasker and received a positive response • The letter back tracked slightly on the issue of funding so that there was the opportunity for the BMC to clawback funding if the BMC was not happy with the direction MHT was taking • Detailed discussions are now underway involved Dave Turnbull and Jonny Dry • We are awaiting a proposed new set of AoA from MHT • As this is a reserved matter, once we have a formal proposal from MHT this needs to go to Council and then the Board, ideally before too much is said in the public domain • Dave Turnbull would be asked to prepare a paper about this 	<p>Dave Turnbull to prepare a paper on MHT</p>	DT	??
7.2	<p>The President referenced the sad passing of a mountaineering great and BMC Patron – Lord Greaves.</p> <p>The Board requested their condolences and those of the BMC be formally minuted.</p>			
7.3	The Chair reported that the CEO recruitment was continuing and there was now a shortlist of four candidates, two male, two female and one candidate was from an ethnic minority background. Panel interviews were being held on Thursday.			

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7.4	<p>The CoSec made known that the following number of applications had been received so far for the various volunteer positions being advertised:</p> <ul style="list-style-type: none"> • President – 1 • Nationally Elected Councillor (NEC) hill walking – 2 (NB 3 by the end of the meeting) • NEC rock climbing – 1 • Nominated Director – 1 <p>This meant there were currently no applications for NEC indoor climbing, or NEC mountaineering, or for either of the two Constituency Councillor positions – clubs and Mountain Training.</p> <p>It was agreed a final push would be made with an email being sent to all members on Tuesday 30 March – which is the deadline for receipt of applications.</p>	PD to ask PDa to action an email being sent to members	PD	30.03.21

8 Date and time of next meeting

It was noted the next meeting was scheduled for Monday 12 April at 6.30pm. The Chair noted that this meeting would be very AGM focussed as various documents would require approval, including the Annual Report and Accounts.

9 Close of meeting

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

Item	Action	Involving	Target date
6.2.1	Board minutes of 27 January approved, to be sent to the Chair and CEO for redaction	LV	By 02.04.21
6.2.1	10 December minutes [REDACTED] and sent to the Chair and CEO for redaction	LV	By 02.04.21
6.3.2	CoSec to amend the Articles as set out here and email to the Task & Finish Group for their input	LV	By 02.04.21
6.4.3	ToR be referred back to the R33 Group	LR&FS	ASAP
6.4.3	Working group to be established to review the Memorandum of Understanding	Various	June 2021
6.5.2	PS to email specific comments on the Area ToR to the CoSec	PS	By 02.04.21
6.6.1	Kate Anwyl be asked to review the Management Regulations post AGM	PDa	Post 15.05.21
6.7.1	Outstanding actions to be amended	LV	By 08.04.21
6.7.1	Board to email comments on the outstanding actions to the CoSec	All	By 08.04.21
7.1.	Dave Turnbull to prepare a paper on MHT	DT	??

Item	Action	Involving	Target date
7.4	PD to ask PDa to action an email being sent to members	PD	By 30.03.21