BRITISH MOUNTAINEERING COUNCIL

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Board of Directors

Redacted minutes of the Board meeting held by way of Zoom on Monday 13 September 2021 at 7.30pm

Directors Present:	Paul Drew (PD)***	Chair
	Flavia Alzetta (FA)	Independent Director
	Paul Davies (PDa)	CEO
	Martyn Hurn (MH)***	Nominated Director
	Peter Salenieks (PS)	Council Nominated Director (CND)
	Fiona Sanders (FS)	CND
	Carl Spencer (CS)	CND
	Andy Syme (AS)	President
	Jonathan White (JW)	Nominated Director (Clubs)
	Caroline Worboys (CW)	Senior Independent Director (SID)
In attendance:	Lucy Valerio (LV)	Company Secretary (CoSec)
	Roger Murray (RM)**	BMC Member and author of Specialist Committee Review

* denotes supporting paper(s) circulated prior to meeting   ** left at the end of minute 3   *** left at the end of minute 4.3.4

Item Topic and Main Aspects Considered **Decision / Action**

1 Welcome, apologies & declaration of interests

The Chair reported that due notice of the meeting had been given. He said that Di Hopper (DH) and Jonny Dry (JD) had given their apologies, but that the meeting was quorate, he therefore declared it open.

Conflicts of interests were declared by PDa, and LV as members of staff.

2 Director Portfolios & Allocations*

2.1 JW referred to the two papers he had emailed to the Board on 7 September and in particular the excel spreadsheet which set out the various responsibilities of the BMC and the suggested portfolios for directors. He noted the following in respect of the spreadsheet:

- The level of work required was very much a guide, some responsibilities were more light touch than others
- The responsibilities were extra input and liaison responsibilities and were split into several categories: BMC Standing Committees e.g. Finance and Audit Committee (FAC); BMC Specialist Committees e.g. Hill

Item	Topic and Main Aspects Considered	Decision / Action
	Walking Group; BMC Trusts and Companies e.g. Alex MacIntyre Hut; BMC Directorships/Trustees e.g. Alpine Club Library; BMC Lead Roles (standing) e.g. Safety & Welfare Champion; BMC Working Groups (non-standing) e.g. Clubs 2.0 – Transformational Change; External Bodies e.g. UIAA; Representative Bodies e.g. Areas • The proposal was how all these responsibilities would be managed. The first principle was that the Chair, CEO and President already had specific heavy responsibilities (Board and NomCom, staff and Members' Council) and should overarch the whole organisation but they should not take on too many further responsibilities so the remaining workload should be shared. • The responsibilities had therefore been split into portfolios: these followed the 10 strategic themes. And there were 9 remaining Directors plus the CoSec. The concept was that for each portfolio there would be portfolio holders, and for each Board responsibility an Allocated Director (AD). The portfolio holder would provide coordinating strategic direction to each chair/BMC lead and be the sounding board. • The portfolios were: Over-arching = Chair; President; CEO; Strategic = ACES, Membership & Marketing, Training & Skills, Sector Leadership, Competitions; Foundations = People, Business, Communications, Governance, Clubs.	
2.2	The meeting discussed the spreadsheet and the following was noted:	
	• The Chair had been in discussion with Iain Dickinson, chair of the FAC, who was not comfortable with the proposed split of the FAC and the setting up of an Audit & Risk Committee, and so further work was needed on this, the Chair was happy to work with Iain and FA to work out a plan for the next steps regarding this proposal. It was noted that the decisions to split the FAC had resulted from the unwillingness of the FAC to take on a wider remit, and since the Board had made that decision the Articles had been amended to enable such a split to be enacted.	PD and FA to work with Iain to drive forward the work regarding whether FAC should be split or not
	• Glen Brittle was now a SCIO and the old trust had been closed down, so it could be removed from the list • The President and CEO were in discussion regarding the delegates the BMC should send to various representative bodies, and he would update JW on the outcome of these discussions so the spreadsheet could be updated.	AS and PDa to update JW as to the BMC delegates regarding representative bodies
	• Work had not progressed on the setup of an Indoor Climbing Committee due to the lack of anyone to lead this. Once it was agreed how a committee should be set up, then there would need to be an AD, until then it should be in brackets on the spreadsheet.	Leader needed to progress the proposal of an Indoor Climbing Committee.
2.3	JW then turned to the gaps in the responsibilities which the meeting discussed:	
	• Competition Climbing Performance Group (CCPG) – it was agreed that the CEO should be the placeholder AD and that once a new CCPG chair had been recruited this should be revisited, particularly as it would be sensible to have a degree of separation between the CCPG and the CEO. • Indoor Climbing Committee – as noted above	Various gaps to the responsibilities agreed as set out in minute 2.3.

Item	Topic and Main Aspects Considered	Decision / Action
	• Alex MacIntyre Hut – David Jones was currently a trustee and was happy to remain so, and was willing to become a trustee of the Glen Brittle SCIO. He had also agreed to take oversight of the Don Whillans Memorial Hut. It was felt that both the CEO and the President being trustees of the hut was excessive. It was agreed that the chair of the Huts Group should be a trustee for each of our national huts, supported by one or more Directors. A review process should take place to decide if it was appropriate for the CEO and the President to be trustees or not, which may lead to a change in the trust's governing documents. • Land Management Group (LMG) – the meeting agreed that there was no need for a further AD on the LMG as Dave Turnbull, who sat on the LMG as Head of ACES, was line managed by the CEO and that was sufficient a link, PDa to therefore be the AD on LMG. • Anti-doping Champion – the CEO stated this should be the same AD that sits on the CCPG, that it had to be a director and the person had to be identified by 31 December. It was agreed to revisit this. • Independent HR Link Role (staff & Board) – the purpose of this role was to provide staff with a contact to speak to if they had issues with their line managers. The Board felt that as enhanced line managing processes were being implemented this position should be placed under review and that whilst it was under review the President should take responsibility for it. If the role was not utilised over a 12-month period, then the role would be discontinued. • Safety and Welfare Champion and Safeguarding Group – the Board felt that these positions should fall to the new chair. • UIAA General Assembly, IFSC and IFSC Europe – the President had asked the Head of Performance if the IFSC required presidents to attend their meetings or if it could be someone else e.g. someone with standing within the competition climbing world, or a BMC patron. As discussed at minute 2.2 above, the President and the CEO were discussing the BMC delegates for these bodies and they would report back to JW accordingly.	Review to take place of the trustees of the huts.
2.4	JW then turned to the Board paper accompanying the excel spreadsheet and referred to the points he was asking the Board to approve. The meeting agreed that points 1-6 would be voted on as a whole, they were: 1. Portfolio directors – the principle of each Director taking oversight for a group of Board responsibilities 2. Structure – to use the 10 strategic objectives as the basis for portfolios 3. Groupings – the initial groupings under each portfolio (to be subject to annual review) 4. Portfolio allocations – formal approval of the Directors who have volunteered for each 5. Allocated Directors – formal approval of the Directors who have volunteered for each 6. Actions needed to fill the few remaining vacancies The Board voted on the above, the result was a unanimous vote for the above proposals.	Portfolio of responsibilities to be adopted as set out in JW's excel spreadsheet and paper.
2.5	JW then turned to point 7 – which was that approval was sought for the respective roles of the Board, portfolio holder and AD – as they were set out in section 8 of the paper. He said that they could be tweaked and could change as the roles were implemented.	

Item	Topic and Main Aspects Considered	Decision / Action
	The Board agreed unanimously to approve the roles as set out in JW's paper. The paper is attached to the minutes as an appendix.	Roles of the Board, portfolio holders and ADs approved.
2.6	The question was then asked as to who would implement the responsibilities. It was agreed that JW would take this back to the specialist committee implementation group for them to work out how it should be rolled out.	JW to seek input on how the approved points at minutes 2.4 and 2.5 were to be implemented.
3	**Update – Management Regulation C1 Specialist Committees**	
3.1	JW provided an update on this, stating: • The Equity Steering Group (ESG) required a new chair, and this had prompted a discussion and work on what the process should be to appoint chairs of specialist committees. • As part of this work the CoSec had uncovered document C1 Specialist Committee Regulations & Guidance Notes, which was part of the management regulations. • This document had not been reviewed since 2017, and was therefore out of date following the BMC's constitutional changes. • The CoSec, JW, PS, FS and RM had all reviewed the document and updated it, to include the process to be followed for the recruitment of specialist committee chairs, but they had not completed this update in sufficient time for the Board to review it prior to the meeting. • The document would be provided to the Board at some point this week for comments and approval.	
	It was agreed the CoSec would upload the document to Teamwork for the Board to comment on and/or approve.	CoSec to upload C1 Specialist Committee Regulations & Guidance Notes to Teamwork for the Board to comment on and/or approve.
4	**Managing Board Business**	
4.1	**Board Cycles and Agendas**	
4.1.1	FS referred to two papers which had been emailed to the Board on 9 September called 'Item 4.0_Managing Board business V1.2' and 'Item 4.1_Board cycle and agenda'. She stated the following: • The proposal was that Board meetings were held every two months, to alternate between an evening virtual meeting, and a full day face to face meeting. A full day meeting could also include some Board development work. • In order to ensure efficiency, staff would be asked to present an update instead of preparing a paper, which was often time consuming. • Now that the portfolios had been approved, better use of the BMC's committees needed to be made.	

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	• A governance group should be set up to help produce/review papers to do with e.g. the AGM, induction, updates of management regulations so as to filter out papers/issues that did not need to go to the whole Board. • The Board should start to utilise the Teamwork project set up by the CoSec for the approval of documents that had previously been discussed by the Board.	
4.1.2	The meeting discussed Appendix 1 which showed a timetable for workable financial reporting and the following comments were made: • The lag between the end of a quarter and when the paper would come to the Board was too long, quarter end financial information should be provided to the Board roughly 3 weeks after quarter end. • The timetable had been prepared on the basis that the financial information would go to the FAC first for them to scrutinise and then prepare a report to the Board. If the Board were happy for the quarter end financial information to go straight to them, then the proposed dates in Appendix 1 could be amended and the lag reduced. • The information the new CFO had been providing had been very useful and this should continue, but it was agreed that the CEO and JW would work together to develop the best way to get the financial information to the Board promptly following each quarter end, what FAC's role was in respect of this, and that they would prepare a new timetable of dates for when Board meetings could be held to review quarter end financial information. • The analysis of the figures was the part that had been missing from financial information provided to the Board, this should be provided to the Board either by the FAC, or by the portfolio holder.	PDa and JW to speak about how best to get quarter end financial information to the Board and to prepare an updated timetable as to when the Board meetings could be held following each quarter end to review such information.
4.1.3	The meeting then discussed a couple of other aspects of the paper and the question was asked whether it was more appropriate to have eight Board meetings in 2022, to be held alternately as suggested. The Board agreed with this suggestion. The meeting agreed that the proposals set out in the papers should be trialled, but that there should be 8 meetings in 2022 and that FS and PDa should work together to produce an annual programme.	FS and PDa to work together to produce an annual programme for Board meetings.
4.2	**Board Charter**	
4.2.1	FS then referred to the paper 'Item 4.2 Board charter Final v1.1' which had been emailed to the Board on 9 September and asked if any Board members were uncomfortable with the charter. No Directors were uncomfortable. A vote was then held on if the charter should be adopted, the Board voted unanimously in favour of adopting the charter.	Board charter of 'FAST CLIMB' be adopted.

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4.3	**Gold Medal – How to make the BMC boat go faster**	
4.3.1	FA referred to an email she had sent to some Board members, which had been emailed to all the Board on 9 September, which set out the proposed Gold Medal for the BMC, and the priorities for the CEO and staff. FA commented: • The Gold Medal proposal was 100,000 engaged members by 2024 • Having engaged members was important as this would improve the BMC's ability to represent its members and the wider outdoor community. • The target might seem ambitious at the moment but it was a good starting point, she asked if the Board felt it was achievable.	
4.3.2	This led to a discussion during which the following opinions were expressed: • The Senior Management Team (SMT) had discussed it and they were motivated by the figure and the time frame for delivery. • The SMT had indicated that it would take a creative approach to reach the target, with different membership packages offered and other things being done differently, so the Board should be prepared for this. • The engaged members needed to be economically sustainable and the risk of the additional members managed. • That engaged could mean a myriad of things, such as a member who goes litter picking, someone who engages with the BMC on social media, someone who attends an AGM, someone who refers a friend to the BMC etc. Engaged meant different things to different people – but once the community exists the Board would know what it looks like. • There was also a need to get existing members to become engaged. • It would therefore be better not to define engaged too rigidly. • There would always be a proportion of members that were not engaged, so an estimate of that proportion and a total membership would also be needed. • Any new membership packages offered might well result in members needing to be more engaged	
	The Board then voted on whether to approve the Gold Medal definition, they voted unanimously to approve it.	Gold Medal definition approved.
	It was agreed that AS, CW and PDa would take the lead on implementing the work required to implement the Gold Medal.	AS, CW and PDa to work on the implementation of the work required to implement the Gold Medal.

Item	Topic and Main Aspects Considered	Decision / Action
4.3.3	FA then turned to the second part of the email which was the work to be done in order to get the 'BMC boat' to go faster. She set out the three main pillars to achieve this: 1. The focus of the Board needed to be on the future, with a clear strategy and plan in place on how to build the engaged membership. 2. The CEO and team needed to be trusted to deliver on the strategy. It needed to be clear what the staff should focus on, and what they should not. The right mechanism to show the Board progress needed to be implemented. 3. There needed to be the drive to increase overall organisational impact – Board and staff. Related to this was the necessity to look at all the work the BMC was undertaking and decide whether to stop or start such work. FA then asked for Board members thoughts and the following items were raised: • It needed to be clear how the army of volunteers was to be engaged to help achieve this, staff and volunteers needed to work towards a common goal. • The strategy should be able to evolve in line with external factors. • There needed to be recognition that some things had to continue, they were business as usual items.	
4.3.4	The Chair noted that he needed to leave the meeting soon, and therefore he raised an AOB at this point which was when the remaining Board meetings should be held in 2021. It was noted there was one to be held on 27 September to review the Sport England bid. It was agreed that the CEO should speak to the CFO to find out the earliest date in November when the Q3 figures would be available, and initial figures on the 2022 budget. The CoSec would then send out a doodle poll to find the date when the majority of the Board were available for a face to face meeting around that date. A further virtual meeting would be held in December to finalise the budget. The CoSec would send a doodle poll to find out the most suitable date for this. The Chair then left the meeting and JW agreed to chair the remainder of the meeting.	CEO and CFO to decide the earliest date financial information will be available following the end of Q3 and to tell the CoSec so she can send a doodle poll to determine the most suitable date for a face to face Board meeting.
4.3.5	The meeting then discussed the final part of the email, which was how the Board are made confident that their key concerns are covered. FA suggested this was achieved by setting out the two immediate priorities for the CEO and staff, being the delivery of the Sport England bid, and the completion of the hiring and onboarding of the new Chief Commercial Officer. It was agreed that the CEO had a third priority, which was to deliver an approved budget for 2022.	

Item	Topic and Main Aspects Considered	Decision / Action
	A discussion ensued during which the following points were raised: • The CEO would find it helpful to get a steer from the Board of what they believe should be stopped/started, as this would assist him in planning for the budget and for the remainder of the year. What should be stopped or started was a strategic decision, and any work area to be stopped should be at the direction of the Board. • There was a difference between making a plan, and then having to execute the plan, and so the CEO should prepare a plan setting out how he would deliver on the priorities, even if some parts had to change as a result of any staff review etc. • The CEO said a review of the strategy and the deliverables should dictate resources and identify where there was spare capacity or those working at under capacity. • The volunteer network and specialist committees should be considered when looking at work to stop/start, as more work could be passed on to volunteers. • The CEO added that the Board's ideas as to what was business as usual would also be very useful. • The CEO should post data to the Teamwork project which showed allocation of spending for the previous two years – he noted it was difficult to compare like with like as there had been different processes used in each of 2019 and 2020. • The Board needed to know what the discretionary spend was – as any funds ringfenced could not be redistributed as part of the budget process.	CEO to provide data to the Board about allocation of spending from the budgets of 2019 and 2020. CEO to provide the Board with splits of total and discretionary spends.
	It was agreed that, via Teamwork, the Board would provide the CEO with their top three areas to stop, start and continue. AS posted a message on Teamwork to get the ball rolling on this which asked the Board to provide their views as to what should be stopped, started or passed to volunteers and things that should have been done in 2020 but were not. The Board were to provide ideas by the end of the week.	Board to provide ideas via the Teamwork project by the end of the week.
4.3.6	The meeting then voted on the proposal in FA's email about what would 'make the boat go faster' and also the CEO's priorities for the remainder of 2021. For: 5 Against: 0 Abstain: 3 The work for what would 'make the boat go faster' and the priorities for the CEO for the remainder of 2021 were therefore approved.	
5	**Close of meeting** There being no other business, JW closed the meeting and thanked everyone for their time.	

Item	Action	Involving	Target date
2.2	PD and FA to work with Iain to drive forward the work regarding whether FAC should be split or not	PD and FA	Ongoing
2.2	AS and PDa to update JW as to the BMC delegates regarding representative bodies	AS and PDa	
2.2	Leader needed to progress the proposal of an Indoor Climbing Committee	??	Ongoing
2.3	Review to take place of the trustees of the huts.	JW	Ongoing
2.6	JW to seek input on how the approved points at minutes 2.4 and 2.5 were to be implemented.	JW	By 30.09.21
3.1	CoSec to upload C1 Specialist Committee Regulations & Guidance Notes to Teamwork for the Board to comment on and/or approve.	LV	By 17.09.21
3.1	Board to comment on the document C1 uploaded to Teamwork.	All	By 30.10.21
4.1.2	PDa and FA to speak about how best to get quarter end financial information to the Board and to prepare an updated timetable as to when the Board meetings could be held following each quarter end to review such information.	PDa and FA	By 30.09.21
4.1.3	FS and PDa to work together to produce an annual programme for Board meetings.	FS and PDa	By 30.11.21
4.3.2	AS, CW and PDa to work on the implementation of the work required to implement the Gold Medal.	AS, CW and PDa	Ongoing
4.3.5	CEO and CFO to decide the earliest date financial information will be available following the end of Q3 and to tell the CoSec.	PDa and CFO	By 20.09.21
4.3.5	CoSec to send round doodle polls to source most suitable dates for Board meetings in November (to be face to face) and December (to be virtual)	LV	Once has the information from PDa re earliest date in November.
4.3.5	CEO to provide data to the Board about allocation of spending from the budgets of 2019 and 2020	PDa	By 15.09.21
4.3.5	Board to provide ideas to the CEO on stop, start or pass to the volunteers via the Teamwork project, as started by AS.	All	By 19.09.21
4.3.5	CEO to provide the Board with splits of total and discretionary spends.	PDa	Ongoing