

BMC Annual Governance Statement 2023

The BMC's annual governance statement explains the processes and procedures in place to enable the organisation to carry out its functions effectively, and outlines our progress since last year's AGM held on 18 May 2022 (the 2022 AGM).

1. Governance Framework

The framework for the BMC's governance, as a diagram, is set out in Appendix 1. There have been the following changes to the BMC's governance structure since the 2022 AGM:

- new terms of reference have been approved by the Board for the Finance & Audit Committee (FAC) which can be found [here](#)
- a new Standard Committee was established in November 2022, the International Strategy Group. Its terms of reference can be found [here](#)
- in October 2022 a number of Board committees, including the Specialist Committees, presented details of work undertaken in 2022 and planned work for 2023 jointly to the Board and Members' Council (Council). The Specialist Committees are those set out in the table in section 4 below

Additionally, at the 2022 AGM a number of amendments to the articles of association (the Articles) were approved. The key amendments were:

- the addition of an object to encourage and promote membership of the BMC to participants in BMC activities (article 4.1.13)
- the conflicts of interest article now states any conflicted director cannot participate in any discussions about, or vote on, a matter they are conflicted on (article 7.3)
- the definition of Affiliated Clubs was broadened to take into account multi-activity clubs and clubs set up for those under 18 (article 9.7);
- clarification of the term limits of Constituency Councillors (articles 18.10.3 and 19.10.4)
- the ability of Council to co-opt Members into Nationally Elected and Constituency Councillor roles (article 19.1.9)
- the ability for Areas to appoint Area Officers, Area Representatives and other Area positions by electronic means, and for up to two people to hold an Area Officer role (articles 30.4.1, 30.4.2, 30.4.3 and 30.4.8)

A copy of our current articles can be found [here](#), there are no changes proposed at this year's AGM.

2. Persons and/or organisations with significant influence over the BMC

As a private company limited by guarantee where any individual or club member is a member of the company, the BMC does not have any one member with significant influence. However, UK Sport and Sport England (together the Sports Councils) do have influence over the BMC, in the sense that as they provide funding to the BMC, the BMC has to ensure it meets certain standards and requirements e.g. the Code for Sports Governance (the Code).

3. Board of Directors

Decisions Taken

The Board has taken numerous decisions since the 2022 AGM, these include:

- Board recruitment – approving the appointment of John Willmott as Independent Director, his appointment date was 17 November 2022, and the co-option of Neal Hockley as a Nominated Director in October 2022
- finalising and approving the budget for 2023 along with associated Performance Indicators and associated measures
- approving the agreement with Sport England covering the grant award
- approving agreements to be entered into with our four funded partners – Mountain Training England (MTE), Mountain Training UK & Ireland (MTUKI), the Association of British Climbing Walls (ABC) and the National Indoor Climbing Award Scheme (NICAS) (together the Funded Partners) – in respect of the distribution of part of the award granted by Sport England

- approving that the BMC step in and organise and as necessary fund the delivery of the IFSC speed and lead world cup climbing competition at Ratho, Edinburgh
- establishing two Task & Finish Groups, one to prepare responses to the recommendations made in the BDO Review of Governance, the other to prepare responses to the recommendations made by the CCPG Review Group
- approving the organisation responses to the recommendations made by BDO as a result of their review of the BMC against the Code for Sports Governance, which was carried out on behalf of the Sports Councils in July 2022 (the BDO Audits)
- approving the FCA Consumer Duty Implementation Plan and the appointment of John Willmott as BMC Consumer Duty Champion.
- approving delegation of authority to the Competition Climbing Performance Group (CCPG) such that they can approve the selection policies for Speed, Lead and Boulder for both the Junior and Senior Teams
- approving the direction of travel for the BMC Climate and Sustainability Action Plan
- approving the Diversity & Inclusivity Action Plan required under the Code
- establishing the International Strategy Group
- approving new terms of reference for the FAC
- approving a new complaints procedure
- approving a new Board Code of Conduct

Biographies

The biographies of all current serving directors are set out on the website – the link is [here](#). The table below sets out the role and names/terms of all directors as at 4 May 2023. All directors, except for Neal Hockley, are appointed for a three-year term. As Neal was co-opted, his term ends at the 2023 AGM. Neal is intending to stand for one of the Nominated Director vacancies at the 2023 AGM.

Role	Name, appointment date
Chair	Roger Murray 1 December 2021
President	Andy Syme 16 May 2021 – ex-officio role as President
Council Nominated Director	Fiona Sanders 31 March 2019
Council Nominated Director	Peter Salenieks 29 October 2020
Council Nominated Director	Carl Spencer 29 October 2020
Independent Director	Caroline Worboys 13 January 2021
Independent Director	Flavia Alzetta 06 January 2021
Independent Director	John Willmott 17 November 2022
Nominated Director	Martyn Hurn 16 May 2021
Nominated Director	Neal Hockley 01 October 2022
CEO	Paul Davies 01 December 2020 – ex-officio role as CEO

Since the 2022 AGM the following people have stood down from their roles:

Name and Role	Appointment Date	Resignation Date
Jonny Dry, Nominated Director	31 March 2019	19 May 2022
Diane Hopper, Independent Director	6 January 2021	6 June 2022
Jonathan White, Nominated Director	31 March 2019	19 May 2022

Conflicts of Interest

One of the first matters dealt with at Board meetings, is a declaration of a conflict of interest on matters to be discussed. Alternatively, conflicts are disclosed during the meeting as they arise. In addition, upon appointment any conflicts of interest are declared and kept on file for the duration of their term. The Company Secretary has introduced annual updates of these forms for all Board members. As noted above a register of conflicts of interest is also kept. The register contains a section on any safeguards to be taken, and we have also added any conflicts that require a safeguard to our risk register.

As set out in section 1 above one of the amendments to our Articles in 2022 was to articles 7.3 and 7.4. The amendments made it clear that a Director who has a conflict of interest, is not allowed to partake in any discussions about, or vote on, the conflicted matter and they will not form part of the quorum when such a matter is discussed.

Induction and Ongoing Training

All directors have undertaken online safeguarding training provided by The Ann Craft Trust. In addition, a majority of the Board attended further safeguarding training provided by The Ann Craft Trust and the Child Protection Support Unit on 23 March 2023. This training was recorded and then made available to all directors.

As new Board members, Neal and John attended training provided by a third party on the roles and responsibilities of a director. This was part of their induction.

4. Board Committees

All committees of the BMC are Board committees, their authority is derived from the Board and they act on behalf of, not instead of, the Board.

As there are 17 Board committees, the BMC classifies them into 'Standard' and 'Specialist' committees. This results in the following classifications:

Standard Committees	Specialist Committees
Finance & Audit Committee	Access Management Group
Nominations Committee	Clubs' Committee
Remuneration Committee	Equity, Diversity & Inclusion Committee
Competition Climbing Performance Group	Hill Walking Group
Health & Safety Group	Huts Group
Safeguarding Group	International Committee
International Strategy Group	Land Management Group
Wales Committee/ Pwyllgor Cymru	Technical Committee
	Training, Youth & Walls Committee

This statement provides further details in relation to the work of the Standard Committees only.

Nominations Committee (NomCom)

NomCom consists of six members: the Chair, the President, the three Independent Directors and a representative of Council. The composition of NomCom will be reviewed following a recommendation in the BDO Audit.

NomCom has been involved in a couple of recruitment processes:

- Independent Director– it ran the successful recruitment process in conjunction with Nurole in autumn of 2022. NomCom finalised the role description which led to seven applications. They interviewed six candidates by phone before three of them were shortlisted for face to face interviews. The process culminated with NomCom recommending to the Board that John Willmott be appointed Independent Director. The Board approved this recommendation and he was appointed on 17 November 2022.

- Nominated Directors – NomCom met to discuss the skills matrix and identify the skills required on the Board. They prepared the role descriptions, reviewed the applications received for the vacancies and interviewed applicants prior to their names going on the ballot paper for the 2023 AGM.

Finance & Audit Committee (FAC)

The FAC consists of nine members: the chair of the FAC, the CEO, the CFO, a Board member, two Council representatives and three independent representatives (i.e. they are not on the Board, Council or a staff member). Secretariat support is provided by the BMC's Financial Controller.

The FAC has had a busy year meeting five times since the 2022 AGM. The work undertaken includes:

- being instrumental in reviewing, on behalf of the Board, quarterly accounts, projections and forecasts and providing guidance to the Board following such reviews
- reviewing the statutory accounts prepared by the BMC and audited by Hurst Accountants Limited (Hurst) prior to the accounts being presented to the Board for approval
- being a key stakeholder in the BMC budget and reviewing and approving the budget for 2023
- supporting the re-appointment of Hurst as auditors
- welcoming the new CFO to the BMC
- aligning volunteer and staff mileage rates
- reviewing banking arrangements
- approving the financial statements of 2022
- recommending the action plan regarding the implementation of new finance systems.

Competition Climbing Performance Group (CCPG)

At present the CCPG consists of seven members: the chair of the CCPG, the BMC's Head of Performance, a Board member, a representative of Mountaineering Scotland, a representative of the Association of British Climbing Walls (ABC), and an independent member. UK Sport and the CEO have observer status. The CCPG has met four times and has been involved in the following:

- recruiting and appointing a new chair in August 2023
- overseeing the finances and strategy of GB Climbing
- providing guidance and input and approving the 2023 Selection Policies and advising on the process
- overseeing pathway changes
- engaging with athletes

Remuneration Committee (RemCom)

RemCom consists of the Chair, the Senior Independent Director and a member of FAC, with secretariat support provided by the BMC's HR & Office Manager. It has met twice in order to discuss and recommend:

- a non-consolidated payment for the Senior Leadership Team (SLT) in September 2022
- SLT annual pay increase

Health & Safety Group (HSG)

The HSG consists of 11 members: the chair of the HSG, the BMC Office Manager, the BMC Competitions Programme Manager, the BMC H&S (Events) Manager, a BMC Access & Conservation Officer, a representative from MTUKI, up to a maximum of 4 independent volunteer H&S advisors and a BMC Board member.

HSG meets twice a year and has been involved in the following:

- ensuring risk assessments are ongoing and up-to-date across the organisation
- comprehensively reviewing the BMC's Event Approval System and making recommendations for improvements to the system and process
- supporting the roll out of mandatory Health & Safety training for staff
- developing a Lone Working Policy to reflect hybrid working across the organisation

The PC consists of: nine ex-officio members – the chairs and secretaries of the North and South Wales Areas (or their nominated stand-ins); two Council representatives – one from each Welsh area; and a Mountain Training Cymru representative. The PC can also co-opt up to three members and will include a Board member and a member for responsibility for clubs. BMC Officers based in Wales are invited to attend meetings and other non-voting attendees may be invited for specific meetings or agenda items. The Policy & Campaigns Officer (Wales) provides secretariat support. The PC has met once since the 2022 AGM, conducting business outside of meetings via correspondence, and has considered the following:

- the Outdoor Education Private Members Bill
- the BMC's Welsh Language Policy and use of Welsh on the website and in communications
- BMC staffing in Wales
- relationship with the Board, the chair of the PC was co-opted on to the Board in October 2022
- support for youth competition climbing and development, including from Sport Wales

Safeguarding Group

The Safeguarding Group consists of 13 members: the chair of the group, the BMC's Safeguarding Manager and Officer, a representative from the ABC, a representative from NICAS, a representative from MTE, a representative from MTUKI, a representative from Mountaineering Scotland, a representative from Mountaineering Ireland, a young person's representative from the development squad and their parent, an independent member being the lead safeguarding office for another NGB, and two volunteers. The group is a BMC Board sub-committee, but its role is to take a sector overview of and a lead on safeguarding, hence the make-up of its membership. It has met five times since the 2022 AGM, conducting business outside of meetings via correspondence, it has been involved in the following:

- advising and providing input on Codes of Conduct
- preparing and advising on a memorandum of agreement for safeguarding and safeguarding cases management process with each of the Funded Partners, including the use of Sport Resolutions
- providing safeguarding support and implementation guidance for the Funded Partners
- piloting a change in the rules for 17-year olds to be allowed to attend competitions without their parents from May 2023
- reviewing and advising on updated safeguarding policies for children and adults

There is also a Case Management Referral Group, which is a sub-group that meets twice a year and as and when necessary.

International Strategy Group (ISG)

The ISG consists of 21 members: the President, the Head of GB Climbing, the Chair of the CCPG, the Chair of the International Committee and BMC staff or volunteers who have formal roles within the International Federation of Sport Climbing (IFSC) the International Climbing and Mountaineering Federation (UIAA) and the International Ski Mountaineering Federation (ISMF). The ISG has met once since it was formed in November 2022. It meets three times a year, conducting business outside of meetings via correspondence. The initial meeting confirmed their terms of reference and membership.

5. Meetings Held

The following table sets out details of meetings held by the Board, Council and the Standard Committees since the 2022 AGM until 11 May 2023. The Board meetings noted have been held since 20 April 2022.

Council have what are called pre-meeting meetings and post-meeting meetings held either side of the full meetings. These pre-meetings are held to identify any large issues which require further discussion at a full meeting, and to deal with smaller matters so that there is more time at a full meeting. The post-meetings deal with anything that requires attention arising out of a full meeting, or anything that was not dealt with at a full meeting. The full meetings held are underlined in the table below.

Body (and a link to minutes if available)	No of meetings held	Dates of meetings
Board Published here	8	2022: 27 April, 18 June, 27 July, 26 October, 26 November 2023: 9 February, 22 March, 11 May
Council Published here	12	2022: 3 May, <u>14 May</u> , 7 June, 28 June, <u>16 July</u> , 2 August, 25 October, 12 November, 6 December 2023: 21 February, <u>11 March</u> , 28 March
Finance & Audit Committee	5	2022: 16 May, 18 July, 14 October 2023: 16 January, 24 April
Nominations Committee	2	2022: 30 June 2023: 20 February
Climbing Competition Performance Group	4	2022: 29 September, 8 December 2023: 16 March, 18 May
Pwyllgor Cymru - Wales Committee	1	2022: - 2023: 1 May
Remuneration Committee	2	2022: 14 September 2023: 31 March
Health & Safety Group	2	2022: 21 September 2023: 21 March
Safeguarding Group	5	2022: 3 May, 12 July, 29 November 2023: 6 February, 10 May
International Strategy Group	1	2023: 2 February

Details of attendance are only required for Board meetings, this is as set out below:

6. Board and Major Sub-Committee Evaluations

As noted in section 10 below there was no Board evaluation in 2022. There will be one carried out in 2023, and a rolling programme of individual director appraisals will be implemented in 2023.

All of our committees review their terms of reference on a regular basis and our Specialist Committees present jointly to the Board and Council annually.

Board meeting attendance 1 May 2022 to 11 May 2023														
1	2	Date	R Murray	P Davies	A Syme	F Sanders	C Spencer	P Salenieks	M Hurn	N Hockley	NomDir	F Alzetta	C Worboys	J Willmott
3	18-Jun													
4	27-Jul													
5	26-Oct													
6	26-Nov													
7	09-Feb													
8	22-Mar													
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7. Equality and Diversity

The BMC is committed to equality and diversity, equal opportunity and fair treatment to all involved and employed in climbing, hill walking and mountaineering. This commitment is reflected in the Equity Statement, which is on the BMC's website [here](#). We have actively been addressing equality, diversity and inclusion with the support of the Equity, Diversity & Inclusion Committee (EDIC). Later in the year we intend to retain the Intermediate Level for Equity Standard in Sport, awarded through Sport England, with ambitions to achieve Advance Level in 2026.

In December 2022 the BMC appointed a Diversity & Inclusivity Manager to lead on delivering the Equity, Diversity & Inclusion Strategy (the EDI Strategy). In March 2023 the Board approved the Diversity & Inclusivity Action Plan (DIAP), a document which is required under the Code. The EDI Strategy is on the website [here](#)

Requirements of the Code include understanding our staff, volunteers, athletes, and coaches. A new data gathering system built directly into our membership platform will be used to ensure accurate reporting on all those involved in climbing, hill walking and mountaineering.

8. Risk and Internal Controls

The BMC has a risk register (the Register). The Register details the risk, potential impact, likelihood of such risk, any movement of the risk in between reviews, steps taken to mitigate the risk, likelihood of the risk occurring after the steps to mitigate it have been taken and any actions required. It is reviewed quarterly by the member of staff who leads the risk and is updated as necessary. The Senior Management Team review the updates and discuss the Register, in particular what steps should be taken to mitigate risks, prior to the CEO reporting back to the Board. The Board review the key areas within the Register highlighted therein.

As set out in section 10 below, further to the BDO Audit, we will be upgrading the Register once we have drafted and implemented a Risk Management Policy and a Risk Appetite Statement, both of which will need to be approved by the Board.

9. Affiliations

The BMC is the umbrella organisation in respect of various other trusts and organisations. This is set out in the organogram and table attached as pages 11 and 12. None of the bodies in the organogram below impact on the operating policies of the BMC. Any related party transactions with the BMC's subsidiaries are set out in our annual accounts.

10. Good Practice in Governance

The primary governance code that the BMC recognises is the Code, which was revised in December 2021.

Action Taken

In order to assist with ensuring good governance and adherence with the Code, since the 2022 AGM, the BMC has:

- appointed John Willmott as an Independent Non-Executive Director
- been externally evaluated against the Code by BDO on behalf of the Sports Councils
- undertaken a review of the Code and pro-actively engaged with the Sports Councils to ensure the necessary steps are taken to implement compliance
- undertaken a review of the CCPG conducted by a group of volunteers as the CCPG Review Group
- the Board now formally receives reports from and reviews both Safeguarding and Health and Safety at least twice a year
- adopted a new Board Code of Conduct which is [here on our website](#)
- approved a new Complaints Policy
- continued with the review of all the terms of reference of the Committees
- improved its conflicts of interest register to ensure it sets out any safeguards required for when a conflict is declared

Action still to be taken

The BMC regularly monitors its adherence with the Code and in April 2023 we submitted a self-assessment to the Sports Councils in respect of the Code requirements which require further action in order for the BMC to be fully compliant.

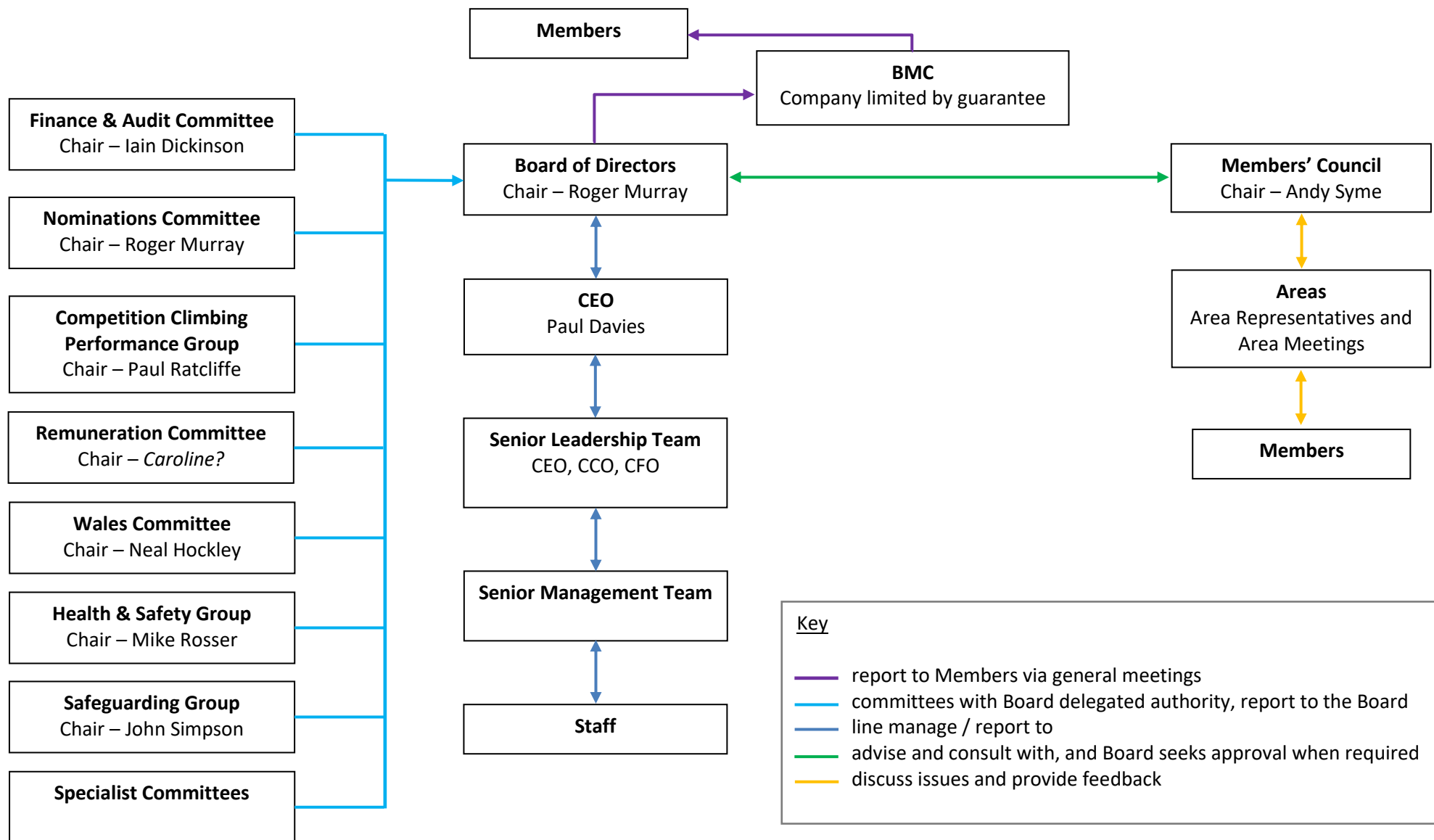
No.	Requirement	Action planned
1.1c	The Board of the organisation shall maintain and demonstrate a clear division between the Board's management and oversight role and the executive's operational role.	<p>A number of documents are being reviewed and redrafted. These will support and reinforce the clear division required between the Board's management and oversight role and the executive's operational role.</p> <p>These documents include:</p> <ul style="list-style-type: none"> • Statement of Division of Responsibilities – CEO/Chair/President • Matters Reserved for the Board • Board Terms of Reference • Scheme of Delegation
1.3	each organisation must maintain an up to date matrix detailing the skills, experience, diversity.	We do have a skills matrix which sets out the skills and experience of our directors. During 2023 we will update the skills matrix and improve the way in which we capture EDI and other data.
1.15b	ensure the Nominations Committee shall be majority Independent Non-Executive Directors and if dealing with the appointment of a successor to the Chair, be chaired by an Independent Non-Executive Director	A review of the composition of NomCom to ensure it is better functioning and complies with the Code will be undertaken in 2023.
1.15c	Ensure all committees shall report to Board and have clear terms of reference	All Board committees do have clear terms of reference, however we've started to review all of these to ensure consistency across all our committees.
2.4	Each organisation shall have a documented, formal, inclusive, rigorous and transparent procedure for the appointment of all type of directorships to the Board, and all appointments shall be made on merit in line with the skills and diversity required of the Board.	Our Articles set out how each type of director is appointed to the Board. To add clarity to the Articles, detailed appointment/election procedures will be included.
2.7	The Board shall have in place continuity plans for the organisation and succession plans for orderly appointments to the Board and to key posts within the organisation.	We are in the process of drafting and preparing a Succession Policy and Plan.
3.3	Each organisation shall develop and deliver a strategy for engaging with, and listening to, its stakeholders (including elite athletes where appropriate). The board shall annually review and monitor its delivery	A stakeholder strategy is being drafted and will be in place by the end of 2023.
4.2	<p>The board, led by the chair shall:</p> <p>a. undertake and maintain in writing a record of an annual evaluation of its own skills, performance, and effectiveness;</p> <p>b. undertake and maintain in writing a record of annual appraisal of each individual director, and CEO;</p> <p>c. undertake and maintain in writing a record of evaluations of its committees (committee evaluation need not be undertaken annually); and</p> <p>d. agree and implement a plan to take forward any actions resulting from the evaluation.</p>	<p>Annual evaluation/appraisals were not completed in 2022.</p> <p>A rolling programme of individual director appraisals will be implemented in 2023, so that appraisals are undertaken on the anniversary of their appointment.</p> <p>The internal Board evaluation will take place in 2023.</p>
4.7	The Board shall ensure its responsibilities towards the welfare and safety of its members and people (including but not limited to employees, participants and volunteers) are factored into the decisions it makes and shall appoint one of its directors to take a lead in this area.	A serving director will be appointed a Welfare and Safety Lead in 2023.

No.	Requirement	Action planned
5.4	<p>The Board shall:</p> <p>a. adopt appropriate and proportionate policies and procedures for their organisation including those which address regulatory obligations and those that ensure sufficient financial control;</p> <p>b. take all reasonable steps to ensure that these policies and procedures, where appropriate, are communicated to, and understood and followed by, its directors, staff and volunteers (where relevant); and</p> <p>c. ensure that these policies and procedures are reviewed and updated in accordance with the organisation's review schedule.</p>	<p>A number of new financial systems and financial policies and procedures are being implemented and drafted throughout 2023 e.g. an Expenses Policy and a new invoice system.</p>
5.7	<p>The organisation shall maintain risk management and internal control systems, which are regularly reviewed and monitored to ensure they are effective and provide reasonable assurance.</p>	<p>As noted above at section 8 we do have a risk register. The BDO Audit provided useful feedback on this and we will be preparing a risk management policy and risk appetite statement. In parallel we intend to improve our risk register which will include ensuring that against each risk there is consideration of how avoid the risk, managing the risk out, mitigation of the risk and intervention planning in the event that the risk materialises.</p>

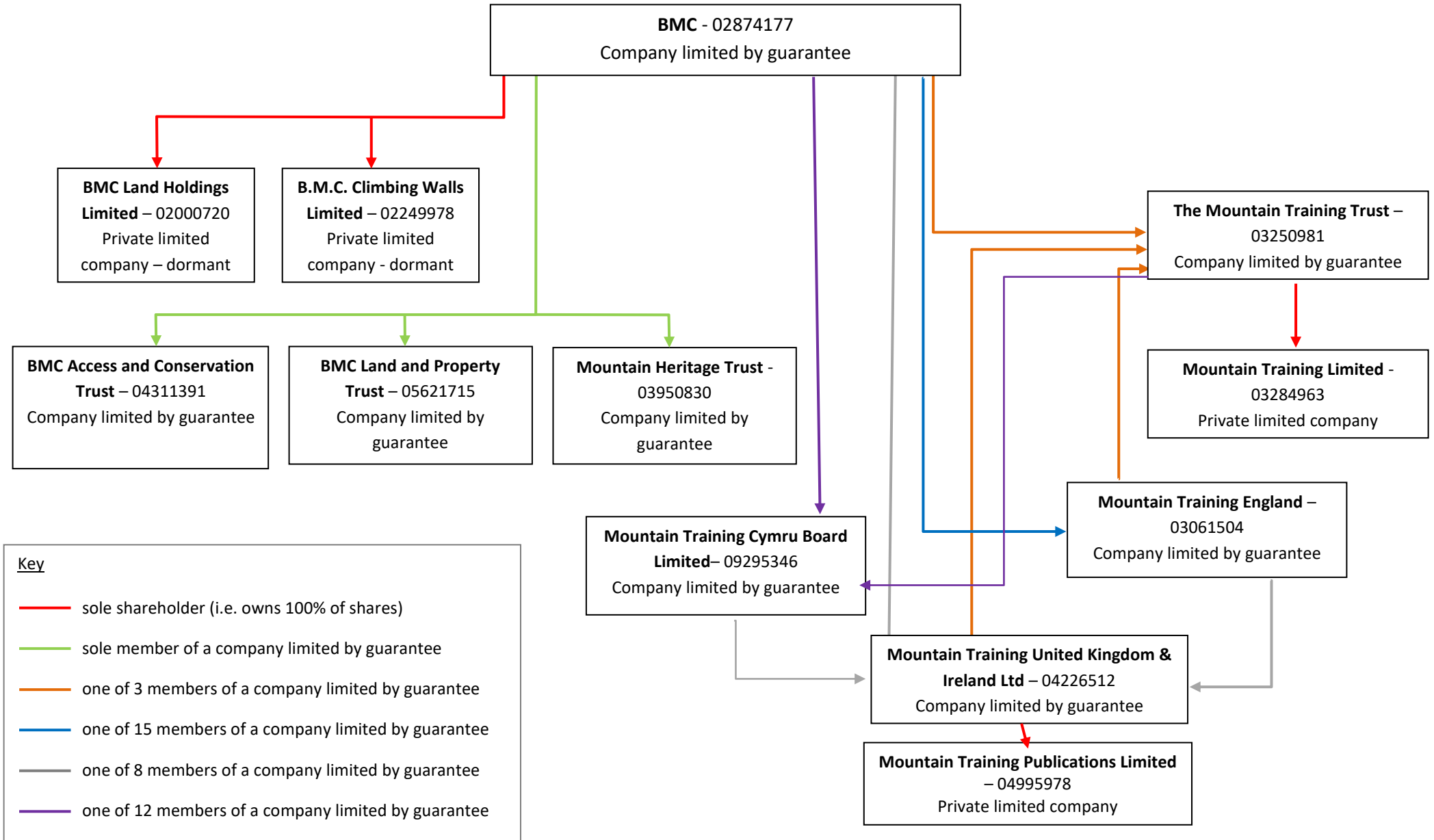


Roger Murray
Chair of the BMC

Appendix 1 – BMC Governance Structure



Appendix 2 – BMC Company Structure



Appendix 3

Company Name, Number and Type of Company	BMC's Interest	BMC is a corporate director	BMC has the right to appoint a director/trustee	BMC provides services in kind*	BMC is the registered office address
BMC Land Holdings Limited (02000720) Private company limited by shares – dormant	Parent company – owns 100% of the shares	No	No	Yes	Yes
B.M.C. Climbing Walls Limited (02249978) Private company limited by shares – dormant	Parent company – owns 100% of the shares	No	No	Yes	Yes
BMC Access & Conservation Trust (4311391) Private company limited by guarantee Charity number 1089516	Parent company – sole member, so holds 100% of voting rights	Yes	Yes	Yes	Yes
BMC Land and Property Trust (05621715) Private company limited by guarantee Charity number 1112577	Parent company – sole member, so holds 100% of voting rights	Yes	Yes	Yes	Yes
Mountain Heritage Trust (3950830) Private company limited by guarantee Charity number 1083219	Parent company – sole member, so holds 100% of voting rights	Yes	Yes	Yes	No
The Mountain Training Trust (03250981) Private company limited by guarantee Charity number 1064023	One of 3 members – so holds 33.33% of voting rights (MTE and MTUKI other members)	No	Yes	No	No
Mountain Training England (03061504) (MTE) Private company limited by guarantee Charity number 1047124	One of 15 members – so holds 6.66% of voting rights	No	Yes	Yes	Yes
Mountain Training United Kingdom & Ireland Limited (04226512) (MTUKI) Private company limited by guarantee Charity number 1090203	One of 8 members – only has 1 vote out of a total of 12 so 8.3% of voting rights** **The articles of this company refer to BMC Cymru being a member as well as the BMC, but this is not an entity that exists	No	No	No	No
Mountain Training Cymru Board Limited (09295346) Private company limited by guarantee	One of 12 members so holds 8.33% of voting rights** **The articles of this company refer to British Mountaineering Council Cymru being the member, but this is not an entity that exists and to the BMC being an Observer on the Council of Members	No	No The BMC as a Voting Member does have a representative that sits on the Council of Members	No	No

* services in kind includes the provision of insurance, company secretarial and other administrative support by the BMC

- dormant private company limited by shares, sole shareholder is the BMC
- private company limited by guarantee that is also a registered charity, sole member is the BMC