

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 17 June 2023 (the 2023 AGM).

## 1. Governance Framework

The framework for the BMC’s governance, as a diagram, is set out in Appendix 1.

A copy of our current articles can be found [here](#), there are several proposed changes to be voted on by special resolution at this year’s AGM. These are set out in the below table with new proposed wording in bold and italicised.

	Proposed Change	‘Sponsor’	Notes
1	Change 1.1 Account Date to read. <b><i>Account Date 5 April</i></b>	Paul Ratcliffe (CEO)	N/A
2	Change 2.2 to read. <b><i>The offices of the company will be situated in England and/or Wales</i></b>  <i>Welsh/Cymraeg:</i>  <b><i>Lleolir Swyddfa'r Cwmni yng Nghymru neu yn Lloegr.</i></b>	Paul Ratcliffe (CEO)	This would allow the BMC to have a registered base in Wales if required and if so provide us with a better opportunity for accessing Welsh Sports Council Support for Wales.  Y BMC yw'r corff cynrychioliadol ar gyfer Cymru a Lloegr, ond dim ond yn Lloegr y mae ein herthyglau yn caniatáu i'r cwmni gael ei leoli. Gallai hyn gael ei ystyried yn gyfyngol yn hytrach nag yn gynhwysol ar gyfer y bobl rydym yn eu cynrychioli. Byddai'r geiriad newydd hwn ar gyfer 2.2 yn caniatáu i'r BMC gael canolfan gofrestrdig swyddogol yng

			<p>Nghymru sy'n cael ei chydabod yn gyfreithiol pe dymunwn. Byddai hefyd yn rhoi gwell cyfle i'r Cyngor Mynydda wneud cais am gyllid Chwaraeon Cymru i gefnogi cyfleoedd datblygu ar gyfer ein haelodau, clybiau a gweithgareddau cysylltiedig yng Nghymru.</p>
3	<p>Add object to <b><i>"Encourage, promote and develop young people to become competent, safe, responsible and respectful Mountaineers, and enable active involvement in all BMC activities, interests and affairs"</i></b>.</p>	Members Council	N/A
4	<p>Add and amend 11.4 and 11.8 as per highlighted text below</p> <p><b>11.4</b> The Board may at any time call a General Meeting <b><i>and propose resolutions to General Meetings called under this Article, Article 11.6 or 11.7.</i></b> Where resolutions involving Reserved Matters are to be proposed at such a General Meeting, it shall seek the agreement of, or consult with, the Council as appropriate.</p> <p><b>11.8</b> Notwithstanding the above, where a General Meeting (whether the AGM or a General Meeting under Article 11.4, <b><i>11.6 and 11.7</i></b>) has been convened by the Board or is already scheduled to take place in the normal course of the Company's business, Voting Members may propose a resolution to be put to such meeting provided that one of the two criteria below has been satisfied. Either:</p> <p><b>11.8.1.</b> half of one percent (0.5%) of Voting Members have submitted in writing to the Board the text of the proposed resolution within the</p>	Andy Syme (President)	N/A

timelines detailed in Article 12.6. Voting Members may indicate their support of such resolution by **submission of a physically signed form** (or a copy thereof) and lodging at the Office or they may indicate their support of the resolution by Electronic Form. **In either case the form used and member validation information required must be provided, or approved, by the BMC Office in consultation with the Members' Council.** A resolution raised under this Article must be presented to the next General Meeting or AGM as the case may be; or 11.8.2. where at least twenty five (25) Voting Members (but less than half of one percent (0.5%) of Voting Members) support a proposed resolution, they may submit the text of such proposed resolution in writing to the Council. The Council will review the resolution and may refer the resolution to Members through Area Meetings for discussion and feedback, and will either:

(a) accept the proposed resolution and, thereafter the proposed resolution shall be proposed to the Voting Members at the next General Meeting or AGM, within the timeline detailed in Article 12.6 . The proposed resolution may, with agreement of the proposers and the Council, either be raised under the original proposers' names or by the Council; or

(b) reject the proposed resolution and in doing so, provide a written response to the proposers detailing the reasons for the rejection. The decision of the Council is final in this regard and the proposed resolution, or materially similar resolutions, may not be raised again under Article 11.8.2 until at least 12 months have elapsed since the date of the submission of the first resolution to the Council under this Article 11.8.2.

**11.8.3 Where a proposal is submitted to Council under Article 11.8.2, but in advance of the timelines in Article 12.6, any decision by council to reject the proposal would be conditional on the resolution not subsequently being approved by members**

	<p><i>under any ongoing process defined in Article 11.8.1.</i></p> <p><i>New Article 11.7 or 11.9 and renumber subsequent articles and references</i></p> <p><b><i>Notwithstanding the above, where a General Meeting (whether the AGM or a General Meeting under Article 11.4, 11.6 or 11.7) has been convened by the Board or is already scheduled to take place in the normal course of the Company's business, Members' Council may raise a resolution, providing that at least 50% of the total number of Councillors eligible to vote and in post have voted to support that resolution.</i></b></p>		
5	<p>Change 16.1.1 to read</p> <p><b><i>is aged 16 years or over at the date of the meeting; and</i></b></p>	Task & Finish Group	N/A

## 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 and Actions Performed

The Board has taken numerous decisions and been involved in key actions since the 2023 AGM. Important points to highlight from a governance standpoint are:

- Board recruitment – Two council nominated directors have joined the BMC since the 2023 AGM (Andy Say and Trevor Smith);
- Much of the work of the Board has focussed on people leadership including approving, directing and managing several redundancy processes as well as leading several complaints processes.
- During the gap between the previous CEO (*Paul Davies*) leaving and the new CEO (*Paul Ratcliffe*) the Directors formally matched up with members of the Senior Leadership Team and provided direct support and guidance. In many respects the Board formally took on many of the Executive roles. As the new CEO has bedded into the position and substantial improvements have been made within the staff leadership the Directors are, as intended,

withdrawing from their Executive positions. The Executive and Senior Leadership have requested that the formal pairing and support of Directors with the Senior Staff be continued.

- There has been a focus on Safeguarding with the Safeguarding Manager appearing in front of the Board twice and approval of both Child and Adult Safeguarding Policies
- The Board agreed that the many components of Safety across the BMC had to be brought together. The start of that process was a meeting in April 2024
- There have been substantive problems with Insurance during the past year and the Board has been heavily involved with the guidance and decision making associated with the issues of Travel Insurance, 3<sup>rd</sup> Party Liability and Personal Accident Insurance.
  - Travel Insurance stopped overnight in July 2023 because of withdrawal of an Underwriter. Board agreed that the BMC become the appointed representative of PJ Hayman
  - 3<sup>rd</sup> Party Liability – 2 members of the BMC involved in an accident which led to a major claim against this insurance with huge implications for the premium that the BMC pays in both 2024 and 2025+
  - Decided not to stop Personal Accident Insurance prematurely even though it is a poor offer when compared to others. Personal Accident Insurance is likely to be a part of future Membership Offers
- Much of the work of the Board has focussed on Competition Climbing. This has included but not limited to:
  - Leading the negotiations with UK Sport around the Management and Operation of the Grants.
  - Approval and Support to the “Listening Sessions”
  - Providing guidance and direction to the restructure of GB Climbing
  - Putting in place and approving the findings of a Board led review of the Unit E contracts. *(The Unit E contract was terminated)*
  - Approving the Submission and preliminary programme and budget for the Los Angeles Cycle Elite Programme
- Much of the work of the Board has focussed on financial management, albeit with late and what we know to be erroneous data. This has led to the Board approving the *“Course Corrections and associated redundancies in 2024”*, the appointment of an Interim Financial Director in March 2024, Further cost reductions and redundancies in 2Q 2024.
- The Board have received guidance and training around Risk Management in order to raise the understanding of all Directors to a minimum level. At each QPR the operational Risk Register is presented to the Board. In 3Q 2024 a Board Committee will be put in place which will oversee Strategic Risk and it will be led by a Board Director.
- Through the year, work has continued with the support of the Board on improving the relationship of the Board with Senior Leadership, Staff and Members’ Council. After the resignation of the previous CEO, the relationship between the Board and Senior Leadership has improved dramatically and as a result of the close working relationship and support that the Directors provided to the Senior Leadership. The relationship with Members’ Council remains strained.
- The Board has considered the use of Social Media by Members, Directors and staff with at least at the start of the first of several discussions some widely different views. As at this AGM the alignment between the Board and the Senior Leadership on use of Social Media is appearing.

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- With the change in CEO, the Board decided that developing the next >5 year strategy period will start in 3Q 2024. It is anticipated that the new Strategy will be approved by the Board towards the end of 2025 and after the 2025 AGM. Embedded within this strategy will be the Major Event Strategy.
- Throughout the year the Board have been informed and supported the engagement with current and future commercial sponsors

## 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 3 May 2023. All directors are appointed for a three-year term.

<b>Role</b>	<b>Name, appointment date</b>
Chair	Roger Murray 01 December 2021
President	Andy Syme 16 May 2021 – ex-officio role as President
Council Nominated Director	Trevor Smith 07 October 2023
Council Nominated Director	Peter Salenieks 29 October 2020
Council Nominated Director	Andy Say 24 October 2023
Independent Director	Vacant pending election at 2024 AGM
Independent Director	Flavia Alzetta 06 January 2021
Independent Director	John Willmott 17 November 2022
Nominated Director	Martyn Hurn 15 May 2021
Nominated Director	Neal Hockley 01 October 2022
Nominated Director	Laura Needham 18 June 2023
CEO	Paul Ratcliffe 08 February 2024

Since the 2023 AGM the following people have stood down from their roles:

<b>Name and Role</b>	<b>Appointment Date</b>	<b>Resignation Date</b>
Paul Davies, CEO	01 December 2020	01 November 2023
Fiona Sanders, Council Nominated Director	31 March 2019	22 October 2023
Carl Spencer, Council Nominated Director	29 October 2020	27 July 2023
Caroline Warboys, Independent Director	13 January 2021	13 January 2024

## 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. Annual updates of conflicts of interest are collected and recorded by the Company Secretary for all board members. 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.

## 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.

Soon after the forthcoming AGM the Board will establish a 'Risk Management Committee' with a focus on Strategic Risk to the Organisation. It is likely that the 'Risk Management Committee' will incorporate the audit function. This will enable the existing Finance and Audit Committee to focus on operational and capital expenditure, grants and other revenue generation.

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

<b>Standard Committees</b>	<b>Specialist Committees</b>
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 Standard Committees.

### Nominations Committee (NomCom)

The Nominations Committee terms of reference were updated in 2023, after the AGM. The committee is constituted of five members: the chair of the board, three members who are considered independent with a minimum of two independent directors and a member of Members' Council. Members of NomCom are appointed by the board and may be removed at any time. NomCom is empowered to advise on the structure, size and effectiveness of the board and the resource required by directors to perform their function. The company secretary also attends NomCom meetings in order to act as secretary to the committee.

Nominations Committee has met 4 times since the 2023 AGM

### Competition Climbing Performance Group (CCPG)

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 and the Independent Directors, with secretariat support provided by the BMC's HR Manager. Rem Com has met twice since the 2023 AGM in order to agree the shape of the reward package for the new CEO and to agree the shape of the April 2024 staff reward package and specifically to review and approve the reward package for the Chief Commercial Officer.

## 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.

The Health & Safety Group have met twice - Sept 23 and March 24.

Key achievements were :

- Hosting well-attended meetings that included close partnership working with Mountain Training;
- Review of and improvements made to the BMC's event approval system, including standardise risk assessment templates;
- Development and delivery of the lone working policy;
- New online health and safety training delivered to all staff and now built into staff onboarding process;
- Managing hybrid working in relation to H&S cover (first aid, fire marshalling etc).

## Pwyllgor Cymru – Wales Committee (PC)

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 with 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.



## Safeguarding Group

The Safeguarding Group consists of 13 members: the chair of the group, the BMC's Safeguarding Manager and Officer who share responsibility as secretary, 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 officer for another NGB, and two volunteers.

The group recruited a new Chair in February 2024: Tim Miller who manages a climbing wall, is a fundamentals tutor, technical advisor for indoor climbing and is also a foster carer.

The group is a BMC Board sub/standard 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 2023 AGM, conducting business outside of meetings via correspondence, it has been involved in the following:

- Preparing and updating a new safeguarding statement, policies and reporting safeguarding concerns documentation;
- 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, guidance for the Funded Partners to ensure a consistent approach to Safeguarding;
- Supporting GB Climbing in Safeguarding delivering a safeguarding presentation at the induction in November 2023 and input and presence at the GB National Trials in February 2024;
- Provide safeguarding support and guidance regarding safeguarding to all affiliated clubs;
- Developed a tutor led sector specific safeguarding course.

There is also a Case Management Group, which is a sub-group that meets as and when necessary, providing guidance and making decisions on outcomes on all level 1 and 2 safeguarding cases.

## International Strategy Group (ISG)

The ISG consists of 18 members: Chaired by Zoe Spriggins, 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 six times since 17 June 2023. It meets at least four times a year and conducts business outside of meetings via correspondence.

The ISG has 2 critical roles:

- Ensure that British Mountaineering has a consistent and powerful position when representing Mountaineers within International Settings and Organisations
- Identifying positions that are becoming vacant within International Mountaineering Organisations and assisting with the placement of British Mountaineers into these positions

## 5. Meetings Held

The following table sets out details of meetings held by the Board, Council and the Standard Committees since the 2023 AGM until 11 May 2024. The Board meetings noted have been held since July 2023.

Council has 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 <a href="#">Published here</a>	11	2023: 2 August, 17 August, 23 September, 12 October, 23 October, 1 November, 6 December, 14 December 2024: 8 February, 4 March, 27 March
Council <a href="#">Published here</a>	8	2023: 4 July, 7 October, 24 October, 14 November, 2 December, 19 December 2024: 19 March, 6 April

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

Date	R Murray	F Alzetta	N Hockley	M Hurn	L Needham	P Ratcliffe	P Salenieks	A Say	T Smith	A Syme	J Wilmott
02/08/2023	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
23/09/2023	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
12/10/2023	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
01/11/2023	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
06/12/2023	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
14/12/2023	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
08/02/2024	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
04/03/2024	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
27/03/2024	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
Did not attend	Did not attend	Did not attend	Did not attend	Did not attend	Did not attend	Did not attend	Did not attend	Did not attend	Did not attend	Did not attend	Did not attend
Not a director at time of meeting	Not a director at time of meeting	Not a director at time of meeting	Not a director at time of meeting	Not a director at time of meeting	Not a director at time of meeting	Not a director at time of meeting	Not a director at time of meeting	Not a director at time of meeting	Not a director at time of meeting	Not a director at time of meeting	Not a director at time of meeting

## 6. Board and Major Sub-Committee Evaluations

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.

## 7. Equality and Diversity

The BMC is committed to improving Equity, Diversity, and Inclusion (EDI) for all, across the activities we represent. We have been proactively addressing inequalities through effective delivery of the BMC Diversity and Inclusion Action Plan, a Code of Sports Governance required document, and have already achieved several outcomes contained therein.

May 2023 saw the BMC support the delivery of ClimbOut2023, the largest LGBTQ+ climbing festival in the UK, bringing together nearly 200 hundred climbers to experience the outdoors and develop new skills for their future climbing journeys. During Q3 and Q4 2023 our Diversity and Inclusion Manager created bespoke learning called "Creating Inclusive Environments" with a target audience of BMC volunteers, Mountain Training providers/directors, and members. This face-to-face course will eventually become e-Learning, hosted on the BMC website, underpinning the values and behaviours we hope to cultivate throughout the BMC for years to come. The start of 2024 saw the roll out of Membership Services Online (MSO) which, for the first time, includes the opportunity to capture BMC members EDI data. This data is already being cleansed and processed in order to better steer and support the future EDI work of the BMC.

The BMC will unfortunately see our current Diversity and Inclusion (D&I) Manager leave for a new role with the UK Sports Institute at the end of April 2024. We plan to recruit our future D&I Manager in Quarter 2 2024.

## 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.

Soon after the forthcoming AGM the Board will establish a 'Risk Management Committee' with a focus on Strategic Risk to the Organisation. It is likely that the 'Risk Management Committee' will incorporate the audit function. This will enable the existing Finance and Audit Committee to focus on operational and capital expenditure, grants and other revenue generation.

## 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 to this statement. None of the bodies in the organogram below impact on the operating policies of the BMC. Any transactions with the BMC's subsidiaries are set out in our annual accounts.

## 10. Governance plans for 2024-5 and Actions to be Taken

2023-4 has marked significant changes in the governance of the BMC, both in terms of personnel and objectives. Lucy Valerio departed as Governance & Compliance Officer in October 2023 and Thomas Nixon started employment as Governance & Compliance Manager in January 2023. He was appointed company secretary at the 8<sup>th</sup> February 2024 board meeting.

### Sport England Assessment

Sport England assessed the governance practices of the BMC resulting in an assessment and governance action plan to which the BMC responded. In February 2024, Sport England provided the BMC with a Preliminary Assessment Letter and the BMC's Governance & Compliance Manager and Officer Manager met with governance representatives at Sport England to discuss next steps. The BMC will seek to work closely with Sport England after AGM 2024 to improve governance in the areas for which gaps have been identified. Examples of areas that will be targeted for governance improvement are:

- Continuity and succession planning;
- Disclosing information publicly;
- People planning;
- Cascading good governance;
- Welfare and safety;
- ESG;
- Financial controls;
- Policies

### Welfare and Safety

Complementary to the governance improvements planned as part of the Sport England assessment, above, the Board, SMT and BMC staff plan to review the BMC's current Articles of Association from a welfare and safety perspective. The intention of this work is both to improve Compliance with the standards set out by Sport England and to assist the BMC to improve the welfare and safety standards achieved for all members and staff.

### Regulatory Risk Reduction

As an insurance intermediary whose main activity is not insurance, the BMC is categorised by the Financial Conduct Authority (FCA) as a 'limited scope firm'. As such, the BMC is required to submit a single individual for inclusion on the FCA register as being responsible for its FCA-regulated activity. This person is currently Paul Ratcliffe (CEO).

In order to reduce the risks associated with direct exposure to regulation from an industry that is a smaller part of the BMC's overall operation, it is intended that in 2024-25 the BMC will become an

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appointed representative of its insurance supplier. The advantages of this for the BMC and its members are:

- Seamless continuity and access to BMC insurance;
- Reduced key-person risk in the event of the absence or departure of the individuals within the BMC who work on FCA regulated matters;
- A reduced compliance workload on the BMC whilst still maintaining regulatory compliance and the ability to provide specialist insurance to BMC members.

A handwritten signature in black ink, appearing to read 'RMurray'.

Roger Murray  
Chair of the BMC