

BRITISH MOUNTAINEERING COUNCIL

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BMC NATIONAL COUNCIL

DRAFT Minutes of the 58th National Council meeting held on Saturday 10 March 2018,
BMC office, Manchester.

In attendance

Voting members:

Acting President	Nick Kurth	(NK)	Chair
Vice President	Lynn Robinson	(LR)	
CEO	Dave Turnbull	(DT)	
Cymru North Wales	Anthony Eccles	(AE)	
London & South East	Lisa Payne	(LP)	
London & South East	Rik Payne	(RP)	
Midlands	Claudia Sarner	(CSa)	
Midlands	Phil Simister	(PS)	
North East	Mark Anstiss	(MA)	
North West	Andy Say	(ASa)	
North West	Carl Spencer	(CSp)	
Peak	David Brown	(DB)	
Peak	Alison Cairns	(AC)	
South West	Helen Wilson	(HW)	
South West	Philip Wilson	(PW)	
Yorkshire	Andy Syme	(ASy)	

Observers:

Independent Director	Amanda Parshall	(AP)
Access Management Group	Dave Musgrove	(DM)
Land Management Group	Martin Wragg	(MW)
Mountain Training	Guy Jarvis	(GJ)
Plas y Brenin	Jackie Bryson	(JB)

Staff:

Secretary	Tony Ryan	(TR)
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Note: * = supporting paper circulated.

1. Welcome & apologies for absence

Actions

1.1 Welcome

- 1.1.1 Nick Kurth (NK) welcomed everyone to the meeting, in particular Philip Wilson who was standing in for both Gareth Palmer (South West area representative) and Fiona Sanders (Clubs Committee observer). The Chair noted that the meeting was quorate (minimum of 10 voting members required and 15 present at start of meeting – another voting member arrived later on).

NK reminded the meeting that the BMC continues to do good work during the organisational review – the public launch of the Mend Our Mountains: Make One Million campaign was held last night as part of the Sheffield Adventure Film Festival. Lynn Robinson (LR) had attended the launch, and added that festival had also hosted the BMC TV Women in Adventure film competition. LR had also attended the recent BMC Open Youth Competition at the Depot, Nottingham.

1.2 Apologies

1.2.1 Apologies received from: Cressida Allwood; Matthew Bradbury; Nick Colton; Rich Emerson; Roger Fanner; Emma Flaherty; Mick Green; Will Kilner; Dan Lane; Simon McCalla; Andy Newton; Gareth Palmer; Ian Parnell; Jon Punshon; Steve Quinton; Graham Richmond; Fiona Sanders; Peter Sterling.

1.3 Conflicts of Interest in relation to agenda items

1.3.1 No conflicts declared.

2. Introduction by Acting President

2.1 The Chair advised that the focus of the meeting was to agree the ToRs for the Implementation Working Group (referred to as the Working Group from hereon). Moreover it was to give the Working Group sufficient direction (and some flexibility) to develop and carry out the plan.

It was proposed that the meeting should first consider the 10 recommendations highlighted by the ORG final report (shaded blue on pages 9-15) as being 'essential for primacy'.

It would then consider for approval the Terms of Reference of the Working Group, and its proposed actions and timeline.

Andy Syme (ASy) noted that the implementation plan envisaged a two-stage process; Stage 1 which would address the essential governance requirements to achieve compliance with the Code of Governance at a June AGM, and; Stage 2 being a review of the rest of the ORG recommendations.

3. Minutes of the previous meeting*

3.1 Accuracy of previous minutes

3.1.1 Carl Spencer (CS) noted that some statements he had made at the February meeting had not been recorded in the minutes. This prompted a discussion about the level of detail required in National Council minutes. Further consideration of this matter is required. Dave Turnbull (DT) suggested that to help avoid such issues arising in the future National Council should seriously consider appointing a minute taker from within its membership. MW highlighted that minutes are not a record of the individual discussions but a summary of the discussions that have taken place.

3.1.2 With reference to item 5.1.8, Andy Say (ASa) said he did not recall the first bullet point of Simon McCalla's proposal, that an implementation group be established to *"produce a set of recommendations to take to a June AGM, taking legal advice on what is possible, to enable us to meet Sport England's requirements for continued funding."*

NK said that the minutes did accurately record what Simon had proposed.

3.1.3 With reference to item 5.1.8, Alison Cairns (AC) referred to the statement by Will Kilner:

'WK said that members need to be made aware of the implications, including the potential effect on partner organisations, and the effects on the BMC's reputation of being outside of the Government's funding loop, of not approving changes to the organisational structure which would enable Sport England to continue funding.'

AC suggested this point should be explained to members via the BMC website as soon as possible. ASy noted that the Working Group would also be considering the communications requirements and that this would be taken forward.

With the above amendments, the minutes were signed by the Chair.

4. Organisational Review

4.1 Feedback on ORG amended recommendations report*

4.1.1 The meeting went on to address the recommendations 26, 27, 28, 29, 31, 32, 33, 34, 36 and 39.

4.1.2 **Recommendation 26:** *The Executive Committee should be restructured and renamed the Board of Directors.*

The ORG final report proposed a number of changes within the constraints on the structure and make-up of the Board that will meet governance standards.

These changes include:

- Increasing the size of the Board from 11 to 12 members;
- Reducing staff Directors from three to two;
- Adding the President as a full member of the Board;
- Adding an elected Members' Assembly Director to specifically represent clubs;
- Adding a nominated Director from Mountaineering Scotland (MS); and
- Replacing the Partners' Assembly Director with a nominated Director from the funded partners.

There was a lengthy discussion about the make-up of the Board. The meeting accepted the proposal to have four member-elected representatives and four Independent Directors (three Independent Directors plus Independent Chair) and the main discussion centred on the other positions.

LR felt that the starting point should be the Board's Terms of Reference i.e. appointments to be made in consideration of the work and function of the Board.

David Brown (DB) asked whether, in the case of a Board made up of only 11 members, we would have to reduce the number of member-elected roles to three, to meet requirement for a maximum of 33% elected 'council' Directors.

NK acknowledged a need for further consideration of the staff Directors and nominated Directors, in particular the Finance Director and MS Director, with a view to retaining a Board of 12 members but possibly changing the make-up. Questions were raised about the idea of having an MS Director given there is no representation for Wales on the Board. NK suggested the option to appoint an additional Independent Director in place of an MS Director.

DT queried the need for an MS Director given the strengthened proposal (in the ORG final report) to establish a joint subsidiary (to include MS representation) for competitive activities. NK referred to the Mountaineering Co-ordination Group and suggested this might be resurrected as a vehicle for engagement with the Mountaineering Councils and other partners. The recommendation for an MS Director had come as a surprise and may have been a response to the inclusion of climbing in the Olympics.

Phil Simister (PS) felt there was currently no member of staff who could fulfil the Finance Director role and suggested a volunteer could cover this. NK questioned the difference between the FD role and the Independent Director who chairs the Finance & Audit Committee. ASa suggested the Finance Director could chair the Finance & Audit Committee.

Secretary's note: Claudia Sarner (CSa) arrived at this point in the meeting (11.20am).

The need for a Board member from the funded partners was also questioned.

NK asked ASy and the Working Group to consider the make-up of the Board in view of its Terms of Reference and the above discussion. ASy agreed to do this and to report to the April National Council meeting.

ASy

At this point Rik Payne (RP) read out some comments from Fiona Sanders (FS), a member of the ORG, regarding the Implementation Group's draft plan. It was noted that three ORG members sit on National Council as observers, but that none had been able to attend this National Council meeting.

In respect of recommendations to be offered to members, it was felt that:

- Checks and balances form an essential part of the primacy package;
- Stage 2 needs clarity and a guarantee that it will happen, and;
- The recommendation regarding electronic voting should be stronger.

In respect of implementation, ORG members felt that:

- Dedicated staff resource must be made available to support communication and implementation;
- Communications to members needs to be increased and a plan put in place;
- Issues raised on Crag Jones' website should be acknowledged and an intention to engage with members (wider than area meetings) should form part of the ToR, and;
- Someone from the ORG should have been asked to join the Implementation Group.

4.1.3 **Recommendation 27:** *The BMC should appoint a Chair of the Board of Directors who is independent from the Members' Assembly.*

NK asked for comments on this recommendation; none were made and the recommendation was unanimously approved.

AGREED

4.1.4 **Recommendation 28:** *The BMC should ensure that its Board of Directors has clear primacy, to ensure compliance with the Companies Act 2006.*

NK felt that a proviso should be added, that this recommendation should be subject to further clarification / definition of Reserved Matters.

Mark Anstiss (MA) pointed out that Recommendation 33 had been revised and now included details of Reserved Matters, and proposed that these be developed during the implementation phase. Taking this into account, the recommendation was unanimously approved.

AGREED

4.1.5 **Recommendation 29:** *The Board of Directors should establish a Nominations Committee and a Finance & Audit Committee.*

NK advised that the ORG final report proposed two changes: the addition of a Members' Assembly Director to the Nominations Committee; and that the Finance & Audit Committee be chaired by the Independent Director appointed with a finance portfolio. These changes were agreed by the meeting.

AGREED

- 4.1.6 **Recommendation 31:** *In addition to publishing minutes (excluding any sensitive matters) after every meeting, the Board of Directors should produce a communiqué (summary of key themes and discussions), to be published on the BMC website.*

CSp suggested the minutes might be made available only to members who log in. RP supported the recommendation. Philip Wilson (PW) suggested that communiqués could be a useful addition to papers circulated for area meetings. This recommendation was unanimously approved.

AGREED

- 4.1.7 **Recommendation 32:** *The Board of Directors must work with the Patrons to create a strong basis for working relationship and clarify the mechanism for bringing new Patrons into the organisation.*

NK suggested this recommendation could be parked and re-visited during Stage 2, as it is not essential for primacy. The meeting unanimously agreed to the suggestion.

NOTED

- 4.1.8 **Recommendation 33:** *The National Council should be restructured and become the Members' Assembly, and its role redefined.*

The meeting discussed the relationship between the Members' Assembly and the Board of Directors and the importance of defining Reserved Matters. ASa felt this relationship should be clarified before any restructuring takes place.

MA felt Reserved Matters should be defined during the process of establishing primacy.

PS felt the Members' Assembly should be able to decide its own structure / membership.

Guy Jarvis (GJ) noted that MTUK had looked at several national bodies during its governance review, and referred to the British Equestrian Federation, which has a Board and a Council but no Reserved Matters. He felt Sport England might have strong views on what could be included in Reserved Matters.

ASy suggested the Working Group should define the role of the Members' Assembly in the revised M&AA, and produce a list of Reserved Matters; this was unanimously agreed.

ASy

- 4.1.9 **Recommendation 34:** *The BMC should retain the role of President, who chairs the Members' Assembly; however the role should be separate from the Chair of the Board of Directors.*

DB reminded the meeting of the high volume of work expected of the President (i.e. chairing the Board and National Council) and how this had been a factor in Rehan Siddiqui's decision to stand down as President.

The meeting unanimously agreed the recommendation.

AGREED

- 4.1.10 **Recommendation 36:** *The BMC should review Specialist Committees and Working Groups to clarify roles and ensure separation of policy-making and operational activities.*

NK felt a review of 11 committees could be a sizeable undertaking and asked whether there was scope to park this recommendation.

PS felt it was not an essential requirement to achieve primacy; RP felt legal advice should be sought; ASy asked what the Companies Act said in respect of this separation.

DT advised that this was not a Sport England requirement, but that it was a legal issue related to the Companies Act, so could be dealt with separately.

NK proposed addressing this recommendation in Stage 2, with a transitional arrangement if necessary to meet governance requirements; this proposal was agreed.

NOTED

4.1.11 **Recommendation 39:** *The BMC should introduce an effective process for members to raise grievances about the management of the BMC.*

It was generally agreed that the number of members currently required to propose a resolution (25) or call a general meeting (100) should be reviewed and increased. The Companies Act suggests 5%, which would equate to over 4,000 members.

The meeting agreed to increase the threshold to a sensible figure (to be confirmed) somewhere between the current minimum and the 5% referred to in the Companies Act.

AGREED

4.1.12 Although not highlighted by the report as essential for primacy, the meeting also considered **Recommendation 38:** *The BMC should implement an online voting platform in order to increase member engagement in its General Meetings.*

ASy advised that the Working Group is investigating the possibility of electronic proxy voting, as this was permitted under the current M&AA. The Group is also looking at a proposal to include electronic voting in a new constitution.

CSp felt the BMC has a poor record on digital strategy and cautioned against introducing a new system in June. NK suggested giving the Working Group the opportunity to investigate the options and report back.

A vote was taken on this proposal:
For – 12; Against – 1; Abstentions – 3.

AGREED

4.1.13 NK asked whether the meeting wanted to discuss any of the other ORG recommendations.

PS flagged up **Recommendation 21:** *The BMC should remain a not-for-profit Company Limited by Guarantee; however, only following a complete review and amendment of its governance structure.*

PS felt members should have a say on this recommendation at the April area meetings. It was pointed out that the ORG recommendation reflects feedback from members, as well as legal advice, and it was also acknowledged that some members still feel the BMC should convert to a charity.

DT noted the ORG report recommends a periodic review of the BMC's structure.

4.1.14 MA felt commitment should be made to implementing recommendations 16,17,18 and 19, i.e. that:

- *The BMC should ensure that it has a digital strategy to support potential growth, its members, policy forming and engagement and broader innovations within the scope of the activities it supports.*
- *The BMC should review how it resources the management of membership engagement.*
- *The BMC should implement a technology based national polling and discussion platform to gauge member views on national, international and local issues.*
- *The BMC should implement a technology based Annual Member Survey.*

ASy suggested there is insufficient time to deal with these before June.

RP felt a commitment should be made to implementing Recommendation 4, i.e. that:

The BMC exists primarily to serve its members. It must therefore be open and transparent and develop specific strategies, policies and structures that engage members democratically in determining its future.

RP felt the BMC should show this recommendation is being taken into account, as it covers the checks and balances vital for a member organisation.

ASy felt the development strand (Phase 3 of the implementation plan) showed the commitment to this recommendation.

4.2 Working Group – Terms of Reference*

4.2.1 NK explained that since the publication of the ORG's final report, the ORG as a formal entity effectively ceased to exist, and National Council must now take ownership of the process. NK asked for comments on the ToR; none were made and the ToR were unanimously approved. NK then handed over to ASy to explain the draft implementation plan as circulated.

AGREED

4.3 Timeline & planning*

4.3.1 ASy explained that the immediate two-stage implementation plan was to gain agreement on key governance requirements then to address the remainder of the recommendations from June onwards.

At this point the Working Group envisaged members would be asked to vote on four proposals at the AGM, each forming a separate item, which would address:

1. **Legal Responsibility & Accountability** – changes to the M&AA required for Stage 1;
2. **Participation** – changes to the M&AA to facilitate increased member participation;
3. **Development** – Agreement to the scope, costs and timelines for Stage 2; and
4. **Stability** – a list of declared, or M&AA enforced, reserved activities until the ORG proposals for membership accountability are developed through Stage 2.

MA reminded the meeting that a 'summit / symposium' had been suggested for the April weekend originally scheduled for the AGM, to enable further engagement with members.

Although further engagement is desirable, it was felt that little benefit could come from the event given the timeline of necessary actions for the AGM, and in reality it is unlikely many members would choose to attend.

There was a discussion about improving member engagement in the run-up to the AGM, but no specific plan was agreed.

The meeting discussed the Working Group's composition. CSp suggested Les Ainsworth. RP said he had spoken with Will Kilner and that they were willing share a place and a single vote on the Group.

ASa stated his original reason for withdrawing from the Group, was then asked to reconsider and subsequently agreed to re-join it.

The composition was agreed as:

NOTED

Andy Syme (chair), Les Ainsworth, Will Kilner / Rik Payne (one place), Amanda Parshall and Andy Say.

5. Date and venue of next meeting

5.1 It was agreed to hold the next National Council meeting on Saturday 28 April 2018 (start time to be confirmed), at the BMC office in Manchester.

AGREED

6. Date and venue of AGM

6.1 ASa pointed out that the decision to move the AGM from 28 April to 16 June had not yet been formally agreed, and should have been voted on at the February meeting.

A vote was held on the proposal to hold the AGM on Saturday 16 June 2018, at the Castle Green Hotel in Kendal.

Proposed – ASy; Seconded – ASa.
The meeting unanimously agreed the proposal.

AGREED

The meeting finished at 13.50.

Summary of action points from the 58th meeting:

Ref	Action	Who	By
4.1.2	Consider Board make-up, Terms of Reference, and ability to carry out duties.	ASy	28 Apr
4.1.8	Define Members' Assembly role; produce list of Reserved Matters.	ASy	28 Apr

The above was accepted as an accurate record of the meeting:

Signed _____ Date _____
Nick Kurth, Acting President & Chair