

## BRITISH MOUNTAINEERING COUNCIL

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### BMC NATIONAL COUNCIL

DRAFT Minutes of the 59<sup>th</sup> National Council meeting held on Saturday 28 April 2018,  
BMC office, Manchester.

#### In attendance

##### Voting members:

Acting President	Nick Kurth	(NK)	Chair
Vice President	Lynn Robinson	(LR)	
Honorary Treasurer	Graham Richmond	(GR)	
CEO	Dave Turnbull	(DT)	
Cymru North Wales	Andy Boorman	(AB)	
Cymru South Wales	Will Kilner	(WK)	
Cymru South Wales	Steve Quinton	(SQ)	
Lakes	Peter Sterling	(PSt)	
London & South East	Lisa Payne	(LP)	
London & South East	Rik Payne	(RP)	
Midlands	Claudia Sarnar	(CSa)	
Midlands	Roger Fanner	(RF)	
North East	Mark Anstiss	(MA)	
North East	Jon Punshon	(JP)	
North West	Andy Say	(ASa)	
North West	Carl Spencer	(CSp)	
Peak	David Brown	(DB)	
Peak	Alison Cairns	(AC)	
South West	Helen Wilson	(HW)	
Yorkshire	Andy Syme	(ASy)	
Yorkshire	Mick Green	(MG)	

##### Observers:

ABC	Rich Emerson	(RE)	
Clubs Committee	Peter Salenieks	(PSa)	
Equity Steering Group	Cressida Allwood	(CA)	
Independent Director	Matthew Bradbury	(MB)	
Independent Director	Simon McCalla	(SM)	
Land Management Group	Martin Wragg	(MW)	
Mountain Training	John Cousins	(JC)	
Plas y Brenin	Jackie Bryson	(JB)	

##### Others in attendance:

Womble Bond Dickinson	Emma Moody	(EM)	
Womble Bond Dickinson	Jo Coleman	(JCo)	
Secretary	Tony Ryan	(TR)	

Note: \* = supporting paper circulated.

1. **Welcome & apologies and notification of items for AOB** **Actions**
- 1.1 **Welcome**

- 1.1.1 Nick Kurth (NK) welcomed everyone to the meeting, in particular Andy Boorman (AB), representing Cymru North Wales, and Peter Salenieks (PSa), representing the Clubs Committee, in the absence of the regular representatives.
- 1.1.2 Also welcomed were Emma Moody (EM) and Jo Coleman (JF) from Womble Bond Dickinson (WBD), legal advisors to the Organisational Review. NK confirmed that the meeting was happy for Emma and Jo to attend part of the meeting.
- 1.1.3 It was noted that former BMC president Mark Vallance had passed away on 19 April; NK confirmed that he would be writing to Mark's family to express sympathies and condolences on behalf of the BMC.
- 1.1.4 NK said that the focus of the meeting would be consideration of the draft Articles of Association (AoA).
- 1.1.5 NK also expressed disappointment at the behaviour of certain individuals, which included the leaking of National Council documents and personal attacks on him. He felt that this cannot go on, as it will deter volunteers and lead others to disassociate themselves from the organisation.

Lynn Robinson (LR) and Helen Wilson (HW) supported NK's comments. Peter Sterling (PSt) said the poor conduct was by people outside of the meeting, and agreed some of the language he was aware of was inappropriate.

Carl Spencer (CSp) said that some of the comments made were because some members felt due process had not been followed. Will Kilner (WK) responded that whether or not due process had been followed was irrelevant, their responses had not been made in a positive or pleasant way.

## **1.2 Apologies**

- 1.2.1 Apologies received from: Nick Colton, Anthony Eccles, Dan Lane, Dave Musgrove, Gareth Palmer and Fiona Sanders.

## **1.3 Conflicts of Interest in relation to agenda items**

- 1.3.1 No conflicts declared.

## **1.4 AOB**

- 1.4.1

- Memorial event for Mark Vallance (PSt)
- ORG recommendation 24 (PSt)
- Number and definition of BMC Areas (PSt)
- Subscriptions proposal on AGM agenda (before votes on constitutional issues) (ASa)
- Vote on whether due process has been followed (ASy)

## **2. Minutes of the previous meeting\***

- 2.1 Phil Simister had submitted an email requesting a change to the draft minutes of 4.1.2, which said:

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.

Phil wished to change the minutes to read:

Phil Simister (PS) noted that the balance of the Board was critical to gaining acceptance within the membership and that there was both a concern as to the number of staff members on the Board and no one currently on the staff who could fill the role of a strategic Finance Director. In contrast an independent Financial Director reporting to the Chair & the Board in place of a second staff member would both redress the balance and provide a strong input to complement that of the CEO.

A vote was taken on whether to amend the minutes as requested:

Proposed – RP; Seconded – MA  
For 19; Against 0; Abstentions 2

**AGREED**

Further discussion of the minutes then took place.

CSp commented that he felt there were three subtle omissions from the draft minutes, relating to:

1. the Finance & Audit Committees' estimate of the cost of implementing the ORG recommendations;
2. an email from Fiona Sanders read out by Rik Payne at the start of item 4.1.2, which contained some observations from ORG members on the Implementation Group's draft ToR;
3. a point concerning a reference by Rik Payne to the influence of the Companies Act on the development of the constitutional proposals.

**NOTED**

NK proposed that the next National Council meeting should decide what style of minutes it wishes to produce going forward.

**NOTED**

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

**AGREED**

### **3. Matters arising not covered elsewhere**

3.1 There were no matters arising from the previous minutes

### **4. Constitutional issues**

#### **4.1 Revisions to the constitution: feedback from Areas / decision on how to proceed**

4.1.1 NK handed over to Andy Syme (ASy), chair of the Implementation Group (IG) to present the draft AoA. ASy added explained that members should refer to the 'page turner' document in conjunction with the AoA when considering the wording of each Article.

**Article 4.1.10:** IG proposed new Object, to provide further protection against the Powers of the company being misused – *encourage and promote the ethos and ethics of non-competitive mountaineering activities, taking due consideration of the traditions and values of British mountaineering history.*

It was generally felt by the meeting that the term 'non-competitive' should be removed.

A vote was taken on whether to agree this proposal, with the above amendment incorporated.

For 19; Against 0; Abstentions 2.

**AGREED**

- 4.1.2 **Article 6.2:** WBD proposed the addition of an Article that provides for Directors to be able to provide goods or services to the company in certain circumstances and to be paid for those goods or services.

WK declared a conflict of interest for this item, as a current National Council Director who runs some training courses administered by the BMC.

The pros and cons of this proposal were discussed, with advice from EM about the impact of removing Article 6.2. It was acknowledged that the proposal would be viewed by some as contentious, even if it was possible that goods/services provided might be competitively priced in support of the BMC.

A vote was taken on whether to agree that Directors may not sell goods or services to the Company and therefore the removal of Article 6.2 at this time for review in Phase 2.

**AGREED**

For 19; Against 0; Abstentions 2.

Following the above vote, Articles 6.1.8 and 6.2 to be removed from the AoA.

**ASy**

- 4.1.3 **Article 10:** relates to termination of membership; the meeting acknowledged this was also a contentious issue, particular in relation to club members. PSt felt the Board should be obliged to consult with the club when termination involved a club member.

With reference to 10.2, Martin Wragg (MW) felt the reason for termination should be given.

PSt felt the one month period in 10.3 for a Member requested to withdraw membership to make representation to the Board was not long enough.

A vote was taken on whether to accept the addition of references to the Grievance Procedure and Code of Conduct, but defer the inclusion of this Article until April 2019, and extend the one month representation period to three months.

**AGREED**

For 18; Against 1; Abstentions 2.

- 4.1.4 **Article 11.5:** IG proposed a new article, which gives National Council the right to call a General Meeting and therefore raise a resolution; this is tied to a mediation process.

The meeting accepted this proposal without a vote.

**AGREED**

- 4.1.5 **Article 11.6:** related to the number (25) or percentage (1%) of members needed to call a General Meeting, and the process of mediation (Article 12.2) should less than 1% of the membership but 25 or more members sign such a resolution.

MW noted the current AoA have two separate provisions: 25 members can submit a resolution; 100 members are required to call a General Meeting. MW asked why the latter should be reduced to 25, acknowledging mediation would be required should less than 1% of members sign up.

It was also acknowledged that a precise figure of 1% of the membership might be difficult to pinpoint, as membership fluctuates. There was support within the meeting for retaining the 100 number required to call a General Meeting and dropping the percentage requirement.

A vote was taken on a proposal to remove the requirement for 1% of the membership to call a General Meeting, and set the number of Members to submit a resolution or call a General Meeting to 100.

Proposed: Roger Fanner; Seconded: Mark Anstiss  
For 12; Against 1; Abstentions 7

**AGREED**

Following this vote, the meeting discussed the potential impact of raising the threshold for submitting a resolution in the context of requiring 75% of the vote for the new Articles to be accepted at the June AGM.

The meeting was then asked to vote separately on:

- Raising the requirement for calling a General Meeting from 100 Members to 1% of the membership  
(For 2; Against 11; Abstentions 8)
- Raising the requirement to submit a resolution from 25 to 100 Members  
(For 11; Against 2; Abstentions 8)

PSt proposed leaving the required numbers as per the current AoA, at least for the time being. Further consultation could be carried out in stage two of the organisational review. He also suggested a presentation could be given at the June AGM about online petition systems.

EM advised a knock-on consequence of retaining the current requirements would be that under Article 11.5, National Council could not call a General Meeting without mediation, but 100 members could.

A vote was then taken on a proposal to retain the numbers in the current AoA, that being 25 Members required to submit a resolution and 100 Members required to call a General Meeting.

For 13; Against 0; Abstentions 8

**AGREED**

- 4.1.6 **Article 12.2:** The meeting agreed to retain the mediation process for National Council without a formal vote being taken.

**AGREED**

- 4.1.7 **Article 16.1:** relates to the composition of National Council. David Brown (DB) asked whether this should include reference to National Council appointing Board members. EM felt that this could be included in Article 17.1, which covers the role of National Council.

A vote was taken on whether to accept the wording of Article 16.1.

For 16; Against 1; Abstentions 4

**AGREED**

- 4.1.8 **Article 16.21:** relates to the availability and transparency of National Council minutes.

A vote was taken to approve Article 16.21 in its current form.

For 19; Against 0; Abstentions 2

**AGREED**

- 4.1.9 **Article: 18.2:** relates to the period of the terms of office of Elected Officers, and augments Article 20.1.

The meeting discussed the pros and cons of various term periods, and how to make the best use of skills and experience of Board members and incorporate some flexibility into the process.

Following discussion, the meeting was asked to vote on a number of options:

- 9 years (For 0; Against and Abstention counts not taken)
- 3+3 years + exceptional extension (For 5; Against 6; Abstentions 10)
- 3+3 years (For 11; Against 3; Abstentions 4)

The meeting agreed to an appointment period of three years, with a possible re-appointment for a further term of three years.

**AGREED**

4.1.10 **Article 18.5:** relates to National Council's ability to appoint a Member to fill a vacancy in the post of an Elected Officer. The meeting agreed to include this Article without a formal vote being taken.

**AGREED**

4.1.11 **Article 19.3:** relates to the composition of the Board of Directors after the transitional period. The meeting was referred to the separate paper (Item 4.1 on agenda) relating to this Article, which proposed a Board member selection process and Board composition that would allow a member-centric focus whilst meeting good governance requirements and allowing the BMC to have the most capable board possible.

With regard to the Chair, Dave Turnbull (DT) clarified the fact that there is no requirement for the BMC to appoint an 'Independent Chair'; the chair can be anyone from within or outside of the BMC including someone who had recently held an elected role or been closely involved with the organisation. This is not a new position, there has been confusion about what we have been communicating to members.

CSp felt this point had added fuel to conspiracy theories, with the ORG going well beyond the requirement to strengthen Board control.

Matthew Bradbury (MB) said that the ORG recommendation for an Independent Chair was based on simply looking at good practice; Simon McCalla (SM) felt we needed to improve communications about the role of Independent Directors.

There was a general discussion about make-up of the Board and selection process.

Andy Say (ASa) asked EM about the Article about co-opting to the Board. EM confirmed it had been dropped after recommendations of Board make-up in the ORG report and further modifications which meant it is not possible to co-opt extra members above 12 on the Board.

With respect to Board composition, the meeting agreed the majority of the Board should be BMC members of at least 12 months' standing.

**AGREED**

The meeting agreed Article 19.3.2 should include a statement to the fact that one of the Directors appointed by National Council must represent Affiliated Clubs, noting that Articles 19.3-19.11 will need reworking.

**AGREED**

CSp felt the Sport England '1/3 rule' requiring that no more than four National Council members (33%) may sit on the Board should only apply to Sport England funded work. Most of those present disagreed, feeling it is not possible to have different Board compositions for different elements of work.

A vote was taken to approve Article 19.3 with the inclusion of the two changes agreed above.

For 15; Against 0; Abstentions 5

4.1.12 **Article 19.9:** relates to the appointment of Independent Directors.

The meeting accepted this proposal without a vote.

4.1.13 **Article 19.10:** relates to actions to be taken should the number of Directors appointed by National Council exceed one third of the total number of Directors.

The meeting accepted this proposal without a vote.

4.1.14 **Articles 21.2 – 21.7:** relate to Reserved Matters. Some were listed as requiring approval of members, others not requiring approval but on which members should be consulted.

PSa asked about the method for adapting Reserved Matters. EM said it would require a special resolution at a general meeting, and approval by Sport England.

Under Article 23 (Proceedings of the Directors) Mark Anstiss (MA) sought clarification on 23.4.3 (establishment of specialist committees with approval of National Council), which appeared to be a Reserved Matter but not listed as such.

DB suggested that the maximum term of five years for National Council reps could be changed to two terms of three years (maximum six years), but the meeting felt there was no need to change at present.

ASy asked the meeting to vote on whether the AoA presented to meeting (and revisions agreed during the meeting) met the remit of the Implementation Group.

For 17; Against 0; Abstentions 4

**AGREED**

The meeting was also asked to vote on whether to recommend the AoA presented to the meeting (and revisions agreed during the meeting) to the membership at the 2018 AGM.

**AGREED**

For 14; Against 0; Abstentions 6

4.1.15 **Waiver of 45-day resolution deadline**

DT provided some background to the proposed waiver, which was to extend the deadline beyond the open forum meeting planned for 15 May. This would not affect members' rights as the primary purpose of the 45-day deadline is to enable administrative actions to be undertaken after the deadline but before the 28-day notice deadline.

RP felt the reason for the proposed extension was positive. ASy asked what could be done after the 15 May meeting but before 28-day deadline. WK felt the 45-day deadline should be respected. Roger Fanner (RF) thought it was unlikely any agreement would be reached at the 15 May forum, so questioned the purpose of meeting.

CSp said the IG's AoA met the group's ToR but goes above and beyond the ORG ToR, and he felt that development of the AoA had not followed due process as members were not given the opportunity to digest and suggest alternatives by 2 May (45-day deadline), so we must waive that deadline.

PSt reported he was aware two other groups were developing alternative AoA, one calling for the disbanding of National Council, the other for a more powerful National Council. He felt that choice needed to be offered at the AGM.

CSp stated he had signed a Tier 1 AoA proposal.

NK proposed a vote on whether to move the 45-day deadline for submission of resolutions from 2 May to 19 May:

For 15; Against 4; Abstentions 2

**AGREED**

ASa felt we ought to put the AoA to members now, and asked whether they could be amended after 15 May, and if so, how.

Andy Boorman (AB) felt the AoA should not be changed, they should be presented as they currently stand, having gone through due process. If others want to present alternatives, that is their prerogative; RP agreed with AB. ASy asked whether we would choose not to amend if a good suggestion was proposed.

**4.1.16 Decision on adoption of electronic proxy voting at the June AGM\***

A vote was taken on whether to adopt electronic proxy voting for the 2018 AGM.

Proposed: RP; Seconded: ASy  
For 19; Against 0; Abstentions 1

**AGREED**

**4.2 Nominations to the Executive / Board - President**

4.2.1 RF advised that one nomination had been received, and that NK would not be standing. The nature of the role will depend on the AGM vote on new AoA, so it would make sense for the AoA to be considered before the elections.

There was a discussion about how the roles of chairing the Executive and National Council would be carried out during the transitional period between the current structures and the establishment of new structures for the Board of Directors and Members' Assembly, should the AGM vote for proposed changes.

It was suggested that NK might continue to chair the Board during the transitional period until a new Chair was appointed, and that the President would chair National Council. RP referred to Article 19 of the proposed AoA which describes how the Chair is appointed during and after the transitional period.

DB asked whether the new AoA would come into force immediately after the vote on them, or immediately after the conclusion of the AGM; if the former, this could affect voting on AGM items which follow the AoA vote.

**4.3 Subscriptions for 2019\***

4.3.1 Graham Richmond (GR) summarised the BMC's current financial position and gave the reasoning behind the proposed subscription rate increase, which is dependent on the outcome of the AGM vote on the new AoA.

AB said this proposal had been perceived by some in North Wales as a veiled threat. RF reported that Midlands Area meeting attendees felt we should evaluate the BMC's work and expenditure and make cuts before proposing a subs increase.



DT suggested we might want to reconsider the precise wording of the AGM resolution if there was a possibility that an EGM might be held later in 2018.

PSa questioned the potential impact on clubs if the AGM agreed to a subscriptions increase for 2019 and a club did not have its AGM before then.

A vote was taken on whether to approve the Finance & Audit Committee's proposal to increase subscriptions by up to 10%, with the resolution to be withdrawn should National Council recommended AoA be accepted.

**AGREED**

For 17; Against 0; Abstentions 4

#### **4.4 AGM Agenda (draft)**

4.4.1 Discussed in previous items (above).

NK had to leave the meeting at 16.05, and LR took over as chair.

There was a discussion about how best to communicate the AGM proposals to members.

Alison Cairns (AC) said feedback from Peak Area indicated people had found the information to date difficult to understand, and to enable them to vote on proposals, a clearer explanation of what was being presented is required.

Some members have been engaged in the process and have a better understanding than others, but it is important to explain and engage further beyond this relatively small proportion of the membership, in order to ensure that significant numbers voted.

The meeting also discussed how to present any alternative proposals to the AoA approved by National Council, balancing the desire to give a platform to alternative proposals against acknowledgement that they had not been subject to the same procedures and democratic processes.

DT said that communications needed to be co-ordinated by the office, which had already formulated some plans. It was agreed that AC and MW would work with DT and Alex Messenger an approach to communications.

**AGREED**

### **5. Policy issues**

#### **5.1 Craig y Forwyn (Llandulas) – potential acquisition**

5.1.1 AB presented the case for acquisition of what he described as the best crag in the UK not currently accessible to climbers. The initial cost would be c.£20k, the process would be relatively straightforward, and the opportunity might not arise again. He noted that Elfyn Jones is currently working with the landowners to agree a purchase or lease arrangement.

The BMC Land & Property Trust has the finances to make the purchase (current LPT balance £282k further to a bequest in 2017), but staff resources for managing BMC-owned sites are limited.

RF raised a concern that landowners might see the BMC as a way of cashing in on unwanted assets by restricting access.

RF also questioned how making the acquisition of a climbing site would sit with the BMC's commitment to hill walkers.

A vote was taken on whether to proceed with the acquisition of Craig y Forwyn:

**AGREED**

Proposed: ASa; Seconded: DB  
For 19; Against 0; Abstentions 0

**5.2 Nominations for 2018 volunteer awards**

5.2.1 Not covered due to lack of time

**5.3 Code of Conduct for BMC members**

5.3.1 Not covered due to lack of time

**6. AOB**

6.1 Not addressed due to the length of the meeting.

**7. Club applications for membership**

7.1 This item was not covered at the meeting, but for the record, an application from Cloudbase Mountain Activities was accepted on 7 March 2018, following the agreed process of circulating the check list summary by email to National Council members.

The meeting finished at 17:15.

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

Signed \_\_\_\_\_ Date \_\_\_\_\_  
Nick Kurth, Acting President & Chair