

BRITISH MOUNTAINEERING COUNCIL

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BMC NATIONAL COUNCIL

DRAFT Minutes of the 60th National Council meeting held on Friday 15 June 2018,
Castle Green Hotel, Kendal.

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	Anthony Eccles	(AE)	
Cymru South Wales	Will Kilner	(WK)	
Lakes	Fiona Sanders	(FS)	
Lakes	Mike Parsons	(MP)	
London & South East	Lisa Payne	(LP)	
London & South East	Rik Payne	(RP)	
Midlands	Claudia Sarnier	(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	Philip Wilson	(PW)	
Yorkshire	Andy Syme	(ASy)	
Yorkshire	Mick Green	(MG)	

Observers:

Independent Director	Matthew Bradbury	(MB)	
Independent Director	Simon McCalla	(SM)	
Access Management Group	Dave Musgrove	(DM)	
Clubs Committee	Peter Salenieks	(PS)	
Equity Steering Group	Cressida Allwood	(CA)	
Land Management Group	Martin Wragg	(MW)	
Mountain Training	Mike Rosser	(MR)	
Plas y Brenin	Jackie Bryson	(JB)	

Others in attendance:

Deputy CEO	Nick Colton	(NC)	
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 welcomed everyone to the meeting, in particular Mike Parsons, representing the Lakes Area following the resignation of Pete Sterling, Fiona Sanders, also representing the Lakes Area, and Peter Salenieks, replacing Fiona Sanders as Clubs Committee observer.

1.1.2 NK said the main aim of the meeting would be on getting plans in place for where we go from here.

In respect of the vote on the AGM agenda item 9 at tomorrow's AGM, NK said a significant number of proxy votes had been cast; some legal issues had been raised, and the AGM would include discussion of both proposals in agenda item 9.

If Option A does not achieve the required 75% of votes cast, there would be a short National Council meeting on Sunday morning (9.30 am start).

1.2 Minute taking policy

1.2.1 NK asked the meeting whether if felt the current National Council meeting minutes, which take the form of a lengthy summary of the meeting, followed the most appropriate format. One alternative might be to have a straight record of decisions, with no record of the lead-up to a decision, another might be to have minutes that expanded slightly on a straight record of decisions, although NK acknowledged there was the potential for subjectivity with this format.

1.2.2 There was a general feeling that councillors found the current format useful as a record of the discussions leading to a decision, although it was acknowledged that this made minute taking more challenging in terms of summarising discussions to the satisfaction of all meeting attendees.

1.2.3 Alison Cairns felt it was important that the minutes were also comprehensible to members, since they are published online.

1.2.4 Mike Rosser said Mountain Training had experimented with recording meetings to assist minute-taking; the minutes still followed a point-by-point format, but the recording was useful for clarification.

1.2.5 NK proposed a halfway house format should be trialled, incorporating some context but not as full as current minutes. In respect of recording meetings, it was felt this might be useful if any technical issues could be resolved.

Noted

1.3 Apologies

1.3.1 Apologies received from: Dan Lane, Gareth Palmer, Ian Parnell, Steve Quinton and Helen Wilson.

1.3.2 In respect of Pete Sterling's resignation, Andy Say proposed (seconded by Dave Musgrove) that a note of thanks to be recorded for Pete's valuable contributions to meetings since 2015.

Agreed

1.4 Conflicts of Interest in relation to agenda items

1.4.1 No specific conflicts were raised.

The register of conflicts of interest form (Co1) was distributed with a request for attendees to complete and return it to Tony Ryan.

1.5 AOB

1.5.1 2019 National Council dates (Lisa Payne)

2. Minutes of the previous meeting*

2.1 Carl Spencer had two observations:

- 2.1.1 Ref. 4.1.11, '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.

CSp said that it was not in fact him who had said this.

- 2.1.2 Ref. 4.1.15, which stated that CSp had signed a resolution submitting a set of Tier 1 Articles to the AGM, CSp explained that this was before the 15 May open forum meeting, which had agreed some changes to the proposed Tier 3 Articles.

- 2.1.3 There was a query about why the minutes did not record any action points; the reason for this being that all the agreed actions related to amendments to the proposed Articles, with changes to be undertaken by Andy Syme asap, in advance of the meeting minutes being written up.

- 2.1.4 Ref 7.1, Peter Salenieks (PS) said that the name of the club accepted for membership was Cloudbase Mountain Adventures, not Cloudbase Mountain Activities.

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 Conflicts of Interest register*

- 4.1.1 TR noted that all National Council voting members and observers are required to complete and return a copy of the register.

4.2 Memorandum of Understanding

- 4.2.1 ASy reported that little progress had been made on the MoU, and it needed to be picked up in Phase II. The MoU is included in the Option A Articles (Article 16.2) to be presented to tomorrow's AGM.

- 4.2.2 NK added that broad outline principles had been discussed, and wide consultation will form part of the development of the MoU. The purpose of the MoU was to ensure communications between the Board and National Council are timely and appropriate to allow both bodies to understand the proposed actions and intent of the other.

- 4.2.3 Dave Turnbull suggested responsibility for certain policies (e.g. related to climbing ethics and broader environmental matters) would more appropriately sit with National Council rather than the Board; he questioned how / whether this could be included in the MoU?

4.3 Outline plans for ORG Phase II implementation

- 4.3.1 Will Kilner felt it was important to move forward with Phase II, and referred to the paper listing 15 ORG recommendations proposed for immediate implementation. He asked whether councillors supported the idea of implementing them asap.

4.3.2 Mick Green was concerned about losing some of the potential for development of Phase II if we approve some recommendations too early. Fiona Sanders thought some processes could be initiated, and NK replied that others were already underway. Rik Payne felt it important to show we are getting on with things; if issues arise, they can be looked at.

4.3.3 NK asked the meeting whether it was comfortable with the proposal; the general feeling was that councillors were comfortable with the principle, but had issues about some of the content in respect of the recommendations proposed for immediate implementation.

4.3.4 The meeting then discussed the list of proposed recommendations.

4.3.5 **Recommendation 10:** *The BMC should ensure it is financially stable, has a reserves policy and that core activities are sustainable through self-generated income.*

Mark Anstiss questioned the definition of 'core activities' and the meeting decided not to include this Recommendation for immediate implementation.

Noted

4.3.6 **Recommendation 20:** *The BMC should ensure it balances communications between sales and commercial functions and organisational and policy functions.*

The meeting agreed that this Recommendation be implemented immediately.

Agreed

4.3.7 **Recommendation 30:** *The BMC should engage in an internal Board of Directors review annually with an external review every three years in order to ensure it remains effective.*

The meeting agreed that this Recommendation be implemented immediately; a review process is already in place.

Agreed

4.3.8 **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.*

The meeting agreed that this Recommendation be implemented immediately.

Agreed

4.3.9 **Recommendation 40:** *The BMC should review any Memorandum and Articles of Association amendments, including those of its subsidiaries, after three years in order to evaluate their effectiveness, and every three years thereafter.*

FS proposed the recommendation should include 'effective oversight of subsidiaries', and Matthew Bradbury thought it should include a reference to a review 'as soon as possible' as well as every three years.

The meeting agreed that this Recommendation be implemented immediately.

Agreed

4.3.10 **Recommendation 42:** *The Senior Leadership Team (SLT) should have a business plan which is approved by the Board of Directors.*

Recommendation 43: *The SLT should have robust, challenging and motivational objectives, based upon the strategic plan, which are measured by the Board of Directors.*

Recommendation 44: *The SLT, working with the Management Team, are responsible for ensuring that all staff have robust and measurable objectives which are driven from the strategy and business plan.*

Recommendations 42, 43 and 44 were considered together. Initially the meeting felt they should not be approved for immediate implementation, as there is no current business plan nor strategic plan, but DT proposed the wording should be amended to refer to an 'interim business plan'.

With the above proposed change, the meeting agreed that these three Recommendations be implemented immediately. **Agreed**

4.3.11 **Recommendation 45:** *The SLT should encourage a culture of empowerment, delegation and decision making across the staff structure.*

The meeting agreed that this Recommendation be implemented immediately. **Agreed**

4.3.12 **Recommendation 46:** *The BMC should create a plan to allow for staff career development and succession planning.*

The meeting agreed that this Recommendation be implemented immediately. **Agreed**

4.3.13 **Recommendation 47:** *The SLT should be responsible for performance management, remuneration and reviewing of HR policies.*

PS asked how this related to the Code of Conduct. NK advised processes were put in place when the staff restructuring was undertaken in 2015.

The meeting agreed that this Recommendation be implemented immediately. **Agreed**

4.3.14 **Recommendation 48:** *The BMC should ensure it has clear policies that enable its staff to work effectively with partner organisations and provide training and coaching to staff operating in those roles.*

The meeting agreed this Recommendation should read: *The BMC should ensure it has clear policies that enable staff to know and represent the BMC's position with authority, and to work effectively with partner organisations and provide training and coaching to staff operating in those roles.*

With this amendment to the wording, the meeting agreed that this Recommendation be implemented immediately. **Agreed**

4.3.15 **Recommendation 49:** *The BMC should review how it resources the management of volunteers.*

The meeting agreed that this Recommendation be implemented immediately; DT noted that this may have financial implications. **Agreed**

4.3.16 **Recommendation 50:** *The BMC should look at a volunteer induction policy and plan for volunteer engagement and volunteers should have a clear job description and understand their role.*

With the change of 'job description' to 'role description', the meeting agreed that this Recommendation be implemented immediately. **Agreed**

4.3.17 **Recommendation 51:** *The BMC should enhance its policies to ensure regular recognition of significant contribution to the organisation.*

The meeting agreed that this Recommendation be implemented immediately. **Agreed**

- 4.3.18 The meeting also discussed the possible inclusion of some other recommendations.
- 4.3.19 **Recommendation 13:** *The BMC should review its strategic partnerships and where necessary strengthen existing partnerships or develop new partnerships with organisations across the spectrum of the BMC’s work.*
- The meeting decided not to include this Recommendation for immediate implementation. **Noted**
- 4.3.20 **Recommendation 15:** *The BMC should give clarity to members, partners and stakeholders on its level of support for the Olympics.*
- The meeting agreed that this Recommendation be implemented immediately. **Agreed**
- 4.3.21 **Recommendation 16:** *The BMC should ensure 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.*
- CSp felt this needed to be rolled in with GDPR, and added he was not convinced the BMC was compliant. NK felt the proposed recommendations represented a lot of work and some prioritisation was needed. ASa said the proposal paper was circulated quite late, and additional recommendations are now being proposed; he did not feel this was good practice.
- 4.3.22 AC proposed a revision to the wording of the proposal as published on the paper, which was: *National Council approves the following ORG recommendations to be implemented by the Exec (BoD) / Office.*
- AC suggested it be amended to say: *National Council approves the following ORG recommendations to be implemented by the Exec (BoD) / Office, subject to review by the relevant Phase II process, and informing on their progress.*
- Proposed – WK; Seconded – RP.
FOR: 21 AGAINST: 0 ABSTENTIONS: 0 **Agreed**
- 4.23 **Recommendation 22:** *The BMC should have effective oversight and governance of its charitable subsidiaries, ensuring all legal and governance obligations are being met, in order to optimise their charitable outputs, and at the same time respecting their organisational autonomy. These are the BMC Access and Conservation Trust (ACT), BMC Land and Property Trust and Mountaineering Heritage Trust.*
- The meeting agreed that this Recommendation be implemented immediately. **Agreed**
- 4.3.24 In summary, it was agreed that, with the exception of Recommendation 10, the 15 proposed Recommendations could be implemented immediately; these were: 20; 30; 31; 40; 42; 43; 44; 45; 46; 47; 48; 49; 50; 51. Additionally, it was agreed that two other Recommendations, 15 and 22, could also be implemented immediately. Furthermore, it was agreed that the wording of the proposal be amended. **Noted**
- 4.3.25 The meeting then went on to discuss the proposed plan for Phase II. ASy advised that the proposed workstreams are not set in stone, but he wanted to get agreement on the basic structure of the Implementation Group (IG), so that progress could be made. The proposed structure saw the IG overseeing six workstreams: 1. Strategy & Vision; 2. Membership Accountability; 3. Stability; 4. Operations; 5. Organisation; 6. Governance.

FS questioned the purpose of the IG. WK explained that the IG is the management structure to implement the workstreams.

AC thought it might not be possible to agree the composition of the IG until the workstreams had been agreed; alternatively, it might be possible to establish the IG and let it sort out the workstreams. DT questioned whether there would be sufficient people for six workstreams.

NK felt the best approach would be to establish the composition of the IG, identify and recruit the workstream leads, review the composition and recruit the members.

ASa suggested involving the Nominations Committee (NomCom) in the recruitment process; NK advised that NomCom needed revalidating after the AGM. MA thought the IG chair should not lead a workstream. Simon McCalla agreed with MA that the chair's role was a big job in itself.

DT suggested a former president might be considered for the role of IG chair, and the meeting agreed that it could be anyone with the relevant skills. ASy thought a group comprised of three National Council members, two Board directors and the CEO could recruit the IG chair.

NK said the workstream lead appointments must be transparent, and the meeting considered the paper's proposals:

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|--------|---|---------------|
| 4.3.26 | No.1 (Strategy & Vision): The paper proposed and the meeting agreed that the lead should be a Board member, but not necessarily the President. | Agreed |
| 4.3.27 | No.2 (Membership Accountability): The paper proposed and the meeting agreed that the lead should be a National Council member. The paper also proposed that, two further members should come from the NC. Three members expressed an interest in the roles: CS, FSA and AC; the three members to decide who is going to lead. | Agreed |
| 4.3.28 | No.3 (Stability): The paper proposed the lead should be a member of the Finance & Audit Committee. FS suggested it should be an Independent Director. The meeting agreed to recruit from the BMC's membership someone with the relevant skill set. | Agreed |
| 4.3.29 | No.4 (Operations): The paper proposed and the meeting agreed that the lead should be the CEO. | Agreed |
| 4.3.30 | No.5 (Organisation): The paper proposed the lead should be a National Council member. FS thought it should be a Vice-President or Board member. | Agreed |
| 4.3.31 | No.6 (Governance): The paper proposed that the lead should be a National Council member or Vice-President. The meeting agreed that Andy Syme should lead this workstream. | Agreed |
| 4.3.32 | SM requested clarification of who is appointing the IG chair. FS questioned how we could decide before the results of the AGM elections. | |

ASy asked how we would get the process of recruiting other IG members going. FS felt we needed to develop a communications plan in conjunction with the office, and also needed to appoint an administrator. SM agreed the question of IG programming and resourcing needed looking at.

NK said that by September, we should aim to have an overall project plan, an agreed timeline for deliverables, and resource and personnel plans. SM felt we needed a common framework for reporting back.

FS reminded the meeting that the ORG had recommended the appointment of a project manager to support the implementation of the ORG's recommendations.

PS asked whether workstreams could recruit more than five members; ASy said they could, but should remain workable in size.

4.4 Clarification of transition arrangements

- 4.4.1 NK pointed out that the transition arrangements will run to the BMC AGM in April 2019. The main points to note are expansion of the Board up to a maximum of twelve members, and appointment of a Chair of the Board as soon as possible (3-6 months); this appointment to be undertaken by the Nominations Committee, and an interim Chair to be elected by the Board until the new Chair is appointed.

The transition from National Council to Members' Assembly would form part of the Phase II process. A question was asked about how this might affect Area AGM elections traditionally held in November.

4.5 Consideration of National Council priorities post June 2018, to include:

- 4.5.1 Agreement of the MoU.
NK noted that this had been dealt with under item 4.2.
- 4.5.2 Agreement of new Terms of Reference
Not covered in meeting.
- 4.5.3 Review of specialist committees & agreement of reporting framework
MA said both Option A and Option B Articles contain a change in the reporting framework between National Council and the Board.

It was confirmed that it is intended that the December 2018 National Council meeting will run as previously, including presentation of specialist committee forward plans and terms of reference for approval.

5. Policy issues

5.1 Strategic planning process – review of BMC vision, mission & strategy

- 5.1.1 NK noted that this had been covered under item 4.3.

DT felt that this was an urgent priority for BMC.

5.2 Code of Conduct for members

- 5.2.1 NK advised that HR & Officer Manager Kate Anwyl is developing the code following feedback, and a draft will go out to the Areas.

Kate Anwyl

MA said some people had concerns about the draft document and thought we needed to be very careful and ensure the tone is appropriate.

DT said Kate would welcome some support from National Council; Peter Salenieks, Mark Anstiss and Mick Green offered to help with the document.

Agreed

5.3 Proposal for conduct of National Council meetings

- 5.3.1 The 10-point paper had been produced jointly by ASa (points 1-6) and ASy (points 7-10).

The general feeling of the meeting was that there were no issues with points 1 to 9.

5.3.2 In respect of point 1, that the meeting agenda should include a standing item on 'Executive Committee minutes', DT to send out abridged Exec minutes to National Council members. DT

5.3.3 SM added that the Exec should also publish a communique immediately after a meeting, to be published on the BMC website, to inform all members. Agreed

5.3.4 There was some discussion of point 10, which states that the decision of National Council represents the collective view of the Members' representatives on the Council, and all councillors must respect and support this collective decision.

NK suggested that further discussion should be tabled for the September meeting, with a paper circulated in advance; the new President to decide who produces the paper. LR

6. Reports

6.1 Finance*

6.1.1 GR reported that we had negotiated a better rate with Howden, which meant a reduction in the commission paid on travel insurance sales.

Membership continues to grow steadily.

Two budgets have been prepared, to deal with the potential scenario of no further funding from Sport England; without funding there is a projected deficit of £16k for 2018, with funding there is a projected surplus of £22k.

PS asked why there were no figures in line 54 of the budgets (Publicity / Club dev. etc) for 2018 to 2021. GR to investigate. GR

6.2 Areas

6.2.1 Due to a shortage of time, the meeting did not include summaries from the Areas, but NK asked if any Area Reps had anything specific they wanted to report.

6.2.2 **Cymru North Wales.** Anthony Eccles thanked Youth & Partnerships Officer James McHaffie for organising a very successful youth climbing meet in the Llanberis Pass.

6.2.3 **Lakes.** FS reported that the Area was keen for the BMC to organise a conference on footpath repair; there was some local concern about techniques used by Fix the Fells in the Lakes.

6.3 CEO & Office

6.3.1 DT reported that the Sport England funding bid was re-submitted on 12 June and that it would be assessed on 10 July.

7. Club applications for membership

7.1 Senderismo en Londres Ltd (Hiking in London Ltd)

7.1.1 The check list summary of the above club's application was emailed by the office to National Council members on 18 May, with a deadline of 1 June for members to respond if they had any issues with the application.

- 7.2.2 David Brown had raised a query about the club's limited company status, and this hadn't been fully resolved at the time of the meeting. Further email communication with the Clubs Committee will be co-ordinated by clubs officer Jane Thompson in order to limit the delay on a decision about the application. **Noted**

8. AOB

8.1 2019 National Council dates

- 8.1.1 The June meeting is traditionally the one for setting the following year's National Council dates and venues, as well as the AGM date and venue. Office to put together a proposed set of dates and venues for agreement at September meeting. **TR**

8.2 Thanks to Nick Kurth

- 8.2.1 As this would be NK's last meeting, RP wished to record a note of thanks to NK for doing such a fantastic job as acting president since the 2017 AGM.

9. Date and venue of next meeting

- 9.1 Saturday 15 September 2018 – venue to be confirmed.
December 2017 National Council meeting suggested meeting in the Midlands.

The meeting finished at 22.25.

Summary of action points from the 60th meeting:

Ref	Action	Who	By
5.2.1	Develop and circulate Code of Conduct	Kate Anwyl	End Aug
5.3.2	Send out abridged Exec minutes to NC members	DT	asap
5.3.4	Produce and circulate 'Conduct of Councillors' paper	LR	End Aug
6.1.1	Investigate missing figures from line 54 of budget	GR	End Aug
8.1.1	2019 meeting dates, circulate draft to Sept NC meeting	TR	15 Sept

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

Signed _____ Date _____
Lynn Robinson, President