

BRITISH MOUNTAINEERING COUNCIL

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BMC NATIONAL COUNCIL

Minutes of the 67th National Council webinar meeting held on
Saturday 28 March 2020
9:15am – 1:35pm

In attendance

Voting members:

| | | | |
|------------------------------------|----------------|-------|-------|
| President | Lynn Robinson | (LR) | Chair |
| Cymru North Wales | Dan Lane | (DL) | |
| Cymru South Wales | Steve Quinton | (SQ) | |
| Lakes & Council Nominated Director | Fiona Sanders | (FS) | |
| Lakes | Mike Parsons | (MP) | |
| London & South East | Robert Dufton | (RD) | |
| London & South East | Chris Stone | (CSt) | |
| Midlands | Claudia Sarner | (CSa) | |
| Midlands & Huts Group Chair | David Jones | (DJ) | |
| North East | Jon Punshon | (JP) | |
| North East | Mark Anstiss | (MA) | |
| North West | Bill Beveridge | (BB) | |
| North West | Carl Spencer | (CSp) | |
| Peak | David Brown | (DB) | |
| Peak | Alison Cairns | (AC) | |
| South West | Helen Wilson | (HW) | |
| South West | Philip Wilson | (PW) | |
| Yorkshire & Deputy President | Andy Syme | (AS) | |
| Yorkshire | Mick Green | (MG) | |

Observers:

| | | | |
|---------------------------|-----------------|------|--|
| Chair, Board of Directors | Gareth Pierce | (GP) | |
| CEO | Dave Turnbull | (DT) | |
| Independent Director | Paul Drew | (PD) | |
| Nominated Director | Huw Jones | (HJ) | |
| Nominated Director | Jonathan White | (JW) | |
| Nominated Director | Jonny Dry | (JD) | |
| Clubs Committee | Peter Salenieks | (PS) | |
| Land Management Group | Martin Wragg | (MW) | |
| Mountain Training | Mike Rosser | (MR) | |

Others in attendance:

| | | | |
|----------------------------------|--------------|------|--|
| Deputy CEO | Nick Colton | (NC) | |
| Secretary | Tony Ryan | (TR) | |
| Organisational Development Group | Roger Murray | (RM) | |
| Organisational Development Group | Rik Payne | (RP) | |

Note: * = supporting paper circulated.

- 1. Welcome & apologies for absence** **Actions**
- 1.1 Welcome**
- 1.1.1 Lynn Robinson welcomed everyone to the meeting, including Roger Murray and Rik Payne, two members of the Organisational Development Group who are not National Council members. Andy Syme was acting as organiser of the webinar.
- 1.1.2 LR apologised for the last-minute re-ordering of the meeting agenda, but felt it was important to bring forward the Board and CEO reports, to give context to the meeting in light of the organisation's response to the Coronavirus pandemic.
- 1.1.3 LR explained that the meeting agenda did not include items on minutes of the previous meeting and matters arising from those minutes. National Council had already held three webinars since the start of the year, and advised that she intended to review the minutes of these webinar meetings, and the December 2019 meeting outside of this webinar. LR is also going to produce an action log. **LR**
- 1.2 Apologies for absence**
- 1.2.1 Apologies received from: CJ Griffiths, Matthew Bradbury, John Cousins, Rich Emerson, Guy Jarvis, Peter Judd, and Andy Tickle.
- 2. Note Conflicts of Interest**
- 2.1 No conflicts of interest were declared.
- 3. Reports**
- 3.1 President**
- 3.1.1 LR thanked everyone for making the commitment to join the meeting during these strange and stressful times of the Corvid-19 pandemic, and appreciated the offers for help and support which she had received, and to which she will respond.
- 3.1.2 The last BMC event LR attended before the coronavirus restrictions were put in place was the Hill Walking Event in Ambleside. Many thanks to the BMC staff (especially Rob Bishop, Mariella Sullivan and Cath Flitcroft) and all the volunteers, led by Peter Judd, who contributed to the success of the weekend.
- LR handed over to GP to provide an update on recent Board activity and office functions during the current Coronavirus crisis.
- 3.2 Board of Directors***
- 3.2.1 GP had sent through his report. All the Directors had been working on communications to be distributed to members. The BMC office was now closed, as per government requirement, at the end of Tuesday. All staff are now based at home. GP advised that the Board would be carrying out an analysis of the impact of the Coronavirus pandemic on the BMC's finances. Reductions in forecasted income meant that the Board would have to look at where it could reduce expenditure.
- 3.2.2 One proposal to reduce expenditure for which the Board would like to seek Council support is to switch one issue of Summit magazine to digital format only, saving expense of approximately £40k on printing and postage costs.

- 3.2.3 Some people thought there should be the option of printing a copy for members who haven't got digital access. Also should members be able to opt in for a print copy (which may not be the usual glossy issue) and all other members receive a digital copy. All good ideas that will be logged and forwarded to the communications team.

LR

- 3.2.4 A poll (of all National Council members attending the meeting) was conducted on the following question:

Do you support the Board's proposal to publish one issue of Summit magazine in digital format only, possibly with print retained for members without a recorded email?

POLL RESULT: 89% in favour

**AGREED –
GP to note**

- 3.2.5 In relation to governance, the Board has considered options relating to the 2020 AGM, concluding that it won't be possible to hold a face-to-face meeting on 13 June, as originally planned. The Board's preferred option is to run a virtual meeting as a webinar on the same date with a reduced agenda, and would like to seek Council's support for this option.

- 3.2.6 MW felt that a virtual AGM would be very difficult, and couldn't see how it would work in terms of engaging members; his preference would be postponement of the AGM until the autumn.

- 3.2.7 GP replied that the Board was conscious of the difficulties, hence the proposed reduced agenda excluding items that required debate, but there were some elements which would be useful to do in June. If the meeting were to be electronic, this would most likely be via webinar. There requires to be 50 members present for it to be quorum.

- 3.2.8 The meeting then discussed what business might be possible to conduct in June in relation to the AGM requirements set out in the AoA and the ongoing work of the ODG. The idea of an Autumn General meeting was discussed. GP outlined two issues in relation to this; firstly, it would depend on when restrictions would be lifted, to enable it to be planned. Secondly, it would depend how much money the BMC would be prepared to allocate to this, given the financial position. At the moment, it is thought that the agenda items would include; approving the minutes of last year's AGM, approving the annual report and accounts, approving the auditors, ratifying the two Independent Directors and ratifying the two Council Nominated Directors. It could also include some worthwhile resolutions and the annual volunteer awards.

- 3.2.9 A poll of voting members only was conducted on the following question:

Do you support the Board's recommendation to hold a reduced AGM, via webinar, without elections (but may have some non-controversial AoA changes).

POLL RESULT: YES = 74%; NO = 4%; ABSTAIN = 22%.
(above figures represent all NC members)

**AGREED
GP to note**

If, after reviewing the AoA it was concluded that the above is a Reserved Matter, then the results will be amended taking into account how only voting members of NC voted.

LR

3.3 CEO & Office

3.3.1 DT summarised the incredible team effort made by staff and volunteers in response to the impact of the pandemic. The office is still functioning by means of remote working and getting used to the use of electronic meetings. There will clearly be a negative impact on travel insurance income, with no new policies and recruitment of new members; set against those losses will be some savings, more detail of which will be known after the Board meeting on 1 April.

3.3.2 The CEOs five immediate priorities are:

- Maintain office services;
- Look after the staff;
- Support the outdoor sector;
- To ensure the financial viability of the BMC;
- Put in place the groundwork to enable the BMC to bounce back when the crisis is over.

3.3.3 LR requested that DT convey Council's thanks to all members of staff.

DT

4. Organisational Development Group

4.1 Introduction to ODG work

4.1.1 FS summarised the current status of the work being carried out by the various ODG work streams.

4.1.2 The specialist committee review has commenced, being led by Roger Murray, and it is hoped that it will be able to make proposals by June.

4.1.3 The ODG has some concerns about the work passed to the BMC's senior management team, and whether it will have sufficient resources for this work when its priority will now be managing the impact of the pandemic. FS will be reviewing this over the next month.

4.1.4 The reconstitution of National Council to a Members' Council risks being delayed if the necessary changes cannot be agreed at a revised format AGM.

4.2 BMC Cymru Committee – Terms of Reference*

4.2.1 FS asked if Council was in agreement with the role and objectives of the committee as set out in its draft Terms of Reference (ToR).

4.2.2 Questions were asked about what work would go through the committee and how it would interact with other BMC committees including National Council and the various specialist committees.

National Council would contribute to this committee via the area representatives. The Cymru Committee would need to interact with the Specialist Committee Review.

MR said that Mountain Training Cymru supported the establishment of the committee.

Various points for clarification and action were raised:

Will all BMC business would go through the Cymru Committee or just those that affected Wales? FS clarified just those affecting Wales.

- 4.2.3 FS clarified that the committee is being set up for one-year. It will then be reviewed and report back to the Board and NC. The committee has delegated authority from the Board and will report to it.

It was commented that the committee felt like a 'mini-NC' and there needed to be an assurance with the ToRs that this was not the case. There needed to be a clear demarcation between NC and the committee.

The Cymru Committee is to provide guidance and support on issues in relation to Wales.

The interaction between the national clubs will be through the Board and NC.

The geography of the Welsh areas needs to be defined.

The role of the NC area representatives needs reviewing.

- 4.2.4 MW said that the Land Management Group would need to be able to make decisions about management of BMC-owned / managed sites in Wales without consulting the committee.

- 4.2.5 LR suggested that comments and questions could be emailed to the work stream sub-group lead, Neal Hockley, via odg@thebmc.co.uk

NOTED

- 4.2.6 A poll was conducted on the following question:

Do you approve the Terms of Reference for the BMC Cymru Committee?
(with the above clarification and action points fed back to Neal Hockley)

POLL RESULT: YES = 62%; non-voting members = 31%
(FS – should be formal NC vote; AS – some already voted)

FS

4.3 Clubs Strategy 2020-2024*

- 4.3.1 FS requested that Council only ask questions if an answer might influence how they would vote on this agenda item; otherwise, email comments and questions to odg@thebmc.co.uk. LR asked people to watch the ODG video that Mike had done, as it was an excellent summary.

- 4.3.2 PS (Clubs Committee Chair) requested that Council record a vote of thanks to Mike Spooner and other members of the work stream, for work on the strategy.

AGREED

- 4.3.3 JW said that the strategy was a really good document, but that he perceived a change of emphasis from self-help (from clubs helping themselves) to the impression that the BMC will do lots of work for clubs, and he wasn't comfortable with the document in that respect, because staff resources are insufficient for that approach. FS said that she didn't read the document in that way, but noted JW's comment.

- 4.3.4 A poll was conducted on the following question:

Is the Clubs Strategy going in the right direction?

POLL RESULT:
YES = 57%; ABSTAIN = 7%; NON-VOTING MEMBERS = 36%.

FS

4.4 Articles of Association, Area ToR, and voting procedure review

- 4.4.1 The intention of this agenda item was to discuss the proposed changes to the Articles of Association (AoA), the related Area ToR and the Election Voting Procedure, all three of which would be presented as a group of resolutions at the 2020 AGM. Even though they were on the agenda for this meeting they were not adequately discussed due to lack of time, the need to discuss other pressing issues as well as the limitations of conducting any sort of meaningful debate by webinar in the time available. It was requested that Council is given enough time to properly review and approve these issues.

It was suggested that we do hold a webinar to properly discuss the items listed above, along with the Digital Strategy and GWG paper.

LR

- 4.4.2 LR reminded members that a webinar, open to all BMC members, will be held on Thursday 2 April (6.30pm), to enable members to discuss and comment on the proposed changes.

Post meeting note – this webinar was postponed.

- 4.4.3 MW thought that a change was required to the Reserved Matter, which says the Board should seek approval of the Council for:

any proposed change to the Articles; specifically changes to the objects of the BMC that might conflict with traditional climbing values as practised in Britain.

MW felt that the use of the word 'specifically' diluted the whole point of that Reserved Matter, and should be removed or replaced, and/or a separate Reserved Matter covering traditional climbing values should be added.

AS said that he would make sure that Lucy Valerio (BMC governance & compliance officer) is advised of this suggestion.

AS

- 4.4.4 Due to the current uncertainty surrounding the holding of the AGM and what business will be conducted at it, as well as the staging of area meetings preceding the AGM, there was a feeling from some Council members that perhaps the meeting was rushing unnecessarily to vote on these complex changes when more consideration would enable a better understanding of the proposals.

- 4.4.5 LR suggested that another National Council webinar could be held on this particular agenda item after the Board meeting on 1 April and the Members' Webinar on 2 April.

NOTED

- 4.4.6 AS requested that members email him and Lucy Valerio with any points before 2 April.

NOTED

4.5 Update on progress against ORG recommendations

- 4.5.1 This agenda item had already been covered under item 4.1.

4.6 Digital Strategy – video presentation

- 4.6.1 FS recommended that Council members watch the video, if they hadn't already done so, and email comments to Alex Messenger (alex@thebmc.co.uk), BMC Head of Communications.

NOTED

5. Governance Working Group

5.1 Governance Working Group (GWG) – final report

- 5.1.1 JW explained that the report was now finalised, incorporating feedback from consultation apart from three areas requiring decisions:
- a) Publication of voting record;
 - b) Size and composition of the Nominations Committee (NomCom);
 - c) If there should be a process to allow challengers to stand against any incumbent volunteer Director at an AGM during a term of office.
- 5.1.2 In respect of decision a): GWG felt that transparency was important where individuals can significantly impact the outcome of a vote, and recommended that the voting record be published of all those holding discretionary proxies which amount to 10% or more of the total for that resolution or election.
- 5.1.3 POLL RESULT on a):
YES = 54%; ABSTAIN = 7%; NON-VOTING MEMBERS = 39%. JW
- 5.1.4 In respect of decision b): GWG proposed that NomCom should be made up of seven members, but also offered two alternatives, each with a composition of five members; as defined by Sport England, Independent Directors (IDs) must be in the majority, hence the odd number of members in the suggested compositions.
- 5.1.5 GP felt that the GWG had provided some practical solutions to achieve the ID majority vote, and he was happy to go with whatever Council approved.
- 5.1.6 A poll was then conducted on decision b), for which GWG recommended that NomCom should have seven members – the Chair, the three Independent Directors, the President, a non-Director representative chosen by National Council and an Independent recruitment specialist.
- 5.1.7 POLL RESULT on b):
GWG = 48%; ALTERNATIVE 1 or 2 = 4%; ABSTAIN = 11%; NON-VOTING MEMBERS = 33% JW
- 5.1.8 In respect of decision c): GWG recommended that challenges should be permitted at interim AGMs (subject to NomCom screening if appropriate), and that if challenged, incumbent Directors would have an automatic right to stand in that election.
- 5.1.9 There was a general feeling that Council would like to consider c) further, as it would need a change to the AoA. It would not be a matter for this year's AGM then. LR recommended that National Council should email questions regarding the paper to JW (via the ODG email address).
- 5.1.10 POLL RESULT on whether National Council requested that item c) of the GWG report be explored in more detail and a further paper produced:

MORE DETAIL: All voting members agreed. JW
- 5.1.11 LR thanked JW for the work of the GWG.

6. NECs and Members' Council Terms of Reference

- 6.1 LR advised that voting at the AGM would not include the matters covered by this agenda item, so there was no need to discuss it in detail at this time. LR invited HW, National Council reconstitution sub-group chair (HW), to speak about, but not debate, the Members' Council ToR.

- 6.1.1 HW reminded the meeting that the original plan was to workshop the ToR today, but the group has now decided to extend the feedback period for a couple of weeks. HW suggested that a webinar in a month's time might be useful.
- 6.1.2 The recruitment descriptions for Nationally Elected Councillors (and similarly for Constituency Councillors) will come to National Council.
- 6.1.3 FS asked when and how we planned to engage with members. LR said that this will be included in ODG communications plan. AS suggested a series of webinars over the coming months.
- 6.1.4 LR thanked HW, and advised the meeting that any comments should be fed back via the ODG website (odg@thebmc.co.uk).

7. Council Nominated Director appointments

- 7.1 LR advised that RM would make a random draw to select the order in which the three candidates would make their five-minute presentations.
 - 7.1.1 The Board skills matrix had been updated following the appointment of Paul Drew as Independent Director, and the candidates had all submitted self-assessed skills matrices, which were available to Council on Teamwork along with all other relevant papers for this item (their CV and personal statements). LR asked Council to also take into account the CND role description.
 - 7.1.2 LR thanked the candidates for standing, and their professional conduct, and asked if there were any questions about the process. LR also thanked AS for organising the online voting process.
 - 7.1.3 The first candidate to present was CSp, followed by CSt and finally JP. After each candidate's presentation, Council members were asked if there were any questions specially relating to the presentations.
 - 7.1.4 Following all the candidate presentations, seven questions submitted by Council members were then asked, with the candidates chosen randomly by RM to answer each question, before the next question was posed and answered by all three candidates, again in random order.
 - 7.1.5 LR thanked the candidates for their presentations and responses, and asked Council voting members only to vote, explaining the voting process and scoring system, and confirming that the meeting was quorate and that candidates could vote. Also, that members should take into account; the updated skills matrix, candidate self-assessed skills matrix, CVs, personal statements, CND role description, presentations and question and answer session when casting their votes.
 - 7.1.6 JP noted that there was no voting option to abstain, and felt it was unusual to be a candidate and to be able to vote. LR reminded members that the process being followed was that agreed previously by National Council.
 - 7.1.7 When the voting had been completed, the scores were totalled and the following results announced:

Jon Punshon – 37 points
Carl Spencer – 36 points
Chris Stone – 41 points

Jon Punshon and Chris Stone were duly appointed as Council Nominated Directors; LR to advise the Board.

LR

8. Next steps, AOB, close of meeting, and date & venue of next meeting

8.1 Next meeting

8.1.1 LR advised that the meeting planned for 14 June (during the AGM weekend) would not be a face-to-face meeting. Further correspondence regarding the next National Council meeting will be forwarded once arranged.

8.2 AOB - Finance & Audit Committee

8.2.1 DB wished to report on the most recent meeting of the Finance & Audit Committee, held on (Monday 23 March). He said that the 2019 year-end deficit meant that reserves were at the lower end of the reserves policy, which did not leave much money to respond to the impact of the Coronavirus pandemic.

8.2.2 DB said that the committee had not been involved in the 2020 budget process, and lack of input had concerned the committee. He also advised that Graham Richmond, who had sat on the committee for 20 years, resigned after the meeting.

CNDs to note and report to the Board

The meeting finished at 13:35.

Summary of action points from the 67th meeting:

| Ref | Action | Who | By |
|--------|---|----------------------|------------------|
| 1.1.3 | Review minutes of December 2019 meeting and 2020 webinars and collate an action log. | LR | ASAP |
| 3.2.3 | To communicate to the communications team the views of National Council in relation to future Summit magazines. | LR | ASAP |
| 3.2.4 | National Council supported the Board's proposal to publish one issue of Summit magazine in digital format only, possibly with print retained for members without a recorded email. | GP to note | ASAP |
| 3.2.9 | National Council supported the Board's proposal to hold a virtual AGM. If, after reviewing the AoA it was concluded that the above is a Reserved Matter, then the results will be amended taking into account how only voting members of NC voted. | GP to note LR | ASAP ASAP |
| 3.3.3 | Convey Council's thanks to staff. | DT | ASAP |
| 4.2.6 | National Council is in agreement with the role and objectives of the BMC Cymru Committee as set out in its draft Terms of Reference (ToR). To feed back the clarification and action points to Neal Hockley. | FS | ASAP |
| 4.3.4 | National Council is in agreement that the Clubs Strategy going in the right direction. | FS | ASAP |
| 4.4.1 | Articles of Association, Area ToR, voting procedure review, Digital Strategy & GWG paper - to hold a webinar to discuss the items listed. | LR | ASAP |
| 4.4.3 | Advise Lucy Valerio of concern about Reserved Matter wording. | FS | ASAP |
| 5.1.3 | To note the result. | JW | Immediate |
| 5.1.7 | To note the result. | JW | Immediate |
| 5.1.10 | To note the result. | JW | Immediate |
| 7.1.7 | Notify the Board of the CND appointments. | LR | Immediate |
| 8.2 | CNDs to note and report to the Board DBs feedback from the FAC. | CNDs | Immediate |

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

Signed: 
Lynn Robinson, President

Date: 19th September, 2020