

BRITISH MOUNTAINEERING COUNCIL

177-179 Burton Road
Manchester M20 2BB
www.thebmc.co.uk

Tel: 0161 445 6111
Fax: 0161 445 4500
Email: office@thebmc.co.uk

LONDON & SOUTH EAST AREA MEETING

Meeting held at The Old Kings Head, London
On Thursday 19th April 2018 at 7.00pm

Minutes

Welcome and apologies for absence – Attendance numbers 26 (Men 21 Women 5)

Chair Rik Payne (RP) Minutes were taken by Chris Stone (CS) BMC attendance Nick Kurth (NK) and Jon Garside (JG)

Apologies – Lisa Payne, Mary-Ann Ochota

2. Minutes of previous meeting held on 15th February 2018

Minutes were ratified - For: 13 Against: 0 Abstained: 3

(RP) welcomed everyone to the meeting and explained that Mary-Ann Ochota could no longer attend but her film, Inaccessible will be shown at the end of the meeting.

(RP) suggested changing the order so agenda items 4 and 5 were heard before item 3 to give more time for people to arrive.

4. National Council

(RP) reported from the Feb NC meeting that the NC agreed that the number of BMC representatives on the Mountain Training Board should be reduced from 4 to 1.

(RP) said that Lyn Robinson is creating a volunteering strategy for the organisation.

Reports from Area Representatives

5.1 Clubs no report

5.2 Youth no report

5.3 Hillwalking (CS) gave details of the next walk taking place on Sunday 13th May; which is an 11 miles linear walk from Deal to Dover along the White Cliffs.

A walk is also planned to take place on Sunday 10th June on the South Downs, following a section of the South Downs Way, to celebrate Mend our Mountains. It is a 14 mile circular walk from Amberley and further details will follow.

The next Chilterns Walking Festival is taking place from Saturday 19th May to Sunday 3rd June and there be a variety of walks taking place, (CS) will post details on the BMC London Facebook Page.

The North Downs Way is celebrating its 40th Anniversary this year and various guided walks have been arranged, (CS) will post details on the BMC London Facebook Page.

The BMC in partnership with the Ramblers and other partners have launched a petition to ensure access to the countryside is protected following the UK leaving the EU. A new Agricultural Bill is being drawn up to replace the Common Agricultural Policy which at present does safeguard access and puts an onus on farmers to maintain rights of way across their land. The petition is to ensure that these safeguards are included in the new bill. The consultation documents along with a link to the petition are available on the BMC website and will be posted on the BMC London Facebook Page.

5.4 Access / Climbing Walls (RP) explained Crystal Palace used to be a premier athletics venue in London but has since been superseded by the Olympic Stadium. A consultation event about the redevelopment of the area was attended by a local member and it was reported that a climbing wall will be part of the redevelopment.

3. ORG Implementation Group proposals

(RP) explained that feedback was needed on the Implementation Group proposals so that a discussion could take place at NC to decide which/if any of the proposals will be sent to the AGM for the members to vote on. (RP) said that June would not be the end of the process and that many of the ORG recommendations will be dealt with in a second stage. These recommendations will be implemented after discussions in working groups and relevant feedback from the membership through area meetings. The full implementation will be completed between 24-36 months. (RP) gave an overview of the ORG Implementation Group mandate details. (Which can be found in the *ORG Report Implementation Group Background* document available on line).

The first stage of implementation are the recommendations that focus on governance.

(RP) explained that the process is an ongoing process and changes are happening on a daily basis which are being fed back to the IG. (RP) outlined the IG's mandate.

(RP) explained that advice from an independent solicitor has indicated the current Articles of Association are not suitable for a modern institution and not appropriate for good governance.

At present the BMC is defined as a National Governing Body by SE. However it is a representative body first and a governing body for competitions only.

(RP) explained that 55 other sports have been signed off by Sport England and the BMC is one of the last ones left which is why Sport England had to set a deadline. The BMC's Articles of Association mean that an AGM has to take place by June 2018. Sport England had set a deadline for meeting their code of Governance by April 2018 however at the BMC's request they extended it to August 2018.

In Stage 1 there are 4 proposals that may be voted on.

(1a) to implement the changes to the Articles of Association that represent good Governance as recommended by the independent lawyer.

(1b) to increase member engagement it is proposed that a system of on line voting is implemented

(1c) in line with ORG recommendation 39 it is proposed that the number of members required to raise a resolution be increased from 25 to 100 or to 1% of the total membership with an option for 25 members to raise a resolution after completing a mediation process. (RP) explained this was not about avoiding motions of no confidence but it should be appreciated that they are costly and damaging to the organisations reputation.

(1d) to implement the changes to the AoA required to comply with Sport England's code of sports governance.

(RP) explained that these are proposed changes and are not fixed. Feedback from areas will be reviewed before the NC takes a decision on what proposals to take forward to the AGM on the 28th April.

(RP) explained that negotiations are still continuing with Sport England but any changes now would give more control to the membership.

The meeting had a detailed discussion about 1c. There are two options for how many members it takes to raise a resolution. Option 1 is raising to 1% of the membership (approx. 850 members). (RP) explained this is still considerably lower than the legal minimum which is 5%. Option 2 is that 25 members could propose a resolution after going through a mediation process.

Jonathan White (JW) raised the concern that it would be impossible to get 850 members to sign a resolution. (RP) said that an online electronic petition system similar to the one used by government, whereby if a certain number of people sign the petition the issue will be debated in parliament could be introduced. Julian King (JK) backed up the idea of an online system clarifying that if this was used anyone would be able to log in if interested.

(AM) raised a concern that that the legal advice was not on the website. (RP) directed members to the Plain English document on the BMC website.

(RP) said the National Council could also bring a resolution to a GM after a possible mediation process. The mediation process needs drafting but would involve a submission to the CEO
Attendance at a meeting with the appropriate BMC representatives to agree a mutual resolution
Seek advice from an expert opinion or the services of a professional mediator
If still not happy bring the resolution

(RP) gave an update on the negotiations with Sport England in reference to the reserve matters. These are now in two categories those that the board must seek approval on and those that the board must consult and duly consider the view of the NC on.

(RP) explained the inclusion of a reserved matter covering the ethics and ethos of mountaineering activities. This was included to cover policy and strategy which legally means something different to the way we generally use it.

The statement above about ethics and ethos has also been included in the Objects of the AoA the directors have a legal duty to follow the Objects of the company.

(AM) Most of the reserve matters are something that the membership has to have the final say on anyway so SE hasn't given anything back.

(RP) This was discussed with Andy Syme and the Independent Solicitor has confirmed that SE have given some of these things back and have given ground.

(JW) queried the table of reserved matters shown in the ORG report where some would be for approval and some for consultation. It appears Sport England has removed approved and changed all to consult questioning if it had changed from the ORG report?

(JW) queried the purpose of the National Council as National Council can say no on behalf of the membership and then it goes to the membership.

(AM) questioned the final statement of the reserve matters and questioned what it meant and if it included bouldering, indoor climbing etc.

(RP) explained that it is not feasible to look at every word but asked that members consider the overall intention of the proposal.

(NK) explained some text in the presentation was 'hot off the press' and still in discussion with Sport England. Things are still moving in a positive way.

(AM) questioned what the difference between trading name and branding is with reference to seeking approval.

(RP) explained in the situation of the change to Climb Britain, Climb Britain would be a branding change but the legal trading name of the company would have remained the same.

(JW) stated that at present, policy decisions sit with the National Council. However the proposal is to move authority from National Council to the Board of Directors, predominately an appointed body, where as currently the National Council is elected nationally. This means that the people we elect can only approve their legal part and anything else will be by the Board of Directors.

(AM) asked how many elected reps will be on the Board of Directors?

Before answering this (RP) explained that stage 2 would be implemented at the 2019 AGM. In the period of 2018-2019 only minimal changes would take place. If the proposals do go to the AGM and get approved, within 3 months of the 2018 AGM a post of Independent Chair will be advertised and appointed. At the 2019 AGM the board would change to consist of 4 elected National Council members consisting of the president and 3 reps, 1 of which will have responsibility for clubs. This is 33% of the board and is the limit for council members to be present on the board. There would be 4 independent directors including an Independent Chair, the CEO as an Ex Effio director and 3 other directors to be decided in stage 2 of the implementation process but likely to include a director from our funded partners and a director with experience/responsibility for finance.

(JW) stated the 33% is a Sport England limit and not part of the Companies Act.

(RP) explained independent means that the directors have not been involved with the management of the BMC is run (for example being an area chair or being on a specialist committee) they are therefore a fresh pair of eyes. (RP) confirmed that all independent directors are not be paid, all they will receive for their services is free membership and their expenses are covered.

Job descriptions are issued for Independent Directors as they are required to have a specific skill set to bring something additional to the board, for example an Independent Director may have a legal background.

Two of the current independent directors were previously members however all are involved or have an interest in British mountaineering.

(RP) said that an internal audit of the board takes place annually and an external audit will take place every 3 years to ensure members with the required skills are present.

(RP) explained that although Independent Directors are chosen by a nominations committee they will need to be ratified at an AGM meaning members will have the final say if that person is appointed or not.

The National Council will remain the primary body for members but will have reduced powers.

(JW) questioned what powers will they have?

(RP) explained that good governance is means that there needs to be clarity over who makes decisions so it is easier to see who is accountable. At the moment there is ambiguity around this. There will be a shifting of the decision making from NC to the board of directors but members will still be able to hold the decision making body to account, this has not been lost. A new grievance procedure will also be introduced to give the membership the ability to air concerns with the board of directors.

(RP) explained what would happen if we didn't make the changes. (RP) explained that it isn't just about Sport England money, it would be possible for the BMC to cover this loss of revenue if required.

(JW) commented that subs were raised at the last AGM to build up reserve funds.

(RP) said though that the bigger issue which has come from feedback from the CEO, Implementation Group and Mountain Training and other partners is that the BMC could no longer be an umbrella body and submit bids on behalf / in collaboration with our partner organisations. (RP) stated that Mountain Training UK are already putting plans in place to change their governance to ensure they are able to put bids into Sport England if the BMC does not accept the changes proposed by SE.

(JW) raised the point that there would be an issue with the individual organisations complying and (AM) stated that they would still need to comply anyway if the BMC gives them money.

(RP) explained that without Sport England revenue the BMC could survive but organisations like MTUK, ABC, ABCTT, MTE and MT Cymru wouldn't be able to and they would need to put bids in to SE without the BMC. It is possible a new umbrella organisation could be formed as at present Sport England wants bids put in by an umbrella organisation. There is also potential damage to the BMC's ability to negotiate with the Government and other National bodies.

(AM) stated that the Association of Climbing Walls have already been approached regarding land / access issues.

(RP) also explained that there is a case for a separate body within the BMC to deal with Welsh matters as at present the BMC does not have a specifically Welsh institution this limits our influence with the Welsh Assembly.

(RP) said that the BMC is now one of the only sports not implementing the recognised standards for governance in sport. If funding is not received from Sport England, the Finance Committee have said that subs would need to rise. Also, initiatives like the Hill Walking strategy would suffer as they are currently funded by Sport England.

(RP) stated that if we do make these changes, we remove the legal issues in relation to the Companies Act, retain National Governing Body status for mountaineering and retain influence with the government.

(AM) raised a point that British Judo clubs have to achieve a Clubmark if they wish to receive money from Sport England.

(AM) commented that the BMC approaches Sport England for funding for specific projects instead of for the clubs.

(AM) explained that it is necessary for organisations to keep reporting back to Sport England to show they are achieving everything they set out to do. The targets are not set by Sport England but by the organisation themselves.

(RP) said that accountability is a priority for Sport England.

(RP) explained what will happen in June 2018:

- Board will remain as is
- Independent Chair appointed
- New Articles of Association take affect
- Grievance process takes affect
- Stage 2 work begins

At the 2019 AGM the new Board members will be elected.

(RP) gave an overview of the risks associated with each option along with what would happen if they don't get approved. (RP) indicated that more information is available on the BMC website.

Sherry MacIver (SM) raised a concern regarding if the online information was being updated. (RP) said that it was by small amounts as and when the IG were able to.

(JW) raised a concern that current proposals give away all authority from the membership except that guaranteed by law

(RP) said that Andy Syme had gone back to Sport England and argued the case for greater membership input asking them to recognise the heritage of the organisation and that it is for participants primarily, not competitors.

(JW) made the point that as the BMC is the last National Government Body to sort out there compliance other NGB's have had better settlements from Sport England.

(AM) asked how much time was left before the proposals had to be submitted for the AGM?

(JG) said that the deadline was 4 days after the next National Council meeting.

(RP) asked members to think of the proposals as a whole. Concerns have been raised about the moving of power from National Council to the Board of Directors. The National Council is a body for discussion and agreement. (RP) pointed out that in the instance of Climb Britain it was the National Council which made the decision to proceed as well as the Exec. As almost all the members of the Exec attend NC the Exec is effectively a sub-group of the NC and the idea that the Exec work against National Council is not true.

(AM) commented that given the level and commitment of the people involved they give their whole heartedly support to the proposals.

(AM) wished to thank everyone that had been involved and believes that what is proposed is a good governance model that has worked for other organisations. They questioned who would pay for the mediator costs?

(RP) said that this has not been decided, it could be that the BMC absorbs all the costs or it may be split 50/50.

(AM) raised the point that if the BMC are having engagement issues then perhaps there should be 'home nation' reps on the board.

Clarification was asked for by members regarding two of the Reserved BMC Matters and whether those that are subject to consultation and those that are subject to approval can both go to members if National Council disagrees.

(RP) said that if the National Council can't agree on matters seeking approval then the issue must go to the members as a resolution. If the NC can't agree on matters for consult and consideration then SE have verbally agreed, that this would also be referred to the membership at a General Meeting.

(AM) raised a point that Sport England look for primacy and that the Board of Directors should have primacy.

(JG) commented that the National Council has a lot of power and will be able to pass a resolution.

(RP) confirmed the Board will have to adhere to the principles of the BMC and will have to perform their duties in accordance with the Objects as stated in the AoA. The membership will still have the ability to influence decisions and as a last resort could veto board members.

(JW) asked how other areas have reacted to the rise to 1% or 100?

(RP) explained due to when these options were released other areas wouldn't have seen all the options.

(JK) raised a concern that once stage 1 is implemented stage 2 might not be and asked how do we ensure stage 2 gets delivered?

(RP) explained that a stage 2 framework document has been produced and breaks down when each recommendation will be implemented by and who is responsible for it.

(NK) stated there needs to be a package on the table to ensure all is delivered.

(JK) asked if there could be conditional approval but (RP) explained that this isn't possible.

(RP) explained the implementation had been split into two stages due to deadlines, in particular the June AGM. If more time was available then it would have been presented as '1 package' but there is a commitment to deliver stage 2. (RP) emphasised that the National Council and the Exec should be held to account if stage 2 were not delivered.

(JW) stated that he is not against the raise in members to make a resolution as we can't have a motion of no confidence put forward every year.

(AM) wanted to confirm the method for voting if you are unable to attend the AGM.

(RP) Proxy and postal voting will be available this year.

(NK) Electronic proxy voting may also be possible this year.

(RP) If the proposals go to the AGM it will require 75% of those voting to make the change.

Voting then took place for feedback to the NC.

A vote took place regarding 1a – implementing the recommendations required for good governance.

For: 18 Against: 0 Abstained: 5

A vote took place regarding 1b on the proposal that online voting be implemented. This would likely be in 2019. The members felt the streaming of a GM would be an important element of this.

For: 20 Against: 1 Abstained: 2

A vote took place regarding 1c – number of members needed to raise a resolution. Each option was voted on separately. (RP) explained that the three separate proposals would be voted on and if all come out favourably then a combination could be considered.

Raise to 100 members.

For: 14 Against: 3 Abstained: 5

Raise to 1% of membership on the condition that an online petition system is in place, (RP to take to National Council).

For: 14 Against: 3 Abstained: 5

Allow at least 25 members to raise a resolution after going through a medication process

For: 15 Against: 3 Abstained: 4

(AM) raised a point if the online engagement would be managed by the BMC. (RP) said the system would be managed by the BMC.

A vote took place regarding proposal 1d – meeting Sport England's requirements. The vote take place on the condition that members would be able veto a member of the board and that if the Nation Council don't agree with the Board of Directors the matter will be referred to a General Meeting.

For: 16 Against: 5 Abstained: 1

A vote was taken on the Finance and Audit Committee request that a resolution be included at the AGM that if the full Governance proposals are not passed subs may be raised by around 10%. This means a £3.40 raise for individual members and £1.42 for club members.

Should the proposals be passed this resolution would be struck off.

For: 19 Against: 1 Abstained: 2

(AM) who voted against did so as they believe the Governance changes should be passed.

6. Any Other Business

(RP) thanked everyone for coming to the meeting and engaging as a lot of work had taken place to get to this stage.

7. Date and location of next area meeting

June 7th 2018 7pm – The Old Kings Head

Guest Speaker – Anoushé Husain

Following the meeting Mary Ann Ochota's film *Inaccessible* was shown after the raffle prize of a chalk bag was won, kindly donated by Snow and Rock.

Minutes completed by Chris Stone