

# 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 7<sup>th</sup> June 2018 at 7.00pm

### Minutes

#### Welcome and apologies for absence – Attendance numbers 21 (Men 15 Women 6)

Chair Rik Payne (RP)

Secretary Lisa Payne (LP)

Hillwalking Chris Stone (CS)

BMC attendance Nick Kurth (NK)

Apologies – Michelle Hart & Sherry Macliver (Clubs rep)

#### 2. Minutes of previous meeting held on 19<sup>th</sup> April 2018

Minutes were ratified - For: 6 against: 0 Abstained: 5

#### 3. AGM, Option A & B

(RP) gave some background to the process of how the BMC/ORG/IG in negotiations with Sport England (SE), advice from Womble Bond Dickinson (WBD) and feedback from the membership came to Option A. Plus some history on Option B brought to the AGM by a small number of members of which over half have withdrawn their signatures since the collaboration at the BMC forum in May. Jonathan White (JW) added that the alternative option came about after what some members felt was a low point, after SE rejected some of the proposals and reserve matters. (JW) said that advice from WBD which was taken from the ORG report was used to draw up the Option B AoA but (JW) was in discussions with the Option A group and feels with the movement from SE recently means that we are now in a better place than we were.

A member (AM) felt that things were as clear as mud and that the BMC shouldn't be reliant on government funding. (RP) explained that it isn't simply about funding, it concerns projects and staff whose posts are funded by SE.

(JW) speaking about the ERS voting, explained that there should have been a neither option rather than abstention on the voting paper, this has since been rectified and those who have voted have been re-sent their voting link to re-submit their vote should they wish to.

Rodney Gallagher (RG) stated that both resolutions have been interfered with since their proposal on the 30<sup>th</sup> April and asked why it became a vote between two options and not a poll. (RP) There were lengthy discussions between Martin Wragg & WBD on how best to present this choice at the AGM. (RG) the consequence is that the alterations that have been forced through give rise to confusion, the second ERS vote will simply depress the membership having to vote again.

(AM) said that these discussions (area meetings)<sup>Ed.</sup> are simply a post mortem as people have already voted and felt the voting form was overly complicated. (RP) it's important to inform the membership without boring them but the BMC may have failed in its aim as members seem to becoming less engaged.

Julian James (JJ) The current AoA, advice from WBD & the ORG which suggested that the National Council's role was too strong was the advice that Option B was based on. The makeup of the board was the biggest difference between the two proposals and the rest is window dressing. Option B proposes 3 NC on the board and the rest elected by the membership. Option A proposed 3 NC on the board and 1 directly elected and the rest from the nominations committee so therefore not elected by the membership.

(NK) Both options align with Company Act, but option A has 6 elected board members, 3 NC, 3 from Elsewhere endorsed at an AGM and 1 president elected at an AGM.

(JW) We have to empower the Exec to do what we need them to do; and the National Council (NC) needs to be there as more than just a "talking shop". AoA have changed the reserve matters to give more power to the NC.

What is vital to members is local access issues which happen at areas and this goes to NC and then to the Exec.

(RG) people are confused, you can't expect members to vote on a resolution that was proposed initially and has then been amended and amended again as a moving process.

(NK) shared an observation that having found a positive step forward by listening to the option B proposers and making the recent changes to the resolution after detailed negotiations it is disappointing this is now being thrown back in our faces.

(RP) The Exec members from the NC are elected by members to be on the NC, they have the same voice and validity as the other board members. Independent Directors are voluntary roles and are not paid. Succession planning is key when looking at the makeup of the board. Having all the board elected by membership wouldn't necessarily create the most effective board. Specific skills need to be filled to ensure an effective board. Though not impossible it is more difficult in a straight election by the members.

(JW) stated that there could be as many as 4-8 board members elected by the membership under Option A. And this will be clearer when the Nominations Committee process has been totally clarified.

(NK) The Terms of Reference for Nom Com were created for and up to the AGM this year so it could be looked at again this year, to look at ways to give more opportunities and choice to the membership.

(JW) With any structure it's important to get the right people on board and those we feel would be beneficial to the organisation.

(AM) was concerned that from the discussions on the process and company law being so strict in terms of constitutional changes particularly regarding process, could the result of the AGM be challenged as unlawful due to the recent changes and amendments to the AoA? (RP) If someone wants to make a legal challenge then it's up to them, but I would question what they would be trying to achieve? It's time to make a move forward and Phase 2 (from the ORG recommendations) is still to be implemented. The BMC has listened to all the views of members and particularly the Option B proposers and has taken every opportunity to take on board these views at all stages. Now is the time to vote and move forward.

(AM) But can a legal challenge on a technicality derail the plans for the BMC? (RP) yes. (JW) the point is that we should be trying to avoid these "technicalities" from happening and therefore we need someone to keep the BMC on track.

(AM) said having read threads on UKC there seem to be a number of people out there who want to wreck the process.

(RG) Why are we rushing this for the sake of the SE funding which is only £150k pa? (RP) if it were only £150k then we wouldn't be going through this. It's about much more than that. Reputational issues, the loss of funding comes with a loss in reputational standing with SE and others, it also affects the SE funding that other organisations under our umbrella body rely on us to bid for.

Losing SE funding, means other partner organisations would have to bid for their own funds and would have to be tier 3 compliant, which they are now. But our partner organisations simply do not want to go down this road and want the BMC to continue to be the umbrella organisation. This is also the view of SE, being combined gives all of us a better voice.

(NK) all of the 50+ sports have done this in significantly quicker time than the BMC and a number of those are also member led organisations.

(AM) is there a definitive set of Articles which the membership has been able to see within the appropriate time allowed before voting at the AGM? (RP) The definitive AoA exists now. But possible the changes to reserve matters are not so clear for members to understand. Phase 2 underpins and supports the governance issues, it provides the safeguards to the changes proposed in Option A and this still needs to be taken forward.

Had we asked the ORG to focus only on governance we would probably have been where we needed to be by now, but we didn't and the ORG covered the whole organisation which has slowed the process down.

(JW) The papers members are being asked to vote through ERS are out there and a door was left open to allow for the forum discussions on May 15th so that anything that came out of the forum could potentially be added to either Option A or B. The resolutions were set 45 days prior to the AGM and could be changed as long as the membership had 28 days' notice for the changes/papers to go to members. The Tier 3 Option A approach is better than it was before, why now challenge it? Has the membership been in anyway disadvantaged, the answer is no.

(RG) Applauds the work of the ORG as 1<sup>st</sup> class, and felt things were in great shape at that stage, until the amended ORG report was published. And felt that 6-8 months was needed to properly process the amendments. But this has been prevented by the pressure from SE. SE set the rules of how people get funding, why couldn't we just say we're not ready and come back a year later?

(RP) The discussions drew to a close and Rik thanked everyone there for their input.

## **Reports from Area Representatives**

**4.1 Clubs** no report

**4.2 Youth** no report

**4.3 Hillwalking (CS)** Hill walk planned for Sunday 10<sup>th</sup> June - The route follows a section of the South Downs Way which is going to benefit from the money raised. On the 3<sup>rd</sup> July there is a showing of the Alan Hinkes film with Q&A from Terry Abrahams with all money going to Mend Our Mountains.

**4.4 Access / Climbing Walls** no report

**5. Any other Business** - None

## **6. Date and location of next area meeting**

September 6<sup>th</sup> 2018 7pm – The Old Kings Head

Guest Speaker – Leon McCarron

Following the meeting we had an inspirational talk from Anoushé Husain, who and has just launched Para Climbing London.

Minutes completed by Lisa Payne.