

# BRITISH MOUNTAINEERING COUNCIL

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## LONDON & SOUTH EAST AREA MEETING

Meeting held at The Old Kings Head, London  
On Thursday 23<sup>rd</sup> Nov 2017 at 7.00pm.

### Minutes

#### 1. Welcome and apologies for absence - Attendance numbers 45

Chaired Rik Payne (RP) Minutes taken by Lisa Payne (LP) BMC attendance Nick Kurth (NK)  
ORG – John Roberts (JR) and Rebecca Ting (RT)

Apologies – Colette O'Neil

#### 2. Minutes of previous meeting held on 7<sup>th</sup> September

Minutes were ratified.

#### 3. AGM Election of Area Chair & Secretary

**3.1** No new nominations for Area Chair, Rik Payne agreed to stand again.

Proposed by NK and seconded by Vic Odell. Votes were 27 for, 0 against, 2 abstentions

**3.2** No new nominations for Area Secretary, Lisa Payne agreed to stand again.

Proposed by Vic Odell and Seconded by Rya Tibawi. Votes were 27 for, 0 against, 2 abstentions

**3.3** No new nominations for Club Reps, Sherry Macliver and Colette O'Neil agreed to stand again sharing the role. Proposed by NK and seconded by Tony Williams. Votes were 21 for, 0 against, 1 abstention.

NK made special thanks to the area chair & secretary and area reps for all their hard work.

#### 4. Organisational Review Presentation and Discussion

**Note 1: Items in italics are added by the author for clarity and are not a report of actual statements.**

**Note 2: There are additions to this section printed at the end of the minutes. This is due to additional comments made at the 2018 L&SE Area AGM.**

Following the presentation from (JR) & (RT) attendees were asked to put their comments/questions to the ORG representatives.

Julian King (JK) asked if the terms of service (9 years) applied to the CEO.

(ORG) explained that the role of CEO on the Board of Directors is ex-officio and as such is held as long as the person is in the job.

(JK) then asked what methods there are for removing a CEO if they were not doing a good job?

(ORG) explained there are a set of recommendations proposed to measure the performance of the Senior Leadership team, CEO included (SLT) – recommendations 41-51.

Vic Odell (VO) questioned the imbalance of the proposed board, with only 4 (sic) of the 11 members of the board as electable positions. And would want to see a higher percentage of elected members on the board.

(ORG) explained this wouldn't then comply with Companies Act 2006, but to allay concerns, there would be a quorum of 5 and BMC staff alone would not be able to form a quorum.

(VO) stated that when he was a director there was never an issue between National Council (NC) and the Exec. His issue then was that he felt the CEO controlled everything and the Executive Committee had no control over the BMC office and there is no clear sight between the staff and the Executive Committee and a lack of oversight over the BMC office, also the board seems to be the "be all and end all" of the organisation, and it shouldn't be.

(ORG) The structure of the Board needs to be legally compliant with Companies Act 2006 and National Council cannot be legally liable.

Rod Gallagher (RG) felt that the proposed structure created an unnecessary muddle and that the proposals breached the terms previously set out holding the board to account by the members. It was a recipe for confusion and disaster. Only 3 members of the Executive Committee, would be directly elected. Also the Partner Assembly Director (*elected from the proposed Partners Assembly*), would not actually be a member.

If there has been a hazard highlighted by Womble Bond Dickinson (WBD) surrounding the National Council (*some legal responsibilities could currently rest with NC members*), then don't simply replace it with a Members Assembly. If Directors were directly elected by members then a Members Assembly wouldn't be required for good Governance. (RG) stated that he doesn't know of any other organisations that have a member's assembly.

(ORG) The ORG reviewed the papers from the Motion of no confidence (MoNC) during the initial consultation process, but from the members survey they have been able deduce that those concerns held by the BMC30 (*Rod Gallagher was a member of the BMC 30*) do not reflected by the majority of the BMC membership.

Jonathan White (JW) commented that most of the proposals from the ORG were fine but felt the proposed new structure set off alarm bells. That the grass roots of the BMC needed to be important and this structure didn't appear to reflect that.

(ORG) The schedule of reserve matters with its consultation and agreement layer means that certain decisions can only be made with the consultation of the membership. If you look at the detail in the whole report you will see that there are recommendations on protections being put in place.

(JK) Did you have enough time to do this, was it rushed, did you go back to National Council at any time to say that more time was required? Why does this have to be ready for the AGM can't it go to an EGM and therefore give you more time?

(ORG) Although there was a very high level of work involved the ORG didn't go back to NC as they felt they had achieved the goals they had been asked to.

(RP) Added that originally the ORG had been asked to report by the end of October, so in effect they did ask for more time.

A member (AM) What other structures have you considered?

(ORG) They had looked at a number of structures including Co-op's, charities, partnerships and limited companies. A Company limited by Guarantee (*the current structure*) was thought to be the best option due to the flexibility it provided.

(AM) What's the legal authority for the appointed Directors?

(ORG) Current good governance calls for the directors to be appointed by a Nominations committee. This is covered in recommendation 29.

(AM) Women and Diversity have been mentioned, what about Youth? There appears to be little reference to youth in the recommendations.

(ORG) Indoor climbing is the main route for under 18's to get into Climbing, look at the recommendations around an under 18's package and recommendation 9 re growth & the specialist committee for Child protection.

Mark Stitson There appears to be nothing about Clubs in the Governance section, Recommendation 2 talks about the relationship with Clubs, Stakeholders and Partner organisations and it feels that the later have been covered in other areas of the ORG recommendations but not the former.

Recommendations 33 and 36 completely fail to define any formal relationship between the clubs and the BMC. Can you define the BMC's relationship with Clubs?

(ORG) It is proposed that the Clubs Committee have a seat on the Members Assembly and recommendation 12 covers strategy to support the work of clubs within the BMC.

Michelle Hart (MH) raised an issue over the timing of the consultation. The report was launched in Kendal and the time between that and area meetings hasn't been sufficient to read the whole report. Also the online version of the report is not reader friendly.

(ORG) With more time this could've be improved.

(JK) So this goes back to the earlier question of whether the ORG had enough time.

(RP) While we are aiming to be ready for the AGM in April, we do wish to make sure we get this right. However there are pressures from outside the BMC which we have to take into account, we are currently not compliant with the Companies Act 2006, something which we need to remedy as soon as possible, so while an EGM could be considered we need to aim for the AGM.

(MH) expressed her concerns over communication between the BMC and its membership.

(RP) We have to work with the system we have now in terms of getting the ORG report out to the membership, but (RP) agreed that the BMC needs better systems for communications in the future utilising modern methods of communication. (*See recommendations 16 to 20*)

Brian McAlinden – commended the work of the ORG which shows the positive side of the BMC. That volunteers would want to give so much time to the ORG work in trying to make the BMC better.

(JK) asked for clarification on whether (WBD) had already been set to work on some parts of the M&AA's?

(ORG) No, nothing is being actioned, but they have been asked, to be ready to start the work.

(VO) Have you considered if the current 'Areas' are fit for purpose? L&SE has 32.6% of members but only has one vote. Should there be changes to the boundaries, are the areas out of date?

(RP) agreed to take this issue to the National Council.

(RG) said there was no reference to the numbers of members who only join the BMC to get travel insurance.

(ORG) There is less churn that you would think, more tend to stay BMC members than not, but there are recommendations around this area.

(AM) Point of clarification from the room with regards to the representation of members in Northern Ireland.

(ORG) The Partners Assembly will include Mountaineering Ireland, which represents mountaineers in Northern Ireland.

(JW) expressed concern over the promotion & encouragement of new members into the sport, as oppose to people already interested in activities covered by the BMC. This issue needs to be looked at in more depth before "encouraging" participation.

(RP) to take this to the NC and Executive Committee.

Paul Kaye asked did the ORG look at equivalent organisations in Scotland and Ireland when undertaking the review.

(ORG) Yes.

(AM) How do you sack the Exec? What is the term of service?

(ORG) Terms are 3 years and up to a max of 9 years (*3 separate terms*) and the Directors would also be held to account by an independent Chair of the Board of Directors. The Board can also be held to account by the members at an AGM.

(AM) There seems to be nothing other than the nuclear option.

(ORG) Referred to recommendation 39 regarding a grievance process.

(AM) Commented that there needs to be a more direct line of sight from individual members to the board, this needs to be looked at. There also seems to be a disconnect between Individual members and club members. Clubs don't have much of a voice at the moment.

(JK) The ex officio position of CEO seems to be well shielded from the general membership – please feedback to National Council. JK also stated that the ORG should be driving this process not outside funding organisations

(AM) Someone proposed that the deadline of the 22<sup>nd</sup> Dec for the first consultation period should be extended.

(RP) Restated that there is a need to keep to the published timetable, however if daily responses were still high by the 22<sup>nd</sup> there might be a case for extending the deadline. RP agreed to take this issue to the National Council.

(AM) Made the point that if a clearer explanation of how the Board would be held to account, then many of the anxieties could be quelled.

RP read back the keys issues to take to National Council – listed below) and the attendees agreed with the list and the discussion was drawn to a close.

- Governance – The number of ex officio's on the Board of Directors and accountability/transparency.
- Website info - Online report not user friendly
- Timings – Short period for reviewing the report before area meetings.
- Areas – Are they fit for purpose and are they truly representative? One member of the Members Assembly for 32.6% of the membership.
- 22<sup>nd</sup> Deadline for initial consultation period – Possible extension?

**5. MTE – BMC representation**

This item was tabled for the February 15th meeting due to a lack of time, an overview of the issues will also be emailed to attendees to read between meetings.

**6. Reports from Area Representatives**

As there was no time for any area reports, reports from reps will be emailed to meeting attendees.

**7. AOB**

Rik asked on behalf of Tony Williams, that any one in attendance from a club who has a hut could they speak to him after the meeting.

**8. Date and location of next Area Meeting**

February 15th **6.30pm (PLEASE NOTE THE EARLIER START TIME)** - Guest Speaker Dan Mazur

Following the meeting, there was an excellent presentation from Jo Bradshaw and a raffle prize from Plastic Heroes – Paul Barr – “Perfect Technique for Climbers “books

## **Additional comments to the minutes made at the L&SE Area AGM 2018.**

### **Item 4 - Organisational Review Presentation and Discussion Paragraph 4**

“Vic Odell (VO) questioned the imbalance of the proposed board, with only 4 (sic) of the 11 members of the board as electable positions. And would want to see a higher percentage of elected members on the board. The Organisational Review Group Representatives (ORG) explained this wouldn't then comply with Companies Act 2006, but to allay concerns, there would be a quorum of 5 and BMC staff alone would not be able to form a quorum.”

**Post meeting note:** Jonathan White raise the following point at, and it was accepted by, the L&SE 2018 AGM “It is Sport England not the Companies Act 2006 that requires a maximum of one third of elected board members”

### **Item 4 - Organisational Review Presentation and Discussion Paragraph 5**

“(VO) stated that when he was a director there was never an issue between National Council (NC) and the Exec. His issue then was that he felt the CEO controlled everything and the Executive Committee had no control over the BMC office and there is no clear sight between the staff and the Executive Committee and a lack of oversight over the BMC office, also the board seems to be the “be all and end all” of the organisation, and it shouldn't be. (ORG) The structure of the Board needs to be legally compliant with Companies Act 2006 and National Council cannot be legally liable.”

**Post meeting note:** Jonathan White raise the following point at, and it was accepted by, the L&SE 2018 AGM “While, the National Council could be held legally liable under the Articles in force during 2017, preferably the BMC should have a structure where it would not be.”