

BRITISH MOUNTAINEERING COUNCIL

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BMC Peak Area Meeting
to be held on Wednesday 12th June 2019 at 7.30pm
at The Maynard, Main Road, Grindleford, Derbyshire, S32 2HE

Food will be provided from 6.30pm

1. Notes from the last meeting 20th March 2019
2. Apologies for absence – please send to becky@bmcvolunteers.org.uk
3. Actions from the last meeting
 - a. Millsom memorial plaque – contact family
 - b. Running Hill Pits notice to clarify access

Andy Reeve
Rob Dyer / Mark
Warwicker
4. Access updates (also see latest edition of Peak Area Newsletter)
 - a. Aldery Cliff
 - b. Coney's Dale
 - c. Ring Ouzels
 - d. Stanage - parking
 - e. Stanage - update on options appraisal for future of estate's property assets
 - f. Climate change – what the BMC is doing
 - g. Butterflies at Horseshoe Quarry
 - h. Any other updates
5. Concerns re. proxy voting at the BMC AGM (see attached paper)
6. Hillwalking update
7. National Council report
8. Clubs
9. BMC Officers
10. Peak Area Newsletter: please send any contributions to peakarea@gmail.com
11. Any other business
12. Date and time of next meeting:
Wednesday 11th September 2019, at the Maynard Arms, Grindleford, S32 2HE

The meeting will be followed a talk by
Tim Birch of Derbyshire Wildlife Trust, on the subject of
re-wilding

Item 5.

Concerns re. proxy voting at the BMC AGM – Simon Lee 30.5.19

Having attended the BMC AGM on the 31st March I was very concerned about several things relating to the recruitment of Directors that took place which I would like to make the Area Meeting aware of.

In the week following the AGM I wrote to the BMC Office requesting disclosure of the number of discretionary proxy votes held by the Chair but the request was declined. In the same week I escalated my concerns separately with the Senior Independent Director, Simon Mccalla and the President, Lynn Robinson.

I then wrote an article for UKClimbing called [The BMC AGM 2019 – An Alternative Perspective](#)

The article covered the AGM widely, but my chief concerns are focussed on the Directors recruitment and election rules and processes. Conscious that the Board might respond in a way that didn't fully address gaps in information and questions I sent a [list](#) to Simon McCalla, Senior Independent Director which was circulated to the rest of the Board and formed part of their discussions at the Board meeting that took place on 8th May

I contacted Simon Mccalla after the Board meeting and he said that it had been passed to the Chair, Gareth Pierce to prepare a response and Simon hoped that a response would be published the following week on the BMC website. It is now 3 weeks after the Board Meeting and the response still hasn't been published!

The Board meeting summary was posted on the 25 May and says this on the matter:

- a. **Matters arising from the AGM:** In addition to the AGM-related items listed below, it was agreed that the Board should respond through the BMC website to the perspectives being shared elsewhere in relation to the AGM, this needing to include correction of some errors in that material. It was also agreed that the Board would set up a Governance working group that would include some members of National Council to review a range of matters including Nominations Committee and Nominated Director processes, this to be completed during 2019.

Despite repeatedly following up it is not clear to me at the time of writing when the Board will officially respond and to what level of depth. It is also unclear whether the discretionary proxy votes held by the Chair will be disclosed let alone which way the Chair cast the discretionary proxy votes.

Information has been supplied to the Board demonstrating that other National Governing Bodies disclose this information as a matter of course. I understand that The Institute of Company Secretaries indicated that it is normal practice and good practice (re good governance, openness and transparency) to disclose discretionary proxy voting numbers particularly if requested to do so by members who are effectively shareholders.

In the light of all this it seems extraordinary to me that the BMC hasn't disclosed the numbers. The slowness in providing an official response is also, I believe, poor.

Update 7.6.19

The BMC response was posted on 4.6.19: [BMC AGM 2019: Reflections and the Future](#)

It is a lengthy reflective piece and reconciliatory in tone that was largely drafted by Jonathan White who should be credited for an excellent piece of writing. However, in terms of factual content the response was disappointing at it failed to disclose the key original request of the Chair's number of discretionary proxy votes and where those votes were cast. This is not an accidental omission. I have discussed the matter directly with Jonathan who confirmed that the Board is unwilling to disclose that information at this point.

Also worth noting that the response contains some obfuscation in not clarifying the legal difference and obligations of a Chair's responsibility and those of other proxy holders in the room. As Chair (and Director in this case) there are different expectations with respect to disclosure. These obligations apply to a much lesser extent to other proxy holders in the room but the response appears to conflate the two. They should be treated separately.