

BMC ODG

R36 Review of Specialist Committees and Working Groups

Version 1.2 – For submission to Board - Updated 25.01.2020

1. Background

1.1 BMC Independent Organisational Review Group Report

The “BMC Independent Organisational Review Group Report” in November 2017, and confirmed in the “BMC Independent Organisational Review Group Amended Recommendations Report” in March 2018 made the following recommendation:

36. The BMC should review Specialist Committees and working groups to clarify roles and ensure separation of policy-making and operational activities

Specifically, it recommended

There are more than 11 Specialist Committees/ working groups operating with limited coordination. A review will need to establish the structure and role for Specialist Committees/working groups and the necessary interrelationships. The aim will be to support the effective management of the BMC and its activities - and to identify how best to represent the breadth of activity at the Members’ Assembly. In addition, this review will need to take account of the changes in the role of sub-groups and/or subsidiaries in taking responsibility for and delivering strategic priorities.

Specialist Committees and working groups should report directly to the Chief Executive or the Senior Leadership Team member responsible for that area of activity. In some circumstances, whenever a committee is exercising delegated authority from the Board of Directors or making decisions on its behalf, reporting should for legal reasons be directly to the Board of Directors. This review should establish the interrelationships and powers of committees and working groups and ensure that the appropriate processes are in place to manage them. Each Specialist Committee will require clear terms of reference and an appropriate review process.¹

¹ [BMC Independent Organisational Review Group Report; Pages 54-55](#)

1.2 The Articles of Association state:

23.4. The Directors may delegate the administration of any of their powers to individual Directors or to committees established by them pursuant to these Articles and any such delegated authority must be used in accordance with any rules and terms of reference that the Directors impose.

Notwithstanding the generality of this power of delegation, the Directors shall establish:

23.4.1.a Finance and Audit Committee to oversee the financial management of the Company;

23.4.2. a Nominations Committee with responsibility for advertising and making nominations for the CEO and Board Members as defined in Article 19; and

23.4.3. any other specialist committees.

23.5. The Board shall determine the terms of reference for any such committees and their membership and may co-opt any person or people who are not Directors to serve on a committee, but any such committee must have at least one Director on it at all times.²

1.3 BMC Trusts and Charities

The BMC also has three Trusts – Charities of which it is the sole owner/member and on whose board, it is a Trustee:

Mountain Heritage Trust

BMC Access and Conservation Trust

BMC Land and Property Trust

1.4 It is believed that this work will be substantial and must engage with the existing Specialist Committees and Working Groups, the staff working within with these bodies, the BMC Board and the National Councilors. Therefore, it requires a group to be set up under the direction of the ODG.

1.5 The current range of Specialist Committees and Working Groups has evolved over many years and in its current form is challenging to manage and support. As a consequence, this review is expected to be thorough and provide options which are not a continuation of the status quo and are much more radical.

1.6 It is anticipated that a wide range of groups will need to be consulted in this process

1.7 At the AGM that is to be held in June 2020 the National Council will become the Members' Council. Consequently, throughout this paper members of the National Council and of the Members' Council are simply called "*Councilors*"

² [Articles of Association; Article 23.4 and 23.5](#)

2. General ODG Principles

The ODG, and all its subgroups, will work under the general principles of:

- Transparency of operations
- Ongoing consultation and communications
- Roles to ODG and its sub groups recruited openly and transparently, on a skills basis
- Being broadly representative of the BMC membership, or relevant section
- Making recommendations in line with the spirit of the ORG recommendations, as approved by the members at the AGM 2018.

3. Aim, Scope and Boundaries

3.1. The intent is that this Group delivers the following:

- 3.1.1. Establishes the structure and role for Specialist Committees/Working Groups. It is essential that each Specialist Committee/Working Group understands its relationship with the BMC Board, the National – Members' Council and line management within the BMC.
- 3.1.2. Establish the interrelationships and powers of committees and working groups and ensure that the appropriate processes are in place to manage them.
- 3.1.3. Each Specialist Committee and / or Working Group will be required to deliver clear terms of reference and an appropriate review process which fits with its remit.
- 3.1.4. Establish guidance and associated processes for selecting individuals to serve on Specialist Committees – Working Groups and on the term limits for how long any one individual can serve on the same Specialist Committee – Working Group.
- 3.1.5. Takes account of the changes in the role of sub-groups and/or subsidiaries in taking responsibility for and delivering strategic priorities.

3.2. In Scope are the following:

- 3.2.1. All Specialist Committees and Working Groups both as defined at 1st April 2019 and as they appear at 1st January 2020.
- 3.2.2. The relationship of all Specialist Committees and Working Groups with the BMC Trusts and Members' Council

3.3. Beyond the Boundaries – Scope of this work are the following:

3.3.1. Review of the BMC Charitable Trusts

3.3.2. The Internal workings of the Finance and Audit, Nominations Committee, and Competitions Committee. However, there should be alignment between how these Committees function and how the future Committees – Working Groups which also report directly to the BMC Board function.

4. Objectives

The specific objectives of the group are to:

- 4.1. If appropriate recommend any changes to the naming of “Specialist Committees and Working Groups” and if necessary, ensure that these are reflected in the 2020 update of the BMC Articles of Association. Ensure that there is clarity within the BMC organisation – BMC Board, BMC Staff and the Members’ Council around the naming convention.
- 4.2. Meet with each Specialist Committee and Working Group in order to gain their understanding of current state and their view of an ideal future state within the context of BMC Strategic Themes, BMC Foundation Activities and their relationship with the BMC Board, the BMC National – Members’ Council and the BMC Staff.
- 4.3. With respect to each Specialist Committee – Working Group consider the following Opportunities and Risks:
 - 4.3.1. Strategic Fit
 - 4.3.2. Legal – Liability
 - 4.3.3. Financial
 - 4.3.4. Reputational
- 4.4. With respect to each Specialist Committee – Working Group consider the reporting relationship and the capability – capacity of different parts of the BMC to handle the line management of the future Specialist Committees – Working Groups.
- 4.5. Based on the outcome of the work within Objectives 4.2, 4.3 and 4.4 recommend the future Committees that are to report to the Board and those that are to have other reporting relationships. Ensure that there is clarity and transparency on the decision making process such that the BMC Volunteers, Staff, Board and the Members’ Council can understand the rationale for the recommendations.
- 4.6. Provide clarity on the relationship of each Committee with respect to the BMC Board, the BMC National – Members’ Council and the BMC Staff.

- 4.7. Consider developing a “*Good Practice Guide*” for how each Committee – Working Group should operate in an ideal world. Encourage each Committee – Working Group to compare their existing practice against “*Good Practice*” and if necessary, update their Terms of Reference and deliver an associated performance contract which is agreed by their line management.
- 4.8. Develop guidance and associated processes for selecting individuals who are to serve on Specialist Committees – Working Groups. Deliver clarity on the term limits for how long any one individual can serve on the same Specialist Committee – Working Group.

5. Constitution of this working group

The Group needs to represent all parts of the BMC that will be impacted by any changes to how the Specialist Committees and Working Groups operate.

Any changes to the existing Modus Operandii for the Specialist Committees and Working Groups has the potential to be very sensitive. As such the group considering how Specialist Committees and Working Groups are to operate in the future must be seen to be neutral and representative of the interested parties – the BMC Board, the BMC National – Members’ Council and the BMC Staff.

It is proposed that an “*Independent Member*” chairs the Group.

Currently the people recommended to work within the Group are as follows:

- An Independent ODG member – Chair - Roger Murray
- A National Council member who has expressed an interest to contribute - Dave Brown
- National Council Nominated Director of the BMC – Not Identified
- ? Member of BMC Staff engaged with one or more Specialist Committees – Potentially Jon Garside ? To be approached by Dave Turnbull.
- Chair of one of the existing Working Groups. Peter Judd has been approached and turned it down due to work load associated with leading the Hillwalking Symposium.

Given the sensitivity of this work it maybe appropriate to put in place an “*Advisory Group*” which would include the following:

- Chair of the ODG Group – Fiona Sanders
- Chief Executive of the BMC – Dave Turnbull
- Chair of one of the existing Specialist Committees – Potentially Cressida Allwood ? – To be approached by Fiona Sanders.

6. Timescale Considerations

- 6.1. The Decision on the Naming convention of future Committees and Groups must be completed in a timeframe such that if any changes are required to the Articles of

Association they can be included in the Resolutions for the Annual General Meeting. As such the process for moving forward with these changes is urgent.

- 6.2. It is absolutely essential that the Group meets with all of the existing Specialist Committees and Working Groups – this is going to take a considerable period of time. After the meetings the group will formulate an initial recommendation which should be put out for consultation before a final set of recommendations are made to the BMC Board. Prior to submission to the BMC Board the recommendations should have been provided to the National – Members’ Council such that they can provide input to the final recommendation and ensure that the recommendations are consistent with the expectations of BMC Members.
- 6.3. The Group will provide a position report for Members at the June 2020 AGM with Final Recommendation submitted to the December 2020 meeting of the BMC Board.