



## BMC Members' Council – Terms of Reference – Version W1

Version	Date	Who	What
2.1 to 2.8	To 10.03.20	Lynn R, Alison C, Andy S, Mick G	Various amendments assisting R33
3.2	18.03.20	Mick G	Update following wide ranging comment
Sign-off, Chair R33, for Council meeting 28/03/20		Helen Wilson	<i>H/Wilson</i>
Sign-off, President, for Board meeting 01/04/20		Lynn Robinson	<i>Lynn Robinson</i>
3.3e	10/06/20	Mick Green	Update accounting for comments by board, R33, ODG initial NC review
Sign-off, Chair R33 for NC mtg 16 <sup>th</sup> June 2020		Helen Wilson	<i>H/Wilson</i>
Sign-off President for NC mtg 16 <sup>th</sup> June 2020		Lynn Robinson	<i>Lynn Robinson</i>
4.0		Mick Green	Update accounting for comments from MC ToR workshop, & R33
Sign-off, Chair R33, for Member webinar 23/07/2020		Helen Wilson	<i>H/Wilson</i>
Sign-off, President, Member webinar 23/07/2020		Lynn Robinson	<i>Lynn Robinson</i>
4.1, 4.2, 4.3		Mick Green	Interim edit following a series of R33, member webinar feedback including the impact of the Committees review
4.4		Helen Wilson	Incorporate edits from Alison Cairns and add in revised structure charts.
4.5, 4.6, W1		Mick Green.	Collating comments re Councillor roles following Council review and updated Area ToR in preparation for 2021 AGM
Sign-off, Chair R33, for 2021 AGM		Helen Wilson	<i>H/Wilson</i>
Sign-off, President for 2021 AGM		Lynn Robinson	<i>Lynn Robinson</i>

This document has been prepared to respond to Recommendation R33 – the Reconstitution of National Council, chaired by Helen Wilson. The list of R33 members contributing to this document is as follows:

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### 1. The BMC Organisation and Vision

The British Mountaineering Council (BMC) is a Membership organisation. The Members' Council (Council) is the representative body of the BMC's Members (the Members) in accordance with the Articles of Association (AoA) and these Members' Council Terms of Reference (ToR).

The approach adopted by the Council, its actions and its appointments are all part of a holistic approach to create and maintain a culture that is fully supportive of the BMC vision:

‘To ensure a better future for climbers, hill walkers and mountaineers’

Accordingly the Members' Council (Council) will work strongly and enthusiastically to support the success of this vision on behalf of the Members, our Partners, Clubs, the broader BMC network as well as kindred spirits with similar aspirational values.

## 2. Aims and ambitions of the Members' Council

The Council is the custodian of the views and priorities of the Members under the leadership of the President. Its aim is to ensure the views of the Members are fully and transparently acted on by guiding the BMC on policy, on the Strategic Plan (Strategy), and by ensuring the effective use of Members' subscriptions. To achieve this the Council has set itself four primary ambitions to support a collaborative and enjoyable partnership across the BMC community:

### 1. Effective engagement with Members:

- a. Councillors to engage with and encourage feedback from their own constituencies, in order to gain a clear understanding of Members' wishes, issues, and aspirations.
- b. Where a matter is agreed to be significant, it will be taken to Council for development, resolution and passed on to the Board where action is warranted.

### 2. Effective engagement with all parts of the BMC:

- a. Councillors to interact and encourage positive discussion with all parts of the BMC to identify the business and the activities in which Members should be engaged.
- b. Key issues will be identified, discussed and developed within Council and subsequently directed to the most appropriate part of the BMC organisation including the Board and Board Specialist and Standard Committees (Committees)

### 3. Role of "Critical Friend to the Board":

- a. Council to provide oversight, support and scrutinise the Board's performance against the Strategy and ensure that Members' interests are represented.
- b. Work in partnership with the Board to ensure that all reserved matters, as defined in Schedule One of the AoA, are clearly and transparently delivered (Appendix 1).
- c. Scrutinise and critique the performance of the Committees facilitated by Council Nominated Directors (CNDs), Nationally Elected Councillors (NECs) and appointees to the Finance Committee (FC), the Audit and Risk Management Committees and the Nominations Committee (NomCom) aided by the Memorandum of Understanding (MoU).
- d. Monitor and critique the quality and value of the relationship between partner organisations and the BMC.

### 4. Outreach beyond core BMC business:

- a. To both learn from and to influence the outdoor sector, increase membership and in particular by engaging with under-represented groups.
- b. To consider the broader environment in which the BMC operates and provide guidance to the BMC Board and senior leadership to enhance the Strategy.

The Council appreciates the challenge associated with these aims and ambitions and the need for a creative, collaborative and enjoyable environment, where volunteer time is effectively used and valued. The BMC ethics and ethos are vital in all that the Council does to ensure a strong supportive community. Consequently the formal communications between Members and Councillors are designed to be collaborative, effective and continuously improving. To complement these communications a well-considered oversight is required from Council to limit the impact of the eclectic nature of social media to ensure fairness and respect across the whole BMC independent of the politics of the day.

### 3. Primary objectives

The four ambitions (Section 2) of the Council are developed here as actionable objectives:

#### Membership Engagement

- a. Provide an intermediary forum between the Board and Members, to ensure effective communications, to support the Council as guardian of the BMC ethos and ethics, making recommendations for improvement as required.
- b. Progressively adopt the use of digital systems and communication channels to facilitate greater Member engagement including but not limited to surveys and online voting.
- c. Create and communicate an aspirational strategic agenda for the Council meetings that clearly aligns to the BMC Vision, activities of the Board, Committees and Member Areas
- d. Communicate the outcomes of engaging with the Board and the activities of the Council to the Members. Guided by the agenda initiate and encourage debate amongst the Members to ensure their views are well informed and communicated
- e. In partnership with the Board agree categories and criteria for membership and where appropriate make membership decisions as required under AoA articles 9 and 10 with the objective of increasing membership and improving the service
- f. Form, vary or disband any BMC Area
- g. Work with the Board to develop a strategy to recruit the next generation of new Members from the outdoor sector
- h. Overview the volunteer policy to ensure their time is valued and effective

#### Working with and scrutinizing the Board

- i. Appraise the structure and performance of the Board and its Committees as measured against the Strategy. Offer Member insight, support and guidance where there is good performance, areas for improvement and where some redirection may be appropriate
- j. Review with the Board whether the resource allocation – both staff and funds, is aligned to the aims and ambitions of the Members
- k. The Council and Board to agree a MoU to allow both bodies to understand their respective roles and responsibilities. The MoU can be reviewed at the request of either body and must be reviewed when the chair of either body is changed. Council should positively communicate the “mood on the ground” of Members to the Board
- l. Financial performance is essential to the success of the BMC. Review at a high level to scrutinise how business planning supports the Strategy and how it in turn is supported by a strong and evolving marketing plan - facilitated by the FC as requested by Council
- m. Engage with the Board to review the insurance and membership fees to ensure they are commensurate with both good financial management and are good value for Members
- n. All Members have an interest in the success of the BMC in Wales. The Council will consider how the BMC represents Members who live in and outside of Wales, including the interests of Clubs, huts, geopolitical considerations and how the BMC links to the Llywodraeth Cymru (Welsh Government).
- o. Set up, in consultation with the Board, any working parties to assist the Council to carry out its role. Council is a diverse body of enthusiastic councillors with a wide variety of skills – these should be put to good use

#### Annual review of Council plans, actions and achievements

- p. Prepare strategic plans and priorities for the coming year including 2 year agenda
- q. Prepare a strategic review of the actions and achievements for the concluding year
- r. Review the Council contribution to the successful delivery of the BMC Vision

## 4. Management of Council and resources

These ToR require careful planning to ensure successful implementation by working effectively with the Members, the Areas, the BMC Board, Committees, and Partner organisations. It is important to maximise the value of volunteer and office staff time to deliver the four ambitions and the BMC Vision.

### Resources available to the Council

The Council and Board will agree a division of duties and work programme following the AGM. The primary resources available include:

- a. President as chair of the Council, with responsibility for delivering the ToR
- b. Deputy President
- c. All Councillors
- d. CNDs, and appointees to all Committees, thus ensuring representation of Council on the Board and on Board Committees.
- e. Board working groups
- f. BMC member volunteers
- g. BMC staff as agreed with the BMC CEO to support Council meetings with planning and minute taking, communications, IT systems and manage volunteer time. To include support to deliver the items set out in the remainder of this section 4.
- h. BMC appointees to Mountain Training

Naturally out of this process the Council will gather and maintain a high level of strategic knowledge across the entire BMC operation, including all Committees. Thus the Council will become a place where knowledge and innovation is integral to what it does – an enjoyable creative community of friends and colleagues.

### Implementation group appointed from within the Council

In addition to CNDs, and appointees to Committees there is a clear need to identify resources to plan the on-going implementation of these ToR. The Council Implementation Group (IG) will provide an overview and guidance on the following:

- i. Creation of an exciting 2-year agenda that fully reflects the BMC Vision - designed to promote collaboration between Council, Board, Members and Committees
- j. Maintenance of the Council Knowledge Base
- k. Outline plans for the 2-year Council agenda
- l. Council review of the ToR at least every three years to meet the changing needs of the Members and the BMC. The reviews will be administered by the IG / Council and agreed by voting Members at an AGM.
- m. Setup of Task and Finish groups as directed by Council, to deal with particular issues associated with the delivery of these ToR

However it should be noted that the Councillors themselves will provide the bulk of the organisation and implementation, facilitated by their involvement with Council and the above listed activities.

### Council Knowledge Base

The Council Knowledge Base (KB) will contain all records and information associated with delivering these ToR. This will be a single source for data and information management that the Council needs to run securely and efficiently, including a Communications and Calendar system.

Typically but not exhaustively it will incorporate:

- n. The 2 –year rolling agenda, which provides a vehicle for the delivery of these ToR
- o. Meeting procedures and records, to account for scenarios where closed sessions are required to deal fairly with confidential matters.
- p. Operational and voting procedures
- q. A record of the management of the Council and its resources
- r. Description of Councillor Roles
- s. A programme to create and monitor the Councillor skills matrix and a strategy for the provision of training

Coaching for Councillors in their varied roles covering processes, software and training to be incorporated into the KB.

### Board Committees – and specifically those seen as being Specialist Committees

The Committees, working together with Council and the Board, are a vital part of delivering the BMC vision on behalf of the Members. The Council working relationship with each of the Committees will be agreed to suit the circumstances at the time and will include an appropriate combination of the following features whilst ensuring efficient use of volunteer time:

- s. Appoint Councillor to join the Committee
- t. Committee Chair or other Committee member joins the Council
- u. Committees to take full advantage of the Council position to connect to the membership by sharing the Council agenda and Council sharing the work of the Committees with the membership.
- v. Wherever possible close collaboration between the Committee / Board / Council is recommended – typically this would be via joint agenda items.

In all cases each Committee will be fully considered in the creation of the 2–year rolling agenda. The Council will maintain an in depth knowledge of the Committees and will from time to time make recommendations on improvement, restructuring and suggested actions to the Board.

### Setting Council meeting agendas and attendance

The Council meetings will be the primary vehicle available for the implementation of these ToR. The IG in consultation with the President, Councillors, Committees, BMC staff, the Board and Partner Organisations, will propose a 2-year rolling agenda. The agenda is to be fluid and dynamic giving the flexibility to deal with current issues in addition to the long-term strategic items that are essential to support the BMC Vision.

There will be a minimum of four meetings per year. Invitations to the Council meetings will be guided by the agenda, but every effort will be made to invite staff and observers in order to promote a spirit of openness, collaborative working, expertise and diversity of views. The Board will have an open invitation to attend.

## 5. Councillors

### Culture and Contribution

The aim of all councillors is to help Council achieve its aims and ambition as set out in these ToR and to represent Members giving them a voice on Council.

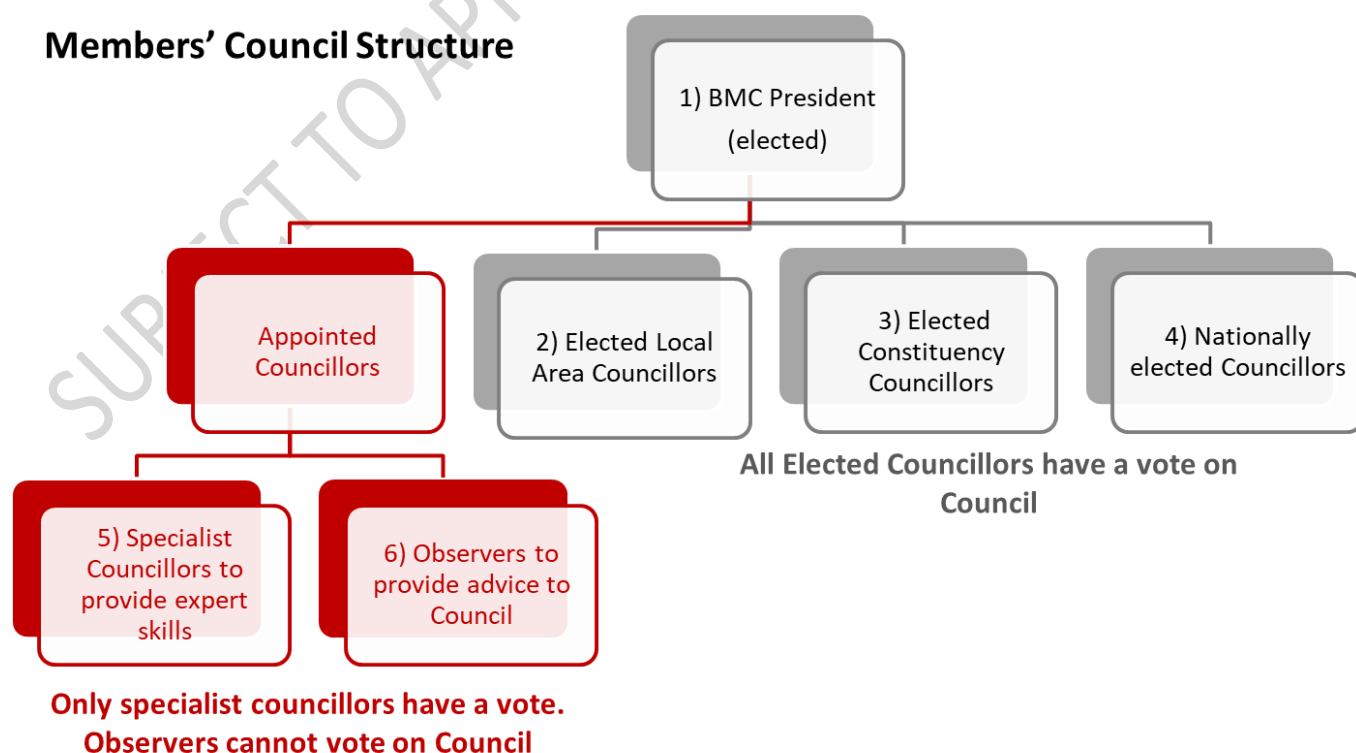
Council has a non-executive role. It is made up of volunteers who may or may not have a non-executive role. Councillors are expected to attend meetings either in person or via Zoom and to participate actively in a variety of Council business, such as sitting on Task and Finish Groups, Board Committees or other ad hoc committees or working groups.

Councillors are generally BMC enthusiasts, who bring considerable expertise and want to actively engage with their constituencies or committees and help to run Council. However, it is also a demanding volunteer role and as such it is important that the Council appreciates and co-ordinates the skills and aspirations of Councillors to ensure that they are best able to contribute to the overall success and be satisfied with their role.

The BMC values every volunteer’s input, whether as a Director, Council member, member of a committee, working group, or other volunteer. It is expected that every volunteer Councillor and Observer will abide by the BMC’s Code of Conduct for Volunteers and the Members’ Council Code of Practice.

### Structure

Council is made up of elected and appointed councillors. All elected councillors represent their constituency and have a vote on Council. Appointed Councillors consist of up to 6 Specialist Councillors, who have a vote on Council and Observers, who do not have a vote on Council. The overall structure is show below:



Details on all Councillor types are shown in the following table (the numbers on the diagram above correspond to the numbered categories in the table below):

Description	Number	Number of Votes	How & When Appointed/Elected
<b>Elected Councillors</b>			
1) President: Chair to Council and the Members' Champion	1	1	Elected by Members at the BMC AGM
2) Local Area Councillors: Represent Members' interests in the local area constituencies as defined by the BMC area Terms of Reference	Up to 20 (1-2 per Area)	10 (1 per Area)	Elected by Members of their area at the local area AGM
3a) Constituency Councillor – Club Members: Represents the 30% of BMC members who are also members of BMC affiliated clubs	1	1	Elected by Members of BMC affiliated Clubs at the BMC AGM
3b) Constituency Councillor – Mountain Training (MT): Represents the 30% of BMC Members who are also members of Mountain Training	1	1	Elected by Members of the BMC who are also registered with MT, at the BMC AGM
4) Nationally Elected Councillors (NECs): Selected to represent strategically important areas e.g. the main participation activities	Up to 4	1 per Councillor	Elected by Members at the BMC AGM
<b>Appointed Councillors</b>			
5) Specialist Councillors: To provide expertise in areas of prime importance to BMC Strategy. Four of the six to represent: a) The Partners' Assembly b) Access Management Group c) Clubs Strategy Group d) Climbing Competitions Performance Group	Up to 6	1 per Councillor	Relevant body (either the Partners' Assembly or Specialist Committee) is invited to appoint a representative
6) Observers: May represent, for example, BMC directors, BMC staff, Specialist committees from those committees not mentioned above, Partner Organisations, or to provide other vital expertise as required by the agenda	Variable	0	Invited by Council as either regular attendees or for specific meetings as required by the agenda

### Observers and Council

Elected and Specialist Councillors provide input and expertise associated with their constituency. However Observers are also very important, bringing skills, background and expertise to the Council agenda and activities. Council invites observers either as regular attendees or for specific meetings, as required by the agenda.

Within Council the Observers are encouraged and expected to give an opinion and wise council, thereby providing Council with advice from their own sphere of expertise. They have influence both in Council through the agenda, as well as outside Council by virtue of direct links to the Board/Executive, Specialist Committees, Partner organisations or links to various parts of the BMC organisation. As such, observers form an integral part of Council and their contribution is invaluable.



## Quorum and Voting

The Council shall ensure that there is balanced representation and voting rights, with Elected Councillors no less than 60% and Specialist Councillors no more than 40%.

The quorum for Council meetings shall be not less than ten Councillors of which at least 60% must be elected Councillors. A resolution in writing signed by at least 75% of all the Councillors or agreed to in Electronic Form by at least 75% of all the Councillors in office at that time, shall be as valid as if it had been passed at a meeting of the National Council. [SEP]

Observers, whilst not able to vote on formal matters, will be invited to participate in polls (or show of hands) at times when obtaining the views of the whole of council would be beneficial.

For full details on Council operations should be made to the AoA and the KB.

## Appendix 1 – Articles of Association, Schedule 1, Reserved Matters

Seek approval of the National Council, and/or refer direct to the Voting Members:

- Any proposed change of corporate structure or legal status;
- The establishment or winding up of subsidiaries;
- Any proposed changes to the categories and criteria of Members and determining eligibility for the same or the National Council;
- Any proposed change to the Articles; specifically changes to the objects of the BMC that might conflict with traditional climbing values as practiced in Britain;
- Any change of name or trading name; and any decision to change of registered office.

Consult and duly consider the view of the National Council on and in respect of:

- Setting a strategy for the organisational direction and vision of the Company;
- Any merger, transfer of undertaking or business acquisition;
- Resolutions to be proposed at General Meetings;
- Any change of Company branding;
- Any increase in subscription fees above inflation in accordance with RPI
- Appointment through co-option of a Nominated Director where the Board consider it is necessary to ensure that the Board has the skills and/or experience necessary to fulfill its role;

## Appendix 2 - Reference Documents

- a. BMC Code of Conduct for Volunteers (published)
- b. Members' Council Code of Practice (published)
- c. AoA (published)
- d. MoU (published)
- e. Members' Council – Councillor Role Descriptions - on the KB
- f. Council Knowledge Base (KB)