

Reconstitution of the National Council, Working Group Update

1. Background

The BMC Independent Organisational Review Amended Recommendations Report (March 2018) stated:

Recommendation 33

The National Council should be restructured and become the Members' Assembly and its role redefined (pages 32-35).

See: [ORG Amended Recommendations Report](#)

2. Working Group

As part of the Organisational Development Group in the Governance Workstream a working group is working on defining the detail of the restructuring of National Council.

The National Council Reconstitution Working Group comprises:

- National Council Representative and WG chair (Mark Anstiss)
- National Council Representative (Helen Wilson)
- BMC President (Lynn Robinson)
- An Independent BMC member (Roger Murray)
- Partners Representative (Guy Jarvis, Mountain Training)
- Representative from the BMC Specialist Committees (Peter Salenieks, Chair of Clubs' Committee)
- Co-opted member with governance expertise (Rik Payne, former member of National Council and Board)

The questions being tackled by the working group are focussed on what type of structure will enable the new body to function most effectively, particularly with regard to meeting one of its most important roles: scrutinising the work of the Board and holding it to account on behalf of BMC members.

It is recognised that the restructuring of National Council may be impacted by other work carried out by the Organisational Development Group, including, but not exclusively, the Partners' Assembly, strategy related to Clubs and the review of the Specialist Committees. (Recommendations: 12, 13, 35, 36)

3. Progress Towards a Reconstituted National Council

A complete transition to a Reconstituted National Council may take up to a year; the intent is following consultation with the membership, that the National Council and the Board reach agreement on the future Terms of Reference, constitution, and transition plan for the National Council in time for the members to approve the transition at the 2020 AGM.

3.1 Current, Interim State of National Council

It was recognised from the outset that for a change as important as the one proposed, it would take time to transition from the National Council in its state prior to the 2019 AGM to any proposed future state. Consequently, and in order to ensure that the National Council remained consistent with the BMC Articles of Association approved at the 2019 AGM, Terms of Reference for the interim state of National Council until the next BMC AGM (2020) were drafted by the Working Group. These interim Terms of Reference were drafted following discussion and approval in National Council meetings in [December 2018](#) and [February 2019](#), and with reference to the following documents:

- Draft Articles of Association of the BMC, ([version approved by the membership at the AGM, 31st March 2019](#))
- Draft [Memorandum of Understanding Between the Board of Directors and the National Council](#)
- [BMC Independent Organisational Review Group Report, November 2017](#)
- [BMC Independent Organisational Review Group, Amended Recommendations Report, March 2018](#)
- BMC President Role Description
- [Responsibility Matrix – BMC President, Chair & CEO.](#)

The Terms of Reference for the interim state of National Council are included as an Appendix to this update. The role of National Council and its relationship with the membership and the Board of Directors has been clarified and defined whilst not making substantive changes to its composition during the current interim period.

3.2 Current Work

Alongside the technical work described above, the Working Group consulted with members of National Council (including observers from the Specialist Committees and Partner Organisations), in the form of surveys on the role of National Council, its current effectiveness and the ideas proposed by the Organisational Review Group (ORG). The output from these surveys was followed up by a very constructive workshop on 30th March 2019, during the BMC 2019 AGM weekend.



Workshop on 30th March 2019

There was broad consensus with the thrust of the ORG's recommendations, this coupled with the members view expressed at the 2018 AGM that the BMC *should implement organisational change in line with the spirit of the Organisation Review Group (ORG) and Implementation Group (IG) recommendations*, has given the Working Group a clear direction.

The Working Group met in January, February and March 2019 and has continued with teleconferences on a weekly basis since the beginning of April.

The Working Group will have a detailed proposal for review by members and National Council in late May. After taking feedback through June, there will then be a period of further discussion and review to ensure that the proposal is considered as broadly as possible and is acceptable to the membership, National Council and the Board.

Mark Anstiss

National Council Representative and Chair of the National Council Reconstitution Working Group

Terms of Reference for the National Council

Interim State – v8

10th February 2019

Version	Date	Who By	Changes
v1	21.10.18	LR	First draft
v2	29.10.18	LR & RM	Second draft – AoA, Presidents role, ORG reports
v3	07.11.18	LR & RM	Third draft – Recognising National Council interim state and reflecting AoA, Presidents role, and ORG reports
v4	11.11.18	LR	Incorporating comments from ODG
v5	8.12.18	LR	Amendments from National Council meeting held on the 1.12.18
v6	13.1.19	LR	Final - amendments from ODG meeting 10.1.19 to include sections from the Articles of Association that have been deleted from the AoA
V7	19.1.19	AS	Removed text from 6 & 7 which we expect to change in AoA presented at 2019 AGM and just included reference to Article.
V8	10.2.19	MA	Amendments from National Council meeting held on the 09.02.19

Terms of Reference

1. **Name of group:** National Council
2. **Date Terms of Reference Written:** November 2018 - February 2019.
3. **Date to be Reviewed:** These Terms of Reference will lapse when the “Future replacement for the National Council” is formalised, and approved by both the Board and the existing National Council. It is planned that at the latest this change will be completed at the 2020 AGM.
4. **Purpose of the National Council**
 - 4.1 To represent the BMC Members to the BMC Board of Directors.
 - 4.2 To consult with and constructively challenge the Board on behalf of the Members.
 - 4.3 To hold the Board to account on behalf of the Members.
 - 4.4 Work with the board to help define and deliver a strategic vision for the organisation.
 - 4.5 Work closely with the Board to achieve positive outcomes for the whole BMC organisation, including through its relationships with external stakeholders.
 - 4.6 Formulate and review those policies delegated by/from the Board as appropriate
 - 4.7 To be consulted upon decisions made by the Board and / or make determinations in relation to termination of membership.
 - 4.8 To provide an intermediary forum between the Board and the Members, contributing to ensuring effective communications between the Board and the Membership.
 - 4.9 To provide approval of and be consulted upon as the case may be, in regard to the Reserved Matters as stated in the Articles of Association (16th June 2018).
 - 4.10 To appoint up to three Directors, subject to the continued approval of the Voting Members at the next General Meeting, to represent the National Council on the Board. They will be referred to as the Council Nominated Directors (CNDs).
 - 4.11 To make appointments to fill any vacancies in the Elected Officers until the next General Meeting.
 - 4.12 Under normal circumstances the National Council will be consulted with in relation to resolutions put forward to a General Meeting.
 - 4.13 Under exceptional circumstances the National Council can call a General Meeting subject to the procedure set out in the Articles (12.2, June 2018).
 - 4.14 To carry out any other functions, as delegated by the Board.

5. Chair

- 5.1 The President shall preside over all National Council meetings unless they are unable or unwilling to do so, in which case the Councillors present shall appoint one of their number to preside.
- 5.2 If at any meeting the Chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting.

6. Membership

- 6.1 The membership of the National Council is specified in Article 16 of the BMC Articles of Association.
- 6.2 All Councillors shall be entitled to attend and vote at all National Council meetings. Councillors shall follow the procedure in relation to the management of conflicts of interest as the Directors must follow under Article 7, and Councillors shall observe the same rules and principles in relation to the management of conflicts of interest as the Directors observe under that Article.
- 6.3 Specialist Councillors will include, but not be limited to representatives of Specialist Committees and Working Groups, representatives of Partner Organisations or bodies and Co-opted Councillors.
- 6.4 "Nationally Elected Councillors" as defined in Article 16 will not form part the National Council, during the Interim State period in which these Terms of Reference are extant.

7. Length of Term

The length of term that a Councillor serves is governed by the BMC Articles of Association Article 16.

8. Accountability

- 8.1 The President will produce a summary of each National Council Meeting that will be published on the BMC's website and notification of its publication sent to all Members.
- 8.2 All members of the National Council will provide feedback to the appropriate body / interest group that they are representing into and from the National Council.

9. Quorum

The quorum for National Council meetings shall be not less than ten Councillors of which at least 60% must be Elected Councillors if taking any decision related to Board activity.

10. Working Methods

- 10.1 The National Council and the Board will work towards agreeing a Memorandum of Understanding (MoU) to ensure communications between both bodies are timely and appropriate. If this becomes operational before the “Future replacement for the National Council”, it will only be referred to in exceptional circumstances. It is expected that the National Council and Board shall operate collaboratively and collectively, with a high level of trust.
- 10.2 Questions arising at any meeting of the National Council shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 10.3 Any Director who is not a Councillor shall be entitled to attend and speak at the National Council meetings and receive papers in relation to the same, but shall not be entitled to vote, unless they are themselves Councillors.
- 10.4 The National Council may invite other individuals or may invite organisations to appoint a representative to attend meetings of the National Council, whether on a regular or an occasional basis as an observer, and such persons shall be entitled to speak but not to vote.
- 10.5 The Councillors for the time being may act notwithstanding any vacancy in their body, provided always that in case the Councillors shall at any time be or be reduced in number to less than the quorum, it shall be lawful for them to act as the National Council only for the purpose of admitting persons as Councillors.
- 10.6 Councillors may attend meetings in person or by suitable electronic means provided that every Councillor is able to participate in such meeting.
- 10.7 Where a Specialist Councillor is elected by the Members at a General Meeting that individual, or their representative, shall be considered an Elected Councillor in respect of their voting rights.

11. Meetings

- 11.1 The National Council shall meet not less than four times each year and the timing of them shall be synchronised to that of the Board to ensure timely exchange of views.
- 11.2 The meetings shall be held in venues across England and Wales.

12. Review

- 12.1 The National Council has normal requirements to undertake a three yearly review but this will be dealt with under the transition process to the “Future replacement for the National Council”. This work will be undertaken by the Working Group.
- 12.2 The National Council shall review itself annually, in partnership with the Board of Directors, to reflect whether or not it is representative in relation to the diversity and interests of the membership.

Appendix

National Council Standing Agenda

1. Welcome, Introductions and Conflicts of Interest
2. Previous Actions
3. Chairs Report
4. Board Report
5. Local Issues for Discussion
6. Feedback from members
7. Resolution Proposals (ties in with proposed AoA changes on Resolutions)
8. Any other Business