

Reconstitution of the National Council of the BMC

Briefing Document August 2019

Introduction

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

Recommendation 33

The National Council should be restructured and become
the Members' Assembly and its role redefined

In 2018, the BMC Board and National Council set up the Organisational Development Group (ODG) to provide recommendations on implementing the outstanding items from the 2017 ORG report. The ODG has grouped these items into 8 work streams, which together will provide recommendations to Board and National Council on all outstanding items.

A working group was formed within the Governance Workstream (WS5) and has produced this proposal for 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 and Deputy WG Chair (Rik Payne, former member of National Council and Board)
- National Council member Alison Cairns
- National Council member Andy Syme

Intent and Scope of this Document

This document is intended to be read by all interested members. It is intended to represent the composition of the National Council as constituted in May 2019, the challenges associated with this composition and provide a proposal for what the Reconstituted National Council should look like with effect from 2020.

The document is the result of wide consultation within the existing National Council, including representatives of the Specialist Committees and partner organisations, and of considerable work within the working group that has been assigned with the task of proposing the new structure of a Reconstituted National Council.

Our expectation is that the wider membership including the local areas will feedback on these proposals prior to the meeting of National Council that is to be held on the 21st September 2019.

The paper can then be updated, incorporating changes that may be required due to membership feedback prior to review by the National Council and the BMC Board.

The scope of this document is limited to the composition of National Council. Proposals on the working practices that may be adopted by the reconstituted body in future have been discussed within the working group but are not considered in detail here.

That is not to say that questions of operability are thought to be unimportant by the working group, but we considered it essential to concentrate on the specific question of the composition of National Council, in order to maintain the focus required to produce the recommendations that follow.

The questions of operability and working practices will be considered by the working group in the months ahead.

Issues to be addressed could include:

- Effective reporting by the Board to National Council including the format and content of written reports
- The sequencing of meetings in relation to those of the Board, Local Areas and other Constituencies
- General improvements in working practices so that large meetings of greater than twenty participants are conducted effectively
- How the progress of business and communications between meetings can be conducted effectively (including distributed working and information management supported by use of suitable digital tools)
- The timely setting of agendas and provisions of briefs and papers
- Proactive invitation of irregularly attending observers, when relevant issues are on the agenda
- Effective interaction of the Specialist Committees with National Council throughout the year
- The induction, succession (including knowledge transfer) and expectations of councillors.

The proposals set out below should not be considered in isolation, in fact they are intricately connected with the proposals from Workstream 7 (Clubs and Partners) and Workstream 8 (Membership Engagement). Furthermore, it is recognised that the proposals may be impacted in future by a review of Specialist Committees and Working Groups (ORG Recommendation 36), and research into the benefits of creating sub-groups or subsidiaries to support the BMC's operations and activities in Wales/Cymru (ORG Recommendation 25), and to manage and support competitive activities (ORG Recommendation 24).

Current State

The BMC is a membership organisation with the vast majority of its income coming from the subscriptions of its members. The purpose of the National Council (as defined in Sections 16 & 17 of the Articles of Association of the BMC dated 16 June 2018) is to act as a representative body of the Members and to consult with the Board, constructively challenge the Board, and to hold the Board to account on the Members' behalf. The Articles of Association also state that at least 60% of the voting members of National Council must be elected, and 60% must be independent of the BMC Board, in order to ensure that the National Council can be representative of the membership and act on their behalf, by independently scrutinising the work of the Board and holding it to account.

In its current state the National Council includes the following groups of Councillors:

President	1	(Also a BMC Director)
Local Area Representatives	20	(2 per Local Area, 3 of whom are BMC Directors)
Observers	25	(non-voting members: includes all Board members, Chairs of Specialist Committees and representatives of organisations who work closely with the BMC)

At present, all voting members of the National Council are elected by the membership, and 81% are independent of the BMC Board and should be expected to act in the best interests of the members of the BMC, irrespective of the demands that maybe placed upon the Board of the BMC through Legal and Fiduciary Duty and the requirements imposed by Non-departmental Public Bodies (UK government funding agencies) or international organisations.

Challenges associated with Current State

Traditionally, people became members of the BMC through joining a mountaineering club. Their involvement with the BMC may have increased when they participated with the meetings and activities of a “Local Area,” which would normally be the area in which they live or they may have volunteered for specialist committee roles.

In more recent times, individual membership of the BMC has increased proportionately. There is still a considerable cohort, who are members of the BMC through being members of a mountaineering club (approximately 28% of the membership). In addition, there are considerable numbers of members of the BMC because it is a requirement of undertaking a qualification with Mountain Training (approximately 28% of the membership). There may be many reasons for individual members to join the BMC but two key reasons are supporting an organisation that works on behalf of its members to maintain and improve access and conservation, and the provision of insurance, both third party liability insurance and access to additional paid for services such as travel and life insurance specifically tailored to BMC members. For some members an additional specific reason for joining is to participate in competitive activities administered by the BMC. Much of the foregoing does not assume a strong connection to a Local Area.

In addition, there are a considerable number of members of the BMC (approximately 7000) who, at present, cannot be directly represented within the National Council because they have no link to a Local Area. These members live outside of England & Wales or are members of the armed forces.

In 2018 the Organisational Review Group recognised that the composition of the National Council was not best placed to represent the BMC membership effectively. It suggested that whilst the Councillors representing the Local Areas be retained, they should be complemented by four additional Councillors who represent the membership as a whole.

It is also clear that the members of the BMC hugely value the work of the work of the Specialist Committees and Working Groups and that their contribution to National Council is very important – this is especially true for the work supporting access & conservation and affiliated clubs. In the current structure of the National Council, representatives of the Specialist Committees are observers without a vote.

Proposed Future State

During 2019 the working group on Reconstitution of the National Council surveyed the existing Local Area representatives, plus the chairs of each of the Specialist Committees and the Hill Walking Working Group. In addition, during the weekend of the AGM it ran a workshop with the National Councillors and representatives from the Specialist Committees and various partner organisations around key components of what a Reconstituted National Council would look like and how it would work. The working group has extensively reviewed and discussed the feedback. In addition, there has been constructive and coherent communication with the leads of Workstream 7 (Partnerships) and Workstream 8 (Membership Engagement). We have endeavoured to ensure that our proposals are well aligned and a collective position has been reached.

Constituency Councillors Elected by Local Areas

It is recommended that each Local Area retains a single vote at the Reconstituted National Council – ten votes in total. However, it is also recommended that the Local Areas continue to elect and send two representatives to the Reconstituted National Council in order to maintain continuity and ensure that the views of the membership within their area are represented consistently.

Additional Constituency Councillors

Given the considerable proportion of members who are members of the BMC through being members of a mountaineering club (approximately 28% of the membership) or are members of the BMC because it is a requirement of undertaking Mountain Training (also approximately 28% of the membership), it is recommended that an additional two Councillors with voting rights, are elected to National Council by these constituencies to represent their interests in these areas. These councillors will be elected to a three-year term, consistent with the election of Local Area representatives. This recommendation also forms part of the proposals made by the clubs and partnership working groups in Workstream 7, and extensive rationale and detail on how this recommendation fits into the broader Workstream 7 proposals has been provided by those groups.

No conclusion has been reached about whether there should be a Constituency Councillor to represent the 7000 members who do not have a link to a local area within England and Wales because they live in other parts of the UK, or overseas, or are serving in the UK armed forces. There is concern that the digital tools for meaningful engagement of any such councillor with the members that they would represent may not be in place in time for the 2020 AGM. However, the working group recommends that National Council gives serious consideration to this idea.

Nationally Elected Councillors

It is recommended that four councillors with voting rights, are elected nationally at the AGM by the whole membership to represent them. There is an expectation that these Councillors will represent interests that are aligned with the strategic objectives of the BMC.

The strategic objectives of the organisation may change over time, so it is recommended that these councillors be elected to a three-year term, consistent with the election of local area and additional constituency councillors. The implementation of the proposals from Workstream 8 will improve engagement with the membership, meaning National Council will be better informed of the membership's views and priorities when deciding which particular strategic areas, it wishes to be represented by Nationally Elected Councillors.

Whilst the working group recommends that these Councillors represent interests that are aligned with the strategic objectives of the BMC, the particular choice of strategic areas to be represented by Nationally Elected Councillors is a decision for National Council.

A suggested process for the selection of Nationally Elected Councillors is detailed in Appendix I:

Specialist Councillors

Specialist Councillors are people with skills or expertise in specific areas of the BMC's work required by National Council in order to increase its effectiveness. Specialist Councillors, in accordance with the Articles of Association, have a vote on National Council and a term of one year but be eligible for re-election for up to six years.

The partnership working group in Workstream 7 is recommending that National Council request that the Partners Assembly provide a Specialist Councillor to sit on the Reconstituted National Council. The R33 Working Group aligned with this recommendation. It should be noted that the working group does not anticipate the Partners Assembly acting with delegated authority on behalf of the Board. As a consequence, the Specialist Councillor from the assembly would be considered independent of the Board.

The partnership working group in Workstream 7 is also recommending the role of the Access Management Group (AMG) is strengthened in order to lead and focus the work of the BMC across all Access, Environmental and Conservation issues and challenges, and as such their work will continue to be seen to be vital to the interests of the BMC membership. Consequently, it is recommended that National Council request that the Access Management Group (AMG) provide a Specialist Councillor to sit on the Reconstituted National Council.

The clubs working group in Workstream 7 is recommending that National Council request that the Clubs Strategy Group provide a Specialist Councillor to sit on the Reconstituted National Council. The R33 working group agrees fully with this recommendation.

Extensive rationale and detail on how these recommendations fit into the broader Workstream 7 proposals has been provided by the clubs and partnerships workgroups.

Indoor climbing has become a major sport in its own right and now is the typical entry point for young people into many of the various mountaineering activities enjoyed by BMC members. Along with indoor climbing, competition climbing has developed and continues to expand its reach and participation. Competitions are now popular at every level from local events to the Youth Climbing Series to international events that will soon encompass the Olympics. Competitions have huge appeal to youth climbers and the top British competition climbers and paraclimbers are amongst the best in the world.

It is therefore recommended that that National Council request that the Competitions Committee provide a Specialist Councillor to sit on the Reconstituted National Council.

The three Specialist Committees mentioned above, AMG, Clubs Strategy Group and Competitions, report to the Board and may be expected to act with delegated authority on its behalf. Councillors drawn from these committees cannot therefore be considered to be independent of the Board.

It is expected that the Specialist Councillors will be the chairs of the respective bodies from which they are drawn. However, the exact choice of who fills the role will be decided by relevant body.

Additional Specialist Councillors

There is agreement in the working group that when issues or challenges arise that are seen to be relatively short term in nature, of the order of a year or two in duration, and that require skills and knowledge that National Council may lack at that time, the Reconstituted National Council could consider the addition of short term Specialist Councillor(s) who have the required specialist knowledge and skills. It should be noted that Specialist Councillors have a vote on National council. An alternative proposal is outlined below under observers.

Observers

It is recommended that all current observers on National Council remain at least as paper members, although they would not necessarily be expected to attend routinely. The attendance of observers should be driven by the agenda, with key agenda items set and issues communicated sufficiently far in advance that the invitation, attendance and contribution of observers can be proactive.

There is also the potential to use the role of “*Observer*” as a way in which individuals could be “*Co-Opted*” to work on short time-span issues such that the issue can be addressed professionally whilst not needing to offer the voting rights of a full Councillor.

Directors, Executives and Staff of the BMC

There was discussion within the working group about the attendance of the CEO at National Council. It is clear that the reporting line of the CEO is to the Board and not to National Council. The link between National Council and the staff / CEO should be through the Board. Consequently, there is agreement in the working group that although the CEO should remain an observer at National Council they would not be expected to attend on a routine basis.

One of the primary roles within National Council of the President and the three members of National Council who are also members of the Board is to provide a link between the two bodies. It is thought that for routine business these councillors and the president will be able to represent the work, decisions and challenges within the BMC that the Board and BMC staff face.

However, it is recognised that there will be times when having members of the Board and/or BMC Staff, including the CEO present at meetings of the Reconstituted National Council will be highly advantageous and subject to the agenda the National Council should be able to request the attendance of specific staff and directors who can enlighten the councillors and improve the debate within the National Council.

A director with experience in accounting and finance would be expected to attend annually in order to guide the National Council through the financials and associated accounts.

An Independent Director could be invited to each meeting of the National Council so that the Independent Directors increase contact with the members and observe the National Council in action. Notwithstanding the requirement for attendance of an independent director to attend to address specific issues there must be a rotation of Independent Directors in attendance.

A Nominated Director could be invited to each meeting of the National Council so that the Nominated Directors increase contact with the members and observe the National Council in action.

Notwithstanding the requirement for attendance of a nominated director to attend to address specific issues there must be a rotation of Nominated Directors in attendance.

Representatives of the Specialist Committees.

Although a review of the Specialist Committees is underway and no conclusions or recommendations have yet been made, it is vital that National Council maintains its links with their work. National Council needs and values the contribution of the Specialist Committees and, as mentioned above, it is envisaged that the interaction with the Specialist Committees will be proactive and driven by the agenda. Such an approach will allow council to stay aware of current issues and improve its effectiveness at holding the Board to account. Furthermore, such interaction provides opportunities for the Specialist Committees to increase their links to the membership and improve the effectiveness of their work. The same should be true for interaction with other groups which are often represented on National Council by an "Observer".

Summary of the Proposed Reconstitution of National Council

In summary, the proposed Reconstituted National Council is as follows:

Voting Members

President	1
Constituency Councillors	22
<i>which are made up of:</i>	
- Area Councillors	20 (two from each area will one vote between them)
- Mountain Training Councillor	1 (representing MT candidates who are BMC members)
- Clubs Councillor	1 (representing members of affiliated clubs)
Nationally Elected Councillors	4
Specialist Councillors	4 (Partners, AMG, Clubs Strategy Group, Competitions)

Non -Voting Members

Observers	25 (as now), attendance as required by agenda. Potential for additional councillor(s) to be "Co-Opted" to work on short time-span issues
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In this structure 17 of the 21 (81%) votes on National Council would be held by elected councillors, whilst 14 (67%) votes would be independent of the Board.

Appointment of Deputy President(s)

The number and shape of the Board of Directors of the BMC represents good governance associated with any company and provides much improved clarity and transparency around the Board of Directors. In the past Vice Presidents formed a significant proportion of the Executive Committee (directors), however, with the reshaping of the Board of Directors the role of the Vice Presidents was deemed to be no longer required.

This decision has had an unintended consequence in providing no designated support for the President (or someone to deputise in unforeseen circumstances) – both in terms of covering the

sheer volume of work, its geographical spread, and also potentially broadening the skills and capabilities within the leadership of the membership.

Consequently, the working group strongly support that the President has a deputy or deputies.

An issue, identified by the working group and by the ORG, with the election of a Deputy President directly by the membership at the AGM is that they could be seen as a de-facto successor to the President. The role of a deputy to the President is not to be that of a President in waiting, but rather to assist the President in their work, and augment their skills and capabilities. The working group agreed that since the National Council will have a good understanding of the skills and experience required, the expected workload and will be able to make the election after it is known who is in the President's position, it is the body best placed to select a suitable candidate or candidates.

The current articles allow that a single Deputy President can be elected by the National Councillors from within their own number. The working group believes that the current position is a good starting point but also recommends that serious consideration be given to the pros and cons expanding the number of deputy presidents and whether the pool of potential candidates be expanded to beyond voting members of National Council. In any case for the reasons outlined in the preceding paragraph the working group recommends that selection of the deputy president(s) remains a decision for National Council.

Name of the Reconstituted National Council

The consultations suggested that there is not a great deal of passion around the name of the Reconstituted National Council. However, there is a good case to be made for a name change in order to demonstrate that the composition and role of Reconstituted National Council is substantially different to what has gone before.

The Organisational Review of the BMC recommended that the name of the National Council be changed to "**Members Assembly**", but there does not appear to be much enthusiasm for this name. During the discussions within the working group an alternative name has been proposed which we believe reflects the role of the body and its place within the structure of the BMC – "**Members' Council**".

Members'	The body collectively belongs to the membership and acts on its behalf. A better descriptor than 'National' which does little to tell you who it is there to represent.
Council	An assembly of persons convened for, deliberation, discussion, consultation or advice. A more specific and relevant noun than 'Assembly'.

The working group recommends that "**Members' Council**" is the name adopted by the reconstituted body.

Appendix I

A suggested process for the selection of Nationally Elected Councillors is as follows:

- The skills and expertise that National Council requires to fill will be determined and agreed by National Council following consultation with the membership and considering the views of the Board and the objectives set within the BMC Strategic Plan
- Nominations are invited from the membership for the positions of Nationally Elected Councillors with an explicit statement about the skills and expertise being sought
- The nominations are reviewed by a group or sub-committee from within the existing National Council. This group will be composed of elected councillors who are independent of the board. This group will make a recommendation of the preferred candidates
- The recommendations must be approved by a two thirds majority of voting members of National Council
- Approval by the membership of the preferred candidates by election at the AGM.

It should be noted that advice is being sought from the BMC's Governance & Compliance Officer (Lucy Valerio) on the suggested process.

The opinion of the recently constituted governance working group will also be sought.