



Board Meeting – Draft Minutes

Thursday 7 September 2017 – The Granary: 17.00

Directors: Jonathan Binny; Jennifer Cardno; Avril Gall; Steve Gough; David Montieth; Chris Todd; Mike Watson.

CEO & Company Secretary: David Gibson. **Observer:** Megan Griffiths (sportscotland). **Guests:** Jo Dytch, Kat Jones

Present: Jennifer Cardno; Jo Dytch; Avril Gall; David Gibson; Kat Jones; David Montieth; Chris Todd; Mike Watson (Chair)

1.0 Welcome and Apologies

The meeting noted apologies from JB, MG & SG.

2.0 Declaration of Interests

There were no new declarations of interest.

3.0 Draft Minutes of the meeting of 11 May 2017

The meeting approved the draft minutes as circulated without amendment.

4.0 Matters arising not tabled elsewhere in the agenda

No items tabled.

5.0 Items actioned since the meeting of 11 May 2017

DG discussed the paper as tabled. The item relating to the Lobbying (Scotland) Act 2016 is carried forward.

6.0 Call for AOCB

No further items were tabled.

7.0 Finance Report

7.1 7.1.1 Management Accounts & 7.1.2 Financial Statements to 31 March 2017

JC referred to the accounts for the prior year and stated that these showed a profit of £14k which included the reversal of an accrual of £20k for The Granary; if the accrual was excluded there would have been a deficit of £5k compared with the budgeted deficit of £19k, therefore performance was better than budget. Overall income was 7.2% lower than the prior year due to changes in grant income, but membership income grew by 3.5% across all categories. There was a cost reduction of 32.3% in insurance, due to rebates, which had since been allocated to support student mountaineering club courses. The balance sheet reflected the movement of cash to fixed assets due to the purchase of The Granary office accommodation and uncommitted reserves were £169k. The accounts reflected minor changes due to the transition to FRS102 and had been lodged at Companies House on 31 August 2017.

Information Item

7.2 Profit & loss account to 30 June 2017

JC referred to the P&L account which showed a surplus at the end of the first quarter of £192k. This outcome reflects the timing of the receipt of grant income and expenses will decrease the surplus over the year; if Q1 is taken in isolation and grant income calendarised there would be a surplus of £31k.

JC noted that the SMT grant had been removed from the forecast pending Board agreement of a conservation position statement and being in a position to make a further application; also that student courses were now shown in the mountain safety category, and that the ClimbScotland festival had made a surplus of £812.

Information Item

7.3 Grant application for landscape and access work to SMT

See item 7.2

8.0 Strategic & Operational Plans

8.1 Strategic Plan: membership drive and away day proposal

DG referred to the paper as tabled, which discussed the feasibility of achieving significant membership growth and considerations relating to the potential impact on current plans and resources, and opportunities which might be exploited.

The meeting discussed the merits of a growth strategy and there was unanimous agreement that pursuing this approach could offset potential risks relating to the future stability of sportscotland investment and other grant income. There was agreement that an ambitious target had merits but that targets must be realistic and backed up by detailed plans which were deliverable and supported by adequate resources. The meeting agreed that a working group comprising directors and relevant staff should be convened and report back to the next board meeting with recommendations, following consideration of the following:

- Review of the feasibility of a stretch membership recruitment target and how this could be achieved.
- Discussion of proposals in the board paper and other opportunities.
- Assessment of impact on existing plans.
- Assessment of resources available to support growth.
- Time scales for development of 2018-19 operational plans and budget.
- Short term actions and responsibilities.

Action DG

8.2 The Granary

DG referred to the floor plan as issued and stated that this latest version had been adapted from previous drafts to reflect feedback from staff and the Board. Whilst there was a general preference for open plan, there were some reservations concerning noise levels although he felt these could be alleviated through discussion with staff and by appropriate use of the CEO's office, breakout area, meeting room or home working when necessary. The meeting agreed that the plan as presented should be used as a basis for obtaining quotations, followed by an assessment of project viability and an in-principle decision prior to the planning process.

Action DG

8.3 Team Leader's report – ClimbScotland

DG referred to the paper as tabled and noted that performance forecasts were in line with the operational plan and sportscotland investment agreement targets. He discussed an issue concerning the establishment of clubs at schools and the challenges relating to the development and adoption of a sustainable club model. JD stated that she would consider this issue in discussion with JS.

Action JD

DG referred to the comments in the paper relating to facilities development; two developers had informed KH that they had grants confirmed and this was subsequently contradicted. The matter would be discussed by the ClimbScotland team with sportscotland representatives and clarification sought, and reported to the Board.

Action DG

[8.3] Climbing Development Group chair

MW stated that he had been in discussion with Brian Shackleton, a member of the SMC, who had agreed to investigate the feasibility of establishing a group. Whilst the remit of the group required investigation and agreement, key aims would include consideration of the pathway to promote transition from indoor to outdoor climbing and how Mountaineering Scotland might better support a wider range of mountaineering activities. Following a meeting with MW and DG, which considered potential members of the group, BS will consult more widely and report back, including a statement to the members' meeting. DG stated that KH would be a member of the group and that ClimbScotland activities would not be included in the remit.

Information Item

8.4 Team Leader's update - Member Services and Communications

DG referred to the paper as tabled and noted that whilst membership continued to grow, there is a trend that recruitment appears to be flat-lining, despite improvements in membership retention rates. DG also noted that recruitment and retention in excess of target would be necessary to achieve budgeted income, as the average income per member used to calculate the budget was the figure as it stood in September 2016; by the end of the financial year this was 80p (4%) higher than the actual full year average income per member. EB is in the process of developing an action plan with the aim of stimulating further growth in membership recruitment and retention and this would be brought to the next meeting.

Action DG

DG advised the meeting that additional editorial checks were to be implemented by EB following a number of errors which were included in the August edition of Scottish Mountaineer.

Information Item

DG advised the meeting that in his opinion the preparation for the parliamentary reception had been successful, thanks largely to the efforts of EB, and that there were over 100 guest acceptances including 18 MSPs and 2 ministers. A press release had been developed, in conjunction with Scottish Mountain Rescue and relevant parliamentary offices, and would be issued prior to the reception. He agreed to arrange a briefing note for directors and staff and that consideration would be given to photography, give-aways and having props such as climbing equipment available for photo-opportunities. See also item 10.3.2.

Action DG

8.5 Mountain Safety course bookings – summer update

DG advised the meeting that all summer courses had been fully booked, that the winter programme is launched and planning for the lecture series well-advanced,

Information Item

9.0 Governance

9.1 AGM / Members Meeting: Presentations & Insurance Seminar – 23 September 2017

DG outlined the running order for the members' meeting as published in the August edition of Scottish Mountaineer. This would include an insurance section including presentation of the benefits of the proposed personal accident insurance scheme and a Q&A session, and a statement by Brian Shackleton concerning the Climbing Development Group. In discussion, the meeting felt that a workshop format would help stimulate engagement and discussion concerning topical issues but would require consideration of subjects, context setting and facilitation of groups. DG agreed to discuss this with EB and JS and liaise with board members once workshop ideas had been further developed.

Action DG

9.2 Recruitment of directors, induction process

DG stated that, as required by the articles of association, he had confirmed with nominees for election that they had no conflicts of interest prior to standing for election. An induction meeting would be organised following the AGM.

Action DG

9.3 Annual Report

DG asked for feedback on the process and presentation which culminated in the publication of the annual report. There was general agreement that these were appropriate, although the presentation of the colour keys for the segments in the financial charts published in the magazine were not legible.

Information Item

9.4 Governance Framework priorities 2017-18

DG referred to the discussion at the last meeting which agreed a range of priorities for implementation, including in Area 3 of the framework: "Regular updates and clear reports to be presented to the board and communicated to members and partners". Following a request from the SMC for sight of board meeting minutes he suggested that meeting minutes, once draft minutes are approved by the Board, should be published for information to members. The meeting agreed that this was appropriate.

Action DG

9.5 BMC governance

DG advised the meeting that he had discussed relevant matters with a member of the BMC Organisational Review Group. The content of his input covered the issues and concerns discussed by board members and staff at the April away day. He summarised the discussion which covered governance, CEO liaison, membership and communications, competition climbing and the GB team, and coaching development. He had made a written submission which confirmed the points discussed. He felt that the conversation was constructive, that our points would be considered and that we were clearly not alone in expressing suggestions for improvement in engagement and consultation with partners. He was advised that the BMC had engaged legal advisers to provide a review of the organisational structure and this advice, together with a report from the membership survey and consultation process would be published for further consultation with BMC members and discussion at the National Council in December.

Information Item

9.6 Policies and Procedures Review Schedule status report

DG introduced the item by stating that the range of documents tabled was exceptional, due to the need to bring document reviews into line with agreed policy relating to time scales, including a complete update of the Company Manual and the consideration and approval of the Employee Handbook which would bring policies and procedures relating to employees up to date with current legislation. The meeting considered the following documents as tabled:

9.6.1 Company Manual version 6.0

Approved without amendment

9.6.2 Business Continuity Plan 2017

Approved without amendment

9.6.3 Employee Handbook

Approved as tabled and with the inclusion of the following options:

- 7.7 Fit for Work Scheme
- 8.6 Employee Assistance Programme
- 23.13 Company maternity pay - policy to reflect that agreed by the Board for Paternity Pay, i.e. 2 weeks at full salary then reversion to statutory maternity pay
- 28 Carer's Leave Policy, to be integrated with 27 Time off for Dependant's Policy

The meeting agreed that the Employee Handbook should be formally implemented following consultation with staff.

Action DG

9.6.4 Remit of the Finance Advisory Group

Approved as tabled but with clarification to a bullet point which should be reworded to state:

- To review annually whether a bursary scheme shall be offered and following consultation with the Board, recommend the beneficiaries of such a scheme, at the time the budget is set

9.6.5 Induction procedure for newly elected directors

Approved without amendment

9.6.6 Operating Statement in Relation to Mountain Safety Events and Training

9.6.7 Risk assessment – Summer Hillwalking Activities

9.6.8 Risk assessment – Winter Hillwalking Activities

9.6.9 Risk Assessment – Lecture Series

Four documents approved without amendment

9.6.10 Huts Advisory Group remit

9.6.11 Position statement: Scottish Mountaineering Huts

Two documents approved without amendment

9.6.12 Privacy Policy

Approved without amendment

9.6.13 Financial Procedures – Work Instructions

Approved without amendment

9.7 Safeguarding & child protection update

DG advised the meeting that JS had undertaken a review and updated the safeguarding information for kids clubs provided on the ClimbScotland website and that this had received positive feedback from Children1st.

Information Item

9.7.1 New legislation briefing paper

DG asked the meeting to note the introduction of the Limitations (Child Abuse) (Scotland) Bill 2017, which effectively removed the time limit for allegations of abuse to be brought to the courts. From discussion with staff he felt that there was little risk to the organisation as a result of the new legislation, but agreed to act on the suggestion that the matter be added to the Risk Register.

Action DG

9.8 Companies House reporting

Covered in item 7.1

Information Item

9.9 Nomination for Honorary Membership

The meeting considered the nomination as tabled. MW discussed the background to honorary membership in that very few members have been recognised over the years and recipients had made a substantial contribution and achieved some eminence in mountaineering. The articles indicate that honorary membership is for individuals only, therefore the nomination as presented causes some difficulty, as it is for multiple recipients, and on this basis cannot be taken forward. This does not diminish the contribution of the proposed recipients and the Board agreed that the nomination could be considered in the context of the volunteer of the year award as this was felt to be more appropriate.

Action DG

10.0 Directors' Reports

10.1 Landscape & Planning

10.1.1 Director's report

The meeting noted the report.

10.1.2 Meeting with Cabinet Secretary, 24 May 2017

MW stated that he and DG had met with the Cabinet Secretary together with representatives of the SGA. He felt that the liaison with the SGA had met its aim of gaining the meeting and presenting a joint approach to the matter of a strategic upland vision and strategy, albeit with very significant differences in emphasis. We had taken the opportunity to state our concerns relating to non-native forestry and continuance of access, and pressed for government support for the creation of vision for the uplands, albeit following wide consultation, as proposed in the subsequent SNH report.

Information Item

10.2 Access & Conservation

10.2.1 Director's report

The meeting noted the report. CT stated that he and DG planned to meet JO for a review of progress during October.

Information Item

10.2.2 Access Officer's quarterly report

The meeting noted the report. DG stated that he would provide verbal updates through subsequent items on the agenda and also that he had asked JO for time scales relating to the bolting policy which was clearly of significant interest to the climbing community, and now included a request for the instigation of a bolt fund administered by Mountaineering Scotland.

Information Item

10.2.3 Glen Strathfarrar winter vehicle access

DG stated that he had met with representatives of Braulen Estate together with John Mackenzie who had negotiated the original arrangements for winter access. The head stalker had stated that he had no concerns relating to spoiled stalks, although he was under some pressure to achieve cull targets especially during the hind cull in winter. The factor stated the owner had expressed concern over potential liability for damage to vehicles but DG felt this was an unreasonable position and no justification for introducing further access restrictions. He noted that the estate was in receipt of substantial public funds through subsidies. Negotiations were ongoing and a further update would be provided when available.

Action DG

10.2.4 LLTNPA joint meeting with the Convener

DG provided the background to the letter as tabled and the meeting to which he had invited the Interim Director of Ramblers Scotland. He felt that a joint approach had been worthwhile and there had been a full and frank discussion of shared concerns. The appointment of the new Convener may offer an opportunity for better dialogue with the Park Authority. The joint letter in follow up confirmed requests made at the meeting for further engagement and information and would be followed up during October.

Action DG

10.2.5 Scottish Outdoor Recreational Alliance

DG referred the meeting to the note of the first meeting of the alliance, which is still at the inception stage and as yet, convened informally. Group members have agreed to coordinate their engagement with the CNPA and the developer of the proposed An Camas Mor housing development concerning the significant potential for restrictions on access implicit in the conditional planning permission.

Information Item

10.2.6 Meeting with Historic Environment Scotland, Salisbury Crags

DG advised the meeting that due to a lengthy delay in progressing discussions with HES, he had arranged a meeting with the Head of Ranger Services at which he had been accompanied by KH who had an excellent knowledge of the crags and climbs in Holyrood Park. He felt that the meeting had been constructive and HES had undertaken to make further internal enquiries regarding climbing access to the Great or Long Quarry.

Information Item

10.2.7 Conservation Strategy

10.2.8 Conservation: research with members

DG stated that he felt the strategy paper was helpful in identifying the need for alliances with potential partners and some of the challenges inherent in developing our position on conservation issues, due to a wide range of views and differing opinions. He noted that we had received over 150 responses to the research survey but the meeting agreed that was far short of being a sufficiently representative sample and providing a mandate from members. Plans are in hand for three further reminders to be issued. EB is to discuss BMC member involvement in the survey on her visit to Manchester week commencing 11 September.

Information Item

10.3 Mountain Safety and Training

10.3.1 Director's report

DM stated that he had nothing specific to report, other than a meeting of the MSG is planned for October and he will attend a meeting of the Climbing Awards Review Group in September.

Information Item

[At this point DM left the meeting; therefore the meeting was no longer quorate]

10.3.2 Parliamentary Reception in conjunction with Scottish Mountain Rescue

Covered above in item 8.4; DG stated that EB had issued invitations and joining instructions prior to the board meeting and it was agreed that a further briefing for staff and directors covering key discussion points would be provided prior to the event.

Information Item

10.4 ClimbScotland

10.4.1 Director's report

AG referred to her report which provided a comprehensive review of the climbing festival. The meeting agreed that the festival had been successful and the chair thanked AG on behalf of the Board for her significant contribution in leading the organisation and coordination of the festival, securing sponsorship from a range of organisations and providing the analysis of research responses. There followed discussion concerning a future festival and potential venue arrangements. The meeting agreed in principle that a festival should be held in 2018. AG stated that she wished to continue her involvement but at a reduced level and JD offered to assist with the organisation. The chair asked that a proposal for a 2018 festival should be considered and brought to the next meeting.

Action JD/AG

10.5 Human Resources

10.5.1 Director's report

DG stated that SG's comments were included in the paper tabled at item 9.6.3.c.

Information Item

10.6 Equality

10.6.1 Director's report

DG advised the meeting that SG had provided the following comments:

There has been quite a lot of activity including the updating of the Equality Action Plan, including officer meeting and article with a disabled hill walker and JS contacts relating to paraclimbing. JS has also been in discussion with Scottish Disability Sport about the possibility of disability inclusion training for staff and directors. EB is thinking about the best format for an online advisory group for Equality, and I hope that we can invite the first members to join it in the autumn. These are likely to include representatives for hillwalking for disabled persons, members of the LGBT community, Paraclimbing and an expert in mental health and the outdoors.

Information Item

10.6.2 Equality Action Plan update

10.6.3 Equality Diary, 2017 to date

DG referred the meeting to the paper as tabled, but these were not discussed in detail. **Information Item**

11.0 Standing Agenda Items

11.1 Risk Register

DG referred the meeting to the updates to the register and noted action taken on membership system data security, and proposed actions on off-site file backup procedures. **Action DG**

11.2 Health & Safety

DG advised the meeting that health and safety policy and procedures had been updated through version 6.0 of the Company Manual and the new Employee Handbook. **Information Item**

11.3 Data security update and introduction of the [General Data Protection Regulation](#)

DG advised the meeting that sportscotland are providing training sessions on the implementation of GDPR for SGBs and he and EB planned to attend. AG stated that she also planned to attend. **Information Item**

12.0 Information Items

12.1 Contact list update September 2017

12.2 Summary Minutes of the MTS Members' Meeting 25 May 2017

13.0 Future meetings **2017 - 23 September AGM / 23 November**
 2018 - 22 February / 17 May

These minutes were approved by the Board at its meeting on 23 November 2017 and signed by the Chair and Company Secretary.