



## MOUNTAINEERING SCOTLAND

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# Board Meeting Approved Minutes

Thurs 22nd August 2019 – The Mercure Hotel, Perth,

### In attendance:

**Directors:** Jonathan Binny; Jennifer Cardno; Jo Dytch; Avril Gall; Steve Gough; Kat Jones; David Montieth; Mike Watson (Chair).

**CEO & Company Secretary:** Stuart Younie. **Observers:** Megan Griffiths (sportsotland); Alistair Todd (Associate for Snowsports Touring), Nigel Clark (Associate for Mountain Safety), Brian Shackleton, Helen Gestwicki

### 1.0 Welcome and Apologies

MW welcomed everyone to the meeting and on behalf of the board welcomed Brian Shackleton who had been invited to attend as an observer following his expression of interest in standing for the role of President. Apologies had also been submitted by Ron Neville.

### 2.0 Declaration of Interests

No declarations of interest were noted.

### 3.0 Draft Minutes of the meeting of 29<sup>th</sup> May 2019

The minutes were approved without amendment.

### 4.0 Actions and matters arising not tabled elsewhere in the agenda

- SY reported that in discussion with MW it had been agreed to defer the action under item 6.3 relating to a review of the Mountaineering Scotland pay and grading structure until the longer-term financial position had been considered by the board, and to allow further benchmarking to be undertaken with other governing bodies. It was confirmed that the agreed annual increment of 2% had now been implemented.

### 5.0 Call for AOCB

No additional business items were raised.

### 6.0 Finance Report

#### 6.1 Treasurers Report - Management accounts Quarter 1 2019-20

Membership income is projected to be similar to last year. Both individual and club membership income is above budget for the first quarter by 6.5% and 8.9% respectively. Full year projections, suggest that individual memberships will be 3.8% higher than last year whereas club membership income will be 7.7% below last year indicating a shift from club to individual memberships. Grant income is in line with the budget and Mountain safety income has been adjusted for completed courses.

Temporary office relocation costs of £3k this quarter have been included in the P&L as opposed to being capitalised as part of the office refurbishment in the balance sheet. There is a forecasted full year deficit of £3.5k based on our first quarter results against a budgeted deficit of £2k so the forecast deficit is slightly higher than the budget but hopefully additional cost savings and membership income may offset this before the full year ends.

## **6.2 3-year financial plan and membership fees**

SY reported on discussions with the FAG and outlined that in order to meet projected cost increases over the next 3 years it was proposed to reduce the first-year direct debit discount from 50% to 25% and increase membership fees. It was noted that the current MS membership fees were well below other comparative membership organisations including the BMC, Mountaineering Ireland and the John Muir Trust and that the current membership provided very good value for money.

Following discussion and comments it was agreed that any increase required clear justification to members and that any additional income could be used to develop activities in areas such as conservation and access which did not currently have an operational budget. BS commented that there was a need to provide reassurance that no further increases would be proposed for a 3-year period. Following further discussion, it was agreed to propose an 8% increase which was broadly in line with inflation to meet increased costs and provide capacity to develop additional activities and services in response to the member survey results. AT identified the need to take into account any drop off in membership although it was noted that memberships had seen steady growth since the last increase in fees.

**Action:** It was agreed to put forward a proposal to increase membership fees by 8% at the 2019 AGM with the intention of fixing membership fees for the next 3 years but including an opportunity to review this in year 2. It was also agreed to inform clubs about how fees are allocated and the benefits of being members of Mountaineering Scotland.

## **6.3 The Granary Refurbishment - Update**

SY provided an update on the project which was almost completed. Final costs are being collated but due to the inclusion of additional architects' fees a position which is £6.7k over the original budget had been reported to the FAG. Following discussions at the FAG it was recommended that the board approve the additional expenditure to complete the project.

**Action:** The revised budget to complete the refurbishment was approved SY to implement final expenditure items to conclude the project.

## **7.0 Strategic & Operational reports**

### **7.1 CEO Report**

SY reported on key activities over the last quarter highlighting that senior staff had attended professional media training on the 30<sup>th</sup> Jul which had been valuable both in terms of the training but also in developing key messaging relating to the core activities of the organisation. The Mountain Safety review had been progressing with the successful appointment of a P/T Mountain Safety advisor to start in Jan 2020. The next

stage was to update the terms of reference for the Mountain Safety Group. Following attendance at a meeting with the Scottish Advisory Panel for Outdoor Education, SY expressed concern about the impact of local authority budget reductions on outdoor education services and that this was an area for future consideration. Progress to develop partnerships with DMM and Mountain Equipment were noted and also that the Carnach bridge was due to open on the 23<sup>rd</sup> August. SY also updated on a positive meeting with Scottish Environment Link and the opportunity to consider the benefits of re-joining the organisation. JB commented that there was a need to be mindful of the history and it was agreed to defer discussion on the details until a paper had been considered by the relevant directors.

#### **7.1.1 Directors report - Human resources and Equality**

SG confirmed that there were no other HR issues to note additional to those already covered in the supporting papers. He congratulated JS on the child protection work which he had been leading on which had been well executed following positive feedback from Children First on his approach and commitment. This was echoed by MG. Discussions were ongoing relating the equalities standard and a meeting was planned with Louise Tideswell from Plan for sport on the 11<sup>th</sup> Sep to discuss application for Intermediate standard. Policy and Action plan to be reviewed for the November board and self-assessment template completed.

**Action:** SY to provide update report on the Equality Action Plan to the next board meeting.

### **7.2 Mountain safety**

#### **7.2.1 Directors Report – Mountain Safety**

DM confirmed that MTUK had changed its name to Mountain Training UK and Ireland and that a review of the walking awards was progressing in response to the increase in the numbers of people walking for health. JD commented on the increase in charity hikes and a number of comments were made on how Mountaineering Scotland could respond to the opportunity that a growth in walking for health presented. JD felt this was captured in the membership strategy but needs time to work through. MG noted that there are differences in the way data between England and Scotland was captured and that participation in events can be transient although was a useful indicator.

**Action:** It was agreed to explore the attitudes driving an interest in walking for health and consider the need for a short life working group to explore the opportunity for new members.

#### **7.2.2 Operational report – Mountain Safety**

SY confirmed that current progress to meet targets was on track and the agreed increase in charges for courses had been implemented for winter 2020. The regrading of the Senior Mountain Safety Advisor post was concluded following approval at the last board meeting. It was noted that an additional section was now included in the report to log media engagement and activity as this was a significant part of the role which was important to capture.

## 7.3 **ClimbScotland**

### **7.3.1 Directors report – ClimbScotland**

AG updated on the work which went in to the live TV broadcast of the Adventure Show from Ratho and a number of positive comments were made from directors on the quality of the coverage and the opportunity it presented to increase the profile of ClimbScotland. MG commented that there was a need to speak to the BBC as there was no tag on the bottom of their climbing features and there may be some confusion about the format for competitive climbing. MW conveyed his personal thanks to AG for her input into the programme and BS asked if there had been any lessons learnt. SY confirmed that there had been no formal review but there had been a number of learning points identified by the team. It was also noted that Shauna Coxey had qualified for the Olympics and that plans were in place for the big climb weekend in Sep.

**Action:** MW requested that a debrief of major events was included in future operational reports.

### **7.3.2 Operational report - ClimbScotland**

SY reported that progress to achieve targets was satisfactory at this point in the year and the focus on club development had resulted in an improved position. The work to develop the pathway resource and new membership categories was progressing and a 6 mth review meeting was to be scheduled with sportscotland. Plans for the VIP reception event at the IFSC European Championships were progressing and discussions with partners on the final arrangements were ongoing.

## 7.4 **Member Services and Communications**

### **7.4.1 Directors report – Membership**

KJ provided an update on the workshop which had been held to explore membership options and confirmed that board members had been involved in developing the proposed new membership categories.

### **7.4.2 Directors report – Clubs**

JD had circulated a written report and confirmed that the first club meet was to take place on 1<sup>st</sup> Sep at the Forest Lodge Visitor Centre in Aberfoyle. 22 club representatives had confirmed attendance to date and a range of workshops covering the activities of Mountaineering Scotland were to be facilitated by staff. Following a question HG confirmed that all member clubs had been invited to attend the event.

### **7.4.3 Operational report Member Services and Communications**

HG reported that memberships overall were on target with clubs better than expected and individuals slightly below target, which was to be expected at this point in the year. New support resources had been developed for clubs in response to club survey feedback including website and social media advice. HG had attended a meeting of outdoor sports governing bodies facilitated by MG where common issues including access, mountain safety and mental health had been discussed.

#TakItHame bags had proved very popular with interest from NTS and the national parks. JB highlighted the connection to “dirty camping” which had been picked up by the media and the potential threat to access. The member survey was scheduled to go out in Sep.

**Action:** HG to send out copy of the survey to Directors for comment before it is issued to members.

HG presented a paper outlining the new membership categories which included new membership options for adult indoor climbers under the ClimbScotland branding and a category for associated groups which was intended to capture informal groups such as social media “meet-up” clubs, school clubs, and climbing wall groups. SY highlighted that this was linked to the review of the articles of association with the intention of clarifying membership classifications. Following discussion, it was agreed the new membership structure offered growth potential as well as a better opportunity to track participation.

**Action:** It was agreed to implement the new membership categories and present these for information at the AGM.

## 7.5 Access, conservation and planning

### 7.5.1 Directors report - Landscape and Planning

JB confirmed his understanding that Scottish Power and SSE had approached UK Govt to request a change in subsidy arrangements for windfarms which may result in targeted development in the Highlands, and there was a concern that the new administration may be sympathetic to that request. There were a number of live windfarm applications at present and there was a plan to set up a meeting with Dave Gordon to discuss future actions. The impact of developments in southern Scotland was noted. Concerns also raised over the proposed Kinlochleven zip wire and JB and DB had attended a community meeting to discuss the current situation at Cairngorm Mountain.

### 7.5.2 Directors Report – Access and Conservation

The report from RN confirmed a number of ongoing low-level access issues including consideration of the growth in mountain bikes (including e-bikes) and highlighted the importance of responding to the impact of climate change and having a sustainability action plan for the organisation further to his previous discussion paper. The launch of the Conservation Strategy had achieved its objective whilst offering a good opportunity to network with members and partners.

### 7.5.3 Operational report conservation, planning and access

SY highlighted the ongoing work regarding access issues and DB was congratulated on the outcome of the issue relating to the filming of James Bond and the letter of apology received from the production company as a result of his intervention. The board also discussed the implications of commercial forestry applications as a result of new Government targets and the recent consultation on the implementation of a tourist tax in the Highland Council area and potential impact on short stay visits.

## 8.0 Governance

## **8.1 Review of articles & club voting procedure**

The letter from John Irving, chair of the short life working group recommending a change allocation of votes was considered by the board. Following detailed discussions, although not unanimous, the working group had voted in favor of moving to an allocation of votes equivalent to the number of active club members. If agreed by the membership it was noted that this arrangement would place more accountability on clubs to accurately represent the views of their members in the voting procedure although this was a matter for clubs under their constitution. SY also highlighted an additional outcome of this work had been to commission a legal review of the articles as circulated previously to the board recommending a number of changes to ensure they meet company law and best practice.

Following a detailed discussion the board agreed on a majority decision to support the recommendations of the working group to allocate the number of club votes equivalent to the number of active club members and to put forward the changes to the club voting arrangements in an EGM under a special resolution. The additional changes to the articles to meet company law requirements were also approved.

**Action:** SY to seek further technical advice from Harper MacLeod on the amendments to the articles of association and to put these to the membership vote under a special resolution of an Extraordinary General meeting to be held immediately following the AGM

## **8.2 AGM planning 2020**

SY confirmed that bookings had been made at Glenmore Lodge to run the AGM and members gathering on the same format as the 2018 event. Open invitations to express interest in the vacancies on the board had been made and the following recommendations of preferred candidates to stand as directors were proposed:

- Nomination for President – Brian Shackleton
- Director for Mountain Safety – Nigel Clark
- Director for ClimbScotland – Lucy Fraser

BS was invited to respond to the nomination and expressed a view on behalf of the SMC that it was important someone was appointed as a working president who understands the role and has a credibility with the membership as well as acting as an ambassador for the organisation. He went on to stress the importance of acting as a figurehead which would assist in selling the organisation to the wider public and asked the board for their views on a preferred candidate. Directors stressed the need for a figurehead and that passion for the role was important and the interest from Brian in the role was welcomed given his background.

MW confirmed that in accordance with the articles of association the role of President and Chairperson were separate and it would be a matter for the board to agree following the AGM whether the roles were combined or separated in the best interest of the company.

**Action:** The 3 nominations for election to the board were approved and SY to include these named individuals in the formal paperwork for the AGM.

### **8.3 Board Annual Appraisals**

A paper circulated by MW summarising the outcome of the annual appraisals which had been held with directors was agreed.

### **8.4 50<sup>th</sup>Year Celebrations**

Further to discussions at the FAG SY explained the proposals relating to hosting the International Winter Climbing Meet in 2020 and that although it would involve a significant amount of work offered a great opportunity to raise the profile of the organisation. The paper detailing the suggested programme of work to celebrate 2020 was considered along with the indicative costs. It was noted that the expenditure relating to the video would be met from this year's budget however there were additional one-off costs that would put pressure on the revenue budgets. It was agreed to look into bringing forward the 2020 AGM to Oct and the use of the Ice Factor in Kinlochleven as possible venue.

**Action:** SY to progress the development of the proposals detailed in the paper and given the significance of the 50<sup>th</sup> year to Mountaineering Scotland the board agreed to the use of up to £10k from reserves if required to support the delivery of the programme.

### **8.5 Policies and Procedures Review Schedule status report**

The updated review schedule was noted.

## **9.0 Standing Agenda Items**

### **9.1 Risk Register**

The updates to the Risk Register were noted.

### **9.2 Health & Safety**

Nothing to report

### **9.3 General Data Protection Regulation**

Nothing to report

### **9.4 Child Protection**

Children First had confirmed that Mountaineering Scotland was now 100% compliant with the minimum Operating Requirements. Congratulations were again made to JS Jamie following the very positive feedback on his work and commitment to achieving the standard.

## **10.0 Information Items**

### **10.1 BMC update**

MW confirmed that communication and links with the BMC at a strategic level were still unclear despite repeated efforts to engage on this issue. The plans to host the VIP reception at the European Championships at Ratho in Oct were intended to act as a platform to raise the profile of Mountaineering Scotland with the BMC and key partners.

## **11.0 Future meetings**

- Board Meeting Thurs 7<sup>th</sup> November 2019
- AGM Sat 23<sup>rd</sup> November, Glenmore Lodge

**Issued by Stuart Younie, CEO & Company Secretary**

**Draft – 10<sup>th</sup> Oct, 2019**

**Approved – 7<sup>th</sup> Nov 2019**