



## **Board Meeting**

**Thurs 6<sup>th</sup> February – The Granary, 5pm**

### **Approved Minutes**

**Directors:** Jonathan Binny; Jennifer Cardno; Nigel Clark; Jo Dytch; Lucy Fraser; Steve Gough; Kat Jones; Ron Neville; Brian Shackleton (President).

**CEO & Company Secretary:** Stuart Younie.

**Observers:** Megan Griffiths (sportsotland); Alistair Todd (Associate for Snowsports Touring),

### **1.0 Welcome and Apologies**

As agreed with the new President, JB opened the meeting and welcomed new directors to the board. Apologies had been received from Nigel Clark and Kat Jones

#### **1.1 Election of Chair**

JB outlined the first item of business which was for the board to elect the new chair of Mountaineering Scotland. Following a majority vote in favor, the board duly appointed Brian Shackleton to take on the joint role as President and Chairperson. JB congratulated BS on his appointment and handed over the chair of the meeting. BS thanked the board for their support in electing him to the position.

### **2.0 Declaration of Interests**

- SY reminded board members of the need to complete an annual declaration of interests to be held on file by the Company Secretary. SY to send out with the note of the meeting.
- JB declared that he was a field tester for Bridgedale products
- RN declared he had taken a position as voluntary director with "Scotland the Big Picture"
- AT declared he had received kit from Dynafit and had an association with Salewa who were sponsoring the winter climbing meet.

### **3.0 Draft Minutes of the meeting of 19<sup>th</sup> November 2019**

The draft minutes were approved.

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

No outstanding actions or matters arising were identified.

### **5.0 Call for AOCB**

No additional business was tabled.

### **6.0 Finance Report**

#### **6.1 Treasurers Report - Management accounts Quarter 3, 31<sup>st</sup> Dec 2019**

JC reported that membership income is 4.5% over budget and is projected to increase by 7% compared to last year for the full year. Club memberships have performed well following new affiliations and individual memberships are below our target at 31/12/19 but are still up by 3.5% compared to last year.

The full year forecast deficit is £6k compared to a budgeted deficit of £2k. Professional fees have been increased by £2k to take account of the articles of association changes. Also, the original budget did not take account of the 2% salary increase which was awarded (resulting in an increased cost of £6.8k). The subscription increase approved at the AGM would help increase average income per member; however longer term the increased insurance costs need to be considered.

The issue of how depreciation is managed was discussed following the questions from members at the AGM and it was agreed, further to discussions at the FAG, to revalue the property to set a residual value and then to apply a 2% depreciation figure in line with standard accountancy practice. It was also agreed that a review of the current banking arrangements should be undertaken to establish whether a more beneficial interest rate could be secured.

**Actions:**

- SY to arrange for a valuation of the Granary to be undertaken to establish a residual value for the property.
- SY to liaise with DL on current banking arrangements and look into alternative providers which may better meet the needs of the company.

## **6.2 Insurance Renewal 2020 and 3-year Financial Plan**

SY summarised the position in relation to the renewal of insurance cover following detailed discussion at the FAG regarding the implications for the 3-year financial plan. It was noted that due to the timing of the renewal and the notification about the increase in premium it left little option but to commit to the 3 – year agreement to retain the current level of cover and provide the increase public liability cover to £15m to match the BMC.

The board discussed both the immediate requirement about how the increase in premium is communicated to members and managed in the short term, and that further consideration was needed about the longer-term arrangements for insurance as part of the package of membership benefits. The following actions were recommended by the FAG and were approved by the board:

**Actions:**

- A communication should be issued to members before the year-end highlighting the situation and informing them of a potential increase in fees.
- The preferred approach is to manage the increase over the next 2 years without an impact on the membership fees.
- It was necessary as part of the revised plan to explore the potential to reduce costs where possible.
- The 3-year financial plan should be updated including a 2% increase in salary costs for planning purposes and to establish the level of increase in membership fees required to meet the additional costs.
- The reserves should be reviewed to identify the minimum that is required to be held in accordance with the current policy.

## **7.0 Strategic & Operational reports**

### **7.1 CEO Report**

SY reported that following legal requirements all staff had been auto enrolled on the company pensions scheme with an obligation to opt out if they did not want to be included. The parliamentary reception on the 28<sup>th</sup> Jan had been a great success with a number of new contacts made with MSP's and civil servants and a follow up would be made to take representations further and support the future work of the MSG. A number of other key items and meetings / events which SY had been involved in were noted for information. SY also asked directors for any experience of using teamworking platforms such as Slack as there were being looked into for use by CRAG and may assist with managing board business?

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

SG reported that work was continuing on the application for the intermediate equality standard but SY would provide a more detailed update in the next item.

#### **7.1.2 Intermediate Equality Standard – Update**

SY reported that he had met with Plan for Sport on 5<sup>th</sup> Dec and discussed report to last board and identified the need to develop a new action plan which was integrated into the strategic plan, and was more focused with clear targets. Also, a requirement to review membership data to compare with national averages was identified. Equality and Diversity Training courses due to be held in March for staff and directors.

**Action**

- SY to progress the identified actions in liaison with Plan for Sport.

### **7.1.3 Strategic Plan 2021-25 & away day**

It was agreed that an integrated planning session should be held with directors and staff to discuss the process for developing the new strategic plan timed to fit with sports Scotlands funding cycle. The importance of considering how / when MS engage with partners in the process was noted as well as the importance of scheduling in some time for informal networking.

#### **Action**

- SY to look into potential dates and venue in March / April avoiding the Easter school holidays.

## **7.2 Mountain safety**

### **7.2.1 Directors Report – Mountain Safety (MSG Terms of Reference)**

SY referred to an email update received from Nigel Clark prior to the meeting, providing an update on developing revised Terms of Reference for the MSG which had been circulated to directors with the papers. The email also provided further information on the Parliamentary reception and outlined the next steps in the development of a new strategy for Mountain Safety. The draft TOR was noted and approved as a working draft for further development by the MSG partners. It was suggested that these should be extended to consider the Ramblers and SY reported that initial discussions had taken place on developing links around Mountain Safety. MG highlighted potential to engage Scottish Athletics and the hill running community.

#### **Action**

- SY to update NC and the draft TOR to be finalised in consultation with partners and an update reported to the board in May.

### **7.2.2 Operational report**

SY reported that the Mountain Safety programme was continuing to operate at capacity with positive feedback from participants. Ben Gibson had now started in post to support Heather. The operational report was noted with no further questions.

## **7.3 ClimbScotland**

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

LF had shared a video filmed and edited by some of the young climbers highlighting the work of the volunteers and the positive atmosphere at the competitions. The BMC had agreed to form a new business unit under the GB Climbing brand to manage competitions and performance climbing. A draft TOR had been developed for discussion by the steering group which was in the process of being established. It was noted that given 2020 was an Olympic year media interest was increasing in competitive climbing including from the Herald on Sunday.

An article had been published in the Edinburgh Evening News suggesting that Ratho may be under threat of closure due to budget cuts to Edinburgh Leisure.

#### **Action**

- SY to forward copy of letter issued by June Peebles CEO of Edinburgh Leisure in response to the article to LT.

It was also noted there were ongoing challenges with the workforce who support competitions including volunteers and the limited number of high level routesetters. 4 elite level coaches had also been lost requiring some climbers to travel to England for coaching support.

### **7.3.2 Operational report ClimbScotland**

SY highlighted the integration of the statistics in the report with the sports Scotland tracker requirements and confirmed that the annual investment application had been submitted. The operational report was noted with no further questions.

### **7.3.3 Better belaying proposal**

A paper had been circulated for information detailing a proposal developed by Robert Mackenzie to deliver a series of CPD workshops with partners, including wall staff to promoting good practice in belaying. It was agreed this was an important and positive step in addressing concerns raised as part of the BMC insurance claim and helping to manage risks within the climbing wall environment. The funding model was discussed with potential to charge, as well as securing external funding identified as options.

#### **Action**

- RM to progress with piloting the initiative and an update to the board to be included in the Climbscotland operational report.

## **7.4 Member Services and Communications**

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

Nothing to report at this time.

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

JD reported that another clubs meet had been scheduled for April 2020 with a revised format based on feedback from the previous event, including more training opportunities for club volunteers and a focus on Mountain Safety. Two new women's only winter skills courses had been run in association with Iona Rendal through her social media groups and had sold out. The need to provide additional training for ski tourers in clubs was highlighted alongside the potential to grow the mountain safety training offer more generally for clubs. It was noted that this would have to be considered strategically using capacity built into the new P/T post to support clubs.

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

HG provided an overview of membership performance to Dec 2019 with the affiliation by the Eagle Ski club being the most significant development bringing club memberships 18% above target. As reported in the finance update individual memberships were under target but up 3.5% on the previous year. Following an increase in cancellations in Dec these were followed up with the main reason for cancellation being financial circumstances, no longer being active, and having joined as part of registering with Mountain Training.

HG also fed back following a meeting with Herald and Times about Scottish Mountaineer with increasing production costs and a significant rise in postage costs impacting on the long-term profitability of the magazine in its current format. Costs had also been provided for alternative wrapping options that were more environmentally friendly but all of which would add significant cost to production. The importance of the magazine to members was agreed and HG / SY would continue discussions with Herald and Times about how it can be retained as a member benefit in a hard copy format.

The operational report was noted with no further questions.

### **7.4.4 2020 50<sup>th</sup>Year Celebrations – Update**

A brief update on the 50<sup>th</sup> Celebrations was provided with a focus on preparations to host the winter climbing meet in late Feb. HG and SY reported that final planning was going well and it was hoped that there would be an improvement in conditions as a result of the colder weather that was forecast. A more detailed update would be provided later on the agenda. Following the winter meet the next key events were the club meet in April and the launch of the video in early spring.

## **7.5 Access, conservation and planning (tabled as a combined report)**

### **7.5.1 Directors report - Landscape and Planning**

JB updated on a steady flow of windfarm applications many of which were difficult to object to due to visual damage from other sites in those localities. Preparatory work had begun in Glen Etive for the hydro schemes.

JB also updated on recent engagement with the Outdoor Access Trust for Scotland (OATS) who were partners in the Mend our Mountains campaign. Following initial discussions, the idea for a mini campaign as part of the 50<sup>th</sup> year was conceived with An Teallach identified as a mountain in need of investment in path restoration and also one that would be popular with members. It was agreed in principle by the board to develop the idea as a legacy project for the 50<sup>th</sup> year.

#### **Action**

- SY and JB to attend the OATS conference in April and progress discussions about a joint campaign.

### **7.5.2 Directors Report – Access and Conservation**

RN reported on a number of access issues relating to managed estates and also including e-bikes and informal camping. In relation to conservation, responses had been provided to consultations carried out by both National Parks and the first meeting of the Climate Response Action Group had been held with the note of that meeting included as an appendix to the report.

### **7.5.3 Operational report conservation, planning and access.**

The operational report was noted with no further questions.

## **8.0 Governance**

### **8.1 AGM 2019 – Review and plans for 2020**

The board considered a report summarising feedback from members about the 2019 AGM which had 27 responses from the 57 sent out with 72% rating the event as excellent or very good. A number of positive comments were made with directors in agreement that the event had been a success and there had been an improvement on the previous year with attendance significantly higher than prior to 2018. One of the main suggestions for improvement was around the clarity of communications on key issues requiring a vote. Following discussion about planning for 2020 a number of actions were agreed.

#### **Actions**

- SY to re-establish the working group to look at further changes to articles to address points raised at the AGM and develop advice to clubs on voting procedures.
- SY to look into possible venues and dates for 2020
- SY to initiate recruitment process for new directors and treasurer.

### **8.2 KPMG Development Audit – Draft report**

The report was noted for information.

### **8.3 Draft MOU with snowsportsotland**

SY circulated a late paper setting out a proposed draft MOU with snowsportsotland. Following a brief discussion, it was agreed that this would formalise the existing partnership and be of benefit to both organisations given a shared interest in ski touring. The MOU was agreed.

#### **Action.**

- SY to notify snowsportsotland and continue to develop the partnership.

### **8.4 Draft MOU DMM**

Following previous discussions at the board SY was delegated to approve entering into formal partnership with DMM subject to clarification on the ability to work with other manufacturers who provide equipment not produced by DMM, and clarification of the agreement follows the sponsorship and commercial partnership policy.

### **8.5 Application to Affiliate – Alpine Ski Club**

The application to affiliate from the Alpine Ski Club was noted.

#### **Action**

- AT to look into the application and club and make a recommendation to the board in consultation with SY and HG.

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

The report was noted for information and the updated Events Protocol was approved.

## **9.0 Standing Agenda Items**

### **9.1 Risk Register**

The risk register was noted for information

### **9.2 Health & Safety**

Nothing to report

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

Nothing to report

### **9.4 Child Protection**

Nothing to report

## **10.0 Information Items**

### **10.1 BMC update**

As reported in item 7.3.1 the development of GB climbing and new BMC Dept. was noted

### **10.2 International Winter Climbing Meet update**

AT updated on the winter meet and acknowledged the work that HG had put in to the event particularly on coordinating the guest and host climbers application process and communications. Preparations at the hut venues were going well with hut custodians identified and support volunteers in place. Catering had also been confirmed. Simon Richardson was coordinating the rotation of the climbing teams around the venues and the forecast was looking positive.

## **11.0 Future meetings**

- Thurs 21<sup>st</sup> May (Note: clash with MTS AGM)
- Thurs 20<sup>th</sup> August
- Thurs 19<sup>th</sup> November
- AGM - TBC

It was agreed to bring the next board meeting forward to the 14<sup>th</sup> May to avoid clashing with the MTS AGM

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

**Draft – 7/5/20**

**Final version approved – 14/05/20**