



BOARD OF TRUSTEES MEETING MINUTES

Tuesday 23 September 2025, 2pm – 5pm
NCVO, 8 All Saints Street, London N1 9RL

1	WELCOME, APOLOGIES, CONFLICTS OF INTEREST AND ANNOUNCEMENTS Welcome and apologies • Lucy Robinson, Chair • Malcolm Dingwall-Smith (by videoconference) • Kelly Evans • Gavin Baker • Dan Firmager • Janet Gee • Chris Hodgson • Joerg Kasprowski • Mark Lavenstein • Tina Lewis (by videoconference) • Gulshun Rehman • Graham Taylor • Rowan Williams (by videoconference) <u>Apologies</u> • Mark Chung <u>Staff in attendance</u> • Ross Maloney, Chief Executive • Ros Fane, Chief of Staff (by videoconference) • Tom Platt, Chief Programmes and Delivery Officer • Glen Walker, Chief People Officer • Clare Jenkins, Chief Finance Officer • Nic Fickling, Interim Chief Commercial Officer • Simon Kellas, Head of Governance Conflicts of interest No conflicts were declared.
2	BOARD MEETINGS The Board approved the minutes of the Board meetings held on 17 June 2025, 8 July 2025 and 3 September 2025 (the latter with some additional text which had been pre-circulated in the comments paper). The Board noted the action status report, all items either being complete, on the agenda, or in progress within agreed timelines. The Board noted the forward planner.

3	CHAIR'S REPORT Lucy presented her quarterly report, summarising activities and meetings in which she had been involved since the last Board meeting, noting that her focus as chair had been primarily the governance review. She reported that, at its meeting on 14 August, the Nominations and Governance Committee had reviewed the outcome of the Board/ELT development workshop on 17 June and discussed what further work might be useful to further the Board's development. The following related proposals from the committee, set out in the report, were approved by the Board: - Introduce an annual in-person strategy day (with an overnight stay) for trustees and ELT as part of the annual meetings calendar (date to be agreed but most likely around the June 2026 Board meeting). This would be externally facilitated and look to bring in outside perspectives. - Hold an annual Board effectiveness review each autumn using the Governance App template (which is aligned to the Charity Governance Code). - Undertake a skills audit, both for information on current Board strengths, and in order to be ready should a trustee recruitment process be needed in the new year. Lucy also noted that the committee has agreed that there should be a light touch review of our committee structure which take place in spring 2026 after the outcome of the governance review. Action: NGC to agree date and programme for the first strategy day. Action: Simon (as actioned by NGC) to arrange the Board effectiveness review and skills audit in October.
4	CHIEF EXECUTIVE'S REPORT Ross presented, and the Board discussed, his quarterly update report. He said it had been a busy but really positive summer and, while never complacent, we look to be finishing the financial year in good shape. He highlighted a number of items: - A new partnership with Places for People has started which aims to establish 37 regular Wellbeing Walks near its leisure centres and residential housing sites in the first year. This will help inform the work being undertaken to seek to scale Wellbeing Walks through a partner network model. - Over 1,000 entries and over 5,000 votes were received for our Britain's Favourite Path competition, supported by hundreds of digital billboards at train stations donated by the media company JC Decaux. The competition brought over 25k people to the Ramblers website and achieved 150 pieces of media coverage. - It has been a particularly good period for our policy and advocacy work, in particular the campaign wins we've had in Wales and Scotland on access. - A new lottery product is being developed which will be advertised to existing members as well as lapsed supporters and new audiences. This will provide a new opportunity for giving to the charity and help us expand our giving audience beyond members. - Revised terms for our affiliated clubs, which were reviewed by the Strategy and Delivery Committee, will be sent to our affiliated clubs in late October, with the

	requirement that clubs meet these terms to remain affiliated with the Ramblers. Action: Tom to share a short brief with trustees, summarising what Wellbeing Walks does including the current funding model and a summary of the possible changes being looked at. The Board thanked Ross for his very full and helpful report.
5	BOARD MONITORING AND COMPLIANCE: Q2 DASHBOARD Simon presented the Q2 dashboard comprising key compliance-related data designed to support the Board in fulfilling its monitoring responsibilities. There were no significant variances or matters of concern to highlight. In response to questions, the following was confirmed: • The increase in complaints for the last quarter was within the expected range, partly linked to an increase in contact relating to technical issues with the Safety on Group Walks training and self-certification requirements, and partly by the introduction of a new approach to recording and triaging contacts (which could amount to a complaint) which sees all contacts being recorded across the organisation which enables better internal reporting. • The slight fall in new members for Q3 compared to Q2 was not a significant change as numbers can be affected by seasonal issues or the usual ebb and flow of acquisition activities. • Noting the increase in recorded volunteer numbers, we should expect this number to go down in the next quarter with the rollout of Safety on Group Walks walk leader training helping to cleanse our data, but this will result in a more accurate picture of our active, engaged volunteers.
6	GOVERNANCE REVIEW Lucy and Ross presented an update report and proposal (which had been circulated the previous evening) on the current position with the governance review, informed by the engagement undertaken to date through engagement sessions, the survey of General Council members and Area leaders plus informal discussions. It was agreed that the most pragmatic solution would be to return to the Areas and Groups issue next year, noting that this should be a positive message in that the Board will continue to collaborate with members in the new year to agree a robust and practical way forward. Following this discussion, the Board: a) Endorsed advancing the proposals previously agreed by the Board, on company members and Annual General Meeting; Board of Trustees; member and volunteer gatherings; and Nations, to the Extraordinary General Meeting in December (subject to any further refinement to be agreed by the Board on 28 October following the current consultation and advice from Bates Wells) b) Agreed to take the Areas and Groups proposals off the table completely at this point and committed to establishing a project with the primary objective of 'simplifying the operation of Areas and Groups to deliver the charity's charitable purpose.' c) Noted and agreed that: i. The EGM should go ahead on 6 December as planned, with agreed

	governance changes coming into effect from 1 May 2026. ii. There will be an online Annual General Meeting in April 2026 (with the current General Council members) to deal with the current financial year accounts, annual report, etc. focussing only on the required formal company law requirements, there would be no motions. (If the proposals aren't agreed we'd default to the arrangements for the usual General Council Annual General Meeting event in April 2026.) iii. It is likely that if the proposals on the Board are agreed there would not be a need to elect any trustees at this AGM, but there would be a need for Ramblers Scotland to identify a trustee (the process for which would need to be agreed within Scotland as any agreed changes to the election of a Trustee from Scotland would not come into effect until after 1 May 2026). The Board would have 11 trustees at this point and could appoint a trustee to fill the vacancy in-year, extend the term of one of the departing elected trustees, or keep the vacancy open until the 2027 elections. iv. We would run the first series of gatherings in Autumn 2026 and then again in Autumn 2027 allowing engagement with members. v. The communication on Monday 29 September (to accompany the draft governing documents) which will set out the intention to take the Areas and Groups proposals off the table will be shared with the Board by Friday 26 September at the latest. Action: Lucy, Ross, Simon to finalise communication and share with trustees on Friday 26 September (along with latest drafts of the Articles and Standing Orders). Action: Simon to then circulate to Council members and Area leaders on Monday 29 September.
7	BUDGET AND BUSINESS PLAN 2025/26 <u>Budget</u> Kelly and Clare presented the draft 2025/26 annual budget which had been discussed by the Finance, Risk and Audit Committee on 9 September (following an earlier committee discussion on the outline parameters in August) and which was recommended to the Board for approval. The 2025/26 budget is the final step in the three-year financial resilience plan which was initiated in September 2023 to return the charity to sustainable balanced budgets and ensure general reserves are at a level which is in line with the charity's reserves policy by the end of 2025/26. Clare said that the original three-year plan had modelled a small surplus in year two and a larger surplus in year three, returning to a general reserves balance of £3.1m at the end of 2025/26. However, higher income and lower expenditure than expected in 2024/25 have combined and been realised in the Q3 forecast to indicate that we are likely to achieve a much larger general funds surplus (£208k) than budgeted or previously forecast. As a result, we are expecting to achieve a general reserves position which exceeds the £3m target much sooner than originally anticipated.

High-level budget projections for 2026/27 and 2027/28 indicate that, with strong income performance and careful cost management, we will be able to continue generating small general fund surpluses, but this requires further analysis to validate.

Clare confirmed that this is a good position for us to start 2025/26 but we will need to keep working hard to maintain our reserves on a sustainable trajectory and create headroom for investment in our charitable purpose. Additional work (as included in the proposed business plan through the project titled Project Future) is planned to review the most stubborn fixed costs in our expenditure with a view to finding ways to bring them down to more sustainable levels.

In response to a concern that the Board was being asked to approve a deficit budget, Clare explained that the budget showed a surplus to general funds but a deficit overall as designated and restricted funds were budgeted to be spent down in relation to the purpose for which they had been donated or designated.

In response to a question about the advertising income for Walk magazine being lower than budgeted, Ross confirmed that the reduction from four to three printed issues was not costing us more.

Financial year--end

The Board discussed a possible change of financial year-end and noted both the potential benefits and drawbacks. Further consideration and modelling will be carried out in the next few weeks before deciding whether to recommend a change to the year-end at the 28 October Board meeting as part of the final governance review proposals (noting that the date is set out in the Standing Orders and therefore a change requires agreement from members).

Following discussion, and on the recommendation of the Finance, Risk and Audit Committee, the Board approved the budget for implementation from 1 October 2025.

Business plan

Graham and Ros presented the draft business plan which had been discussed by the Strategy and Delivery Committee on 2 September (following an earlier committee review of a 'work in progress' draft in August) and which was recommended to the Board for approval. The business plan has been developed following a resource mapping and prioritisation exercise to ensure that the plan is realistic and deliverable within available resources.

Ros noted the preliminary results for the nine top line ten-year impact measures for 2024/25, showing our progress for the 11 months to the end of August, with final results to be captured at the end of September. The Leadership Group will discuss the final, full-year results in October and consider whether any changes need to be made to the 2025/26 targets. Final full-year results will be shared with the Board in late October / early November, along with any recommendations for changes to targets.

Ros said that we have considered whether the plan still reflects what we need to do to deliver the strategy and we remain content that the focus areas supported by the Board in June still stand. However, it is proposed to broaden the "Engagement applications" focus area to "Evolving our supporter model" and add one additional focus area.

As part of our 'Fit for purpose governance and operating model' strategic enabler, we have added Project Future, a new project to ensure we have a resilient and responsive operating model for delivering our charitable purpose in the longer term. The project will look at areas

	where our expenditure remains too high including, but not exclusively, digital and technology, membership model, premises, and legal and professional services. The revised set of proposed focus areas for 2025/26 is: • Community engagement and delivery • Volunteer experience • Evolving our supporter model (a suite of projects aimed at leveraging our supporter pipeline to generate increased time, money and voice) • Governance review • Project Future Following discussion, and on the recommendation of the Strategy and Delivery Committee, the Board approved the draft business plan for 2025/26.
8	DEREK OAKES FUND: NEXT STEPS The Board discussed and agreed next steps for managing the Derek Oakes Foundation Funds.
9	VOLUNTEER EXPERIENCE PROJECT: THE VISION Gulshun and Glen presented an update on the Volunteer Experience Project, the strategic initiative to grow and diversify our volunteer community, enhancing inclusion, engagement, and impact. The goal is to grow our volunteer community by 10,000 people over our ten-year strategy lifecycle, focusing on underrepresented groups: • People living in communities in Indices of Multiple Deprivation (IMD) 1-5 • People from global majority backgrounds • Women in leadership roles • Volunteers with a sensory or physical disability While we aim to attract new volunteers, the project recognises that we must value and retain our existing base, many of whom have contributed for years, while adapting roles to be relevant for a changing volunteering landscape and external environment. Both Gulshun and Graham noted that there had been deep dives on the project at the recent People and Culture Committee and Strategy and Delivery Committee meetings. Trustees broke out into small groups to discuss what volunteering at Ramblers might look like in 2035, then reconvened to share reflections. The Board reiterated its support for the proposed vision for volunteering, noting that it will be overseen by a Programme Board that brings together a cross-section of colleagues and volunteers (including Mark Lavenstein) with expertise in volunteering and change delivery from across the charity.
10	2025 MOTIONS: MID-YEAR MOTIONS REPORT The Board agreed the responses to the seven General Council AGM 2025 motions and approved the mid-year motions report for publication on the Ramblers website. Action: Simon to publish on the Ramblers website.
11	STARRED ITEMS <u>Nominations and Governance Committee</u> The Board noted the draft minutes of the Nominations and Governance Committee meeting held on 14 August.

People and Culture Committee

The Board noted the draft minutes of the People and Culture Committee meeting held on 26 August 2025.

Strategy and Delivery Committee

The Board noted the draft minutes of the Strategy and Delivery Committee meeting held on 2 September 2025.

Finance, Risk and Audit Committee

The Board noted the draft minutes of the Finance, Risk and Audit Committee meeting held on 9 September 2025 which, due to the proximity of the two meetings, had not been finalised and uploaded the trustee intranet until the afternoon of the Board meeting.

12 BOARD AND COMMITTEE MEETINGS TO APRIL 2027

The Board agreed the proposed Board and committee meeting dates from May 2026 to April 2027.

Lucy noted that there were two in-person meetings coming up for trustees in London which were unavoidably close together – the EGM on 6 December and the Board meeting on 9 December. She reminded trustees that attendance by videoconference is possible for the Board meeting, but not the EGM.

13 REVIEW OF MEETING EFFECTIVENESS

Trustees and staff each gave short verbal feedback on what went well at the meeting and what could be improved, as well as a numerical score on the effectiveness of the meeting thinking in particular about our agreed values: inclusive, inspiring, empowering, responsible (1 to 5, with 1 being highest).

- 1.5 (5 people) 2 (13 people), 3 (2 people)