



UPDATED GOVERNANCE REFORM PROPOSALS: YOUR FEEDBACK INVITED

20 July 2026

Dear General Council members, Area Chairs, Vice Chairs, Treasurers and Secretaries,

Following the decision taken at the Annual General Meeting in April on the proposed governance reforms, and the subsequent survey of General Council members, the Board of Trustees has carefully considered your views and the feedback received.

Thank you to everyone who took the time to contribute. The feedback showed strong support for continuing to explore governance reform, while also highlighting areas where members wanted greater reassurance and clarity. In particular, members raised questions about Board composition, democratic legitimacy, member influence, the operation of Member Forums and accountability arrangements.

The Board considered this feedback in detail at its June meeting and has agreed a number of refinements to the proposals. These changes are intended to strengthen member influence, improve transparency and provide greater confidence that any future governance arrangements would be both democratic and effective.

We are now sharing revised proposals with you and inviting further feedback before any decisions are made about next steps. The changes outlined in the attached paper are a direct response to issues raised by members during the AGM debate and through the subsequent survey.

Importantly, at this stage we have not drafted corresponding amendments to the Articles of Association or Standing Orders. We want to hear members' views on the proposals themselves before undertaking that work.

Have your say

General Council members are invited to review the updated proposals and complete a short survey by Monday 31 August. The survey will help us understand whether the changes made since April address the concerns raised by members and whether there is support for the direction of travel set out in the revised proposals.

The survey is available at: <https://www.smartsurvey.co.uk/t/GeneralCouncilJuly2026/>

While the survey is primarily intended for General Council members, we are also sharing this update with Area officers in recognition of the important role Areas have played throughout the governance review and consultation process.

Online consultation session

To support members in considering the proposals, trustees will host an online consultation session on Tuesday 4 August from 5.30pm to 6.30pm. This session is open to Council members and Area officers and we hope many of you will be able to attend. There is no need to register for session: the Zoom link is <https://us06web.zoom.us/j/82012909496>.

The consultation session will:

- explain the changes made to the proposals since the AGM;
- outline how feedback from members has informed those changes;
- answer questions about the proposals;
- explain the process followed since the AGM; and
- discuss the possible next steps in the review.

Looking ahead

The Board remains committed to working openly and collaboratively with members on the future of the Ramblers' governance arrangements.

If the feedback received over the summer suggests there is broad consensus around the revised proposals, the Board's intention is to convene a Council Member Conference, currently pencilled in for 21 November in London.

This would include two separate elements:

- an Extraordinary General Meeting (EGM) to debate and vote on updated governance reform proposals; and
- a conference programme focused on the future Area and Group operating model, providing an opportunity for wider discussion about how we support effective volunteering and member engagement across the organisation.

No decisions have yet been made, and the Board will carefully consider the feedback received before determining whether to proceed on this basis.

We are aware that not everyone would find it easy to attend an EGM in London and would welcome views (via the survey) on how best we can ensure that all Council Members are able to take part in the vote when and if any revised proposals are put forward for decision.

Thank you, as always, for your continued engagement, thoughtful contributions and support for the Ramblers. We encourage you to review the updated proposals, attend the consultation session if you are able, and share your views through the survey.

With best wishes,

Lucy Robinson
Chair, Board of Trustees

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(A) OVERVIEW OF THE CHANGES MADE TO THE ORIGINAL PROPOSALS AND THE RATIONALE FOR THOSE REVISIONS

WHAT HAS CHANGED SINCE THE APRIL 2026 VOTE?

Following the Annual General Meeting, the Board asked Council members for their views on the next steps for the proposed governance reforms. The feedback was clear. There was strong support for continuing to explore governance reform (82% answered “Yes” to this question).

However many of you also highlighted a number of areas where you wanted greater reassurance and clarity, particularly around Board composition, democratic legitimacy, member influence, the operation of Member Forums and accountability arrangements.

The Board has carefully considered this feedback and, as a result, has agreed to propose a number of changes to the draft Articles and Standing Orders that were presented to General Council in April.

These proposed revisions are designed to respond directly to the issues raised by members, strengthening member influence, increasing transparency and providing greater confidence that the new governance arrangements will be both democratic and effective.

The summary below explains what has changed in the proposals and why.

BOARD OF TRUSTEES

Additional elected trustee

You consistently told us that you were concerned that elected trustees would not form a sufficiently strong element of the Board. Many respondents felt that a greater proportion of trustees should be directly elected by members in order to strengthen democratic legitimacy and confidence in Board decision-making.

What has changed

We propose to increase the number of Great Britain-wide elected trustees to seven, rather than the six proposed in April. Under the revised proposal, there will be seven elected trustees in total (five elected by members across Great Britain, together with the two elected trustees for Scotland and Wales), bringing the total number of trustees on the Board to 13.

We do not propose to change the number of appointed trustees from the proposed maximum of four as we believe future boards will need this flexibility to ensure that the Board has the full range of skills and experience that it needs at any one time. This change strengthens the elected element of the Board while retaining the flexibility to appoint trustees with specialist skills and experience where these are needed.

Member involvement in recruitment of Appointed Trustees

You told us you wanted greater transparency around how Appointed Trustees are recruited and selected. Some members also expressed concern that appointed positions could reduce opportunities for existing Ramblers members to contribute to the governance of the charity. It is important to note that Appointed Trustee positions are open to both Ramblers members and non-members. The purpose of these roles is to ensure the Board can recruit the skills, experience and perspectives it needs, regardless of whether candidates come from within or outside the organisation.

What has changed

The proposal continues to provide for up to four Appointed Trustees. However, we now propose to clarify that the selection process should always involve a Ramblers member who is neither a trustee nor a member of staff. This additional member involvement will bring an independent member perspective to recruitment decisions, helping to increase transparency and confidence in the process. Responsibility for appointments will remain with the Board, but members can be assured that member input will form part of the assessment process.

Member involvement in recruitment of the Chair and Treasurer

You told us you wanted greater transparency around how the Chair and Treasurer would be identified and selected. Some members also sought reassurance that these roles remain open to Ramblers members and are not intended solely for external candidates. Under the proposals, the positions of Chair and Treasurer will continue to be open to both Ramblers members and non-members. This allows the Board to identify candidates with the leadership skills, experience and attributes needed for these important roles, whether those candidates come from within or outside the organisation.

What has changed

The proposal continues to provide for the Chair and Treasurer to be selected through a Board-led recruitment process and ratified by members at the AGM. However, we will formalise the involvement of a Ramblers member who is neither a trustee nor a member of staff in the recruitment process. This change is intended to strengthen transparency and member confidence by ensuring that an independent member perspective forms part of the recruitment process, whilst preserving the Board's responsibility for leadership appointments.

Member ratification at the AGM will continue to provide an important democratic safeguard and accountability mechanism.

MEMBER FORUMS

Formal Member Proposals

You told us you were concerned that the proposed Forums could become "talking shops" and would not provide a sufficiently strong replacement for motions debated through General Council and the AGM. Many members wanted greater assurance that discussion would lead to clear outcomes, that those outcomes would be formally considered by the Board, and that members would be able to see what happened as a result.

(A) Overview of changes to the original proposals

What has changed?

We have introduced a more formal Member Proposal process as part of the Forum model. While the overall intention remains that Forums should be flexible events with an agenda designed by local planning teams (see below), we propose that there should always be a space for each Forum to develop and debate Member Proposals on matters of policy, campaigning, volunteering, governance and organisational development. Where appropriate, proposals may be put to a vote of Forum participants.

To ensure consistency and transparency, a standard Member Proposal template will be used before and after each Forum. This will capture the precise wording of any proposal, any voting outcome, supporting context and relevant background information arising from the discussion.

Any Member Proposal supported by a Forum will be formally submitted to the Board through a central reporting process and published for members to view. Example templates are appended to this document. This creates a clear route from member discussion to Board consideration, establishes a single organisation-wide record of Forum outcomes, enables members to track progress and ensures the Board receives clear and authoritative wording on which to base its decisions.

Forum planning arrangements

You told us you wanted greater clarity about how Member Forums would operate in practice, particularly how agendas would be developed, who would shape the discussions and how Areas would be involved.

We also heard concerns that the proposals could unintentionally create new structures or duplicate existing arrangements.

What has changed

We have clarified how Forum planning teams will be formed and how they will operate. In England, Forum planning will be undertaken through the existing cluster arrangements. The intention is not to replace, change or otherwise affect the current cluster structure. Instead, we will build on the strengths of existing geographical groupings and established relationships by using them as the foundation for organising and supporting Member Forums.

Planning activity may take place through existing cluster meetings where helpful, or through separate meetings if preferred by the cluster. In Scotland and Wales, the Ramblers Scotland Committee and Ramblers Cymru Committee will undertake the equivalent planning role.

This approach provides greater clarity about how Forum programmes will be developed while making use of familiar structures that members already understand and engage with.

Area representation in Forum planning

You told us you wanted assurance that Areas would continue to have a meaningful voice in the new arrangements and would be involved in shaping Forum discussions and priorities. We also heard concerns that Forum agendas could become disconnected from local issues and member experiences if there was no clear route for Areas to contribute to the planning process.

(A) Overview of changes to the original proposals

What has changed

Participation will be coordinated through the existing cluster arrangements (or the committees in Scotland and Wales) as part of the wider Forum planning process. The clusters and nations committees will be expected to ensure there is appropriate local involvement in Forum planning.

This approach helps ensure that local priorities, concerns and opportunities can be reflected in Forum agendas and discussions, while also maintaining a practical and manageable planning structure across Great Britain.

Voting on Member Proposals

You told us you wanted stronger assurance that Member Forums would lead to clear outcomes and meaningful influence over decision-making. Many respondents were concerned that Forums could become discussion events without a clear mechanism for reaching conclusions, expressing support for proposals or communicating outcomes to the Board.

What has changed

We have clarified that the Forum Chair may call a vote on a Member Proposal where this would help establish the level of support for a particular proposal. Requests for a vote may also be made through the planning process or emerge during Forum discussions.

Any Member Proposal supported by a Forum will be recorded using the standard Member Proposal template and formally submitted to the Board for consideration. The template will capture the precise wording of the proposal, the outcome of any vote and relevant supporting information arising from the discussion. Example templates are appended to this document.

All Member Proposals will be published, together with the Board's response. This will ensure that Forum outcomes are clearly articulated, consistently recorded and transparently reported.

This approach strengthens the formal nature of Forum outputs by creating a clear route from member debate to Board consideration. It provides confidence that Forum views will be communicated to the Board in a clear and consistent format, considered formally by trustees and tracked through to a published response, helping to strengthen accountability and member influence.

Board consideration and response

You told us you wanted greater confidence that Forum outputs would lead to meaningful consideration and action, rather than simply being noted and set aside. Many members wanted clearer assurances about how the Board would respond to proposals emerging from the Forums and how members would be able to see what happened as a result.

What has changed

We have strengthened and clarified the Board's obligations in relation to Member Proposals and Forum outcomes.

(A) Overview of changes to the original proposals

All Member Proposals supported by a Forum will be formally submitted to the Board using a standard reporting format. The Board will be required to consider each proposal and publish a written response setting out its decision and the reasons for that decision.

Where appropriate, the Board's response will also explain any actions that will be taken, who is responsible for taking them forward and any indicative timescales for implementation. Both the Member Proposal and the Board's response will be published so that members can see how issues raised through the Forums have been considered.

This creates a clear and transparent link between member discussion, Board decision-making and organisational action. It ensures that Member Proposals receive formal consideration, strengthens accountability and provides members with greater visibility of progress and outcomes.

Implementation timeline for Member Forums

You told us you wanted greater clarity about how the new Forum arrangements would be introduced in practice and when members would have the opportunity to participate in them. There was also a desire to understand how the six GB-wide Forums and the National Forum would connect to one another.

What has changed

We have clarified the proposed timetable for implementing the new Forum structure. If approved by members, the first cycle of Member Forums is expected to take place in autumn 2027. This will provide sufficient time to establish planning arrangements, develop guidance and supporting materials, and ensure members understand how the new arrangements will work in practice.

The first National Forum will then take place in 2028, following completion of the first cycle of Forums across England, Scotland and Wales. This will enable the National Forum to consider themes emerging from the initial round of discussions, identify common issues and review Member Proposals and Board responses from across Great Britain.

This phased approach will help ensure that the National Forum is informed by the experiences and priorities identified through local and national discussions, creating a stronger link between grassroots member engagement and organisation-wide strategic consideration.



(B) REVISED GOVERNANCE REFORM PROPOSALS

1. COMPANY MEMBERS AND ANNUAL GENERAL MEETING (AGM)

All fully paid-up Ramblers members with at least 12 months' continuous membership (currently around 90,000 members) will become company members, holding the right to participate in national decision-making, elect trustees, approve resolutions and call General Meetings. This widens democratic participation from the current position in which company membership, and associated voting rights, is limited to some 150 members (i.e. the two or three members appointed each year by Areas, Trustees, the Ramblers President and Vice Presidents, five members of the Motions Review Committee, and members appointed by National Affiliated Organisations.)

The AGM will be held online as standard, enabling maximum participation and reducing costs. Its agenda will focus exclusively on formal UK company law business, including receipt of the Annual Report and Accounts, confirmation of trustee election results, officer ratifications and any special or ordinary resolutions (see below). The quorum for the AGM (and any other General Meetings which may be convened) will be 50 members.

Under the Companies Act 2006, members have the right to request that the Trustees call a general meeting provided they meet the required support threshold. The statutory threshold of 5% of voting members has been reduced to 100 voting members to further support democratic participation. In addition to the statutory rights which members enjoy, fully paid-up Ramblers members will also be able to propose resolutions for consideration at Ramblers' Annual General Meetings provided the request meets the required support threshold of 100 voting members.

However, Member Forums (see section 3) have been designed as the primary setting for raising broader policy or organisational issues. Forums will provide members with the time and space to debate priorities and shape the Ramblers' direction throughout the year. Recommendations from Member Forums will be considered formally by the Board with written responses published to ensure transparency and accountability.

Trustee elections will take place prior to the AGM through an independently managed hybrid process (online voting, with a postal option). Candidate information will be presented consistently, using standardised candidate profiles, introductory videos and a clear description of the trustee role requirements, including the skills, experience and attributes sought.

An elections hub webpage will ensure transparency at all stages by publishing annual timelines, candidate materials, FAQs and archives of previous election results. Following each election, a post-election report will summarise turnout, participation trends and learning points for continuous improvement. AGM confirmation of election results remains the final validating step.

AGM Resolutions

A resolution is a formal decision of the membership, and there are two types:

- Ordinary resolutions: Used for routine decisions such as approving the appointment of the Chair and Treasurer or appointing the auditors. They require a simple majority of votes cast.
- Special resolutions: Applied to significant constitutional matters, including changes to the Articles of Association, changes to the charity's name or charitable objects, or winding up the charity. These require at least a 75% majority of votes cast and must be clearly identified as a special resolution in the AGM notice.
- Members may also pass written resolutions, which allow decisions to be made outside a General Meeting. Written resolutions must be circulated to all members eligible to vote and are approved when the required majority of members indicate their agreement in writing, in accordance with company law requirements.

Calling meetings and submitting resolutions

- Under the Companies Act 2006, members have the right to formally require the trustees to call a general meeting. The request must come from at least 100 voting members.
- The Standing Orders also set out additional rights of members to submit a request for a resolution to be presented at the next Annual General Meeting. A request must be supported by at least 100 voting members

Resolutions v motions

- Previously, members could bring Council member "motions" to the AGM via Areas. These motions were not formal company law resolutions and were binding only in the Ramblers' internal governance framework. The Board was required to consider and normally act on them, except where compliance would conflict with law, duties, or the charity's best interests.
- Under the new model, the AGM will focus solely on formal company law members' resolutions. Members are welcome to discuss and influence policy matters and organisational direction through the strengthened Member Forum structure. These Forums provide the primary route for members to raise issues, debate priorities and shape decisions throughout the year. Recommendations from the Forums will be formally reviewed by the Board, with responses being published to ensure accountability outside of the AGM. (See section 3.)

Assurance of member influence

This new approach provides a stronger democratic governance structure and protection of member rights:

- Voting members have the right to elect the Elected Trustees.
- Voting members have the right to formally require the trustees to call a general meeting, and propose resolutions to the AGM, subject to the threshold of 100 voting members.
- The AGM continues to hold ultimate authority over constitutional changes, trustee officer ratifications, and other formal decisions.
- The new Forum model strengthens year-round member influence, ensuring important issues are surfaced, debated and acted upon rather than restricted to a single annual meeting.

Together, these changes provide a more transparent, inclusive and robust framework for member voice and oversight while modernising the AGM's role in good governance.

2. BOARD OF TRUSTEES

The Board will comprise up to 13 trustees (minimum 9), structured under a 7-4-2 model: seven elected trustees, up to four appointed trustees and two trustee officers (Chair and Treasurer) selected by the Board and ratified by members.

This balance protects democratic legitimacy while ensuring access to specialist expertise. A maximum of 12 trustees is consistent with current best practice guidance for charities.

The whole voting GB-wide membership elects five trustees. Members in Scotland and Wales elect one trustee for Scotland and Wales respectively. The nations trustees are now explicitly expected to chair their respective nations committees, strengthening the link between national insights and GB-wide governance.

A rolling cycle ensures continuity, and a transition plan will phase in the updated structure.

While non-members may be considered for the roles of Chair, Treasurer and Appointed Trustee, they must hold membership at the point of appointment.

Role	No.	Who is eligible?	Who decides?
Chair	1	Members and non-members	Selected by the Board and ratified by members at the AGM
Treasurer	1	Members and non-members	Selected by the Board and ratified by members at the AGM
Elected Trustee (Scotland)	1	Members in Scotland only	Elected by members in Scotland
Elected Trustee (Wales)	1	Members in Wales only	Elected by members in Wales
Elected Trustees (GB)	5	Members only	Elected by all members
Appointed Trustees	Up to 4	Members and non-members	Appointed by the Board

Terms of office remain three years and may be renewed once, giving most trustees a maximum of six consecutive years' service. Trustees who are subsequently appointed as Chair or Treasurer may serve a third consecutive three-year term, giving a maximum of nine years. In exceptional circumstances – solely to avoid the Chair and Treasurer's terms ending at the same time – the Board may resolve to extend the term of either the Chair or the Treasurer by up to one additional year, giving a maximum of ten years in such cases only.

To reduce barriers and ensure fairness, the eligibility requirement of 12 months' membership is retained for the Elected Trustee positions and the requirement for proposers has been removed entirely. Prospective trustees will receive a comprehensive candidate pack, with clear expectations of what the trustee role entails and the time commitment needed.

Geographic diversity remains a priority and this is recognised in the Standing Orders. Although regional quotas within England will not be introduced, proactive outreach will encourage candidates from across Britain, and the appointed trustee route will be available to fill any remaining geographical representation gaps.

Transparency will be materially enhanced: the web-based elections hub, annual timetable, publication of results and post-election analysis will embed accountability and visibility in Board operations.

How the trustee nomination, election and appointment processes will work

Elected trustees (Open to members only)

1. Eligibility, Engagement and Awareness

- Members must have at least one full year of continuous membership and be free of financial arrears in order to stand for election or vote.
- Self-nomination only – members put themselves forward without needing proposers.
- Awareness of trustee opportunities is raised through Walk magazine, Ramblers' digital channels, member and volunteer emails, social media updates and the website.

2. Application Steps

- Members see information about trustee vacancies through Walk magazine, the Ramblers website, social media, email communications and other channels.
- A trustee nomination pack provides clear details on how to apply; the responsibilities of the role and the skills and experience being sought by the Board (based on the outcome of an annual skills audit undertaken by the Board).
- Prospective candidates are invited to an optional group meeting with the Chair, other trustees and the Chief Executive to learn more about the role and ask questions.
- The Committee Chairs and staff directors in Scotland and Wales will be involved in the group meetings for prospective candidates in Scotland and Wales respectively.
- Candidates complete and submit their nomination form directly — no proposers required.

3. Candidate Information (to be shared with members)

Each candidate provides:

- A supporting statement, outlining:
 - their relevant experience and skills;
 - how they could support Board decision-making and strategic leadership;
 - their motivation for standing;
 - their understanding of the walking environment;
 - their involvement with, connection to, and/or interest in the Ramblers.
- Candidate information is shared widely with members through email updates, the website, Walk magazine and other communication channels.

4. Voting and Post-Election Process

- Election timelines and procedures are published well in advance, with key dates aligned to the Articles of Association.
- Online voting is conducted using a unique personal voting code paired with the member's membership number, delivered through an independent third-party provider using secure technology.
- A postal voting option is available for any member who prefers or requires it.
- Election results are confirmed at the Annual General Meeting and then published through Ramblers communication channels.

Chair and Treasurer (Open to members and non-members)

- Vacancies for the Chair or Treasurer are advertised widely, both internally and on external charity recruitment platforms such as Reach Volunteering, Getting on Board and Women on Boards. The Board will be transparent about the process and criteria.
- Existing trustees may apply, alongside members and external candidates.
- While non-members may be considered for the roles of Chair and Treasurer, they must hold membership at the point of appointment
- Applicants complete an application process in which they will be asked to set out their experience and suitability.
- Shortlisting and interviews are conducted by a Recruitment Panel established by the Board. The membership of the Panel will be published and could include trustees, member representatives and independent experts.
- The Recruitment Panel will include at least one Ramblers member who is neither a trustee nor a member of staff, providing an independent member perspective and increasing transparency in the recruitment process.
- The Panel makes recommendations to the Board, which then proposes the preferred candidate.
- The Board submits a resolution to the AGM seeking member ratification of the appointment.
- Appointment details are announced to members following successful ratification.
- If the appointment is not ratified, the recruitment process is repeated.
- In exceptional circumstances, and for the purpose of maintaining the Chair and Treasurer's terms of office out of alignment, the Board may resolve to extend the term of either the Chair or the Treasurer by up to one additional year.
- In the event of a vacancy in the office of Chair or Treasurer, the Board may exercise its authority to make interim arrangements and appoint an Interim Chair or Interim Treasurer until a substantive appointment is made.

Appointed Trustees (Open to members and non-members)

- Vacancies are advertised widely, both internally and externally, including on charity-specific platforms such as Reach Volunteering, Getting on Board and Women on Boards.
- The required and desirable skills and experience are clearly set out. These could include addressing skills gaps among trustees or strengthening the diversity of the Board, for example in terms of geographic representation or socio-economic or other demographic characteristics.
- Applicants complete an application process in which they will be asked to set out their experience and suitability.
- Shortlisting and interviews are carried out by a Recruitment Panel, established by the Board and supported by the staff People team. The membership of the Panel will be published and could include trustees, member representatives and independent experts.
- The Recruitment Panel will include at least one Ramblers member who is neither a trustee nor a member of staff, providing an independent member perspective and increasing transparency in the recruitment process.
- The Panel assesses candidates against the required skills, experience and criteria, and makes recommendations to the Board.
- The Board approves appointments, and appointment details are communicated to members.

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- While non-members may be considered for the roles of Appointed Trustee, they must hold membership at the point of appointment

The Board has the power to remove a trustee, although any such resolution requires an increased quorum of at least two-thirds of the trustees (normal quorum is 50%), and must be taken in what the trustees reasonably consider to be the best interests of Ramblers and in accordance with the principles of natural justice.

Transition to the new Board structure

To deliver the new Board structure in a way that safeguards continuity and avoids sudden or destabilising changes, a transition plan will be set out in a dedicated schedule within the updated Articles of Association, providing transparency on how each stage of the new structure will be achieved. The transition will maintain a phased approach with annual opportunities for members to elect trustees and will ensure no single year carries an excessive turnover risk.

By 2028 the Board will operate with a maximum of 13 trustees of which five will be elected by all members and two by members in Scotland and Wales respectively.

3. MEMBER FORUMS

Six Member Forums will take place annually across Scotland (1 Forum), Wales (1 Forum) and the regions of England (4 Forums), supported by hybrid access wherever practicable. Member Forums will act as a formal mechanism for consultation and structured engagement between members, trustees and staff, and provide opportunities for members to come together, build relationships, share ideas, experiences and perspectives, celebrate achievements across the Ramblers, and take part in learning and development activities.

The boundaries of the four regions in England will be flexible but initially based on our existing four cluster regions. These are North West / North East England, West / East Midlands and Eastern England, London and South East England, and South / South West England.

All members will be eligible to attend the Forums subject to venue capacity, with each Area, Group and Flexi-Group guaranteed at least one place. Travel costs for one representative from each Area, Group and Flexi-Group will be centrally funded. Vice Presidents are also entitled to a guaranteed place at one Forum each year. There will be no charge for any member to attend a Forum.

A strengthened agenda-setting process has been developed following member feedback. Each Forum will be shaped by a planning team, ensuring influence is shared and member-led topics are prioritised.

In England, planning teams will be based on the existing cluster arrangements. The intention is not to replace or alter the current cluster structure but to build upon familiar geographical groupings and established relationships as a practical way of organising and supporting the Forums. Each cluster will be invited to ensure there is appropriate involvement on the planning team, including from Areas where they are functioning.

Every Area will have the opportunity to participate in Forum planning, either through the Area Chair or another nominated representative. Planning may take place through existing cluster meetings where helpful, or through separate meetings if preferred.

In Scotland and Wales, the Ramblers Scotland Committee and Ramblers Cymru Committee will undertake the equivalent planning role. The committees will be invited to ensure there is appropriate involvement on the planning team, including from Areas where they are functioning.

Forum discussions will follow a clear and supportive structure, guided by our shared values, that helps everyone take part confidently.

Each Forum will provide the opportunity to develop and debate Member Proposals on matters of policy, volunteering, campaigning, governance and organisational development.

Each Forum will capture its outcomes using a standardised Member Proposal template. This template will record the precise wording of any proposal, any voting outcome, relevant background information and the reasons advanced in support of the proposal.

The use of a common template across all Forums will ensure consistency, transparency and comparability of Member Proposals. It will also ensure that all Member Proposals are

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communicated to the Board in a clear and consistent format and form part of a single organisation-wide record of Forum outcomes.

Where appropriate, the Forum Chair may invite attendees to vote on a Member Proposal during the Forum. Requests for a vote may arise through the planning process, be recommended by the planning team, or emerge from discussion during the Forum itself.

Voting is intended to help identify the level of support for a proposal and provide clear feedback to the Board. Any proposal supported by a Forum will be formally reported to the Board using the agreed Member Proposal template.

The accountability framework has been greatly strengthened. The Board will be required to consider all Member Proposals and Forum outputs at its next practical meeting and publish a formal written response within three months.

The response will state whether each proposal has been accepted, accepted in principle, deferred, or rejected.

The Board will provide reasons for its decision and, where a proposal is accepted or accepted in principle, will identify any agreed actions, proposed ownership and indicative implementation timescales.

All Member Proposals and Board responses will be published through a central reporting process, creating a single organisation-wide record of Forum outcomes and decisions.

Progress against accepted Member Proposals will be maintained in a central action log. Updates will be reported to members through future Forum reporting, the annual review of Forum activity and other appropriate communication channels. This will enable members to see how Forum outcomes have informed organisational decision-making and what progress has been made in implementing agreed actions.

Scotland and Wales

Reflecting their central roles in shaping member engagement in Scotland and Wales, the committees in Scotland and Wales will have responsibility for planning and shaping the Member Forums in their respective nations, rather than establishing separate working groups (as is proposed for the English Forums). Each Committee will also decide on the name of the Member Forum in its nation. In addition to trustees and key staff, Scottish and Welsh committee members will attend their respective Member Forums to provide visibility and an opportunity to engage directly with members.

Consistent with the post-Forum accountability framework agreed for the Board of Trustees, both the Ramblers Scotland Committee and the Ramblers Cymru Committee will consider Scotland- and Wales-specific outputs from their Member Forums at their next meetings and will publish formal written responses.

First Forums and National Forum

Subject to member approval of these reforms, the first cycle of Member Forums is expected to take place during autumn 2027.

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Following completion of this first cycle, the first National Forum will take place in 2028. The National Forum will provide an opportunity to consider themes emerging across England, Scotland and Wales, review progress on Member Proposals and identify issues of significance across the organisation.

4. AREAS, GROUPS AND NATIONS

Areas and Groups

Areas and Groups will continue as formally defined structures within the Articles, with no immediate changes to model constitutions. However, with the change to company membership which gives all paid up members of one year's standing the right to vote in trustee elections and attend and vote at the AGM, and the replacement of debates on motions at General Council with discussions and debate in the Member Forums, Areas will no longer have a formal governance role in terms of appointing Council members or submitting motions to the Annual General Council Meeting.

The relationship between Areas and Groups remains unchanged. Groups may be established by Areas or Trustees; and each Group is responsible to, and represented on, the governing body of the Area of which it forms part.

Flexi-Groups are now established in the Standing Orders. Flexi-Groups can be established by Areas or the Trustees to support the Charitable Objects, but are not formally constituted Groups which operate under rules set by the Board from time to time.

When new members join the Ramblers, they are initially allocated to Groups based on geographical location. Members retain the right to request to change their Group or Area.

Areas and Group must still appoint a Finance Officer who is responsible for maintaining proper financial records in accordance with the published guidance, but the wording of this in the Standing Orders has been updated to allow more flexibility in our financial and compliance processes, but while maintaining the formal reporting required of Groups and Areas.

There will be a separate, collaborative process - distinct from this governance review - beginning in autumn 2026. This will involve members and volunteers in examining how our current Area and Group model can best support volunteering and operational effectiveness.

No changes are being made at this stage to the Area and Group model constitutions set out in the Standing Orders. However, we acknowledge that the Area model constitution includes provisions that may now be outdated (for example, references to appointing Council members). These matters can be considered as part of the collaborative process described above.

Ramblers Scotland and Ramblers Cymru

Ramblers Scotland and Ramblers Cymru will be formally defined in the Articles of Association, giving Scotland and Wales a clear and explicit constitutional identity within the charity and reflecting their distinct political, legal and cultural contexts.

The Ramblers Scotland Strategic Committee (RSSC) will become the Ramblers Scotland Committee, and the Ramblers Cymru Steering Group (RCSG) will become the Ramblers Cymru Committee. Both committees will be established in the Articles of Association, with their guiding principles set out in the Standing Orders. The names of these committees may be changed by agreement of the committees, but the names used here will be those referenced in the Articles.

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Both committees will be constituted as committees of the Board, creating a stronger and more formal link than exists under the current arrangements. This structure provides the mechanism for the Board to delegate authority appropriately.

The Board and the committees will jointly develop concise, practical Terms of Reference setting out what each committee is responsible for, drawing on the existing Memoranda of Understanding (MoUs).

These Terms of Reference will not sit within the Articles or Standing Orders, allowing them to be updated by agreement between the Board and the committees without requiring constitutional change.

The Terms of Reference will also set out a minimum and maximum number of members. Committee membership will follow a 50/50 model:

- The elected Scotland Trustee and elected Wales Trustee will chair their respective committees.
- 50% of committee members will be elected by Groups in Scotland and Wales (via a virtual process rather than at the annual Forum).
- 50% will be appointed by the committees themselves, enabling targeted recruitment to strengthen skills, expertise or regional representation.

A transition plan will ensure an orderly shift from the current committee structures to the new model.

To support greater member involvement in the new governance arrangements, clear communication will explain each committee's role, how it represents Scottish and Welsh interests, how members can stand for election or become involved, how the committees engage with Groups and members, and how issues can be raised for consideration.

Reflecting their central roles in shaping member engagement in Scotland and Wales, the Ramblers Scotland Committee and Ramblers Cymru Committee will be responsible for planning and shaping the Member Forums in their respective nations (rather than establishing separate working groups, as proposed for England). Each committee will also determine the Forum's name in its nation.

In addition to trustees and key staff, members of the Scottish and Welsh committees will attend their respective Member Forums to provide visibility and engage directly with members.

Consistent with the post-Forum accountability framework agreed for the Board of Trustees, the Ramblers Scotland Committee and the Ramblers Cymru Committee will consider Scotland- and Wales-specific Forum outputs at their next meetings and will publish formal written responses.

5. OTHER MATTERS

Constitutional documents

The power to amend the Articles of Association and the Standing Orders will remain in the power of members at the Annual or other General Meeting.

Amendments to the Articles of Association will require a special resolution with at least 75% of members present in person or by proxy voting in favour. Amendments to the Standing Orders will require an ordinary resolution with a simple majority (50% or over) of members present in person or by proxy voting in favour.

The role and content of Area and Group model constitutions will be discussed as part of the proposed collaborative work on the Area and Group model.

Presidents and Vice Presidents (GB)

President

The President is currently an ex officio Council member. If General Council ceases to exist, so will the formal governance role of the President. However, the value of retaining a President in a national ambassadorial role is widely recognised and has provided the Ramblers with invaluable media coverage in recent years.

The President role will continue in its honorary and ambassadorial capacity, promoting the mission and work of the Ramblers. The role will be established in the Standing Orders.

The Board will select a candidate, which could include seeking nominations by and from the membership, and the Board's nominee would be appointed subject to ratification by members at the AGM (in a similar process proposed for the trustee Chair and Treasurer). The President will serve a fixed term of up to three years, rather than requiring re-appointment annually (as is currently the case).

Vice Presidents

Vice Presidents are either former Presidents who are Vice Presidents for life, or individuals elected by General Council who are reappointed annually. There are no formal role description or criteria set for who can be nominated. Vice Presidents are currently ex officio Council members. If General Council ceases to exist, so will the formal governance role of the Vice Presidents. Existing Vice Presidents will retain their titles for life in an honorary capacity. The Ramblers will review alternative options for how long and valuable service can be formally recognised.

Presidents and Vice Presidents (Scotland) Ambassadors and Deputy Ambassadors (Wales)

President (Scotland)

The Ramblers Scotland President is currently an ex officio member of the Scottish Council, appointed by Council members. If Scottish Council ceases to exist, so will the formal governance role of the President. However, the value of retaining a President in a national

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ambassadorial role is widely recognised and has provided the Ramblers with invaluable media coverage in recent years.

The Ramblers Scotland President will be retained as honorary ambassadorial role, as is proposed for the GB President.

Vice Presidents (Scotland)

Existing Vice Presidents in Scotland and Wales will retain the title as honorary roles. The Ramblers Scotland committee will have the power to identify candidates, set the term, and agree the process for appointment of the Ramblers Scotland President and Vice Presidents.

Ambassadors and Deputy Ambassadors (Wales)

Ramblers Cymru has no Presidents or Vice Presidents. Ambassadors and Deputy Ambassadors in Wales have no formal governance role and will be retained as honorary ambassadorial roles. The Ramblers Cymru committee will have the power to identify candidates, set the term, and agree to the process for appointments of the Ambassadors and Deputy Ambassadors.

Affiliated Clubs

The Articles of Association currently define three categories of affiliated organisations (clause 10.1):

- Affiliated National Organisations
- Affiliated Overseas Organisations
- Affiliated Local Organisations (including Affiliated Clubs)

As part of the proposed governance changes, references to these categories will be removed from the Articles. This will provide greater flexibility in how these relationships are managed in the future.

No changes are proposed to the arrangements for Affiliated Clubs. Clubs, societies and other organisations will continue to be able to affiliate with Areas, Ramblers Scotland or Ramblers Cymru, provided they sign and comply with the Affiliated Club Terms and Conditions.

Similarly, no changes are proposed to Affiliated National Organisations – of which there are currently four. They will continue to operate as they do now, remaining affiliated with the Ramblers' Association. However, because General Council would cease to exist under the proposals, these organisations would no longer have the right to appoint a Council member.

Finally, no changes are proposed to Affiliated Overseas Organisations, although the Ramblers does not currently have any.

Board suspension and expulsion powers

The Board will continue to have the power to expel a member when this is considered to be in the best interests of Ramblers. The Board will now be able to delegate this power to a sub-committee of the Board.

Established, fair procedures will be followed, including the Board's annually reviewed Member and Volunteer Investigation Process, as well as those that will be established in the Standing

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orders to ensure natural justice i.e. that the Board is acting in good faith, without bias, and ensuring the members have a fair opportunity to defend themselves.

The Board will retain the existing power, via formally approved Board policies and procedures, to temporarily suspend a member when this is considered to be in the best interests of Ramblers.

The Board will retain the existing power to dissolve or suspend an Area or Group, or dismiss or suspend a member of the Area's or Group's governing body or a sub-committee of that governing body.

In all cases above, the procedures will be set out in the Standing Orders.



(C) EXAMPLE TEMPLATES: MEMBER PROPOSALS

TEMPLATE 1: MEMBER PROPOSAL SUBMISSION FORM

PROPOSER			
Forum:	☐ Scotland	☐ North England	☐ Midlands & E England
	☐ Wales	☐ London & SE England	☐ South & SW England
Proposer Name:			
Area / Group (if applicable):			
Date Submitted:			
PROPOSAL DETAILS			
Proposal Title:	<i>A short title that clearly describes the issue.</i>		
Issue to be Discussed:	<i>Please provide suggested wording for any proposal that Forum participants may wish to consider.</i> <i>Example:</i> <i>That the Ramblers develops a national volunteer recruitment campaign aimed at increasing participation among people under 40.</i>		
Supporting Information:	<i>Provide any background information, evidence, previous discussions or relevant context. Please explain:</i> <i>the problem being addressed;</i> <i>why action may be needed;</i> <i>the potential benefits.</i>		
Desired Outcome: What would you like the Forum and/or Board to do?	<i>e.g. Consider an issue / Make a recommendation / Develop a future proposal / Seek a Board response</i>		
PLANNING TEAM ASSESSMENT			
<i>(To be completed by the Forum Planning Team)</i>			
Proposal accepted for Forum agenda?	<i>Yes / No / Deferred (with reason)</i>		



TEMPLATE 2: MEMBER PROPOSAL OUTCOME RECORD

FORUM				
Forum:	☐ Scotland	☐ North England	☐ Midlands & E England	
	☐ Wales	☐ London & SE England	☐ South & SW England	
Date:				
Chair:				
PROPOSAL OUTCOME				
Proposal Title:				
Issue Discussed:	<i>Please provide wording of the proposal that Forum participants considered.</i>			
Voting Outcome (if applicable):	☐ Supported ☐ Not Supported	For: Against: Abstentions:		
Forum Recommendation:				
BOARD RESPONSE SECTION (To be completed following Board consideration)				
Board Meeting Date:				
Board Decision:	☐ Accepted	☐ Accepted in principle	☐ Deferred	☐ Rejected
Board Response:	<i>Reasoning and explanation.</i>			
Agreed Actions:				
Progress Update:	<i>To be updated periodically</i>			