



## BOARD OF TRUSTEES MEETING MINUTES

Tuesday 17 June 2025, 2pm – 5pm  
NCVO, 8 All Saints Street, London N1 9RL

1	<p><b>WELCOME, APOLOGIES, CONFLICTS OF INTEREST AND ANNOUNCEMENTS</b></p> <p><u>Trustees</u></p> <ul style="list-style-type: none"><li>• Lucy Robinson, Chair</li><li>• Malcolm Dingwall-Smith</li><li>• Gavin Baker</li><li>• Kelly Evans</li><li>• Dan Firmager</li><li>• Janet Gee</li><li>• Joerg Kasprowski</li><li>• Mark Lavenstein</li><li>• Gulshun Rehman (by videoconference)</li><li>• Graham Taylor</li><li>• Mark Chung</li><li>• Chris Hodgson</li><li>• Rowan Williams</li></ul> <p><u>Staff in attendance</u></p> <ul style="list-style-type: none"><li>• Ross Maloney, Chief Executive</li><li>• Simon Kellas, Head of Governance</li><li>• Ros Fane, Chief of Staff</li><li>• Tom Platt, Chief Programmes and Delivery Officer</li><li>• Glen Walker, Chief People Officer</li><li>• Clare Jenkins, Chief Finance Officer</li><li>• Nic Fickling, Interim Chief Commercial Officer</li><li>• Liz Lucy, Head of Fundraising (item 9 only)</li></ul> <p>Lucy welcomed Nic Fickling to her first Board meeting as Interim Chief Commercial Officer.</p> <p><b>Conflicts of interest</b></p> <p>No new conflicts in relation to the agenda were declared.</p>
2	<p><b>BOARD MEETINGS</b></p> <p>The Board approved the draft minutes of the meeting held on 2 April 2025. No amendments were proposed for reasons of confidentiality to the version of the minutes published on the Ramblers' website.</p> <p>The Board noted that all actions were either completed, on the meeting agenda, or in progress within agreed timelines.</p>

	<p>The Board also noted the Board meeting forward planner, which is reviewed and updated by the Nominations and Governance Committee as part of its delegated role to plan and prepare for Board meetings.</p>
<b>3</b>	<p><b>CHAIR'S REPORT</b></p> <p>Lucy Robinson presented her quarterly report, summarising activities and meetings in which she had been involved since the last Board meeting. She highlighted two items in particular:</p> <p><u>Trustee check-ins</u> Following the first round of annual trustee check-ins, Lucy said that she and Mal had found it to be a very useful and informative process which had also been welcomed by trustees. The Board agreed to continue the cycle of individual annual trustee check-ins.</p> <p><u>Chair's appraisal.</u> Lucy thanked trustees and staff for completing providing feedback. She proposed that Chair appraisal should become part of an annual process. She said that there had been many very helpful and positive comments in the feedback, some mirroring the feedback from the trustee check-ins, along with some issues to reflect on – especially around managing discussions in meetings. Lucy noted that she proposed to roll her current objectives forward to the coming year, updating the second objective relating to the governance review to reflect the aim of completing the review by the end of the calendar year.</p> <p>On a related point about the role of committees, Lucy proposed, and the Board agreed, that the Nominations and Governance Committee should lead a light-touch review of our committee structure now that it has been in operation for three years.</p> <p><b>Action: Simon to add committee review to NGC forward planner and agenda for the August meeting.</b></p> <p><b>Lucy and Mal with Simon to programme the next round of trustee check-ins.</b></p>
<b>4</b>	<p><b>CHIEF EXECUTIVE'S REPORT</b></p> <p>Ross Maloney presented, and the Board discussed, his quarterly update report.</p> <p><u>Operating environment</u> The external climate continues to be volatile, although one that the Ramblers is remaining agile and resilient enough to weather. The external financial climate remains challenging, but we are working hard to manage our finances well and we anticipate ending the financial year on budget (if not slightly better).</p> <p><u>Chief Commercial Officer</u> Further to earlier emails which had been shared with the Board, recruitment is underway for our new Chief Commercial Officer to succeed Clive Sanders who left the organisation in June. Interviews are anticipated to take place in mid-July. Following an internal process, our Head of Member and Supporter Experience, Nic Fickling, will step into the role on an interim basis.</p>
<b>5</b>	<p><b>BOARD MONITORING AND COMPLIANCE: Q2 DASHBOARD</b></p> <p>Simon Kellas 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.</p>

	<p>The Board noted that we are carrying out a general review our affiliated club offer to ensure greater clarity for all parties in future.</p> <p><b>Action: Ros to report back to the Board on the affiliated club review.</b></p> <p><u>Member and volunteer numbers</u></p> <p>The Board noted that both membership and volunteer numbers remained strong, but we know our data is not as up to date as it might be in that many recorded walk leaders are not active. However, cleansing our data will result in a more accurate picture of our active, engaged volunteers.</p>
6	<p><b>GOVERNANCE REVIEW</b></p> <p><b>Review of 16 June workshop</b></p> <p>Lucy noted that the previous day's governance review workshop had successfully reached consensus on the main questions. Comments submitted by Gavin Baker, Mark Chung and Gulshun Rehman, who had been unable to attend the workshop, had been taken into account during the discussions.</p> <p>Sally Stephens, NCVO, will prepare a report of the meeting, summarising the discussions and recommendations, and this will be shared with trustees and form part of the July Board meeting decision papers ahead of the autumn consultation. The main agreement points were:</p> <ul style="list-style-type: none"><li>• Board to comprise 12 trustees (6 elected and 6 appointed).</li><li>• 4 elected on a GB wide basis (by all company members).</li><li>• 2 elected from Scotland and Wales (by an election process to be agreed which aligns to the needs and structure within each context).</li><li>• 2 officers (Chair and Honorary Treasurer) selected by the Board (through a formal process to be agreed by the Board) and ratified by members.</li><li>• 4 appointed by the Board (through a formal process to be agreed by the Board).</li><li>• Trustees to be appointed / elected on a rolling three-year cycle.</li><li>• All roles to have three-year terms, all eligible for a further three-year term.</li><li>• If necessary, a third three-year term for a sitting trustee elected as Chair or Treasurer (but maximum nine years in total).</li><li>• Company members will be all individual or joint members who have held membership for 12 months (at the point notice is served for meeting or election) and who are not in arrears.</li><li>• All paid up members of more than one year's standing will therefore have the rights of company members and participate in trustee elections and general meetings.</li><li>• Provision will be made to allow AGMs to be delivered online or in person.</li><li>• The AGM will focus on core governance business only.</li></ul> <p><b>Governance review: engagement workstream</b></p> <p>The Board reviewed a summary of the discussions at the General Council AGM on alternative arrangements to better meet member expectations on engagement, and discussed two options for an alternative way for the Board to engage with volunteers and members on key issues of Ramblers' policy and practice.</p>

	<p>Following discussion, the Board agreed a proposal based on a regionally based approach, replacing the annual General Council meeting with six in-person gatherings held annually, one in each of the four regions in England (based on the current 'cluster' areas of North, Midlands, South East and South West) and one each in Scotland and Wales.</p> <p>Following further review at the July Board meeting, the Board agreed to seek Council members views on this proposal based on the suggested questions, with these initial responses informing the final package of proposals to go out to consultation in the autumn.</p> <p><b>General Council AGM and EGM</b></p> <p>On the recommendation of the Nominations and Governance Committee, the Board agreed that the 2025 EGM would be held in London on Saturday 6 December, and the 2026 AGM in Newcastle on Saturday 25 April. Venues for both meetings are currently being identified and booked.</p> <p><b>Action: Simon to share details of meeting venues with trustees when confirmed.</b></p>
7	<p><b>2025 MOTIONS: NEXT STEPS AND OPTIONS</b></p> <p>The Board reviewed the seven motions which were passed at the 2025 AGM, along with briefing notes provided by the staff team, and provided a steer on what action it would like to be taken for each motion.</p>
8	<p><b>WALK MAGAZINE PROPOSAL</b></p> <p>Nic Fickling reported that, following the trial of a digital-only edition of the winter 2024 Walk magazine, member feedback showed a strong preference for a printed magazine over a digital magazine offer, with 65% of respondents expressing negativity towards the digital format.</p> <p>She said that the proposal is not to replace one of our four editions with a digital-only format, but to maintain three printed editions per annum, while also producing digital content. This digital content will be interspersed throughout the year to help reach non-member audiences as well as provide content for members but will not be a standalone digital magazine.</p> <p>The Board approved the proposal to publish three printed editions of Walk magazine per annum, along with added-value digital content but not a fourth edition in a digital format.</p>
9	<p><b>SUSTAINABLE INCOME AND INVESTMENT</b></p> <p>Liz Lucy, Head of Fundraising, presented an update on the work we have been undertaking, as part of the 'sustainable income and investment' strategic enabler, around our supporter model and how it is driving our income diversification.</p> <p>Overall we have a good breadth in our income portfolio, although we rely quite significantly on two major income streams: membership and People's Postcode Lottery. This reliance on two key sources carries some risk and to achieve a more balanced portfolio and increase our long-term sustainability, we need to grow voluntary income in other areas.</p> <p>However, recent benchmarking of our financial data shows that we have a reasonably well-balanced income model compared to some of our peers, and therefore a good</p>

	<p>platform from which to grow. The benchmarking exercise has also helped to identify several income streams with further opportunities, and to develop strategies to maximise growth in these areas and further increase our sustainability.</p> <p>To increase our income potential, we need to convert more of our wider supporter target audience by growing awareness of who we are and what we do. Liz highlighted a number of recent successful activities which have built confidence in our ongoing approach to experiment, test and learn, which included:</p> <ul style="list-style-type: none"><li>• Launching a new supporter newsletter in October 2024, which is now reaching 130,000 people and providing new opportunities for commercial income.</li><li>• Trialling a digital edition of Walk magazine, shared with 1.5m non-members via media partnership with titles such as Countryfile, BBC Wildlife, Sky at Night and Gardens Illustrated.</li><li>• Delivering a reactive fundraising campaign following the Hayton Woods High Court decision, capitalising on our increased supporter base to achieve our best ever return on a fundraising email.</li><li>• Launching a legacy marketing campaign, which generated 114 new legacy pledges since October 2024.</li></ul> <p>Liz highlighted some of the opportunity areas:</p> <ul style="list-style-type: none"><li>• Individual giving: An income model with small amounts from lots of people tends to be more stable than larger amounts from a smaller pool of donors. Historically, we have relied on our membership base to generate new value but, by targeting supporter growth, we can enable new opportunities for individual giving.</li><li>• Statutory funding, trusts and foundations: To generate sustainable income growth and reduce reliance on People's Postcode Lottery, we will cultivate more high-value statutory and philanthropic grants.</li><li>• Legacy marketing: Legacies are a strong income line for the Ramblers, and our focus here is not targeting short-term growth, but securing the long-term strength of this line by continuing to invest in regular legacy marketing campaigns and nurture relationships with long-term members and supporters.</li></ul> <p>The Board discussed and supported the progress that was being made in plans to diversify our income model, and thanked Liz and her team for a comprehensive and thoughtful paper.</p>
<b>10</b>	<p><b>BUSINESS PLAN AND BUDGET</b></p> <p><b>Budget timelines and parameters</b></p> <p>Clare Jenkins presented the key steps and budget parameters for the 2025/26 budget process and financial year. Kelly Evans said that, at its meeting on 3 June, the Finance, Risk and Audit Committee (FRAC) had been comfortable with the approach.</p> <p>The outline budget parameters for the financial year 2025/26 and the process of finalising a budget for 2025/26 are 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. The 2024/25 approved budget stayed on this trajectory and following the Q2 forecast exercise recently carried out for this financial year, we are confident of achieving the budgeted small surplus in year two. This leaves us in a good position to commit to the larger surplus for 2025/26 (year three).</p>

	<p>On the recommendation of the Finance, Risk and Audit Committee, the Board noted the timetable and process for the development and approval of the budget and business plan, leading up to the Board decision on 23 September.</p> <p><b>Business planning approach for 2025/26</b></p> <p>Ros Fane presented the proposed approach to refreshing our 2024/26 business plan, based on progress to date this year and our capacity to deliver. Graham Taylor said that this has been considered by the Strategy and Delivery Committee (SDC) at its meeting on 27 May and was recommended to the Board for approval.</p> <p>On the recommendation of the SDC, the Board confirmed that it supported the proposed approach to refreshing our current business plan; and agreed with the proposed focus on the three strategic initiatives which the Executive Leadership Team believes will deliver the greatest step change in realising our strategic ambitions: volunteer experience, community engagement and delivery, and engagement applications.</p> <p><b>Membership fees for 2025/26</b></p> <p>Nic Fickling presented the membership fee proposal for 2025/26, which the Finance, Risk and Audit Committee had reviewed at its meeting on 3 June and agreed to recommend to the Board.</p> <p>The recommended 5% increase from 1 October 2025 is above the consumer price index (CPI) (at 2.8%) but aligns with sector trends and offsets steep rises in print and postage costs (above average inflation). In monetary terms, for most members this equates to an increase of £2.50 to £3 per year for an individual member.</p> <p>In response to a question about the increase being above the CPI, Nic said evidence from previous years suggests that the risk to member retention rates is considered low and that the financial risk in not increasing fees is much higher as the cost to serve members has substantially increased.</p> <p>Following discussion, the Board approved the recommendation of the Finance, Risk and Audit Committee:</p> <ul style="list-style-type: none"> <li>• increase membership fees by 5%;</li> <li>• hold concessionary fee discount at 30%; and</li> <li>• hold joint membership discount at 33% vs two individuals.</li> </ul>
11	<p><b>DEREK OAKES FOUNDATION: INTERIM UPDATE</b></p> <p>Clare Jenkins provided a short verbal update. Following discussion by the Finance, Risk and Audit Committee (FRAC) on 3 June, it had been agreed not to immediately recommend to the Board the proposed next steps in the FRAC paper, but to pause the process and allow time to revisit the rationale for seeking to alter the investment powers to allow the Fund to be invested more flexibly.</p> <p><b>Action: Clare to bring Derek Oakes Fund discussion paper to September Board meeting.</b></p>
12	<p><b>ANNUAL REVIEW OF SAFETY incl. HEALTH AND SAFETY POLICY</b></p> <p>Glen Walker reported that, at its meeting on 20 May, the People and Culture Committee (PCC) held a deep dive on safety: reviewing incidents, our safety framework and</p>

	<p>Standard Operating Procedures, and reaffirming our commitment to continuously enhancing safety measures.</p> <p>The Board reviewed the new overarching Health and Safety Policy (covering both staff and volunteer activity) that brings together all our existing procedures and guidance into a more coherent, accessible framework that reflects best practice across the voluntary sector. The new policy sets clear expectations for maintaining a safe environment in all our operations – whether in the office, out on walks, lone working, or during community engagement work. On the recommendation of the People and Culture Committee, the Board approved the Health and Safety Policy.</p> <p>The Board noted the development of a suite of Standard Operating Procedures (SOPs) for staff-led activities, designed to support safe, consistent, and high-quality delivery. These procedures are intended for anyone leading or supporting an activity, including team managers and third-party delivery partners, and are supported by our overarching activity guidance. The procedures currently in place cover:</p> <ul style="list-style-type: none"><li>• Walking, events, and community-based activities</li><li>• Path maintenance and related tasks</li><li>• Office, remote and home working</li><li>• Lone working practices</li></ul> <p>Two additional procedures are currently in development:</p> <ul style="list-style-type: none"><li>• Activities involving under 18s (note: we do not currently deliver services specifically for this age group, but anticipate this may change in line with strategic developments)</li><li>• Path maintenance (involving more intensive or "heavy" activities)</li></ul> <p>The Board discussed the approach to Health and Safety, noting all the work underway, as well as the areas identified by the PCC for development which include ensuring that the Health and Safety Policy and Standard Operating Procedures are fully integrated into staff practices as 'live' documents and effectively communicated to our volunteering community; as well as reviewing the training, guidance, and support available to volunteers.</p>
13	<p><b>MEMBER MATTERS</b></p> <p>Glen reported that the People and Culture Committee Panel had met on 9 June to review two member-related issues.</p> <p><u>Member and Volunteer Conduct Panel</u></p> <p>The Board agreed to change the name of the People and Culture Committee Panel to the Member and Volunteer Conduct Panel to make its role clearer and to make it distinct from the People and Culture Committee itself. Related to this, the Board approved:</p> <ol style="list-style-type: none"><li>a) an update to the Board Scheme Of Delegation to reflect the name change.</li><li>b) an update to the Member and Volunteer Investigation Process to reflect the name change and to spell out more clearly the role and membership of the Panel.</li></ol> <p><b>Action: Simon to update Scheme of Delegation and Member and Volunteer Investigation Process</b></p>



**14 STARRED ITEMS**

**Nominations and Governance Committee**

The Board noted the draft minutes of the Nominations and Governance Committee meeting held on 14 May.

**Co-opted trustee proposal**

Lucy reported that the Nominations and Governance Committee would like to propose that Tina Lewis, currently an external member of the Finance, Risk and Audit Committee, be co-opted as a trustee. A paper summarising this proposal will be shared with trustees by email after this meeting, with the intention to make a formal decision at the 8 July Board meeting.

**People and Culture Committee**

The Board noted the draft minutes of the People and Culture Committee meeting held on 20 May 2025.

**Strategy and Delivery Committee**

The Board noted the draft minutes of the Strategy and Delivery Committee meeting held on 27 May 2025.

**Finance, Risk and Audit Committee**

The Board noted the draft minutes of the Risk and Audit Committee meeting held on 3 June 2025.

**Equity, Diversity and Inclusion (EDI) programme update**

The Board noted the EDI update.

**Complaints procedure**

On the recommendation of the People and Culture Committee, the Board approved the updated complaints procedure.

**Motions Review Committee: trustee members**

The Board appointed Mark Lavenstein and Joerg Kasprowski to the Motions Review Committee for 2025/26.

**Date of next meeting**

Tuesday 8 July 2025, 5.30pm – 7.30pm

**15 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 out agreed values: inclusive, inspiring, empowering, responsible (1 to 5, with 1 being highest).

- 1.5 (1 person) 2 (15 people), 2.5 (2 people), 3 (1 person)



	<p>Comments included:</p> <ul style="list-style-type: none"><li>• Good discussions with everyone able to contribute - dissenting voices heard</li><li>• Well chaired, kept on time</li><li>• Meeting papers too long</li></ul>
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