



BOARD OF TRUSTEES MEETING MINUTES

Wednesday 3 September 2025, 5.30pm – 6.45pm
Videoconference

1	<p>WELCOME, APOLOGIES, CONFLICTS OF INTEREST AND ANNOUNCEMENTS</p> <p><u>Trustees</u></p> <ul style="list-style-type: none">• Malcolm Dingwall-Smith (Vice Chair)• Gavin Baker• Kelly Evans• Dan Firmager• Janet Gee• Joerg Kasproski• Mark Lavenstein• Tina Lewis• Graham Taylor• Mark Chung• Chris Hodgson <p><u>Apologies</u></p> <ul style="list-style-type: none">• Gulshun Rehman• Lucy Robinson• Rowan Williams <p><u>Staff in attendance</u></p> <ul style="list-style-type: none">• Ross Maloney, Chief Executive• Ros Fane, Chief of Staff• Tom Platt, Chief Programmes and Delivery Officer• Nic Fickling, Interim Chief Commercial Officer• Simon Kellas, Head of Governance <p>With Lucy having given apologies, Mal chaired the meeting.</p> <p>Mal welcomed Tina to her first Board meeting since appointment in July as a co-opted trustee.</p> <p>Conflicts of interest</p> <p>No conflicts in relation to the agenda were declared.</p>
2	<p>GOVERNANCE REVIEW CHANGE PROPOSALS</p> <p>The Board discussed the updated set of change proposals. These have been developed following review of feedback from the pre-consultation process which included four online sessions for Council members and Area Chairs / Secretaries, one online session with Vice Presidents, and detailed feedback from Council members and Areas via an online feedback</p>

form. The online sessions were attended by circa. 90 Council members/Area officers and 60 responses were received, largely on behalf of Areas, through the online feedback form. In many cases, the feedback had indicated that more information and explanation of the proposed changes was needed, and so this had been provided throughout.

The Board discussed the proposals for each of the four themes and, in particular, two specific elements which were a material change from the original pre-consultation proposal approved by the Board in July.

Areas, Groups and Nations

Ross explained the thinking behind the updated proposal for Areas, Groups and Nations, in which Networks have been replaced with a Hubs proposal. Hubs will cover every part of the country aligned to the strategic tier of local government and have a primary role in the co-ordination of Public Rights of Way, footpath and access work. Hubs will not have a formal governance role.

This change had been developed following feedback that showed there was a lot of concern about Public Rights of Way work, relationships with local authorities, and campaigning activities being undermined or lost. The proposal had also been informed by a volunteer task and finish group which had been convened and met on 28 August to develop an alternative to the original network model.

It was noted that Hubs will have “guiding principles” not formal constitutions, to allow as much agility and flexibility as possible. It is also not intended that Areas would simply change to being Hubs, nor that there would be a formal link with Groups (as is currently the case with Areas).

In terms of the nations, the second main update to the original proposal is that, rather than deciding their own nation level arrangements, Ramblers Scotland and Ramblers Cymru will now have formally established Advisory Groups with model guiding principles set out in the Standing Orders.

It was noted that the use of the word entity may continue to incorrectly give the impression that Ramblers Scotland and Ramblers Cymru are separate or independent bodies.

The updated proposals for Areas, Groups and Nations were agreed for the purposes of consultation. Recognising there remain differing views among the Board on these proposals, it was agreed that further time would be needed for the Board to discuss and agree the final proposals for Areas/Hubs following the consultation.

The Board also agreed to add additional clarification, as suggested by Lucy in her written pre-meeting comment, in that without a formal governance role, the current committees in Scotland will evolve into the Advisory Forums, bringing together members elected by the Groups and individuals selected for their expertise.

Action: Simon to update this section with the form of words proposed by Lucy.

Company members and AGM

The updated proposals for Company members and AGM were agreed.

Board of Trustees

The updated proposals for the Board of Trustees were agreed, but noting that the language used to describe nomination and voting eligibility for the four elected GB trustees and the two elected nations trustees was not consistent.

Action: Simon to review and update language used to ensure clarity and consistency.

Member and Volunteer Gatherings

The updated proposals for Member and Volunteer Gatherings were agreed. The Board requested that an outline of the cost of implementing the Gatherings proposals be prepared to inform the discussion and agreement of the final proposals for Member and Volunteer Gatherings following the consultation.

Articles and Standing Orders

Ross reported that Bates Wells (the charity's legal advisers on governance matters) have been commissioned to draft new Articles and Standing Orders. A first draft has been reviewed, and Bates Wells will produce a second draft based on the consultation document agreed today. Once reviewed and discussed further by a small team of Lucy, Ross, Simon, Ros and Kate Ashbrook, the intention is to share a draft version with Council members and Area officers by Monday 29 September. This will allow members to see and comment on the proposed new governing documents as well as the proposals.

Consultation plan

The Board discussed and agreed the consultation plan which will run in a similar way to the pre-consultation process:

- 8 September: Consultation document sent to Council members and Area officers (and published on the website for any other interested parties).
- Weeks of 15 and 22 September: Three or four online consultation sessions for Council members and Area officers, to explain the final proposal and the updates which have been made following review of the pre-consultation feedback.
- Monday 29 September (or earlier): Draft Articles and Standing Orders and link to the online feedback survey form shared with Council members and Area officers.
- Sunday 12 October: Deadline for feedback via the online survey.

The Board noted that it will need to make a decision at its meeting on 28 October whether to present the proposed changes en bloc as a single resolution or as separate elements. This decision, informed by the consultation feedback, will depend on the Board's assessment of whether there is a sufficient level of support (or not) for the whole package.

The Board also noted that work is underway to assess the costs and other considerations associated with the new governance and operating model, including implementation timescales, transition plans and required resourcing.

Following these discussions the Board approved the overall consultation document and consultation plan and, in particular, the two specific changes from the original pre-consultation proposal approved by the Board in July:

- **The Networks proposal will be replaced with the Hubs proposal to cover every part of the country aligned to the strategic tier of local government.**

	<ul style="list-style-type: none">• Rather than Ramblers Scotland and Ramblers Cymru deciding their own nation level arrangements, there will be formally established Advisory Groups with model terms of reference set out in the Standing Orders.
3	RESOLUTION TO EXPEL A MEMBER <p>The Board noted that the Member and Volunteer Conduct Panel had met on 24 July 2025 to review an investigation report together with all relevant supporting evidence, and decided to recommend to the Board that the member be expelled.</p> <p>The member was notified of the resolution and the date it would be discussed by the Board and, in line with their rights set out in the Articles of Association, provided a written representation to the Board which was included the Board's summary investigation report.</p> <p>The Board reviewed the summary investigation report and, following discussion, on the recommendation of the Member and Volunteer Conduct Panel, resolved to expel the individual from membership of the Ramblers with immediate effect (10 in favour, one abstention).</p> <p>The Board also agreed (10 in favour, one abstention) that the expulsion should be permanent with no period of time specified during which an application for readmission would not be considered.</p> <p>Groups who were engaged as part of the investigation will be formally informed of the outcome to ensure awareness should the individual attempt to re-engage with Ramblers activities.</p>
4	DATE OF NEXT MEETING <p>Tuesday 23 September, 2pm – 5pm</p>