



## BOARD OF TRUSTEES MEETING MINUTES

Tuesday 8 July 2025, 5.30pm – 7pm  
Videoconference

### 1 WELCOME, APOLOGIES, CONFLICTS OF INTEREST AND ANNOUNCEMENTS

#### Trustees

- Lucy Robinson, Chair
- Malcolm Dingwall-Smith
- Dan Firmager
- Janet Gee
- Mark Lavenstein
- Gulshun Rehman
- Graham Taylor
- Chris Hodgson
- Rowan Williams

#### Apologies

- Gavin Baker
- Mark Chung
- Kelly Evans
- Joerg Kasprowski

#### Staff in attendance

- Ross Maloney, Chief Executive
- Simon Kellas, Head of Governance
- Ros Fane, Chief of Staff
- Tom Platt, Chief Programmes and Delivery Officer
- Glen Walker, Chief People Officer
- Jack Cornish, Director of England

#### Staff apologies

- Clare Jenkins, Chief Finance Officer
- Nic Fickling, Interim Chief Commercial Officer

The Chair thanked trustees and staff for attending this additional Board meeting. She noted that three trustees had previously indicated when the date was selected that they would be unable to attend and had been invited to share their views in writing in advance of the meeting. Written comments had been received from Mark Chung and Joerg Kasprowski and made available to the Board prior to the meeting.

#### **Conflicts of interest**

No new conflicts in relation to the agenda were declared.

## 2 GOVERNANCE REVIEW CHANGE PROPOSALS

With the aim of agreeing a full set of change proposals for the planned autumn consultation, the Board discussed four papers covering different elements of the governance review:

- Board, company membership and AGM: a report prepared by NCVO covering the discussions and the outputs of the 16 June workshop attended by trustees, ELT, and members of the governance review working group.
- Approach to engagement (member and volunteer gatherings): a draft communication to General Council members designed to test the proposal discussed by the Board on 17 June for an alternative way for the Board to engage with volunteers and members on key issues of Ramblers' policy and practice.
- Operating model for Areas, Groups and Nations: an initial proposed operating model and an explanation of how it would work in practice, based on the key themes that emerged from the focus groups held in May and June.
- Consultation plan and timeline: a timeline setting out the key dates and activities for the consultation process.

### **New governance model**

The Board discussed each element of the review.

Following this discussion the Board agreed the headline components of a proposed new governance model and, in particular, the direction of travel for a new operating model and agreed that this should continue to be co-created with volunteers.

### **Areas, Groups and Nations**

- Groups should be the primary formal organising unit for the Ramblers with simplified requirements as to their constitution, and direct funding from the Ramblers central funds.
- Areas should transition over time to more flexible networks as best suits local requirements, and new networks could form. They will have no longer have a formal governance role.
- Ramblers Scotland and Ramblers Cymru will remain distinct entities within the organisation with a right to decide their own national level organisational structure.

### **Board of Trustees**

- There should be a maximum of 12 members (trustees) of the Board.
- Two trustees – the Chair and the Honorary Treasurer – would be selected by the Board following a formal process to assess their capabilities against the requirements for the post, and appointed subject to ratification by members.
- One trustee would be elected from Scotland and one trustee from Wales.
- Four trustees would be elected by members on a GB-wide basis.
- Up to four trustees could be appointed by the Board following a formal process to assess their skills and lived experience and designed to deliver an effective and diverse Board.
- All trustee appointments will be for a term of three-years, with trustees eligible to be re-elected or re-appointed for a further three-year term
- In exceptional cases (for example if a sitting trustee is selected as Chair or Honorary Treasurer at the end of their first term) a third term may be possible, but there would be a cap of a maximum of nine years' service.

#### Member and volunteer gatherings

- Gatherings will be held at least annually with members and volunteers, attended by trustees, to enable discussion and debate on key issues, and engagement with the Board.
- The exact form of these can change and develop over time but the feedback from General Council was that we should build on the current cluster model; we are therefore seeking views on a proposal for six annual "gatherings" organised by four English regions and separately for Scotland and Wales.
- The current motions process will be replaced by a new, formalised process of discussions and debates in these gatherings.

#### Company members and Annual General Meeting

- All fully paid-up members of one or more year's standing will be company (i.e. "voting") members of the Ramblers, with the right to attend the Annual General Meeting (AGM) and elect trustees.
- The AGM will focus only on the required formal company law requirements, with the option for the meeting to be held online.
- Elections for trustees will be held online in advance of the AGM, with the results of elections and appointments confirmed at, and taking affect from, the AGM.

#### **Engagement and consultation**

The Board discussed the draft July communication to Council members which focused on future engagement through gatherings. Lucy said that, on reflection, she would like to propose that this communication be revised to cover all elements of the proposed new governance model so that we would get useful feedback at this stage which could inform the final shape of the documents that we will be consulting on in the autumn.

This would be sent to Council members, Area Chairs and Area Secretaries by Friday 18 July, followed by informal online drop-in sessions as an opportunity to discuss the proposals and ask questions, then an invitation for each Area to provide written feedback and comments on the interim thinking via an online form by the middle of August. The Board agreed that at least one trustee should be present at each online sessions.

The Board agreed this amended engagement plan. The Board also agreed the formal consultation plan and timeline (leading up to the EGM in December) setting out the key dates and activities for the formal consultation process, noting that, as a result of the extended timeline for the initial engagement, the consultation would now start on 8 September - one week later than original proposed – to allow feedback from the initial engagement to be reviewed and incorporated in the final set of governance review proposals.

**Action: Simon to update timelines.**

**Action: Lucy / Ross / Ros / Simon to prepare updated communication to Council members, Area Chairs and Area Secretaries.**

**Action: Simon to share communication with trustees for information and to seek availability for the online sessions.**

Lucy said that Kate Ashbrook has kindly agreed to support the engagement and consultation processes in a campaign lead role.

The Board also noted that work will continue on the details of the proposed new constitution with any further issues brought to the Board for decision on 23 September. External support

	will be commissioned to develop these new governing documents which will underpin the final set of governance review proposals.
<b>3</b>	<p><b>CO-OPTED TRUSTEE PROPOSAL</b></p> <p>Lucy Robinson presented a recommendation from the Nominations and Governance Committee to co-opt a member to the Board of Trustees.</p> <p>At the Nominations and Governance Committee meeting on 14 May, the committee discussed the possibility of co-opting Tina Lewis as a trustee. Tina is currently Director of People at the National Trust. She was appointed as an external member of the People and Culture Committee in October 2024, along with John Wilkins and Jemima Bradbury-Wade, following a formal recruitment process.</p> <p>The underlying reason identified by Nominations and Governance Committee for the recommendation is that Tina has strong professional skills and experience that are currently missing from the Board, particularly in the fields of HR and managing a volunteer base. Tina has demonstrated as an external member of the People and Culture Committee that she uses this knowledge and experience to good effect to add value to discussions. Her experience of managing a large volunteer base at the National Trust will be particularly helpful to the Board over the next year, given that this is one of the three priority areas the Board has agreed for the roll forward of the 24/26 Business Plan.</p> <p>Lucy noted that the proposal had been circulated to trustees on 19 June with a request for any initial questions or comments on the proposal.</p> <p>On the recommendation of the Nominations and Governance Committee, the Board agreed by a majority vote to appoint Tina Lewis as a co-opted trustee for a first annual term until 25 April 2026.</p> <p><b>Action: Lucy to inform Tina of the decision; Simon to arrange formalities required to register Tina as a trustee and director with the Charity Commission and Companies House respectively.</b></p>
<b>4</b>	<p><b>DATE OF NEXT MEETING</b></p> <p>Tuesday 23 September, 2pm – 5pm</p>