

## PROPOSALS SUMMARY

Theme	Case for change	Proposals	Areas that have general support	Areas of concern (from online sessions and survey)
Company members and AGM	<p>At the 2023 AGM, Council members agreed that we should move towards a more democratic voting system for trustee elections, and asked the Board to review alternative approaches, including one member one vote (which is the approach that the Board took).</p> <p>The electorate (General Council) is small, resulting in an election process which does not necessarily reflect the wider Ramblers membership.</p>	<p>All fully paid-up members of one or more year's standing will have the right to attend the Annual General Meeting (AGM) and elect trustees.</p> <p>The AGM would focus only on the required formal company law requirements and be held online.</p> <p>Members will retain the right under company law to propose resolutions (formal decisions voted on by members at a general meeting).</p> <p>Trustee elections will be held online in advance of the AGM, with the results of elections confirmed at, and taking effect from, the AGM.</p>	<p>The move to greater democracy, giving all members the right to elect trustees and vote at the AGM.</p>	<p>How an online AGM would work in practice.</p> <p>Detail about AGM resolutions and how these work.</p> <p>(Please see information note on AGM resolutions.).</p>
Board of Trustees	<p>At the 2023 AGM, Council members agreed that we should move towards implementing a democratic voting system for trustee elections, and asked the Board to review alternative approaches, including one member one vote.</p> <p>Composition of the Board has fallen out of line with best practice, and limits us in terms of ensuring strong diversity of skills, knowledge, background and experience, and guaranteeing a structure which supports decision-making that is in the charity's best interest.</p>	<p>Reduction in Board size – a maximum of 12 trustees (and minimum of 8 trustees).</p> <ul style="list-style-type: none"> <li>• Six trustees elected by members: four elected by all members, one elected by members in Scotland, and one elected by members in Wales.</li> <li>• Up to four trustees appointed by the Board following a formal process.</li> <li>• Two trustees – Chair and Treasurer – 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 at the AGM.</li> </ul> <p>Trustee vacancies will be advertised and recruited based on clearly defined skills and experience.</p> <p>All trustee appointments 3-year term, all eligible to be re-elected or re-appointed for a further 3-year term. If a sitting trustee is selected as Chair or Treasurer a third term is possible, but there will be a cap of a maximum of nine years' service.</p> <p>Elections and appointments will be on an established rolling cycle.</p> <p>Trustee elections will be held online in advance of the AGM, with the results of elections confirmed at, and taking effect from, the AGM.</p>	<p>The move to greater democracy, giving all members the right to elect trustees and vote at the AGM.</p> <p>A strong and effective Board, with a diverse mix of relevant skills and experience.</p> <p>A strong link between the Board and the membership, recognising that the Ramblers is and always has been a membership organisation in which our impact is very much driven and created by volunteers on the ground.</p> <p>Retaining separate representation for Scotland and Wales on the Board.</p>	<p>Ensuring adequate representation of member interests on the Board.</p> <p>English trustee representation and voting; whether we have a trustee for each English 'region', and whether Scottish and Welsh members should be allowed to vote for all six elected trustees or just the trustees from Scotland or Wales</p> <p>Clarity on how the trustee election process would work.</p> <p>Clarity on how the appointed trustee process would work.</p> <p>(Please see information note on trustee nomination, election and appointment processes.)</p> <p>(Please see information note on process flow for trustee elections.)</p>
Member and volunteer gatherings	<p>General Council and the AGM engage a small section of membership, and the formality of its processes are off putting for some.</p> <p>There are few effective mechanisms by which the wider views of members are being sought and heard.</p> <p>The General Council AGM is not a forum that celebrates, inspires, informs, and engages volunteers.</p> <p>There is an appetite from members to have wider and deeper forms of engagement with each other and with the Board.</p> <p>By redeveloping the General Council AGM, we can meet the diverse objectives of hearing member views, celebrating the work of volunteers, and creating a forum for transparency in leadership of the Ramblers.</p>	<p>Regional in person Gatherings will be held at least annually for members and volunteers, attended by trustees and key staff, to enable discussion and debate on key issues, and engagement with the Board.</p> <p>A GB-wide national gathering would take place at least every three years.</p> <p>The current motions process would be replaced by a new, formalised process of discussions and debates in these gatherings.</p>	<p>Current Council AGM is not a good forum for debate and discussion or sharing of experience.</p> <p>More informal, inclusive format proposed for gatherings.</p> <p>Regional Gatherings, supplemented from time to time with national Gatherings.</p>	<p>Detail about how Gathering debates would work, with calls for clearer processes and formal feedback mechanisms.</p> <p>(Please see information note on proposed gathering debates.)</p>

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Scotland / Wales	<p>We recognise the importance of retaining the power of the national identities in Wales and Scotland and to reflect the legal, political, cultural and other differences affecting the organisation and delivery of Ramblers activities in those nations. Our governance needs to allow for these differences while also recognising the many areas of GB-wide strategic and operational integration within the Ramblers.</p> <p>Consistent member feedback from Scottish and Welsh Councils has been that the governance aspects of the meetings are the least valued and engaging. The governance of the national Councils and the Steering Committees are interdependent. We believe there is value in retaining the expertise currently provided through the Steering Committees, while also responding to the overall feedback from members that we should reduce bureaucracy and improve flexibility.</p>	Ramblers Scotland and Ramblers Cymru will remain distinct and integral parts of the organisation each with an Advisory Forum to support the delivery of the charitable objectives in the respective nations.	Maintaining separate representative bodies in Wales and Scotland to advise the executive on delivery teams for both nations.	Concern as to the proposed changes in Scotland and Wales, in particular changes to the current committees.
Articles and Standing Orders	For membership-based charities, members usually have the final say on constitutional changes, while trustees handle operational rules (i.e. provisions included in the Standing Orders rather than in the Articles themselves.)	<p><b>Proposal in 29 September Consultation Paper:</b> The power to update or change the Standing Order sits with the Board of Trustees.</p> <p><b>Revised Proposal:</b> Updates and changes to the Standing Orders would remain subject to approval by members at the AGM (by a simple majority of over 50%).</p>		Some concern expressed that too much power will sit with the Board to change how the organisation operates and that members would be disenfranchised.
President	<p>The President is an <i>ex officio</i> Council member. If General Council ceases to exist, so will the formal governance role of the President.</p> <p>The value of retaining a President in a national ambassadorial role is widely recognised and has provided the charity with invaluable media coverage in recent years.</p>	<p>The role of President will be retained but as an honorary, ambassadorial role.</p> <p>The Board would propose a candidate, which could include seeking nominations 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).</p> <p>The President would serve a fixed term of up to three years, rather than requiring re-appointment annually (as is currently the case).</p>	Retention of role of President	None received.
Vice Presidents	<p>Vice Presidents are currently <i>ex officio</i> Council members. If General Council ceases to exist, so will the formal governance role of the Vice Presidents.</p> <p>Vice Presidents are either former Presidents who are Vice Presidents for life, or individuals elected by General Council who are reappointed annually.</p> <p>There is no formal role description or criteria set for who can be nominated.</p>	<p>Current Vice Presidents would retain that title.</p> <p>Further consideration given to how best to recognise long service and retain valuable expertise in future</p>	Some support for retaining the Vice President role in some capacity.	None received.



## INFORMATION NOTE: PROCESS FLOW FOR TRUSTEE ELECTIONS

### 1. Eligibility, engagement and awareness

- Minimum one year's continuous membership.
- No financial arrears.
- Any member can self-nominate to stand for election (no proposers required).



### 2. Application steps

- Member sees advert for trustee vacancy in Walk magazine, on social media, member / volunteer emails, our website or other Ramblers comms channels.
- Trustee nomination pack provides details on applying to become a trustee, along with information about trustee role, and the specific skills or experience required (as agreed by the Board).
- Prospective candidates invited to join a group meeting with Board Chair to discuss the role.
- Member completes nomination form (no proposers required).



### 3. Candidate details (proposed)

- Name
- Supporting statement to include:
  - Details of relevant experience and skills, and how these would support the Board in its decision-making and strategic direction-setting.
  - Personal insight and understanding about walking and the walking environment, motivation for the role, and previous involvement or engagement with the Ramblers.
- Candidate statements, shared with all members by email, on website, in Walk magazine and other Ramblers comms channels



### 4. Voting and post-election

- Election timelines and procedures published well in advance, with key dates set out in Articles of Association.
- Online voting takes place, with each member receiving a personal unique voting code which is be used in combination with membership number. Process managed by independent third-party provider using secure technology which is widely used across the sector.
- Option to submit postal vote if desired.
- Results confirmed at the Annual General Meeting and then publicised via Ramblers comms channels.



## INFORMATION NOTE: BOARD PROPOSALS FOR HOW GATHERING DEBATES COULD RUN

Step	Description	Questions to think about
<b>Planning teams and topic selection</b>		
1. Convene planning teams (members, trustees, staff)	Small teams, of members, trustees and staff meet annually to plan Gatherings	How might we appoint members to planning teams?
2. Propose topics	Members and the Board submit topic proposals for consideration	How might we ensure a fair balance between member and Board topic proposals?
3. Develop programme for the Gathering	Planning teams agree on Gathering programme and discussion/debate topics	How might we make topic selection fair and transparent?
<b>Format/structure of debates</b>		
4. Hold the Gathering debates	Topics are discussed/debated during Gatherings (policy, operational issues etc)	How might we structure and facilitate debates to ensure a range of voices are heard?
5. Record outcomes of the debates	Discussion outcomes captured on a standardised template	How might we ensure debate outcome are recorded accurately?
<b>Feedback mechanism (a)</b>		
6. Collate and publish	Outputs from all Gatherings are collated and published for transparency	How might we ensure feedback loops are timely and visible?
<b>Board decision-making</b>		
7. Board review and decision-making	Board reviews outcomes of the debates at first meeting after final Gathering	How might we ensure debate outcomes inform Board decisions?
<b>Feedback mechanism (b)</b>		
8. Report back	Board reports to members by a set date with responses and actions	How might we ensure feedback loops are timely and visible?



## INFORMATION NOTE: RESOLUTIONS

Under UK company law (Companies Act 2006), members of a charitable company limited by guarantee have specific rights to propose resolutions at an Annual General Meeting (AGM).

A resolution is a formal decision voted on by members at a general meeting. There are two types:

### Ordinary resolution

- Covers routine decisions such as ratifying the appointment of the Chair or appointing auditors.
- Requires a simple majority (more than 50% of votes cast).

### Special resolution

- Covers major constitutional changes, such as:
  - Amending the Articles of Association.
  - Changing the charity's name or objects.
  - Winding up the charity.
- Requires at least 75% of votes cast in favour.
- Must be clearly identified as a special resolution in the AGM notice.

### Submitting resolutions

- Members have the right to propose a resolution, provided it complies with the Articles and the law.
- Under the Companies Act 2006, the standard threshold for requiring a resolution to be circulated and included on the AGM agenda is at least 5% of members with voting rights. An alternative approach would be to specify a minimum number of members.
- This threshold applies to both ordinary and special resolutions. It relates to the right to have the resolution included, not the type of resolution.

### **The difference between resolutions and motions**

The current process is that formal resolutions (the outcome of which is always binding) are almost always proposed by the Board, normally to update the Articles (special resolution) or the Standing Orders (ordinary resolution) or, as in 2023, to approve the strategic plan (ordinary resolution).

Council members' motions, which are not formal resolutions under company law, are the Ramblers' own process to allow the wider membership, through Areas, to bring matters to an AGM for consideration, discussion, and vote. A Council member motion is defined in our Articles as "a matter which current members wish to consider, and which falls outside of those matters that must be expressly determined in accordance with the [companies] act, any other law and/or the Articles of Association."

The Board is obliged to abide by motions passed by Council members at an AGM, although they are not legally binding in the same way as formal company resolutions. For example, the Board need not comply with a council members' motion if it reasonably believes, after full and diligent consideration, that compliance would not be in the best interests of Ramblers, or

would be likely to result in a breach of the law, contract, trust or duty of care owed by Ramblers or any members of the board of trustees, or in damage to the reputation of Ramblers, or in a legal claim against Ramblers.

The proposal is that the Annual General Meeting will now only consider formal resolutions, which would normally be proposed by the Board, although members would retain the rights (as set out above) to propose resolutions, with a threshold of 5% of members required to propose a resolution.

The current motions process would be replaced by a new, formalised process of discussions and debates (which could cover, but not exclusively, policy matters, matters relating to how the Ramblers operates, etc) which would take place annually at the six Gatherings, and also at the GB-wide national gathering taking place at least every three years. This new debate process would set out in the Standing Orders.



## INFORMATION NOTE: PROPOSED TRUSTEE NOMINATION, ELECTION AND APPOINTMENT PROCESSES

The Board is committed to ensuring that trustee recruitment and election processes are open, fair, and transparent, giving all members confidence in how decisions are made.

### Our principles

- Clear information: We provide detailed role descriptions and eligibility criteria so candidates and voting members understand what trustees do and the skills required.
- Fair elections: Voting follows the rules in our governing documents. We use secure, confidential methods and, where possible, offer postal or online voting to make participation easy.
- Independent oversight: To ensure impartiality, we may engage a trusted third-party provider to manage the election process.
- Transparency: Timelines, procedures, and results are communicated clearly to all members.
- Strong governance: After election or appointment, new trustees receive a full induction and ongoing support to help them contribute effectively.

These steps help us maintain accountability, diversity, and good governance, ensuring our Board reflects the needs of our organisation and its members.

### Annual Succession Planning

To keep our Board strong and effective, we carry out annual succession planning:

- Strategic review: We assess the charity's priorities, growth plans, and future challenges to identify the skills and perspectives needed.
- Skills audit: We review current trustee capabilities and note any gaps that will arise when trustees step down.
- Nomination packs: For each vacancy, we produce a clear role description and person specification, including responsibilities, time commitment, and term length.

### Elected Trustees (open to members only)

#### Nomination Process

- Vacancies are advertised widely to all members through Walk magazine, social media, our website, and other channels.
- Nominations are open to all members, with equity, diversity, and inclusion principles upheld.

- Each nominee completes a nomination form outlining their experience and suitability. Video statements may also be invited.

#### Voting process

- Election timelines and procedures are published well in advance, with key dates set out in our Articles of Association.
- Candidate details and statements are shared with members by direct email, on the website, in Walk magazine and other Ramblers comms to enable informed voting.
- Voting is by secret ballot, with postal or electronic options where appropriate.
- Elections are managed by an independent third-party provider using secure technology.
- Results are confirmed at the Annual General Meeting.

#### **Appointed Trustees** (Open to members and non-members)

- Vacancies are advertised widely, both internally and on charity-specific platforms such as Reach Volunteering, Getting on Board, and Women on Boards.
- Applicants complete an application form detailing their experience and suitability.
- Shortlisting and interviews are carried out by a Recruitment Panel to assess candidates' suitability against the specified criteria and requirements. The Panel is established by the Board, and may include trustees, senior staff members and independent members. The Panel is supported by our People Team, The Panel makes recommendations to the Board, which approves all appointments.
- Appointment details are announced to members.

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

- Vacancies are advertised widely, both internally and on charity-specific platforms such as Reach Volunteering, Getting on Board, and Women on Boards.
- Existing trustees may apply.
- Applicants complete an application form detailing their experience and suitability.
- Shortlisting and interviews are carried out by a Recruitment Panel to assess candidates' suitability against the specified criteria and requirements. The Panel is established by the Board, and may include trustees and independent members. The Panel is supported by our People Team,
- The Panel makes recommendations to the Board.
- The Board puts forward a resolution to the AGM seeking ratification of the appointment.
- Appointment details are announced to members.
- If the resolution is not passed the process starts again.