



# **MEMORANDUM OF UNDERSTANDING BETWEEN THE BOARD OF TRUSTEES AND THE RAMBLERS' SCOTLAND STRATEGIC COMMITTEE**

This is a memorandum of understanding between The Ramblers' Association (the Ramblers) board of trustees and the Ramblers Scotland Strategic Committee to support the delivery of the Ramblers' charitable objects in Scotland.

A similar memorandum of understanding is in place between the Welsh Council Executive Committee and the board of trustees.

Approved by the board of trustees: 22 February 2023

Approved by the Ramblers Scotland Strategic Committee: 7 February 2023

Next scheduled review: 2025

## **1. Governance**

- a) As set out in the Ramblers' articles of association, and required by charity and company law, the board of trustees is responsible for the overall management and control of the Ramblers.
- b) The board of trustees recognises the role that Ramblers Scotland, a constituent part as defined in the article of association, plays in delivering the organisation's charitable objects in Scotland.
- c) As set out in the Ramblers Scotland constitution, the business of Ramblers Scotland is managed on behalf of the Scottish Council by the Ramblers Scotland Strategic Committee
- d) In order to operate most effectively in differing national circumstances (including within our respective legislative and political frameworks), the board of trustees and the Ramblers Scotland Strategic Committee will always work together collaboratively in the context of our devolved structure in pursuit of our shared charitable objects and for the benefit of our staff, members, volunteers, and the public.

## **2. Devolved powers**

- a) All matters relating to the delivery of the charitable objects of the Ramblers in Scotland are delegated to the Ramblers Scotland Strategic Committee, except those reserved to the board of trustees, which are:
  - I. Brand and corporate identity.
  - II. Overall GB budget decision-making and allocations to Ramblers Scotland.
  - III. Approval of legal activity where net costs exceed £25,000.
  - IV. Employment matters, including remuneration and terms and conditions of employment for all Ramblers staff.
  - V. Responsibilities to relevant regulators and agencies (including Companies House, Charity Commission (England and Wales), Office of the Scottish Charity Regulator, Fundraising Regulator, Information Commissioner's Office, etc).
  - VI. Such other matters for which the trustees have a legal obligation or duty from time to time under the Ramblers' articles of association or under company law.
- b) This document acts as a memorandum of authority under the Ramblers' Association articles of association and replaces all previous memorandums of authority regarding devolution.

## **3. Planning and delivery**

- a) The Ramblers Scotland staff team, led by the director of Scotland, and with the support from the wider Ramblers staff team (where required and following any necessary processes to allocate resources), will take responsibility for the delivery of agreed outcomes as defined in any Scotland-specific strategic delivery plan.
- b) The board of trustees has a legal duty to ensure that the charity's assets are only used to support or carry out the Ramblers' charitable objects.

- c) The board of trustees is responsible for the planning and approval of the overall GB annual budget and organisational business plan, within the framework of the agreed GB strategy.
- d) Input from Ramblers Scotland into the wider GB organisational planning processes is achieved (a) through the link provided by the trustee appointed by Ramblers Scotland through the Ramblers Scotland Strategic Committee, and (b) at staff level, by the director of Scotland.
- e) Within the overall GB annual budget and business plan, and the framework of the agreed Ramblers' GB strategy, Ramblers Scotland Strategic Committee is responsible for the planning and approval of any Scotland-specific strategic delivery plan required to deliver the Ramblers' charitable objects in Scotland.
- f) The Ramblers Scotland Strategic Committee is responsible for reporting to the board of trustees on progress of any Scotland-specific strategic delivery plan in pursuit of the delivery of the agreed GB strategy.
- g) Subject to the articles of association and standing orders, the management and oversight of areas and groups and their overall structure in Scotland is delegated to the Ramblers Scotland Strategic Committee.

#### **4. Collaboration**

- a) The Ramblers staff team will work collaboratively to align all our communications, ensuring we speak with one voice but in the context of each nation.
- b) The Ramblers Scotland staff team will take responsibility for managing exclusively Scottish matters but will ensure collaboration and co-ordination with the wider Ramblers staff team.
- c) Should the Ramblers Scotland Strategic Committee wish to take a different position on an issue which has GB-wide significance to the Ramblers' position in England and/or Wales (or vice versa), all parties will work together to agree positions and public statements which explain and reflect these differences .
- d) The officers of the board of trustees, Ramblers Scotland Strategic Committee, Welsh Council Executive Committee and the chief executive will meet at least once a year, with support from staff as deemed necessary, to promote good understanding, discuss issues of common interest, and resolve any identified difficulties or potential difficulties quickly and informally.

#### **5. Board of trustees & Ramblers Scotland Strategic Committee representation and reporting**

- a) While the selection of the trustee appointed by each constituent part is a devolved matter, the Ramblers Scotland convener and board of trustees chair will consult when a change of trustee is imminent, to align timings around appointment and induction with the elected and co-opted trustee cycle.

- b) The board of trustees chair, chief executive, and director of operations and advocacy are entitled to attend each Ramblers Scotland Strategic Committee meeting.
- c) The board of trustees chair, chief executive, director of operations and advocacy, and governance manager will receive notice and papers for each Ramblers Scotland Strategic Committee meeting.
- d) As the link between the board of trustees and Ramblers Scotland Strategic Committee, the Ramblers Scotland convener shall discuss and agree with the board of trustees chair and the chief executive and/or the director of operations and advocacy, an appropriate level of reporting between the two bodies to ensure a helpful sharing of information (noting 3f).

## **6. Scottish Council representation**

- a) The board of trustees is entitled to appoint up to three trustees to attend Scottish Council in a non-voting capacity.

## **7. Employees**

- a) All employees, irrespective of where they are located, are employees of the Ramblers and are required to work to the organisation's policies and procedures.
- b) The staff structure of the overall organisation is delegated to the chief executive by the board of trustees.
- c) While overall authority for the appointment and dismissal of all staff sits with the chief executive, the appointment and dismissal of the director of Scotland will not be made without prior discussion by the chief executive with the Ramblers Scotland convener and the board of trustees chair and/or other trustees as appropriate.
- d) The director of Scotland will take the lead staff role within Scotland, supporting and managing stakeholder relationships and strategic conversations, in line with the role description.
- e) The director of Scotland, with support as required from the Ramblers staff team, is responsible for recruiting, leading, and appraising the performance of the Ramblers Scotland staff team, in line with the agreed overall staff establishment and relevant human resources policies and procedures.

## **8. Designated legal fund**

- a) Ramblers Scotland has an annual legal fund for strategic cases of up to £25,000. Funds are reimbursed each year after the annual accounts have been audited to the level of £25,000 regardless of the level of expenditure from each fund in the previous financial year.

- b) Authorisation of legal fund expenditure is at the discretion of the Ramblers Scotland Strategic Committee. These funds can be used for professional and specialist activity, such as the cost of legal advice, legislative and inquiry work, and associated campaigns.
- c) For legal activity approved by the Ramblers Scotland Strategic Committee where costs exceed or have the potential to exceed £25,000, the Committee may request access to the GB Ramblers legal fund.

## **9. Resources including staff team establishments**

- a) The overall budget forms part of the Ramblers' annual budget cycle which is led by the director of finance, performance and impact and involves the organisation's executive leadership team and the director of Wales and director of Scotland.
- b) There shall be a base level of resources allocated to Ramblers Scotland and Ramblers Cymru which will be mutually agreed by the Ramblers Scotland Strategic Committee, Welsh Council Executive Committee and the board of trustees at least every three years in line with the review of this memorandum of understanding.
- c) Allocations will be based on the resources required for Ramblers Scotland and Ramblers Cymru to deliver programmes of work in each country in line with respective strategic delivery plans, taking into account (but not exclusively) :
  - i. actual and potential levels of income in those countries,
  - ii. the relative percentage of the members of the Ramblers in each country,
  - iii. the land areas of the countries,
  - iv. the extent of access rights and path networks,
  - v. campaign priorities for countryside protection,
  - vi. promoting walking opportunities and other relevant factors.
- d) Legacies received which are restricted to Scotland, Wales, or England will also be taken into account when agreeing the funding percentage.
- e) Responsibility for the devolved budgets rests with the Ramblers Scotland Strategic Committee and Welsh Council Executive Committee respectively.

## **10. Review**

- a) All disputes arising from the interpretation or operation of this memorandum of understanding will be reviewed by the board of trustees chair, Ramblers Scotland convener and the chief executive with the intention of finding a mutually agreeable position. The final authority remains with the Ramblers board of trustees.
- b) The memorandum of understanding will be reviewed by the Ramblers Scotland Strategic Committee, Welsh Council Executive Committee and the board of trustees at least every three years.