



# **MEMORANDUM OF UNDERSTANDING BETWEEN THE BOARD OF TRUSTEES AND THE RAMBLERS CYMRU STEERING GROUP**

This is a memorandum of understanding between The Ramblers' Association (the Ramblers) board of trustees and the Ramblers Cymru Steering Group to support the delivery of the Ramblers' charitable objects in Wales.

A similar memorandum of understanding is in place between the Ramblers Scotland Strategic Committee and the board of trustees.

Approved by the board of trustees: 28 June 2023

Approved by the Ramblers Cymru Steering Group: March 2023

Next scheduled review: June 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 Cymru, a constituent part as defined in the article of association, plays in delivering the organisation's charitable objects in Wales.
- c) As set out in the Ramblers Cymru constitution, the business of Ramblers Cymru is managed on behalf of the Welsh Council by the Ramblers Cymru Steering Group
- 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 Cymru Steering Group 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. This should extend to ensuring that there is a respectful and progressive culture developed (across trustees, members of the Ramblers Cymru Steering Group and staff) that gives appropriate recognition to the differences that exist in the constituent parts of the Ramblers.

## **2. Devolved powers**

- a) All matters relating to the delivery of the charitable objects of the Ramblers in Wales are delegated to the Ramblers Cymru Steering Group, 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 Cymru.
  - 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.

## **3. Planning and delivery**

- a) The Ramblers Cymru staff team, led by the director of Wales, 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 Wales-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 Cymru into the wider GB organisational planning processes is achieved (a) through the link provided by the trustee appointed by Ramblers Cymru through the Ramblers Cymru Steering Group, and (b) at staff level, by the director of Wales.

- e) Within the overall GB annual budget and business plan, and the framework of the agreed Ramblers' GB strategy, the Ramblers Cymru Steering Group is responsible for the planning and approval of any Wales-specific strategic delivery plan required to deliver the Ramblers' charitable objects in Wales.
- f) The Ramblers Cymru Steering Group is responsible for reporting to the board of trustees on progress of any Wales-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 Wales is delegated to the Ramblers Cymru Steering Group.

#### **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, acknowledging the necessary differences in approaches across the constituent parts of the Ramblers.
- b) The Ramblers Cymru staff team will take responsibility for managing exclusively Welsh matters but will ensure collaboration and co-ordination with the wider Ramblers staff team, seeking to develop a culture of learning and understanding.
- c) Should the Ramblers Cymru Steering Group wish to take a different position on an issue which has GB-wide significance to the Ramblers' position in England and/or Scotland (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 Cymru Steering Group, Ramblers Scotland Strategic 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 Cymru Steering Group representation and reporting**

- a) While the selection of the trustee appointed by each constituent part is a devolved matter, the Ramblers Cymru chair 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 Cymru Steering Group 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 Cymru Steering Group meeting.
- d) As the link between the board of trustees and Ramblers Cymru Steering Group, the Ramblers Cymru chair 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. Welsh Council representation**

- a) The board of trustees is entitled to appoint up to two trustees to attend Welsh 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 Wales will not be made without prior discussion by the chief executive with the Ramblers Cymru chair and the board of trustees chair and/or other trustees as appropriate.
- d) The director of Wales will take the lead staff role within Wales, supporting and managing stakeholder relationships and strategic conversations, in line with the role description.
- e) The director of Wales, with support as required from the Ramblers staff team, is responsible for recruiting, leading, and appraising the performance of the Ramblers Cymru staff team, in line with the agreed overall staff establishment and relevant human resources policies and procedures.

## **8. Designated legal fund**

- a) Ramblers Cymru 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 Cymru Steering Group. 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 Cymru Steering Group 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 Wales.
- b) There shall be a base level of resources allocated to Ramblers Cymru and Ramblers Scotland which will be mutually agreed by the Ramblers Cymru Steering Group, Ramblers Scotland Strategic 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 Cymru and Ramblers Scotland 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 restricted to Wales should be excluded when agreeing the funding percentage where the conditions of the benefactor are clear it is for a specified purpose (e.g. a geographic location, project, initiative, etc.) in Wales.
- e) Responsibility for the devolved budgets rests with the Ramblers Cymru Steering Group and Ramblers Scotland Strategic 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 Cymru chair 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 Cymru Steering Group, Ramblers Scotland Strategic Committee and the board of trustees at least every three years.