RAMBLERS' GOVERNANCE REVIEW

To Council members, Area Chairs and Area Secretaries

Dear Friends,

I would like to update you on progress with the ongoing governance review and to present the Board's current thinking on a possible new governance model for the Ramblers.

Thank you very much again for the valuable input that many of you have provided to the review so far, whether at the very productive initial engagement sessions in February, the roundtable discussions at the General Council AGM in April (focused on how we can improve communication and engagement among members, volunteers and the Board), or the Focus Group sessions in May and June (looking at Areas and Groups).

The Board and members of the Governance Review Working Group, supported by expert advice from the National Council for Voluntary Organisations (NCVO), have met several times to discuss and consider these issues which have been informed by the invaluable input and feedback that you have provided.

As you know from the General Council AGM, it is planned to undertake formal consultation in September and early October. Ahead of that, the Board believes this is an important moment to share its thinking and the principles developed to date for a proposed new governance model with Council members and Areas, and to seek initial thoughts, views and feedback.

I should stress that the thinking and principles presented here are not intended to be the final proposals and, at this stage, are presented at a high-level for your views on whether we have the direction of travel right. Your input at this stage will help us shape the final detailed proposals for consultation.

YOUR FEEDBACK

We would like to invite Council members, Area Chairs and Area Secretaries to join Ross Maloney, Kate Ashbrook and trustees at one of four **online pre-consultation sessions** in July and August. The purpose of these sessions is to bring the current thinking to life (as set out this paper) and to hear from you, with an opportunity to discuss the proposals and ask questions. You can register for the sessions by using the individual Eventbrite links below.

- **Tuesday 22 July, 5pm – 6pm** Register to attend at https://ramblers-session1.eventbrite.co.uk
- **Thursday 24 July, 6pm – 7pm** Register to attend at https://ramblers-session2.eventbrite.co.uk
- **Monday 28 July, 6pm - 7pm**   Register to attend at https://ramblers-session3.eventbrite.co.uk
- **Tuesday 5 August, 5pm - 6pm** Register to attend at https://ramblers-session4.eventbrite.co.uk

Following a chance to discuss the thinking and principles at one of the sessions – and with members in your Area – we would then like to invite each Area (via its General Council members or Area Chair/Secretary) to

provide **written feedback and comments** using an online survey form. We would really value your thoughts on this current thinking, and the form will be based on the following questions:

1. What do you like – and why?
2. What do you not like – and why?
3. What would you change – and why?

We will share the form by email and publish it at www.ramblers.org.uk/about-us/general-council on Wednesday 6 August, and ask for written feedback by Sunday 17 August.

The feedback you provide during this pre-consultation period will greatly assist the Board in further shaping final proposals for consultation in September and early October, ahead of the Extraordinary General Meeting which I can now confirm will take place in London on Saturday 6 December.

Do feel free to share this message and discuss the issues with other Ramblers members if you wish.

If you have any questions about arrangements for the pre-consultation sessions, please contact Simon Kellas, Head of Governance (simon.kellas@ramblers.org.uk)

In advance, a huge thank you for your time and consideration of these important matters.

Best wishes

Lucy Robinson
Chair, Board of Trustees

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SUMMARY OF CURRENT THINKING

The headline components of any proposed new governance model for the Ramblers are summarised below, followed by more detail about each element and how the proposals were reached.

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 would no longer have a formal governance role.
- Ramblers Scotland and Ramblers Cymru should 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 would 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 would 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 could 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 holding six annual "gatherings" organised by four English regions and separately for Scotland and Wales.
- The current motions process would 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 would become company (i.e. "voting") members of the Ramblers, with the right to attend the Annual General Meeting (AGM) and elect trustees.
- The AGM should focus only on the required formal company law requirements, with the option for the meeting to be held online.
- Elections for trustees would be held online in advance of the AGM, with the results of elections and appointments confirmed at, and taking effect from, the AGM.

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CURRENT THINKING

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EXPLANATION

Following the February engagement sessions and the General Council AGM, we established a number of focus groups of interested volunteers to take forward the feedback from the February sessions on the Area and Group structure, and to develop proposals for simplifying and strengthening the operating model at these levels.

During May and June, six focus groups were convened, three in England, two in Wales and one in Scotland. A staff focus group also met. The focus groups took as their starting point the outcome of the February engagement sessions. The key themes to have emerged from the focus groups across all three Nations were as follows:

Desire for less bureaucracy
- Widespread agreement that current structures (especially at Area level) are overly formal, outdated, and intimidating.
- Volunteers want simpler, more flexible governance with fewer mandatory roles and formalities.
- Many support abolishing or significantly simplifying constitutions, AGMs, and officer roles.

Flexibility and local autonomy
- One-size-fits-all models are ineffective. Volunteers want structures that reflect local needs, geography, and volunteer capacity.
- Support for allowing Areas to merge, go into abeyance, or restructure based on local relevance.
- A more flexible model for Groups and informal collaboration models are favoured.

Support for core volunteer functions
- Core roles include walk coordination, communication, campaigning, and path/access work (the last more prominent in England/Wales than Scotland).
- Volunteers need better support systems: onboarding, training, peer learning, and access to expert help.
- Central systems (e.g., Walks Manager, document libraries) are often seen as hard to use or outdated.

Improved communication and knowledge sharing
- Strong desire for better platforms to share knowledge, experiences, and resources across Groups and Areas.
- Clusters and topic-based networks (e.g. Rights of Way groups) are seen as effective models.
- Volunteers value informal gatherings and peer support more than formal meetings.

<u>Financial simplification</u>
- Many see the financial responsibilities of Areas and Groups as disproportionate to the small sums involved.
- Suggestions include centralising financial processes, removing treasurer roles, and simplifying audits.

Nation-specific insights included:

<u>England</u>
- Some Areas still play a role in path work, campaigning and group support but often struggle to recruit to officer roles.
- Recommendations:
    - Reduce bureaucracy.
    - Allow flexible group structures.
    - Facilitate Area mergers where needed.

<u>Scotland</u>
- Most Areas are in abeyance; volunteers prefer informal collaboration.
- Formal structures are mostly seen as unnecessary and burdensome.
- Recommendations:
    - Accept Area decline and adapt systems accordingly.
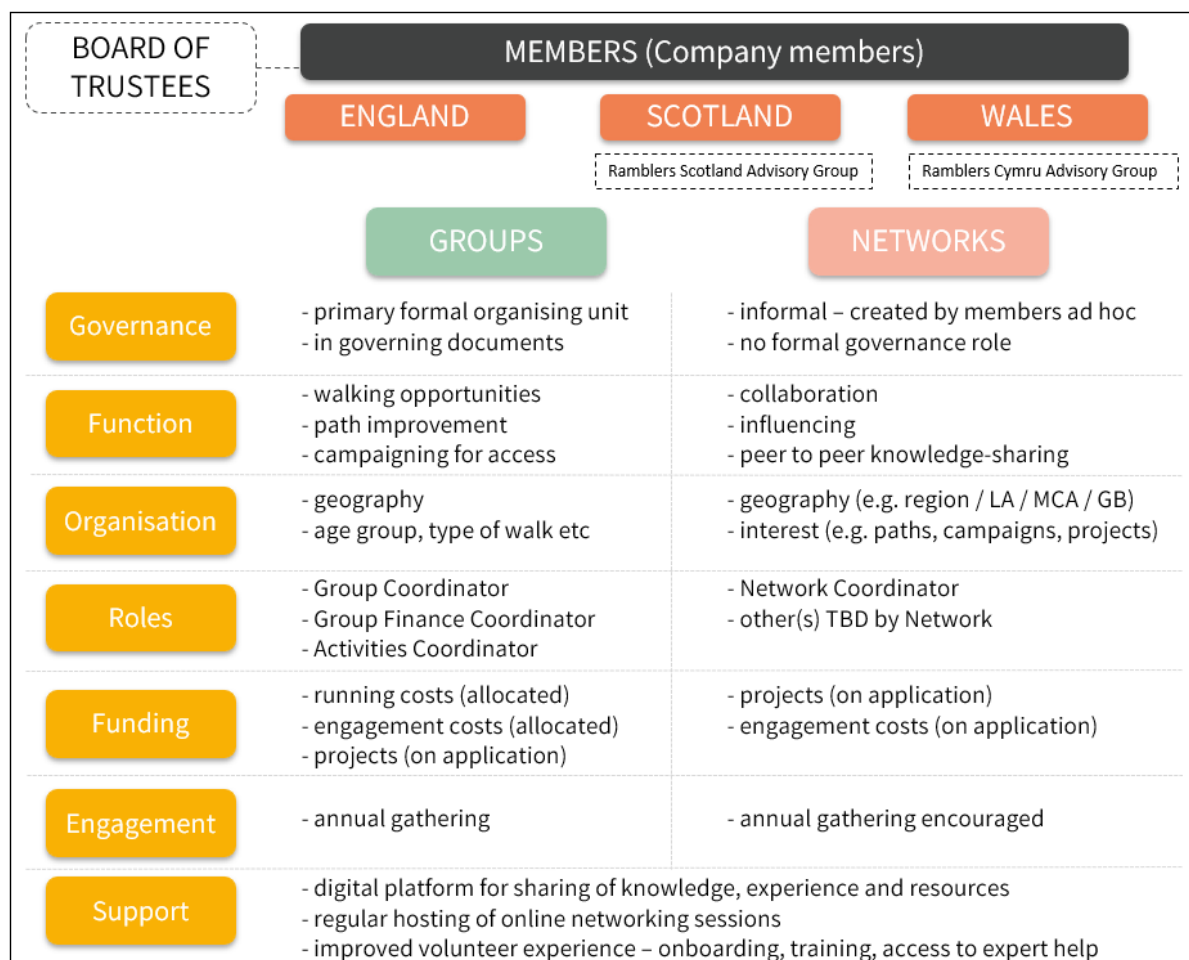   - Support groups without imposing formal replacements.

<u>Wales</u>
- Interest in restructuring Area boundaries (e.g. reducing to three Areas).
- Emphasis on local authority alignment and maintaining footpath officer roles.
- Recommendations:
    - Encourage Group mergers where appropriate.
    - Promote casual, collective group management.
    - Explore youth engagement and county-level leadership roles.

Coupled with the ideas and sentiments gathered through the February engagement sessions, the focus groups have provided sufficient tangible suggestions to have enabled us to put forward a proposed new operating model.

The proposed new operating model seeks to reflect as far as possible the themes and suggestions outlined in the previous section and has been crafted around the following design principles:

- Maintain the three-nation structure of England, Scotland, and Wales.
- Recognise and support core volunteer delivery roles.
- Simplify governance and reduce bureaucracy.
- Enable flexible, locally tailored approaches.
- Empower members and volunteers to self-organise.
- Strengthen communication and engagement.
- Promote peer-to-peer knowledge sharing.
- Refresh language to signal a new direction.

The proposed operating model is illustrated in the diagram below, followed by an explanation of how it would work in practice. It should be noted that this represents initial thinking and there are some details that still need to be worked through. We are sharing this with you at an early stage so that you can help us further shape and refine the details.

	GROUPS	NETWORKS
Governance	- primary formal organising unit - in governing documents	- informal – created by members ad hoc - no formal governance role
Function	- walking opportunities - path improvement - campaigning for access	- collaboration - influencing - peer to peer knowledge-sharing
Organisation	- geography - age group, type of walk etc	- geography (e.g. region / LA / MCA / GB) - interest (e.g. paths, campaigns, projects)
Roles	- Group Coordinator - Group Finance Coordinator - Activities Coordinator	- Network Coordinator - other(s) TBD by Network
Funding	- running costs (allocated) - engagement costs (allocated) - projects (on application)	- projects (on application) - engagement costs (on application)
Engagement	- annual gathering	- annual gathering encouraged
Support	- digital platform for sharing of knowledge, experience and resources - regular hosting of online networking sessions - improved volunteer experience – onboarding, training, access to expert help	

The diagram also shows: BOARD OF TRUSTEES, MEMBERS (Company members), ENGLAND, SCOTLAND (Ramblers Scotland Advisory Group), WALES (Ramblers Cymru Advisory Group).

The key tenets of the proposed new operating model are:

Scotland and Wales

- Ramblers Scotland and Ramblers Cymru should remain distinct entities within the organisation.
- There should be a formally established mechanism for advising staff on implementing the strategy in Scotland and Wales in the form of Advisory Groups.
- Further consideration of the design to be undertaken in consultation with the current national committees and the Board.

Groups

- Primary formal organising construct across all nations.
- Defined in governing documents.
- All Ramblers members would belong to a local group. By default, this would be their local group, although they could choose to join a different one.

- Must fulfil one or more of the Ramblers' charitable purposes: e.g. walking opportunities, path improvement and maintenance, campaigning for access.
- Organised by geography (but could have additional groups in the same geographical area organised by age group/type of walk etc).
- Directly funded for running costs and engagement and can apply for additional funding for strategy-aligned projects.
- Must appoint three core volunteer roles through an open, fair and transparent process:
  - Group Coordinator
  - Finance Coordinator
  - Activities Coordinator
- Optional additional roles at the Group's discretion - e.g. Group Walks Coordinator, Group Path Protection Coordinator.
- No formal AGM needed but annual gathering suggested for sharing and celebration.

Networks

- Areas would no longer have a formal governance role and would evolve into informal networks.
- Where Areas are currently operating successfully, they can continue to do so as a network. For example, Essex Area wants to focus on footpaths and evolves into 'Essex Ramblers Path Volunteers'.
- Future focus is on giving members and volunteers the flexibility to create informal networks to collaborate and share experience on matters of collective interest. For example, volunteers from London, Manchester and Bristol want to work together on influencing and agree to create an 'Urban Walking Network'.
- Can be organised by geography (e.g. region or to reflect local authority or mayoral combined authority boundaries) or interest - for example, footpath work, environmental sustainability or campaigning.
- Only required role: Network Coordinator – to function as main point of contact. Additional role may be required if the Network applies for funding (e.g., Network Finance Coordinator).
- Encouraged to hold annual gatherings (may apply for central funding to do this).

Support

Groups and Networks would be supported by:
- Digital platform to enable sharing of knowledge, experiences, and resources.
- Staff-supported online networking meetings (akin to current 'cluster groups') and topic-based webinars.
- Improved volunteer experience through better onboarding, training, peer learning, and access to expert help.

Moving to this model

The intention is that this model can develop and evolve over time. The aim would be to provide the right framework in the revised governing documents so that we can adjust details as we see what works, and in response to feedback, effectively co-creating the model with our volunteers.

BOARD OF TRUSTEES

CURRENT THINKING

- 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.
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EXPLANATION

The Board took away from the General Council AGM on 5 April the task of designing a Board structure which would be more intentionally designed to assure members that the Board will always have an appropriate mix of skills and experience to effectively govern the charity, recognising that the Board is ultimately responsible and accountable for the charity's activities.   The Board's thinking has been informed by Charity Commission guidance, the Charity Governance Code, expert advice and experience of the National Council for Voluntary Organisations (NCVO), and also the specific and unique requirements of the Ramblers.

A range of options for Board size and composition were explored, looking at the positives and negatives of greater or smaller numbers of trustees. The Charity Governance Code guidance suggests a number between 5 and 12 trustees. Ultimately the consensus settled upon was a maximum of 12 trustees, recognising the relative complexity of the Ramblers as an organisation. The proposed cap of nine years is also in line with good practice as set out in the Charity Governance Code.

Within this, the aim would be to have a core of trustees elected by the membership but also to enable the Board to top these up with additional trustees to ensure the Board has the diverse mix of skills and experience that it needs at any one time. The Board itself would design and manage the appointment process which would need to be formal and robust and based on a defined set of skills, knowledge, background and experience against which candidates would be assessed. It would be open to members to apply to be appointed as trustees through this process.

There was a general consensus in previous engagement sessions that Scotland and Wales should continue to have the right to their own places on the Board and this is reflected in the model. This thinking takes into account the 2024 General Council motion which asked for care to be taken to ensure balance of representation throughout Great Britain.

We would also seek to formalise current practice in relation to the Chair and Honorary Treasurer, enabling the Board to select suitable candidates through a formal process but with appointment subject to ratification by members at the AGM.

MEMBER AND VOLUNTEER GATHERINGS

CURRENT THINKING

- Gatherings would 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 could 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.
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EXPLANATION

At the online engagement sessions held in February this year, we heard loud and clear that communication and engagement is one of the key enablers to making the governance and operation of the charity effective. The General Council currently provides an opportunity for engagement between volunteers from different parts of the country and between trustees, staff and volunteers. However, the feedback from the February sessions was that volunteers were looking for greater opportunities for engagement, and that the current format of the General Council AGM, with its very formal motions process, is unsatisfactory in meeting those needs.

At the AGM on 5 April 2025, General Council members were invited to participate in a workshop session on devising better ways of facilitating ongoing communication and engagement.

The overall message from the feedback received was that volunteers would welcome more opportunities for engagement both with each other and with the staff team and the trustees. There is a strong desire for forums to enable exchange of ideas and sharing of experience between volunteers and members in different Areas, plus a desire for more access to trustees and staff. Both online and in-person meetings are seen as useful for different purposes.

In terms of exchange of ideas and sharing of experience between volunteers, there is interest in England in building on the existing regional clusters. One of the ideas that gained most support was a proposal that once a year these regional forums should take the form of in-person meetings. There was also support for special interest groups or cluster-based focus groups and webinars to discuss specific issues.

In terms of meeting with trustees and influencing the Ramblers' policy agenda, there was acknowledgement that the formal motions process is not the most helpful way of conducting business. Again, there was strong support for using the existing structure based around English regional clusters and, separately, Scotland and Wales, although there was also some support for a national (i.e. GB wide) in-person meeting.

In response to this feedback it is suggested that the opportunity for discussion currently provided by General Council could be replaced by an opportunity for deeper engagement in the form of six in-person gatherings held annually, one in each of the four regions in England (based on the current 'cluster' areas of North, Midlands, South East and South West) and one each in Scotland and Wales. The aim of these gatherings would be to enable members and volunteers to discuss issues of common interest, exchange

ideas, and celebrate successes, and for the Board to share information about its activities and thinking and, most importantly, to listen to members and volunteers. A typical agenda might include a 'state of the nation' update from members of the Board of Trustees and the Ramblers' Leadership Group, plus workshops and discussion groups on topics suggested by members and volunteers. There could also be external speakers and perhaps opportunities for walks during the day.

To make this effective it would be important to ensure that there were clear mechanisms both for enabling members to raise issues for discussion at these meetings and for capturing the key messages conveyed by members and volunteers to go forward to the Board for consideration.

A more detailed record of the AGM workshop session feedback is available to view in the list of meeting papers on the General Council webpage: www.ramblers.org.uk/about-us/general-council

COMPANY MEMBERS AND ANNUAL GENERAL MEETING

CURRENT THINKING

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

EXPLANATION

The starting point for this part of the review was the General Council motion from 2023 which agreed that the Ramblers should move towards implementing a democratic voting system for future elections to the Board of Trustees, and which called on the Board to review alternative approaches to the election of trustees, including "one member one vote".

The existing General Council model would be replaced by a model where the wider membership of Ramblers would hold company law member status and therefore have the powers to select trustees through the election process, approve special resolutions relating to the running of the organisation (such as changes to the Articles or the removal of a trustee) and request convening of Extraordinary General Meetings (EGMs) for this purpose, and ratification of the auditor.

As a safeguard, it is proposed that to hold company member status (and therefore participate in decision making at a national level), a member should have held membership of the Ramblers for 12 consecutive months, and not be in financial arrears.

Members would use their powers through engaging in an open election process (likely managed by an external provider), through attendance at the AGM for the ratification of the auditor, and through requesting an EGM where necessary to pass special resolutions.

The AGM would focus only on the business required by formal company law, and a typical agenda might include:
- Opening (including welcome and confirmation of quorum)
- Reports (any items for information of members such as provision of the Annual Report)
- Business (including results of trustee selection processes, ratification of auditors, and any other resolutions)
- Any other business (including Q&A where this relates to governance business)

Provision would be made to allow online meetings, so that the AGM can be flexible with the ability to deliver online or in person depending on the needs of the organisation at the given time.