

**RAMBLERS' ASSOCIATION (COMPANY NUMBER 4458492)
BOARD OF TRUSTEES**

**Minutes of the meeting of the Board of Trustees of the Ramblers, held on
Saturday 21 February 2009 at
Strand Palace Hotel, Strand, London WC2R 0JJ**

ATTENDANCE AND APOLOGIES FOR ABSENCE

- 1/09 Members: Kate Ashbrook (Chairman), Andrew Bibby, Denis Fuller, Kate Gocher, Helen Johns, Alison Mitchell, Harry Mycock, Owen Plunkett, Brian Reader, Ian White, Rodney Whittaker, Ron Williams
- 2/09 Observers: Geoff Eastwood
- 3/09 Staff: Paul Butler, Tom Franklin, Tony Hall, Beverley Penney, Keith Roberts
- 4/09 Visitors: Maxwell Ayamba, Tom Fisher
- 5/09 Minutes: Hazel Robinson
- 6/09 Apologies: Jo Bird, Beverley Lufkin

ANNOUNCEMENTS

- 7/09 The Board noted with regret that Gwendoline Goddard had resigned from the Board for personal reasons. Kate Ashbrook had written to thank her for her contribution to the Board.
- 8/09 The Board noted with sadness the death of Fred Matthews, who was founder of the West Essex Group and path campaigner in Essex for many years. Janet Davis had attended his funeral.
- 9/09 The Board noted that Dave Morris, Director Scotland, is recovering well after his operation. The Board sent Dave its best wishes.
- 10/09 The Board welcomed Tony Hall, Director of Marketing and Communications to his first Board meeting, Tom Fisher who was attending as an observer, and Maxwell Ayamba who joined the meeting for agenda item 17.

DECLARATIONS OF INTEREST

- 11/09 Kate Ashbrook declared an interest as General Secretary of the Open Spaces Society and as Chairman of the Campaign for National Parks. Owen Plunkett declared an interest as Vice Chair of the South Downs Campaign.

MINUTES

12/09 The Board agreed the draft minutes of the meeting held on the 6 December 2008 with the following amendment:

13/09 Minute number 433/08, the figure to be amended to read 730.

URGENT MATTERS ARISING

14/09 The Board noted the paper setting out the matters arising, with the following amendments: Minute 466/08 to be amended to read 'breach' not 'break'. Minute number 367/08 is complete. Minute 216/08 Paul Butler, Director of Finance and Operations, will now take this action forward.

15/09 Minute 446/08, the Board noted that, following further legal advice and consultation with Board members, the Strategy and Governance Sub-Committee had decided to go ahead with the Block 5 changes as circulated. Any further discussion will take place at the teleconference board meeting on 7 March.

16/09 Minute 459/08, the Board agreed that Owen Plunkett will replace Kate Gocher on the Agenda Committee.

17/09 Minute 460/08, the Board noted that Owen Plunkett predicts April/May 2009 for a decision on the South Downs National Park.

CEO HEADLINE REPORT

18/09 The Board received a report from the Chief Executive and was invited to comment on the report.

19/09 The Board thanked Ade Morris for his presentation the previous evening, about the work of the new walking environment team to ensure Aim 1 of the strategy is delivered.

20/09 The Board noted that its meeting in May will coincide with Get Walking Day. Staff were asked to consider inviting the Board to attend a walking event either before or after the meeting.

21/09 The Board noted the schedule for communication and launch of the new brand, and was pleased the feedback from the volunteers attending the road shows has been so positive. In addition Tony Hall, Director of Marketing and Communications, informed the Board that more road shows may take place, one in Manchester to cover the North West and one at Central Office to cover Kent and Surrey.

22/09 The Board thanked those staff and volunteers who had attended AGMs and communicated information.

23/09 The Board noted the progress with CRM and membership processing, and that a new Membership and CRM Manager was due to start imminently.

FINANCE QUARTER 1 MANAGEMENT ACCOUNTS

24/09 The Board noted that the income was down from what was expected. The membership income was short of budget by £39k, however this was £31k better than this time last year. It may be that membership income increases during the 2nd and 3rd quarters, because the phasing of the budget is not yet very accurate. Legacy income has yet to materialise for this financial year. This income is more sporadic and cannot be predicted.

25/09 The Board noted that cash was down by £1 million from September 2008, and that this was mostly due to legacy income not yet received and gift aid income which was awaited. The Board noted that cash flow was acceptable. Paul Butler also stated that administration costs were being monitored closely, as these were currently overbudget.

KEY PERFORMANCE INDICATORS

26/09 The Board agreed that this item was for decision, not information.

27/09 The Board approved the Dashboard, subject to a column being added to the Dashboard to track risks, so that trustees can consider future projections as well as past performance.

28/09 The Board agreed to keep the current shortfall in fundraising income under review. This is a key risk, linked to the economic downturn.

29/09 The Dashboard will enable the Board to track the progress on a quarterly basis.

CAMPAIGNS SUB-COMMITTEE MINUTES

30/09 Helen Johns introduced the minutes, and an additional paper on the sub-committee's future. The sub-committee members felt they were not realising their potential and adding value to the campaign work of the association. The Board agreed that this will be taken to the next Strategy and Governance sub-committee for discussion.

STRATEGY AND GOVERNANCE SUB-COMMITTEE MINUTES

31/09 Andrew Bibby introduced the minutes. Minute 19/09 an update will be required for General Council this year. Minute 28/09 Ron Williams is added to the list for exit interviews.

32/09 Minute 31/09 the Board agreed the recommendation that all board meetings would remain Friday/Saturday apart from the December board meeting, which would be held on Saturday only.

33/09 Minute 49/09 Andrew Bibby highlighted that the sub-committee will be looking at strategic HR issues, including career development and assessment issues, at its next meeting

34/09 Ian White highlighted new legislation on the carry-over of holiday entitlement in cases of sickness.

FINANCE & AUDIT SUB-COMMITTEE MINUTES

35/09 Brian Reader introduced the minutes.

36/09 Minutes 29/09-34/09 The Board noted that a paper on contractual obligations would come to the next FASC meeting for further consideration.

37/09 Minute 36/09 Paul Butler confirmed that libel and slander are covered in the policy.

38/09 Minute 40/09 the Board noted that FASC was not proposing to retender the auditing requirements at this time.

39/09 Brian Reader will no longer be the Chair of FASC after General Council 2009. The Board appointed Rodney Whittaker as the interim Chair of FASC.

GENERAL COUNCIL

Annual Report and Accounts

40/09 The Board noted that the Annual Reports and Accounts were timetabled for approval at the board meeting on 7 March, following a meeting of FASC with the auditors in the coming week.

41/09 The Board noted that reporting on public benefit will be a requirement in the annual report from next year.

42/09 The Board requested contact addresses of the Scotland and Wales office be added to the first page. The Annual Report should also include our charity number.

43/09 The Board noted that any further comments can be sent to Paul Butler, Director of Finance and Operations, in the coming week.

Update on actions arising from General Council 2008

44/09 The Board agreed the paper which had been tabled.

To note the finalised General Council agenda

45/09 The Board noted that there would be a campaign event on late morning of 3 April. This will be added to the timetable.

- 46/09 The Board noted that Floella Benjamin hoped to attend but details needed to be finalised. If she could not attend, a video tape message would be requested from her.
- 47/09 The Board agreed that Owen Plunkett would second Tom Fisher for Vice Chairman.
- 48/09 The Board agreed that Brian Reader would propose Sayer Vincent as our auditors and Ron Williams would second them.
- 49/09 The Board noted that Tony Hall would look at options to promote the new branding during GC.
- 50/09 The Board noted that relevant staff would be attending the workshops.
- 51/09 The Board agreed that Owen Plunkett and Harry Mycock would represent the Board at the Agenda Committee meeting taking place after General Council on the 4th April at 4pm.

Nominations for Treasurer

- 52/09 The Board agreed to nominate Jonathan Kipling for the post of Honorary Treasurer and that Brian Reader would propose him and Rodney Whittaker would second him.

Motions to General Council

- 53/09 The Board agreed the following two motions for GC:

Health

General Council welcomes the progress being made in England, Scotland and Wales in promoting walking as a key ingredient in the promotion of healthy lifestyles. Not only has walking been recognised as possibly the perfect form of physical exercise in helping to combat obesity and related illnesses it also brings significant benefits to social and emotional health.

General Council does, however, have concerns that the level of funding to promote and facilitate walking, from both public and private sectors, is not sufficient to meet the health needs of the British public or to take advantage of the opportunities available in the next few years to establish the UK as a leading force in the worldwide need to promote walking as an integral part of health policy.

General Council therefore calls for the following action:

- a. for the governments in Cardiff, Edinburgh and Westminster to reassess the public funding currently committed to the promoting and facilitation of walking and to increase such funding in order to achieve public health objectives at national and local levels,

b. for private sector interests, including grant awarding bodies, to recognise the enormous benefits that could flow from a sustained effort to increase walking by the population as a whole and to adjust their priorities for funding to reflect these needs, as necessary,

c. for both public and private sector interests to recognise and act upon the huge opportunity that UK organisations have in promoting walking along with other forms of physical activity as a result of three major events in the next few years and to note that the juxtaposition of these events is a once in a lifetime opportunity for promoting healthy lifestyles amongst UK citizens and to set examples for the rest of the world. These events are:

- the celebrations, in 2010, of the 75th anniversary of the founding of the Ramblers,
- the 2012 Olympic Games, in London,
- the 2014 Commonwealth Games, in Glasgow.

d. for Ramblers staff and volunteers to (1) monitor progress in all three countries in persuading public and private sector interests to invest more resources in the promoting and facilitation of walking, consistent with the above opportunities, and to report progress to General Council 2010, (2) conduct a campaign to promote the value of walking for health improvement amongst the public, and the usefulness of membership of the Ramblers in helping to achieve this, (3) highlight the link between an accessible, welcoming, and user-friendly public path network and the ability of large numbers of people to use the network so as to feel healthier.

Members day

General Council welcomes efforts to engage all members of the Ramblers' Association more in the Association's life, activities and campaigning.

It notes that a Members' Day is planned for Autumn 2009, on a pilot basis, with this aim in mind.

It calls on the Board of Trustees to ensure that the day is attractively programmed, with a full range of workshops, presentations and activities of interest to members across our age range in order to make the day one of real value.

It calls on Areas and Groups strongly to encourage members to attend.

It requests the Board of Trustees subsequently to assess the experience of the day carefully, in order to decide whether this innovation should be maintained and developed.

REPORT ON ACTIVITIES IN WALES

- 54/09 Beverley Penney Director Wales, provided the Board with a presentation on activities of Ramblers Cymru. The Board thanked Beverley for her informative presentation.
- 55/09 The Board raised the issue of the need for membership growth in Wales and noted that walking festivals were included in the plan as a good way to focus on membership recruitment.

MEMBERS DAY 2009

- 56/09 The Board noted the work which was being undertaken for Members Day, and the timetable which had been developed thus far.
- 57/09 The Board noted that the project team had visited the venue in Sheffield, which they reported as being excellent. It will hold between 300 and 1200 people.
- 58/09 The Board noted that the publicity material would make it clear that this is a GB event, as much for Scotland and Wales as England.
- 59/09 The Board suggested that we may wish to publicise overnight discounted accommodation, which will attract more people to the event. It was noted that ideas about places to stay will be provided to make it easier and public transport links will be provided.
- 60/09 The Board noted that it would be good to include a historian to speak about the history of the Ramblers – particularly in Sheffield. However, commitment from people attending and running sessions is required. If Floella is not attending, a video would be a substitute. The Board suggested that good PR was needed to launch the event beforehand.

RAMBLERS WEB STRATEGY

- 61/09 Tony Hall, Marketing and Communications Director, provided the Board with a draft paper for the Web Strategy. The Board had also participated in a web workshop the previous evening. The Board approved the general framework of the strategy but asked for further information to be presented to a future meeting on web competitors, and for more work to be undertaken on the alternative business models we could adopt. Andrew Bibby pointed out that the website address used for public purposes could be an appropriate strapline such as getwalking.org.uk or waki.org.uk, rather than the organisation's name; it was agreed to research this option further.

DIVERSITY IN THE RAMBLERS

- 62/09 The Chief Executive outlined his paper on diversity, and Max Ayamba added some comments.

63/09 The Board apologised to Maxwell Ayamba for not using his time on the board more productively, but explained that as a result of his efforts the organisation was beginning to address diversity issues more effectively.

64/09 Maxwell made clear the imperative of the Ramblers becoming a more diverse organisation.

CHILDREN AND VUNERABLE ADULTS POLICY

65/09 The Board approved the policy, subject to adding the correct wording for Scottish legislation and Scottish social services and contact information.

POLICY STATEMENTS REQUIRED BY FUNDERS

66/09 The Board approved the equal opportunities policy for beneficiaries.

67/09 The Board approved the Environmental Policy, subject to amending the wording on bullet point 5 to read "Seek to minimise waste production in all areas of the organisation and aim for waste-free processes".

ALLIED ORGANISATIONS

68/09 The Board approved the paper, subject to Council for National Parks, reading Campaigns for National Parks; and Transport 2000, reading Campaign for Better Transport. The Board noted that a fuller review will take place next year.

BOARD OF TRUSTEES' SELF-APPRAISAL

69/09 The Board listed its feedback from the past year on a flip chart. The Board agreed that these comments would be taken to the Strategy & Governance Sub-Committee to compare with the previous year, and to see if there were any actions arising.

FUTURE BOARD MEETINGS

70/09 The Board agreed to approve the future dates at the next Board Meeting. The Board requested a review of the dates for 2010/11 to ensure they do not fall on 30 May, when Get Walking Day takes place.

DEVOLUTION AGREEMENT SCOTLAND

71/09 The Chief Executive reported that no progress had been made, and a further report would follow at the next meeting.

ITEMS FOR INFORMATION

SCOTTISH CONVENER'S REPORT

72/09 The Board noted the Scottish Convener's Report.

RAMBLERS CYMRU CHAIRMAN'S REPORT

73/09 The Board noted the Ramblers Cymru Chair Report

NATIONAL TRUST ANNUAL REPORT

74/09 The Board noted the excellent annual report from our appointee on the National Trust Council, Annette Cotter, and sent its thanks and best wishes to Annette.

UPDATED STAFF TELEPHONE LIST

75/09 The Board noted the updated telephone list.

ROLLING AGENDA

76/09 The Board noted that some of the information can now be deleted.

EVENT DIARY

77/09 The Board noted that this needed amending.

ANY OTHER BUSINESS

78/09 The Board thanked Denis Fuller, Kate Gocher, Alison Mitchell, Brian Reader, Ian White and Ron Williams, who were standing down at General Council, for their service on the Board.

79/09 The Board and staff also thanked Kate Ashbrook, who was nearing the end of her three-year period as Chairman, for her leadership over this period.

DETAILS OF NEXT MEETING

80/09 The Board noted that the next meeting will take place on 7 March 2009 by teleconference. This will cover the motions for General Council.

THIS ENDED THE BUSINESS