

MINUTES OF 2020 AGM

MINUTES OF THE ANNUAL GENERAL MEETING OF GENERAL COUNCIL HELD ONLINE AT 5PM ON 15 SEPTEMBER 2020

The meeting was held on Zoom with Kate Ashbrook (chair) and Michael Penny (honorary treasurer) in the Ramblers' office at Camelford House.

1 WELCOME AND INTRODUCTION

Kate Ashbrook welcomed members to the web stream meeting and explained the background to the decision to hold the meeting in this format which had been set out in the notice.

This had been based on general advice from Companies House and the Charity Commission and professional legal advice. The board wished to ensure that Council members were able to exercise their legal rights and the Ramblers is compliant with charity and company law.

The board acknowledges the continued difficulties for Areas and Groups as they grapple with the same issues as approach their own AGMs, and volunteers are invited to refer to advice on the volunteer pages of our website or contact the Area support team directly.

Kate said that she was sad that Council was not able to debate motions this year but looked forward to returning to a more normal format next year. Next year's meeting will be a one-day event on Saturday 17 April at the NEC Birmingham, and arrangements will be announced later in the year.

Proxy votes & quorum

Kate said that the proxy voting process had been handled by Mi-Voice, a leading provider of electoral services whose clients include charities, universities, unions and political parties. The results of each vote were independently verified and the voting return provided by Mi-Voice will be published with the minutes on the General Council web page after the meeting.

She confirmed that 103 out of 147 eligible Council members appointed a proxy (70% turnout) reaching the required quorum of 53. Those Council members who returned proxy forms would be listed as attending this meeting, rather than those who joined online.

Kate explained that voting on resolutions at the AGM was normally carried out by a show of hands (except for the trustee ballot) unless a poll is demanded. Under article 21.1 a poll may be demanded by the chair or by at least two Council members present. Given the revised format of this meeting, the procedure at this meeting was that the chair would demand that voting be undertaken by way of a poll in respect of each separate resolution, and then the proxy votes held by the chair would be formally cast, counted and announced against each resolution.

Highlights of the year

Kate noted that the annual report contains details of our activities until September 2019 and highlighted a few of the successes of the current year.

In the last year, while the pandemic and lockdown have had an impact on our activities, we know that many people have discovered more about local paths and access, and this has been a great opportunity to find new members and supporters. Our summer Feel More campaign celebrated the freedom to enjoy walking and generated a positive response and generated new members.

Our Don't Lose Your Way project was going well and we have identified over 40,000 miles of unrecorded paths in England and Wales, and we will be publishing a map in October. Ramblers Scotland's Mapping Scotland's Paths project was uncovering hundreds of lost paths in the central belt. In Wales we have completed the waymarking of the Cambrian Way and helped to win additional funding for the rights of way improvement plans.

While some of our campaign activity has been curtailed by the pandemic, including Britain's Best Walking Neighbourhood, the advocacy team has dealt with over 2,200 enquires in the last year. We have been successfully lobbying on the Agriculture and Environment Bills and are launching our access to green spaces campaign this week. A new local advocacy review group of volunteers and staff has been formed to develop advice and guidance on campaigning for paths, lobbying local authorities and how to oppose path diversions.

In January our chief executive Van Griffiths left the organisation. During her three-year tenure, Van did a lot of work to revitalise the organisation and made significant improvements to our communications internally and externally. In February we welcomed Tanya Curry as our interim chief executive and she has done a great job over the recent difficult period.

2 APPROVAL OF MINUTES OF 2019 AGM

Council approved the minutes of the 2019 AGM (78 for, 0 against, 25 abstentions).

On behalf of Council, Kate thanked Janet Davies for her continued long service to the Ramblers as volunteer minute taker at our annual meetings.

3 ANNUAL REPORT AND ACCOUNTS

Michael Penny presented the annual report and accounts for the year ending September 2019 which are available on the Ramblers' website.

In the year to September 2019 the charity's total income was £10.7m, down £3.4m from the previous financial year. This was in part due to the £2.3m received from People's Postcode Lottery (PPL) in 2018/19 compared to £5.3m in the 2017/18 financial year. Expenditure was £11.3m, an increase of £1.2m from the previous year as we increased our activities using the funds received from PPL. This resulted in a net deficit of £660k for the year.

In terms of income, membership and gift aid (£3.5m) and legacies (£1.3m) remained two of our highest core income generators. PPL income was £2.3 compared to £5.3 in the previous year, reflecting the timing of lottery ticket sales and the differing alignment of the organisations' financial years.

At the year-end our reserves were £11.3m compared to £11.9m in the previous year, of which total free reserves were £1.9m. Looking at questions raised regarding the accounts I recognise the definition of the different types of reserves can be confusing and we will look to see how we can clarify the definition of reserves in next year's accounts.

While the Ramblers ended the 2019 financial year in good financial health, Michael said that

a year has now passed and, as for many charities and membership organisations, we are facing new financial challenges.

At the start of 2020 we saw growth in membership but the advent of lockdown saw a subsequent fall in membership numbers. However, since the easing of lockdown we have now seen a return to membership growth with an increase in July and August as group walks restarted and our membership campaigning kicked in.

While we expect to end this financial year to September 2020 in good shape, we will start next year with our membership around 5,000 lower than budgeted for in the business plan and there will be challenges and significant uncertainties to navigate. The board of trustees and senior leadership team are mindful of the need to prepare for different eventualities and maintain strong financial controls.

Michael closed by expressing his thanks to the staff finance team and to all the Area and Group treasurers and volunteers without whose help we could not manage our finances.

4 APPOINTMENT OF AUDITOR

Michael Penny said that Crowe U.K. LLP has been our auditor since 2010 and continues to provide good service and support.

Council passed the resolution to reappoint Crowe U.K LLP for the next year and to authorise the board of trustees to fix their remuneration (99 for, 1 against, 3 abstentions).

5 APPOINTMENT OF PRESIDENT

Council passed the resolution to reappoint Stuart Maconie as president for a fourth one-year term (101 for, 0 against, 2 abstentions).

Kate said that she was delighted that Stuart, who had joined the webcast, had wished to stay as our president for another year. Over the last year his support for the Ramblers has included several media appearances and the presentation of our Britain's Best Walking Neighbourhood awards at the Westminster reception.

6 APPOINTMENT OF VICE PRESIDENTS

Kate reported with great sadness that our vice president John Foster died this summer.

The following past presidents automatically remain vice presidents: Kate Ashbrook, Andrew Bennett, Julia Bradbury, Chris Hall, Mike Harding, Chris Smith, Janet Street-Porter.

Council passed the resolution to reappoint the following vice presidents en bloc for a one-year (100 for, 1 against, 2 abstentions): Sir Richard Lloyd Jones, Jonathan Kipling, Cath MacKay, Alan Mattingly, Dave Morris, Malcolm Petyt, Brian Reader, Paddy Tipping and Keith Wadd.

7 ELECTION OF MOTIONS REVIEW COMMITTEE MEMBERS

This year there were five candidates nominated to fill five vacancies for the motions review committee and therefore a competitive ballot was not required.

Council passed the resolution to elect the five members of the motions review committee en bloc for a one-year term (101 for, 0 against, 2 abstentions). They were John Esslemont, Elizabeth Lawie, Gwyn Lewis, Sylvia Popham and John Wainwright.

8 ELECTION OF TRUSTEES

This year there were six candidates for three vacancies for ordinary members of the board of trustees each serving a three-year term beginning on 15 September 2020.

Kate thanked the candidates for bearing with us during the postponement of the ballot and under the current circumstances when it was not possible to hold our usual hustings which, although not part of the formal process, is a popular part of General Council.

Council members passed the resolution to elect three ordinary members of the board of trustees (93 for, 0 against, 10 abstentions). Pursuant to this resolution, the votes cast for each candidate were:

1. Rebecca Dawson	75	Elected
2. Helen Tranter	55	Elected
3. Richard May	53	Elected
4. John Ireland	46	
5. Mark Brumwell	43	
6. Lucy Dalton	18	

On behalf of Council, Kate thanked the two retiring trustees – Aynsley Jardin and Paul Rhodes – as well as Jay Wilson who had stood down as the Ramblers Scotland appointed trustee in April.

9 OPEN MOTIONS 2014 – 2019: REPORT ON ACTIONS

As it is not possible to have a meaningful discussion of the board's recommendations at this meeting the report will be carried over for consideration at the 2021 AGM.

10 2020 MOTIONS

Kate said that the debating of motions submitted by Areas traditionally forms a substantial part of the General Council meeting, a process that is not able to replicate in the current circumstances. On that basis, the board of trustees decided that all nine motions submitted for debate this year should be remitted to the board.

The board will review each motion and prepare a response which will be published by 16 October at which point the board will also look at other opportunities for online discussion and engagement of motions with Council members. Areas will then be free to decide if they wish to resubmit a motion for discussion in 2021.

11 OUR COMMITMENT TO SAFEGUARDING

The Charity Commission has updated its safeguarding guidance for charities and therefore the Ramblers needs to review its practices against the standards set by the Charity Commission and NCVO. It is likely that this review will mean changes and improvements to our policies and procedures.

Volunteers are being sought for a new working group of staff and volunteers to review the updated guidance and make recommendations. Anyone interested should contact Victoria Dickinson, Head of volunteering development by 22 September.

12 CLOSING REMARKS

Concluding the formal business of this year's AGM, Kate said that Ramblers had never

been more needed than now, as we campaign for our freedoms to enjoy the fresh air in troubled times. She thanked everyone who had joined the web stream and/or participated by appointing a proxy for their understanding that it was not possible to hold the usual meeting this year. Kate expressed thanks to staff, trustees and volunteers for their commitment, hard work and support, especially over the last few months.

The minutes of this meeting, with responses to questions received, along with the 2020 motions report from the board of trustees, will be published no later than 16 October.

The meeting closed at 5.40pm.

Council member - attendance list

For the formal purposes of this meeting, those individuals who returned proxy forms are the Council members in attendance.

Roger	Abel	Area Council member	Dorothy	King	Area Council member
George	Allingham	Area Council member	Stuart	King	Area Council member
Jeanette	Allingham	Area Council member	Zak	Kipling	Area Council member
Richard	Anderson	Area Council member	Jonathan	Kipling	Vice President
John	Andrews	Area Council member	Mike	Knipe	Area Council member
Judith	Anson	Area Council member	Marika	Kovacs	Area Council member
Kate	Ashbrook	Trustee	Elizabeth	Lawie	MRC member
Alan	Austin	Area Council member	Arthur	Lee	Area Council member
Roger	Bangs	Area Council member	Gwyn	Lewis	MRC member
Ros	Bellamy	Area Council member	Sir Richard	Lloyd Jones	Vice President
Martin	Bennett	Area Council member	Cath	Mackay	Vice President
Jonathan	Bergwerk	Trustee	Philip	Marson	Area Council member
Neville	Bester	Area Council member	Holly	Matthews	Area Council member
Clare	Bonnick	National affiliate member	Richard	May	Trustee
James	Brett	Area Council member	Malcolm	McDonnell	Trustee
Glenda	Brindle	Area Council member	Alison	Mitchell	Trustee
Thelma	Brown	Trustee	Geoff	Mullett	Area Council member
Stephen	Butterfield	Area Council member	James	Norris	Area Council member
Paula	Cannings	Area Council member	James	Parke	Area Council member
Peter	Carr	Area Council member	Michael	Penny	Trustee
Carole	Chandler	Area Council member	Allen	Pestell	Area Council member
Gwen	Chaney	Area Council member	Peter	Peter	Trustee
Sophie	Clissold-Lesser	Trustee	Malcolm	Petyt	Vice President
Michael	Counter	Area Council member	Owen	Plunkett	Area Council member
Barry	Creamer	Area Council member	Sylvia	Popham	MRC member
Karine	Davison	Area Council member	Fiona	Rawlings	Area Council member
Rebecca	Dawson	Trustee	Roland	Rawlings	Area Council member
Roy	Denney	Area Council member	Brian	Reader	Vice President
David	Dixon	Area Council member	Paul	Rhodes	Trustee
Stephen	Down	Area Council member	Jim	Riddell	Area Council member
Dick	Dunmore	Area Council member	David	Ryder	Area Council member
Pat	Endacott	Area Council member	Harry	Scott	Area Council member
John	Esslemont	MRC member	Patricia	Segui	Area Council member
Eric	Evans	Area Council member	Charles	Shepherd	Area Council member
Ronnie	Forbes	Trustee	Joanna	Slattery	Area Council member
Margaret	France	Area Council member	Caroline	Spalding	Area Council member
Ian	Fraser	Area Council member	Leslie	Stather	Area Council member
Peter	Gallagher	Area Council member	David	Sutton	Area Council member
Jane	Gay	Area Council member	Sandra	Sutton	Area Council member
Kate	Gocher	Area Council member	William	Tandy	Area Council member
Alan	Goffee	Area Council member	Paddy	Tipping	Vice President
Thomas	Halstead	Area Council member	Anne	Tryhorn	Area Council member
Alan	Hancox	Area Council member	Clare	Wadd	Area Council member
Dave	Hardaker	Area Council member	Keith	Wadd	Vice President
Bob	Hewett	Area Council member	John	Wainwright	MRC member
Chris	Hodgson	Trustee	Hugh	Wareing	Area Council member
Michele	Holden	Area Council member	Keith	Weller	Area Council member
Peter	James	Area Council member	Julian	White	Area Council member
Claire	James	Area Council member	Susan	Wilkinson	Area Council member
Aynsley	Jardin	Trustee	Roland	Wilson	Area Council member
Chris	Jones	Area Council member	Malcolm	Winstanley	Area Council member
Denise	Jones	Area Council member			