



## Minutes of the annual meeting of General Council, held at Robinson College, Cambridge, 28 – 29 March 2015

### Attendance list

\*denotes a member of Council (voter)

#### President

Kate Ashbrook\*

#### Vice-Presidents

Richard Lloyd Jones\*  
Cath MacKay\*  
Jerry Pearlman\*  
Malcolm Petyt\*  
Paddy Tipping\*  
Keith Wadd\*

#### Board of Trustees

##### Vice-chair

Naseem Akhtar \*

##### Honorary Treasurer

Robert Peel\*

Mike Church\*  
Moira Fraser\*  
Des Garrahan\*  
James Lawson\*  
Gwyn Lewis\*  
Alex Mannings\*  
Richard May\*  
Christine O'Byrne\*  
Paul Rhodes\*  
Richard Trueman\*

##### Agenda Committee

John Esslemont\*  
Liz Lawie\*  
Sylvia Popham\*  
Brian Reader\*  
Clare Wadd\*

#### Area Delegates

##### Avon

Kevin McNicholas\*  
Wayne McQuaig\*

##### Bedfordshire

Deborah Birch\*  
Christopher Moss\*

##### Berkshire

Ali Melabie\*  
Lee Pattison\*

##### Buckinghamshire, Milton Keynes & West

Middlesex  
John Elfes\*  
John Wainwright\*

##### Carmarthenshire

Geoffrey Williams\*

##### Ceredigion

Chris Hodgson\*

##### Cheshire East

John Edwards\*  
Colin Finlayson\*

##### Clydesdale to Solway

John Cooper\*  
Ann Rankin\*

##### Cornwall

Graham Ronan\*  
Sylvia Ronan\*

#### Derbyshire

Ange Dunlop\*  
Carol Shiers\*

#### Devon

David Hinchliffe\*  
Robert Woolcott\*

#### Dorset

Margaret Kettlewell\*  
Jan Wardell\*

#### East Yorkshire & Derwent

Peter Ayling\*  
Roy Hunt\*

#### Essex

Alan Goffee\*  
Mags Hobby\*  
Hilary Snell\*

#### Forth Valley, Fife & Tayside

John Andrews\*  
Mike Gray\*

#### Glamorgan

Allan Harrison\*  
Christine Harrison\*

#### Gloucestershire

Ray Chaney\*  
Richard Holmes\*

#### Grampian

Jane Catto\*

Alison Mitchell\*

**Greater Manchester & High Peak**

Salle Dare\*  
John Ireland\*

**Hampshire**

Alan Marlow\*  
Owen Plunkett\*  
Phil Wood\*

**Herefordshire**

Marika Kovacs\*  
Arthur Lee\*

**Hertfordshire & North Middlesex**

Norman Jones\*  
Sarah Lea\*

**Highland & Islands**

Vic Royce\*

**Inner London**

Jeanette Grose\*  
Phil Marson\*  
Dominic Pinto\*

**Isle of Wight**

Pam Dana\*  
John Hague\*

**Kent**

Alison Hargreaves\*  
Bill Ripper\*

**Lake District**

Charlie Shepherd\*

**Leicestershire & Rutland**

Roy Denney\*  
Stan Warren\*

**Lincolnshire**

Geoff Mullett\*  
Stuart Parker\*

**Lothian & Borders**

Margaret Granger\*  
Sandy Janas\*

**Merseyside & West Cheshire**

Dave Beacher\*  
Dave Callan\*

**Mid Lancashire**

David Kelly\*  
Kevin Matthews\*

**Norfolk**

Peter James\*  
Ian Mitchell\*

**Northamptonshire**

Andrew Knapman\*  
Joy Tripp\*

**North & Mid Cheshire**

Jan Cooper\*  
Cath Thomas\*

**North East Lancashire**

Susan Baxendale\*  
Michael Counter\*

**North Strathclyde**

Eleanor Peacock\*  
Barry Pottle\*

**Northumbria**

Richard Fletcher\*  
Penny Ford\*

**North Yorkshire & South Durham**

John Marshall\*

**North Wales**

Gerald Moss\*  
Joanna Slattery\*

**Nottinghamshire**

Jenny Fillingham\*  
David Hunt\*

**Oxfordshire**

Dave Cavanagh\*  
Joan Clark\*

**Pembrokeshire**

George Allingham\*

Jeanette Allingham\*

**Renfrewshire, Cowal & Bute**

David Gilmartin\*  
Roy Keenan\*

**Shropshire**

Trevor Allison\*  
Peter Carr\*

**Somerset**

Roger Conway\*  
Leslie Stather\*

**South Yorkshire & NE Derbyshire (SYNED)**

Jeremy Kenyon\*  
Allen Pestell\*

**South West Scotland**

No delegation this year

**Staffordshire**

Graham Evans\*  
George Greensides\*

**Suffolk**

Jan Palmer\*  
Roley Wilson\*

**Surrey**

Graham Butler\*  
Basil Minor\*  
Rodney Whitaker\*

**Sussex**

Clive Grumett\*  
Anne Parker\*

**Warwickshire**

Bill Burton\*  
Andy Page\*

**West Riding**

Martin Bennett\*  
David Gibson\*

**Wiltshire & Swindon**

Grahame Lee\*  
Judith Hible\*

**Worcestershire**  
David Lloyd-Jones\*  
Peter Wright\*

**Affiliated national organisations**

**Long Distance Walkers Association**  
Paul Lawrence\*

**Ramblers Holidays Ltd.**  
Annette Cotter\*

**Red Rope**  
Don Kinnibrugh\*

**Visitors (non-voting observers)**

**Avon**  
Laura West  
Tania Young

**Buckinghamshire, Milton Keynes & West Middlesex**  
Gail Dunn

**Cambs & Peterborough**  
Katherine Ireson

**Cornwall**  
Phil Best  
Peter Holloway  
Donna Keverne

**Derbyshire**  
Keith Shiers

**Devon**  
James Baldwin  
Tessa Smith

**Dorset**  
Kate Gocher  
Mike Heckford

**East Yorkshire & Derwent**  
Tom Halstead (GC2016 area organiser)  
Ian Reavill

**Gloucestershire**  
Bernard Gill

**Hampshire**  
Alan Mather  
Margaret Mathieson

**Hertfordshire & North Middlesex**  
Rebecca Dawson  
Martin Shaw

**Inner London**  
Elspeth Cox

**Isle of Wight**  
David Howarth (fringe presenter)  
Michael Slater (fringe presenter)

**Kent**  
John Grace (fringe presenter)  
Doris Ripper  
Les Preston (fringe presenter)

**Leicestershire & Rutland**  
John Howells

**Merseyside & West Cheshire**  
Margaret Hems

**North Strathclyde**  
Karine Davison

**Northumbria**  
Ian Tait

**North Wales**  
Max Grant  
Alan Norton  
Kevin Slattery

**Nottinghamshire**  
Judith Anson  
Rod Fillingham  
Christopher Sweetman  
Chris Thompson

**Oxfordshire**  
Rosemary Clegg  
Susan Maguire

**Shropshire**  
Audrey Menhenick  
**South Yorkshire & NE Derbyshire (SYNED)**  
Raj Joshi

**Staffordshire**  
Lee Fawcett  
Harry Scott

**Surrey**  
Damian Wheeler

**Sussex**  
Graham Elvey  
Malcolm McDonnell  
Lionel Pringle

**Warwickshire**  
Chris Noonan

**West Riding**  
Stephen Noble  
Elizabeth Snow

**Long Distance Walkers Association**  
Katie Hunt

**Ramblers Holidays Ltd.**  
Bill Cooper  
Tony Maniscalco  
Theresa Milton

**Red Rope**  
Adrian Jones

### **Guests**

Donald Ritchie (consultant,  
governance review)  
Diane Davies  
(WCEC/Governance  
Review Working Group)

### **European Ramblers Association**

Lis Nielsen

### **Ramblers Holidays Charitable Trust**

Mavis Rear  
Peter Skipp

### **Other visitors**

Bernice Pearlman

### **Cambridgeshire & Peterborough event volunteers**

Patricia Aarseth  
Susan Bradley  
Janet Cartwright

Marja Dolby  
Stan Dolby  
Brian Foster  
Steve Horner  
Janet Moreton  
Roger Moreton  
Josie Murray  
Janice Sutton

### **Capital Walkers volunteers**

Alistair Hobbs  
Lil McFetridge  
Jane Martin  
Teri Moore  
Mary O'Leary  
Francoise Petre  
Caroline Wall

### **Staff**

Victoria Armitage  
Simon Barnett  
Arry Beresford-Webb  
Dan Brett-Schneider  
Janine Chamberlain

Angela Charlton  
Jane Chapman  
Ellie Clewlow  
Richard Colwill  
Susie Corfield  
Liz Cronin  
Janet Davis  
Jess Dolan  
Tom Fewins  
Joe Fitzpatrick  
Brian Hodges  
Sarah Gardner  
Pam Gheerow  
Christine Grant  
Clara Jones  
Andrew Milward  
Helen Mthiyane  
Nicky Philpott  
Hazel Robinson  
Emily Shaw  
Benedict Southworth  
Paul Strong  
Caroline Wheeler  
Mariusz Wilczynski

## **1 INTRODUCTION SESSION**

### **1.1 Opening remarks and welcome, Naseem Akhtar, Ramblers Vice-chair**

The Vice-chair opened the meeting, thanked delegates for attending and gave the Chair's apologies for absence owing to ill-health. She explained that she would be chairing General Council in his place.

1.2 She hoped that Council would bear with her as she did so, being a comparative newcomer, unfamiliar with Ramblers history and traditions. She had only joined the organisation seven years ago through the *Get Walking, Keep Walking* project. Through that she had done so much and visited so many places and would not be here today but for *Get Walking, Keep Walking*, for which she was profoundly grateful.

### **1.3 Address by Lis Nielsen, European Ramblers Association (ERA)**

Lis Nielsen of the ERA had been invited to address General Council as part of the Ramblers' 80<sup>th</sup> anniversary celebrations. She said that it was a great pleasure to have been invited.

1.4 She said that she attended meetings all over Europe, and explained that the ERA now represented more than 3 million walkers, although of course, the actual number of people who walked for pleasure was ten times more than that. It was a booming activity all over the continent: Albania was due to join the ERA in September and the Ukraine had some marvellous walking trails, with huge potential for development.

- 1.5 The ERA was a big walking family, established in the 1960s. It provided the opportunity to meet neighbours, and for the development of long-distance trails, linking up existing trails across borders. It was now possible to walk all the way from the North Cape in Norway almost to Sicily on a single trail—about 8,000km. Those in GB were being looked at again, with the help of Alison Mitchell from Ramblers Scotland who was presently the ERA treasurer. The need now was to improve the quality of the routes through better maintenance since it was easier to get the money for new routes than for looking after those already in existence. As part of this a certification process was being introduced which would help to guarantee the quality of the experience of using the trails.
- 1.6 The last pan-European event had been Eurorando 2010-11 in which 64,500 walkers had participated, although sadly not in GB. It was hoped that the 2016 event could encompass GB. The theme for the event would be ‘energy’. Events would take place all over Europe at the same time and the aim was for 100,000 participants, with a final walk in Sweden on 10–17 September 2016. Information was available on the ERA website.
- 1.7 Lis finished by saying that there is growing interest in a World Trails Network, with much enthusiasm being shown by countries in south-east Asia, in particular South Korea. There was no tradition of such trails there but they were being developed, and there was much which Europe could learn from their efforts.

## **2 APOLOGIES FOR ABSENCE**

Apologies for absence had been received from Jonathan Kipling (chair of the Board of Trustees), Andy Rogers (trustee), Andrew Bennett (Vice-president), Jo Bird (North Yorks & South Durham area delegate) and Chris Hall (Vice-president). The vice chair also reported the recent sudden death of Denis Holmes, Surrey area delegate and chair of Surrey area for many years.

## **3 APPOINTMENT OF TELLERS**

Tellers: Janet Cartwright, Jane Martin, Lil McFetridge, Teri Moore, Mary O’Leary and Caroline Wall.

Timekeepers: Alistair Hobbs and Francoise Petre.

## **4 MINUTES OF GENERAL COUNCIL 2014**

The minutes were approved by Council, and the vice-chair was authorised to sign them as a correct record.

## **5 AGENDA COMMITTEE REPORT**

Council noted a report from the Agenda Committee which had met to consider the motions and amendments, and the order in which they should be debated. Brian Reader, the Chair of the Agenda Committee, spoke briefly to the paper, stressing that when the Agenda Committee met it made its decisions based on the best interests of General Council and Ramblers as a whole, not on personal opinions. He also added that there had been an appeal against one of the committee’s decisions by South Yorks and NE Derbyshire area which the committee had accepted. He finished by saying that

there were likely to be vacancies on the Agenda Committee in 2016, and he urged delegates to consider standing for election.

## **6 REVIEW OF ACTIONS TAKEN TO IMPLEMENT 2014 MOTIONS AND OUTSTANDING MOTIONS FROM PREVIOUS YEARS**

- 6.1 Council noted the report of this review. There were no questions or comments from the floor.
- 6.2 General Council delegates had been provided with the opportunity before the meeting to ask questions based on review of actions on previous motions. Answers were provided in writing at the start of the meeting. Please see the appendix.

## **7 ANNUAL REPORT AND ACCOUNTS**

- 7.1 Robert Peel, Honorary Treasurer, gave a presentation, *the financial landscape*. At his last General Council as treasurer he was pleased to be able to report a very satisfactory financial position, and that during the last financial year the organisation had spent less than it had received. The aim in general was for a balanced budget on core activities. The budget had allowed for a deficit of £56K and the actual deficit had amounted to £82K, largely because additional income had fallen below expectation. In the overall scheme of things the Board was very satisfied with that outcome.
- 7.2 Although it had been a bumper year for legacies and the organisation couldn't manage without them, the most important source of income remained membership subscriptions and it was good to note that the downward trend in membership numbers seems to have now bottomed out.
- 7.3 There had been a £600,000 surplus which had been used in part to top up the pension fund deficit (£300,000), and also to top up the designated legal reserve (£50,000). The balance was now in an undesignated reserve set aside for a number of special projects.
- 7.4 The Treasurer said that in the present financial year the Board had budgeted to break even; the winter raffle results had proved disappointing, but expenditure had been reduced to compensate. A reduction in publishing costs had been achieved but had taken longer than expected so would be £40K over budget for the year.
- 7.5 The Treasurer finished by saying that as he left post, the Ramblers was in a sound financial position, with improved internal reporting and a strong financial team. He commended the accounts to the meeting. The Vice-chair thanked the Treasurer for his service.
- 7.6 General Council delegates were provided with the opportunity before the meeting to ask questions based on the annual report and accounts. Answers were provided in writing at the start of the meeting. (Please see the appendix)

The following points and questions on the Annual Report and Accounts were raised from the floor:

- 7.7 John Esslemont (Agenda Committee) said that he had submitted a list of errors and asked for confirmation that they would be amended. The Chief Executive confirmed this.

- 7.8 David Gibson (West Riding area) asked why only a limited number of members (25,335 as at 30 September 2014) had agreed to the guaranteed contribution of a sum not exceeding £1 in the event of the company winding up. Christine Grant, Director of Services and Company Secretary, explained that not all members had agreed to this on joining, and it was pointed out from the floor that long-standing members had not even been asked to agree to this on joining because they had joined before the organisation became a company limited by guarantee. Bill Burton (Warwickshire area) asked for an explanation of the guarantee, which was given by Christine Grant. Jenny Fillingham (Nottinghamshire area) asked what efforts were being made to make sure that new members did make this commitment in the future. Christine Grant said that more effort would be made to highlight this on membership forms.
- 7.9 Peter Ayling (East Yorkshire & Derwent area) asked what financial contribution the Ramblers made to the *Walking for Health* initiative. The Treasurer said that in 2013 it was £94,000.
- 7.10 Geoffrey Williams (Carmarthenshire area) said that there was a belief that if a member had not agreed to the £1 guarantee then they were not obliged to comply with the memorandum and articles. The Chief Executive said that this aspect of the debate had highlighted the wider issue that there was a failure to understand the charitable objectives, the code of conduct for volunteers and so on.
- 7.11 It was agreed that the Annual Report and Accounts for the year to 30 September 2014 be adopted.

## **8 ELECTION OF OFFICERS**

**President:** Kate Ashbrook

Proposed by Des Garrahan, and seconded by Robert Peel.

**Vice Presidents:**

The following **Past Presidents** automatically remain **Vice Presidents**:

Andrew Bennett, Julia Bradbury, Chris Hall, Mike Harding, Peter Melchett, Chris Smith, Janet Street-Porter.

The following **Vice Presidents** were proposed for election:

Geoff Eastwood, John Foster, David Grosz, Richard Lloyd Jones, Cath Mackay, Alan Mattingly, Jerry Pearlman, Malcolm Petyt, David Sharp, Paddy Tipping and Keith Wadd.

**Treasurer:** Alex Mannings

Proposed by Paul Carter and seconded by Elspeth Cox and Philip Marson.

All officers were elected overwhelmingly by Council.

## **9 APPOINTMENT OF AUDITORS**

The firm of Crowe Clark Whitehill was proposed by Des Garrahan, and seconded by Richard May, and agreed by Council.

## **10 ELECTION OF MEMBERS OF THE BOARD OF TRUSTEES AND CHAIRMAN**

10.1 The Chief Executive, Benedict Southworth, explained that the election of Alex Mannings as Treasurer, and the resignation of Andy Rogers from the Board of Trustees, both before the completion of their three-year terms, meant that there were now two additional vacancies on the Board of Trustees, one place for one year and one place for two years. Since this position had become known less than 28 days before the present meeting of General Council, in accordance with Standing Order A16, further nominations of persons to fill the vacancies would be accepted up until 7pm that evening, and the election would take place on Sunday morning. The election would be in two stages. Stage one would involve the election of three ordinary Board members from four candidates nominated prior to Council (one having withdrawn). Those candidates with the three highest votes would serve for a term of three years, and the losing candidate would be included in the second round of voting should any further nominations be received.

10.2 John Esslemont (Agenda Committee) raised a point of order on a matter of principle. He said that he understood that at least two nomination forms had been disallowed for procedural reasons, in one case because of there being no signature even though there is no specific requirement for a signature in Standing Orders. In the second case the rejection arose because the nominator had nominated more than one candidate which is not permitted under Standing Order A15. The candidates had sought to rectify these errors. He proposed the following to resolve that matter, and asked this be put to a vote:

A candidate who has submitted a nomination by the closing date specified in Standing Order A3 should be permitted to correct any errors; even if the corrected nomination is not received until AFTER the closing date. Furthermore Council should be asked to allow this year's contested nominations to stand should the candidates still wish to be considered for election.

10.3 Christine Grant, as Company Secretary, explained that she had the responsibility of checking nominations and that she was bound in good faith to abide by the Standing Orders. In the case involving no signature, the duly completed form had not been received by the due date and in the second case there was an unequivocal requirement not to nominate more than one person.

10.4 The Chief Executive pointed out as a matter of clarification that one of the nominations in question was for an individual Board member post and the other was for the position of Chair of the Board.

10.5 After debate, Kate Ashbrook, President, proposed that a vote should be taken on whether or not the issue which John Esslemont had raised was a matter of urgency. The vice-chair called for the tellers. There were 51 votes in favour of the proposal being considered as a matter of urgency, 65 against and 7 abstentions. The proposal was not therefore considered further.

## **ELECTION OF CHAIR**

10.6 It was proposed by Clare Wadd and seconded by Naseem Akhtar and Moira Fraser that Des Garrahan be elected as Chair of the Board of Trustees. Des Garrahan was duly elected.

## **ELECTIONS TO BOARD OF TRUSTEES**

10.7 On Sunday morning, following the first ballot, Moira Fraser (108 votes), Jeremy Kenyon (101 votes) and Mike Church (88 votes) were elected to serve for a term of three years. John Ireland (55 votes) went forward to the second ballot after which Roy Hunt (78 votes) was elected to serve for a term of 1 year (by agreement), and Teri Moore (77 votes) was elected to serve for a term of 2 years. Alison Mitchell (55 votes) and John Ireland (30 votes) were not elected.

## 11 AGENDA COMMITTEE

There was no election for membership of the Agenda Committee as there were five candidates and five positions available. The following persons would serve on the Agenda Committee:

John Esslemont, Elizabeth Lawie, Sylvia Popham, Brian Reader, Clare Wadd.

## 12 REVIEW OF THE YEAR, BENEDICT SOUTHWORTH, CHIEF EXECUTIVE

12.1 Benedict Southworth, Chief Executive, presented a review of the year. In doing so he thanked the retiring Chair, Vice-chair and Honorary Treasurer for all of their support. He said that 2015 was a year of anniversaries: the 80<sup>th</sup> anniversary of the founding of the Ramblers, the 50<sup>th</sup> anniversary of the creation of the Pennine Way and the 35<sup>th</sup> anniversary of Ramblers Cymru, but it was important not just to look back: anniversaries were also a time to look to future good times.

12.2 The Impact Report, the Annual Report and the Board Minutes all tell the story of the past year. It was a time of improvements, of using resources effectively, and of recruiting new members and supporters. An example of using resources effectively had been the simple matter of changing the weight of the paper used for *walk* magazine. That alone had saved £13,000.

12.3 Campaign and lobbying work was being increased with much talking to politicians. The Ramblers had a proud record of working to improve the walking infrastructure in communities, of establishing new places for people to walk and making sure that walkers' voices were heard. Yet we were working in a hostile environment with huge cuts in local and central government budgets. There was therefore a need to shore-up politicians' commitments to rights of way, access and countryside protection.

12.4 There was also a need to maintain public support and to present a clear analysis of the situation on the ground. This was why the Big Pathwatch would be so important, and big thanks were due to Ramblers Holidays Charitable Trust for their sponsorship of the project.

12.5 It was estimated that the Ramblers provided £1m of volunteer time in opening paths through practical work and in carrying out path inspections. This was a direct benefit to the public. Three more years' work with *Walking for Health* partners Macmillan Cancer Support had been guaranteed through £2.5m of funding. This was building on the enormous experience gained by Ramblers through the years of the *Get Walking, Keep Walking* project. The Ramblers was now the biggest provider of short health walks, and wanted to do more, reaching out into every community, and then to welcome into the wider Ramblers' family people who had started in those schemes.

12.6 The Ramblers supported its members to do the things they liked and to reap the rewards in terms of long and healthy lives. Most people now made contact with the Ramblers on-line and

we were ahead of the game in now having a website which was fully compatible with mobile devices.

12.7 During the past year there had been staff changes and re-organisation all designed to make the organisation better and more effective at what it does. There was recognition of the need to look after our members and volunteers. There was therefore a new members-only section of the website and we were improving how we supported volunteers through our new volunteer approach of which the Volunteer Development Days were part—these made sure that volunteers would get the most from their experience and that the Ramblers got the best from them.

12.8 We had previously promised branded merchandise, this had been worked on and would be launched in July via an on-line shop.

12.9 Benedict finished by saying that this rejuvenation of the organisation would continue and he was looking forward to more exciting work over the next ten years.

### **13 SECOND SESSION OF COUNCIL - GOVERNANCE CONSULTATION**

13.1 Donald Ritchie, the consultant responsible for analysing the responses to the recent governance survey, gave Council a presentation of the findings. He told Council there had been 780 responses, which he considered was a considerable achievement given the subject matter. Most responses had been from active volunteers. There had been a great number of comments to read. He considered the process had been conducted better than most of its kind but it was admittedly a long questionnaire and hard to complete. He said that there is likely to be a 'Trip Advisor' effect operating (i.e. more likely to receive feedback from those who are disgruntled). There had also been a lot of unsolicited contributions i.e. Areas and Groups had sent in comments directly to the office as well as completing the on-line form as requested. The findings had been presented to the governance working group.

13.2 The consultant highlighted the main findings of the survey. He said the responses had been generally in agreement that some changes to the Ramblers governance were needed. The respondents had agreed that the governance systems relating to Areas and the Board of Trustees were most in need of reform. Two thirds of respondents were in favour of the suggested Area reforms; the results were less conclusive on reforming General Council and the Board. There was a clear steer in favour of one member: one vote *but* there was a sizeable minority of approximately 15% opposed to it. Respondents were generally against forcing a 50:50 gender split on the Board with quotas, preferring a meritocracy.

13.3 He said that the overall challenge is to achieve the optimal governance structure for the delivery of the ten-year vision. The consultant said he believed structure was important, particularly at Area level, but some degree of 'live and let live' approach and flexibility could be incorporated to suit varying local circumstances.

13.4 Following his presentation, the consultant took questions from the floor.

## 14 MOTIONS

### Motions to General Council 2015

#### Constitutional Motions submitted

The following motion was proposed by Richard Trueman on behalf of the Board of Trustees, and seconded by Clare Wadd of the Agenda Committee.

#### [1] Special resolution

#### Change to articles to allow one member one vote for the election of Trustees

That the Articles of the Association be amended as follows:

That, conditional upon the passing of the ordinary resolution [2] below, the Articles of Association of the Association be amended as follows:

In Article 11.3 delete paragraph (c) and substitute new paragraph (c) as follows:

“To receive the declaration of the results of the election of the ordinary members of the Board of Trustees pursuant to Article 22.1(b);”

In Article 22.1:

- (i) in paragraph (b) delete:  
“Nine ordinary members elected by the General Council.”  
and substitute:  
“Nine ordinary members elected by the Individual Members, Affiliated National Organisations, Affiliated Local Organisations and Affiliated Overseas Organisations.”
- (ii) in paragraph (c) delete: “at” and substitute “with effect from” before “the immediately preceding Annual General Meeting”
- (iii) after “Standing Orders” insert “or (in the case of ordinary members of the Board of Trustees) with regulations made by the Board of Trustees in accordance with Article 22.14”.

In Article 22.3 delete “at which he was elected” and substitute “following his election”.

In Article 22.4:

- (i) in the first sentence delete “General Council” and substitute “Individual Members, Affiliated National Organisations, Affiliated Local Organisations and Affiliated Overseas Organisations”
- (ii) in the first sentence delete “at an Annual General Meeting” after “shall have the power”
- (iii) in the second sentence after “A person so elected shall hold office” insert “from the end of the Annual General Meeting following his election”

Insert new Article 22.14 as follows:

“Each Individual Member, Affiliated National Organisation, Affiliated Local Organisation and Affiliated Overseas Organisation shall have one vote for each vacancy in an ordinary member of the Board of Trustees to be filled in the election. The conduct of the election of ordinary members to take office from the Annual General Meeting in 2016 will be undertaken or overseen by an independent body appointed by the Board of Trustees. The procedures for the election of ordinary members of the Board of Trustees shall be set out in regulations made by the Board of Trustees. These regulations shall be binding on all Members and the Board of Trustees shall adopt such means as it thinks fit to bring these regulations to the notice of Members. No regulation shall contravene any of the provisions of the Articles or the Standing Orders.”

And that all variations and abrogation’s of the rights of the class of Council Members of the Association proposed to be made by the passing of this special resolution as set out in the Notice convening the Annual General Meeting of the General Council of the Association on 28 and 29 March 2015 be approved.

After debate, the proposer agreed, on behalf of the Board of Trustees, to withdraw the resolution with the intention of returning to issue at General Council 2016 once the procedures to allow one member one vote for the Board of Trustees had been re-examined.

## **[2] Ordinary resolution**

### **Change to standing orders to facilitate one member one vote for the election of Trustees**

That the Standing Orders of the Association be amended as follows:

In Standing Order A3:

- (i) delete  
“Ordinary members of the Board of Trustees to be elected in accordance with the provisions of Article 22.3;”
- (ii) delete:  
“Provisions regarding nominations for members of the Board of Trustees to be elected in accordance with the provision of Article 22.4 are given in Standing Order A16.”

In Standing Order A4(c) insert:

“Who, if elected, would take office” after “the Board of Trustees”.

In Standing Order A15 in the paragraph starting “Any member may only nominate or second” delete “at” and substitute “with effect from” before “an Annual General Meeting”.

Delete Standing Order A16.

Renumber Standing Order A17 as A16.

This resolution was withdrawn alongside special resolution [1] above.

## **Policy Motions submitted**

### **[3] Ramblers vision**

The following motion was proposed by Des Garrahan of the Board of Trustees and seconded by Paul Rhodes, also of the Board:

This General Council approves the vision and ten year strategic framework for Ramblers.

The following amendment was submitted by John Hague of Isle of Wight area, and accepted by the Board and by Council:

Insert at the end of the motion "subject to the following change(s):-

Amend the fourth paragraph on page 3 (Our mission) to read

'We will help create a world where society understands the benefits of walking for both recreation and shorter journeys, and where communities have easy access to high quality places to walk, from attractive urban areas to open spaces in the countryside.'

The following amendment was submitted by John Esslemont, Agenda Committee, and seconded by John Elfes, Buckinghamshire, Milton Keynes and West Middlesex area:

Insert at the end of the motion "subject to the following change(s):-

Replace "." at the end of the motion by ", subject to the following amendments:

page 2 3rd paragraph after the 'What we know' heading: replace 'to regularly walk outdoors' by 'to walk outdoors regularly';

page 3: replace 'create a world' by 'achieve a country';

page 5 paragraph 3: insert 'seek to' before 'expand' and change 'rediscover' to 'rediscovering';

page 5 paragraph 5: insert 'seek to' before 'increase'; change 'spaces' to 'space'; insert 'to' before 'ensure';

page 6: insert 'seek to' before 'ensure';

page 7 last paragraph: replace 'we'll' by 'we will';

page 9 2nd paragraph after the 'Standing together' heading: replace 'who' by 'which';

page 9 last paragraph: replace 'a member' by 'members';

page 11 paragraph 2: replace 'will fully participate' by 'will participate fully'

page 12 last paragraph: replace 'create' by 'achieve';

page 14 appendix 2: replace both occurrences of 'objectives' by 'objects'."

The amendment was lost.

The following amendment was submitted by Joanna Slattery on behalf of North Wales area, and accepted by the Board and by Council:

Insert at the end of the motion "subject to the following change(s):-

Page 4 para 2 – change "we will ensure" to "we want to ensure"

Page 5 para 4 – change "we'll ensure" to "we want to ensure"

The amended motion reads:

This General Council approves the vision and ten year strategic framework for Ramblers subject to the following changes:

Amend the fourth paragraph on page 3 (Our mission) to read

'We will help create a world where society understands the benefits of walking for both recreation and shorter journeys, and where communities have easy access to high quality places to walk, from attractive urban areas to open spaces in the countryside.'

Page 4 para 2 – change "we will ensure" to "we want to ensure"

Page 5 para 4 – change "we'll ensure" to "we want to ensure"

The amended motion was carried.

#### **[4] Governance consultation**

The following motion was submitted by South Yorkshire and NE Derbyshire area:

This General Council urges the Board of Trustees to suspend action on the new governance consultation to give all parts of Ramblers proper time to respond.

The Agenda Committee had decided to redraft the motion so that it read:

This General Council urges the Board of Trustees to extend the period of the new governance consultation to give all parts of the Ramblers proper time to respond.

South Yorkshire and NE Derbyshire area appealed against that decision, arguing that it greatly weakened the original meaning of the motion. The Agenda Committee had accepted the appeal, thereby restoring the original wording.

The following amendment was subsequently submitted by David Gadd on behalf of South Yorkshire & North East Derbyshire area and accepted by Council.

Replace text of the motion by

This General Council urges the Board of Trustees to suspend implementation of governance changes until there has been sufficient and proper consultation with all parts of Ramblers.

This amended motion was proposed by Alan Pestell of South Yorkshire and North East Derbyshire area, and seconded by Jeremy Kenyon of that area.

The following amendment was proposed by John Elfes, Buckinghamshire, Milton Keynes and West Middlesex area, and seconded by John Esslemont, Agenda Committee:

Add at end of motion:

Council requires that further consultation should include the gathering of evidence on a variety of possible approaches to governance, including retention of the present system, and that the trustees ensure that a genuine consensus is reached across Areas, Groups and interested individual members before making recommendations.

The amendment was lost.

The substantive motion therefore reads:

This General Council urges the Board of Trustees to suspend implementation of governance changes until there has been sufficient and proper consultation with all parts of Ramblers.

The motion was carried.

#### **[5] 80th anniversary congratulations**

The following motion was proposed by Allison Mitchel of Grampian area, and seconded by Jane Catto of that area:

This General Council is very pleased to accept the following message from Scottish Council: "The Scottish Council on behalf of the members in Scotland, send their best wishes and congratulations to their fellow members in England and Wales in their 80th year. It is hoped that during the coming 20 years, until the centenary, the Ramblers will be even more successful in all parts of the United Kingdom."

The motion was carried.

#### **[6] 2026 cut off date**

The following motion was proposed by Jerry Pearlman, vice president, and seconded by Joanna Slattery of North Wales area:

This General Council:

- i) expresses concern that the Board of Trustees has not responded positively or satisfactorily to the two resolutions adopted by General Council in 2014 calling for action to claim lost ways in England and Wales by the 2026 cut off date;
- ii) notes with concern that we are now more than half through the 26 year period for claiming the addition of public rights of way to Definitive Maps after which many such rights will be lost for ever;

iii) further notes that the Board of Trustees has not created a system for claiming such rights in a comprehensive manner.

Council therefore calls on the Board to create such a system and, with that objective in mind, calls for an urgent meeting of all Area Footpath Secretaries to be convened so that they can be reminded of methods of creating and adopting a system such as that recommended in the publication 'Rights of Way: Restoring the Network' by Bucks and Wadey or alternatively the project adopted by the Hampshire Local Access Forum. In addition every possible step should be taken to enthuse the whole membership to work towards claiming as many paths as possible in the time left.

The motion was carried.

## **[7] Fracking**

The following motion was proposed by Salle Dare of Greater Manchester and High Peak area and seconded by John Ireland of the area:

This General Council expresses surprise that the Ramblers nationally has no policy on fracking, unlike many other organisations concerned with protecting the countryside. Council therefore calls on the Board of Trustees to develop a coherent policy in consultation with members as soon as possible to protect the countryside and our access to it from the possible detrimental effects of fracking.

The following amendment was submitted by John Ireland on behalf of Greater Manchester and High Peak area, and accepted by Council:

Delete first sentence and amend second sentence so that motion now reads

This General Council calls on the Board of Trustees to develop a coherent policy in consultation with members as soon as possible to protect the countryside and our access to it from the possible detrimental effects of fracking.

The amended motion was carried.

**The following motions, which had not been put to a vote by the time specified on the agenda were, in accordance with Standing Order A7, remitted to the Board of Trustees:**

## **[8] Pedestrian safety in relation to bicycles [North Wales area]**

This General Council calls on the Board of Trustees to pursue making it obligatory to have a bell fitted to bicycles in order to increase the safety of pedestrians; and to do this by inputting into the Department for Transport's review of bicycle regulations.

Shropshire area had submitted the following amendment, which had been accepted by the proposers of the motion:

Add "(or other audible warning device)" after "bell" and add "at all times," after "bicycles".

The Agenda Committee had submitted the following amendment:

Replace everything after “pedestrians” by “. Council notes that the Department for Transport plans to undertake a consideration of the current rules on the fitment and use of bells and urges the Board to make representations to the Department.”

#### **[9] Rail crossings [Kent area]**

This General Council believes that all pedestrian rail crossings at grade earmarked for diversion or closure should be considered for objection by Ramblers unless evidence is shown that accidents at the crossing point in question have occurred since records have been kept.

### **15 VENUE FOR GENERAL COUNCIL IN 2016**

General Council 2016 would take place on 2 and 3 April 2016 at Derwent College, University of York.

### **16 INCOMING CHAIR’S REMARKS**

16.1 The newly elected chair, Des Garrahan, addressed Council. He said that Evelyn Waugh wrote that change is the only evidence of life. If that was the case then the Ramblers must be alive because it was a time of many changes. He was pleased to be able to look around the hall and to see friends old and new and even members of his family. He thanked everyone for their congratulations on his election.

16.2 Special thanks were due to many others: to Brian Reader with his tremendous knowledge of the organisation for explaining the workings of the Ramblers—knowledge that had proved invaluable over this weekend; to Robert Peel whose work as treasurer would be a hard act for the new treasurer to follow, and to Naseem Akhtar. When Naseem had been persuaded to stand as vice-chair she had been assured she would never have to chair General Council! Naseem’s presence on the Board had been very important in showing that it wasn’t enough just to ask people to join the Ramblers: we need to be pro-active and to go out and find out what people want and to provide it.

16.3 Des also thanked the retiring Chair, Jonathan Kipling, who had shown both the passion and the perspective needed in that role. He had encouraged Des to keep a sense of perspective, and he would be missed.

16.4 Democracy was about choosing a person to blame and Des was quite happy to be that person. It was important though to remember where credit was due, and in particular Des thanked the highly professional, highly motivated staff for the stunningly good job they did from the top to the bottom of the organisation. But, of course, the mission was also enacted by volunteers of whom there are an estimated 25,000 out of a membership of 108,000. Volunteers are not just footpath secretaries—they are the people who organise medal routes in Scotland, family walking events in Wales, path maintenance teams and so on—and they are very happy to be able to do so.

16.5 Des added that as a member of Board of Trustees he had had the pleasure of meeting volunteers from all around the country from South Devon group with their brilliant Facebook page to Trevor Allison who has walked the entire rights of way network in Shropshire: it was people like Trevor who made the organisation what it is.

16.6 The Chair finished by showing a short video presentation of well-loved walks and places to explain why he loved the organisation so much and why he was proud to be its Chair.

## **17 VICE- CHAIR'S CLOSING REMARKS**

17.1 The Vice-chair drew proceedings to a close by thanking everyone who had helped make the weekend such a success—the volunteers from Cambridgeshire & Peterborough area and from the Capital Walkers, the tellers and scrutineers, the walk leaders, and Lis Nielsen from the ERA. She also thanked Jonathan Kipling for his work as Chair over the last three years; he had been greatly missed at this Council.

17.2 She had found chairing General Council a rewarding yet challenging experience and she had tried to do a good job on Jonathan's behalf. When he had started as Chair he said that members were saying "they've stolen our Ramblers", but Jonathan's efforts had changed that attitude and there was now a renewed focus across the organisation.

17.3 During her time on the Board, Naseem had realised that this was a beautiful country which should be protected, cherished and walked. Walking was the answer to many of society's ills and was a pill to be taken every day. In her own community there were few males over the age of 65 yet she visited Ramblers groups where there were 80 year-olds taking the minutes.

17.4 Naseem had come to the Ramblers through *Get Walking, Keep Walking* and had started to see bits of her neighbourhood which she didn't know. However, Ramblers still had much to learn about engaging with ethnic minorities because there were still few people from those communities involved with the organisation. Ramblers needed to change because the world was changing. It needed to change its offer and re-focus. No-one started with a desire to walk 20 miles a day, they started by just wanting to walk for half an hour. Ramblers needed to position itself so that it was the first organisation anyone thought of when it came to support for walking.

17.5 Naseem thanked everyone on the Board for all of the support they had given her, particularly Robert Peel. She also thanked Kate Ashbrook and Brian Reader, the latter for his great assistance over the course of General Council.

17.6 She concluded her thanks by expressing her pride in the new vision and wishing Des Garrahan and the Board every success in making Ramblers the "go to" organisation for addressing walking needs.

17.7 The President, Kate Ashbrook, thanked the Vice-chair for chairing General Council, and for all of her hard work over both the weekend and the preceding years. The remarks of the vice-chair, the new chair and the President were greeted with applause.

**THIS ENDED THE BUSINESS**

## GC2015 minutes

### Appendix

General Council 2015 questions and answers

#### **Part 1: Questions and answers on the annual report and accounts.**

General Council delegates are provided with the opportunity before the meeting to ask questions based on the annual report and accounts. Answers are provided in writing at the start of the meeting.

##### **1. Question submitted by Clare Wadd, Agenda Committee**

It's very reassuring to see a further £300,000 being designated into the pensions designated fund this year, bringing the total set aside to cover any financial commitment that may arise in the future to cover the shortfall in the assets of the multi-employer pension scheme (Pensions Trust) against its long-term liabilities to £650,000. Do the trustees intend to set aside any further funds this year, and what are the triggers that would lead them to buy out of the Pensions Trust scheme?

##### **Answer:**

The annual report (Note 23) details the share of the pension liabilities of the Pension Trust Growth plan to which Ramblers have an obligation based on the use of Pension Trust products to provide pensions for Ramblers employees. The commitment varies in value depending on financial market conditions but is approximately £1 million.

The commitment has arisen from the nature of the pension provision provided to staff, which includes a specific benefit. Since the time the pension arrangements were established, a number of employers have left the scheme, mortality rates have improved, and market conditions have generated an overall deficit which we are obligated to contribute to.

£1 million is a substantial sum for any organisation even if funds are available to pay such a sum. We have a healthy balance sheet with £4.85 million in unrestricted funds after our pension deficit of £650,000. However while the organisation seeks to expand and grow it is key to ensure that funds are not diverted unless necessary from operations.

Therefore, as opportunities arise to divert funds not immediately needed for operational growth, consideration as to whether they should be allocated to the fund will be made. The higher the fund the easier it is to potentially pay off the liability at a future date without impacting on other reserves that protect the organisation and enable growth.

Potential triggers for repayment of the whole debt would be:

- If the value of the commitment remains at approximately £1 million then the receipt of unplanned legacy or fundraising receipts not required for operational growth plans would trigger consideration as to whether we should use these to settle our commitment.
- If market conditions (investment values, interest rates etc) change and this

reduces the deficit value we may take to opportunity to settle the commitment as it will be less than currently anticipated.

The situation is subject to regular review by the Trustees.

**2. Question submitted by David Kelly, Mid Lancashire area**

- Last year income increased by nearly 10%, which was helped by good legacy income, that is admittedly unpredictable and erratic.
- On page 20 it shows Total Expenditure increased by 8% - from £7,650k to £8,293, whilst expenditure on Rights of Way decreased by 9% from £905k to £821k.
- Looking at page 28 the CO direct costs for rights of way has decreased from £605k to £574k and the allocated costs from £240k to £184.

It appears that CO reduction on rights of way expenditure is responsible for this change, which is unfortunate when local authorities are also cutting budgets for rights of way, but rights of way ought to be a main priority. Comments are sought.

**Answer:**

The reduction in expenditure on Rights of Way by £84,000 in 2013-2014 is principally due to the reduction in costs incurred in the pursuit of legal cases in the year, which accounts for £73,000 of this decrease.

The costs of legal action will always vary each year depending on the nature of the cases that the Ramblers support and timing of the progress through the legal system.

During 2013-2014- £88,000 was expended on strategic legal cases.

**3. Question submitted by John Esslemont, Council Member**

Re. annual report page 7

I note that (under the "Members of the charity" section) the number of guarantees has declined and remains substantially smaller than the total number of members. Are steps being taken to ensure that all members give such a guarantee, as would appear to be a requirement of the Memorandum of Association?

**Answer:**

Members of the charity guarantee to contribute an amount not exceeding £1 to the assets of the charity in the event of winding up. The total number of such guarantees from active members at 30 September 2014 was 25,335 (2013: 25,710). The number can vary as a result of the timing of membership renewals and leavers previously providing guarantees.

Members are required to indicate their acceptance of the Memorandum and Articles of association on all types of application forms, hardcopy and online.

**4. Question submitted by John Esslemont, Council Member**

Re. annual report page 12

Please explain what is meant by the phrase "supporter journey activities" under the "Data integrity" heading (and similar jargon in the first column on page 14: "supporter journey" and "volunteer journey").

**Answer:**

We are currently using the following definitions:

**Supporter journey and activities**

A **supporter** of the Ramblers is someone who has taken any action supporting the mission of the organisation. This includes members, donors, campaigners, volunteers, followers, advocates or a combination of these. By using this definition, we are adopting an inclusive view of 'support' and emphasising that we value all types of support regardless of type. It also allows us to develop a more holistic approach to our communications with supporters and facilitates the development of an engagement strategy as we seek to build and grow relationships with our supporters.

Our supporters come into the organisation through a number of touch points with the majority joining as members as a result of the variety of recruitment approaches. In order to build the relationships with our supporters and to deepen the engagement they have with us, and therefore achieve more as an organisation, we are mapping out an approach to these supporter communications.

This approach is known as the **supporter journey** and is a useful strategic framework to help us develop a full portfolio of options and opportunities to connect with supporters and meet their needs whilst achieving our organisational outcomes. The journey is a guide or a plan to building relationships but must be flexible and adaptable to supporter responses. It is a constantly evolving and developing approach with ongoing testing and review.

**Volunteer Journey**

This is defined on page 14 of the volunteer approach.

“the sequence of interactions that a volunteer has with the Ramblers, which can be considered in four phases: Attracting and recruiting; Supporting and developing; Recognising; Resigning, Replacing and reassigning”.

## **Part 2: Questions and answers on the review of motions**

General Council delegates are provided with the opportunity before the meeting to ask questions based on review of actions on previous motions. Answers are provided in writing at the start of the meeting.

### **1. Question submitted by John Esslemont, Council Member**

Re. 2013 Motion 12

The motion on reviewing the governance structure asked for an interim report by 31st December 2013, to include a list of all options considered and the rationale for dismissing some options. No such interim report was issued. The working group's consultation document did not list all options considered (or reasons for dismissing any options) and, indeed, only included the group's preferred options. It is considered by some that, as a result, the consultation questionnaire was biased towards the group's preferences. Does the Board of Trustees intend, however belatedly, to comply with this aspect of the 2013 motion, thereby allowing a more open debate to ensue?

#### **Answer:**

In line with article 11.5 of the articles the Board decided not to implement the motion as stated because it would not be in the best interests of the Association. In particular, because the timeline for an interim report by 31 December 2013 was seen as being too constricting.

Instead the Board asked a group of experienced volunteers, a governance working group, to come up with a set of ideas. The group operated under a terms of reference agreed by the Board and made available to members before General Council 2014.

Given the initial urgency the terms of reference asked the working group to come up with ideas and the means of implementing them.

The working group asked for feedback to help shape its ideas. The survey was not a vote. It was unfortunate that many members and volunteers had not been informed by their area that governance discussions were ongoing despite being discussed at General Council 2014, face to face discussions between area chairs/secretaries and the Chair and Chief Executive and several reminders.

Having examined the working group ideas the Board decided that there should be consultation on how they should be implemented. That process starts at General Council 2015 and will continue over the summer. The exception to this is the motion on the direct election of trustees by members.