

The Ramblers is looking for new trustees to help the charity grow and develop.

- *Are you enthusiastic about walking and protecting the places where we walk?*
- *Could you offer your time and skills to help us achieve our mission?*

The Ramblers helps everyone, everywhere, enjoy walking and protects the places we all love to walk. We are the only charity dedicated to looking after paths and green spaces, leading walks, opening up new places to explore and encouraging everyone to get outside and discover how walking boosts your health and your happiness.

Our trustees govern the Ramblers and direct how it is managed and run, on behalf of members. As a trustee, you will draw on your skills and experience to help shape the strategy for achieving our mission, ensure that the charity's resources are managed responsibly, and that we remain compliant with relevant laws and regulations.

The role of trustee carries significant responsibility and time commitment but is immensely rewarding. You will be contributing to ensuring the long-term stability and success of the Ramblers, and delivering our vision of a country where everyone enjoys the outdoors on foot and benefits from the experience.

This is an exciting time to join the board of trustees. The charity is undergoing a period of rapid transformation as we react to changes in our external and internal environments. The pandemic has accelerated the need for the Ramblers to adapt to new ways of working, volunteering and experiencing the outdoors on foot, and we are focused on investing for growth, and strengthening our capacity, capability and infrastructure to support our members, volunteers and the walking public in the long term.

As a new trustee, you'll receive support through trustee induction meetings, external training, and peer-to-peer mentoring to help you in your role.

If you would like help or further information about completing the nomination form or the election process, please contact Simon Kellas, governance manager, and he will be delighted to help. If you would like to discuss your application informally with me or any other current trustee, please don't hesitate to get in touch. **The deadline for receipt of nominations is 6 March 2021.**

You can contact us by emailing simon.kellas@ramblers.org.uk

Best wishes



Kate Ashbrook
Chair, Ramblers board of trustees

WHAT ARE WE LOOKING FOR?

This year there are a number of vacancies on the board of trustees, each beginning in April 2021.

- Chair – three-year term¹
- Honorary treasurer – three-year term²
- Ordinary member – three vacancies, each for a three year-term³
- Ordinary member – one vacancy for a one-year term⁴

We welcome applications from all parts of the membership in line with our values of being inclusive to all. The board recognises that having trustees with a variety of perspectives, experiences and skills can help to improve its effectiveness.

The board has indicated that the following skills, knowledge or experience are important to support the needs of the charity, and to deliver the objectives within our strategic framework and current business plan:

- Equality, diversity, and inclusion (EDI) in nature and the countryside
- Marketing and brand
- Income generation and fundraising
- Campaigning and policy

The board particularly encourages applications from members with a lived experience of black, Asian, minoritised ethnic, and LGBTQ+ communities to help us think through the strategic challenges for the Ramblers, and how we can become more welcoming to everyone. These experiences are currently under-represented on the board.

You can read the Ramblers 2020-2022 business plan and the 10-year strategic framework here at www.ramblers.org.uk/trustees2021.

Members of the General Council vote for the new trustees at the annual general meeting to be held in Birmingham on 17 April 2021. (NB Given the current circumstances, as you would expect, the board continues to keep arrangements for the AGM under review.)

¹ The current chair, Kate Ashbrook, will retire.

² The current honorary treasurer, Michael Penny, has served a three-year term and is eligible to stand for a second three-year term.

³ Three ordinary members have served a three-year term; two are eligible to stand for a second three-year term.

⁴ This vacancy has been caused by the early retirement of a serving trustee and represents the remaining period of that three-year term.

ABOUT THE BOARD OF TRUSTEES

The Ramblers is governed by a board of trustees, which comprises:

- A chair and an honorary treasurer – elected by the General Council
- Nine “ordinary” members – elected by General Council
- An appointee of Ramblers Cymru
- An appointee of Ramblers Scotland
- Up to two members co-opted by the board itself

The board appoints a vice chair from among the trustees.

The Charities Act 2011 defines charity trustees as those responsible under the charity's governing document for controlling the administration and management of the charity. The board of trustees must always act in the best interests of the Ramblers, exercising the same standard of duty of care that a prudent person would apply if looking after the affairs of someone for whom they have responsibility. The board of trustees must act as a group and not as individuals.

In addition to being a registered charity, the Ramblers is a company limited by guarantee, and our trustees are registered as directors at Companies House.

You can find more information about the board and current trustees at <http://www.ramblers.org.uk/about-us/how-we-are-run/about-the-board-of-trustees>.

Day-to-day management of the organisation is delegated to a senior leadership team led by the chief executive officer.

Time commitment

The board meets regularly throughout the year, normally at our London office, although video conference facilities are used when required, and are available for trustees who cannot attend in person. NB. At this time, all meetings are being held by video conference.

Trustees are also expected to attend the annual General Council meeting in April. (The board meeting calendar for 2021 is set out below.) Trustees may also be invited to participate in sub-committees or informal working groups. Trustees are encouraged to attend Area AGMs, and may be invited to attend other events or activities from time to time, on a voluntary basis, in addition to formal meetings.

This is a voluntary role and trustees receive no remuneration. Reasonable expenses can be claimed, in line with the Ramblers' expense policy, for attendance at board meetings and other events necessary for the fulfilment the trustee's duties.

Chair and honorary treasurer additional times

The positions of chair and honorary treasurer entail additional meetings and time in correspondence. The amount of time is difficult to predict but the postholders need to be able to be flexible and available at short notice if required.

		Approx. days per year
Board meetings:	The board normally meets around five times per year in our London office, with most meetings taking place in the late afternoon / early evening. In the current circumstances we have switched to shorter video conference meetings, with occasional additional meetings added where business demands. We expect to continue meeting by video conference for at least the first half of 2021 (see calendar below) and will review the pattern and format of meetings as circumstances allow.	3.5
General council:	Normally a full weekend event, including two shorter board meetings, and pre-/post-event travel, held in April at a different location each year.	2-2.5
Induction and training:	A full day meeting for new trustees, held at the at the Ramblers' offices in London. We also recommend attending an external one-day trustee training course.	2
Area AGMs:	Trustees are also invited to represent the board, subject to availability, at Area AGMs which normally run from November to March.	3-4
Committees and working groups:	Trustees may be invited, on a completely voluntary basis to join the finance and risk sub-committee or one of the shorter-term working groups which support staff on specific projects or activities.	2-4
Other	Time should also be allowed to read meeting papers (normally distributed one week in advance of meetings) and trustee-related communications by email and on our trustee intranet. Trustees may also be invited to join or attend other events/activities/meetings, on a voluntary basis.	2-3

2021 meeting dates

This calendar is shown for information – given the current circumstances it is possible that timings may change and additional meetings may be added. We will review the pattern and format of meetings later in the year as circumstances allow.

Meeting	Date	Time	Location
Board	27 January	5.30pm – 7.30pm	Video conference
Board	10 March	5.30pm – 7.30pm	Video conference
Trustee induction+	TBC	1pm – 5pm	Video conference
Board	26 May	5.30pm – 7.30pm	Video conference
Board	29 June	5.30pm – 7.30pm	Video conference
Board	29 September	5.30pm – 7.30pm	Video conference
Board	8 December	5.30pm – 7.30pm	Video conference

+ We will endeavour to find a convenient date and venue.

ROLE DESCRIPTION: TRUSTEE

This role description is applicable to all trustees, including the chair and honorary treasurer.

Our purpose

The Ramblers charitable purpose is laid out in our articles of association.

In brief, we will encourage or assist in: the provision and protection of foot paths and other public access, the protection and enhancement of the beauty of the countryside for public benefit, the provision of open-air recreational activities for social welfare, and the delivery of public education on access, conservation and the health benefits of outdoor activities.

Collective responsibilities

The role and responsibilities of trustees are governed by charity law. Further information is available from the Charity Commission, in particular *The Essential Trustee* publication.

Trustees of the Ramblers have a collective responsibility to:

Ensure good governance	Ensure the Ramblers is well governed, complies with its governing documents, charity / company law and any other relevant regulations.
Apply resources appropriately	Ensure the Ramblers applies its resources exclusively in pursuance of its objects, avoiding undue risk, and complying with any restrictions on spending funds, while ensuring financial stability.
Manage risk	Safeguard the good name, values, finances and resources of the Ramblers; ensuring that any risks are assessed and appropriate steps are taken to mitigate these.
Provide strategic leadership	Ensure the Ramblers pursues its objects, as defined in its governing document, by agreeing a long-term strategy, and setting an appropriate pace of delivery.
Manage performance	Ensure the Ramblers defines its goals and evaluates operational performance against agreed targets through delegated authority.
Make sound and collective decisions	Contribute actively to the board of trustees, ensuring that it reaches sound collective decisions, by preparing for board meetings, focussing on key issues, taking external advice when required, and providing insight or leading discussions where the trustee has specific expertise.
Delegate authority	Ensure proper arrangements are followed for the appointment, management and remuneration of the chief executive.
Be an ambassador	Act as an ambassador for the Ramblers. Promote its reputation and cause, and operate as a leader within the organisation.

Required behaviours and expectations

Collective Responsibility	Act proactively to discharge your legal duties and responsibilities as a trustee by monitoring the Ramblers finances, resources and performance and holding the chief executive and senior leadership team to account.
Commitment	Enthusiastically support the mission and values of the Ramblers and devote time and willingness to learn. Attend board meetings and prepare thoroughly, including reading the papers. Trustees should play an active

	part in board meetings, making use of their specific skills, knowledge or experiences where relevant.
Judgement	Objectively analyse information, evaluate risk and scrutinise financial performance. Trustees should be able to think creatively, and must use good, independent judgement when taking decisions.
Confidence	Confidently and constructively engage in discussions and influence decisions. Trustees should use appropriate techniques to challenge and advise, and be clear about their position on issues.
Cooperation	Build sound relationships and work collaboratively with other trustees, the senior leadership team, wider staff team, and volunteers.
Participation	Become actively involved with the Ramblers outside board meetings to further understanding of issues, and develop a rapport with senior leaders and volunteers. This could include attending additional meetings outside of the formal board cycle, Area AGMs, internal or external events, or other activities that arise from time to time.
Conduct	Abide by the trustee code of conduct. Listen to, and value, other people's opinions and needs, acting with an inclusive style.

In addition to the generic behaviours and expectations required by all trustees, trustees may have specific skills, knowledge or experience that help the board to reach sound decisions. To do this, trustees may lead discussions, identify key issues, provide guidance or advice.

ROLE DESCRIPTION: CHAIR OF THE BOARD OF TRUSTEES

This role description sets out the additional requirements for the chair over and above those for all trustees.

The role of the chair is to lead the board of trustees, ensuring that it fulfils its responsibilities for the governance of the organisation.

Main responsibilities

- Providing leadership and direction to the board of trustees and enabling the board to fulfil its responsibilities for the overall governance and strategic direction of the Ramblers.
- Ensuring that the Ramblers pursues its objects as defined in its governing document, charity law, company law and other relevant legislation/regulations.
- Working in partnership with the chief executive and supporting the employees, to ensure a positive and harmonious relationship between the board, staff, volunteers, members and other supporters of the Ramblers.
- Facilitating the board of trustees in stimulating excellent, well-rounded and carefully considered strategic decision-making
- Taking a leadership role in promoting the organisation, in partnership with the chief executive, internally and externally, including representing the organisation effectively to external stakeholders.
- Responsible for the chief executive's appraisal on behalf of the board.
- Chairing the annual general meeting of general council.
- Chairing the remuneration committee (ad hoc meetings).

The chair is also normally appointed as a non-executive director of Ramblers Enterprises Ltd (REL). REL board meetings are usually short and take place before trustee board meetings.

Time commitment

Undertaking the position of chair requires a significant time commitment. In addition to the normal trustee duties and time commitment, the chair may also be asked to attend other meetings to represent the Ramblers on behalf of the chief executive and the board. In addition to formal meetings there is regular consultation with the chief executive.

As one of the Ramblers' officers, the chair, along with the vice-chair and honorary treasurer, has a pivotal role in providing guidance, advice and direction to the chief executive.

The chair works closely with, and is supported by, the chief executive, vice-chair and governance manager who provides support to the chair in managing their Ramblers activities and commitments.

Person specification

- A confident and adaptable individual with experience of working with trustee boards, the chair will have a strong commitment to the aims, values and code of conduct of the Ramblers and be prepared to be an essential voice in the advocacy of its long term strategy.
- Experience of delivering a strategic vision for an organisation, with independent judgement and an analytical approach to the role which oversees a registered charity with a devolved structure and large membership.
- Understanding of the respective roles of chair and chief executive, and an ability to work effectively in supporting and overseeing the work of the chief executive.
- Ability to inspire both internal and external audiences about the Ramblers.
- Excellent inter-personal skills and sensitivity when dealing with others.

ROLE DESCRIPTION: HONORARY TREASURER

This role description sets out the additional requirements for the honorary treasurer over and above those for all trustees.

The role of honorary treasurer is to provide advice, guidance and reassurance on all aspects of the Ramblers' financial management and reporting.

Main responsibilities

- Guiding and advising the board in its role to oversee budgets, internal management accounts and financial statements.
- Leading in the board's duty to ensure that proper accounting records are kept, financial resources are properly controlled, invested and economically spent, in line with good governance, legal and regulatory requirements.
- Leading in the development and implementation of financial reserves, cost-management and investment policies.
- Advising the board on the financial implications of strategic plans and key assumptions, including the annual budget.
- Overseeing the charity's financial risk-management process.
- Reporting formally on the outcome of auditing matters to the board.
- Chairing the finance and operations committee (4 meetings per year).
- Presenting an update on the Ramblers' financial performance at general council.

The honorary treasurer is also normally appointed as a non-executive director of Ramblers Enterprises Ltd (REL). REL board meetings are usually short and take place before trustee board meetings.

Time commitment

Undertaking the position of honorary treasurer requires a reasonable time commitment. The honorary treasurer works closely with, and is supported by, the director of services, with whom there is regular consultation.

As one of the Ramblers' officers, the honorary treasurer, along with the chair and vice-chair, has a pivotal role in providing guidance, advice and direction to the director of services.

Person specification

- An experienced individual who can demonstrate knowledge and experience of finance ideally relevant to voluntary and community organisations, including charities SORP.
- Experience of strategic vision, independent judgement, and an analytical approach to the role which oversees a registered charity with an annual income of over £9.6 million.
- Proven ability to clearly communicate and explain financial information to non-finance people, including board members and other stakeholders.
- Ability to analyse proposals and examine their financial consequences, and prepared to make unpopular recommendations to the board.
- Willing to be available to director of services for advice and enquiries on an ad hoc basis.
- A strong commitment to the aims, values and code of conduct of the Ramblers; prepared to be an essential voice in the advocacy of its long term strategy.

HOW TO APPLY

1: Check if you meet the criteria

- A candidate for chair or an ordinary member vacancy must have been an individual member of the Ramblers for at least 12 consecutive months as of 6 March 2021.
- A candidate for the honorary treasurer vacancy must be an individual member of the Ramblers at the time of election at the AGM on 17 April 2021.

As well the eligibility criteria above, you must be at least 16 years old. You are prevented from acting as a trustee by law if you:

- have an unspent conviction for one or more of the following offences:
 - an offence involving dishonesty or deception
 - specified terrorism offences
 - a specified money laundering offence
 - specified bribery offences
 - the offence of contravening a Charity Commission Order or Direction
 - aiding attempting or abetting the above offences
- have an IVA, debt relief order and/or a bankruptcy order
- have been removed as a trustee in England, Scotland or Wales (by the Charity Commission or Office of the Scottish Charity Regulator)
- have been removed from being in the management or control of any body in Scotland (under relevant legislation)
- have been disqualified by the Charity Commission
- are a disqualified company director
- are a designated person for the purposes of anti-terrorism legislation
- are on the sex offenders register
- have been found in contempt of court for making (or causing to be made) a false statement

2: What you need to complete and submit

A completed nomination form signed by three proposers

- A candidate for any vacancy must be nominated by three people who have been members of the Ramblers for at least the last three years (as of 6 March 2021).
- A member may nominate only one candidate for election to the board of trustees. If a member has nominated more than one candidate then the only valid proposal form will be the first nomination form to be received. Therefore we recommend that you check with proposers that they have not nominated another member.
- Nominations must be in writing and include the signatures of the proposers and of the nominee, signifying consent to being nominated. Scanned signatures are acceptable.

Supporting statement

- Your statement will be published in the General Council meeting papers and must not exceed 250 words for each section (see form).
- Please use the statement to set out your case to potential voters, outlining your relevant experience gained within and outside the Ramblers, including what you believe you can bring to the board of trustees. You should consider those areas set out in the role descriptions where the board has identified a need to strengthen its expertise and skills. Please ensure that the statement is grammatically correct.

- Your statement will not be edited except to format it for inclusion in the papers for General Council. Please ensure that you do not exceed the word limit, as all words after the limit will be removed from the statement without any alteration or sense check of the remaining words. Handwritten statements will not be accepted.

Recent head and shoulders photo

- We also ask you to submit a recent head-and-shoulders photo (jpeg or similar format) which is published with your statement in the AGM election papers.

4: Submit

- The deadline for receipt of nominations is **Saturday 6 March 2021**. Nomination forms should be submitted by email to simon.kellas@ramblers.org.uk.
- The deadline will be strictly enforced to enable General Council papers to be completed and dispatched in a timely fashion. Early submission of nominations by email is encouraged as the General Council team will, time permitting, be able to assist by carrying out an initial check that the word count has not been exceeded and the signatures are in order, and advise you of any changes needed – including if a new nominator is needed because one has already nominated another candidate.
- We will confirm receipt of nominations so get in touch if you do not receive this.
- If you have any questions about the nomination form or process then please do not hesitate to contact simon.kellas@ramblers.org.uk at the earliest opportunity.

5: Next steps

- All nominations will be reviewed to ensure that both candidates and nominators meet the eligibility criteria, and that the nomination was received in time.
- If your nomination is valid, your name, supporting statement and photo will go forward to appear in the election papers for General Council.
- You will be invited, at our expense, to attend General Council on 17 April 2021.
- If there are more candidates than vacancies for any category of vacancy, hustings will be held and a ballot will be held. We will send you all the information you need about how the election process will work and provide support at the meeting itself.

TRUSTEE CODE OF CONDUCT

Values

I will respect and uphold the organisation's core values by striving to be welcoming, positive, empowering, inclusive, ethical, democratic and environmentally responsible.

Accountabilities

- I will act within the governing document and the law, understanding that my duties require me to act in the interests of the charity. Therefore, I will remember my obligations to members, staff and the general public, ensuring their needs are considered.
- I will act in the interests of the charity at all times, understanding that my responsibilities are to ensure the long-term sustainability of the organisation and I must take care not to lose sight of this in my loyalty to existing members.
- I will be mindful that I have a legal duty to respect the wellbeing of others including staff, trustees, members and the public.
- I will act in accordance with the conflicts of interest policy and manage conflicts of interest effectively by declaring them where necessary.
- I will support the objects and mission of the organisation, ensuring I have sound and up to date knowledge to inform our position.
- I will actively engage in discussion, debate and voting in meetings – contributing positively, listening carefully, challenging sensitively and avoiding conflict.
- I will act jointly, accepting a majority decision – making decisions collectively, standing by them and not acting individually unless specifically authorised to do so.
- I will work considerately and respectfully of all – accepting that others may have views different to mine and understanding that they are equally valid. Respecting boundaries and avoiding offence. I will not do anything that brings the organisation into disrepute.
- I will accept my responsibility to ensure the organisation is well run – and will raise issues in an appropriate and sensitive way to ensure that this is the case.
- I will prepare for meetings or other activities undertaken on behalf of the charity and ensure I attend or send apologies.
- I recognise that the roles of trustee and staff are different and will seek to understand and respect the difference between them.
- I will respect organisational, board and individual confidentiality while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
- Any public comments I do make about the organisation will be considered and in line with organisational policy, whether I make them as an individual or as a trustee.
- I will seek to be accountable for my actions and will submit myself to whatever scrutiny is appropriate.
- I will reflect on my contribution each year sufficiently ahead of general council and will decide whether I feel able to contribute sufficiently for the following year to carry out my role as a trustee effectively. If for any reason I feel I won't be able to, I will discuss this with the chair and take the opportunity to stand down if it is in the best interests of the organisation.
- I understand that any substantial breach of any part of this code may result in procedures being put in motion that may result in me being asked to resign from the board. Should this happen, I will be given the opportunity to be heard.
- In the event that I am asked to resign from the board, I will accept the majority decision of the board in this matter and resign at the earliest opportunity.