Minutes of the meeting of the Board of Trustees of the Ramblers, held on Saturday 19th May 2012 at Central Office, 2nd Floor Camelford House, 87-90 Albert Embankment, London SE1 7TW Commencing 9.00am

ATTENDANCE AND APOLOGIES FOR ABSENCE

B/211/12 Trustees:- Jonathan Kipling (Chairman), Robert Peel (Honorary Treasurer), Naseem Akhtar, Mike Church, Des Garrahan, Max Grant, James Lawson, Gwyn Lewis, Owen Plunkett, Maggie Thomas, David Thomson (Vice-Chair w.e.f.B/219/12), Keith Wadd, Laurie Young.

B/212/12 In Attendance:- President: Kate Ashbrook.
Staff: Benedict Southworth (Chief Executive), Simon Barnett (Head of Walking Programmes & Promotions), Paul Butler (Director of Finance & Operations), Tony Hall (Director of Marketing & Communications), Nicky Philpott (Director of Campaigns & Policy), Jo Smith (Executive Officer).

B/213/12 Apologies were received from Andy Rogers.

DECLARATIONS OF INTEREST RELATING TO THE AGENDA

B/214/12 Kate Ashbrook, as President, declared an interest as General Secretary of the Open Spaces Society and as a trustee of the Campaign for National Parks.

B/215/12 Des Garrahan, as a Trustee, declared an interest as a member of staff at the RSPB, and as an ex-member of staff of the Ramblers who has a deferred pension arising from the Ramblers’ participation in the Pensions Trust’s Growth Plan multi-employer money purchase scheme.

ANNOUNCEMENTS

B/216/12 The Board noted Denis McAteer had resigned as Chairman of WCEC and as such, has also resigned from the Board. The Board welcomed Gwyn Lewis as the new Chairman of WCEC and as such, Gwyn Lewis was appointed to the Board. The Chairman had written to Denis McAteer thanking him for his contribution both to Ramblers Cymru and Ramblers GB.

B/217/12 The Board noted with sadness the death of George le Surf. Along with his wife Jeanne, they were the founders of Norfolk Area. George was Area Secretary for over 46 years, then vice-president, and a former member of the national executive committee.

ELECTION OF VICE-CHAIR
As there was only one candidate for the post of Vice-Chair of the Board, David Thomson, he was duly declared elected as Vice-Chair.

**SKILLS DIVERSITY & EXPERIENCE AUDIT AND CO-OPTION OF TRUSTEES**

The Board noted the paper presented by the Director of Finance & Operations on possible skill gaps within the Board and noted there was one co-optee place left available.

The Board discussed the merits of attracting someone younger, with experience of managing change, preferably with charity experience and agreed to look at a co-option to increase the diversity of the Board.

The Board agreed that the Chief Executive should approach two young, skilled and female members he had met during his visits around the country with a view to co-opting one.

**BOARD SUB-COMMITTEES & WORKING PARTIES**

The Chairman presented a paper on the future operations of the sub-committees and working parties.

He said that the primary role of the Board was to govern the organisation to achieve its mission by determining the strategy, in consultation and agreement with the General Council, and the oversight of the implementation of that strategy across the range of Ramblers activities by the Chief Executive, volunteers and staff. As the mission went on for ever such a strategy had to ensure the Ramblers also existed in perpetuity by renewing itself. In order to properly to enact its role he thought the Board needed to focus on mission and strategy whilst ensuring adequate oversight of implementation. He noted that due to past difficulties the focus had tended to be on the latter.

He proposed replacing the current three sub-committees with two – one to monitor implementation of the mission with a trustee designated for each part of the mission and the other for Finance and Operations to monitor the non-mission activities again with trustees designated to take an interest in particular activities. There would also be, as now, a Constituent Parts Committee to oversee the devolution arrangements and a new Remuneration Committee to oversee the salaries of senior staff. This should free-up the Board of Trustees to focus on strategy.

Finally the Chairman suggested three working parties, of limited duration, to consider particular issues. These were

- Innovation – to consider and test new ideas for improving mission effectiveness
- Membership – to look at how to increase membership and reduce attrition
- Partnership – to look at how genuine partnerships can be developed between different parts of the Ramblers.
B/226/12 The Chairman proposed that the effectiveness of these arrangements should be reviewed after a year.

B/227/12 The Board concurred with these proposals and agreed the following structure in principle with regard to the sub-committees:

**Mission Sub-Committee**
David Thomson (Chair)
Keith Wadd (footpaths)
James Lawson (right to roam)
Owen Plunkett (countryside protection)
Gwyn Lewis (promoting walking - countryside and coast)
Des Garrahan (promoting walking - urban and countryside)

+ Honorary Officers + Kate Ashbrook (President)

**Finance & Operations Sub-Committee**
Honorary Treasurer (Chair)
Mike Church (risk)
Andy Rogers (information & communication technology)
Maggie Thomas (democracy)
+ Honorary Officers

**Constituent Parts Committee**
Jonathan Kipling (Chair)
Honorary Treasurer
2 x English representatives
2 x Scottish representatives
2 x Welsh representatives

**Remuneration Committee**
Chairman
Vice-Chair
Honorary Treasurer

B/228/12 The Board agreed, in principle, that the working parties would be less formal than the sub-committees and would be joint staff/trustees groups. The Board agreed that the sub-committee and working parties would begin once the Terms of Reference had been agreed. The Chairman agreed to draft and circulate ToRs for agreement.

B/229/12 The Board agreed the following working parties and participants:

**Innovation**
Laurie Young – Chair
Des Garrahan
James Lawson
Gwyn Lewis
+ staff (as determined by Chief Executive)
Membership
Andy Rogers – Chair  
Mike Church  
Maggie Thomas  
+ staff (as determined by Chief Executive)

Partnership
Naseem Akhtar – Chair  
Max Grant  
Owen Plunkett  
+ staff (as determined by Chief Executive)

The Honorary Officers may also attend any working parties. The Chairman indicated that he considered, on occasion, his role was to stand back from some of the detailed examinations and discussions so that he could form an independent view when recommendations and reports were made to the Board.

B/230/12 The Board agreed the timetable for the minutes as follows and agreed the minutes would be published on to the website within 10 days of the meeting.
- Minute taker to produce minutes and pass to Chief Executive
- Chief Executive to pass minutes to Chair
- Chair to pass minutes to minute taker to post onto the trustee wiki
- Trustees to send comments to the minute taker within 2 days who would consolidate and pass to chairman for final approval (as necessary)
- Minutes published onto the website

B/231/12 The Chairman reported he was in discussion with the Chief Executive about how further to improve communications, and further proposals would be made to the Board.

B/232/12 The Board agreed that Area liaison will continue should any Areas request it. The Board noted Des Garrahan had been approached by Inner London and Sussex Areas for him to be their trustee liaison. This was agreed.


B/233/12 The minutes of the Board meeting held on 18th February 2012 were agreed.

B/234/12 The minutes of the Board meeting held on 24th March 2012 were agreed.

B/235/12 The minutes of the Board meeting held on 21st April 2012 were agreed with the following amendment:
- Minute B/170/12 – change the word “presented” to “mentioned”.

B/236/12 The minutes of the Board meeting held on 22nd April 2012 were agreed.
MATTERS ARISING

B/237/12 The Board noted the matters arising as presented by the Chief Executive that reported the completed/uncompleted/pending/underway status of outstanding actions to implement prior decisions. Incomplete items would be carried forward and reported on at the next meeting.

B/238/12 The Board noted the updates on the following minutes:

- B/011/12 – SMT would be discussing who ambassadors would be.
- B/066/12 – the Ramblers Scotland presentation to the Board would now take place in July and the Wales presentation to be confirmed.
- B/197/12 – a discussion took place on Friday evening before the Board meeting to discuss the Board’s decision-making and communications processes in the light of the HF contract.
- B/198/12 – the General Council summary will be published with the Chief Executive’s motion papers as presented at this meeting. An explanation of why the summary is delayed will be circulated. [B/302/12]
- B/207/12 – the Chair2012 and President2012 email addresses had been set up but had yet to be activated.

CEO HEADLINE REPORT

B/239/12 The Board noted the Chief Executive’s headline report including the success of the Kinder 80 celebrations. At present 98 MP’s have signed our Early Day Motion and 2,000 members have emailed their Member of Parliament.

B/240/12 The Board noted the Welsh Coastal Path launch update and was pleased to note that “Lonely Planet” made Wales the number one destination in the world due to the coastal path.

B/241/12 The Board noted that the target for media coverage for the year 2011/12 had been met already due to Kinder Scout, Scottish Campaigns and Welsh Coastal Path.

B/242/12 Some Board members were keen for an anti-wind farm campaign as there is an immediate issue with proliferation of windfarms on South Pennines which have no protection. The Board agreed to keep an oversight of what is happening there but noted the Ramblers GB and Ramblers Cymru policies state a preference for offshore wind farms and a decentralised approach that recognises that there are some areas such as Areas of Outstanding Natural Beauty, which should be kept free of wind turbines. The Board agreed decisions to oppose specific wind farms would be left to individual Areas to determine and notify staff of any problems. There is no one person at Central Office that can assist in these matters. However, it was hoped to work with like-minded organisations, such as CPRE, on such issues.

1 At time of publishing these email addresses are now ready: chair2012@ramblers.org.uk and president2012@ramblers.org.uk
The Board noted that due to the success of the medal routes launch, the Scottish Government had announced its intention to create a national walking strategy for Scotland.

The Board noted that another organisation had planned to put out a press release linking ramblers with rural crime but, thanks to our interventions, this will no longer be the case.

The Board noted that negotiations for the first corporate membership, BUPA Cromwell Hospital, were almost complete; offering 700 staff a discounted membership to the Ramblers. The Board noted FRASC minutes F/113/12 & 13 that as this proposal had been agreed in principle before General Council it should be honoured, and FRASC’s agreement to go ahead with the proposal.

The Board noted Central Office layout had been dramatically changed to a more open layout that incorporated more desk space for the new WfH members of staff and office volunteers. The library would become a training room.

The Board noted that a review of all HR policies is taking place and that it had a duty of care to its staff.

The Board noted a policy for staff to manage the impact on our operations during the Olympics has been put into place.

The Board was pleased to note the Ramblers had been commissioned by the Olympic Delivery Authority to lead walks for ticket holders to and from Olympic venues. A led walks training programme is being undertaken to train 120 volunteer members to lead these walks.

KPI DASHBOARD

The Board noted a tabled up-to-date KPI Dashboard dated April 2012 (March 2012 having been previously circulated). It noted the financials are ahead of target with low risk, the stakeholder targets are generally good but with the opening paths for public below target. Actions have been put in place to raise the number being recorded. Internal business was on track. Learning and growth had a high risk on membership numbers as substantial efforts and resources were being expended on marketing to hold the membership numbers level; and a medium risk for the setting up of new flexi-groups, even though much interest has been expressed. There remains some concern from some Areas about engaging with this venture.

100 DAY REVIEW

The Board was presented with the Chief Executive’s 100-day review and noted the document was impressive, supportive and inspiring.

The Board was keen for this document to be communicated effectively as this was the first step in the change process and which would involve a full communication plan.
The Board agreed to publish a concise version of this document onto the website. This document will also be communicated at the Chairman’s/Chief Executive’s road shows and be discussed with key volunteers on a one-to-one basis with a view for them championing the changes involved. The Chief Executive to get key volunteer details from Kate Ashbrook and Des Garrahan.

The Board requested that the Chief Executive include in the public paper all the Ramblers charitable objectives and a full picture of our current work to achieve them.

The Board noted the paper’s analysis. The Executive Summary reads as follows.

“The Ramblers has a long and successful track record as an organisation. It continues to have many assets and a huge potential.

Our main assets include a highly skilled volunteer base, a robust brand including a clear root back to its original mission, a strong professional staff, and a track record of campaign and advocacy success. We retain a massive amount of good will from potential allies and political targets.

Since 2009 there has been a concentration on addressing fundamental problems with the financial and management controls. These have resulted in substantial improvements in the ability to monitor and control operations undertaken by staff. The Get Walking Keep Walking project in England has substantially reclaimed territory lost to other organisations and built a capacity for project delivery that has been successfully exploited to obtain the English Walking for Health Project. The devolution agreements create the potential for clarity in the relationship between Ramblers GB and Ramblers Cymru (RC) and Ramblers Scotland (RS).

These reforms have come with high transaction costs, involving much conflict and creating a lot of personal pain for staff and volunteers alike.

The world is constantly changing politically, technologically, economically and socially. Many charities, which, like us, last experienced growth in 2008, no longer exist. We seem to have a history of being forced to change by external circumstance, most recently by a fall in membership numbers. We have failed to develop ourselves into a proactive organisation that can perpetually evolve, avoiding risk, taking opportunities and creating a sustainable base for the future.

This has meant that there are many people and bodies within Ramblers who operate at a very high level of effectiveness and resource reduction but who remain as pockets of best practice rather than being integrated into a support and coordination system that raises best practice overall.

To develop our potential requires us to develop a clearer picture of where we are going. This will allow us to build long-term change processes. We also need to improve our Governance and overcome a culture of resistance to change that has led to negative cycles of internal conflict.

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2 The costs other than the money that are incurred in change.
While some of this can be done at the operational level it also requires changes in culture and process to increase the participation of walkers in decision-making and a change in culture to reduce the emotional and transaction costs of achieving change.

Perhaps because of the largely inward nature of recent reforms the external impression from other Non-Governmental Organisations (NGOs) is that Ramblers is a 'sleeping giant' that has a tendency to be insular and is very slow to change. However as recent work on Kinder, Walking for Health and the Big Welsh Walk have shown we can continue to make an impact that goes well beyond our substantial and popular walks programmes. “

The Board noted the paper’s recommendations:

1. Use participatory processes to develop a long-term shared vision for Ramblers and re-establish trust within the organisation.
2. Establish frameworks, strategies and approaches that help inform decision making in a complex world rather than making rigid plans.
3. Recognise that the charitable objectives do not need to be in competition with each other. In times of change there is strength in diversity and we are now a ‘full spectrum’ charity working to achieve all our charitable objectives and through a full range of means including practical interventions and campaigning.
4. Recognise that Ramblers can meet its objectives in many different ways. The emphasis on which option to use depends on circumstance not principle and the ability to avoid becoming service led.
5. Enable effective responses to change by instigating a culture and operational change that moves Ramblers from 'conflict and Governance' to 'Democracy and Partnership'.
6. Change the staff culture to one that fosters partnership with volunteers, participation with members and walkers and coordination between different parts of the organisation.
7. Ensure that the BoT, SCEC and WCEC are bodies able to operate at a strategic level.
8. Use the professional expertise of the staff as the glue that allows the BoT, SCEC and WCEC to operationally move the Ramblers in the agreed strategic direction.
9. Rebuild the campaign infrastructure to enable it to achieve long-term change rather than being broadly a defensive operation.
10. Establish clear theories(s) and models for achieving our charitable objectives.
11. Establish a clear business model clarifying the relationship between income and participation.
12. Focus on the journey from supporter to member on the assumption that this will secure the financial base in the long run rather than a focus on membership numbers alone.
13. Plan as if the numbers of members we have is directly related to the number and quality of our volunteers and their activities and implement a comprehensive support structure for the recruitment and development of volunteers including measures for the health of groups and areas.
The Board noted that it, the Board of Trustees, with reference to other
democratic bodies of Ramblers set the strategic direction of Ramblers. Staff act
in partnership with volunteers, supporters and members to implement its will.

The Board agreed that there should be a period of reflection and feedback from
staff and Board on the document.

The Board broadly agreed the approach set out in the paper but noted that
detailed proposals will need to come back to the Board for approval.

The Board agreed the draft working definition of Ramblers set out in the paper

The Board agreed to discuss the interim positioning of the Ramblers (i.e. its
perceived position in the sector for each area of activity e.g. leader, lead/junior
partner in coalition, contributor to debate, biggest/junior provider etc) at the July
Board meeting.

The Board agreed to include in its future meetings discussions on the strategic
issues identified in the paper and that one long-term issue would be democracy
of the organisation.

The Board agreed to give the Chief Executive (in agreement with the Board), the
go ahead to use this 100-day review paper as a background document in the
preparation of a two-year business plan.

The Board agreed to give the Chief Executive the go ahead to develop a
proposal for the Board on a participatory vision development process, talking to a
wide range of people, not only Ramblers members, to elicit their views of where
the Ramblers should be. The Board noted that the new vision would need to be
approved by the General Council as it would constitute a strategy under the
M&A.

The Board noted that in any change there are winners and losers and we need to
identify the losers and minimise the impact it could have on them.

BUSINESS PLANNING

The Board noted the business planning process presented by the Director of
Finance & Operations and the decisions B/263/12 above to use the 100 day
review as a background document for the business plan and B/261/12 to discuss
the interim positioning at the July Board meeting.

The Board agreed to move to a two-year business plan from 1 October 2012 to
September 2014. There would be a one year budget approved in July 2012 with
an indication of second year budget which would be firmed up nearer the time for
approval in July 2013.

The Board noted that whilst the budget would need to be agreed at the July
meeting the final details of the business plan could be approved at the
September board meeting.
The Board noted that the previous business plan had been consulted on but that, in light of the vision process and discussion with volunteers on the Chief Executive Review, this two-year business plan and an intention to increase volunteer involvement in the development of activities this Business Plan would be approved by the Board of Trustees without formal consultation. The Board noted the need for this rationale to be communicated clearly.

The Board reminded SMT that motion 11 in 2009, which was passed, called for the rights of way being made a high priority in future business plans.

MISSION REPORTS

Campaign Update

The Board noted a campaigns update from the Director of Campaigns & Policy and noted the following campaigns:

- The One-Coast-for-all campaign (coastal path in England) had been a victory for the Ramblers with 12 new stretches of coastal path being proposed. The campaign will continue but with focus on supporting volunteers to engage in development of the routes. This will be monitored case by case in each section to get the best route possible.
- Branch Out (access to forestry) – The Independent Panel on Forestry will shortly finalise its findings for DEFRA
- Don’t Lose Your Way – the consultation paper on Rights of Way has been published and responses are requested by 6th August. The rights of way sounding board will be meeting to discuss their views.
- Kinder 80 – successful campaign with lots of media coverage. An interactive map is being updated showing where we cannot walk today.
- Planning – a volunteer is coming to speak to staff and update them on the National Planning Policy Framework

National Trails - The Board noted a letter from DEFRA regarding coastal access and the launch of a public consultation about the future of National Trails.

The Board noted Natural England is proposing each trail has a local partnership which will manage it with an initial three year grant.

The Board noted the difficulties with the current proposals and that Ramblers objective would be to prevent the proposals going through as they currently stand. The Board also noted that they would need to make a decision on how best to meet this objective would either by a ‘No’ campaign, an alternative proposal or a combination of both as soon as discussions with allies had been completed.

The Board congratulated all involved with the Coastal Path campaign.

Walking Promotion Update
B/276/12  The Board received an oral update from the Director of Walking Programmes & Promotions and in particular noted the Ramblers had become the national centre of WfH host.

B/277/12  The Board noted that Ramblers as the national centre would be providing essential services and contacts for the WfH schemes. The following staff have been recruited: Project Manager, Communication Officer Regional Scheme Development and Support Officer.

B/278/12  The Board noted that there will be an Area Chair forum to discuss WfH.

B/279/12  The Board noted the challenge would be to integrate funded projects and groups to help those who want to migrate from WfH walks to Ramblers led walks and ultimately Ramblers members. A further challenge would be to bring the level of support for led walks volunteers up to that for WfH volunteers.

B/280/12  The Board noted the Leicester GWKW officer funded by the Department of Transport and Leicester City Council on a three year contract had started.

Membership Update

B/281/12  The Board received an update on the membership figures to date from the Director of Marketing & Communications and noted the overall membership number of 114,529 including approximately ~2000 ‘HF members’ for 1st May compares with 114,707 at the start of the year.

B/282/12  The Board noted various marketing initiatives that were taking place including:

- Long lapsed member mailing to 30,000
- Lapsed member mailing every month getting a 60% response rate
- 300,000 contact mailing to BUPA membership
- 1 million targeted mailing to pensioner households
- Voucher booklet to new joiners
- Path guardians appeal to 40,000. The past 10,000 targeted appeal received on average £2.52 per letter sent
- BUPA Cromwell Hospital corporate membership
- 11 Flexi-groups confirmed but there is resistance from some Areas

B/283/12  The Board agreed that retention should become a key focus for the organisation but did note that should resources be re-directed from marketing, the probability is that membership numbers would fall. Broadly we could lose as much as 20,000 (loss of income - say £600k p.a.) if all resources were switched, and no attention paid to attrition before the situation improved.

Group & Volunteer Update

B/284/12  The Board noted SMT are currently working on measuring the relative health of areas and groups as a precursor to decisions on how to focus resources to foster
a healthier network. The possibility of enabling people to volunteer, without them becoming members is being looked at.

B/285/12 The Board noted that the membership survey identified that the experience of members of our group activities is inconsistent and that the quality of new members experience must be improved.

B/286/12 The Board noted the desirability to be able to work towards all aspects of the mission everywhere.

**GENERAL COUNCIL**

**Motions – BoT Supported**

B/287/12 The Board noted the motions passed at General Council with the Board support.

B/288/12 Motion 1 - The Board agreed the Chief Executive ensures that support is included in the next business plan for maintaining and protecting public rights of way.

B/289/12 Motion 4 - The Board agreed the Chief Executive ensures that the new website includes information for the independent walker and to review communications to the whole network in the next business plan.

B/290/12 Motion 6 - The Board agreed the Chief Executive ensures a report is prepared for discussion on the digital format of definitive maps and how Ramblers might be involved in it.

B/291/12 Motion 7 - The Board agreed the Chief Executive ensures staff communicate the opportunities to volunteers interested in path maintenance via the website and volunteer e-communications each month.

B/292/12 Motion 7A - The Board agreed the Chief Executive continues with campaigning on the rights of way consultation.

B/293/12 Motion 12 - The Board instructed the standing orders should be amended.

B/294/12 Motion 14 - The Board instructed the standing orders should be amended and noted a review of membership subscriptions is already scheduled for September.

**Motions – BoT Abstained/Opposed**

B/295/12 The Board noted the motions passed at General Council without the Board support.

B/296/12 Motion 3 - The Board agreed that a review of membership subscription rates was planned in September.

B/297/12 Motion 5 - The Board agreed to discuss more fully at the July Board meeting, the outcome of the Ramblers Commercial Partnership motion, but the Board noted
the BUPA agreement was a rolling agreement and had no end date but there was a three month notice period. The Board agreed to review the figures of the BUPA partnership in September 2012 when it had been in place a year. The Board noted that before this period, there would be more mailings to our members from BUPA

B/298/12 Motion 5A - The Chairman noted that the previous evening a thorough and frank discussion had been held concerning the HF contract. He had reported that at GC 2012 the following motion was passed overwhelmingly.

"This General Council is both alarmed and concerned that vital details of the HF Holidays Partnership deal have been hidden from Areas and Groups since it was first announced last August, and that it is only within the last month (i.e. since the last date for submission of ordinary motions to General Council) that we have learned, for example:

1. that Areas and groups are not allowed to display the Ramblers Worldwide Holidays logo on their websites unless it is contained within an advertisement;

2. that Areas and Groups, whilst free to accept donations from Ramblers Worldwide Holidays and the Walking Partnership scheme, are not to reciprocate by displaying the RWH or Walking Partnership logos on their websites.

Council is further dismayed to learn that Ramblers Worldwide Holidays have at very short notice not been allowed to have a stand at General Council to promote their innovative Walking Partnerships which can be a valuable source of finance to Groups.

Council considers such late advice of the terms of any partnership deal to be completely unacceptable, and reminds the Board of Trustees that it is essential that there is full and proper communication with Areas and Groups about the detail of such deals and especially so where a deal may impact upon the legitimate activities of Areas and Groups.

Council further urges the Board of Trustees to negotiate with HF Holidays and Ramblers Worldwide Holidays with the aim of ensuring that Areas and groups can continue to benefit from donations without breaching agreements"

Whilst the motion itself had not rejected the arrangement with HF it was clear that positioning HF as the Ramblers’ ‘preferred holiday partner’ and the resultant change of the relationship with RH had caused very considerable dismay, disquiet and indeed distress amongst members of General Council. The feelings had been palpable.

He noted that as a result the Board, at its meeting immediately after GC, had agreed to review its decision making and communication processes in the light of the experience with the HF contract. The previous evening’s discussion was that review. He had noted that the discussion of the action to take on the motion was a separate discussion at agenda item 17(5A) the following day.

Each Board member who had been involved in the decision making process had given his or her perceptions of the process and the lessons that might be learnt from it. SMT members who had been involved did the same. Trustees who had
not been involved in the decision were then asked to consider what they had heard and offer any insights they had formed on what lessons might learnt. Finally, member of the SMT and the Chief Executive who were not involved in the decision did similarly.

Summing up the discussion the Chairman reported that the Board believed that the decision to accept the HF deal had, in the light of the significant potential benefits it offered, been right but there were lessons to be learnt. These were:

1. We needed further to develop our systems for the early identification of policies/processes/funding arrangements that;
   a. Might be perceived as breaking new ground in a way that might distress/demotivate volunteers and so militate against mission delivery and
   b. Had complex commercial sensitivities that prevented full disclosure of the financial basis of arrangements to members and volunteers as there may be occasions when an adverse effect on volunteer mission-delivery could outweigh the potential advantage of recruiting members, increasing influence or financial rewards.

2. We needed a clearer understanding of what was and was not confidential, and to whom and to what such confidentiality applied. In some cases this would need to be agreed with the commercial partner who needed to understand the nature of our organisation and that it was volunteer-led in the delivery of its mission.

3. In difficult negotiations the Board should consider “Board to Board” interventions such that there could be no misunderstanding as to what was at stake and the consequences of action or inaction. Nor could there be any misunderstanding as to with whom the responsibility for the decision lay.

4. The Board needed a greater understanding of its volunteer (as distinct from its member) base – their motivation and attitudes etc.

5. The Board needed to be more sensitive when making any arrangements such that the effect on members, volunteers, our ethos and our mission delivery were always considered early in any process.

6. The Board needed to build partnerships across the whole organisations such that members, volunteers, staff and the wider circle of supporters had a common sense of not only what we were trying to achieve but also how we might achieve it and the constraints and difficulties that we operated under.

7. The Board reaffirmed its view that all decisions had to be taken in the light of mission fit and volunteer-led mission delivery which included the Ramblers’ ethos.

8. Board process and minutes must be clear on what was a report of an on-going negotiation and what was a proposed final arrangement, and must highlight the evolution from one to the other. The Board re-iterated its current
practice that significant arrangements should, whenever possible, be reported in individual circulated papers with a clear indication of the SMT’s view or recommendation. In future such issues will be considered after mission reports on the BoT agenda.

The Chairman thanked all those present, the president, trustees, Chief Executive and SMT for the way in which the evening’s discussion had been conducted. He hoped that over time these lessons could be absorbed into the life blood of the organisation such that all Ramblers across the whole organisation might have a common will and a more harmonious future focussed on its mission.

B/299/12 Turning to the motion the Board, noting its conclusions above and that the contract with HF was in place and that to renegotiate or breach it would be detrimental to our reputation with existing and potential sponsors, agreed the Chief Executive should maintain a friendly and professional relationship with both RWH and HF holidays and also continue with the preparation of a paper on the possible long term relationship between Ramblers, RWH and RHCT. The Chief Executive should manage the impact of different commercial interests on Ramblers groups in future and to look at the on-going process of analysis when the partnership is due for renewal.

B/300/12 Motions 8, 9, 10, and 13 - The Board instructed the Articles of Association should be updated.

B/301/12 The Board agreed that the Board’s response to the motions should be circulated/published as part of the GC Summary which should include the presentation on coastal access and the Chief Executive’s speech.

**Review of General Council 2012**

B/302/12 The Board recognised the impact of the decision to delay publishing the summary of GC until after Board discussions but felt that the benefit of publishing the motions and actions simultaneously justified the delay.

B/303/12 The Board agreed there should be time for the Board to reflect on issues coming out of General Council.

B/304/12 The Board agreed to ask the Chief Executive to ensure that a short promotional film is produced for General Council 2013 and other media detailing the year and its achievements.

B/305/12 The Board was concerned about delegates coming to General Council who are already mandated on how to vote irrespective of the debate.

B/306/12 The Board agreed to create a General Council working party with the Chairman, Robert Peel, Des Garrahan, Nicky Philpott and Jo Smith to be able to optimise the time for discussion and debate at General Council 2013.

**SUB-COMMITTEES**
Finance, Risk & Audit Sub-Committee

Minutes of meeting held on 26th April 2012

B/307/12 The Board noted the minutes of the Finance, Risk & Audit Sub-Committee taken on the 26th April 2012.

Management Accounts

B/308/12 The Director of Finance & Operations tabled an updated operating statement for the 7 months to 30th April 2012 along with an updated central balance sheet. (The statement to 31st March had been circulated previously.)

B/309/12 The Board noted the following:
- Deficit of £182k
- Core underspend of £168k
- Legacy income of £264k some of which is in probate

B/310/12 The Board also noted total central unrestricted reserves amounted to £2 million together with designated funds for the pensions deficit of £350k and the fund for legal challenges of £250k.

B/311/12 The Board noted there had been a triannual evaluation as at 30th September 2011 and the results would be available next week. It noted the continued economic downturn had an impact on the evaluation.

B/312/12 The Board noted the reforecast indicates currently a deficit of £315k against the budgeted deficit of £495k for the year. The Director of Finance and & Operations advised this may reduce to between £200k and £250k due to legacy income by the year end.

Outline Budget

B/313/12 The Board noted the outline budget for 2012-13 and noted the business plan would be developed around this outline budget to achieve a balanced budget. The Chairman emphasised the principle, previously adopted by the Board, that money had to be raised before it was spent. Further information on the basis of governance costs as disclosed in the annual report was requested.

B/314/12 The Board noted the draft budget would be presented at the Finance & Operations Sub-Committee before it was presented to the Board.

Campaigns & Marketing Sub-Committee

Minutes of the Meeting held on 12th April 2012

B/315/12 The Board noted the draft minutes of the Campaigns & Marketing Sub-Committee meeting held on the 12th April 2012 and noted the items to be raised at the next Board meeting would be discussed at the next campaigns meeting.
Constituent Parts Committee

Minutes of Meeting held on 26\textsuperscript{th} April 2012

B/316/12 The Board noted the draft minutes of the Constituent Parts Committee meeting held on the 26\textsuperscript{th} April 2012.

B/317/12 The Board noted the financial appendix was nearly complete and a face-to-face meeting had been arranged with the CPC, Chief Executive and the Director of Finance & Operations to take forward the implementation of the devolution arrangements.

DATE OF NEXT BOARD MEETING

B/318/12 The Board noted that the next Board meeting would take place on the 21\textsuperscript{st} July 2012.

ANY OTHER BUSINESS

B/319/12 The Board agreed Robert Peel as Honorary Treasurer should be included in the bank mandate.

B/320/12 The Board noted a letter received from Peter Carr, Chairman of Shropshire Area discussing an amendment that Shropshire had wished to put to motion 1 regarding the maintenance and protection of public rights of way. The Agenda Committee had ruled that it was inadmissible on the grounds that it changed the motion too much.

B/321/12 The Board agreed to refer this letter to staff to factor into the project.

THE BUSINESS ENDED AT 4.04pm

Queries on these minutes should be directed to the Chief Executive