



A new governance structure for the Ramblers Governance working group proposals for discussion October 2014

The Board of Trustees set up a governance working group after General Council 2013 passed a motion requesting a review.

We, the members of the working group have been discussing ideas for several months. We would now like to get feedback from areas and groups.

The ideas contained in this document are ours alone. The Board of Trustees has not endorsed them. The proposals are based on how we think the system should work. They take into account resource constraints but they are not limited by the current capacity of areas and groups.

Once we have received and discussed your feedback we will present it to the Board of Trustees who will decide what gets proposed to General Council 2015.

In this document we have tried to outline our perspective and be clear where there is debate. We are looking for feedback that allows us to create better proposals.

You are asked to read the full set as a package before starting to formulate your response. Please do not just tell us yes or no to the suggestions or to a particular idea. We need to know:

- what you think of the ideas we have come up with;
- how you might improve or change an idea;
- if you have any better ideas;
- any unintended consequences we not have thought of.

Please fill out the survey here:

<https://www.surveymonkey.com/s/ramblersgovernance2014>

If you don't have access to a computer and you need a hard copy, please contact us at governance@ramblersceo.zendesk.com or call the Ramblers on 020 7339 8500.

Yours truly,

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The governance working group

The objective of the review is:

- To establish if our current governance structure effectively balances the need for democratic decision making and the delivery of our mission¹.
- To recommend any changes.
- To provide the detail of any proposed changes to current governance-related documents and practice.

The review needs to operate within the current legal and charitable framework. It should aim to make the Ramblers operate in line with current best practice and, as far as is possible, future-proof against future societal changes. It needs to cover Great Britain.

It is not within the remit of the working group to propose any changes to the agreements made by the Board of Trustees that devolve authority to the Scottish and Welsh executive committees. Some of the changes outlined in this paper² could only happen in those nations with the agreement of the executive committees.

General opinions that have influenced our proposals

In discussions at General Council 2014, it was clear that everyone thought the current structures could be improved.

The Ramblers has, despite significant victories, been in a period of slow decline since the new millennium with membership decreasing, volunteer vacancies increasing and the formation of new groups reducing to a trickle. For that reason, we're proposing fundamental changes to make us fit for the future, rather than minimal changes to maintain the status quo.

It is impossible to address democracy and accountability without also looking at how we achieve our mission.

The Ramblers has been a single organisation for 79 years and a charity for nearly 50 years. We need to be a national charity that fosters diversity within its volunteers, set within a framework of minimum standards and support that allows us to deliver our entire mission, everywhere, across Great Britain.

Fostering local diversity means not having rules or arrangements that are more complicated than necessary. Ensuring a consistent experience for members and the

¹ The activities that we undertake to help achieve our charitable objectives.

a) The provision and protection of footpaths and other ways over which the public have a right of way or access on foot, including the prevention of obstruction of public rights of way.

b) The protection and enhancement for the benefit of the public of the beauty of the countryside and other areas by such lawful means as the trustees think fit, including by encouraging the provision, preservation and extension of public access to land on foot.

c) The provision of facilities for the organising of open-air recreational activities and in particular rambling and mountaineering with the object of improving the conditions of life for the persons for whom the facilities are intended, namely the public at large, and in the interests of social welfare (including health).

d) Advancing the education of the public in subjects relating to access to, and the preservation and conservation of, the countryside and of the health benefits of outdoor recreational pursuits.

² For example, changes to areas and groups

public means setting minimum standards and values that define what it means to be part of the Ramblers and that provides effective support for those who need it.

Our failure to act as one organisation makes us less able to show members the impact of their support. We are aware of feelings that we're a collection of independent areas and groups that draw on central services when required. This is not how the founding documents are drafted nor how they were translated into the charity in the 1960s.

This sense of independence has all too often meant volunteers being left alone, with little support, to sink or swim. It has also meant that activities that members expect to be undertaken are not, because they're 'vetoed' by local volunteers. The Board of Trustees needs to be able to plan the way forward for the organisation.

Our focus should be on the promotion of leadership within the membership, not over-emphasis on multiple layers of accountability. The building blocks of our success remain experienced, trustworthy volunteers who run the structures that allow members to help each other and the public to enjoy walking. The governance system should provide opportunities for leaders to create the conditions for success.

It needs to ensure that each structure has an appropriate level of accountability. This means greater oversight and accountability the more authority you carry. This means that groups activities can be less constrained by rules, particularly ones that stop them focusing on the mission.

The delegate system of democracy, which served us well in the past, is now leaving many members feeling disengaged. These proposals would create a balance between members (who would directly elect the Board of Trustees), General Council (with representatives from our volunteers), and the Board of Trustees (which carries the paramount legal responsibility for ensuring we deliver our mission).

The feeling of being disengaged affects the relationship between groups and areas, as well as members individually. We need to, therefore, strengthen our democracy by increasing the link between members' participation in activities and their control over how those activities are shaped.

Changes in technology mean that we no longer need an area structure to do the same level of administration as before. We therefore need to clearly set out the purpose of areas. In so doing, we no longer need the structure for leadership, coordination and delivery of activities to be aligned with the structure for democratic representation.

We need to make sure that when the need for change becomes apparent, we're not restricted by having to comply with unnecessary constitutional requirements.

The Board of Trustees needs to be able to set the strategic direction of the organisation. The emphasis in our proposals is placed on the need for consultation.

Whichever system we adopt has to be simple enough to communicate to our members.

The changes we are discussing are outlined in the following pages. We have included as much detail as is needed for our ideas to be explained.

Proposals affecting groups

All members will be allocated to an area for purposes of democracy and communications. They will be asked, during the joining process, if they want to become active in a group. The joining process will help match members with the group that most suits their particular interests. If they become a member of that group, they will be able to participate in its decision making (i.e. groups are not necessarily made up of all the people who live locally to each other). Members will be able to join more than one group.

At least twice a year, the area will send members information about the activities of all groups in their area and are encouraged to join a group that most matches their interests.

New groups will be formed when members come together to help each other deliver activities and socialise together; so at the same time areas will ask about possible new groups or activities that members would like to create or undertake.

Groups will choose to undertake some or all of the activities of the Ramblers in accordance with its mission.

The activities of groups will be coordinated and led by the area, including any possible overlap between the activities of groups. Activities not covered by one group in a specific location will be carried out by members working directly to the area within a network of volunteers (e.g. footpath volunteers) or as part of another group (e.g. footpath maintenance).

Groups operate according to a universal and invariable *group agreement* between them and the national body. This sets out the minimum standards of how a group should operate in order to use the Ramblers' name and receive support. It will cross-reference the code of conduct, dispute resolution, insurance and financial controls. Groups will need to have two officer positions: chair and treasurer. The group will elect these at an annual meeting. The chair and treasurer are responsible for ensuring that the agreement is upheld. The chair is responsible to the area for ensuring that those parts of the mission which the group has opted to undertake (*group mission*) are implemented to the best of the group's ability.

As long as they meet the terms of the agreement, groups are able to operate flexibly to deliver activities according to the wishes of members, depending on their local situation.

All groups will have a 'home' area to which they are allocated, even if their activities take place in more than one area.

Groups will be provided with support from their area to help build their capacity, including training. Groups will be provided with central support in the form of national systems to help them deliver their activities, such as the walks finder, a hosted website and tools for running the group. Groups will receive funding to support their activities. Groups will receive money based on a formula that includes a) a base level of funding regardless of size, b) additional funding depending on the number of members in a group, and c) the range of activities undertaken by the group. In addition, areas will have the ability to offer groups development funds from an allocation based on the number of members in the area who have not joined a group.

All groups will need to report to their area once a year using a standard online form. Volunteer auditors, reporting to the chief executive, will audit the finances and activities of a small number of groups each year.

If groups have concerns about the operations of an area leadership team, they can trigger an investigation through a petition signed by at least 10% of members, or by half of the groups in that area.

An example:

Anytown has a Ramblers group that organises led walks, undertakes path maintenance, and advocates on local access problems. The area coordinates the activity of creating and defending paths and countryside issues, using a network of volunteers who may or may not participate in Anytown Ramblers' group activities.

Othertown has a group that runs longer led walks and advocates on local path and access issues. The area helps members set up a group that will do short and family walks, and helps members of both groups participate in a footpath maintenance group.

Additional explanation

When someone joins the Ramblers, they become a member of the national organisation. Currently most members are allocated to a group. The vast majority of Ramblers groups run well and the vast majority of our activities are delivered by groups. When a group is running effectively and undertaking activities across the range of our mission, there is a strong argument that the current system is working.

The concern of the governance working group is that the theoretical model of how activities get delivered has broken down. The current system divides the country into areas, and then each area into a territory covered by a group, who run activities across our entire mission. In addition, we have created groups that specialise in a particular age range or activity.

It is clear that not all groups want to do all of our mission and many feel guilty that they cannot. Groups also report that they find the requirements of the constitutions onerous and often discuss disbanding, even though they have an active walks programme. Our governance needs to have more focus on the mission and be less formal and territory-based. This will make it more clear when the mission is actually being delivered and free up groups to concentrate on the activities they want to do.

Removing the link between membership of a group and our delegate representation through the organisation means that we can reduce the constraints on how groups operate. Members will feel more engaged and aware of the group options available to them.

The proposed changes will impact on the diversity of the group network. It will look more complex, potentially with a number of groups covering a particular geographical area. The new structure should avoid unnecessary competition for members and 'boundary disputes'.

Groups are much more likely to have as members people who have actively chosen and wish to participate in the group activities. This will avoid groups having to spend

time and effort to try to communicate with people who've been allocated to the group for governance purposes alone.

Increasing the number and range of groups will also take pressure off a group to diversify their activities when that is unrealistic, given the nature of the group.

Different generations expect different things from the Ramblers, in terms of how we organise ourselves. Our current way of operating broadly works well for a generation brought up on committees, agendas and formality. In general terms, the younger generation doesn't like committees and isn't interested in paper-based walks programmes, constitutions, and committees. Technology allows people to meet up and go walking without having much of a structure at all – which we are seeing via the popularity of online Meetup groups, who are in direct competition with us. Younger people expect diversity of activities and a wider range of participation.

Between a third and a half of our members actively participate in their group. Our proposals are based on the assumption that a proportion of people who join and don't have contact with the group behave this way because they had no intention of participating when they joined. This leaves them both out of communication and unrepresented by the governance structure of the organisation. We know that many people not interested in the led walks part of our mission feel isolated from their group and gravitate towards participation directly in area activities.

When we launched the expansion of our groups in the 1970s, we shifted the relative balance in the numbers of social walkers compared with those who wanted to campaign with the organisation, both at an area and national level. There has been a long-standing tension that has turned a strength (the range of activities) into a weakness (competition for resources).

We need to be able to set up groups to undertake activities quicker than we currently do, and without generating resistance from current groups. Making it quicker and easier for groups to form might mean that some members of current groups decide that they would like to form a group of their own.

While we recognise that groups need a set of guidelines on how they should operate, and that we need a set of minimum standards to support the quality of groups, we do not feel that this requires codifying in such a rigid way as to be a constitution.

We need to avoid groups feeling that they need to have a large number of members in order to receive the level of funding they need to run their activities. Therefore we are recommending a different funding formula.

The *group agreement* will be shorter and easier to read than a constitution. It will be fixed for all groups but can be adapted and changed over time by the Board of Trustees, and will be much easier to work with. We anticipate that a new group should be able to sign the agreement and come into being within a month, including getting endorsement from the area. We recognise that this increases the chances of one group not discovering that there is another group wishing to set up on its territory. While there is a risk that this will upset some groups, we also believe that there are members who are not active with us because the group they are in does not serve their purposes, or because of personality clashes.

Our proposals increase the importance of the area structure. The relationship between the area and group will alter as a result of these changes. A very formal relationship will need to change into a less formal and more collaborative relationship.

Proposals affecting areas

Every member will be automatically allocated to a geographic area for purposes of communications and democracy.

Members will also be able to take part in activities run directly by the area, such as being part of a network of footpath volunteers.

The Board of Trustees determines area boundaries, after consultation with local volunteers and national executives in Wales and Scotland. Where activities cross boundaries, e.g. where our area borders do not match local government boundaries, areas will need to collaborate or agree which area takes the lead. This may mean members in one area taking part in activities run by another one. The Board of Trustees will determine how this will happen if it cannot be decided locally.

Each area will be run according to a universal invariable ‘constitution’. It will detail their authority and reference the Board of Trustees’ aspirations for areas. These aspirations will also provide the basis for support provided to areas.

Ramblers areas will play a critical role in providing leadership and coordination of or mission across Great Britain, working closely with the chief executive to implement the direction set by the Board of Trustees. Areas will work towards the Ramblers’ long-term strategy and aspire to implement all parts of the mission – this includes both the implementation and building the capacity to do so.

They will:

- adhere to the Ramblers’ code of conduct;
- coordinate activities towards the Ramblers’ main programmes of activity e.g group walks and protecting footpaths;
- determine their own activities in partnership with neighbouring areas and the Ramblers nationally;
- manage the creation or closure of groups in their area;
- maintain the social cohesion of the area through events and communications
- encourage members to volunteer, attend relevant training opportunities and participate in democratic structures.

A volunteer leadership team will manage areas. There will be four formal constitutional positions that are elected by members:

- leader: the senior volunteer position in the area, reporting directly to the chief executive;
- treasurer;
- membership and supporter coordinator, to help ensure volunteers, members and supporters, and potential members and supporters find a place within the Ramblers that matches their needs;
- group and volunteer coordinator, to help ensure volunteers have a good experience, their talents are harnessed and developed, and to support group officers.

The team can allocate activities to other volunteers as it sees fit. Many will need necessary administrative capacity. Also, there are some positions that the area should

fill by identifying the people with the rights skills and experience, who will coordinate activities and act as external representatives on:

- walking programmes;
- countryside and landscape protection and enhancement;
- paths, rights of way and access;
- promotion and communications.

The leadership team will ensure that there is (as a minimum):

- an annual meeting of the leadership team with the chairs and treasurers of all groups in their area, to select a representative to attend General Council and to discuss matters relating to General Council and other matters as identified by the team. This will replace any area council meetings;
- an annual meeting open to all members in the area, to elect and appoint the leadership team members and to report to members on activities undertaken;
- an annual report into its finances, checked by an independent examiner;
- a record of decision making, including brief summaries of why decisions were made and any other records as necessary.

The team can establish additional meetings and communications with groups that it thinks work best for its area.

Areas will receive a per capita allocation of funds to help them run their activities and provide investment money for new developments. A national investment fund for additional resources to fund new activities or groups will be available for areas to bid for through a transparent process.

Areas and national offices share responsibility for communications with members in the area. These will complement any group communications, to ensure all members understand what the Ramblers is achieving.

At least twice a year, areas will tell members about their area and group activities and encourage members to join groups suited to them.

If there are concerns about the operation of an area leadership team as a whole a petition of 10% of members in the area or half the groups will trigger an investigation by the Board of Trustees.

A small team of experienced volunteers who work on a regional basis will support area leadership teams. Reporting to the chief executive, these teams have two roles: to support area leadership teams in delivering the mission; and to strengthen accountability by auditing the finances and practice (including governance) of areas and groups as required. These teams will not manage areas or have a constitutional role.

Additional explanation

The governance working group does not believe that we can deliver our charitable purpose and strategy without a structure that sits between the Board of Trustees and the chief executive, and volunteers. The proposals create a smaller and less bureaucratic area whose leadership and support role is clearly defined.

Some of our area structures are weak, nearly all struggle to get people to volunteer, and our activities at an area level has substantially reduced over the last 20 years. The understanding of - and support for - area structures is limited, and there is a generally decreasing participation in organisational structures beyond the group.

The role of the area in our delegate system of democracy is undermined by the tiny percentage of people elected via a competitive election to attend General Council, as opposed to selected or elected unopposed. Reducing the power of General Council by removing its power to appoint trustees reduces the risk of the organisation being dominated by a small self-selecting group.

The current system is too complex and too difficult to educate people about. As a result, people don't participate nor do they believe us when we say we have democracy as one of our values.

The Ramblers is a single charitable body with a branch structure, i.e. it comprises a national organisation with local branches. The branches are part of the national organisation and share its governance structure and charitable aims. It is not a federated national body with independent local groups.

We need a structure that is able to consistently provide leadership to members and volunteers in a specific geographical area. The emphasis in our proposals is on how to generate a leadership team that can work with volunteers to promote all of the activities needed to deliver our mission. Areas become a part of the leadership structure rather than a representative body for groups.

Our intention is to create a middle tier of leaders reporting to the chief executive, to enable the effective coordination and delivery of our activities across the country.

Given the importance of these structures and the risk involved in failure, we believe it necessary to provide them with a single unalterable constitution and a mechanism of accountability, from members in their area up to the chief executive.

We don't believe that the historic legacy of power sharing between chair and secretary remains necessary in the modern era. It is vital that there is one person within the area who has responsibility for the overall operations of the area leadership team.

While there is a model constitution, very few areas are operating to a standard constitution. We believe altering constitutions one at a time is not a good use of time and leads to confusion as to how areas are supposed to operate.

We are proposing a move back towards per capita funding, and we're suggesting that there should be investment money available to allow areas to expand activities in the area and invest in new ideas.

We envisage that the regional volunteers will be experienced volunteers who have decided to move on from area roles. The potential downside of having these regional volunteers is that they become seen as another layer of bureaucracy rather than a source of help.

We believe some areas have operated as if we are a federation; this is causing confusion and reducing our ability to get things done consistently. To take up a

leadership position within the area, or above, it must be a prerequisite that the candidate supports and aspires to deliver on the charitable objectives and strategic vision of the organisation.

Proposals affecting General Council

General Council will remain as the body of voting members of the association.

The role of General Council will be to:

- act as the body that can change the constitution;
- hold the Board of Trustees to account on an annual basis;
- act as a sounding board on long-term strategy;
- provide advice to the Board of Trustees on policy.

In addition, the annual meeting of General Council will also provide a space for the leadership of the Ramblers to network and share best practice.

General Council will approve any changes to the *memorandum and articles* with a 75% majority of votes cast. The Board of Trustees, or one third of all areas, will need to support the discussion of a constitutional motion before it is discussed at General Council. The *memorandum and articles* will be more concise and clear.

At each annual meeting, General Council will hold the Board of Trustees accountable for its operations in the previous year. At a minimum, this means approving the annual report and an impact report for Great Britain, Scotland and Wales. An impact report is a short report focused on the impact of our activities in the last year and our progress towards the long-term strategy. The relevant company and charity legislation define what is in the annual report.

General Council will be able to remove a trustee or the Board of Trustees as a whole if their performance is inadequate. The removal of an individual board member will require a simple majority. The removal of the whole board will require 75% of the votes cast.

General Council must be consulted on matters of long-term strategy, i.e. a matter that affects the whole of the Ramblers and where the impact is likely to be felt over a ten-year period. Members of General Council representing areas are expected to consult with members in their areas on the proposed long-term strategy, and all members will receive a copy of the proposed strategy. General Council will be asked to endorse the strategy via a vote³.

Any area will be able to put forward a motion requesting that the Board of Trustees reviews a particular policy. Motions will need to be relevant to all of Great Britain. Prior to General Council, a proportion of areas in total, or Welsh and Scottish councils, must support General Council discussing the motion before it is formally proposed. Any area will be able to propose a topic for discussion (not formal debate) by General Council to the Board of Trustees.

Constitutional and vision motions will be discussed first by General Council, with the order of non-constitutional motions determined by the level of support by areas for a motion to be discussed.

Area leaders will automatically be a member of General Council. If, exceptionally, they cannot attend, the elected area officers will appoint an alternative elected from amongst them. A second will be elected by the annual meeting of the area leadership team.

³ 'Declare one's public approval or support of' not 'officially agree'

There will be a sliding scale of additional representatives based on total membership of the area.

In addition, **the Board of Trustees will determine a number of delegates** (to a maximum of 10% of General Council) to be selected by ballot from each region of England, and the nations of Scotland and Wales. Any member can apply to the ballot. The aspiration is that there will be a 50/50 gender balance in members of General Council to represent the gender balance in our members and volunteers. The ballot will be used, if necessary, to address the gender balance.

The role of the agenda committee⁴ will be made more limited and its members will not be members of General Council.

Additional Explanation

These proposals will focus General Council on structured oversight, higher quality discussions and bringing the leadership together.

We believe that the current debate structure, where most things are addressed through motions, feels archaic to many younger (middle-aged) members. The debates can be very off-putting and serve to make General Council feel remote to members.

There has been lots of support for making sure that only important motions are brought to General Council. Any proposals to change General Council must maintain the ability of General Council to intervene if members feel that the Board of Trustees is not performing adequately.

These proposals tighten the definition of what should be brought to General Council as a motion. They also set a hurdle before motions can be put forward to General Council. There are different views on how high a hurdle should be set. There would need to be a central way of enabling areas to have potential motions circulated. Under these proposals we would expect to have one or two motions every few years not large numbers of motions every year.

Having the leadership of the entire organisation at General Council means more issues will be discussed without motion debates.

The working group has discussed alternatives to create a stronger representation based on membership. These include a single member from each area combined with a bigger ballot. There remains in the current proposals the potential for internal influence to drive the boundaries of areas not mission.

We would expect a reduction in the formal debating time as the Board of Trustees will be held accountable not just in formal debates, but in other ways as the format of General Council evolves.

A combination of having area leaders attend, the current transparency from the Board of Trustees and the reports to the annual meeting should provide enough information and experience to allow General Council to function effectively.

⁴ A body that ensures motions are dealt with appropriately by General Council

Proposals affecting the Board of Trustees

The trustees are company directors legally responsible for the organisation.

The Board of Trustees will be made up of a maximum of 13 trustees of whom:

Chair	1
Treasurer	1
Chairs of Scotland & Wales ex-officio	2
Elected by Members	6
Independents	<u>3</u>
Total	13

Trustees elected by Ramblers members will be elected for a three-year term and will be able to stand for a further term of three years. The governance working group is undecided on whether to propose that there should be elections every year to replace two elected trustees, or that elections should take place every three years with elected trustees retiring en bloc.

An independent trustee's role is to provide objective and independently minded input to The Board of Trustee's decisions, without the potential for vested interest in the outcome of such decisions. As such, they are either members who have not had a leadership role in the organisation, or non-members. Non-members will become members on appointment.

Independent members of the Board of Trustees will be appointed using a simple majority vote of existing trustees and will serve a single term of three years. They will retire and their replacements will be appointed in accordance with the same timetable as elected trustees.

Scottish and Welsh councils currently elect the chairs of Scotland and Wales. Although out of the remit of the working party, we think that introducing 'one member one vote' for Trustees may introduce an expectation from Scottish and Welsh members that the chairs of their executive committees should be elected in the same way. We recognise that these proposals continue to give members in Scotland and Wales proportionately more say in selecting the trustees, but it has been argued that there is a balance needed between the geographical land mass and membership numbers.

If an elected trustee stands down during their period of office, a co-optee may replace them until the end of their term. If an independent trustee stands down, a co-optee may replace them until the end of the three-year term.

There are three officer positions within the Board of Trustees: the chair; vice-chair; and honorary treasurer. Due to the specific skills required, the treasurer role is likely to be advertised externally and will be open to individuals who have not previously been Ramblers members, as is currently the case. It will be elected by a 'one member one vote' of the membership. The chair and vice-chair will be elected by the trustees.

Officer positions will normally be held for one term of three years, regardless of where in their term as a trustee they are⁵. The Board of Trustees can nominate the treasurer for election for one more consecutive term following a secret ballot of trustees. The Board of Trustees can elect the chair for one more consecutive term following a secret ballot of trustees. Once their term(s) as treasurer or chair are over, they can no longer serve on the Board of Trustees – even if they have time left on their original term⁶.

We need a diversity of walkers and volunteers; similarly **we need a diversity of geography, ethnicity, gender and age amongst trustees**. More diverse perspectives generally lead to better decision-making. All trustees must support the vision and the entire mission of the Ramblers.

Candidates may be nominated either by Ramblers areas or by individual members of Ramblers GB. In the latter case, the nomination must be supported by a proposer, seconder and three others, all of whom must be members of Ramblers GB. In the event of more than 12 nominations⁷ from individual members, the 12 to be given detailed consideration will be decided by a ballot.

The governance working group is undecided on whether this number is too high a burden for a member who is not active within a group.

Prior to an election, the Board of Trustees looks at the skills/experience of the existing trustees and identifies the skills and experience gaps which are required in the new trustee(s). The intention is provide a balance between understanding and experience of the Ramblers, skills that people have through their careers, and the ability to see the world in different ways. Once these are agreed, the search committee (see below) begins the candidate search process.

If the candidate has the required skill set, a statement to that effect will be included on the ballot paper. The search committee will endeavor to draw up a short-list, of at least two candidates with the required skills or experience for each vacancy, from the eligible nominations but all members whose nominations are valid will be able to stand.

The search committee operates by simple majority and their decision is final. It is a team of six with three from the Board of Trustees and three elected by General Council, but who do not need to be members of General Council. The Board of Trustees identifies the skills and/or experience required of members of the search committee.

The search committee is formed as follows:

- the three from the Board of Trustees are the chair, vice-chair and one other;
- the chair of the Board of Trustees chairs the committee;
- when any officer is being replaced they absent themselves and the committee appoints a chair from amongst themselves;
- the three elected by General Council are elected every three years (separately from the trustee elections). Members of the search committee elected this way

⁵ For example, if they have been a trustee for two years when elected as chair, they will serve a total of five years.

⁶ For example if they had been a trustee for two years when elected as chair, they do not get the last year of their term and serve a total of five years.

⁷ Invoking this clause is unlikely but it is designed to prevent the search committee being over-burdened. Choosing a dozen is arbitrary

- cannot stand for election to the Board of Trustees and can only attend General Council as observers;
- members of the Board of Trustees cannot stand for election to the search committee.

The search committee could also identify possible candidates for the Ramblers Cymru and Ramblers Scotland executive committees.

Elections will be held under a 'one member one vote' system. The elections are overseen by the search committee and managed by the Electoral Commission or by a system developed by Ramblers.

Members will receive information as part of their *Walk* magazine circulation, explaining the procedure, and can submit their vote online or by post. The information has a written statement from each candidate, and a short sentence from the search committee saying that they have the skills/experience wanted for the Board of Trustees.

Candidates will be listed in alphabetical order. The length of text and the font size are fixed. Spelling mistakes in the candidates' written statements are corrected but grammatical errors are left unchanged. Online candidate hustings will be held.

All members of Ramblers GB will be entitled to vote in these elections.

Additional explanation

The governance working group was very concerned by the sense of disengagement from the democratic structure. The delegate system, with trustees being elected by General Council, seems to have advantages in ensuring that experienced volunteers with access to high levels of information judge the potential of candidates, but can be opaque and distant to members.

'One member one vote' for all members (regardless of location) is something that seems normal in similar charities, like the National Trust, and will reinforce to members our democratic values.

The proposals place a greater emphasis on getting a choice of highly-qualified candidates for the body that is legally accountable for the charity. The candidate will be qualified both in terms of experience within the Ramblers and within the workplace.

There are other things that the proposals need to take into account, as detailed below.

In 2015, up to 60% of the Board of Trustees will retire, including the chair, treasurer and chairs of both national executive committees. This is an astonishing potential loss of experience and knowledge. The Board of Trustees needs to have sufficient stability to ensure continuity but also be routinely bringing in new people and ideas.

There are different options for managing turnover. The current system provides for single terms for officer positions to avoid the same person being chair or treasurer for too long. This proposal simplifies the arrangements of putting in place two terms of three years for most positions. While we do not want key positions to be held for too long by the same person, we need to allow time for trustees to follow through

decisions. Having a chair removed after three years to avoid having a bad one continuing lacks confidence in our ability to find good candidates. With a search committee, we can have more confidence. The elections will need to be managed to avoid chair, treasurer and the chairs of the national committees falling on the same year.

The trustees recently agreed an aspiration of 50% gender balance in all leadership positions by 2020.

The Board of Trustees needs to reflect the difference between current membership numbers, where the highest numbers are in the southeast of England and the land mass of Great Britain. The proposals create an anomaly of members in Scotland and Wales getting to influence the choice of trustees twice – one directly by voting in the election of trustees and the other by influencing (through a delegate system) the choice of chair of their national committee.

Enabling the trustees to elect a chair means the trustees feel confident in their leader. Having the treasurer elected by the membership provides assurance for the membership. This difference could be too hard to explain to members and it may be easier to have both positions elected by the Board of Trustees, with candidates stating that they are standing in the hope they will be elected treasurer.

Thank you for taking the time to read these proposals.