

# Report from the Chair of the Board of Trustees meeting held 10 December 2024

## Trustees Present

Carolin Göhler (CG) - Chair/President  
Mat Haslam (MH) - Hon Treasurer (*attended until 15.50hrs*)  
Mark Smeeden (MS) - Hon Secretary  
Ian Phillips (IP) - Chair of Policy & Communication Committee (*from 11.52hrs*)  
Jane Clarke (JC) - Independent Trustee  
Marc Norden (MN) - Independent Trustee  
Helen Oldfield (HO) - Independent Trustee

## Apologies

Noel Farrer (NF) - Vice President  
Adam Barker (AB) - Non-Chartered Trustee  
Chris House (CH) - Chair of Education & Membership Committee

## Staff in attendance

Rob Hughes (RH) - CEO  
Jonathan Ellis (JE) - Director Membership & Professional Standards  
Belinda Gordon (BG) - Director Policy & Public Affairs  
Rowena Lovell (RL) - Board Secretary  
Yvonne Matthews (YM) - Leadership EA  
Steve Randall (SR) - Head of Finance  
Neelam Shemar (NS) - Head of MarComms & Events  
Emma Wood (EW) - Governance & Regulation Manager

The meeting was quorate with those present and apologies as detailed above, and a warm welcome was extended to Helen Oldfield attending her first Board meeting following her appointment on 1 November 2024 as the new Independent Trustee.

The start of the meeting focused on the following two areas of business

- Ensuring no Trustees had any potential conflicts of interest to declare in relation to the items on the agenda for discussion.
- Agreeing the minutes of the meeting held on 10 September as an accurate record of discussions of the Board.

## Finance Update

The Board received the draft minutes from the meeting of the Finance and Risk Committee held on 24 October 2024 and noted that financial position is better than expected for this point of the year and on track to reach the target of a surplus position by 2025/26.

A key part of achieving this will be growing commercial income and for income generation to a priority for everyone. It is though important to recognise that this will take time to build.

## CEO Report

The Board noted an update from Rob Hughes (RH) CEO on progress against the business plan and in response to questions raised during discussions it was noted that:

- ‘Green Skills’ is still very much on the government’s agenda, and we need to be at the table.
- The LI relies heavily on volunteers and the development of a Volunteer Strategy will be key to getting the offer right and build understanding and engagement within the membership of the skills and specialisms needed.
- The office move went well, and the staff teams are coming together regularly with a deliberate approach to creating opportunities to do that. The next phase will be to explore options for the future LI space and what that might look like which will include consulting with members.
- The role of the Board is to ensure the right checks and balances are in place and to hold strategic oversight and monitoring of organisation delivery.
- Lighthouse, the LI’s IT provider, is undertaking some initial work to put in place Cyber Security safeguards and support to manage a serious incident.

## Green Skills Survey / Workforce Evidence Update

- There is an existing commitment to undertake a skills survey, but the proposal considered by the Board was for this to be a broader look at workforce issues which will mean a slightly longer work programme but would deliver a more useful report and still meet the commitment.
- The next steps will be to:
  - Work with possible contractors to clearly define and cost the research and then commission the work, including the production of an output
  - Continue discussions with partners to ensure they are supportive
  - Explore holding an event to launch the initial research output
  - Develop a cross-LI comprehensive skills project aimed at ensuring the sector has the workforce with the skills needed to deliver societal need.

## Members Satisfaction Survey

- Work is underway to review and improve the member value proposition.
- The survey will need to align with a number of other relevant projects and allow time for new ways of working to become embedded and so will take place later in the year.
- The longer-term goal is to move to a more flexible and engaging approach to gauge member satisfaction such as pulse surveys.

## Fellow Approvals

The Board approved the award of Fellowship to Saira Ali, Donald Roberts and Simon Atkinson

## Branch Renaming

The Board considered and approved the proposed name change for the LI Midlands Branch to the LI West Midlands Branch.

## LI Corporate strategy development

The Board noted an update on the research and consultation process undertaken to refresh the Corporate Strategy which is due to be published June 2025.

Building on the feedback from the consultation, a first draft of the wording for new Vision, Purpose/Mission, Values and Strategic Outcomes were outlined. The Trustees' views and perspectives will feed into the final wording:

### Draft Vision

- Our Vision is of 'A world of enriching, resilient landscapes [-led places] where people and nature flourish'
- 'We believe that landscape professionals have a vital role in creating this world, through our purpose....'

### Draft Purpose

- 'We connect people, places and nature through the art and science of landscape design, protection, conservation and enhancement, that generate wellbeing and delight, now and in the future'.
- The Royal Charter details 'protect, conserve, enhance' 'art and science' 'dissemination, research and education'.

### Draft Strategic Outcomes

Strategic Outcomes will set out how we will deliver that purpose and encompass external, membership, and the LI as an organisation:

1. Decision makers, and public views, reflect that landscape-led approaches are essential to deliver sustainable solutions to societal needs and wellbeing.
2. Those involved in designing and shaping our landscapes work to the highest professional standards, [are growing in number] and have the skills and knowledge to create landscapes that support our wellbeing
3. The Landscape Institute defines and nurtures an inclusive, trusted community that sustains positive change and drives standards now and for the future.

**Values:** Innovative; Passionate; Inclusive; Respectful and Trusted.

Board discussions on the initial wording outlined above highlighted that:

- Landscape management is a key part of the landscape profession and should be articulated.
- There are many highly qualified, experienced potential members within the environmental sector and the term 'landscape' incorporates that sector.
- Shorter and more concise is much more powerful.
- We need to emphasis the added value of the landscape professions and the financial/economic benefit they bring.

- The phrase '**planning, design and management**' builds on the Royal Charter and is a better representation of the profession today.

The final draft will be coming back to the Board in March 2025.

## Composition, role and responsibilities of the Board of Trustees

The Board discussed the issue of the longer-term sustainability of the Board, as part of the implementation of the New Ways of Working programme but also in relation to the risks and challenges faced as a result of the current structure including that:

- Under the current structure and parameters set out in the By-Laws Potentially two-thirds of the Board will either be reaching the end of their current term of office or standing for re-election in the first half of 2025. This risks destabilisation and loss of key knowledge and expertise every few years.
- A change to the By-Laws requires Privy Council approval following approval by two thirds of members voting. This is a time-consuming process and there is no guarantee of approval.
- The general position of the Privy Council is that By-Laws should be short and focused to cover areas that are less likely to change with a greater level of detail and emphasis in the Regulations around policies and process matters.
- Only the four independent trustees and the non-chartered member are recruited specifically to be a Trustee. All other Trustee appointments are ex-officio.
- The role of a Trustee is not representational, representation is via the Council and committees.
- The lines of communication between the Board, Council and members need to be strengthened.
- The requirements for both Hon Secretary and Hon Treasurer roles are historical and predate the current Board and Board Committee structure and employment of a CEO and professional staff team.
- The President role is very over stretched whilst other roles are underutilised.
- Marketing and communications are critical to ensure members understanding and support the direction of travel.

The Board agreed that:

- There is a need for flexibility for the Board, to deliver the strategic and financial needs of the organisation and to strengthen the Council to act as the members representational body with a focus on practice and standards. It was therefore agreed that we need to undertake a review of the governance structure of the Board and Council and recognised that the results of this work may lead to the need to change the By-Laws.
- A role description based on the terms of reference for the Council is required to bring clarity of role and expectations for the 2025 elections. This will be drafted and shared with the Council early in 2025.

In preparation for the 2025 elections the Board considered the current structure of a joint President and Chair of the Board role and the associated risks and opportunities:

- The President is an external facing role and as Chair of the Council ensures it has a stronger representation and voice.
- The current combined role of the President with Chair of the Board and Council can act as barrier to anyone standing.
- Whatever changes are made, it will be important that the majority of Trustees would continue to be from within the membership and continue to influence through the Council.
- It is unusual to have a President that also is Chair of the Board and Council.
- There is a potential risk that if the Chair of Council is not a Trustee it could undermine the Council.

The Board agreed that the role of President and Chair of the Board can be separated but they will need to consider all the potential options before making a final decision.

The meeting also considered the role of Hon Secretary and Hon Treasurer and agreed the skills and expertise needed which are to be incorporated into the role descriptions for the 2025 elections.

The Board received the report from the last Council meeting held on 28 October 2024 and an update on new CMLIs.

The next meeting of the Board will take place on 21 January 2025.

**Carolin Göhler**

**Chair of the Board / President, The Landscape Institute**