

## Board of Trustees

Wednesday 18 October 2023 at 0900

### WEB Minutes

Trustees Present:					
CHAIR CG	Carolin Göhler President Elect / Acting President	NF	Noel Farrer Vice President	MH	Mat Haslam HonTreasurer
MS	Mark Smeeden HonSec	AB	Adam Barker (items 1+2) Non Chartered Trustee	CH	Chris House EMC Chair
IP	Ian Phillips PCC Chair	JC	Jane Clarke Independent Trustee		
Staff In Attendance:					
RH	Rob Hughes CEO	JT	Joe Thomas (item 4) Head of Finance	MJ	Margaret Johnson Head of HR
YM	Yvonne Matthews EA to CEO & Senior Leadership	EW	Emma Wood Governance & Regulation Manager		
Guests:					
CR	Chris Rowse (item 1.2) Russell-Cooke	IPa	Ian Parry (item 6.1) CfGS	JF	Jane Findlay (item 7.1) Chair Governance Review Committee
Apologies:					
PM	Penelope McNeile Independent Trustee	DN	Deborah Nagan Independent Trustee	MN	Marc Norden Independent Trustee

## 1 Welcome and Induction Training Session

### 1.1 Welcome, Apologies and Quoracy

President Elect/Acting President Carolin Göhler (CG) opened the meeting by welcoming all to her 1<sup>st</sup> Board as Chair. Board noted that the session was being recorded for administrative purposes only. Having reported the attendance and apologies the Chair confirmed the meeting was quorate

### 1.2 Induction Training Session

Chris Rowse (CR) delivered the induction training session  
CG thanked CR for the interesting and informative session

## 2 Closed Session

### 2.1 Confidential item

The staff team left the meeting for a closed session of the Board and CEO

## 3 Preliminary Matters

### 3.1 Declarations of interest

There were none

### 3.2 Minutes and approved actions from the last meeting

#### 3.2i Minutes of the meeting held 13 June 2023

Project Kestrel item 2.2 clarification 1-2% turnover IT infrastructure pa. This is for maintenance / upkeep rather than the new infrastructure project new asset purchase - to be clarified in the minutes

Minutes of the meeting held 13 June 2023 were AGREED subject to the clarification at item 2.2

For:	5	Against:	0	Abstain:	2
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#### 3.2ii Minutes of the meeting held 28 June 2023

The Minutes of the meeting held 28 June 2023 were AGREED

For:	5	Against:	0	Abstain:	2
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**DECISIONS:** To approve the Minutes of the Board Meeting 13 June 2023 subject to the clarification of item 2.2

To approve the Minutes of the Board Meeting 28 June 2023

**ACTION:** To update Minutes of the Board Meeting 13 June 2023 with clarification of item 2.2

### 3.3 Actions Log

CG commented that the traffic light (RAG) system was very useful and Rob Hughes (RH) confirmed that this approach has been implemented across a range of LI business reporting

Having reviewed the log it was AGREED that a full review be added to next Board agenda. This to identify any Red/Amber items that need intervention. The log to adopt a transition approach whereby Completed (Green) items once presented to Board drop off the active list for next report

**DECISION:** To adopt rolling approach whereby Completed (Green) items once presented to Board drop off the active list of the Action Log for the next report

**ACTIONS:** RH to update Action Log as a rolling report

<b>4.</b>	<b>Year End, FRC and Finance Matters</b>
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#### 4.1 Year end business

HonTreasurer Mat Haslam (MH) and Head of Finance Joe Thomas (JT) presented the finance items. MH confirmed that the 2022-23 results in the audited accounts were slightly worse than expected mainly due to investment loss, however, performance was in line with prediction

FRC took on financial control in February with the departure of the former HoF. Current trading year costs are down, income is reducing, membership is stable. Benchmarking of other membership organisations reflects similar performance issues

##### Audit and financial report

JT presented the statutory accounts noting that commercial income was lower than hoped. The audit was challenging particularly in light of the finance team staffing issues but went really well

##### Letter of representations to LI auditor

The auditors required an additional note regarding the branch CAF accounts be added to the letter of representation. The branch CAF accounts have been closed due to legal compliance issues raised by the auditors. The Branch Committees still have funds available and can access funds held and this was explained to the Branch Chairs in October in addition a meeting of the Branch Chairs and Treasurers is planned for November

JT and RH confirmed that in regards to litigation there was currently none and none that they were aware of

Board were asked to acknowledge the Letter of Representation for the Landscape Institute and approve its signing by the Honorary Treasurer and Interim Head of Finance - AGREED

**DECISION:** To acknowledge the Letter of Representation for the Landscape Institute and approve its signing by the Honorary Treasurer and Interim Head of Finance

#### **Schedule of Board expenses payments**

Board NOTED the Schedule of Trustee expenses

## **4.2 Finance updates**

### **Auditor tender update**

Board AGREED to appoint Moore Kingston Smith as the LI auditors for an initial 3 year period

For:	7	Against:	0	Abstain:	0
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**DECISION:** To approve the appointment of Moore Kingston Smith as the LI auditors for an initial 3 year period

### **Changes to financial investments**

Currently awaiting the 30 September report but the last report in June showed no change. FRC is considering a move of funds to cash accounts to manage investment risk in light of market volatility, this will also enable draw downs throughout the year

### **Business plan**

RH presented the updated Business Plan 2023-24. The plan reflects recommendations from the Brown Review, shows new ways of working, is collaborative and inclusive

Board generally SUPPORT the direction of travel, need to clarify and refine the final business plan 2023-24 document for publication. It was AGREED that CG, NF and JC undertake interim draft review

**DECISION:** Business Plan 2023-24:

- i. To support the direction of travel of the Business Plan 2023-24
- ii. To clarify and refine the Business Plan 2023-24 ahead of publication
- iii. Carolin Göhler, Noel Farrer and Jane Clarke to undertake interim draft review

### **Management Report September 2023**

JT confirmed that the reforecast is a comprehensive report noting that the paper highlights the pathway to future stability. The paper is indicative of the issues that need to be considered and their potential impact. Commercial income base is critical, it is the engine for growth and requires better use of Landscape Services

The budget reforecast was AGREED and Board requested that JT forward the Trustees thanks to Sayer Vincent for all their work and support

For:	6	Against:	0	Abstain:	1
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**DECISION:** To agree the budget reforecast and management report

**ACTION:** Joe Thomas to forward Trustees thanks to Sayer Vincent for all their work and support

## **4.3 Project Kestrel Update**

RH presented a high level project plan and timeline and noted that this has been built into the contract process. External IT providers Lighthouse are working with us on the project. This has the benefit of utilising their expertise and removing the need for an additional project manager / consultant

Board AGREED the PK contract and MH agreed to act as project sponsor. RH to sign the PK contract with President signature in addition and to share the Project Kestrel folder with the trustees.

For:	7	Against:	0	Abstain:	0
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**DECISIONS:** Project Kestrel: To agree the Project Kestrel contract  
Project Kestrel: Mat Haslam to act as Board project sponsor

**ACTION:** Rob Hughes and President Elect to sign PK contract  
Rob Hughes to share updated Project Kestrel folder with Trustees

5	<b>Report from the Chief Executive</b>
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#### 5.1 CEO Report

RH gave a presentation. Highlights:

- Updates from the teams
- Exams/assessments now quarterly
- Recruitment and retention
- What increased commercialisation and alternative approaches to income generation meant

6	<b>Governance Matters</b>
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#### 6.1 CfGS Report Update

Ian Parry (IPa) of Centre for Governance & Scrutiny (CfGS) spoke to the report

IPa clarified that the report is the CfGS report commissioned by LI but is based on CfGS research and findings and reflect their recommendations and any decision regarding the consideration and implementation is for the Board. Would recommend that Board establish a working group to take the work forward

CG thanked IPa for his time and attendance. IPa thanked the Board for the opportunity to speak to the trustees regarding the report. It was an interesting project and he wished all well for the future

#### 6.2 2023 AGM

RH confirmed the 2023 AGM would be held 11 December 2023 in Cardiff as a hybrid event. Board meeting to follow in Cardiff on 12 December – NOTED

#### 6.3 Joint Board/ Council Strategy Session 2023

To be held as a digital event on 22 November, agenda/programme to be circulated soon. Session will focus on the Corporate Strategy and Brand Identity.

7	<b>Updates from Board Committees, Task &amp; Finish Groups</b>
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#### 7.1 Governance Review Committee

Jane Findlay (JF) spoke to the paper and confirmed that as agreed by Board 13 June 2023 the Governance Review Committee (GRC) had convened and held its first meeting. NOTED

##### 7.1i The Terms of Reference for the Governance Committee

The draft GRC ToR was circulated.

Board AGREED the GRC ToR

For:	6	Against:	1	Abstain:	0
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**DECISION:** To agree Governance Review Committee Terms of Reference

**7.1ii Policy and process for appointments to Board Committees and Standing Committees under Regulation 26**

For:	6	Against:	1	Abstain:	0
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**DECISION:** To agree policy and process for appointments to Board Committees and Standing Committees under Regulation 26

**7.1iii Policy and process document setting out the rules and standards expected for LI governance meetings**

**DECISION:** To agree Policy and process document setting out the rules and standards expected for LI governance meetings

**7.1iv The final report by the Centre for Governance and Scrutiny**

Further to the discussion under Item 6.1 the Board agreed it was important to publish the report by the Centre for Governance & Scrutiny in full but to be clear that it would be considering which recommendations it would be in the interests of LI members to take forward.

**DECISION:** To receive the CfGS report  
To ask the Governance Committee to consider its findings and advise on which recommendations and how these will be taken forward to serve in the best interest of its members and Institute. The outstanding work from the Brown review and the agreed recommendations from the CfGS Report will then be combined into a plan which will be consulted on and implemented as part of our Business Plan for 2023/24 and 2024/25.

**ACTION:** CfGS Report covering note/preface to be revised in light of decisions taken at the meeting

**7.2 People Culture & Change Committee (PC3)**

Head of HR Margaret Johnson (MJ) spoke to the PC3 report asking for approval for the amendment to the ToR previously agreed to replace the word equality with equity – AGREED

**7.2i PC3 Work Plan 2023-24**

Board NOTED the workplan

**7.3 Standing Committee Review Task & Finish Group**

**ACTIONS:** SC Review TFG ToR to be reviewed with digital vote

<b>8</b>	<b>Membership</b>
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**8.1 New CMLI and FLI Report**

The CMLI report was NOTED. Board AGREED to award x2 FLI

**DECISION:** To award x2 FLI

<b>9</b>	<b>Close</b>
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The Chair declared the meeting closed at 1712