

Council Terms of Reference

Approved: February 2025

Review due: February 2027

A. ROLE

The Council is the guardian of the spirit of the Landscape Institute's Charter and of its long-term objectives and plays a pivotal role in supporting and setting the agenda for the work of the LI.

Members of the Council represent the members of the LI and advise the Board, staff team and Committees on key issues, priorities and challenges of the members relating to the practice and professional development of landscape planning, design and management.

B. MAIN RESPONSIBILITIES AND TASKS

1. Ensuring accountability by:

- i. Monitoring the fulfilment by the Institute of its Objects as set out in the Charter and supporting the delivery of business plan each year.
- ii. Monitoring the performance of the Board and holding it to account in its control and management of the administration of the Institute.
- iii. If necessary, removing members of the Board in accordance with the procedures set out in the Regulations.
- iv. Commenting on proposals from the Board on the alteration of the Institute's Regulations.
- v. Appointing the Chair of the Appointments & Selection Committee and overseeing the work of the Appointments & Selection Committee.
- vi. Representation on Board Committees if required.
- vii. Reporting to members of the Institute on the Council's activities.

2. Holding the Board to account by:

i. Oversight

Each year an annual review will be presented to Council outlining the Institute's successes, challenges and failures. Council will also hold the Institute to account for having effective plans and activity in regard to governance, regulation, education, standards and the quality provision of professional development for practitioners.

ii. Developing strategy

Each year Council will input into plans for the following year(s) to help drive the Institute's business planning. From time-to-time Council shall also review and recommend updates to strategy.

iii. Guiding our plans for policy, influencing and professional standards

Council will actively contribute ideas and insight to help ensure the LI remains relevant and influential. This might include:

- i. Sharing market insight to identify both risks to be managed and opportunities to be taken.
- ii. Drawing on an understanding of the current and future needs of the Landscape Institute's beneficiaries, including members, end users of the profession and the wider public, in order to identify the most important issues for the Institute to pursue.
- iii. Identifying important areas of practice requiring standards (professional, technical & entry), guidance or regulation to ensure the profession delivers in the public interest.
- iv. Identifying opportunities to influence government and industry decision makers.
- v. Debating important points of policy or principle to give member perspectives to the Board.
- vi. Raising issues of concern for the Board to pursue.
- vii. Act as a sounding board for the Board and employees of the Institute.
- viii. Identifying common interests and alignment across the membership. The needs of different regions, devolved nations and disciplines should also be taken account during council's deliberations.

3. Inspiring support by:

- i. Acting as advocates of the Institute among members, a broad range of stakeholder organisations and the wider public.
- ii. Promoting the Arts and Sciences of the Landscape profession and disseminating knowledge relating to the range of landscape disciplines including landscape scientists, landscape planners, landscape architects, landscape managers and urban designers.
- iii. Promoting research and education.
- iv. Other activities that fulfil our aim to protect, conserve and enhance the natural and built environment for the public benefit.

C. MEMBERSHIP OF COUNCIL

Council shall consist of not more than 30 persons who are Institute members together with any persons co-opted under the Regulations including:

- i. President (who shall act as Chair of the Council).
- ii. President Elect.
- iii. Immediate Past President (just for the one year after their Presidency).
- iv. Vice President, Honorary Secretary and Honorary Treasurer.
- v. 10 Members of Council elected by vote from among and by Institute Members as per By-Laws.
- vi. 12 Branch representatives being Corporate Members of the LI and elected to the Council and onto the Branch Committees by the branch members at the branch AGMs.

- vii. Representatives of 3 Standing Committees selected by those Standing Committees from among their membership. The representatives shall not be the Chairs of those Committees.

1. Council Terms of Office

The maximum length of continuous service as a member of Council as any type of Council member other than the President-Elect shall normally be 3 terms of 2 years in that capacity.

A Standing Committee may change its representative at any time but should endeavour to ensure continuity of representation on Council. If at any time there are more than 3 Standing Committees, the Council shall specify which Committees shall send representatives. Such representatives' term of office shall normally commence on the same date as other Members of Council.

2. Council Meetings and Quorum

Council will meet at least 3 times a year and a meeting may be held in person or by suitable electronic means. 5 Council Members present in person or by electronic means shall form a quorum.

3. Co-options

The Council may at any time and from time-to-time co-opt not more than 3 Corporate members to act as additional co-opted members of the Council until the following 30 June.

Council may also appoint a distinguished or eminent person as a 4th co-opted member of Council for such period not exceeding 2 years as Council shall decide if in the opinion of the Council the presence of such a person would assist the work of Council and tend to promote or advance the objects of the Institute. Co-opted members have full voting rights.

4. Eligibility for Council Positions

The By-Laws and Regulations set out the parameters for elected members of the Council who in summary include:

- President Elect/President/Immediate Past President.
- Vice President.
- Honorary Treasurer.
- Honorary Secretary.
- 7 Ordinary Fellow or Chartered members.
- 2 associate members.
- 1 student member.
- 12 Branch representatives being Corporate Members of the LI and elected to the Council and onto the Branch Committees by the branch members at the branch AGMs.
- 3 Standing Committee representatives – each a corporate member of the LI and appointed by the relevant Standing Committee (and not to be the Chair of the Committee.)

Corporate members include Fellows FLI, Chartered Members CMLI, Academic Members AMLI, Associates and Technicians TMLI.

D. CONDUCT OF COUNCIL MEMBERS

In addition to the responsibilities placed on all LI members, being a Council member is an important position within the organisation with significant responsibilities, and therefore subject to additional obligations as to conduct, as set out below:

1. Organisational purpose

Council members undertake to pursue the objectives of the Institute as set out in the Royal Charter, to support the adopted Corporate Strategy and, subject to the foregoing, to act in the best interests of the Institute at all times.

2. Confidentiality and Transparency

Council members will:

- i. Ensure that any matters or materials coming before them and marked or otherwise directed as being confidential, including any such matters relating to individuals, are fully respected as being in confidence and handled with all due care appropriate to maintain confidentiality.
- ii. Subject to observing confidentiality requirements with appropriate discretion, be as open in their decisions and actions, giving reasons for these and restricting information only where over-riding interests dictate, to promote confidence of members of the Institute, staff and other interested parties and to raise awareness of the Council's activities.

3. Media or public communications

Council members will:

- i. Not communicate in their role as Council member to the media or in a public forum without the prior knowledge and approval of the CEO or President or their appointed representatives.
- ii. Exceptionally, when prior consent has not been obtained, inform the President or CEO at once when they have communicated as a Council member to the media or in a public forum. In such cases, any comments will only reflect current organisational policy and any decisions made by Council.

NOTE: For the avoidance of doubt and to avoid stifling healthy internal debate, the media or public forum referred to within the above section excludes member-only access fora within and supervised by the Institute.

4. Selflessness and material benefits

Council members will:

- i. Act in the best interests of the Landscape Institute as a whole whilst understanding that their role in this respect should also not result in undue disadvantage to them as individual members of the Institute.
- ii. Document expenses and seek reimbursement in accordance with Institute procedures.

5. Conduct at Council meetings

Council members will:

- i. Live up to the trust placed in them by the Landscape Institute.
- ii. Abide by Council governance procedures and practices.
- iii. Study the agenda and other information sent to them in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- iv. Honour the authority of the President and respect the role of the Chair
- v. Engage in debate and voting in meetings according to procedure, maintaining a courteous and respectful attitude towards the opinions of others while making their voice heard
- vi. Accept a majority Council vote on an issue as decisive and final.
- vii. Comply with the LI's behaviour policy and conduct at meetings guidance.

6. Enhancing governance

Council members will:

- i. Participate in induction, training and development activities for Council members as required and will proactively seek ways to improve organisational governance practice.
- ii. Support the CEO and maintain supportive and courteous relationships and communications with the staff of the Institute.

7. Nolan committee principles

The actions of Council are directly attributable to the Landscape Institute therefore all members of Council have a general duty to act in the best interests of the Institute and to adopt the following standards for Committee Members and Trustees, which are based on the principles of the Nolan Committee:

Selflessness

Council members have a general duty to act in the best interests of the Institute as a whole. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or the organisation they come from or represent.

Integrity

- i. Council members should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role
- ii. As well as avoiding actual impropriety, should avoid any appearance of improper behaviour
- iii. Should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement
- iv. Should act responsibly when in contact with the media or in a public forum and with regard to policies of the Landscape Institute any publicly expressed view will reflect those adopted by the Institute.

Objectivity

In carrying out their role, including making appointments, awarding contracts, recommending individuals for rewards and benefits or transacting other business, Council members should ensure that decisions are made solely on merit.

Accountability

- i. Council members have a duty to comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in the Landscape Institute.
- ii. Are accountable for their decisions and actions to members, the public and funders. They must submit themselves to what scrutiny is appropriate to their role.

Openness

- i. Council members should ensure that confidential material, including material about individuals, is handled in accordance with due care
- ii. Should be as open as possible about their decisions and action that they take in order to promote the confidence of the members, public, stakeholders, Charity regulators and Parliament
- iii. They should give reasons for their decisions and restrict information only when the wider interest clearly demands

Honesty

- i. Council members have a duty to declare any interests relating to their role as a committee member and to take steps to resolve any conflicts that may arise. Where private interests of a committee member/trustee conflict with their duties, he/she must resolve this conflict in favour of the committee member role.
- ii. Must make relevant declarations of interest in the different circumstances and roles they play both within and outside of the Landscape Institute.

Leadership

- i. Council members should promote and support the principles of leadership by example.
- ii. Be supportive of the role of the Chief Executive and any employees, consultants or others engaged by the Institute from time to time.
- iii. Be supportive of the role of the President and Board of Trustees.