

Report from the Chair on the Board of Trustees meeting held on 10 September 2024

Trustees Present

Carolyn Göhler - Chair/President
Noel Farrer - Vice President
Mat Haslam - Hon Treasurer
Chris House - Chair of Education & Membership Committee
Ian Phillips - Chair of Policy & Communication Committee
Jane Clarke - Independent Trustee

Apologies

Mark Smeeden - Hon Secretary
Adam Barker - Non-Chartered Trustee
Marc Norden - Independent Trustee

Staff in attendance

Rob Hughes - CEO
Jonathan Ellis - Director of Membership & Professional Standards
Rowena Lovell - Board Secretary
Emma Wood - Governance & Regulation Manager
Joe Thomas - Head of Finance (interim)
Steve Randall - Head of Finance
Neelam Shemar - Head of MarComms & Events
Yvonne Matthews - Leadership EA

Guests

Jonathan Aikens - Moore Kingston Smith

The meeting was quorate with those present, and apologies detailed above. In addition, the Board welcomed the following two new members of the LI Senior Leadership Team who recently took up their posts:

- Steve Randall - Head of Finance
- Jonathan Ellis - Director of Membership and Professional Standards.

The start of the meeting focused on 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 the minutes of the meeting held on 11 June 2024 as an accurate record of discussions of the Board.

1. Year End 2023-24 and Finance update

Audited Accounts for year March 2023 / 2024

Having discussed the accounts and financial position, the Board unanimously approved the Audited Accounts for 2023 / 2024.

This year was the first audit undertaken by the new External Audit partners – Moore Kingston Smith and their report confirms that it had gone well:

- The LI operated within the planned deficit for the year, and the financial position is moving in the right direction with the General Fund supported by significant designated funds and investments.
- The Balance Sheet remains strong, and the auditors have confirmed the organisation is a going concern with strong reserves.

Board discussions on the accounts and current financial position highlighted that:

- The increase in expenditure on consultants and associated costs primarily related to staff costs including Interim Head of Finance, Head of HR&OD and Project Manager that were incurred in the year. These costs are now reducing as the team is being put in place and substantial savings have been made with strong cost control.
- Commercial income continues to be lower than budget at the current time, but targets are deliberately aspirational to achieve the growth that is needed.
- Current membership subscription renewal is at 92% and whilst there is a concern regarding an aging membership in the longer term there is a trend for longer working and work is underway to broaden membership base.
- From a member's perspective the deficit position is a valid concern so it will be important to have strong messages in the lead up to the AGM.

Post External Audit Report

Jonathan Aikens, the LI Audit Partner at Moore Kingston Smith updated the Board on the audit process and confirmed the conclusion that it was a good audit outcome with an unqualified audit report. Particular highlights include:

- It was a smooth audit process with thanks to the finance and the staff team for all their hard work and support with the process.
- Having reviewed points made in the previous audit, the vast majority have been addressed with clear progress made across all areas over the year.
- Although the Finance and Risk Committee reviewed the audit report and accounts with the Auditor ahead of presentation to the Board, the Board are responsible for the financial position of the organisation.
- Agreement and acceptance by the Board of the Letter of Representation.

2. CEO Update

Board discussions on the business update from the CEO highlighted that:

- It has been a pivotal year that has enabled the implementation of business transformation projects, long term strategy and key areas of focus with phased business objectives over multiple years and a strong project team approach.
- There is a focus on core delivery, digital transformation through Project Kestrel, New Ways of Working and financial discipline underpinned by business sustainability and income, strong financial principles and being realistic around resource and capacity.

- In addition to core business delivery, the LI is progressing the six key business objectives for 2024-25 based on our critical areas of focus and priority areas with an allocated project team/taskforce and set timelines/KPIs. Overall, on track to meet KPIs.
- Now the initial scoping work has been undertaken in relation to Project Kestrel, the next step will be to plot user journeys including a programme of drop-in sessions for key stakeholders. The critical parts of the project are on track and the Board will be monitoring progress.
- Key communication activities include the membership satisfaction survey to be launched in Jan 2025; an awareness raising campaign in the lead up to the 2025 elections.

3. Membership

The Board approved the award of Fellowship to Wendy Lancaster, Richard McWilliam, Andrew Tempny and Stephen O'Malley and noted a summary of new members.

4. Corporate Strategy

The process for refreshing and reviewing our corporate strategy is underway:

- The focus will be to look at key areas of member retention/growth, education, commercial growth, addressing skills gap, attracting the next generation, climate change and biodiversity, and enhancing the status of the landscape profession. To seek to understand our audiences, positioning and the environment that we operate in (both internal and external) to drive our strategic priorities.
- The aim to have a flexible strategy in place by June 2025 that will then be reviewed annually and used as the framework for the annual business plan.
- There will be opportunities for members to engage and participate in consultations throughout the next six months.
- Research already undertaken will be analysed with further consultation to consolidate and capture further evidence and identify key themes to enable better decision-making and drive the direction of the strategy.

Board discussions highlighted that:

- There is a need to take a more strategic approach with long term planning and to ensure regular member engagement opportunities and therefore to consider a 3-year member consultation process aligned with business planning moving forward.
- The development of the corporate strategy is a key way to demonstrate that the Institute is putting the membership at the heart of its decision-making process.
- The Board is responsible for setting the strategic direction of the organisation and ensuring this aligns with and is supported by the financial planning and budgeting.
- In deciding the future strategic direction, it will be important to consider how other organisations are operating, how the LI can work collaboratively with other organisations as well as other stakeholders/opinion formers/decision makers.

5. Governance

Annual Schedule of governance meetings

- The meeting agreed a rolling 3-year schedule of governance meetings will be put in place to ensure alignment of connected committee meetings and business planning. Once finalised the schedule will be published on the website.

Discussions highlighted that:

- The aim of introducing the new Board Committee structure last year was to increase the capacity of the Board to consider the detail of key areas of responsibility and to enable the Board to focus more on horizon scanning and strategic discussions.
- The Board needs to work closely with the Advisory Council to identify member issues and concerns, and that intelligence used to frame the decisions and strategy of the Board.
- The Board is accountable to the Charity Commission for the delivery of public benefit which will require intelligence from a wider perspective not just members. Therefore, we need to engage beyond the membership with a wider group of stakeholders.

Advisory Council Elections 2025

Discussions highlighted the importance of working to ensure greater equality of opportunity and diversity of candidates in relation the elections by reducing some of the barriers to applying that may exist and some of the biases that may be perceived when voting.

A review of the Regulations highlighted some minor changes that could address some of this (see section below) and plans over the next few months will aim to showcase the value of the Advisory Council and those people currently in the role to encourage members to put themselves forward when the elections open early next year.

General meetings of members

The Board agreed that it is important that members know how to raise anything for consideration at an AGM or requisition an EGM. Previous issues have arisen partly because the process and policy around this was not clear. As a result, a new General Meetings policy has been put in place that sets out the format for all general meetings; how issues can be raised by members and how such meetings will be run including any Q&A sessions.

The policy is available on the website (see [here](#)) and will be in place for this year's AGM which will be held virtually on 7 November 2024 with notice due to be sent to members by 11 October 2024.

Regulations Review

The Board's recent review of the Regulations highlighted that there is a need to:

- Tidy up and align with previously agreed changes; corrections and to strengthen compliance with LI policies.
- Incorporate new definitions to align historical terminology with current ways of working as regards hybrid and virtual general meetings and how votes are made at any general meeting.

- Reflect a change in the nomination process for elections that will aim to encourage a greater diversity of candidates and more equality in nomination process and any subsequent voting.
- Ensure general meetings meet the spirit and requirements of the By-Laws and give equity of opportunity for all eligible members to attend and vote.
- Meet current good governance practice.
- None of the agreed changes as outlined below require a change to the By-Laws.

Decision	Related Regulation	Reasoning
Approved removing reference to Academic Fellow within the Regulations.	Regs 1, 2 and 2.5	Membership category of Academic Fellow no longer exists and reference to this should be removed from the Regulations
Approved that reference to Fellows Admissions Board (FAB) be removed and responsibility not assigned to a specific committee just the process that needs to be followed.	Regs 1.2 and 2.2.2(d)	The Fellows Admissions Board (FAB) no longer exists and has been absorbed within the Members Advisory Panel.
Approved definition of show of hands to be added.	Regs 1	A definition of 'show of hands' to be added to encompass votes cast in a quorate general meeting held either in person or via electronic means and to include any votes invited in advance.
Approved correction to reference Reg 16.1 and not 8.7.	Reg 9.3	Correction to the referencing.
Approve that all candidates nominated for election to any role on the Advisory Council need the support from three other Fellows (FLI) or Chartered Members (CMLI).	Reg 13	Change will bring greater equality of opportunity and diversity of candidates, reducing some of the barriers to applying
Approved the obligation for members to comply with all LI Governing documents, Policies, Rules and Regulations to be incorporated.	Regs 2.3 and 6.1	
Approved removing Regulations 8.6 and 12 to ensure general meetings meet the spirit and requirements of the By-Laws currently.	Reg 8.6 and 12	<p>The current By-Law 15.1 requires 21 days' notice to be given to all eligible members of any general meeting including the business of the meeting.</p> <p>Reg 8.6 and 12 conflict with that requirement as it indicates that a poll can be demanded at a meeting and a Resolution amended. This</p>

		means that a member who is not present at the meeting would not have notice and would not have the opportunity to vote.
Approved adding a definition of a meeting and look to amend the By-Laws in the future to meet Charity Commission requirements.	Regs 1	To enable the Board to decide to hold virtual meetings.
Approved not to publish details of anyone nominating a candidate.	Reg 14.5.5(b)	Remove reference to publishing nominators.
Approve amendment that notice of Advisory Council meetings to be sent by email.	Reg 19.4	Notices of Advisory Council meetings are now distributed by email.
Approve amendments re: duties of the Appointments and Selection Committee to appoint the Independent Scrutineer for elections.	Reg 20.1	Terms of reference for the Appointments and Selection Committee give them authority to appoint the Independent Scrutineer for elections.
Approve deletion as repetition of previous regulation.	Reg 24.2	Repetition

The new Regulations are available on the website (see [here](#)).

6. Standing Committee Review – next steps

As members will know the future framework for the LI's Standing Committees is under review and a Standing Committee Review Group was put in place to take that forward and present proposals to the Board for consideration. The work of the review group has now concluded, and the Board has approved template Terms of Reference that will now form the framework for all Standing Committees in the future.

In considering next steps the Board recognised that there is some urgency around key areas of activity particularly technical guidance, but it is important that we are clear about the role and focus of all Standing Committees with a robust and consistent process for appointing members of the committees and to strengthen the relationship with the Advisory Council.

The Board has therefore requested that our two new Directors – Jonathan Ellis, Director of Membership and Professional Standards and Belinda Gordon, Director of Policy and Public Affairs lead a process to determine the propose the description, duties and responsibilities for each Standing Committee, including any new ones and the skills and expertise that will be needed within the membership of those committees. They will be working with Advisory Council along with the current members of existing Standing Committees to take that forward and more details will be coming out soon.

In the meantime, time limited 'task and finish groups' will be put in place to take forward any key urgent pieces of work. Again, more details will be coming out about those and the skills and expertise needed on those groups and the recruitment process for any volunteers.

The next meeting of the Board will take place on 10 December 2024, and I look forward to seeing many of you at the AGM on 7 November.

Carolin Göhler

Chair / President, The Landscape Institute