

LANDSCAPE INSTITUTE

AGM 2017

ADDITIONAL MOTIONS

MOTION 1

To allow the Institute to pay a stipend to Presidents

That a stipend be introduced for the role of President, subject to the following conditions:

- (a) the Institute must obtain the final consent of the Charity Commission and comply with any requirements of the Commission before a stipend is paid;
- (b) the maximum amount of the stipend payable to any President is £20,000 per year;
- (c) any stipend must be approved by the Board of Trustees and must be no more than:
 - the amount which the Trustees consider in the circumstances to be a reasonable payment for the role undertaken for the Institute; and
 - the amount lost by the President in income because of carrying out the role of President, whichever is the lower;
- (d) the Trustees must review any stipend at least every 12 months and in addition on the appointment of a new President; and
- (e) in taking decisions on any stipend the Trustees must comply with the procedures of the Institute in relation to the management of conflicts of interest.

Background information: This proposal is intended to attract a wider and more diverse pool of future presidential candidates, and would apply only to the President. The time commitments for the role of President are considerable, currently estimated to be at least two days per week, and it is hoped that the introduction of a stipend will encourage good candidates that would have otherwise been deterred by the potential loss of income to themselves or their practice. Payment would be made for the 2 years of presidency only, and uniquely on the basis of income foregone or business impact, and would be individually negotiated between a sub-committee of the Board of Trustees and any successful candidate, and approved by the Board of Trustees in advance of payment. Any payment would be restricted to £20,000 per year, and such payments will be made public in our annual accounts. Partners or directors in large practices, or others at a similar senior level are unlikely to be awarded this stipend. The current President has made it clear that he does not intend to apply for such a stipend. We have obtained consent in principle from the Charity Commission, subject to agreement of our members and specific information about any payment being supplied to them before any payment is made. The Scottish Charity Regulator sets some simple conditions for such payments that we are confident, on advice from our lawyers, are met by this proposal.

MOTION 2

To allow increased flexibility in the timing of the election and nomination process

- (a) That more flexibility be introduced in the process and timings for conducting elections by deleting existing Regulations 14.5.3 and 14.5.4 and replacing them with the following new Regulations 14.5.3 – 14.5.5 and renumbering existing Regulations 14.5.5 – 14.5.9 accordingly:

“14.5.3 The Council must in each year in which an election is held identify a date on which the ballot for election to Council shall end and all ballot papers must be returned to the Election

Officer, which should be 31 May or such later date within two weeks of 31 May as may be approved by the Council (the “**Election Date**”).

14.5.4 The Council must at least eight weeks before the Election Date invite nominations to vacant positions on Council in accordance with Regulation 13.4 and all nominations must be made not later than five weeks before the Election Date.

14.5.5 Not later than three weeks before the Election Date, on such date as the Council may approve:

- (a) the Institute shall send to each Corporate Member and Student Member for whom an email address is held on the Register an email which invites them to vote electronically and indicates to them how this may be done; and
- (b) the Institute shall send to each Corporate Member for whom an email address is not held in the Register a postal notification which invites them to vote electronically and indicates to them how this may be done

and in both cases the information provided by email or post shall contain the names of all duly nominated persons who are eligible to fill the vacancies on Council and for whom they are eligible to vote under Regulation 14.1 and the names of the Institute Members who have nominated the candidates.”

- (b) That as a consequential amendment, Regulation 13.2 be amended by deleting the existing introductory wording and replacing it with the following new introductory wording:

“13.2 Not later than the date specified in accordance with Regulation 14.5.4 in each year in which an election is to be held.”

Background information: Members have expressed concern about the length of time that the election process currently takes. The process must start in mid-March in an election year. Additionally, in the last election cycle, our Regulations specified that we had to close nominations on the Friday before a bank holiday Monday, when it would have been more helpful to keep nominations open over the bank holiday weekend. Current Regulations specify that elections must be launched by 01 May, for appointment to Advisory Council and Board on 01 July. Further, the current Regulations specify that nominations of candidates for election must be received by 14 April. The proposed changes above specify that the election must be complete by 31 May (or within two weeks after that date if approved in advance by Advisory Council), that elections will be open for at least three weeks (to be consistent with the notice period for general meetings) and that nominations will be also open for a three week period. The entire process of nominations and elections would be reduced from 11 weeks to 8 weeks, and allow more flexibility around public holidays.

MOTION 3

To increase the maximum number of terms of office for Board and Advisory Council members from two to three

- (a) That subject to motion 3(b), the maximum terms of office for all members of the Board of Trustees and Advisory Council (apart from the President, President Elect and Immediate Past President) be increased from two terms of two years to three terms of two years (six years maximum) and the following changes to the By-Laws be made to effect this change:

- (i) By-Law 18.3 be deleted and replaced with the following new By-Law 18.3:

“18.3 An Officer or Ordinary Member of Council elected in accordance with By-Law 18.1 shall be eligible for re-election in accordance with the following provisions:

- (a) *any Officer or Ordinary Member of Council (except the President, President Elect or Immediate Past President) shall be eligible for re-election for one or more terms of up to two years, subject to a maximum overall term of six years; and*
- (b) *the President, President Elect and Immediate Past President may serve only the terms specified in By-Law 18.1”*
- (ii) By-Law 19.2 be amended by replacing the words “maximum overall term of four years” with the words “maximum overall term of six years”.
- (iii) By-Law 20.3 be amended by replacing the words “maximum overall term of four years” with the words “maximum overall term of six years”.
- (iv) By-Law 21.1 be amended by deleting the introductory wording and replacing it with the following new introductory wording:

“In By-Laws 17-20 a “year” means the period between:”
- (v) By-Law 21.2 be deleted.
- (vi) By-Law 21.3 be amended by inserting the following wording at the end of the By-Law:

“A Member of Council who has reached the limit of their term of office may not stand for the same position on Council unless the person has a gap of at least one year out of office.”
- (vii) By-Law 21.4 be deleted.
- (viii) By-Law 22.6 be deleted.
- (b) Motion 3(a) shall only take effect when it has been approved by the Privy Council in accordance with clause 15 of the Royal Charter of the Institute and at that date and the Board of the Institute be authorised to agree any amendments to the By-Laws which may be required by the Privy Council in the interests of clarity or consistency in order to implement Motion 3(a), provided that any such changes do not affect the spirit or intention of the proposed changes.

Background information: A number of Board and Advisory Council members have expressed concern that the current maximum four-year term does not allow the Institute to benefit fully from the knowledge, skills and experience that members bring and develop during their term of office. This proposal is designed to allow people in those posts to develop their full potential and allow the Institute to benefit from their experience and corporate memory and allow members to choose whether to stand for election or appointment once, twice or three times. Over time, this would also lead to a more staggered change in the composition of Advisory Council and the Board.

MOTION 4

To change the required minimum number of Board of Trustees’ meetings from six to four per year.

That the minimum number of meetings of the Board of Trustees be reduced from six per year to four per year and Regulation 23.1 be amended accordingly.

Background information: During 2015 and 2016, a senior member of Advisory Council and the current President conducted a review of our cycle of governance meetings, with the aim of better alignment between meetings of the Board, Advisory Council, Standing Committees and sub-committees of the Board, and improved information sharing between those groups and more efficient decision making. Where Board decisions are needed between scheduled meetings this may be done electronically, in which case a record of the decision will be made in the minutes of the next Board meeting.