

Web Minutes for the 62nd meeting of the Board of Trustees

Tuesday 11 December 2018

Landscape Institute, 107 Gray's Inn Road, London WC1X 8TZ

Board Meeting 3 - Business Planning

Present:

CHAIR AW	Adam White President	MDT	Merrick Denton-Thompson Immediate Past President	HT	Helen Tranter Vice President
JL	James Lord (from item4) Hon Secretary	CG	Carolin Göhler (from item2) Hon Treasurer	MB	Michelle Bolger Education & Membership Chair
KB	Kate Bailey Policy & Communication Chair	MvG	Marc van Grieken (from item6) Technical Chair	SG	Simon Green (from item2) Independent Trustee
JS	Jim Smyllie Independent Trustee	PS	Phyllis Starkey Independent Trustee		
Apologies:					
NW	Niall Williams Non Chartered Trustee	WY	Wei Yang Independent Trustee		
In Attendance:					
DC	Dan Cook CEO	SL	Sarah Loutfi (item 6-7) Director of Professional Standards	EW	Emma Wood Governance & Regulation Manager
CH	Christina Hirst (item 6-7) Consultant: Education Projects	PSm	Poppy Smith (item 7) Head of External Affairs	KO	Kate Owen (item 7 via Webex) Consultant Governance Projects

1. President's Welcome

Adam White (AW) welcomed all to the meeting and proposed changing the running order of the agenda to better facilitate those trustees that would be arriving later, this was agreed

2. Agenda Item 10: President's Report

AW gave a presentation outlining significant activity engaging with partners and highlighted the very positive feedback that had been received for the work of the LI:

Items with actions are listed below:

- i. CPD days have offered live streaming - Dan Cook (DC) to confirm numbers
- ii. RHS Chelsea exhibitors have just been announced and approximately 60% are either members or employers of members - to be considered as a possible news article

Board thanked AW for bringing so much energy to the role and AW recorded his thanks to the staff team for all their work

3. Declarations of Interest

Adam White Contract with RHS (Royal Horticultural Society)

4. **Agenda Item 3: Minutes of the Board meeting 03 November 2018**

- 4.1 Board discussed the minutes and, after confirming that the proposals and decisions had been read out and the wording agreed at the meeting, voted to approve the minutes

For:	9	Against:	0	Abstain:	1
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DECISION: The Minutes of the Board meeting 03 November 2018 approved by the Chair as a true and accurate record

- 4.2 It was noted that when circulating minutes for comment trustees have been unable to 'reply to all' to share their comments due to GDPR. All agreed that minutes could now be circulated with open addresses

DECISION: Board Minutes to be circulated for comment with open addresses

- 4.3 The Decision Monitor was reviewed and Dan Cook (DC) confirmed that actions were being completed to time. Any ongoing actions will be brought forward to the next meeting

ACTION: Any ongoing actions to be brought forwards on the Decision Monitor to the next meeting

5. **CONFIDENTIAL**

6. **Agenda Item 5: Closed Session**

Staff members left the meeting for this item

7. **Agenda Item 6: Governance**

Sarah Loutfi (SL) Director of Professional Standards led on these items

7.1 **RACI Project Update**

SL referred to the paper and confirmed that appendix 2 sets out the actual functions and roles and shows the documents that rule them. The next phase of the project will look at resolving issues that have been highlighted to date

Board noted that there are various senior members who are representing the LI but not currently reflected in the document and asked that these be shown with the addition of 'authorised members' in the 'Influencing' section. It was agreed that an acronyms key would also be helpful

ACTION: Authorised members to be added to the Influencing section of the Functions and Roles document and an acronyms key to be included

7.2 **Working Together Policy**

It was noted that LI staff as employees are governed by their employment contract and there is a route under the HR policy for any complaints. However, there is no policy or sanction that could be applied against members and this policy was conceived as a way of addressing this omission

There was general support for the policy but Board made the following comments:

- i. That language throughout the document should be inclusive, similar to that used in item 4
- ii. Might be helpful to make clear the HR policy
- iii. Include a brief overview of the role of Board (legal liability etc)
- iv. It is important to ensure that the member policy matches / aligns with the staff policies. DC confirmed that once the policy is finalised the staff policies can be reviewed and updated as necessary

Board agreed to adopt the policy subject to the items above being addressed. SL to redraft and liaise with KB, James Lord (JL) and MDT. Final draft to be circulated to Board and all LI committees to note at their next meetings. The policy will also be made available to the membership online. CEO to update staff policies to mirror content and tone

DECISION: To adopt the Working together policy subject to the required issues being addressed
ACTIONS: SL to redraft the Working together policy to address the required issues and liaise with KB, James Lord (JL) and MDT
 Final draft of the Working together policy to be circulated to Board and all LI committees to note at their next meetings as well as being made available to the membership online.
 CEO to update staff policies to mirror content and tone of final Working together policy

7.3 Reinstatement Policy

The Membership Manager undertook a reinstatement review and the purpose of this paper is to request Board support for the key principles outlined in the table at item 4 before we develop a formal policy. All agreed to support the principles and that there was no need for policy to come back to Board as this is now an operational issue for Education & Membership Committee (EMC)

DECISION: To support the key principles identified in the reinstatement review
ACTION: EMC to develop and manage the new Reinstatement Policy

8. Agenda Item 7: Entry Standards Project

8.1 Membership Categories

Kate Owen (KO) governance consultant, joined meeting electronically for this item

Poppy Smith (PS) Head of External Affairs gave a short presentation reviewing the options for delivery of the category changes previously agreed by Board. KO reiterated the principle that if there are no changes being proposed then it can cause confusion to go to a vote when don't actually need to, it makes sense to put forward a full package

Board sought clarification regarding holding 2 AGMs in 1 year. EW confirmed that the 2018 AGM is being held on 24 January 2019 and this is within the required time period of 15 months of the previous meeting. The 2019 AGM will be held October/November 2019

Board considered the options that had been proposed during a comprehensive and wide ranging discussion.

Board agreed that projects should be considered in the context of the staff resources and asked that when papers come to Board they should show impact on staff and resources

ACTION: Future papers to Board to show impact on staff and resources

- 8.1i Board voted to support the approach outlined in Option 2 for the introduction of a new grade of membership - Technician

For:	10	Against:	0	Abstain:	1
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DECISION: To support the approach outlined in Option 2 for Introduction of a new grade of membership - Technician

ACTIONS: Development of the full Technician membership package (including agreement with the Board on points a-h in the December 2018 Board paper 7) and implementation plan. Presentation of finalised membership package to late 2019 AGM. Introduction of new category by mid-2020, aligned with the introduction of the competency framework and the Apprenticeship project

- 8.1ii Board voted to support the approach outlined in Option 2 for the change of name from Licentiate membership to Associate membership

For:	10	Against:	0	Abstain:	1
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DECISION: To support the approach outlined in Option 2 for change of name from Licentiate membership to Associate membership

ACTIONS: Proceed with the governance review which will look to make the change of name and evaluate representation, voting rights and other specifics of the category alongside the review of other membership categories. Present finalised package to November 2019 AGM for approval. If this update/change is approved at the AGM, the Regulations will be updated and there will be a 1 year transition period during which supporting information will be updated and Licentiate members will be able to use either the Licentiate or Associate title. The By-Laws will subject to Privy Council approval.

- 8.1iii Motions for 2018 AGM 24 January 2019

EW confirmed that there would now be no additional motions at the January AGM

KO left meeting

8.2 Apprenticeships update

Paper for information - taken as read and noted

The project has made fantastic progress, the member survey showed a positive response and the Trailblazers are keen that the LI becomes the final home for landscape apprentices

8.3 Education Projects update

Paper for information - taken as read and noted. Paper now to be considered at EMC

PS, SL, CH left meeting

9. Agenda Item 8: CEO Report and Strategy Update

Items for Decision were brought forwards and Board considered items 8i, 8ix and 8x first

9.1 Agenda Item 8i: FRC Business Planning Assumptions

DC commented that the paper reported a solid performance financially in first half of year, particularly strong on sponsorship, conference and membership. The Remuneration Committee (RemCo) and Finance & Risk Committee (FRC) had approved additional staff posts and these are currently being worked through. The Head of Policy and Influencing role (the replacement for the Head of External Affairs) has gone live

Simon Green (SG) requested to see a business plan process – DC to circulate to Board. The draft Business Plan normally goes to February FRC, the February Council to test the priorities, and then the March Board. There was discussion about the need to take full account of staff, volunteer and financial resources before finalising firm targets and budgets

DECISION: To accept the Business Planning Assumptions paper paper as a working document with the added requirement that the business planning process takes full account of staff, volunteer and financial resources before finalising firm targets and budgets.

ACTION: DC to circulate business plan process to Board

9.2 Confidential

9.3 Confidential

9.4 Confidential

9.5 Agenda Item 8vi: Key Dates

Board noted that whilst understanding the reasoning behind the planned Board meetings being bunched together next year it doesn't represent a good pattern for future. It was agreed that an additional Board meeting would be held after the planned leadership induction session in June. This would be treated as a handover session for all incoming and outgoing trustees

SG noted that the Trustees annual report should be discussed and approved at a Board meeting

ACTION: Additional Board meeting to be added to the leadership induction June 2019
DC, EW and Andy Wallace (AW) to confirm process for Trustees annual report approval

9.6 Agenda Item 8ii: Digital Project

DC noted that the team have done an excellent job with the soft launch of the directory and member dashboard. Starting to look at developing the CPD online recording system but this won't be launched until later

9.7 Agenda Item 8iii: Update from Council (Retreat)

Dealt with previously, no other business to discuss

9.8 Agenda Item 8v: Jellicoe

Already covered covered earlier in meeting, no other business to discuss

9.9 Performance Report

Member numbers seem to suggest that we are losing sole traders and that members retire and leave rather than become retired members. Membership are now recording why people leave, return etc and as such we should have better data to track trends in future

9.10 New Member Report

Paper for information - taken as read and noted

10. Charter for Parks

DC noted some concerns regarding the group, particularly its political campaigning. There are members on both sides of the argument and no other professional bodies have signed up to it. Board agreed not to support

DECISION: Not to support the Charter for Parks

11 Any Other Business

- i. Environmental plan – Defra major RHS/LTL consortia bid on project on transformation of school grounds. LI is embodied within it. Pilot for a bigger investment strategy
- ii. Appointments - Marion Spain appointed as acting CEO Natural England, Fiona Howie appointed CEO TCPA
- iii. Michael Gove proposed biodiversity net gain consultation – PCC to respond in February, any comments in to [Ben Brown](#), Policy Manager
- iv. Migratory Committee - skills shortage list closing 06 January. A letter is to go out to all registered practices to get landscape added to the list as a skilled shortage profession. PS recommended sending a holding return
- v. Parks Alliance - keen to reengage with LI, would like an LI trustee. Important to ensure appropriate representative. DC to coordinate

ACTIONS: All to forward comments on biodiversity net gain consultation to Ben Brown
DC to coordinate trustee for Parks Alliance

11. Close

There being no other business the meeting closed at 1635