

## Notice of Extraordinary General Meeting (EGM)

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### To all Landscape Institute Members

You are hereby invited to an Extraordinary General Meeting (EGM) of the Landscape Institute.

#### Date and time

Wednesday 11<sup>th</sup> May 2016  
Registration 5.30pm  
Meeting starts 6.00pm

#### Venue

Charles Darwin House  
12 Roger Street  
London WC1N 2JU

Licentiate, Student, Retired and Academic members of the Institute are reminded that they are welcome to attend and speak at the meeting but as non-corporate members they are not eligible to vote.

### Agenda of the EGM

1. Welcome by the President
2. To vote on motion 1:  
**"The offices of the Landscape Institute should remain in London and not be relocated"**

This motion is proposed by the Board of Trustees and is supported by the Council – a statement in support of this motion is presented below.

3. To vote on motion 2:  
**"That the Landscape Institute accept Motion 2 from the 2014 EGM and adopt the findings of the Office Location Working Group (OLWG) and relocate the administrative headquarters of the Institute from London to freehold premises in a provincial location as identified by the OLWG and simultaneously establish access to flexible office facilities in London for occasional use. In accordance with Motion 2, this should be done at the first opportunity to relinquish the current lease (in April 2018)"**

This motion is proposed by David Appleton, Ian Birtwistle, Gordon Bell, Andrew Bunbury, Chris Gilbert, Alan Simson, Mark Lutyens, Marylla Hunt, Edward Hutchison, Karen Howell, Frances Horne, Kate Wooff, Brian Clouston, Peter Hutchinson, Robert Holden, Mark Smeeden, Hal Moggridge, Tom Robinson, Paul Taylor, Robert Townshend, Benz Kotzen, Colin Moore, Helen Brown, Annabel Downs, Dave Starkie and Catherine White – a statement in support of this motion is presented below.

4. Any Other Business

### **Why we are holding an EGM**

The location of the head office of the Institute has been under review for some time. The Board has considered this carefully and concluded that it is in the best interests of the Institute to remain in London and the Council agrees. This EGM is being called to ask members to vote on this issue.

The Board **strongly recommends** that members should support the Board's motion 1 that the Institute's head office should remain in London. The Board considers that this is essential for the future success of the Institute.

A number of individual members have put forward an alternative motion, which proposes that the Institute should relocate its head office to a provincial location outside London (by implication to Birmingham) in April 2018. Members are also able to vote on this motion.

You are being given a clear choice:

- If you support the position of the Board and the Council that the Institute's head office should stay in London you should vote *for* Motion 1 and *against* Motion 2
- If you support the position that the Institute's head office should be relocated to Birmingham you should vote *against* Motion 1 and *for* Motion 2

### **How to vote**

This is a significant issue for the Institute and it is really important that members vote.

Corporate members can vote in person at the meeting, but if you are unable to attend, you can vote by proxy instead.

You can use a proxy form to vote on the motions in advance, either by directing the chair of the meeting to vote in accordance with your instructions, or by appointing another corporate member, who will attend the meeting, to cast your vote as they think fit.

A proxy voting form is included with this letter and is also available in the members section of the Landscape Institute website. The counting of proxy votes is being undertaken by an independent third party organisation (Mi-Voice).

**To ensure your vote is counted, the proxy form must be received by Mi-Voice by 5pm on 5<sup>th</sup> May 2016.** Completed proxy forms can be sent by post or delivered to Democracy Technology Ltd (Mi-Voice), Gamma House, Enterprise Road, Southampton Science Park, Southampton SO16 7NS. Forms can also be sent as a scan or digital photograph attached to an email to [liegm@mi-voice.com](mailto:liegm@mi-voice.com)



Noel Farrer, President



## **Statement in support of Motion 1, to stay in London – by the Board of Trustees**

### Background

At the AGM in October 2014, a motion was passed which proposed buying a headquarters property outside London and at the same time proposed setting up an office location working group to advise the membership on the cost benefits of a provincial location and to identify a preferred location. The working group has now concluded its work and its full report is available on the LI website.

The working group considered several locations, namely Birmingham, Reading, Manchester, Leeds and London and produced a matrix that ranked them. This placed Birmingham as the highest scoring location, but only 3 percentage points ahead of London which was the second highest. The role of the working group was not to recommend whether the Institute should move out of London but rather to identify a preferred location for the head office outside London.

The remit of your Board is wider. As Trustees of the Institute, we have a legal obligation and duty to make decisions that are in the best interests of the Institute, to manage resources responsibly and to act with reasonable care and skill. As such, your Board has carefully considered the report of the working group alongside the recommendations of your Board's Finance and Risk Committee, and has consulted the Institute's Council. Following this, your Board has also carried out other investigations, including discussions with the current landlords about the potential for a long term extension of the current lease.

Having taken a wide range of factors into consideration, your Board takes a strong view that the head office of the Institute should remain in London. Council supported this position, subject to further investigations (which have been undertaken), in a vote at its February 2016 meeting. The Board is therefore recommending that you vote for Motion 1 and vote against Motion 2. The reasons for the Board's position are as follows:

1. Your Board has a duty not to put the organisation at risk. We believe that a decision to relocate to Birmingham represents an extremely high risk for the organisation. In particular, we are concerned about the following:
  - The likely loss of most of the Secretariat staff over a short time period, with consequential loss of their experience and knowledge of the work of the Institute
  - Significant disruption to the continuity of the Institute's operational activities and projects
  - The amount of management and leadership time and resources, and demands made on voluntary postholders, that would need to be spent on managing a relocation
  - A negative impact on staff recruitment and retention at all levels over the next 2-4 years
  - Serious medium to long term adverse effects on access to decision makers, business and professional contacts and the opportunities that are facilitated by a location in the UK's capital city
  - The loss of the prestige and reputation that comes from being in a leading global city

Your Board recognises that the process of assessing various locations is inherently uncertain as it involves making judgements about which factors to consider and what weighting to give various factors and is very appreciative of the commitment and efforts of the Office Location Working Group. However, having considered all the material put forward, your Board considers that there is insufficient evidence to support the proposition that the potential cost benefits to the Institute of relocating to Birmingham outweigh the risks involved.

2. The cost of office rent is a small part of the Institute's overall budget, currently around 2% of the Institute's overall costs. Any potential savings in the cost of rent from a relocation would be small and would be outweighed by the financial, reputational and operational costs associated with relocating, as outlined above. We benefit from an advantageous rent below market rates and it is reasonable to assume at least the possibility that this advantage may remain available.
3. In the long term there might be some salary savings from relocating but it would take several years to offset any savings against the HR costs associated with the relocation and there is no guarantee that staff of a similar quality could be recruited at a cheaper cost to replace the existing staff. Your Board considers that the Institute's staff and their collective motivation, ability and experience represent a significant asset that should not be placed in jeopardy lightly.
4. There is no evidence that the proposal in the current motion 2, to have a head office outside of London while maintaining a small central London office and splitting staff across the two sites, would be cost effective or practical, particularly given the relatively small number of staff that we employ and the importance of maintaining strong internal communications and organisational awareness.
5. The Board notes the recent experience of the Office for National Statistics. An independent review (<http://www.telegraph.co.uk/finance/economics/11933310/Damage-done-to-UK-statistics-by-Welsh-move-cant-be-undone-says-Sir-Charlie-Bean.html>) has concluded that moving the ONS out of London damaged its performance over the last decade.
6. The Board believes that members can be rightly proud of what the Institute has achieved over the last few years, much of which would not have been possible had the Institute not been based in London. For the Institute to increase further the impact of its policy work, its advocacy with central government, its collaboration with other professional bodies and its media profile, the head office needs to remain in London.

### The Institute's Finances

The issue of how to invest the proceeds from the sale of the Institute's former property (Barnard Mews) is a separate matter from determining where the head office should be located. A number of options may be considered including, but not limited to, outright freehold purchase of another property. Once a decision is made about the long term location of the head office a suitable investment strategy can be developed for the capital receipts from the sale of Barnard Mews, which

are currently set aside and invested in low risk and accessible deposits, as required for the prudential management by Trustees of a charity's finances.

In summary, your Board has considered the findings of the Office Location Working Group, taken advice from the Finance and Risk Committee and Council and reviewed other factors, including the inevitable disruption to the Institute from a relocation, the loss of staff, the negative impact on reputation and much reduced access to key contacts. In the light of all these and associated considerations, your Board is convinced that it is in the best interests of the Institute to remain in London.

**Your Board therefore recommends that you vote FOR Motion 1 and AGAINST Motion 2**

## **Statement in support of Motion 2 by the proposers of the motion**

### **What we are trying to achieve.**

1. Full, fair and proper implementation of Motion 2, as passed at the 2014 EGM.
2. A more-central and lower-cost location for the LI's administrative HQ with a London presence only for staff with roles best performed in London.

The Landscape Institute Future Direction Members' Consultation identified:

*"Facing among other factors....the impending retirement of a large section of the membership, the LI will struggle to stay the same size, let alone grow."*

Moving the administrative HQ of the Institute out of London and investing the capital receipts from selling our previous freehold office premises on Barnard Mews, Clapham in a provincial freehold office space, would protect us from rising London rents. This could also provide surplus space which would produce an income for the LI.

These actions would safeguard the functions of the Institute and ensure our resources are directed to support the aims of the profession and provide good value for money for members. Currently at a time of low interest rates and with the Governor of the Bank of England, Mark Carney mentioning the possibility of negative interest rates, the £1.2 M receipts are sitting in a bank account: this is imprudent. At the AGM in October 2014, a motion was passed mandating the LI to move offices from London and to set up a group to investigate the costs of relocation. An Office Location Working Group (OLWG) was constituted with members from all Branches and Devolved Nations and the Board of Trustees and LI Staff. The OLWG was provided with expert advice by the property and human resources consultants appointed by the LI.

### **The OLWG found that of the provincial locations considered Birmingham best met the requirements of the Institute.**

#### **Key findings from the consultants reporting to the OLWG were as follows.**

- The LI has insufficient capital to purchase a London office.
- LI current rent of £43,848 is low for London (by about 19% and there is no statutory right of renewal in 2020 when the current lease expires) and rental costs are expected to increase by 25% by 2019. Service charges are £33,300 pa. A new lease in 2020 would seriously impact on the LI budget.
- According to the findings of the OLWG property consultant the minimum saving, of moving out of London is likely to be over £200,000 per annum if we buy an office in Birmingham. For £500,000 (less than half £1.2MLI capital arising from the sale of Barnard Mews) an office could be bought in Birmingham with surplus space which it is predicted by 2024 could generate £30K pa in income (OLWG Report appendix *Report on Potential Office Accommodation...* p.15)
- Potential staff cost savings of £89,305 pa would compensate for relocation costs within two years.

The Institute can maintain a small central London facility for staff who need on occasion to be in London and that current arrangements for booking meeting rooms in London when desirable could continue. The OLWG Report found that the Policy Officer requires a London base to be fully effective, the Deputy Chief Executive also attends a number of meetings in London, but the majority

of meetings attended by the CEO are internal and are therefore not required to be London centered (OLWG Report p.14)

*“In conclusion it would appear that it is perfectly feasible for the Institute to maintain a presence in London to ensure continued liaison with other London based organisations whilst retaining a head office in an alternative location out with the city. This will have a cost implication for the Institute through hiring of facilities as well as the cost of travel from an alternative head office location. However this would be compensated by savings made by relocation to the provinces as reported by the Property Consultants”* OLWG Report p. 15