Board of Trustees

Terms of Reference

A. **ROLE**

The Board of Trustees has ultimate responsibility for the activities of the Landscape Institute, in line with the requirements of the Charities Acts and as prescribed by the Royal Charter, By-Laws and Regulations.

By taking on the role of member of the Board, Trustees agree to the additional responsibilities and tasks placed on them by these Terms of Reference, clause 7 of our Royal Charter, Part 4 of the Institute’s By-Laws, and Part 4 of the Institute’s Regulations.

B. **MAIN RESPONSIBILITIES AND TASKS**

1. **Powers and Proceedings of the Board (By-Law 25)**
   
i. The Board shall direct and manage the property and affairs of the Institute in accordance with the Charter and the By-Laws and may exercise all powers of the Institute that are not by the Charter or the By-Laws required to be exercised by the Institute Members in General Meeting, or by the Council
   
ii. The Regulations shall govern the conduct of the proceedings of the Board.

2. **Statutory duties under Charity Law:**
   
i. Carry out the Institute’s purpose for the public benefit
   
ii. Comply with the Institute’s governing document (it’s Royal Charter) and the law
   
iii. Act in the Institute’s best interests
   
iv. Manage the Institute’s resources responsibly
   
v. Act with reasonable care and skill
   
vi. Ensure the Institute is accountable

3. **The role of the Board of Trustees is to:**
   
i. Ensure that the Institute has a clear vision and a strategy focused on its achievement
   
ii. Ensure that the Institute meets its objects as set out in the Charter and retains its ethos and values
   
iii. Ensure that the Institute complies with its legal and regulatory requirements
   
iv. Ensure that expert advice is taken from Advisory Council, Standing Committees and members before decisions are made
   
v. Act as guardians of the Institutes assets and ensure the financial stability of the Institute
   
vi. Agree performance targets for the Chief Executive
4 To shape strategy by:
   i. Ensuring that the Institute pursues sound and proper principles, policies and procedures in relation to all areas of its work
   ii. Shaping and approving the Institute’s Corporate Strategy, identifying priorities and developing a long-term financial strategy to ensure adequate resources
   iii. Engaging actively in strategic decision making and policy decisions to implement the agreed strategy. Keeping under review the long-term development of the Institute in light of the political, economic and social environment in which it operates
   iv. Approving the Institute’s business plan
   v. Approving major expenditure and transactions

5 To inspire effective leadership by:
   i. Appointing the Chief Executive and reviewing their performance and that of their team
   ii. Agreeing and delegating appropriate levels of responsibility and authority to the Chair, Committees of the Board, Board members, groups of Board members and the Chief Executive
   iii. Lending their own expertise to the Institute
   iv. Acting as advocates of the Institute
   v. Advising and giving feedback to the Chief Executive and Senior Management Team

6 To monitor Performance by:
   i. Ensuring that the appropriate risk management and effective internal control systems are in place
   ii. Ensuring that the necessary management information systems exist to assess the Institute’s performance and progress in meeting its objectives, including evaluation of operational effectiveness and efficiency, compliance with laws and regulations and the reliability of management and financial information

7 To ensure accountability by:
   i. Acting in accordance with the Nolan Committee’s Seven Principles of Public Life – selflessness, integrity, objectivity, accountability, openness, honesty and leadership
   ii. Actively monitoring the performance of the employees of the Institute, ensuring clear accountability
   iii. Accounting for the Board’s action in appropriate ways as required by law and good practice, approving the form and content of the Annual Reports to members and making arrangements for the general meetings of the Institute
   iv. Proposing changes to the Royal Charter, By-Laws or Regulations where necessary
   v. Reporting appropriately to the Council and ensuring that the Council has the opportunity to express its views to the Board of Trustees
   vi. Reviewing its own performance and effectiveness

8 Powers and Proceedings of the Board (By-Law 25)
   iii. The Board shall direct and manage the property and affairs of the Institute in accordance with the Charter and the By-Laws and may exercise all powers of the Institute that are not by the Charter or the By-Laws required to be exercised by the Institute Members in General Meeting, or by the Council
   iv. The Regulations shall govern the conduct of the proceedings of the Board.
C MEMBERSHIP OF THE BOARD

The Board shall comprise a maximum of 13 Trustees as follows:

i. President (who shall act as Chair)

ii. President Elect, who shall be elected every other year and who shall become President on expiry of their year of office as President Elect and who will then hold office as President for a continuous term of no more than 2 years

iii. The Immediate Past President for one year after their Presidency

iv. Vice President

v. Honorary Secretary

vi. Honorary Treasurer

vii. Elected Non Chartered Member

viii. 3 Chairs of Standing Committees. Initially the Standing Committees shall be the Education & Membership, Policy & Communications and Technical committees

ix. 4 Independent Trustees who may or may not be Institute Members who are appointed by the Council

1 Board Terms of Office

The maximum length of continuous service as a member of Board as any type of Board member other than the President-Elect shall normally be 3 terms of 2 years in that particular capacity. If at any time there are more than 3 Standing Committees, the Council shall specify which Committees shall send Chairs.

2 Board Meetings and Quorum

i. The Board shall generally meet at least 4 times each year and shall follow such formal business agenda as shall be circulated at or prior to the meeting.

ii. Meetings of the Board may be held in person or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

iii. Five Trustees present in person or by electronic means shall form a quorum.

iv. All Board meetings shall be chaired by the President. If the President is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chair, the Vice-President, or failing the Vice-President, any other member of the Board elected by the meeting shall be the chair.

v. Questions arising at any Board meeting shall be decided by a majority of votes. Every Trustee shall have one vote. If the votes are equal, the chair of the meeting shall have a casting vote.

vi. The minutes of all Board meetings shall, unless the Board shall decide otherwise, be deposited at the Office and available for inspection by the Institute Members and any other persons as authorised by the Board at all reasonable times. The Board shall also procure that the minutes of Council meetings shall be similarly deposited and available for inspection.

vii. The Trustees may by a simple majority take decisions, without holding a meeting, by any means (including by electronic means). Such as decision may, but need not, take the form of a resolution in writing.
### Eligibility for Board Positions

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<th>POSITION</th>
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<td><strong>Elected Officers - Elected Officers also have a seat on Advisory Council:</strong></td>
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| President Elect (*this position is elected for 4 years, 1 year as President Elect, 2 as President and 1 as Immediate Past President. A President-Elect is elected every 2 years ensuring that 2 of these 3 roles are filled at any one time)* | • Fellow or Chartered Member of the Institute (ie CMLI, FLI) for at least 5 years and  
• Nominated by at least 25 Fellows or Chartered Members of the Institute  
OR  
• Fellow or Chartered Member of the Institute (ie CMLI, FLI) and  
• Served as a Council Member or a Trustee or on a Standing Committee for at least 1 year in the preceding 10 years, and  
• Nominated by at least 3 Fellows or Chartered Members |
| Vice-President  
Honorary Treasurer  
Honorary Secretary | |

| **Elected members:** | |
| Non-chartered member (1 position) | • Non-chartered member of the Institute  
• Nominated by at least 3 Corporate members of the Institute |

| **Chairs of Standing Committees:** | |
| Chairs of Standing Committees (3 positions appointed by Advisory Council) | • Fellow or Chartered Member of the Institute (ie CMLI, FLI)  
• Relevant experience, skills and knowledge in order to meet the objectives of the committee. These will be reviewed from time to time by the Appointments & Selection Committee  
• Appointed by the Standing Committee |

| **Independent Trustees** | |
| Independent Board Members (4 positions appointed by Advisory Council) | • The Independent Board Members do not have to be Corporate members of the Institute. However, where they are, they must be nominated by 3 Corporate members  
• Non Corporate candidates will be selected by the Appointments & Selection Committee to complement the existing membership of the Board to ensure it achieves its responsibility |

**Corporate members include:**  
Fellows FLI  
Chartered Members CMLI  
Academic Members AMLI  
Academic Fellows AFLI  
Licentiates