

## **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.

### 3 Eligibility for Board Positions

POSITION	ELIGIBILITY
<b>Elected Officers - Elected Officers also have a seat on Advisory Council:</b>	
President Elect ( <i>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</i> ) Vice-President Honorary Treasurer Honorary Secretary	<ul style="list-style-type: none"> <li>Fellow or Chartered Member of the Institute (ie CMLI, FLI) for at least 5 years <i>and</i></li> <li>Nominated by at least 25 Fellows or Chartered Members of the Institute</li> </ul> <b>OR</b> <ul style="list-style-type: none"> <li>Fellow or Chartered Member of the Institute (ie CMLI, FLI) <i>and</i></li> <li>Served as a Council Member or a Trustee or on a Standing Committee for at least 1 year in the preceding 10 years, <i>and</i></li> <li>Nominated by at least 3 Fellows or Chartered Members</li> </ul>
<b>Elected members:</b>	
Non-chartered member (1 position)	<ul style="list-style-type: none"> <li>Non-chartered member of the Institute</li> <li>Nominated by at least 3 Corporate members of the Institute</li> </ul>
<b>Chairs of Standing Committees:</b>	
Chairs of Standing Committees (3 positions appointed by Advisory Council)	<ul style="list-style-type: none"> <li>Fellow or Chartered Member of the Institute (ie CMLI, FLI)</li> <li>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 &amp; Selection Committee</li> <li>Appointed by the Standing Committee</li> </ul>
<b>Independent Trustees</b>	
Independent Board Members (4 positions appointed by Advisory Council)	<ul style="list-style-type: none"> <li>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</li> <li>Non Corporate candidates will be selected by the Appointments &amp; Selection Committee to complement the existing membership of the Board to ensure it achieves its responsibility.</li> </ul>

Corporate members include:

Fellows FLI

Chartered Members CMLI

Academic Members AMLI

Academic Fellows AFLI

Licentiates