

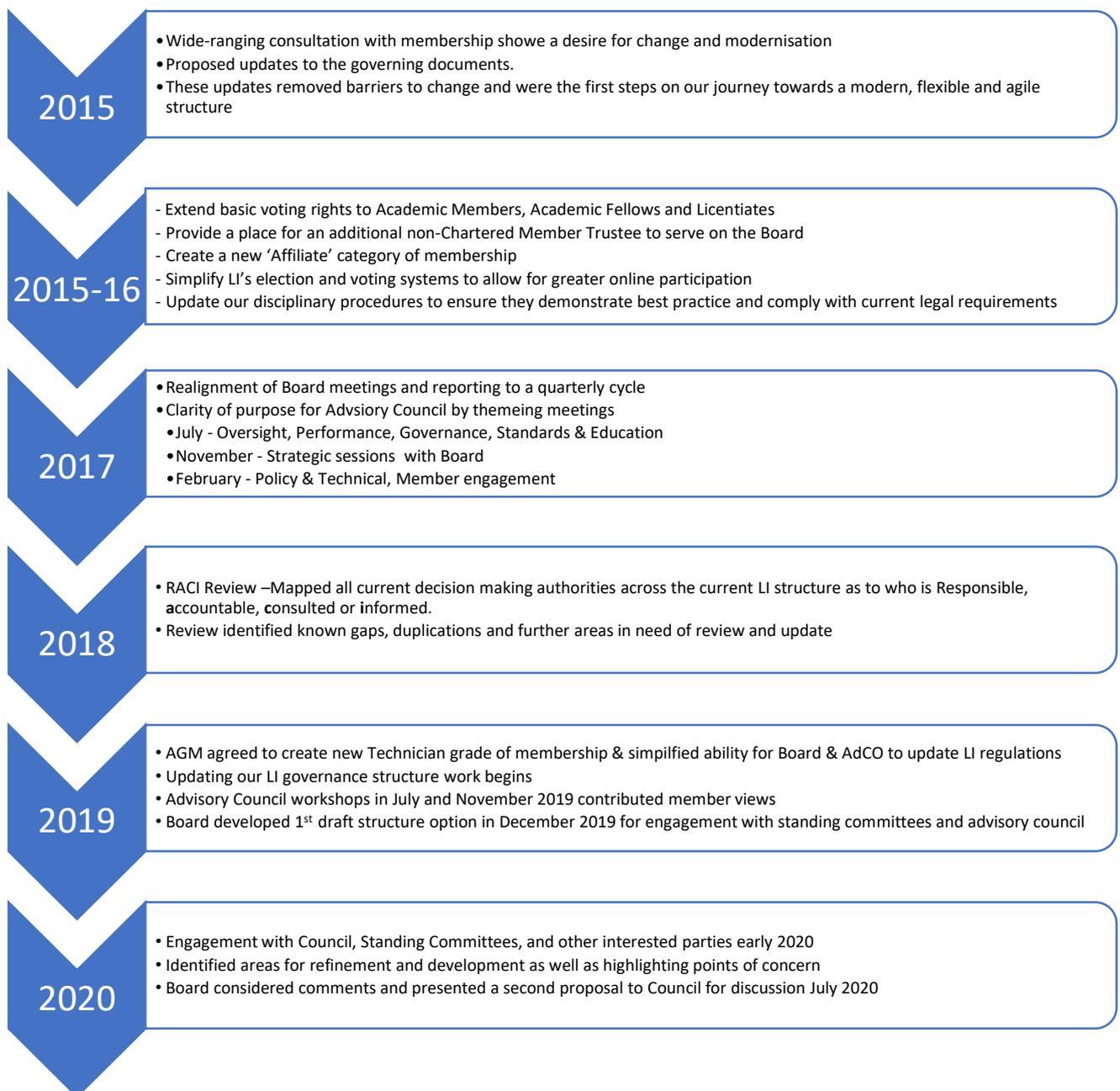
# LI Governance Review (Update: 25<sup>th</sup> August 2020)

## Towards a modern, flexible and agile structure.

### Background to review

In 2015, then-LI president Noel Farrer made a commitment to making the LI more democratic and more accessible to the whole range of landscape practitioners. In a letter to members, he explained:

*'The LI aims to be a democratic organisation but some of our structures make this difficult to achieve. The Institute needs a strong, large and diverse membership... We need greater democracy within the organisation, enabling everyone with a stake in the Institute to participate and have a say... And we need governance arrangements that are fit for purpose now and in the future, reflecting the world we operate in and demographic factors shaping future membership levels.'*



## About this document

This document has been prepared following proposals developed by our LI Board(Board) that were discussed with our LI Advisory Council (AdCo) on July 31<sup>st</sup> 2020. This paper further outlines proposed next steps that will be required over the next 18 months to engage members, refine proposals, take decisions and implement and start to implement any agreed outcomes.

## What is Governance? (And why do we need to review it?)

Governance is an umbrella term for the laws, policies, processes, systems and behaviours that together determine how an organisation is directed, administered and controlled.

To deliver our strategic aims, objectives and priorities successfully, the LI needs sound governance arrangements in place. This review aims to create a framework that sets out the roles, responsibilities and procedures for the effective and efficient conduct of LI business. Once this framework is in place, we will regularly review it so that it remains at the forefront of best practice.

The LI is a Royal Chartered Professional Body that must act in the public interest. We are also a registered charity, and we have a trading business for some commercial activity. We have compliance obligations in relation to all of these aspects of our organisation. Good governance is essential.

These seven principles sourced from the [Charities Governance Code](#) - last updated in 2017 - have guided our approach to renewing and updating our governance at the LI:



## Key principles guiding this review:

- Increased member engagement though greater flexibility, and improved diversity and inclusion
- Clarity of roles and responsibilities and reduced duplication of effort
- Clear accountability for decision making
- More reasonable workload demands on officers
- A culture of mutual support and collective effort, for officers and for staff
- Separation of advisory and decision-making roles
- Alignment with the LI's Royal Charter and its duties as a registered charity
- Good governance and operational practice

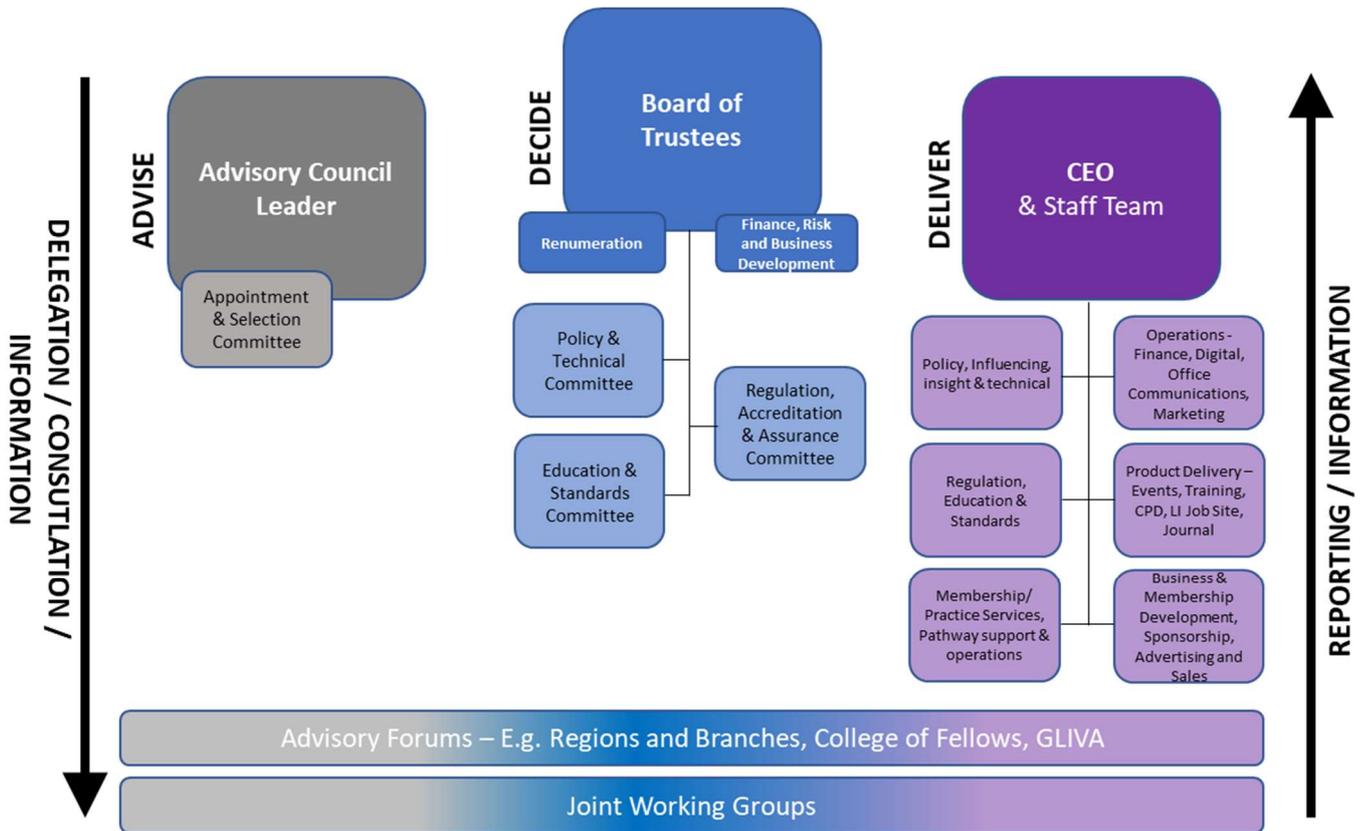
An updated governance structure should help the Institute be relevant and fit for the future in a rapidly changing world. It will help us be more effective and transparent, removing duplication of effort and responsibility. It will also support the LI to become a more welcoming, open, collaborative, diverse and inclusive organisation.

## The LI governance review: before and after

What we have today	Our future goal
<ul style="list-style-type: none"> <li>Unclear roles and responsibilities</li> <li>Undocumented processes</li> </ul>	<ul style="list-style-type: none"> <li>Clear processes, better reporting and communication between groups</li> <li>Good governance and operational practice</li> <li>Clarity of decision-making responsibilities</li> </ul>
<ul style="list-style-type: none"> <li>More than 50 different LI member groups with variable activity levels and different approaches to governance - with some roles advertised irregularly and without defined term lengths</li> </ul>	<ul style="list-style-type: none"> <li>Clear terms of reference</li> <li>Regular recruitment and clear term lengths for decision-making roles</li> <li>A balance of standing/permanent groups and more time-limited 'task and finish' working groups</li> <li>No duplication</li> </ul>
<ul style="list-style-type: none"> <li>The same individuals at multiple levels of decision making</li> </ul>	<ul style="list-style-type: none"> <li>Effective peer review during decision making</li> </ul>
<ul style="list-style-type: none"> <li>A governance structure that does not effectively account for core professional body functions such as regulation, and does not meet changing organisational needs</li> </ul>	<ul style="list-style-type: none"> <li>A new regulation and assurance function and decision making that meets key compliance requirements</li> </ul>
<ul style="list-style-type: none"> <li>A fixed model for Board and Council that is difficult to update</li> </ul>	<ul style="list-style-type: none"> <li>Flexibility to change the composition of our Board and Council in response to changing needs</li> <li>A better-led, skills-focused and more business-like Board of Trustees</li> </ul>
<ul style="list-style-type: none"> <li>A stark lack of diversity on many of our boards and committees</li> </ul>	<ul style="list-style-type: none"> <li>A balance of selection and election that enables us to recruit more diverse members for key roles</li> <li>More opportunities for involvement, with new roles and shorter terms enabling a wider cross-section of members to participate</li> </ul>

## The structure proposed to LI Advisory Council in July 2020

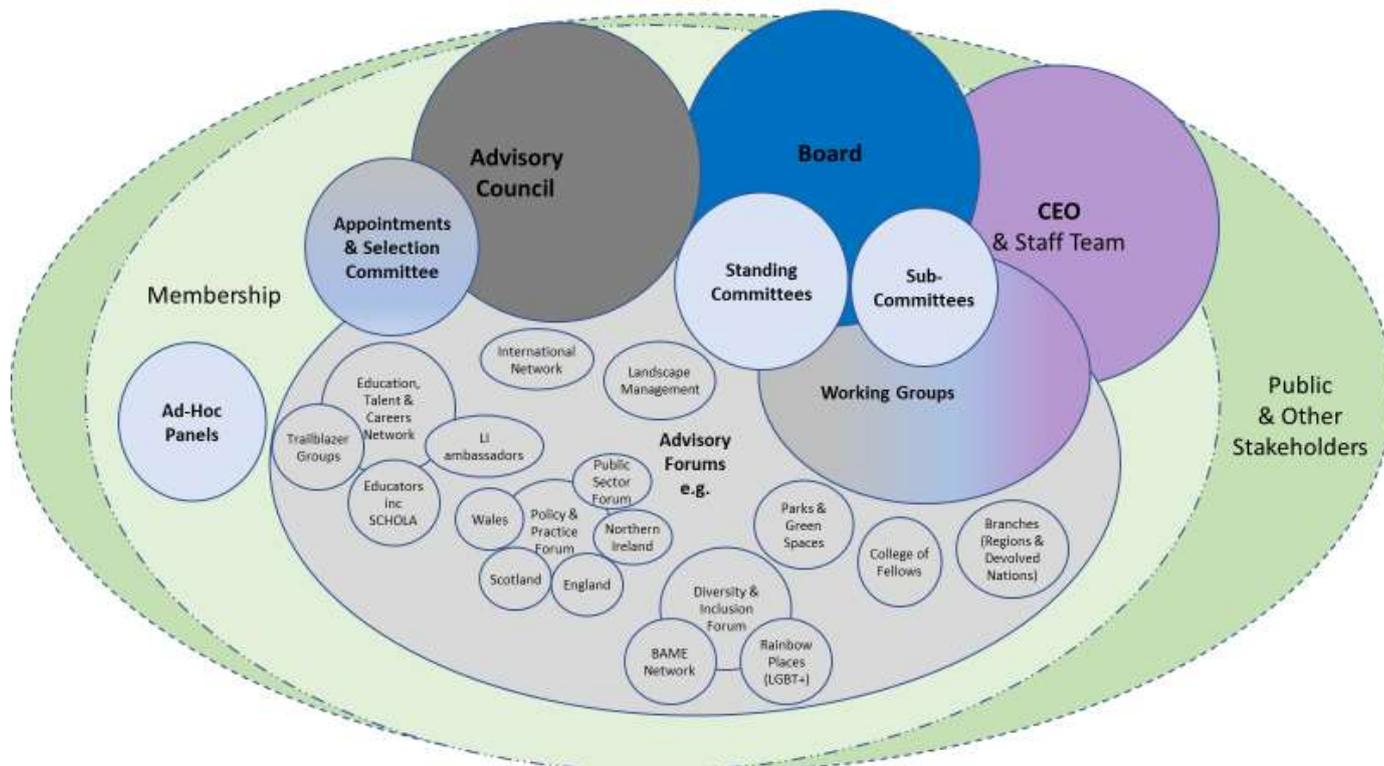
The July 2020 proposal was to continue to have a small strategic Board of Trustees as the governing body, with a larger representative Advisory Council providing oversight, insight and advice to the Board (as is the case now). The supporting structure would be updated to more clearly differentiate between governance and advisory bodies. Standing committees would reflect key activity areas, some of which have changed in response to our evolving strategy.



**Governance bodies** (the LI Board and standing committees) would be our key decision makers, working with advisory bodies to gather information and develop strategic plans. They would help develop and prioritise programmes for the staff team and working groups (and in some cases standing panels) to implement. They would monitor the progress of agreed plans and prioritise the allocation of resources.

**Advisory bodies** would gather information and insight from members and stakeholders, advise the governance bodies on broad aims, and monitor the LI's success in meeting those aims.

We are keen to engage further with our members about what groups we need, and how they will change over time. The below diagram shows how the future ecosystem might look:



**Working groups** would focus on project delivery. Report to either the Board or to one of the standing committees, they will be focussed, time-limited, and allow for much broader member input - mainly through digital means. This would utilise member skills and expertise while reducing the time commitments needed by volunteers.

(A recent example of this type of working group was our [Climate and Biodiversity Action panel](#). Working over a six-month period to help create our new action plan, this panel attracted interest from a diverse range of members and other professionals many new to being involved in LI activity)

## ADVISORY COUNCIL

Our Advisory Council would continue to monitor and ensure accountability for the Board’s performance, and to help develop strategy and guide policy, standards and membership development. They would provide insight from a broad cross-section of our membership and sector, both to monitor delivery against plans and to contribute to new and/or updated strategies.

Proposed changes	Rationale and benefits
<ul style="list-style-type: none"> <li>• Appointments and Selection Committee (ASC) to select up to five Board members, in addition to the standing committee chairs and four independent trustees. Advisory Council to continue to approve appointments.</li> </ul>	<ul style="list-style-type: none"> <li>• A greater role for our Advisory Council</li> <li>• Assurance that the LI Board will have the skills it needs for the future, aligned to our forward strategy</li> </ul>
<ul style="list-style-type: none"> <li>• Up to 12 LI members elected to council based on membership attributes</li> <li>• New flexibility to update criteria ahead of each election</li> </ul>	<ul style="list-style-type: none"> <li>• Regular review and update of representation (to, for example, allow new member grades or experts in specific fields of practice to have dedicated seats on the council)</li> </ul>
<ul style="list-style-type: none"> <li>• Up to 12 LI members elected to council based on geographic regions</li> <li>• New flexibility to update criteria ahead of each election</li> </ul>	<ul style="list-style-type: none"> <li>• Possible future inclusion of international members</li> <li>• Ability to change branches and support new regional hubs without affecting Council composition</li> </ul>
<ul style="list-style-type: none"> <li>• The ability for Advisory Council to appoint up to a maximum of five experts and leaders with specific skills - either members or non-members</li> </ul>	<ul style="list-style-type: none"> <li>• Improve diversity and representation on Council</li> <li>• Enable Council to take advantage of external expertise</li> </ul>
<ul style="list-style-type: none"> <li>• Standing committees no longer represented on Advisory Council</li> </ul>	<ul style="list-style-type: none"> <li>• Avoids having the same people working in both advisory and decision making capacities</li> <li>• Council would still be able to appoint experts and invite standing committees to attend certain discussions</li> </ul>
<ul style="list-style-type: none"> <li>• An elected officer to chair Advisory Council</li> </ul>	<ul style="list-style-type: none"> <li>• Flexibility for LI officers to share workload</li> </ul>

### Proposed Council composition (up to 30 members)

- Chair (the President can choose to chair either Advisory Council or Board, and may nominate another officer to chair the other)
- President-Elect
- Vice President
- Up to 12 membership seats
- Up to 12 regional seats
- Up to five seats for other stakeholders

## BOARD OF TRUSTEES

Ultimately responsible for oversight of the delivery of the Institute’s work, the Board sets our vision and strategy and approves our business plan. The Board would continue to be LI member-led, with only up to four independent trustees.

As is the case now, it would oversee and delegate authority on specific matters to a small number of standing and sub-committees.

Proposed changes	Rationale and benefits
<ul style="list-style-type: none"> <li>• Council to appoint a larger number of Board members based on skills and experience; up to five LI members in addition to the four independent trustees it currently appoints</li> </ul>	<ul style="list-style-type: none"> <li>• Focusing recruitment on finding the skills needed to deliver our plans and strategy</li> <li>• Help address lack of diversity on our Board</li> </ul>
<ul style="list-style-type: none"> <li>• Standing committee chairs to no longer sit on Board, but to report to and participate in relevant Board discussions</li> </ul>	<ul style="list-style-type: none"> <li>• Better accountability</li> <li>• Enables committees to more clearly represent their views</li> <li>• Additional leadership opportunities for members</li> </ul>
<ul style="list-style-type: none"> <li>• President to have the option of chairing Board meetings or allocating this responsibility to another trustee</li> </ul>	<ul style="list-style-type: none"> <li>• Enables future Presidents to balance internal and external leadership responsibilities</li> </ul>

### Proposed Board Composition (up to 12 trustees)

- Chair (the President can choose to chair either Advisory Council or Board, and may nominate another officer to chair the other)
- Honorary Treasurer
- Honorary Secretary
- Up to five non-executive trustees of any LI membership grade, based on skills and experience
- Up to four non-executive, independent (non-member) trustees

## OFFICER ROLES

We have drafted new role descriptions that clearly articulate the purpose of our five officer roles - President, Vice President, President-Elect, Honorary Secretary and Honorary Treasurer - and the responsibilities and skills needed for each.

We recognise that our officers have a significant workload. In better allocating responsibilities for leadership activity, we will enable officers to not only attend to governance matters, but also represent the profession externally.

Changes	Rationale and benefits
<ul style="list-style-type: none"> <li>• LI officers only vote on Board or Council – not both</li> </ul>	<ul style="list-style-type: none"> <li>• Avoids having the same people working in both advisory and decision making governance capacities</li> <li>• Empowers Council to be clear in its oversight of LI Board role.</li> </ul>
<ul style="list-style-type: none"> <li>• President to have flexibility when elected to choose to vote and chair either Board or Council</li> </ul>	<ul style="list-style-type: none"> <li>• Helps manage Presidential workload, enabling balance between internal and external leadership</li> </ul>

<ul style="list-style-type: none"> <li>• Vice President and President-Elect always sit on Council</li> </ul>	<ul style="list-style-type: none"> <li>• The representational nature of these roles is better suited to Advisory Council</li> </ul>
<ul style="list-style-type: none"> <li>• Honorary Secretary and Honorary Treasurer to always sit on Board</li> </ul>	<ul style="list-style-type: none"> <li>• The business, governance and regulatory responsibilities of these roles are needed on LI Board</li> </ul>
<ul style="list-style-type: none"> <li>• Presidential terms change from: <ul style="list-style-type: none"> <li>○ One year as President-Elect, two years as President, and one year as Immediate Past President</li> </ul> <p>TO</p> <ul style="list-style-type: none"> <li>○ Two years as President-Elect and 2 years as President</li> </ul> </li> <li>• Past President no longer sits on Board</li> </ul>	<ul style="list-style-type: none"> <li>• A longer lead-in time for future Presidents-Elect</li> <li>• Past Presidents to have more of an ambassadorial rather than governance role - avoiding confusion and potential difference in agendas between successive leaders</li> </ul>

## STANDING COMMITTEES

We have changed our strategy in recent years. It is timely to explore how Board delegates decisions to standing committees. The LI has several core functions of activity that require member expertise to inform decision making. The Board has engaged extensively with our existing standing committees and interested members to decide where best to house each of these functions.

The current proposal groups the LI's core functional responsibilities as follows:

Policy & Technical Committee	Standards & Education Committee	Regulation, Accreditation & Assurance Committee
<ul style="list-style-type: none"> <li>-Major decisions on policy setting, technical information/advice approval.</li> <li>-Oversight &amp; peer review to ensure quality and consistency of outputs</li> <li>-Prioritisation of work programmes &amp; working groups</li> <li>-Contributing to strategic policy discussions (may be with LI Board or council)</li> </ul>	<p>Standards setting:</p> <ul style="list-style-type: none"> <li>-Mandatory Guidance/Practice standards</li> <li>-Entry standards &amp; Competency framework updates</li> <li>-Ethics &amp; professional standards</li> <li>-Accreditation standards eg Registered Practice, Courses, practice areas eg High streets experts, possible new schemes eg GLVIA or other expert fields of practice as needed</li> </ul>	<ul style="list-style-type: none"> <li>-Regulation and compliance of profession &amp; registered employers against existing standards eg CPD, Code of Conduct/Practice etc</li> <li>-Oversight of delivery of key assessment &amp; decision making functions eg examinations, assessments, university accreditation, other accreditation schemes</li> <li>-Assurance eg Appeals policies, apprenticeship end point assessment</li> <li>-Identifying training &amp; recruitment needs of volunteers involved in functions above.</li> </ul>
<p>Topics based on plans we have today might include - Green Recovery Policy, Embodied Carbon advice, Environmental Net Gain research.</p>	<p>Exploring needs for mandatory guidance or standards for LI members.</p> <p>Contribute to strategic education &amp; talent discussions.</p>	
<p>Supported by working groups and advisory forums for discussion and insight gathering.</p>	<p>Supported by working groups and draw from key forums - possibly a new education, talent &amp; careers forum.</p>	<p>Supported likely be a range of groups comprised panels, assessors, examiners, review groups etc</p>

Changes	Rationale and benefits
<ul style="list-style-type: none"> <li>Two committees - Policy &amp; Technical and Education &amp; Standards - will focus on agreeing outputs (e.g. technical or policy papers) as delegated by the Board. They will programme and prioritise LI activity and assist in resource allocation to deliver agreed plans. They will be majority member-led, with provision for external experts to join if needed.</li> </ul>	<ul style="list-style-type: none"> <li>These committees represent key functions where professional skills are essential to our delivery. This introduces the flexibility needed to ensure the right expertise, whether internal or external, informs the LI's major outputs.</li> </ul>
<ul style="list-style-type: none"> <li>A new regulation and assurance function, comprising an independent chair and majority lay members, will oversee our assessment of policies and procedures, accreditation and regulation of our members against agreed standards and policies.</li> </ul>	<ul style="list-style-type: none"> <li>We must introduce assurance of all assessment decisions - especially in light of our new role as an end-point assessor for apprenticeships</li> <li>Our existing structure does not give appropriate consideration to regulation. As the Landscape Institute is a self-regulating professional body, it is essential that we address this.</li> </ul>
<ul style="list-style-type: none"> <li>Advisory forums (discussion) and working groups (delivery) will be where major activity takes place</li> </ul>	<ul style="list-style-type: none"> <li>This ensures that standing committees act as peer reviewers, and sit separately to where work takes place</li> </ul>
<ul style="list-style-type: none"> <li>Board and standing committees to have the ability to create, dissolve and oversee Working Groups &amp; panels that are needed.</li> </ul>	<ul style="list-style-type: none"> <li>There is a desire to see more working groups. This will enable a wider cross-section of our membership to get involved in LI activity.</li> </ul>

## LI EMPLOYEE TEAM

Our staff team works in partnership with members to facilitate the delivery of plans, activities and projects. This proposal recognises existing roles and responsibilities.

There is no significant shift of governance responsibilities proposed to the LI employee team. We do not propose that LI team members are members of Board or Council, but rather are treated as active participants, where relevant (as is the case now).

As far as possible, the LI employee team structure will be aligned to support any final agreed governance structure from 2021 onwards.

## LI BRANCHES

The branches provide an important member networking structure and can act as advisory forums. Branches are established by our LI Board. We currently have 12 branches, spread across the three UK nations and nine English regions. We are keen for members to share their thoughts on the following topics:

- How can we structure branch networks to best reflect member distribution, support fair access to services and improve communication?
- How do we respond to COVID-19 and a greater shift towards online working? In this digital age, how do we provide improved services and opportunities for all branches?

- How can we better collaborate and coordinate our activity?
- How best do we address geographical challenges in larger regions eg Wales, South West England, Scotland etc
- How do we support members based internationally (who don't have branches today).

## A way forward

Over recent years, much work has gone into the foundation phases of this governance review - by LI members, staff, and an expert governance consultant. The Board and Council have been involved throughout, discussing and helping to formulate proposals.

We have also liaised with our standing committees and the College of Fellows. Their feedback has helped to further develop and inform the proposals. The proposal above was presented to Advisory Council in July, and Board is seeking Council feedback during August and September to help guide our next steps.

The Board will work more collaboratively with Council to further develop the proposals (as outlined in this paper) before consulting the membership on major changes, which will then need approval via a future AGM (likely in 2021).

We now propose the creation of a new Joint Working Group (JWG; outlined in Appendix 1 and 2) between Board and Council to help refine proposals and agree on a preferred model to take forward.

### **Further Information**

This has been prepared by the LI team in consultation with our LI elected officers.

If you have any queries about the detail listed here please contact Emma Wood  
[regulations@landscapeinstitute.org](mailto:regulations@landscapeinstitute.org)

## Appendix 1: Proposed One-Year Plan (Outline)

### Why

The aim of the review is to create for the Landscape Institute (LI) a modern, flexible and agile governance and operational structure to enable a smarter, simpler and more effective organisation'. It will achieve:

- Increased member engagement through greater flexibility, and improved diversity and inclusion
- Clarity of roles and responsibilities and reduced duplication of effort
- Clear accountability for decision making
- More reasonable workload demands on officers and a culture of mutual support and collective effort for officers and for staff
- Separation of advisory roles and decision making, where practicable
- Alignment with the LI's Royal Charter and its duties as a registered charity
- Good governance and operational practice

### What

The LI Board and Advisory Council (AC) will form a joint working group (JWG) to refine and develop the Board's proposed LI Governance Structure, which was presented to AC on 31 July 2020. It will also consider options for improvements to how governance operates within the LI. The output will be a report and summary with recommendations to both the Board and AC about the future LI Governance and Operational Model. It will also include a suggestion for a simple consultation process, and for full member engagement, in order to take decisions to the 2021 AGM.

### Who

The JWG will consist of three Board members (one of which will act as Chair), three AC members (non-Board), and one LI Staff Member (non-voting). They will establish mixed membership working groups on key topics as required.

### How

The JWG will first hold an orientation meeting to give all JWG members an outline of the review to date and an overview of the core principles of governance. The JWG will initially focus upon refining and developing the Board's proposed LI Governance Structure (July 2020), before considering the operational improvements needed to support this. The JWG will consult as appropriate to take soundings and advice before concluding its findings and recommendations. Following this, the JWG will provide a briefing to Board and AC outlining the general findings at least one month before the final report is delivered. Upon delivery, the report and summary will be presented to Board and AC for their agreement.

### When

Outline Programme	Sept - Nov '20			Dec '20 - Feb '21			Mar - May '21			June - Aug '21		
Establish joint working group (JWG), agree <b>Terms of Reference</b> and <b>Plan</b>												
<b>Orientation meetings &amp; Governance Training</b>												
Focus on <b>Governance Structure</b> – JWG workshops (with governance training) & key decisions on structure & responsibilities by Nov 2020												
Focus on <b>Operational Structure</b> – JWG workshops & key decisions on proposed changes by Mar 2021												
Workshops with Sub-working Groups												
JWG ' <b>discussion and recommendations/options</b> ' meetings												
JWG <b>membership consultation process</b>												
JWG <b>develops report and non-technical summary</b> and achieves majority support within JWG												
JWG <b>reporting to Board and AC</b>			☆		☆		☆			☆		
<b>Joint Board and AC briefing &amp; decisions</b> Board briefing and decision on membership consultation ★				☆		☆		☆	★			
<b>Membership Consultation</b>												

## Appendix 2: Board and Advisory Council Joint Working Group – Draft Terms of Reference

- A Joint Working Group (JWG) will be constituted as a sub-committee of the Board with the aim of providing recommendations/options to create '*a modern, flexible and agile structure to enable a smarter simpler and more effective organisation*'.
- A board member will chair the JWG.
- A Governance Specialist will be called on for advice as required.
- The JWG will be made up of the following members:
  - Three Board members (selected by Board and one selected by Board as Chair)
  - Three AC members (selected by AC)
  - One LI staff member (non-voting)
- The JWG will refine and develop the Board's proposed LI Governance Structure (presented 31 July 2020) and consider options for improvements to LI Operations.
- The JWG will:
  - follow the agreed one-year plan
  - always work in line with the LI 'Working Together' policy
  - take notice of our obligations and requirements under Royal Charter, Charity Commission duties, LI By-Laws and Regulations
  - work collectively or through working groups as necessary and helpful to the workplan.
  - develop a stakeholder consultation plan and manage communications and consultation on the review through appropriate channels, including the LI website.
  - provide regular reports on progress to the Board and AC.
- The main output will be a report and summary with a clear recommendation/options from JWG about the future LI Governance model for Board and AC's consideration. This will also include a proposal for full membership consultation to enable decisions to be made by the 2021 AGM.
- The report and summary must be supported by a majority of the JWG and will be delivered to Board and AC no later than 31 March 2021 for approval in April 2021.

## LI Governance Structure - Current

