

# Governance Review Joint Working Group

## Terms of Reference

### Background - LI Governance Review

The aim of the LI Governance Review is to make the Landscape Institute modern, flexible, and agile in its structure and operations. Our intention is to create a smarter, simpler, and more effective organisation. The review will include:

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

### 1. Overall Purpose

- 1.1** To scrutinise and refine the Board's proposed LI Governance Structure presented to AdCo on 31 July 2020.
- 1.2** To provide a report and summary with recommendations including any relevant options to both the Board and AdCo about the future LI Governance Model.
- 1.3** To include suggestions for a consultation process covering draft documents, and for full member engagement. To establish and manage reference groups on key topics as required.
- 1.4** To support final draft documents for the decision-making process and communications including the AGM.
- 1.5** The JWG will be dissolved once it has fulfilled its purpose outlined in 1.1 – 1.4.

### 2. Operational Guidance

- 2.1** These Terms of Reference (ToR) set out the terms of reference and composition of the Governance Review Joint Working Group.
- 2.2** The JWG will conduct itself in accordance with the provisions of the LI Charter, By-Laws, Regulations and Rules and any relevant terms of reference, policies, procedures, guidance notes, codes including but not limited to the Working Together Policy.

### 3. Reporting

- 3.1** The JWG will report regularly to the LI Board on their activities.

- 3.2 The JWG will provide briefings to Board and AdCo and a draft report with sufficient time for Board and AdCo to agree at a time to be mutually agreed, which may require an extraordinary Board and AdCo meeting. Upon delivery the final report and summary will be presented to Board and AdCo for their agreement.

#### 4. Key Responsibilities

- 4.1 To ensure the recommendations consider the range of views of the wider membership and stakeholders through a process of open and transparent engagement.
- 4.2 To deliver the clear recommendation/options about the future LI Governance model for AdCo's and Board consideration.
- 4.3 To include a proposal for full membership consultation to enable decisions to be made by the next suitable AGM.
- 4.4 To engage with a number of reference groups to listen to and consider diverse viewpoints.
- 4.5 To ensure the reference groups work in accordance with the JWG's overall purpose.

#### 5. Membership

- 5.1 The JWG will consist two or three 3 members of the Governing Board and three or four AdCo members (non-officers) and 1 LI Staff Member (non-voting).
- 5.2 The JWG will appoint a Chair from its group for the duration of the working group.
- 5.3 A meeting will be quorate when at least 4 or more are present (in person or digitally) including a member of the LI staff team.

#### 6. Appointment and Terms

- 6.1 The Governance Review Joint Working Group will commence formally once the Board has approved its ToR and continue until its work is complete.
- 6.2 The JWG will be managed by the Chair and the LI team.
- 6.3 The Chair is responsible for leading meetings, liaison and ensuring timely reporting to the LI staff team, AdCo and LI Board.
- 6.4 The JWG will decide who will represent the group in different forms of communications to reflect the group's discussions. The actions of the JWG are directly attributable to the LI therefore all members of the JWG have a general duty to act in the best interests of the LI and in accordance with section 2 of the ToR.
- 6.5 Where no clear consensus, the Board should be presented with several options for decision making.

#### 7. Meeting and Administration

- 7.1 Frequency: Approximately twice a month digitally.
- 7.2 Meeting dates will be shared two months in advance wherever possible.

- 7.3 Minutes: Key points arising from JWG discussions will be noted by a JWG member.
- 7.4 Agenda and papers: At least 3 days in advance.
- 7.5 Expenses: The Board's expectation is that this is a virtual group.
- 7.6 The Chair can request professional input/guidance via the CEO and/or COO for consideration within the Governance Review budget.

## 8. Conduct

- 8.1 Any potential or actual conflicts of interest must be notified to the Chair before discussion on the relevant item. The Chair of the meeting will have the final ruling on whether the member can participate in the discussion.

## 9. Delegation

- 9.1 The JWG has no delegated authority and may not make written or verbal statements on behalf of the Governing Board, nor to approach people or organisations on behalf of the LI and will not commit the LI financially or otherwise.