

## WEB Minutes for the 76<sup>th</sup> Board of Trustees

Tuesday 14 December 2021 at 1300

A virtual meeting via Zoom

### Board Meeting 3 - Business Planning

<b>Present:</b>					
<b>CHAIR</b> JF	Jane Findlay President	BM	Brodie McAllister President Elect	NF	Noel Farrer (Chair item 9) Vice President
KB	Keren Jones HonSec	MH	Mat Haslam HonTreasurer	AB	Adam Barker Non Chartered
CH	Chris House Education & Membership Chair	KB	Kate Bailey Policy & Communications Chair	MvG	Marc van Grieken Technical Chair
JC	Jane Clarke Independent Trustee	MN	Marc Norden Independent Trustee	JS	Jim Smyllie Independent Trustee
WY	Wei Yang Independent Trustee				
<b>Apologies</b>					
	none				
<b>In Attendance:</b>					
SM	Sue Morgan CEO	DL	Donna Lawrence (item6+9) Head of Finance	YM	Yvonne Matthews EA to CEO & Leadership Team
GO	Gideon Opaluwa Head of Professional Regulations	NT	Naomi Taylor (item4) Head of Membership	EW	Emma Wood Governance & Regulation Manager

The President Jane Findlay (JF) opened the meeting by welcoming the newly appointed Non Chartered Trustee Adam Barker (AB) to the team noting that Chris House (CH) has agreed to act as Adam's Board 'buddy'. This was followed by a round of introductions to the Board and staff team

JF confirmed a change to running order to facilitate item 9 when the President and President Elect will leave the meeting to avoid a conflict of interest and the Vice President will assume the Chair from that point

#### 1. Declarations of Interest

There were none

#### 2. Minutes of the Board meeting 05 November 2021

For:	12	Against:	0	Abstain:	1
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**DECISION:** 1 To approve the Minutes of the Board meeting 05 November 2021

#### 3. President's Update

JF gave a presentation updating on activity since the last report. Particular highlights included:

- i. COP26 Glasgow
- ii. LI Awards: presented by Hannah Jackson. Over 70 entries. President's Award was presented to Guangzhou ecological belt

- iii. Bali awards: Past President Adam White won awards for his Gosford Forest Nature Play Trail project
- iv. Sheffield University Brenda Colvin event, 1 of many other events attended or supported
- v. Reminder that the 2021 AGM will be held on Thursday 16 December where we will be introducing the Board to the membership

#### 4. Confidential item

#### 5. CEO Report

The CEO Sue Morgan (SM) gave a report noting that the report built on the past 2 which highlighted systemic issues that the Board recognised and were supportive of change. Key points included:

- i. Team function updates
- ii. New Business
- iii. Strategy and business planning
- iv. Strategic Corporate Principles
- v. Business planning builds on the 3 pillars (influence, growth, relevance)

#### 6. FRC Mid-Year Review and Report

HonTreasurer Mat Haslam (MH) and Head of Finance Donna Lawrence (DL) gave an update on the financial position

#### 7. Governance

Emma Wood (EW) and Gideon Opaluwa (GO) spoke to the paper

##### 7.1+2 Board Skills Matrix

JF noted that Bd should be aware that next February we will be losing significant skills and experience when Jim Smyllie's (JS) final term comes to a close and Kate Bailey (KB) steps down as Chair of the Policy & Communications Committee (PCC).

JF proposed that as we haven't yet recruited a new PCC chair to extend KBs tenure to allow for an overlap with, and smooth handover to, the new Chair. As it took such a long time to recruit the other Independent Trustees (IndTs) also proposed that Bd support an extension to JS tenure to allow for the completion of that recruitment. This will require approval from Advisory Council

Board supported the approach that tenures be extended to allow for completion of the recruitment process – details to be finalised outside of this meeting

**DECISION:** 3 To support the approach that the tenures of Jim Smyllie and Kate Bailey be extended to allow for completion of the trustee recruitment process

**ACTION:** 1 To finalise process to extend tenures to allow for completion of the recruitment process

##### 7.3 IFLA Delegate

The following trustees confirmed their interest:

i) Vice President Noel Farrer (NF), and ii) Non Chartered Trustee Adam Barker (AB)

We do want to be able to influence IFLA as best we can. NF noted that it takes a while to get to grips with IFLA and how the other countries operate, happy to discuss with AB. Suggested that perhaps NF starts for continuity and then AB can pick it up a little later; NF and AB to discuss between themselves. EW to circulate an updated Bd contacts list

Suggest we develop a standard process in future – like a candidate statement

- ACTIONS:**
- 2 NF and AB to discuss IFLA role
  - 3 EW to circulate an updated Bd contacts list
  - 4 Develop a standard process in future – like a candidate statement

*[post meeting note: contact list circulated 15.12.2021]*

#### 7.4 Remuneration Committee Terms of Reference

Need to make clear that the committee has no authority but reports to the Board

For:	12	Against:	0	Abstain:	1
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- DECISION:** 4 To agree the Remuneration Committee Terms of Reference subject to a shorter review cycle and ensuring that all wording makes clear that the committee has no authority

### 8 AOB and Papers for Information

#### 8.1 Papers for Information were noted

#### 8.2 AOB

- i. The Independent Review EDI assessment report has been delayed - The assessor was hospitalised with COVID which delayed the report and this is now due to be presented at the March Board
- ii. JF: Statement of Thanks. JF recorded a statement of thanks:
 

*Before I leave, I would like to take this opportunity to thank you, the Board and the staff for all your hard work and support during what has been a very difficult year.*

*I would like to thank all the trustees for their support and guidance during the IR.*

*To Keren especially who joined the board at a difficult time in the middle of the review, who has worked tirelessly to move the LI forward and to appoint our permanent CEO, Sue, and thank you for driving forward the recommendations of the IR and helped me to guide the process, her advice has been invaluable,*

*Thanks to Noel for his support and advice, it's good to have you back on the Board.*

*Thank you to all the trustees who have stepped up this year to provide advice and support, especially those of you who have sat on the IR steering group, Keren and Jim, and on the working groups, including Kate, thank you for all your hard work over the last 12 months. I really appreciate that many of you have given up your valuable time and I'm very grateful to you.*

*I would like to thank all the LI staff including Emma and Gideon here today for holding it all together and whilst maintaining business as usual have also accommodated the work generated by the IR.*

*Thank you.*

*And finally thank you to Sue who has thrown herself into to the role as CEO, we are so pleased to have you leading the team, and we are looking to working together to move forward the LI to deliver on our promises, our strategy and to make the organisation for purpose at this most important time in our history.*

*And that leaves me to wish you all a Merry Christmas and a peaceful New Year I hope you all have a restful holiday. Thank you.*

The Vice President Noel Farrer (NF) assumed the Chair from this point and the President and President Elect left the meeting at 1529

### 9 Confidential item

### 10 Close

There being no other business the meeting closed at 1711