

Dear Colleague,

I am writing to you as the signatories who have supported the call for an EGM request received by the Landscape Institute (LI) on 3 April 2023.

The events of the past two and a half years have driven significant and permanent societal change. These changes have created a huge opportunity for the profession. However, it is essential for the Institute to change and grow if it is going to deliver for our members and the profession, addressing the skills shortages as well as strengthening its reputation and influence on key issues such as planning, climate change, biodiversity loss and health and wellbeing.

Last year, the LI embarked on a regional roadshow to engage with members, canvassed opinion at our successful awards and launched our influential green sector skills research. We have received strong messages at recent branch events about your priorities, which include us improving the member services, growing the membership and showcasing to decision-makers the difference the work of the profession makes. All the feedback received will shape the new Corporate Strategy.

As a membership organisation we have an inherent strength. We are a collection of members and employees with a strong history and legacy, as well as an exciting future with a growing, young, diverse and passionate membership. To thrive we have to keep up with the pace of change, be relevant, adopt more progressive values, develop strong positive and respectful relationships between members and our staff work by building a modern inclusive professional body and embed a positive culture, take decisions faster and be more externally focussed.

For the past 18 months, we have not been able to focus on the real business of the Institute because of the ongoing issues around the whistleblowing disclosure about the conduct and behaviour of the former President Elect. The whistleblowing case itself is closed and will not be re-opened.

The LI and the Advisory Council have met Branch Chairs, answered multiple questions about the case and it was fully discussed at the recent AGM. You will see from the [**AGM 2022 minutes**](#) that majority of the members who spoke supported the actions by the Advisory Council and urged everyone to move forward and focus on members priorities, as well as address environmental and societal challenges. All of the questions raised by members in relation to the case have been answered in detail many times and all of the responses are available on the AGM website and can be found [**here**](#).

You will also see from the minutes distressing reports of the unacceptable behaviour our staff and volunteers have endured over a number of years. This is why it is the responsibility of the Board of Trustees and the Advisory Council to tackle head-on the issues of member behaviour. The reputational risks to the organisation of not doing so are significantly greater.

After careful consideration of legal advice, the Board has decided that it is not able to convene an EGM at this point of time due to the number of legal and technical problems with the requisition.

There is no power in our constitutional documents for the members in a general meeting to direct the Board to make specific decisions, which it does not believe are in the best interests of the LI. In addition, the supporting

statement submitted includes inaccurate, misleading, defamatory material and is in breach of confidentiality and is vexatious.

The Advisory Council and Board members are of course concerned that 140 members feel that a further meeting is needed, and they have been clear that they are willing to meet a group of the corporate members on the list of supporters who have concerns.

However, we have been clear throughout the process that any meeting has to be with the full Advisory Council and Board of Trustees. That is because the decision to remove the former President-Elect was taken by the Advisory Council and any discussions about that decision can only take place with the full Advisory Council and the Board of Trustees.

I very much hope you will recognise from your own experience the need for the Institute to modernise, take action in response to unacceptable conduct and behaviour and respond to the UK's changing culture and expectations of what is a well-run organisation that its members want to engage with, and staff are proud to work for and will support the Board and Advisory Council to deliver this change.

A handwritten signature in black ink, appearing to read 'Noel Farrer', with a long horizontal flourish extending to the right.

Noel Farrer
Vice President and Acting President.

LETTER TO REQUISITIONERS

27 April 2023

Dear Colleagues

EGM requisition

The Board of Trustees has now had the opportunity to consider your latest requisition and motion that the Institute received on 3 April 2023.

In considering your requisition the Board focussed on our statutory and legal responsibilities to comply with our governance documents and Charity Commission requirements.

As you would expect, the Institute has also taken further legal advice which is set out below.

After careful consideration of that advice the Board decided that it is not able at the present time to convene EGM in response to the proposed motion which continues to be inadmissible as drafted.

There are a number of legal and technical problems with the requisition and motion which we have set out below.

As you are aware By-Law 14.2 sets out that:

*"...an Extraordinary General Meeting shall also be convened within two months of the receipt of a written requisition, signed by 3% (three per cent.) of Corporate Members **and stating fully the objects of the meeting, deposited at the Office...**"*

The requisition states the objects of the meeting as being:

"We move that steps are taken towards establishing the truth and proper reconciliation with regard to matters of governance leading to the removal of the President-Elect in June 2022. Thus, within 30 days of the EGM, the process and evidence resultant in his removal would be examined by an independent reviewer. The independent reviewer would be appointed by mutual agreement (for instance, the Institute of Arbitrator's process)."

The proposed object of the meeting is to put forward a motion which is not legally admissible for a number of reasons.

1. The problems are:

1.1 General meeting resolutions are formal legal decisions which must be within the power of the members in general meeting to make. Trustees may not delegate or abrogate their decision-making duties so, quite rightly, there is no power in our constitutional documents for the members in general meeting to direct the Board to make specific decisions. The motion, even if passed, therefore would be ineffective because it would be inconsistent with the LI's constitution. The use of resources to commission an independent review is a decision for the Board alone and it is not able to restrict any appointment it decides to make to a reviewer appointed with agreement of unidentified third parties.

1.2 The proposed motion therefore flows from a general legal misconception. Put simply the LI cannot delegate its decisions to a third party. The LI's governance and decisions cannot be made in the way that a dispute between two parties might be resolved and if the object of the meeting is to bring about, in due course, some form of binding decision that object is bound to fail.

- 1.3 No resolution could be effective to reverse decisions previously made in relation to the former President-Elect. Rightly the revised motion does not attempt to do so. Therefore, the motion appears not to have a substantive purpose other than to circumvent the existing governance and accountability arrangements contained in the LI's constitutional documents to secure a yet further re-examination of the merits of the case against the former President-Elect outside of any constitutional provisions.
- 1.4 The process appears to be intended to prolong the controversy which a small number of the requisitioners have sought to generate for no good purpose. It is accordingly vexatious.
- 1.5 There is no requirement for the LI to circulate a supporting statement from requisitioners. Although the LI could, at its discretion, circulate such materials as background, it would not be prepared to circulate the statement of support submitted with the requisition which contains inaccurate, misleading, defamatory material and is in breach of duties of confidentiality and is vexatious.
- 1.6 Although individual emails have now been received, the By-laws have not been updated to widen the definition of signatures to include emails received from an email account related to a member. When the By-laws were drafted they envisaged physical signatures on one or more pieces of paper. If this were the only issue the Board may be prepared to take a pragmatic view on this notwithstanding the risk of criticism, or challenge, from those who may object to the use of resources to hold an EGM for these purposes. Nevertheless, the prudent course would, be for the requisitioners to submit physical or scanned documents containing identifiable signatures. However, this is not the only issue. The emails to the supporters asking them to confirm their support for the motion were misleading. The Institute did not at any time suggest we did not believe them. We were clear that the By-Law required us to have evidence from each supporter supported the motion by either providing a signed a copy of the motion or a letter/email confirming that they supported the motion.
- 1.7 There also appears to be a belief that requisitioners are able to require EGM's to be conducted in certain ways or to adopt certain procedures. This is not the case. If an EGM is called its organisation and management is for the LI alone.

Since there is no effective requisition there are no grounds for the Board to convene an EGM. If there was a clear purpose and proper objective the Board would of course do so out of respect for those requisitioners who are acting in good faith. However, at present it is hard to see how to do so would be in the best interests of the LI:

- as I said when I last wrote to you, the matter of the whistleblowing case is closed and we will not re-open it
- The case has already been fully discussed at the recent AGM and as you will see from the attached minutes the majority of the members who spoke supported the actions by the Advisory Council and urged everyone to move forward and focus on members priorities and the future and the key opportunities the profession has to help address the major challenges of climate and biodiversity that face the country.
- there is no clear purpose or objects which does not cut across the LI's existing constitutional arrangements;
- the continuation of an unwarranted and unjustified controversy would risk damage to the stability and standing of the LI.

On the same grounds there is no basis for the requisitioners to attempt to convene an EGM which would cause inordinate harm to the status of the Institute and its standing with our fellow professional bodies and decision makers.

The Board also considered the attached letter from Mr Merrick Denton Thompson suggesting a meeting of 5 requisitioners and 5 members of the Advisory Council/Board to discuss your concerns. In my letter to you of 23 February 2023 I made it clear that the Advisory Council and Board members were willing meet a group of the corporate members on the list of supporters who have concerns, to talk about how we move on from here. The Advisory Council and Board of Trustees are still willing to proceed with that meeting as it is concerned that 140 of you feel that a further meeting is needed. However, we have been clear throughout the process that any meeting has to be with the full Advisory Council and Board of Trustees. That is because the decision to remove the former President-Elect was taken by the Advisory Council and any discussions about that decision can only take place with the full Advisory Council and the Board of Trustees.

Yours

A handwritten signature in black ink, appearing to read 'Noel Farrer', with a long horizontal flourish extending to the right.

[Noel Farrer, Acting President]

Attachments

Please see below the following appendices:

- Appendix 1 – Call for an EGM
- Appendix 2 – Letter received from Mr Denton Thompson
- Appendix 3 – Letter received from Mr Denton Thompson

APPENDIX 1: CALL FOR AN EGM

THE MOTION

We move that steps are taken towards establishing the truth and proper reconciliation with regard to matters of governance leading to the removal of the President-Elect in June 2022. Thus, within 30 days of the EGM, the process and evidence resultant in his removal would be examined by an independent reviewer. The independent reviewer would be appointed by mutual agreement (for instance, the Institute of Arbitrator's process).

Appendix 2: Letter from Merrick Denton-Thompson to Sue Morgan (7 April 2023)

From: Landscape Membership <landscape4members@gmail.com>

Dear Sue Morgan,

Further to our letter and email of 21 Feb 2023 to the Trustees, we set out below the format for the forthcoming EGM.

1) As stated in our letter to the Trustees we expect the Institute to ensure there is no bias in the manner in which the EGM is conducted or information presented to members. Each side will have an opportunity to present a summary of the issues equally, and an equal and adequate time to ensure that questions raised can be fairly addressed. We are sure you are aware of both the Nolan Principals and the guidance given by the Charity Commission.

2) We request that the meeting is held in person, and virtually, allowing everyone opportunity to see and speak. We expect all the Trustees to attend.

3) We have concerns about the Vice President being chair of the EGM given his involvement in the charges against the President Elect and therefore propose that a neutral senior Fellow be appointed as chair.

4) If the Institute would wish the requisitioners to arrange the venue for the EGM including appropriate communication facilities for recording the proceedings and a zoom link for those who cannot attend in person then we would ask for the costs of these arrangements to be met by the Institute. All the necessary information about the EGM, including the motion, the time and place of meeting etc must be communicated to all the membership.

Yours sincerely,

Diana Armstrong Bell

William Cairns

Brian Clouston

Merrick Denton-Thompson

Annabel Downs

Tony Edwards

Tim Gale

Edward Hutchison

Robert Holden

Sally Marsh

Hal Moggridge

Alan Tate

Helen Tranter

Tom Turner

landscape4members@gmail.com

Appendix 3: Letter from Merrick Denton Thompson to Sue Morgan (7 April 2023)

Dear Sue Morgan,

I have been asked to respond to the Advisory Council's and Board of Trustee's invitation to meet to discuss the current issues. As you know a number of us have tried to meet the LI corporately in the belief that open dialogue is by far the best way of resolving issues.

So we are delighted to receive such an invitation and wish to accept it. However with respect it is not helpful for the Institute to confine the discussion away from the issues we wish to discuss - yes you are prepared to meet but not in open dialogue. Please put yourselves in our position - for months the process you adopted for removing the elected President was shrouded in secrecy and control but as soon as that process ended you are not prepared to discuss it.

A very large number of members now believe an injustice has been carried out against Brodie and you, collectively, have undermined the democratic integrity of the Institute. It is simply unacceptable to us for you to hide behind a democratic process to justify your position. I am afraid that we believe that the process you have adopted will not stand up to scrutiny.

Let us meet 5 members from each side, with no solicitors, somewhere in the middle of the country with enough time to deal with the agenda items of deep concerns to each side. Please can you suggest how we achieve an acceptable way forward for us all?

All the best,

Merrick Denton-Thompson

On behalf of Senior Members of the Landscape Institute.