Landscape Institute
Inspiring great places

Board of Trustees

Tuesday 12 March 2024 at 1230

WEB Minutes

Report Information		
Meeting Date	12 March 2024	
Venue	Digital via Zoom	
Author:	Emma Wood, Governance & Regulation Manager	
Trustees Present:		
Chair, Carolin Göhler (CG) President Elect/Acting President	Noel Farrer (NF), Vice President	Mat Haslam (MH), HonTreasurer
Chris House (CH), EMC Chair	Ian Phillips (IP), PCC Chair	Jane Clarke (JC), Independent Trustee
Deborah Nagan (DN), Independent Trustee	Marc Norden (MN), Independent Trustee	
Staff In Attendance:		
Rob Hughes (RH), CEO	Rowena Lovell (RL), Board Secretary	Yvonne Matthews (YM) EA to CEO – excl item2
Joe Thomas (JT) Head of Finance re: item 2	Emma Wood (EW) Governance & Regulation Manager – excl item 2	
Guests:		
Jonathan Aikens (JA), LI Auditor, Moore Kingston Smith re: item 5		
Apologies:		
Adam Barker (AB) Non Chartered Trustee	Mark Smeeden (MS) HonSec	
Quoracy: the meeting was quorate		

1. Preliminary Matters

1.1 Welcome

Carolin Göhler, President Elect/Acting President and Chair of the Board opened the meeting and welcomed those detailed above and noted apologies.

1.2 Declarations of Interest

The meeting noted no potential conflicts of interest in relation to the items on the agenda for discussion.

1.3 Minutes of the meeting held 12 December 2023

The Board unanimously approved the minutes as an accurate record of discussions of the Board meeting held on 12 December 2023.

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2. Confidential Session

3. Reports from Board Committees

3.1 Finance & Risk Committee (FRC) Report

The Board received the draft minutes of the FRC meeting held on 15 January 2024 and noted an update from Mat Haslam, Honorary Treasurer and Chair of the FRC on discussions at the meeting including:

- The emphasis around the responsibilities of the Board in respect of financial management.
- The FRC would be taking forward recommendations arising from the risk management item on the agenda.

3.1.1 Investment Policy Review

The Board received the revised Investment Policy and noted an introduction from Marc Norden including that:

- The Charity Commission guidance was updated August 2023, and the LI Investment Policy has been updated to reflect that guidance.
- It is the role and responsibilities of Trustees for investment management.
- The investment managers report quarterly to the FRC detailing valuation and performance and present a formal report to the FRC at least annually.

The Board unanimously approved the Investment Policy.

3.1.2 Risk and Compliance

The Board noted an update from Jonathan Aikens, LI audit partner at Moore, Kingston Smith on good practice for Boards in monitoring risk. Highlights:

- LI is going through a period of change which brings its own risks although it would be riskier not to move forward.
- The economic environment is currently volatile.
- Risk Management is important, and responsibility for risk management and control rests with the Trustees as they have a duty to safeguard the charity's assets.
- Audit goes someway to mitigate financial risk but can't be relied on as the sole tool for risk management.
- It is important to have a Risk Policy which sets out a clear risk profile and appetite for risk.
- Both trustees and management should feed into the risk identification process and it's important that members of the wider team also feed into the process.
- The LI approach of classification of 3 types of risk is useful, but still need to be aware of other risk areas outside that spectrum.
- The LI risk register currently uses a risk score which is useful but tends to conclude that 'high impact but less likely risk' the same weighting as 'low impact but highly likely'. This should be re-considered in the future particularly the combined impact of multiple 'highly likely but low impact risks'.

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- The Board should review the actions required to reduce the identified risks and look at recording mitigations and progress against those actions on the register.
- It is common practice to transfer risk to third parties such as insurance, taking legal or other professional advice and stopping a particular activity or contract, but it is important to remember that the risk can't be effectively avoided.
- The current LI Register scores are gross risk score and therefore there is the need to look to record impact of the mitigating actions to determine the net score and the impact action has on reducing the level of risk.
- Risks change all the time so need to be constantly assessed and updated
- The Risk Register should be considered at every FRC as a standing item. However, it is not just down to the FRC, each trustee is equally responsible for the finances and risk and so needs to a key discussion on the agenda of at least 1 Board meeting per annum.

The Charity Commission has published guidance around risk management which may be useful: CC 26 Charities and risk management

3.2 Project Kestrel Update

- The Board noted an update from Robert Hughes, CEO on progress of Project Kestrel Next steps:
  a) Phase 3 is being completed
  b) Feedback provided to Oomi to inform Phase 4 Confirmation of Requirements (CoR)
  c) A robust CoR feedback process will be in place to ensure full engagement for all staff.

The Board requested that RH share a detailed timeline for Project Kestrel with the Board.

3.3 Scheme of Delegation

The Board received the new Schedule of Delegation as recommended by the Governance Committee and noted that it will require an ongoing process of review and updating to ensure it remains fit for purpose, particularly during a period of change.

The Board unanimously approved the new Scheme of Delegation

4. Corporate Matters

4.1 Advisory Council Minutes

The Board received the draft minutes of the Advisory Council meeting held on 15 February 2024 and noted an update from CG on the meeting including that it was a very positive meeting with a very useful Brand workshop; an update on the branch review and the draft Landscape Government Policy Recommendations for the next UK Government.

4.2 President's Update

The Board noted an update from CG on activity over the last 6 months including that:

- Feedback from members is that the LI should move forward and stop looking back.
- Education and training is key.
- There has been a broad range of media activity over the last few months.
- LI ambassador activity is now being recorded and provides a useful tool feeding back into strategic planning and enabling the recording of key influence activity.

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- Activity has included industry representation including the CIOB (Chartered Institute of Building) parliamentary discussion.
- Key areas of focus are social value and biodiversity.
- Attended and presented at the Carbon and Landscape Report launch.
- A media strategy is being developed and further opportunities for partnership and influence identified.

4.3 New CMLI and FLI

The Board received the list of new CMLIs and a total of 7 Fellowship recommendations were considered:

1. Andrew Furness (AHR Architects)
2. Matthew Chard (Stantec)
3. Simon Cramp (Hampshire County Council)
4. Daniel Smith (The Urbanists)
5. Harriet Bourne (BBUK)
6. Kate Curtis (Pegasus Group)
7. Romy Rawlings (DeepGreen Consultancy Ltd)

The Board unanimously approved awarding Fellowship to the members as listed above.

4.4 Landscape Policy Government recommendations

The Board noted the draft Landscape Government Policy recommendations and an update from Ian Phillips (IP) on the process undertaken to develop this report.

The Board approved the document in principle on the proviso that it is appropriately designed by the communications team and short, punchy messages developed.

5. AOB

The Board noted the following additional items of business raised at the meeting:

5.1 Carbon and Landscape Report

The request that a lower resolution version of the Carbon and Landscape Report be made available so that it can be shared more easily.

5.2 Confidential item

5.3 AGM Q&A publication

The updated questions and answers report from the AGM will be published this week alongside the draft minutes.

5.4 President/Chair leave and cover

CG will be on leave 22 March - 15 April and the Vice President will be covering during this time.

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6. Items for information

The Board noted the following papers for information:

i. Student Data Report (14.03 BD2324)
ii. Action Log (15.03 BD2324)
iii. Risk Register (16.03 BD2324)

7. Close

All business concluded, the Chair declared the meeting closed.

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