Report from the Chair of the Board of Trustees meeting held 21 January 2025

Trustees Present:

Carolin Göhler (CG) -

Chair/President Noel Farrer (NF) -

Vice President

Mat Haslam (MH) - Hon Treasurer

Mark Smeeden (MS) - Hon Secretary

Chris House (CH) - Education & Membership Committee Chair

Ian Phillips (IP) - Policy & Communication Committee Chair *[digital]*

Jane Clarke (JC) - Independent Trustee

Marc Norden (MN) - Independent Trustee

Helen Oldfield (HO) - Independent

Trustee **Apologies:**

Adam Barker (AB) - Non-Chartered Trustee

Staff in attendance:

Rob Hughes (RH) - CEO

Jonathan Ellis (JE) - Director Membership & Professional Standards

Belinda Gordon (BG) - Director Policy & Public Affairs

Rowena Lovell (RL) - Board Secretary

Steve Randall (SR) - Head of Finance

Emma Wood (EW) - Governance & Regulation Manager

Guests:

Item 3: Neelam Shemar (NS) - Head of MarComms & Events *[digital]*

Item 3: Paul Kelly (PK) - Darkhorse *[digital]*

The meeting was quorate with those present, and apologies as detailed above. The start of the meeting focused on the following two areas of business:

- Ensuring no Trustees had any potential conflicts of interest to declare in relation to the items on the agenda for discussion.
- Agreeing the minutes of the meeting held on 10 December 2024 as an accurate record of discussions of the Board.

1. Corporate Brand and Strategy

The Board noted a presentation from Neelam Shemar, Head of Marketing, Communications and Events and Paul Kelly of Darkhorse giving an overview of process followed and progress to date including that:

- *'Brand is what people say about you when you're not in the room' (Jeff Bezos)* and that the Board should think of LI brand and reputation in the same way and that it encompasses the visual brand – logos, colours and icons; written materials as well as what we say and do.
- The Brand is a driver for the Corporate Strategy and the annual business plan that focus on the new direction and stronger leadership.

- A unified Brand will include consistent messaging, USP, new branding guidelines, a new tone of voice for staff and members with refreshed templates.
- It will aim to improve how we are viewed externally and give a new spotlight on the LI and our commitment to growth.
- Research included the 2023-24 Brand identity Survey and Student survey with focus groups (Board/Council/Fellow/Branch Chairs/Staff), the Corporate Strategy Survey and Tagline question.
- Currently testing and consulting on a concept presented with a view to a launch in May.

2. Finance Update

The Board received the draft minutes from the FRC meeting held on 17 December 2024 and in discussing the current monthly management report noted that:

- Addressing commercial income will continue to be a focus for at least the next two years. Although it is an important element of future budgets it is important to note that each year has to be considered separately.
- Project Kestrel will give more flexibility for advertising opportunities and work is underway to look at how to make the website and other platforms more attractive to sponsors, advertisers etc.
- The job site is under review including exploring the potential for additional services to offer a more dynamic alternative to support Practice recruitment. It was suggested that it might be useful to bring together a small group of Registered Practice to help identify what the membership actually want.

  Recruitment is a very competitive sector, but the LI has a distinct USP, and this has the potential to be a significant member benefit and therefore worth looking at how to refine and refocus to better suit the market. Noting that the current Jobsite is low cost, so any income is a positive.
- All revenue streams are being proactively reviewed and opportunities

explored. The Board agreed the following in relation to membership fees for

2025/26:

- A 3% uplift in individual membership fees
- A 3% uplift in pathway fees
- The annual retention fee should be frozen in acknowledgement of the difficulties that those on the pathway have experienced in 2024/25
- The deferral fee should be reduced to £100, in recognition that deferral is likely to be a result of a significant change in a candidate's personal circumstances.
- Registered Practice fees should be increased by 3%
- Accreditation fees should be frozen for 2025/26.

3. Governance Matters

The Board received the draft minutes from the Governance Committee meetings held on 8 December 2024 and 7 January 2025.

The Board noted that the Governance Committee has considered all the detail and context of the items raised under this section and that:

- Some staff contracts may still reference the role of the Hon Secretary in relation to complaints and grievances which will need to be amended.
- The Regulatory Committee will now come under the new Membership & Professional Standards Committee.
- 59 of the 63 recommendations from both the Brown and CfGS report have been started or implemented.

3.1 Standing Committees

The Board considered that:

- The proposal is for four Standing Committees, but the By-Laws only allow for the Chairs of three committees to have ex-officio roles on the Board. The Council having responsibility to decide which three.
- If the Hon Secretary Chairs the Members and Professional Standards Committee then this will give equity across all four new committees in relation to representation on the Board.
- Existing members of standing Committees who are beyond their term of office can remain on the Committee for a year to ensure transition and continuity while the new committee is established.

The Board approved:

1. The separation of the existing Education & Membership Committee into two new standing committees:
   - Education & Careers Committee
   - Membership & Professional Standards Committee
2. The role and responsibilities for the four new Standing Committees which will be incorporated into terms of reference for each Committee:
   - Policy and Public Affairs
   - Knowledge and Practice
   - Education and Careers
   - Membership and Professional Standards
3. The Honorary Secretary to be ex-officio Chair of the Membership & Professional Standards Committee.

The Board also noted that the complaints process and approach is to be reviewed.

3.2 Elections Resources

The Board approved the Terms of Reference for the Board; the Trustee role description and the Trustees Code of Conduct in preparation for the 2025 Elections.

The Board approved the Terms of Reference for the Council and role description, noting that:

- The role and responsibilities of the Council as outlined in the current Terms of Refence have not changed.

- The role description for a member of the Council has been drafted following previous feedback and decisions around the role of Hon Treasurer and Secretary.

3.3 Combined Chair/President / Role

The Board noted the declared interest of Carolin Göhler in this item and agreed for her to continue to chair and participate in the discussion and in any final decision.

Following the Board's previous decision that the role of Chair of the Board and President could be separated, the Board discussed alternative options and that:

- An Independent Chair would mean it would be an appointed position rather than elected with specific governance experience and skills as Chair of the Board by they may or may not be a member of the LI.
- Whilst the historical view is that the President must be the Chair of the Board an Independent Chair would be better suited to the needs of the LI
- There is no provision in the governing documents for the Council to choose their own Chair and for them to have an ex-officio place on the Board.
- The Vice President role does not need to change and would be the link and deputy for both roles.
- It is important that the Council is strengthened and revitalised and working effectively as the members representative because this will free the Board to act it's its rightful capacity. But that has not yet been achieved.
- If separated the President and Chair of the Board will need to work closely to set the agenda for both Council and Board.

The Board agreed that it is not viable to continue as the current position and approved, by majority, that the President to Chair the Council and Independent Chair of the Board be appointed in future.

3.4 Conflict of Interest Policy

The Board agreed the revised Conflicts of Interest Policy and that the Directory of Interests is to be published on the website in future.

4. Presidents Update

The Board noted an update from the President on key areas of focus and activity over the last few months including representation of the LI at various external events and leading workstreams such as supporting the NI membership, preparing report on the IFLAs, work in partnership with CIEEM (ref BNG matters and land management plans), looking at public sector work.

The next meeting of the Board will take place on 11 March 2025.

Carolin Göhler

Chair of the Board / President, The Landscape Institute