

## **Council Terms of Reference**

### **Role**

The Council is the guardian of the spirit of the Landscape Institute's Charter and of its long-term objectives.

### **Members Agreement**

By taking on the role of Member of the Advisory Council, members agree to the responsibilities and tasks placed on them by these Terms of Reference, including the Advisory Council Member Guidelines for Conduct forming an appendix to this.

### **Main Responsibilities and Tasks**

#### **1. Ensuring accountability by:**

- Monitoring the fulfilment by the Institute of its Objects as set out in the Charter and supporting the adopted Development plan.
- Appointing, through the Appointments and Selection Committee, the President, President-Elect, Vice-President, Honorary Treasurer and Honorary Secretary of the Institute
- Selecting, through the Appointments and Selection Committee, candidates for the Board of Trustees
- Monitoring the performance of the Board of Trustees and holding it to account in its control and management of the administration of the Trust
- If necessary, removing members of the Board of Trustees in accordance with the procedures set out in the Regulations.
- Appointing the chair of the Appointments and Selection Committee
- Overseeing the work of the Appointments and Selection Committee which has delegated responsibility for election/selection of Trustees, Council members and Committee Chairs and members.
- Reporting annual to members of the Institute on the Council's activities
- Commenting on proposals from the Board of Trustees on the alteration of the Institute's Regulations

#### **2. Holding the Board to account by:**

- Annual review. Each year the Board will present to Council an annual review of its work over the Institute's year – its successes, challenges and failures. All members of the Board will be invited to attend this session. The Board's presentation will be supported by the Institute's Annual Report (or draft) and a paper specially prepared for the Council. Council members will have the opportunity of asking Board members questions about the presentation. The discussion will normally take place at the July meeting of Council.

- Future plans. Each year the Board will present to the Council its future plans for the following year(s). The nature and format of this presentation is not prescribed since it will depend on where the Institute has reached in its strategic cycle. The Board's presentation will be supported by a paper from the Board circulated to the Council prior to the meeting.

### **3. Shaping Policy development by:**

- Receiving once a year and discussing reports from the Board on:
  - the performance of the Institute over the previous year against budget and key priorities
  - the budget and key priorities of the Institute for the year ahead
  - the Institute's strategy for the next 3-5 years
- Drawing on an understanding of the current and future needs of the Landscape Institute's beneficiaries, including members and the wider public, in order to debate, influence and challenge strategy and direction
- Debating important points of strategy or principle to provide guidance and perspective to the Board of Trustees
- Raising issues of concern for the Board of Trustees to pursue
- Making the best use of its collective understanding of the issues which the Institute faces by providing a reference point and sounding board to help the Board of Trustees develop proposals and policies

### **4. Inspiring Support by:**

- Acting as advocates of the Institute among members, a broad range of stakeholder organisations and the wider public.
- Promoting the Arts and Sciences of Landscape Architecture and disseminating knowledge relating to Landscape Architecture
- Promoting research and education.

## **MEETINGS AND POWERS OF COUNCIL BY-LAW 19**

19.1 The Council shall meet at such times and places as it may agree and these By-laws and the Regulations shall govern its activities and powers. Members will aim to attend all meetings and maintain confidentiality as agreed by Council.

19.2 The Council shall be consulted by the Board on the creation or dissolution of Standing Committees.

## MEMBERSHIP OF COUNCIL

The Council shall consist of not more than 30 persons who are Institute members together with any persons co-opted under the Regulations. Members are:

- President (who shall act as Chair)
- President Elect, who shall be elected every other year and who shall become President on expiry of his or her year of office as President Elect and who will then hold office as President for a continuous term of no more than two years.
- The immediate Past President for one year after his Presidency
- Vice President, the Honorary Secretary and the Honorary Treasurer
- Ten Members of Council elected by vote from among and by all Institute Members. Not more than two of those elected may be Licentiates elected by the Licentiates and not more than one may be a Student elected by the Students
- Twelve Branch representatives being Corporate Members of Branches elected by a ballot in which each Branch shall have one vote
- Three representatives of Standing Committees selected by those Standing Committees from among their membership. Initially the Standing Committees shall be the Technical, Education & Membership, and Policy Committees. The representatives shall not be the Chairs of those Committees.

## ELIGIBILITY

President President Elect	Corporate Member of the Institute (ie CMLI, FLI) A member of Council for at least two years in the preceding ten years A trustee for at least two years in the preceding five years Nominated by 3 Corporate Members of the Institute
Vice-President Honorary Treasurer Honorary Secretary	Corporate Member of the Institute (ie CMLI, FLI) A member of Council for at least two years in the preceding ten years Nominated by 3 corporate members of the Institute
Representatives of Branches	Corporate Member of the Institute (ie CMLI, FLI)
Representatives of Standing Committees	Corporate Member of the Institute (ie CMLI, FLI) Relevant experience, skills and knowledge in order to meet the objectives of the committee. These will be reviewed from time to time by the Appointments and Selection Committee Nominated by 3 Corporate members of the Institute.

## **TERM OF OFFICE**

The maximum length of continuous service as a member of Council as any type of Council member other than the President shall normally be two terms of two years in that particular capacity.

A Committee may change its representative at any time but should endeavour to ensure continuity of representation on Council. If at any time there are more than three Standing Committees, the Council shall specify which Committees shall send representatives. Such representatives' term of office shall normally commence on the same date as other Members of Council.

## **MEETINGS**

Council will meet 3 times a year

### **QUORATE**

A meeting will be quorate when 10 or more members are present.

### **SERVICE AND SUPPORT**

The Chief Executive and Directors of the Institute will attend meetings, which will be minutes by the Committee and Office Support Manager.

## **CO-OPTIONS**

The Council shall have power at any time and from time-to-time to co-opt not more than three members to act as additional members of the Council until the following 30<sup>th</sup> June. The Council may in addition invite a distinguished or eminent person to be a fourth co-opted member of Council for such period not exceeding two years of the Council shall decide if in the opinion of the council the presence of such a person would assist the work of the council and tend to promote or advance the objects of the Institute. Co-opted members have full voting rights.

## **ACCOUNTABILITY**

The actions of the Council are directly attributable to the Landscape Institute therefore all members of the Council have a general duty to act in the best interests of the Landscape Institute and to adopt the following standards for Committee members and trustees, which are based on the principles of the Nolan Committee:

CI. 2 CI 15

### ***Selflessness***

Council members of the Landscape Institute have a general duty to act in the best interests of the Landscape Institute as a whole. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or the organisation they come from or represent.

### ***Integrity***

Landscape Institute Council members

- Should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
- As well as avoiding actual impropriety, should avoid any appearance of improper behaviour;

- Should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement.
- Should act responsibly when in contact with the media or in a public forum and with regard to policies of the Landscape Institute any publicly expressed view will reflect those adopted by the Institute.

CI 3 CI 20

### ***Objectivity***

In carrying out their role, including making appointments, awarding contracts, recommending individuals for rewards and benefits or transacting other business, Landscape Council members should ensure that decisions are made solely on merit.

### ***Accountability***

The Landscape Institute's Council members:

- Have a duty to comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in the Landscape Institute;
- Are accountable for their decisions and actions to members, the public and funders. They must submit themselves to what scrutiny is appropriate to their role.

CI 2 CI 5 CI 6 CI 10 CI 15

### ***Openness***

The Landscape Institute's Council members:

- Should ensure that confidential material, including material about individuals, is handled in accordance with due care;
- Should be as open as possible about their decisions and action that they take in order to promote the confidence of the members, public, stakeholders, Charity regulators and Parliament.
- They should give reasons for their decisions and restrict information only when the wider interest clearly demands

CI 12-16

### ***Honesty***

The Landscape Institute's council members:

- Have duty to declare any interests relating to their role as a committee member and to take steps to resolve any conflicts that may arise. Where private interests of a committee member/trustee conflict with their duties, he/she must resolve this conflict in favour of the committee member role;
- Must make relevant declarations of interest in the different circumstances and roles they play both within and outside of the Landscape Institute.

CI 7-9

### ***Leadership***

The Landscape Institute's Council members:

- Should promote and support the principles of leadership by example;
- Be supportive of the role of the Chief Executive and Secretariat staff;
- Be supportive of the role of the President and Board of Trustees

CI 26, CI 31-33.

## Appendix to Council Terms of Reference

### Council Members' Guidelines for Conduct

#### General responsibilities of LI membership

As with any professional body, membership of the LI brings not only benefits but also responsibilities. These responsibilities are set out primarily in the LI's Charter, By-Laws, Regulations and Code of Standards & Conduct.

The **Royal Charter** sets out one of the purposes of the LI as being to  
“...establish, uphold and advance... standards of... conduct...”. (clause 5(1))

The **By-Laws** require that  
“All Institute members shall so order their conduct as to uphold the dignity and reputation of the Institute and shall observe the provisions of the Charter and these By-Laws and the Regulations.” (clause 9.3.1)

The **By-Laws** further require that  
“All Corporate Members shall at all times so order their conduct as to uphold the dignity and reputation of the profession. ...Non-Corporate Members shall abide by the spirit of these obligations.” (clause 9.3.2)

The **Regulations** set out procedures for dealing with improper conduct by members and define what is meant by ‘improper conduct’ to include  
“(i) false representation; (ii) breach of By-Laws, Regulations or Rules; and (iii) any conduct injurious to the Institute.” (clause 6.3)

The LI's ‘Code of Standards of Conduct and Practice for Landscape Architects’ (often referred to simply as the ‘**Code of Conduct**’) sets out required standards of conduct, which corporate members are obliged to follow and which other grades of member are expected to follow. It states:

“The Code should be central to the professional life of a Landscape Architect not only as a source of ethical guidance but also as a commonsense indicator to the principles of good practice. It is only through the maintenance of high standards by individuals that landscape architecture as a whole will be served, the public will be protected and the profession as a whole will thrive.”

Some of the twelve standards in the code only apply to Landscape Architects practising or carrying on business, but standards 1, 6, 7, 10 and 11 apply to all Landscape Architects. Of these:

#### **Standard 1 (1.1)** states

“Landscape Architects should not make, support or collaborate in any statement, written or otherwise, which is contrary to their professional opinion, or which they know to be misleading, or unfair to others, or otherwise discreditable to the profession.”

#### **Standard 11** states:

“A Landscape Architect is also expected actively and positively to promote and further the aims and objectives of the Landscape Institute, as set down in its Charter, and to contribute to the work and activities of the Institute.”

**Fellowship** of the Institute brings additional responsibilities. Fellows are expected to act as ambassadors for the profession, and on election give an undertaking to  
“...vigorously promote and further the aims and objectives of the Institute.”

Beyond these basic responsibilities that apply to all LI members (corresponding to their grade of membership), being an Council member is an important position within the organisation with significant responsibilities, and therefore additional obligations as to conduct, as set out below and as incorporated in the Nolan Principles relating to public service.

## **Additional Standards relating to Council Membership**

Members of the Landscape Institute Council will be expected to act in accordance with the following standards.

### **1. Organisational purpose**

- 1.1 Members undertake to pursue the objectives of the Institute as set out in the Royal Charter, to support the adopted Development Plan and, subject to the foregoing, to act at all times in the best interests of the Institute.

### **2. Accountability**

#### **3. Integrity and honesty**

As set out in the Terms of Reference

### **4. Confidentiality and Transparency**

- 4.1 Members will ensure that any matters or materials coming before them and marked or otherwise directed as being confidential, including any such matters relating to individuals, are fully respected as being in confidence and handled with all due care appropriate to maintain confidentiality;
- 4.2 Subject to observing confidentiality requirements with appropriate discretion, Members will be as open in their decisions and actions, giving reasons for these and restricting information only where over-riding interests dictate, to promote confidence of members of the Institute, staff and other interested parties and to raise awareness of the Advisory Council's activities.

### **5. Media or public communications**

- 5.1 Members will not communicate in their role as Council member to the media or in a public forum without the prior knowledge and approval of the Chief Executive or President or their appointed representatives.
- 5.2 Exceptionally, when prior consent has not been obtained, Members will inform the President or Chief Executive at once when they have communicated as an Council member to the media or in a public forum. In such cases, any comments will reflect current organisational policy and any decisions made by Advisory Council.

*NOTE: For the avoidance of doubt and to avoid stifling healthy internal debate, the media or public forum referred to within the above section excludes member-only access fora within and supervised by the Institute.*

**6. Selflessness and material benefits**

6.1 Financial Benefit

As set out in the Terms of Reference

6.2 Members will act in the best interests of the Landscape Institute as a whole whilst understanding that their role in this respect should also not result in undue disadvantage to them as individual members of the Institute.

6.3 Members will document expenses and seek reimbursement in accordance with Landscape Institute procedures.

**7. Conduct at Council meetings**

7.1 Members will live up to the trust placed in them by the Landscape Institute.

7.2 Members will abide by Council governance procedures and practices.

7.3 Members will study the agenda and other information sent to them in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.

7.4 Members will honour the authority of the President and respect the role of the Chair.

7.5 Members will engage in debate and voting in meetings according to procedure, maintaining a courteous and respectful attitude towards the opinions of others while making their voice heard.

7.6 Members will accept a majority Council vote on an issue as decisive and final.

**8. Enhancing governance**

8.1 Members will participate in induction, training and development activities for Council members as required and will proactively seek ways to improve organisational governance practice.

8.2 Members will support the Chief Executive in his/her executive role and maintain supportive and courteous relationships and communications with the staff of the Secretariat.