

BOARD OF TRUSTEES TERMS OF REFERENCE

The Board of Trustees has ultimate responsibility for what the Landscape Institute does, consistent with 97 (1) of the Charities Act 1993, which states that charity trustees are ‘the persons have the general control and management of the administration of a charity’.

ROLE

1. The role of the Board of Trustees is to:

- Ensure that the Institute has a clear vision and a strategy focused on its achievement
- Ensure that the Institute meets its objects as set out in the Charter and retains its ethos and values
- Ensure that the Institute complies with its legal and regulatory requirements
- Ensure that expert advice is taken from members, Council and standing committees before decisions are made
- Act as guardians of the Institutes assets, both tangible and intangible, and ensure the financial stability of the organisation
- Agree performance targets for the Chief Executive and hold the secretariat to account.

RESPONSIBILITIES

2. main responsibilities and tasks:

Shape strategy by:

- Ensuring that the Institute pursues sound and proper principles, policies and procedures in relation to all areas of its work
- Shaping and approving the Institute’s Development Plan, identifying priorities and developing a long-term financial strategy to ensure adequate resources
- Engaging actively in strategic decision making and policy decisions to implement the agreed strategy
- Keeping under review the long-term development of the Institute in light of the political, economic and social environment in which it operates.
- Approving the Institute’s annual budget and maintaining a three – five year forward view of the Institute’s finances
- Approving major expenditure and transactions in line with the rules set out in the Institute’s standing orders.

Inspire effective leadership by:

- Appointing the Chief Executive and reviewing his or her performance and agreeing appointments at Director level.
- Agreeing and delegating appropriate levels of responsibility and authority to the Chairman, Committees of the Board of Trustees, Board members, groups of Board members and the Chief Executive
- Lending their own expertise to the Institute
- Acting as advocates of the Institute
- Advising and giving feedback to the Chief Executive and Senior Management Team

Monitor Performance by:

- Ensuring that the appropriate risk management and effective internal control systems are in place
- Ensuring that the necessary management information systems exist to assess the Institute's performance and progress in meeting its objectives, including evaluation of operational effectiveness and efficiency, compliance with laws and regulations and the reliability of management and financial information

Ensure accountability by:

- Acting in accordance with the Nolan Committee's Seven Principles of Public Life – selflessness, integrity, objectivity, accountability, openness, honesty and leadership
- Monitoring actively the performance of the secretariat, ensuring clear accountability
- Accounting for the Board's action in appropriate ways as required by law and good practice – approving the form and content of the Annual Review to members and the Annual Report and Financial Statements and making arrangements for the general meetings of the Institute
- Proposing changes to the Charter or By-Laws when necessary
- Reporting appropriately to the Council and ensuring that the Council has the opportunity to express its views to the Board of Trustees
- Reviewing its own performance and effectiveness

POWERS OF THE BOARD OF TRUSTEES (By-Law 20)

- a) The Board shall direct and manage the property and affairs of the Institute in accordance with the Charter and the By-Laws
- b) The Board may delegate any of their powers to Standing Committees or other committees and working groups. The Board may also delegate or assign to the Honorary Officers or to the Chief Executive such powers or tasks and duties as the Board may from time to time determine.
- c) The Board may at any time and for any reason dissolve any committee or working group it appoints.
- d) the Board will ensure that orderly arrangements for succession are in place such that members of each committee or working group shall retire at the appropriate time and regular appointments of new members are made to serve on that committee or working group
- e) The Board may from time to time amend or add to regulations for the purposes specified in the by-laws which must be approved by the votes of Corporate Members at a General Meeting of the Institute.
- f) The Board may make, amend and rescind Rules for the better ordering of any matter referred to in the by-laws for the better government to the Institute and its affairs and shall inform the Institute's corporate members of any such changes to the Rules

MEMBERSHIP

President (Chair)
Immediate Past President / President Elect
Vice-President
Honorary Treasurer

Honorary Secretary
3 x Chair of Standing Committees
4 Independent Board Members

ELIGIBILITY

<p>President President Elect</p>	<ul style="list-style-type: none"> • 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
<p>Vice-President Honorary Treasurer Honorary Secretary</p>	<ul style="list-style-type: none"> • 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
<p>Chairs of Standing Committees</p>	<ul style="list-style-type: none"> • 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.
<p>Independent Board Members</p>	<ul style="list-style-type: none"> • The Independent Board Members do not have to be Corporate members of the Institute. However, where they are, they must be nominated by 3 corporate members • Non Corporate candidate will be selected by the Appointments and Nominations Committee to compliment the existing membership of the Board to ensure it achieves its responsibility.

TERM OF OFFICE

Each appointed Trustee, other than the President and President Elect and Immediate Past President, may serve for a maximum of two consecutive terms of two years unless in exceptional circumstances and on the recommendation of the Board the Trustee is elected for one further consecutive term of a maximum of two years.

The President may serve for one term of two years.

The President Elect is elected for a term of one year before taking up the Presidency.

The Immediate Past President is an ex officio member of the Board for 12 months after the Presidential term has ended.

MEETINGS

The Board will meet 6 times a year.

QUORUM

A meeting will be quorate when 5 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

If required, and with the consent of Council, the Board may make co-options to the Committee to take forward its work. Such co-options will be for a term of one year only, with an option for a further one-year period, if agreed by the Council. A maximum of 2 co-options may sit on the Board at any one time.

Accountability

The actions of the Board are directly attributable to the Landscape Institute therefore all members of the Board of Trustees 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:

Selflessness

Trustees 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 trustees

- 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.

Objectivity

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

Accountability

The Landscape Institute's trustees:

- 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.

Openness

The Landscape Institute's trustees:

- 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. They should give reasons for their decisions and restrict information only when the wider interest clearly demands

Honesty

The Landscape Institute's trustees:

- 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.

Leadership

The Landscape Institute's trustees:

- 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