

## **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**

1. 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)**

- The Board shall direct and manage the property and affairs of the Institute in accordance with the Charter and the By-Laws
- 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.
- The Board may at any time and for any reason dissolve any committee or working group it appoints.
- 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
- 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.
- 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

<p><b>ELIGIBILITY</b> President President Elect, Vice-President, Honorary Treasurer, Honorary Secretary</p>	<ul style="list-style-type: none"> <li>• Corporate Member of the Institute (ie CMLI, FLI) for at least 5 years and</li> <li>• Nominated by 25 Corporate Members of the Institute.</li> </ul> <p>OR</p> <ul style="list-style-type: none"> <li>• Corporate Member of the Institute (ie CMLI, FLI) and</li> <li>• Served as a Council Member or a Trustee or on a Standing Committee for at least one year in the preceding ten years and</li> <li>• Nominated by 3 Corporate Members.</li> </ul>
<p>Chairs of Standing Committees</p>	<ul style="list-style-type: none"> <li>• Corporate Member of the Institute (ie CMLI, FLI)</li> <li>• 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</li> <li>• Nominated by 3 Corporate members of the Institute.</li> </ul>
<p>Independent Board Members</p>	<ul style="list-style-type: none"> <li>• 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</li> <li>• 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.</li> </ul>