



**Landscape  
Institute**  
Inspiring great places

*Project Swift : Ways of Working*

A review of governance

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## Foreword

By Centre for Governance & Scrutiny (CfGS) Project Team June 2023

CfGS were engaged by the Landscape Institute in August 2023, to provide a review of its governance. We anticipated that this would be a relatively standard review to periodically check governance suitability, as is increasingly good practice.

It very quickly emerged that the Landscape Institute was in need of much more than a standard review of its governance.

We discovered an organisation occupied with significant internal difficulties and a membership culture that was toxic and destructive.

Our team was confronted by an entrenched pattern of poor and malicious behaviours that have subsequently led to a significant exodus of key staff including the loss of several previous chief executives including its most recent.

We also discovered that despite previous, relatively recent governance reviews, the core of the problem had not been effectively addressed or resolved.

Evidence gathered in this review clearly points to the core of persistent problems, which are almost entirely caused by the behaviours of individuals and small groups who significantly over-reach their authority and are able to create a culture of confusion, instability and intimidation. They have been a constant disrupting influence which has made every reasonable attempt to improve, modernise and make the LI fit for the future a formidable challenge.

In our professional opinion, having taken longer to complete our governance review due to the complexity of the issues, we feel that the organisation must robustly address its numerous problems without delay by accepting and implementing the recommendations in this report and prioritising the resources necessary for this change.

We therefore recommend that the Advisory Council and Trustee Board approve and agree to implement the recommendations in this report.

## 1. Overview

This report presents the findings and recommendations from the Ways of Working Review for the Landscape Institute [LI] undertaken between September 2022 and May 2023. It should be read alongside the Elections: Ways of Working Report from February 2023 and the Interim Ways of Working Report from December 2022 to provide a complete picture of the work.

## 2. Review Objectives

The objectives of the review were established at the start of the process:

- Analysis and assessment of governance effectiveness – how well it serves its members and its purpose
- Engaging and capturing the views of members and stakeholders through surveys, interviews, focus groups and open access facilities
- Understanding the relationships and connections between individual aspects of the structure
- Exploring key aspects of culture and relationships and new ways of working
- Review the functions and purpose of Committees
- Explore the roles and suitability of elected officer positions, tasks and role descriptions
- Review the suitability of the Trustee Board composition and Advisory Council composition
- Review branch governance and links to the organisation
- Membership and the member voice
- Equity Diversity & Inclusion - an assessment of policies and practice

## 3. Review Process and Activities – Methodology

There were 45 individual semi-structured conversations with Board and Advisory Council members, wider members and staff have been completed to inform this report.

The semi-structured approach combined a mix of pre-designed initial questions with more open opportunities and prompts for further exploration and reflection by individuals. Starting with a discussion about what is working well and then the challenges, the conversations explored themes relating to the objectives of the review. Conversations are anonymised and personal details removed.

The CfGS team also undertook a range of observations, video evidence and a desktop review of key documents including governance documents, agendas, reports, and minutes. All the evidence was then assessed and

triangulated across the three CfGS team members to ensure consistency and robustness.

A series of meetings with governance staff were used to report on progress and reflect on the emerging findings and sense-check themes from the evidence.

A literature review of case studies and best practice was completed to support the recommendations.

An Interim Report was produced in December 2022 and a full Elections: Ways of Working Report was submitted to the Advisory Council in February 2023 with a suite of indicative documents covering election principles, election policies, election processes, committee terms of reference, and a series of refreshed role descriptions.

## 4. Executive summary of findings

The overall finding from his work is that the Landscape Institute faces significant challenges that need to be urgently addressed. These challenges fall into two main categories – behaviours and governance.

There is a pattern of dysfunctional behaviours in the Landscape Institute that has had a long-term negative impact on relationships between some members and between some members and staff. This affects the short-term operational effectiveness of the organisation and permeates all elements of governance and culture. It also has a significant impact on the wellbeing of staff and members and presents a range of risks for the sustainability of the organisation. The success of previous initiatives to review and strengthen ways of working has been limited by these factors.

At the same time the governance of the LI needs to be strengthened as the current Board of Trustees is partially restricted in its role as the main conduit of effective leadership and control in the organisation. Governance issues include:

- A Terms of Reference needs to be enhanced to empower the Board to have clearer leadership of vision, strategy, decision-making, accountability and as the primary leader of the organisation.
- Role descriptions should be strengthened to reflect the governance responsibilities of office holders.
- Election and appointment processes need to be more sufficiently focused on the governance and charity law responsibilities of Trustees and the needs of the Board.
- The structures for accountability and assurance across all parts of organisational activities need to be clearer.
- There should be a separation of key roles including the chairing role for the Advisory Council and the Board.
- Financial scrutiny and audit and reporting needs to be more robust.
- There is a need to take a more analytical approach to risk that gives the Board of Trustees the level of analysis and detail to take risk factors into account when making decisions and setting priorities.
- The structure of standing committees needs to be managed, so it can better meet the governance needs of the Board and appropriately delegate accountability and decision-making functions.
- There is a pattern of role holders across the organisation that are at risk of exceeding their term of office which needs to be addressed. There is also an associated challenge of succession planning for these roles with new members from across the membership demographics.
- The wider eco-system of sub-committees, working groups and other bodies is currently fragmented with unclear accountabilities and delegated duties and should be reviewed.
- There are opportunities to continue the development process for the Board as a whole and for individual members to build confidence, knowledge and relationships to work more coherently as a corporate body.
- The organisation needs to continue to build clear set of policies and practices to improve the imbalance and under-representation issues.
- Regional and Devolved Nation branch networks need to be strengthened, and their purpose, role and essential support should be reviewed.

## 5. Positive improvements

It has been clear to the CfGS review team that the Board, its Chair the Chief Executive and Non-Executive Board Members have combined and worked tirelessly to improve and resist the divisive activities of a small group of members who have persistently used various methods to take the organisation in a different direction. The Board is focused on meeting its charter and charity obligations and is trying to ensure that the Landscape Institute is able to meet its future challenges.

We would also like to report that virtually all members and staff have engaged positively throughout this review process. The positives we include are:

- Insight and knowledge about the problems faced by the LI. These issues are well understood and recognised at the individual level. There is an opportunity to apply these insights to systemic action across the organisation. Members and staff are ready to face the scale of the challenge and ask constructive questions about why previous work has not yet created the necessary changes.
- A strong commitment to the LI and the landscape profession more generally.
- Ambition and vision for the role the LI can play for the profession and for society.
- The hard work that has already gone in to developing new policies and procedures to address challenges and strengthen the organisation.
- Work to articulate the core values of the LI and to base the organisational approach on a values-led framework.
- Courage and fortitude to manage the recent whistleblowing complaint related to the President-elect in a rigorous and fair way.
- A strong interest in creative methods and approaches to governance and membership activities such as the roadshows and the field trips.
- A willingness to use the conversation methodology of the Ways of Working Review to reflect on practice and behaviours and explore strategies for change. These insights are particularly powerful to support members and staff to find new ways to create collaborative and respectful relationships.
- New and more diverse members taking active roles in the work of the Advisory Council.
- The recent AGM was provided an opportunity for members to speak openly about the behavioural and cultural challenges.

## 6. High Level Recommendations

This report therefore presents [nine strategic recommendations](#) that can build on these strengths to outline the priority objectives for establishing an effective way of working for the governance and culture of the organisation. These are:

**Recommendation 1:** Systematically address the pattern of entrenched negative, adversarial, and vexatious behaviours across the Landscape Institute to safeguard the wellbeing of staff and members and to promote the values and objectives of the organisation. Prioritise the rigorous and consistent implementation of current policies and procedures. Balance this with opportunities for constructive dialogue and debate to strengthen the culture to ensure sustainability. This will create a foundation to enact further Ways of Working recommendations to build a positive and collaborative culture.

**Recommendation 2:** Strengthen and support the Board of Trustees to enable it to fulfil its central role for the governance and control of the Landscape Institute as set out in the Royal Charter and under UK Charity Law and regulations. It is vital that the Board of Trustees has the strategic, decision-making and policy setting role, which is typically the case in almost all similar organisations.

**Recommendation 3:** Establish according to good practice and the LI Charter the role of the Advisory Council as a member representation committee. To assist in the definition its title could change to Members' Advisory Council.

**Recommendation 4:** Separate the chairing roles for the Advisory Council and the Board of Trustees to enable effective individual leadership of each body based on their core purpose within the wider governance structure. President to Chair Advisory Council and may sit on board but not as chair or vice chair.

**Recommendation 5:** Consider ways to articulate and strengthen the Landscape Institute offer to members based on the evolving needs and aspirations of the wider membership. Use feedback gathered through this report, wider LI engagement activities, staff insights and advice from the Advisory Council and the committees.

**Recommendation 6:** Develop a short- and medium-term equality, diversity and inclusion strategy and action plan to include a review all policies and processes, to improve diversity and representation at all levels of the organisation alongside building an inclusive internal culture, to engage and create awareness of the LI more widely with underrepresented communities and to provide guidance and support to members on EDI in practice.

**Recommendation 7:** Establish an internal strategic communications approach to promote the direction of travel for new ways of working in the Landscape Institute with clear messages about behaviour, relationships, creative participation, and effective governance.

**Recommendation 8:** Review and rationalise the wider eco-system of sub-committees, working groups and other structures to establish coordinated ways of working based on clear accountability, delegation and effective controls established from the authority of the Board of Trustees.

**Recommendation 9:** Undertake a review of the Branch network to establish a clear understanding of the role, purpose and ways of working that serve members, support good communication and contributions from members.

## Technical Recommendations

To support these high-level recommendations a series of technical recommendations are provided throughout to support the narrative and offer ways to implement the strategy or make practical changes to the ways of working.

## 7. Ways of working

The recommendations are designed to support four outcomes for the LI's ways of working:

- Strengthening governance
- Strengthening accountability – both at the organisational and personal levels
- Strengthening culture and relationships
- Strengthening member leadership

### Technical recommendation 1:

Complete an analysis of capacity, capability and staffing needs in the organisation to ensure that the ways of working recommendations can be successfully implemented. Consider any additional specialist governance and conflict resolution skills that will be needed.

The issue of behaviours is so critical to the wellbeing of the organisation and its potential to implement change that the report will address this first before presenting a more traditional document structure for the rest of the narrative.

***\*\*\*Urgent Presenting Issue\*\*\****

## 8. Behaviour Patterns across the Landscape Institute

Throughout the evidence gathering, the theme of behaviours has permeated most conversations with insights across members and staff. It has been immediately apparent as a major concern for the organisation.

Negative behaviours displayed by a relatively small but vocal and established group of members is having a significant impact on the ability of the LI to fulfil its role. The positioning of these individuals in terms of organisational presence and know-how means that there is a disproportionate outcome from these modes of engagement.

The impact on the LI includes:

- A sub-optimal work and organisational environment for staff and members.
- Excessive time and organisational resources being consumed in responding and managing disruptive behaviours –these resources are then depleted for organisational and strategic priorities.
- Staff and member fatigue. This can contribute to a more risk adverse approach to organisational development.
- Higher rates of staff turnover and challenges in recruiting new and permanent staff.
- Loss of corporate knowledge and expertise.
- Defensive and entrenched responses to challenge. It becomes harder to hear legitimate feedback against a backdrop of difficult behaviour.
- Fragmentation and duplication.
- Direct effects on the wellbeing and mental health of staff and members.
- Creating an adversarial context for elections which can discourage debate, participation, and legitimacy of the process.

- A lack of confidence in the new policies and procedures to tackle behaviour given previous history. This has had the additional impact of not feeling secure to test and refine these approaches.

The pattern of negative behaviours that has been described includes:

- Direct adversarial confrontations.
- Raising of voices and hostile body language.
- Behaviours relating to the recent whistleblowing complaint about the President-elect.
- Vexatious communications and repeated approaches to the same individual on the same issue.
- Rudeness and hostility.
- Possible GDPR and confidentiality breaches.
- Possible improper acquisition and use of LI data and branding property.
- Intimidation.
- Coordinated challenge and behaviours between multiple individuals.
- Questioning of the personal integrity and professional competence of staff members in group settings.
- Belittling the work and contributions of staff and other members.
- The public presentation of grievances on social media and public communication channels.

It is important to distinguish between differing viewpoints and these behaviours. It is healthy for any organisation to have rigorous debate and a range of perspectives on organisational and strategic topics. One of the strengths of the membership model for any charity is the rich experience and contribution of members. There will be inevitable and entirely reasonable tensions between competing visions for the organisation between professional priorities and the member perspectives. However, we suggest that these undesirable behaviours can also unreasonably influence and promote positions and individuals. The views and important contributions of others can also be readily diminished or controlled by these behaviours.

Whilst this report is not a specific investigation into individual and collective complaints about behaviours it is important to outline the range of sources of evidence and testimony that emerged from the conversations. Experiences include:

- Those who have been directly affected and targeted by the behaviours.
- Those who have directly witnessed behaviours directed at staff and elected members.
- Members and staff who have had to deal with feedback and complaints linked to these behaviours.
- Those who have received personal correspondence about behaviours.
- Examples of written communication that includes inappropriate content and language.
- Members who were broadly aware of patterns of behaviour but had not been directly affected.
- Some members had been included in group emails where behaviours were demonstrated or discussed.
- Some members were uncertain about behaviours and felt they did not understand what the issues were. For this group there can be a sense of confusion and uncertainty about the bigger picture.
- There is a power and status element to why these behaviours have occurred. An 'old boys network' appears to persist which is outdated and unacceptable.

Staff were also keen to highlight the members who behaved in respectful and in entirely appropriate ways. They could also distinguish between members who were able to offer constructive challenge which was perceived as valuable and those who personalised their challenges and criticism in more negative ways.

It is also clear that current negative behaviours have existed for a considerable time in the LI and have long-term antecedents.

To make the necessary cultural shift, all parts of the LI governance system must focus on the wider strategic goals relating to improving behaviour across the organisation.

Without robust action and sustained response, this pattern of behaviours could affect the long-term sustainability of the LI and present some potential corporate risks:

- Risk to the LI's ability to fulfil its duty of care to its staff.
- Risk to the ability of the LI to recruit new and diverse staff and members to governance and leadership roles.
- Reputational risk within the landscape sector generally, with key external partners, stakeholders and other audiences which could reduce the credibility and impact of the LI's communications and policy work.
- Risk to the LI's ability to fulfil its charitable and strategic objectives.
- Risk of damaging the image and goodwill of the landscape profession.
- External threats from competitors who may identify opportunities to make alternative offers to landscape professionals.

It is the view of this report that these patterns of behaviour need to be urgently and systematically addressed to secure the wellbeing of staff, members, and the organisation. Therefore, we recommend:

### **Recommendation 1:**

Systematically address the pattern of entrenched negative, adversarial, and vexatious behaviours across the Landscape Institute to safeguard the wellbeing of staff and members and to promote the values and objectives of the organisation. Prioritise the rigorous and consistent implementation of current policies and procedures. Balance this with opportunities for constructive dialogue and debate to ensure sustainability. This will create a foundation to enact further Ways of Working recommendations to build a positive and collaborative culture.

It is important to recognise that the LI has worked hard to strengthen its approach to this challenge. Considerable work has been undertaken to revise and develop new policies in relation to behaviour, codes of conduct, complaints, vexatious enquiries, and disciplinary processes. A review of these documents indicates that the foundation for tackling the behaviours is already in place. By-law 10 provides a process of disciplinary orders for managing behaviours when necessary.

The incremental nature of the development of these new policies can be consolidated under a unifying framework supported by strategic communications to support members and staff across the whole organisation.

What needs to now be put in place is a more rigorous implementation of these policies and a zero tolerance for negative behaviours. There should be an organisational wide approach to tackling conduct and a recognition of the seriousness of these issues.

Moving to more concrete language to recognise and address the problems would be beneficial. Whilst rightly wanting to ensure appropriate confidentiality around complaint processes, it is important that the LI can communicate the issues in ways that frame the expectations and boundaries for behaviour in the organisation. Greater openness will help members and staff to focus on responsibility for personal and group behaviours and strengthen ways of working. Raising the profile of the issue will enable more people to come forward with concerns and contribute to solutions. It will also signal that victims of negative behaviour are not alone and will be supported. For example, it would be helpful to shift the narrative for the whistleblowing complaint now that it has been resolved. This can include directly addressing the specific issues of meeting behaviour and the unacceptable use of discriminatory language and stereotypes.

Identifying a set of principles to systematically tackle the culture of behaviours could include:

- Focusing on the specific behaviours and patterns of behaviour rather than on the character or other attributes of the individual. Avoid personalising in terms of an individual's position, personality, history, or reputation.
- Emphasising personal responsibility for behaviours and conduct.
- Creating an environment of accountability for behaviours.
- Avoiding minimising the impact of negative behaviours on individuals and the organisation.
- Promoting positive values of respect and appreciation for members and staff.
- Providing clear feedback and warnings with advice about the impact on others and consequences.
- Articulate the positive behaviours and ways of working that can resolve disputes, manage diverse perspectives, and build consensus.
- Model these values and approaches in the way the LI operates to resolve conflicts.
- Use existing mechanisms consistently and robustly in the interests of the members and the organisation.
- Avoid a 'them and us' mentality by focusing on shared values and goals for the LI.
- Promote the Nolan Principles of Public Life as a model for effective values.
- Encourage acting swiftly when members or anyone within the LI behave inappropriately by administering the conduct policy and other policy mechanisms.

The Advisory Council has a central role in championing member expectations of behaviour and conduct. The voice of the Advisory Council offers the strongest form of member credibility. It should be prominent in all communications and consistently highlight the importance of positive behaviours. There are opportunities to showcase positive member values and expectations through testimonies and case studies.

## Systematically Addressing Negative Behaviours and Culture

ACEVO's 2019 report titled 'In Plane Sight' offers a comprehensive review of bullying and toxic behaviours identifying six key causes:

- Weaknesses in governance and senior leadership.
- Weaknesses in organisational policies, procedures and practices.
- A lack of information, skills and confidence within the charity workforce to identify and respond to bullying.
- Uncertainty among victims and charities about the regulatory framework and the specific remit of the Charity Commission in relation to bullying.
- The absence of any sector-wide initiative to respond to bullying or promote healthier workplace cultures.
- The absence of internal or external recourse for victims of bullying, or for concerned charity leaders.

The **Charity Commission** has refreshed and set out in 2022 Board responsibilities in preventing and responding to incidents of bullying and harassment in charities. This includes establishing clear reporting arrangements and focusing on the harm impacts of negative behaviours. There is also a comprehensive guide to recognising harmful behaviours and the safeguarding responses. Trustees must 'ensure their charities have clear policies and that they handle allegations of bullying and harassment in line with employment laws.'

Much of the literature emphasises the importance of *recognising, responding and reporting* as the core mechanism for systematically addressing behaviour issues.

In managing challenging relationships between members and the organisation, the Charity Commission advises under document RS7 that members follow key principles:

- Ensure that the charity clearly explains what the membership role entails, including the rights and responsibilities which accompany the role.
- Exercise their right to vote in the interests of the charity for which they are a member.
- Abide by decisions that are taken fairly and within the rules of the charity.

Principle 3 of the Charity Governance Code highlights the role of the Board to create a culture that supports the charity's values, adopt behaviours and policies in line with the values. It is the specific function of the Board to understand and address any inappropriate power dynamics to avoid damaging the charity's reputation, public support for its work and delivery of its aims.

Section 3.7.1 requires trustees to understand their safeguarding responsibilities and meet the legal minimum to promote a culture in which everyone feels safe and respected.

Principle 5 states that the tone the board sets through its leadership, behaviour, culture and overall performance is critical to the charity's success.

The Trustee Board and the Advisory Council already has a mandate to lead the improvements in behaviour and ways of working through the By-laws and the election process. From the conversations and data gathering undertaken for the report there is a strong consensus for supporting this refreshed approach. It is essential that members understand the scale of the challenge currently faced by the LI and are realistic about the impact this is having on their organisation.

## 9. The Landscape Institute Purpose

### Live Debates and Dialogue

A range of themes emerged from the conversations that described the strategic choices faced by the LI. These may help to explain some of the tensions and conflicts in the organisation. They do not however excuse or justify the impact of any negative behaviours that may be associated with arguing from differing perspectives. But they do offer some context for how conflicts manifest.

Indeed, the tensions are not themselves binary but describe a spectrum of changing positions and values. Through the process of reflection, many individuals recognised that they may themselves be internally conflicted on where they stand on these debates. Bringing these issues to the surface offers an opportunity for constructive dialogue and can turn down the ‘heat’ associated with entrenched positions.

Our review has identified what we see as live debates:

Core purpose v strategic vision and ambitions: The LI’s core purpose under the Royal Charter to be the professional body for landscape professionals with a focus on maintaining its records on membership, establishing and preserving standards, education and accreditation is met with wider strategic aspirations for the organisation which could be characterised as commercial or ‘trade body’ activities.

A professionally led organisation v member control: Debates about respective roles and leadership and the type of organisation the LI needs to be to fulfil its purpose and goals.

Local and devolved leadership v centralised effectiveness and efficiency: Contrasting how the LI can be embedded in local practice and priorities whilst operating efficiently at scale.

Progressive values v traditional values: Reflecting many of the wider debates in society generally.

Generational perspective - history and legacy v the voice and agendas of new generations of members: Exploring how the LI can harness inter-generational work to bring different perspectives and needs together across factors such as the career cycle, age and digital literacy.

Inclusion and barriers – exploring the causes and solutions to under-representation across a broad demographic versus a complacency or insufficient response.

Sustainability and positioning of the profession its ability to influence, national policy etc and the attractiveness of Landscape Architecture as a career option v Lack of progress in modernising the institute and real fears around the longevity of their profession.

Further work in this area may identify additional debates and discover ways to articulate them to build areas of consensus and shared purpose.

The Election: *Ways of Working Report* includes a section on values and offers a Core Election Principles proposal and an indicative document which can support the process of creating a positive environment for debate and dialogue.

## 11. The Board of Trustees

The Board of Trustees is the central driver for strong governance across the Landscape Institute. It is the statutory structure under UK Charity Law to ensure good governance and compliance. It also provides strategic leadership for the organisation and as part of earlier governance reviews it is defined as the central decision-making body in the organisation.

The Board is established under the LI's Royal Charter with its functions being further described in part 4 of the By-laws and Regulations.

The purpose of the Board is defined by the Royal Charter is to fulfil 'the government and control of the Institute, its property and affairs shall be vested in a Board of Trustees' (section 7). The main finding from the Ways of Working Review is that the LI can strengthen Board to support it to best fulfil this purpose.

### Recommendation 2:

Strengthen and support the Board of Trustees to enable it to fulfil its central role for the governance and control of the Landscape Institute as set out in the Royal Charter and under UK Charity Law and regulations.

Over the last four years the Board has worked to develop its role and capabilities. There has been significant learning and reflection for Board members. It has been tested and challenged through the recent history of the LI and overall it has used these as opportunities to begin to identify the type of Board and governance that is needed to lead the organisation in the coming decade.

Non-Executive Board Members are also an asset, bringing significant experience and capacity to the work of the board. There is scope for this to be increased where specialist expertise would be beneficial.

Members and officers were able to identify a number of strengths in the current Board:

- Expertise across the landscape professional and as members of the LI.
- Prominent representation of elected members in the governance positions.
- The recent development process exploring governance and LI values with good participation from all Trustees.
- A strong personal commitment from all the Board members for the LI as an organisation.
- Active engagement with the Advisory Council.
- Increased support and connections between Board members during the recent challenges.
- Good attendance rates at formal meetings.
- Independent board member roles offer wider expertise.

Feedback and evidence gathering has indicated a number of challenges for both the Board and for individual Board members.

For the Board as a whole:

- The functions and purpose of the Board would benefit from further clarity including its role in terms of accountability, assurance, strategy, and decision-making.
- The role of the Board is not well recognised nor understood across the wider organisation – both in terms of organisation structures in the eco-system of sub-committees and working groups and also for the wider membership.
- Improved communication with wider members to highlight the work of the Board and its leadership of the organisation.
- There are important ongoing conversations to ensure the Board has the right skill mix and access to expertise to enable it to fulfil its role.
- The process of Board meetings can be enhanced and supported to enable greater deliberation, challenge and scrutiny.
- Strengthen teamwork and collective decision-making.

For individual Board members:

- Strengthening the understanding and confidence to participate more effectively in Board meetings and processes.
- Defining and supporting the role of individual Board members with clear definitions and expectations for their Board roles.
- Building effective relationships between individual Board members to support the cohesiveness of the group.
- Ensuring Board members are properly supported – issues such as elections and whistleblowing complaints place significant weight and responsibility on Board members

The Board would benefit from a review and refresh of its Terms of Reference and redefining the individual Board roles as already started in the outputs from the earlier Elections: Ways of Working Report.

The Terms of Reference should:

- Identify the role and purpose of the Board of Trustees strengthening links to Charity Governance Law and the Charity Governance Code.
- Ensure the Board is able to fulfil its Public Benefit requirements under PB1 and PB2 of the Charity Law regulations. This may require additional mechanisms to support the Board to measure and scrutinise the public benefit of the LI's work.
- Describe the decision-making and accountability role of the Board.
- Outline the high-level assurance processes to enable the Board to fulfil its duties.
- Align the role of the Board within the current Landscape Institute policy and governance frameworks including the Royal Charter and the Regulations.
- Redefine the relationship between the Board and its three standing committees with an increased focus on accountability, controls and assurance.
- Offer a structure to enable the Board to fulfil its functions with reference to agenda setting, accountability tools and key organisational timescales and calendars.
- Champion roles in areas such as safeguarding, equality and diversity and modern slavery.

In terms of public benefit, the Charity Commission states (CC22a):

If you set up a charity with a wider membership, it mustn't be set up only for the benefit of your members unless:

- a sufficient section of the public can access those benefits by becoming members – for example, anyone can join
- the membership structure is a suitable way of carrying out your charity's purposes for the public benefit – for example, members of an amateur sport club

### Technical recommendation 2:

Refresh the Board of Trustees Terms of Reference to describe the purpose and function of the Board in the Landscape Institute governance.

Board role descriptions should be refreshed to ensure:

- Roles are clear and manageable for both elected and appointed members.
- Expectations and ways of working are defined with identified support, learning and development opportunities.
- Conflicts of interest are defined and supported through a clear and transparent process.
- Terms of office are identified with a clear pathway for individuals as they depart these roles.

Addition Technical recommendation 2.1: Review and refresh individual role descriptions for members of the Board of Trustees in line with the revised the Board of Trustees Terms of Reference.

Additional Technical recommendation 2.2: Develop a policy and process for members as they fulfil their term limits for governance roles under the Regulations. Ensure they are supported and valued as they move on from current roles.

The Elections: Ways of Working Report already identifies the essential links between the election process and the development of Board roles. Ex-officio elected members of the Advisory Council take on additional specific Board roles once in post and therefore it is important to align the needs of the Board with this process. These links should be formalised in the ways of working and should include:

- An enhanced process to identify the skill mix needed by the Board to fulfil its duties – the current Board is felt to need additional expertise and knowledge in the areas of finance, strategy, diversity and members perspectives.
- Clear communications to raise awareness of the governance dimension of the elected roles and the purpose of the Board of Trustees.
- Highlighting the role differences between the Advisory Council and the Board.
- An enhanced induction and development process of Board members.

### **Technical recommendation 3:**

Ensure that the LI election process highlights the governance roles of elected members and the skills and abilities needed to be an effective member of the Board of Trustees.

A central role for any Board is the Chair. Within the current ways of working, the LI President is charged with chairing the board. This issue will be explored in more detail in the later section of this report on the role of the President to avoid any replication.

The lay members have offered significant support to the Board, and it is important to recognise how these additional perspectives and skills enhance governance. At the same time, these individual board members have to manage significant expectations and at times adversarial behaviours from some members. As part of a general role refresh it is important to consider how lay roles are defined and supported.

### **Technical recommendation 4:**

Continue to develop the Board support, training and development programme to enhance the skills and confidence of Board members to fulfil their roles.

### **Technical recommendation 5:**

Develop a training and development to support Board members to explore constructive challenge skills and creative approaches to engaging with governance topics.

Refreshing the purpose and roles of the Board will offer an opportunity for the Board to increase its confidence and take on a greater leadership function in the organisation. Feedback indicates that at times the Board is uncertain of its role which can result in it operating in a reactive rather than proactive way.

In addition to further training, support and teamworking, the following approaches can support the Board to take greater control of governance across the LI:

- Supporting the Board to engage more proactively in agenda setting for Board meetings including opportunities for pre-meetings and Board information sessions.
- Reviewing the approach to Board reports to ensure that information is presented in accessible and appropriately high-level formats. To also ensure that these reports are manageable for the Board and facilitate effective meetings and discussion.
- Establishing post-meeting summaries and evaluation to collect feedback and learning from Board members as to the effectiveness of meetings.
- Ensure that minutes fully capture the decisions and priorities of the Board and are used to inform the wider organisation of the Board's priorities and role.
- Developing an enhanced Scheme of Delegation building on the matrix work already initiated to enable the Board to have oversight of delegated decision-making, accountability systems and work programmes.

- To review and extend the Risk Register to ensure the Board is able to use this tool to understand the risks and mitigations that are in place to protect the organisation. The
- document review has demonstrated progress with the Risk Register but further work is needed to develop the risk descriptions and the capacity of the Board to engage with the evidence. The Board would also benefit from further training to explore the language of risk and consider risk appetite in relation to internal and strategic choices for the LI.
- Consider developing a Board Assurance Framework (BAF) as a central tool to provide the Board with assurance evidence for key strategic, operational and member areas. An effective can support the Board to keep an overview of business-as-usual activities across the organisation whilst prioritising its time on those areas that are most significant to the LI. Agreeing a process of exception reporting and evidence can offer the Board additional assurance on a meeting-by-meeting basis linked to objectives.

#### **Technical recommendation 6:**

Establish a formal Board-led process for agreeing agendas for each meeting including a refresh of the agenda template. Prioritise the Board agenda into sections covering issues for decision, issues for assurance and issues for information.

#### **Technical recommendation 7:**

Develop a Scheme of Delegation to provide an up-to-date description of the roles, responsibilities and delegate accountability and decision-making processes across the organisation. Use the Scheme of Delegation to inform the Board's role in holding the organisation to account.

#### **Technical recommendation 8:**

Further develop the Risk Register and provide additional support and training to enable the Board to consider organisation risks and opportunities at each meeting.

#### **Technical recommendation 9:**

Develop a Board Assurance Framework to provide the Board with a high-level dashboard of key assurance indicators across the organisation. Ensure that the Framework is considered at each Board meeting and agree protocols for exception and escalation reporting. Provide training and support for the Board to identify the areas that are most important for their accountability role.

There is an encouraging vision amongst members and officers for the Board to working in more creative ways to contribute to strategy and decision-making. Feedback indicates an openness to new ways of working in both formal meetings and more informally that can get the most from the LI members and the expertise of lay members. A common request was for evidence of what 'good looks like' so that the Board can be informed of best practice and examples from other organisations.

Part of this shift to more creative ways of working is to support individuals to find new language and skills to offer constructive challenge to the organisation. By focusing on outcomes and added value to the work of the LI, the Board can lead on the culture of effectiveness. Feedback indicates that members would appreciate further support in how they can frame their contributions and challenges.

Part of this shift will involve encouraging greater diversity of Board members through an active EDI approach. The Elections: Ways of Working Report already identifies many of these approaches and also suggests ways to make the Board roles more inclusive and appealing to members from across the demographic and geographic spectrum. Key priorities include:

- Focusing governance roles on skills, abilities, and potential rather than just experience to enable younger members to contribute.
- Recognising the barriers to inclusion and putting in place mechanisms to overcome these. This can include the length, timings, and structure of meetings as well as individual development needs.
- Promoting positive images and descriptions of diverse LI members in governance and Board roles.

#### **Technical recommendation 10:**

Map the Equality, Diversity and Inclusion needs of the Board and identify strategies to increase participation in the Board of Trustees and its three standing committees.

A particular feature of governance in the Landscape Institute is the structural position of the three standing committees under By-law 22.4.1. The By-laws define the standing committees as ‘Committees of the Board designated by the Board as Standing Committees after consulting Council’.

A later section of this report will explore the operational work of these committees in more detail. But in terms of wider governance, several issues have direct impact on the effectiveness of the Board:

- The standing committees currently fulfil a mix of four functions – delegated advisory functions from the Advisory Council, accountability and decision-making functions for the Board, leading on specific work activities and programmes and providing an operational interface between senior officers and members. Whilst all four elements are valuable for the overall working of the organisation, it is important to consider the best location within the wider structure for each function and any potential conflicts of role. It is essential that the crucial governance roles of accountability and assurance are not secondary to other functions.
- It is recognised that over time the purpose and role of the standing committees is liable to drift – not least as increasing expectations are placed on the work of officers and members. A refresh of the Terms of Reference for each committee would address their wider place in the Board led governance structure moving forward.
- The Board does not directly appoint the Chairs of these standing committees. Rather they are identified through the work of the separate Appointments & Selection Committee and appointed by the Advisory Council. As a result of the Chairing role, individuals are then appointed to the Board. This is an unusual process and risks reducing the leadership of the Board for governance in the organisation.
- The Appointments & Selection Committee is a committee of the Advisory Council rather than of the Board.
- There is considerable anxiety for individuals and across the organisation more generally that some chairing and membership roles on committees and sub-committees has exceeded the stated terms. This has resulted in some members feeling vulnerable and potentially exposed to internal challenge. At the same time, feedback indicates that the credibility and authority of these committee is open to challenge. Consistency and compliance with LI regulations is an important indicator of the governance of the organisation.

### **Technical recommendation 11:**

Refresh the terms of reference for the three standing committees with enhanced focus on the accountability and assurance role delegated from the Board of Trustees. Consider other structures to fulfil the wider functions of volunteering, co-production and member-engagement in operational projects.

### **Technical recommendation 12:**

Enable the Board to directly appoint the Chair and membership of the three standing committees.

### **Technical recommendation 13:**

Strengthen the role of the Board in appointing its non-elected other Trustees under By-law 16.4

The advantage of re-focusing the standing committees as part of the Board-led governance structure is that this will enable the Board to better manage its workload and agendas. Effective standing committees can lead on assurance and accountability and provide greater engagement with evidence and data including the possibility of deep dives into key issues. These delegated functions can then report on high level findings to the Board.

### **Technical recommendation 14:**

Schedule an evidence gathering process at the end of 2023 to review progress from the implementation of recommendations from the Ways of Working Review and begin the process of collecting evidence for the Charity Governance Code assessment.

## **12. The Role of the Advisory Council**

The Advisory Council is established under the LI's Royal Charter with its functions being further described in part 3 of the By-laws and Regulations.

The purpose of the Council is defined by the Royal Charter is to 'advise the Board on any issues on which it is concerned or on which the Board asks it to advise connected with the Institute' (section 6.1).

Feedback indicates that the Advisory Council is generally working well at the collective level. It has been able to contribute to the wider organisational priorities and strategies whilst ensuring good member representation. Strengths include:

- Positive engagement with organisational agendas and work streams.
- Strong member-focused values.
- Knowledge and experience of the landscape profession and the member experience.
- An increasing range of new members bringing fresh perspectives from different demographic groups – particularly around age, professional status and gender.
- Good interpersonal relationships between the members and an emerging collaborative culture.

- Attendance and participation levels are positive.
- Active engagement with Board members and executive officers.
- Creative thinking and positive contributions to the development of policies and decisions.
- Regional and local area participation through the branch based members.

Positive examples of work by the Advisory Council include strategy development, contributions to climate change policies, development of new complaints and code of conduct policies and recent engagement with the LI roadshows.

There is feedback that the challenges from the recent whistleblowing case have placed additional demands on the Advisory Council. Whilst this has been a difficult period, members also report that they have enhanced their collective working to build greater confidence to approach complex issues.

However, there remain a number of strategic and practical challenges for the Advisory Council that can be addressed to strengthen the ways of working.

The main uncertainty is the overall purpose and position of the Advisory Council in the LI's governance architecture. Both Advisory Council members and the wider membership identify a lack of clarity about the role. The boundaries between the Advisory Council's role to advise and the role of the Board of Trustees would benefit from further clarity regarding the structure and provide practical guidelines for managing the complimentary purposes of each bodies.

This can also lead to individual members on the Council feeling uncertain of their role and how they can best frame their contributions to the agenda items. It can be challenging from ex-officio Advisory Council members to separate their roles on the Council and the Board – particularly when exploring the same issues. However, it is recognised that these dual roles do provide continuity and support communication between the two bodies.

From the member perspective, the most important advisory elements for the work of the Council were:

- Member experience and communications.
- Receiving assurance that all parts of the LI provided strong member engagement and opportunities.
- Effectiveness of LI training and development programmes – there was particular interest in ensuring training was forward looking and that syllabuses reflected the latest research and needs of the profession.
- Professional recognition through the corporate, chartered and fellows pathways.
- Regional and devolve nation perspectives.
- Opportunities to contribute to strategy development and the wider vision of members for the profession.
- Innovations, creative approaches and sharing of good practice.
- Succession planning and supporting more diverse and younger members.
- New opportunities for digital and online solutions building on the work of LI Connect and other platforms.

#### **Technical recommendation 15:**

Review and refresh the terms of reference for the Advisory Council to provide clear guidelines for how the body should work and the role and expectations for Council members.

As described in the section on the Board, this cross-over of roles has particular impact for how the three standing committees operate and the expectations of their role.

At the wider membership level there is also feedback that further communication and awareness raising of the role and purpose of the Advisory Council would be beneficial for reinforcing the member leadership of the LI.

#### **Technical recommendation 16:**

Strengthen communication from the Advisory Council to the wider membership to share the purpose, work and outcomes of the body and reinforce the member leadership in the LI.

At the operational level, a number of priorities have been identified to strengthen how the Advisory Council works:

- Strengthening member engagement in the agenda setting process for individual meetings including options for pre-meetings and information sessions. Our review recognises the busy lives of members and therefore the possibility of further use of technology to offer video briefings and online material to support preparation for meetings and manage the workload.
- Expanding the diversity of Council members – this is addressed in more detail in the earlier Elections: Ways of Working Report. The Council would benefit from a greater range of diverse voices and experiences to reflect the demographics of the wider membership. Particular priorities include areas of gender, ethnicity, age, career stage and disability.
- Considering the role of unelected members on the Council and different ways to address skills gaps.
- Reviewing the format and structure of reports to the Advisory Council with ways to highlight the purpose of each agenda item and the function that the Council plays within the wider governance process.
- Further developing the induction and training and development programme for the Council and for individual members to enable them to build the skills and confidence to participate effectively in meetings.
- Establishing new ways to capture and communicate the work and outcomes of the Advisory Council – both as a tool to provide feedback to the wider membership and also as a way of tracking progress. It is important that the Council can measure and describe how it adds value to the wider LI work.

The Advisory Council has a potentially wide remit and with limited meeting capacity and resources which means that it faces the challenge of how to prioritise its work. Members have commented on the challenge of making the most of their contributions through effective meetings. To support this process, the development of a prioritisation tool for the Advisory Council could offer a structure to ensure focus on the key projects and areas where diverse member insights can add value. At the same time, agreeing a process for exception reporting and tracking of key indicators can provide assurance to the Council that there is a system in place to highlight emerging issues. The additional advantage of a prioritisation tool is that it can provide a narrative to the wider membership about the work of their Council and also inform the Board of the issues that are most prominent for members. Council members need to feel confident that they are prioritising the right issues – this should include a mix of responsive items identified by the Board and executives alongside proactive and developmental agendas that are important for the membership.

#### **Technical recommendation 17:**

Strengthen the agenda setting process for the Advisory Council using a structured tool supported by pre-meetings, briefings and an Advisory Council yearly work programme.

#### **Technical recommendation 18:**

Continue to develop and expand the Advisory Council training, development and induction programme to strengthen the effectiveness of the Council and enhance the skills and confidence of members.

### **13. Strengthening relationships between the Board and the Advisory Council**

Alongside clarifying the respective roles of the Council and the Board, governance can be strengthened by formalising the two-way feedback mechanism, between both bodies. This can help to coordinate agendas and perspectives on key topics whilst highlighting the differing functions of advising and decision-making. The Board can also support the Council's agenda setting and prioritisation by providing strategic updates on key areas. It can also provide formal responses to recognise and integrate the advice provided by the Council into decisions.

#### **Technical recommendation 19:**

Develop a formal Advisory Council-Board feedback and coordination mechanism to align the work and priorities of each body focusing on their organisational purpose and role.

#### **Recommendation 3:**

Coordinate relationships between the Advisory Council and the Board of Trustees to lead the organisation.

### **14. Governance Roles**

The various governance roles in the LI play an essential part of the effectiveness of the governance structure. They provide leadership for governance functions across the Board, the Advisory Council, and the associated committees. Elected officers directly represent the membership and are champions for the values and focus of the organisation. The behaviours and general approach for these roles play a central part of setting the culture for the LI.

The key governance roles considered in the series of Ways of Working reports are:

- The President.
- The vice-President.
- The President-elect.
- The Honorary Treasurer.
- The Honorary Secretary.
- Elected members of the Advisory Council.

The comments in this report relate to the general roles rather than the performance of the current role holders. Feedback and observations indicate that the current role holders are valued and appreciated. They demonstrate good skills and a strong commitment to the LI. There is good partnership working with staff and the wider membership.

The earlier Elections: Ways of Working Report already provides a detailed analysis of these roles and provides some refreshed indicative role descriptions to strengthen the governance elements.

Underlying this approach are the following principles for enhancing all governance roles across the LI:

- Clarifying the governance dimensions for each role with a focus on decision-making functions, accountability, assurance, and stewardship.
- Aligning the role descriptions with the terms of reference for the Board of Trustees and the Advisory Council.
- Ensuring the core purpose of the LI as described by the Royal Charter is central to the roles.
- Recognising the importance of manageability and scope for each role so that they are realistic for each role holders as well as emphasising the collaborative aspects of governance held by the Board.
- The distinction of accountability functions from direct responsibility for doing the actual work of the LI to ensure an appropriate separation of governance from operational and advisory roles and the effective management of any conflicts of interest.
- Establishing clear terms of office and mechanism for when this has ended.
- Articulating a transparent process of appointment based on core principles which highlight each role holders' skills and abilities.
- Putting in place practical and strategic approaches to promote greater equality, diversity and inclusion for role holders and potential new role holders as part of succession planning.
- A strong programme of support and development.

In addition to the general refresh of the governance roles, there are a number of further refinements that can strengthen governance in relation to specific roles. This can build on the immediate work undertaken in preparation for the forthcoming election cycle and be positioned as stage two of the ways of working in the LI.

#### **Technical recommendation 20:**

Role descriptions for all Board members should describe their specific Trustee responsibilities and should be aligned with the revised Terms of Reference for the Board and follow the principles set out in the Charity Governance Code.

#### **Recommendation 4:**

Separate the chairing roles for the Advisory Council and the Board of Trustees to enable effective individual leadership of each body based on their core purpose within the wider governance structure. President to Chair Advisory council and sit on board but not as chair.

The President role is the most senior elected role in the organisation and is the figurehead internally and externally. It is vital that the LI is able to get the most from this role. To be effective the role needs to be manageable and realistic. It also needs to attract potential candidates from across the membership.

Feedback and analysis indicates that the role is broad and demanding. The most important elements of the role are perceived as representing the membership, leading the Advisory Council and managing external relationships. The President provides leadership and sets expectations around the culture. They also facilitate many of the wider governance functions through chairing activities, advisory roles and managing relationships and accountability processes with colleagues and senior staff.

Currently, there is no separation between the chairing roles for the Advisory Council and the Board of Trustees as the President fulfils both roles. Creating a separation of these two functions offers the opportunity to strengthen and define the respective complimentary roles of both bodies. At the same time this can reduce the demands on the President's time, enabling them to play a more creative role as a member the Board. Accountabilities can be streamlined for the two committees.

### **Further context - Separation of leadership roles**

Many membership organisations have considered a separation of the role of President from that of the Chair of Trustees. The role of the President is usually an outward facing function with an ambassadorial element that provides leadership for the membership. The Chair is then able to focus on the specific governance responsibilities of the organisation and lead the board. Examples have included RIBA, the RSPB, the British Red Cross, the RSPCA and the National Trust.

Research indicates that the size of the organisation can be a factor in deciding whether it is beneficial to separate the two roles. The benefits of a separation include:

- Providing increased capacity for leadership and board roles.
- Establishing further checks and balances to strengthen accountability.
- Supporting flexibility and succession planning.
- Enabling role holders to perform to their strengths and expertise, widening the skills available to the organisation.

Examples of membership organisation that have appointed an independent chair with specialist governance skills include British Cycling, the Royal Society for Paediatrics and Child Health and the Charity Governance Code collaboration.

Case studies from a range of organisations indicate that an elected President role need not be synonymous with the chairing roles for the Board of Trustees. Given the member focus of the President role, the position of chair of the Advisory Council is more closely aligned to this purpose.

The Chair role for the Board of Trustees is a specialist function directed at getting the best from the Board. Key purposes and attributes include:

- Leading the Board of Trustees to ensure its overall effectiveness including chairing meetings, setting agendas, and ensuring robust decisions that are properly recorded and communicated.
- Leading the process to establish and refresh the mission, vision, and values of the organisation.
- Ensuring the Board has the mechanisms to hold the organisation to account and receive assurance of effectiveness, finance and charitable purpose.
- Being part of the process of setting the LI's strategic direction and the development of effective strategic plans.
- Ensuring compliance with statutory regulations and Charity law.
- Supporting fellow Trustees to play active roles in the Board and its standing committees.
- Building effective relationships with the Advisory Council.
- Holding the Chief Executive Officer to account and providing support frameworks.

Establishing a Chair who can work alongside the President offers the opportunity to free up scope for the President to fulfil their wider objectives. The President would have a close relationship with the Chair and form a tripartite leadership structure for the entire organisation with the Chief Executive.

#### **Technical Recommendation 21:**

There should be a separation of the chairing roles for the Board of Trustees and the Advisory Council. The elected President should continue to chair the Advisory Council and be a member of the Board of Trustees.

#### **Technical Recommendation 22:**

An independent Chair with specialist governance expertise should be appointed to the Board of Trustees to support the organisation in the short to medium term. This new role should lead the Board-level implementation of new ways of working initiatives to strengthen governance and build effectiveness.

Financial governance roles are led by the Honorary Treasurer role. Currently this role also chairs the audit committee. Accountability can be strengthened by separating these functions.

#### **Technical Recommendation 23:**

Leadership of the audit function should be separated from treasurer and financial operational roles to ensure effective independent scrutiny and challenge and to avoid any potential conflicts of interest.

## 15. The Landscape Institute as a Membership Organisation

As a membership organisation, the Landscape Institute has specific duties to ensure good member engagement and involvement. Feedback demonstrates that active members have a strong commitment to the organisation and have a stake in its success. Staff are highly aware of the membership functions and are keen to ensure positive relationships. Across the wider membership there is felt to be varying levels of understanding of how the LI is governed by members and the respective roles of the Board and Advisory Council. There are opportunities to strengthen understanding of the key leadership roles played by members. As the LI develops its ways of working, the member focus will be central to its approach.

Over the course of the conversations, a number of themes emerged to help the LI develop as a member organisation:

- The clarity of the member offer. Members were keen to explore the benefits of membership of the LI and consider new and creative opportunities for membership to add value to their personal and professional lives. There is a sense that the offer to members can be enhanced and articulated in stronger ways to highlight the advantages for landscape professionals.
- Assurance around value for money for members based on their subscription payments.
- Ensuring an up-to-date membership list to manage relationships and good quality engagement with members.
- Exploring equality and diversity principles to ensure the member offer reflects the needs of different demographic and professional groups.
  
- Good quality communication that is relevant to members and manages to balance frequency and detail with accessibility and manageability.
- Opportunities to have a voice in the organisation with clear evidence of the impact of members on decisions, policy and practice.
- A strong presence in policy development and influence to enable the voice and values of members to impact on external debates on landscape issues and climate change.
- A well organised Annual General Meeting with opportunities for participation and ways to showcase member initiatives and good practice.
- Support to network and interact with other members both locally and across the UK.

During conversations, members were able to reflect on the relationship with Landscape Institute staff. Whilst views varied, it was clear that there is a gap between the understandings of the differing roles, and this can have an effect on relationships. The professional focus on compliance and organisational accountability can be seen by some members in a negative way. This is partly because the governance and executive roles of staff are not well understood. Staff leadership may be perceived as putting a brake on member activities, creativity, and enthusiasm. It is important that these issues are explored in an open and collaborative way to strengthen the relationships between members and staff. A frequent example has been the tension between members aspirations to network and communicate with each other and the LI's need to manage GDPR and information governance. Compliance issues need to be part of the conversation as a way to keep the organisation safe and strengthen its effectiveness. It is essential that the LI can avoid a culture which builds a 'them and us' narrative.

#### **Technical Recommendation 24:**

Consider ways to enhance and articulate the offer to members and develop a compact between staff and members to create a positive culture based on respect and understanding of the respective roles of each group.

#### **Technical Recommendation 25:**

Explore ways to enhance digital engagement and participation in the LI.

A further observation is the use of the term corporate member for one of the categories of membership in the LI. The term 'corporate member' is often used by other memberships organisations to refer to external organisations who are able to join a membership scheme in their corporate rather than individual capacity. Corporate members tend to have different rights and ways of engaging in organisational governance. This distinction may be valuable to keep in mind as the LI engages with other membership organisations and considers case studies.

#### **Recommendation 5:**

Consider ways to articulate and strengthen the Landscape Institute offer to members based on the evolving needs and aspirations of the wider membership. Use feedback gathered through this report, wider LI engagement activities, staff insights and advice from the Advisory Council and the committees.

## **16. Equality, Diversity, and Inclusion**

The LI have communicated the importance of developing a more diverse and equitable profession to ensure its sustainability in the long term. Recent findings around the demographic make up of Landscape architects have been shared on the roadshow presentations and in wider communication. The majority of members attending the roadshows were highly engaged in discussions on EDI and clearly understood the need for change. The LI has also been active at highlighting the gender pay gap and the impact on women of inflexible working policies. There was however a lack of focus on socioeconomic diversity both within the current membership and in discussions relating to improvement.

Our conversations with members echoed the need for change, although some members felt that the LI had made good progress indicated by a more ethnically diverse staff group and female leadership at CEO and President level. Some female members highlighted the bullying behaviour from male members at meetings and via email as having detrimental effects on their health and wellbeing and family life. They communicated that there needed to be more specific support and safe space discussions. A number of female members commented on the impact of bullying from male members will deter other female members from becoming more involved in the Advisory Council and Branch roles.

For the LI to achieve their EDI ambitions, it is essential that they prioritise and initially focus inwardly on the experiences of all staff. The LI has recently recruited more ethnically diverse staff, however there are concerns about staff experience and turnover. Discussions portrayed a pressurised culture which impacted health and wellbeing. For an organisation to benefit from a diverse workforce it there has to be an inclusive internal culture.

#### **Technical recommendation 26:**

To undertake a detailed internal EDI review relating to staff experience, workforce structure and representation at every level, HR policies and processes and communication with the aim of developing a more inclusive culture.

#### **Technical recommendation 27:**

To integrate EDI into all governance improvements and changes including taking action to encourage more diverse representation on the Advisory Council. To look at innovative ways to involve more junior professionals in the work and governance of the LI.

#### **Technical recommendation 28:**

To develop a range of support mechanisms for staff and members who experience discrimination.

### **Recommendation 6:**

Develop a short- and medium-term equality, diversity and inclusion strategy and action plan to include a review all policies and processes, to improve diversity and representation at all levels of the organisation alongside building an inclusive internal culture, to engage and create awareness of the LI more widely with underrepresented communities and to provide guidance and support to members on EDI in practice.

## **17. The Standing Committee Structure**

As committees of the Board, it is important that the Standing Committees have clear roles and a primary focus on governance.

There are currently three Standing Committees and an additional finance focused committee:

- The Policy and Communications Committee
- The Education and Membership Committee
- The Technical and Research Committee
- The Finance and Risk Committee

All the Committees and sub-committees face similar challenges in recruiting members to sit on the bodies. There is also a pattern of members of the Committees exceeding their allocated term. Chairs report a high level and expectations and workload.

More support and training has been requested to support new members as they join the Committees – focusing on the Committee purpose and its place within the wider governance structure.

A reformulation of the terms of reference for each Committee should follow a clear set of principles:

- Purpose.
- Accountability.
- Separation of governance roles from operational responsibilities.
- Reporting timetables and expectations.
- Assurance role with the relevant data and evidence.
- Board relationships as described in the earlier section of this report.
- Appraisal and self-evaluation for the Chair and Committee members.
- Links to the Corporate and Strategic Plan

## 17.1 The Policy and Communications Committee

### Recommendation 7:

Establish an internal strategic communications approach to promote the direction of travel for new ways of working in the Landscape Institute with clear messages about behaviour, relationships, creative participation and effective governance.

Feedback indicates that Terms of Reference for the PCC does not reflect its current purpose nor provide the necessary guidance to enable the Committee to fulfil its governance role. Issues include:

- Overlap in terms of reference with other Committees, especially the Technical and Research Committee. This can lead to fragmentation and repetition in LI business.
- At the same time, given the policy brief, ensuring better coordination with cross-cutting issues for the landscape profession is essential.
- Lack of clarity in how to engage and operate in the devolved nations context.
- Aligning the work of the PCC more closely with the Corporate Plan
- Improve communication and accountability with the Board

An effective PCC will:

- Develop a balanced work programme with attention both to response and proactive policy issues
- Focus on impact – there was a general consensus that by focusing on a smaller number of priorities the Committee could achieve more
- Create an effective handover and knowledge sharing process for new Committee members
- Greater use of task and finish groups
- Build capacity and staff support
- Have a greater diversity of landscape professionals and specialism
- Strengthen inter-generational participation in the Committee

The communications element of the PCC is not clear and based on feedback does blur the boundaries between strategic communications, day-to-day communication practice and assurance. Communications is primarily an executive role with strategic communications decisions best considered by the Board. A lower tier working or advisory group of Members could support the executive function by providing advice and support.

#### **Technical Recommendation 29:**

Reposition the communications function from the PCC and locate this as an executive responsibility with direct reference to the Board of Trustees for strategic communications assurance and decision-making.

## 17.2 The Education and Membership Committee

Education and professional standards are at the core of what the LI stands for. It is therefore essential that this aspect of its core business to led by a strong and effective committee. The EMC is responsible for the development of policy and provides expertise and advice on all issues relating to education and continuing professional development (CPD).

The EMC also advises on the standards of entry for the LI's membership grades, in support of the LI's objectives. Responsibilities include careers and progression, the accreditation and review of higher education programmes, mechanics of qualifying for chartership, and promoting a culture of lifelong learning in the profession to ensure high standards of practice.

Its terms of reference were agreed in 2011 and whilst this review did not identify any weaknesses, we did detect some issues in this area, most notably the high staff turnover in the education department. Our concern therefore was the ability of this committee to be effective in those circumstances. We therefore suggest that a short review of this committee is undertaken and its delivery against its terms of reference and its annual plan of activity is assessed.

## 17.3 The Technical and Research Committee

The review has not identified any significant areas for change or improvement in relation to this committee.

## 17.4 The Finance and Risk Committee

We would expect the Finance and Risk Committee to have responsibility for:

#### Oversight of the LI Budget

- Establishing financial controls and budget monitoring
- Receiving the annual accounts
- Receiving the annual auditor's report
- Maintaining the corporate risk register
- Commissioning and annual audit plan and monitoring it delivery

Its responsibilities to the Trustee Board will include:

- Advising on current risks, pressures and responses
- Budget monitoring and control
- Annual budget outturn and final accounts for approval
- Audit activity and outcome reporting

Our review recommends that this committee is Chaired by a board member or independent member with the appropriate competencies to chair what is inevitably a technical and essential role. We suggest that the role is not held by the Hon Treasurer to remove any potential conflict in the two roles.

We would also recommend that the Board and this committee examine the reporting framework to establish the information reporting and timing of financial and audit reports to ensure that the board receives necessary reports at the appropriate time. There should also be a list of reserved matters for the Board in relation to what are Board-only decisions such as budget and final accounts sign-off.

## 18. The LI Eco-system of Sub-committees, Working Groups and Advisory Forums

The LI has a rich system of sub-committees and working groups below the Standing Committees which is referred to as the organisation's eco-system. They provide invaluable support and insight for the work of the organisation. Member volunteers contribute at a range of levels and demonstrate a strong commitment to the work of the LI.

These groups include sub-committees, working groups, advisory forums, ad hoc panels, and other consultative bodies including task & finish groups. However, the scale of this system introduces a degree of organisational complexity.

The picture is variable, but the review highlights these shared concerns:

- It has proved difficult to keep track of all the groups. This has created significant anxiety for staff.
- Variation in how groups operate, and the role and support offered to member volunteers.
- Lack of coordination and alignment for the work of each group with the wider strategic direction.
- Groups working beyond their specific terms of reference.
- Members exceeding their term of appointment to specific groups.
- Unclear reporting and accountability.
- Fragmentation and risk of replication.
- Blurring of advisory and decision-making roles.
- The need for better succession planning for groups to introduce new and diverse member volunteers.
- Internal and external communication issues that can impact organisational reputation and creating a culture where informal communications is part of Member behaviour.

Ensuring a robust scheme of delegation within the governance structure is essential. The proposed delegation matrix will be an important tool in tracking, supporting, and holding these groups to account.

Some individuals have proposed a complete re-set of the eco-system – disestablishing all the bodies and then starting again from a blank page to design a new system. However, this risks a high level of disruption and may interrupt essential governance and work streams.

In the short term, a stock-take of this eco-system through a series of accountability reviews led by the President and CEO would enable the LI to regain an overview of the ‘ways of working of these groups and their purpose in the organisational structure.

By-law 26.1 states the Board may delegate any of their powers to Standing Committees, or other committees and working groups consisting of Trustees and/or other Institute Members and/or other persons with suitable expertise and regulate or dissolve such committees and working groups.

Accountability reviews would address the following:

- Terms of Reference
- Recognising the achievements of each group
- Delegated role and authority – particularly around finance, communications, external relationships, and information governance
- Clarifying the role of the chair both for the group and within the wider LI structure
- Corporate resource used to support the group
- Term of office of Members
- Role of staff
- Outcomes and outputs
- The workplan
- Chairing role
- Assurance information provided by the group
- Membership support needs, training needs and succession plans
- Behaviours and culture of the group
- Declarations of Interests – ensuring these are up to date and reviewed
- Compliance with organisational policies and working practices

### **Technical Recommendation 30:**

Establish a process of accountability reviews for all sub-committee groups and structures. Based on these reviews, to make proposals for the future structure of the Sub-committee system.

### **Recommendation 8:**

Review and rationalise the wider eco-system of sub-committees, working groups and other structures to establish coordinated ways of working based on clear accountability, delegation and effective controls established from the authority of the Board of Trustees.

## 19. Executive Functions – The Chief Executive Officer and Staff

The executive function has faced considerable challenges in managing relationships across the organisation whilst maintaining a focus on operational priorities and delivering key milestones. The culture of the organisation does not sufficiently distinguish between the executive function and the role of members as volunteers and supporters of these work programmes.

Over time the respect and appreciation for the staff has declined and some members have developed an unhealthy regard for the work of the executive. At the most extreme end of the feedback collected, staff are positioned as being informally managed and directed by members rather than as part of the wider accountability structure of the organisation led by the Board. The executive needs to be supported to recover managerial independence for delivering the work.

As already identified, there are reports of a range of negative behaviours that cover a continuum of concerns including forms of harassment, lack of respect, verbal abuse and bullying.

*Section 2.6.2 of the Charity Governance Codes offers a valuable definition for establishing the different executive, non-executive and volunteer functions in an organisation:*

*Where individual board members are also involved in operational activities, for example as volunteers, they are clear about the capacity in which they are acting at any given time and understand what they are and are not authorised to do and to whom they report.*

This has had a detrimental impact on the organisation as evidenced by high rates of staff turnover and resultant frequent changes in leadership style and objectives.

It is essential that the Board prioritises these issues and ensures it has a robust programme in place across the organisation to support staff and minimise their exposure to negative situations as part of the duty of care. There are significant risks to the retention of current staff and future recruitment. The risk register can be strengthened to better articulate the risks to staff and the wider organisation and ensure that mitigating actions are monitored to ensure effectiveness.

Leadership changes have also impacted the vision and direction of the LI and led to some uncertainty.

However, there has been positive feedback about the direction established by the current Chief Executive.

Strong signs of progress are recognised with regards to addressing these issues and a willingness to engage in constructive dialogue and more honest feedback.

Members are keen to contribute to the LI. It is important they are supported to understand their role and appropriate ways to offer support in a constructive way as critical friends offering advice and insights from their practices.

At the same time, it is important to highlight the limits and boundaries of the member volunteering role and the behaviours that lead to adversarial relationships. Over time negative behaviours have become institutionalised in the relationships between staff and some members. This has manifested

in interpersonal relationships and communications but also in the group dynamics of committees and working groups.

There needs to be a focus on the esteem and value of the executive and a recognition of their professional expertise and roles. This can be supported by developing a strong and clear scheme of delegation and clear role descriptions that articulate the responsibilities of the executive for doing the work of the organisation.

Further work on the role, function, supervision and support for member volunteers can complement this way of working. From an EDI perspective, a robust programme can ensure a wider diversity of member feel able to volunteer and take active roles in the organisation.

The staff team is a crucial part of the LI but our review concluded that many currently feel undervalued and over stretched. The expectations of members can vary and there is not always a clear appreciation of the primary purpose of the staff to do the work of the organisation.

Member engagement and advice regularly shifts from guidance on member perspectives and values to operational and managerial issues. Establishing clear expectations around the level of detail for executive and non-executive roles can help navigate this. Managing member relationships can take up significant amounts of staff time. The professional competence and expertise of staff is not always recognised.

Strengthening the accountability framework within the organisation can provide the Board and members with assurance about the effectiveness of work programmes without blurring the boundaries between the different roles of members and staff. Empowering the senior management team to lead the managerial structure is crucial to getting the best from the human resources available to the organisation.

Conversations with staff indicated a professional and skilled group with a strong commitment to the landscape profession and the organisation. It is important to ensure staff are properly support in both their role and in their wider wellbeing given the current context of dysfunctional behaviours.

The rates of staff turnover including in senior positions is a concerning indicator for the organisation. At the Chief Executive Officer level regular changes of leadership style and objectives has inevitably had a detrimental impact of the vision and direction for the organisation. A lack of consistent leadership means messages to the membership vary and can lead to confusion.

There has been overall positive feedback about the current Chief Executive Officer and her willingness to address these issues with colleagues and members. A strengthened commitment to engagement has been recognised and it is vital that this approach is sustained.

## Supporting Positive Culture Change

The ACEVO Charity Leaders Network research titled 'Leading with values: creating a safe organisational culture' offers a set of principles for creating positive change. These include:

- Being values led.
- Modelling ethical behaviour.
- Focusing on openness, transparency, and continuous improvement.

This research also highlights the barriers to positive change, including:

- Gender inequality.
- Lack of diversity in senior leadership positions.
- Models of leadership.
- Public perception of the organisation.
- Small training budgets.
- Transparency being mistaken as poor practice (more openness is encouraged)
- Overreliance on DBS checks rather than other forms of behaviour indicators.
- Prioritising 'hard' targets over 'soft' targets in terms of organisational outcomes and measures of success.

The Jo Cox Foundation provides a range of tools to support positive culture change and dialogue. This includes the Civility Pledge, creating positive statements for cultural change and the Civility Commission. These approaches offer guidance as the LI navigates the debates highlighted in the report.

It should be acknowledged that the role of the executive is to both advise the Board and to implement its policies and decisions. The CEO should therefore be accountable to the board, but should be free to manage operational decisions and actions without constant oversight. Good practice is an open dialogue between the Board Chair, President and CEO.

Our review detected a belief held by some, that the executive was a secretariat and was there to respond to instruction rather than to perform its strategy and delivery function. This needs to be clarified and reinforced.

## 20. Branches

Branches are an important element of the LI's offer to members. Branches fulfil a number of functions including educational, professional development, networking, and social. They are also integrated into the LI governance structure through branch elections and branch representation on the Advisory Council. Branches offer the opportunity to align LI strategy with local priorities and decision-making structures across the sector such as local government.

The topic of branches has been addressed in more detail in the earlier Elections: Ways of Working report. This highlights a range of development opportunities for the branch structure and proposes a further deep dive into their ways of working.

The priorities for this work are:

- Ways to extend participation in branches
- Equality and diversity approaches to increase the range of members who are involved in branch activities and governance
- The branch AGM process
- The position and needs of branches in the devolved nations
- Branch networking, relationship building and communication functions
- Branch meetings
- The support needs of branches
- Branch financial management processes

#### **Recommendation 9:**

Undertake a review of the Branch network to establish a clear understanding of the role, purpose and ways of working that serve members, support good communication and contributions from members.

## 21. The College of Fellows

The College of Fellows offers an opportunity for experienced and senior members of the LI to come together to share practice and knowledge. They have a particular function in championing the history and legacy of the LI.

The College of Fellows should have a clear and open position in the wider LI structure with terms of reference to be refreshed to reflect the leadership of the Board of Trustees and the Scheme of Delegation.

The College should be included in the proposed series of accountability reviews to consider the ways to get the most from this element of the LI structure. This will also offer an opportunity for Fellows to reflect on their contribution to the LI ways of working and how to build a stronger culture of respect and positive behaviours.

The role of the college should not exceed its position as a recognised forum for the most experienced members to be recognised and have an opportunity to share. It should not have real or implied power or authority which exceeds this.

## 22. Conclusions

The Landscape Institute undertakes vital work for the landscape profession. As part of a wider system of professional bodies and Royal Societies it champions the importance of a range of practitioner roles and practices across the field. It also plays a valuable role for local communities and society as it engages in debates about climate change, nature, education, young people, urban development and policy.

This report describes a challenging picture for the current organisation. It aims to be robust in how the issues are presented. Guided by the majority of the conversations, the findings are unlikely to be

surprising. However, it may be difficult to read about all these challenges in one place. It is hoped that by offering a complete picture of these difficulties it can create a platform for consensus and an opportunity to move the organisation forward.

As articulated in the overview at the start of the report, the twin priorities should focus on behaviours and the Board. Tackling these together offers a pathway to better governance and stronger ways of working.

Viewing the LI as an external observer, there is a paradox at the heart of the organisation. Individuals have participated in the review with politeness, enthusiasm and commitment. The recent Roadshows have articulated some of the characteristics of landscape profession as a group that 'gets on with the job' in an unassertive, supportive and often quiet manner. This is sometimes seen as at the expense of more challenging and assertive engagements with other professions, commissioners and partners. And yet internal relationships do not always mirror this picture. The LI needs to find a way to re-focus energies spent on these internal disagreements to tackle the shared external priorities for the profession.

Ways of working that strengthen interpersonal respect and relationships will help foster these shared values. Building communication and constructive dialogue can help the Landscape Institute get the best from the strengths of the landscape professions to fulfil its role.

The report is supported by four appendices:

- A summary list of all strategic and technical recommendations that presented in the main body of the report.
- A list of organisational case studies taken from the public domain to support benchmarking and comparison.
- A summary of the themes from the Charity Governance Code to support the Board of Trustees.
- References and additional reading.

## Acknowledgments and review team

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## Notes and appendices

### Landscape Institute Policies and Documentation

#### Documents Reviewed

- Royal Charter
- By Laws 2020
- Regulations 2021
- The Corporate Strategy 2018-2023
- Branch Constitution 2009
- Terms of Reference for Board of Trustees
- Terms of Reference for Advisory Council
- Terms of Reference for the Policy and Communications Committee
- Terms of Reference for the Education and Membership Committee
- Terms of Reference for the Technical and Research Committee
- Terms of Reference for the Finance Committee
- Role Description for President, President-Elected and Vice President
- Role Description for Honorary Treasurer
- Role Description for Honorary Secretary
- Role Description for Board Member (Trustee)
- Draft Elections Policy and Process
- The Landscape Institute Code of Practice
- Conflict of Interests Policy

- Disciplinary Regulations 2022
- Trustees Code of Conduct
- Vexatious Complaints Policy
- Whistleblowing Policy
- Working Together Policy 2021
- The Complaints Journey Map and Guidance for Making a Complaint
- Terms of Reference for the College of Fellows 2020
- The Independent Governance Review

New – Developed by CfGS during the Ways of Working Review

- The Election Principles
- The Election & Nominations Committee Terms of Reference
- The Integrated Election Process
- The Candidate Nomination and Vetting Form - Indicative areas plus appendices
- Campaigning Guidelines
- Election Complaints Policy
- Election Officer Role Description
- Election Assurance Framework template – to be populated with assurance areas
- Role Description for President, Vice-President, and President-elect
- Role Description for Honorary Treasurer
- Role Description for Honorary Secretary
- Role Description for Non-Chartered Trustee
- Role Description for Ordinary Council Member

## Charity Governance Code – Seven Themes

1. Organisational purpose
2. Leadership
3. Integrity
4. Decision-making, risk, and control
5. Board effectiveness
6. Equality, diversity, and inclusion
7. Openness and accountability

## Organisational and Governance Case Studies

The following organisational case studies were explored when developing this report:

- Architects Benevolent Society
- Chartered Institute of Architectural Technologists
- Civica - Election Reform
- MemberWise
- National Trust
- NCVO – National Council for Voluntary Organisations
- NHS Clinical Membership Organisations
- Royal College of Nursing
- Royal College of Paediatrics and Child Health
- Royal Institute of British Architects
- Royal Institute of Chartered Surveyors
- STAMMA
- The Association of Consultant Architects
- The Camping and Caravanning Club
- The Directory of Social Change
- The Dons Trust
- The Ramblers
- The Scottish Youth Parliament
- Westminster Foundation for Democracy

## References

Charity Governance Code

Charity Commission 2004 RS7 Membership Charities

Charity Commission 2013 Public Benefit: The Public Benefit Requirement (PB1)

Charity Commission 2013 Public Benefit: Running a Charity (PB2)

Charity Commission 2014 Charity types: how to choose a structure (CC22a)

The Trustee Act 2000

The Charity Act 2022