

## Minutes of the Annual General Meeting of the Landscape Institute held

Tuesday 13 December 2022

A digital meeting hosted via Zoom

**Total Attendees: 226**

**Present:**

|  |   |   |
|--|---|---|
| <b>Board of Trustees:</b>  |   |   |
| Chair: Noel Farrer FLI PPLI<br>Vice President / Acting President | Adam Barker AMLI<br>Non Chartered Trustee | Deborah Nagan<br>Independent Trustee    |
| Jane Findlay CMLI PPLI<br>Immediate Past President               | Christine House CMLI<br>Chair EMC         | Penelope McNeile<br>Independent Trustee |
| Keren Jones CMLI<br>Hon Secretary                                | Marc van Grieken FLI<br>Chair TC          | Marc Norden<br>Independent Trustee      |
| Mat Haslam CMLI<br>Hon Treasurer                                 | Jane Clarke<br>Independent Trustee        |   |
| <b>Staff in attendance:</b>                                      |   |   |
| Sue Morgan CEO   | Donna Lawrence                            | Naomi Taylor                            |
| Ruhela Begum   | Yvonne Matthews                           | Emma Wood                               |
| Ben Brown  | Gideon Opaluwa                            |   |
| Rob Hughes   | Eleanor Skidmore                          |   |

### 1 Welcoming Address from Noel Farrer, Vice President as Acting President

The Chair opened by welcoming members to the Annual General Meeting. He confirmed that the meeting was being recorded and would be made available to members unable to attend. The meeting was quorate. The meeting was being held digitally but every attempt had been made to replicate as far as possible a standard in-person AGM. Nevertheless, there were a number of necessary differences.

The Chair took the meeting through the Agenda. He asked Members to note that they were being asked to receive not approve the Annual Report and Financial Statements. The Report is the Trustees Report and they are legally accountable to the Charity Commission for the content and its accuracy. The financial statements have been externally audited and the Trustees have committed in the Report that it is a fair and accurate report of the current state of the Institute. The Chair then ran through the arrangements for voting and for asking a question. He asked Members to note the instructions for voting on the screen and confirmed Members had been able to vote online from the time the notice of the meeting was published and the voting site would remain open until the main business of the AGM had been concluded. The Chair explained that members would only have the opportunity to ask one question to make sure everyone who wanted to ask a question had the opportunity to do so and to ensure that there was time for members who want to make a point to speak for a minute each under the whistleblowing disclosure item. 8 members had submitted questions in advance and these had been answered and the responses posted on-line on the AGM page and on the Q&A function for the meeting alongside other questions we have answered over the last few months. The meeting was also informed that 58 questions had been received from a single member the previous morning and the responses to these will be posted on-line as soon as the Institute team had been able to work through them all.

## 2 To approve the Minutes of the 2021 Annual General Meeting held 16 December 2021

Votes:

| For | Against | Abstain |
|-----|---------|---------|
| 570 | 26      | 123     |

**Decision:** The Minutes were approved as an accurate record of the AGM held 16 December 2021.

## 3 Presentation Noel Farrer, Sue Morgan (CEO) and Mathew Haslam (Honorary Treasurer)

In his welcoming address the Vice President opened by emphasising that much of what had been achieved for the past 12 months was made possible by the support of many volunteers who hold governance roles, manage branch activities, contribute to committees and mentor, supervise and examine candidates for Chartership, Technician and Fellowship and he thanked them on behalf of the Board of Trustee.

The three presentations which followed from the Vice President, the Chief Executive and the Honorary Treasurer addressed the twelve months covered by the Annual Report and Financial Statements and looked forward to the year ahead and what members told us they want to see the Institute focusing on.

The Vice President reminded members that 2021/22 was the fourth of the five-year Corporate Strategy 2018-2023 and he ran through the key achievements of the past year under each of the three goals of- Influence, Relevance and Inclusive Growth. He described 2021/2022 as a year of change, reflection and aspiration for an Institute that would better serve its members and influence and contribute to Society and the challenges it faces. This work has been underpinned by the 39 recommendations of the Independent Review Report which identified as priorities the importance of upholding the standards expected of a self-regulatory profession and the wellbeing and development of our staff as being crucial and important to the success of the Institute.

The Vice President handed over to the Chief Executive who focused on the challenges and opportunities. She opened by talking about her learning from her first 100-day review before moving on to talk about the internal challenges faced in 2021/22 highlighting emerging from Covid, the financial pressures arising from Brexit and the pandemic, staff changes, the independent review and the whistleblowing disclosure. The Chief Executive then talked about what members had told her as part of the Connect People, Place and Nature Campaign which took place in the final quarter of 2022, the significance of the landscape skills and workforce survey carried out in 2022; the 2022 LI Awards and how best the Institute could respond to the unprecedented global crises of climate change and biodiversity loss. In closing she talked about her priorities for 2022/23 under the headings of (i) driving profitable growth, (ii) enhancing products and qualify, (iii) engaging members and volunteers (iv) growth of the membership & sector influence, and (v) enhancing the infrastructure and process improvement.

The Honorary Treasurer presented the Institute's financial position. He highlighted the challenges posed by the continuing impact of instability in the global economy and an unstable investment market and balancing this with the need for the organisation to continue to invest in its digital systems to improve its communications and services to members. Against this tough background he was delighted to be able to report that the Institute's membership had grown via new routes to entry and based on the introduction of the new universal subscription fee model. He also talked about how the Institute was continuing to take steps to diversify and grow its income through sponsorship, advertising, and recruitment fees; develop new products and services and implement its key financial principles to re-build its general reserves over the next 3-5 years. In addition, the Honorary Treasurer reported that the use of the Institute's designated funds would be reviewed in 2022/23 to align with its strategic objectives.

**4 To receive the Trustees’ Report and Annual Accounts of the Institute for the financial year ended 31 March 2022**

Votes:

| For | Against | Abstain |
|-----|---------|---------|
| 566 | 99      | 54      |

**Decision:** The Trustees’ Report and Annual Accounts of the Institute for the financial year ended 31 March 2021 were received

**5 To delegate the removal of Sayer Vincent as the Institute’s auditors and the appointment of new auditors to the Board of Trustees**

The Chair read out the supporting statement that had been made available in advance on the AGM Voting Site and the LI website.

Votes:

| For | Against | Abstain |
|-----|---------|---------|
| 578 | 27      | 114     |

**Decision:** To delegate the removal of Sayer Vincent as the Institute’s auditors and the appointment of new auditors to the Board of Trustees

**6 Whistleblowing Disclosure to the LI - Presentation and Discussion**

Jane Clarke (JC) Independent Trustee and Whistleblowing Champion reported that the Charity Commission required every charity to have a Whistleblowing Policy and recommends that a Board of Trustees appoints a whistleblowing champion to lead on their behalf. She emphasised that a whistleblowing disclosure is not a complaint and a whistleblowing disclosure cannot be handled as a complaint because the organisation has a legal responsibility to fully investigate all whistleblowing disclosures and to protect the whistleblower from any risk of victimisation.

During her presentation JC emphasised that:

- i. the process the whistleblowing disclosure investigation followed had ensured integrity and fairness and compliance with By-Laws and Regulations.
- ii. as required under the By-Laws a Committee of Inquiry made up of Advisory Council members led the investigation.
- iii. the Council decision to remove the former President Elect from his Institute roles based on irrefutable evidence of multiple incidents of serious misconduct was unanimous.
- iv. The Independent Review had identified a culture of poor member conduct and behaviour causing distress and harm to volunteers and staff.
- v. The Board is committed to addressing all conduct and behaviours that do not meet the standards set.

**7 Q&A Session**

The Chair declared that the vote would close at 1930 and opened the session to questions, confirming that questions received in advance had been responded to direct and that the questions and responses were available on the [LI AGM page](#) online. Other questions raised at branch meetings and the answers had also been included.

A wide ranging and in-depth Q&A session was coordinated by CEO Sue Morgan (SM) and Head of Governance & Regulation Gideon Opaluwa (GO). The session covered general operational matters and there was a lengthy discussion on the Whistleblowing case and removal of the former President-Elect.

### **Operational Matters**

- i) **International** – In response to a question asked by Matthew Torlesse the Vice President confirmed that IFLA continued to provide an opportunity for the LI to influence globally, there are steps to ensure mutual recognition of qualifications. Active lines of communication are in place and work is ongoing on standards alignment. It was noted that there were ongoing issues following Brexit and the changes in Hong Kong
- ii) **Staff turnover** -Sue Morgan responded to a question posted in the Q&A chat from Paul Reynolds explaining that there were a number of reasons for the high turnover of staff including the current highly competitive recruitment market; career advancement and difficult member/staff working relationships/working environment.
- iii) **Face to face AGM** – In response to a question posted in the Q&A chat from Claire Brokenhurst the Chief Executive explained that it had been agreed to hold a digital AGM because it enables many more members to participate. The carbon footprint is minimised and disruption due to the current rail strike was avoided. This will be kept under review for future years.
- iv) **Legal fees** – Elizabeth Blackledge asked about the high level of legal costs in. The Honorary Treasurer directed Elizabeth to the breakdown of legal costs during 2021-22 between business as usual and the costs associated with the whistleblowing case are set out in detail in the Annual Report and Financial Statements. He confirmed that everything possible had been done to keep the legal costs as low as possible.
- v) **MERL funding** -Tony Edwards asked on the Q&A chat about the level of funding provided by the LI to support MERL. Keren Jones spoke in response and agreed that it was an important resource and supported a review. Emma Wood clarified that the LI had donated its archive and library in full to MERL in 2013. It had continued to make donations to MERL to facilitate the conservation and cataloguing of the landscape collection but it was wholly owned by MERL.

### **The Whistleblowing Case**

- i) Jane Clarke confirmed in response to question from Brodie McAlister that the whistleblowing policy covered staff, volunteers and members
- ii) Jane Clarke also responded to a question posted on the Q&A chat by Merrick Denton Thompson. She clarified that the purpose of the initial advice commissioned by the Board had been to establish whether the Institute had received an eligible Whistleblowing Disclosure and if so what the next steps should be. Matthew Bradbury confirmed that advice had not been shared with the Committee of Inquiry. On the question of the cost of the Committee of Inquiry Jane Clarke reported that the Council Members on the Committee of Inquiry had worked on a voluntary basis and that she had provided the administrative support to the Committee on a voluntary basis in response to a request from the former President Elect that no staff should be involved with the investigation.
- iii) The Chief Executive answered a message in the Q&A chat from Christopher Leeming on the bad press received over the past year relating to the Whistleblowing Disclosure. She countered the statement by reporting that the Institute had received as many supportive and welcoming responses as negative ones. Approximately 205 supportive contacts, 36 neutral, 60 negative in

response to communications from the Institute in relation to the Whistleblowing disclosure. The LI UK Campaign had also generated lots of positive and supportive messages and recent national media coverage had positive. Sue Morgan also confirmed that the Institute had only responded to requests from the national and professional press about information they had received and had taken the decision not to proactively discuss anything to do with the whistleblowing disclosure on social media or in the press.

- iv) Hal Moggridge stated that he had looked carefully at all the documents and he believed the LI had not followed its Regulations and that a great injustice had been done. He reported that he and a group of members had asked for a meeting with the Board of Trustees to discuss the process in detail and asked whether such a meeting could take place– Jane Clarke clarified that Council and Board had agreed to meet with the group but this had been stood down after a legal letter commissioned by the group was received. Mr Moggridge repeated that he believed that the process was not fair and that a great injustice had been done. He also emphasised that Jane Clarke was an interested party and it must be for other members of the Board to make their mind up about whether a meeting should go ahead.
- v) Before handing over to Matthew Bradbury, Council Member and Co-Chair of the Committee of Inquiry the Chief Executive reminded the meeting that a whistleblowing disclosure is a very different and distinct process from a complaint and that the decision in relation to the whistleblowing disclosure had been taken by the Advisory Council not the Board which was why the Advisory Council Members had to be involved in any meeting.
- vi) Matthew Bradbury, spoke about his background and experience of handling these types of cases and stated that in his opinion this was one of the most in depth and independent processes that he had been involved in and was extremely fair in its approach. The Committee had been very clear that it was looking at a pattern of behaviour that was not in accordance with the Trustee Code of Conduct or the Nolan Principles of Public Life and made a recommendation to Advisory Council that was well-grounded and well-researched. He also emphasised that the former President Elect had every opportunity to engage with the process and that there had not been any interference from the Board of Trustees or staff.

The Chief Executive confirmed that member volunteer hours had been approximated as in excess of 20,000 hours.

- vii) A number of other current Council Members including Nicola Phillips, Anastasia Nikologianni and Wing Lai spoke describing the unprofessional behaviour they had personally been exposed to during the investigation. They confirmed that the Advisory Council had taken the decision based on a very detailed report and irrefutable evidence that the Council Committee of Inquiry had presented to them. Nicola assured members that she was not a puppet and that the whole process had been well thought through and completely fair. She also highlighted the GDPR breaches by the group of members supporting the former President Elect. Anastasia echoed Nicola's words and emphasised the importance of moving things forward for the landscape architects of the future. Wing Lai emphasised that the Council Members had taken the decisions as individuals independently. It had not been easy and Council Members had all been subject to abuse, bullying and relentless backlash and had to balance that with what they believed was the right decision for the Institute, the membership and its stakeholders. He apologised to members for the enormous resource it had taken up which could have been used more beneficially on addressing our climate, biodiversity, international issues and outreach.
- viii) Sue Illman said how delighted she was to hear from our three younger Council members and their resilience and willingness to talk about these difficult issues. She said how disappointed she had been to watch from the side-lines what has gone on. There had been so much unnecessary unpleasantness about people trying to insist that their view is the view. She went on to speak about her time as President of the Institute nearly 10 years ago and how she had some appalling

experiences from similar members doing similar things for other reasons. She said she was aware that attacks on the President in their role had not just affected her. She said she did not know why the Institute tolerated such unpleasantness and vindictiveness about people who had volunteered to take on a role that is an important one for the Institute. She emphasised that the membership needed to learn how to discuss difficult issues in a civilised way and appealed to the membership to go for the positive, move on and give their support to our younger members to ensure our professional home is fit for the future.

- ix) A statement was read out by Marc Norden, one of the Institute's Independent Trustees on behalf of Romy Rawlings adding her voice to the call for an end to some appalling member behaviour at the LI in the hope that the meeting would finally bring about the end of an extremely unpleasant chapter for many, many people. Romy Rawlings statement made it clear that she had resigned from the Honorary Secretary position after a year. At the time she stood down, she claimed she was too busy for the role, which was true, but far from the full story. She simply got to the point where she could not continue as her mental health had been so badly impacted by the constant complaints, bullying behaviour, and attempted coercion. For the last 2 years she has been unwilling (and, to be honest, unable) to volunteer again at the LI for fear of drawing out another episode of abuse. She went on to say in the statement that she knows she is not alone. It happened to many other people (both staff and members) both before and since she was on the Board and it cannot continue. There is a faction of the LI membership that seeks to undermine every aspect of the LI's work to achieve its own ends, whatever they may be. She went on to say that she did not understand why but their thinking was so backward-looking, unprofessional, and divisive and that she was seriously worried about making this statement, for fear of the backlash it may bring. Her statement closed by saying that she was not able to make this statement herself because of the impact the whole chapter has had upon her mental health".
- x) David Anderson and Tony Edwards questioned why more time was being given to Council Members than to the protagonists. The Chair confirmed that he was anxious to ensure there was a balanced debate and urged all members who wished to speak to raise their hands. No-one raised their hands in response.
- xi) In response to a question posted on the Q&A chat by Helen Tranter, Jane Clarke explained that the Institute had taken advice from its insurers and the Charity Commission both of which had confirmed that it would not be appropriate use of charity funds to pay for legal support for a member who was being investigated by the Institute.
- xii) Merrick Denton Thompson asked in a question on the Q&A chat whether the Board felt that it was appropriate for there to be so many references to the whistleblowing disclosure in the Annual Report when it was an outward as well as inward facing document. In response the Chief Executive reminded the meeting that the Annual Report was the Trustee's Report to the Charity Commission as well as to the membership. The Board of Trustees had reported the whistleblowing disclosure to the Charity Commission in accordance with its guidance on serious incident reporting and it was therefore a prerequisite for the Trustees to report on the disclosure in the Report and by doing so had enabled this vital debate at the meeting.
- xiii) Chris Churchman talked about the sea change that had taken place over the past 2 or 3 years and how, at last, the Institute has a forceful voice with weight and status for a purpose and urged the Institute to use that opportunity to fight for those things it should be fighting for, for the common good, and not be distracted by infighting.
- xiv) Pete Swift echoed Chris Churchman's comments. He then referred to the open letter he had authored on social media, and which had been signed willingly by a number of founders, leaders and directors of some of the largest and most impactful practices across the country representing approximately 50% of the overall membership. He said what came back had been astounding and gave an insight into how the wider membership really feel about this issue. There were 9,000 impressions and 83 individual reactions predominantly from female

membership and he would leave it to members to draw their own conclusions about why that was the case. He applauded the three young Council members who spoke that evening. He pointed out that the culture of an organisation is defined by the worst behaviours that are tolerated and there was an inference from some here that whistleblowing is a bit weak, a bit trivial, a bit woke and they really needed to take a good look at yourselves. It was about everyday people making everyday choices about how they treat one another. He concluded by saying that the culture of an organisation resets to a new baseline when something like this happens and he hoped that the meeting was the moment when the Institute's baseline is reset and that members will all play a part in fixing the organisation's culture which is clearly toxic.

- xv) Jane Findlay, Immediate Past President moved the focus forward to 2023. She urged that 2023 be the year for the Institute to concentrate on the global issues that the profession can help to adopt to - the issues of climate change, biodiversity loss and health and well-being. It is an exciting time for the profession and she said she hoped it can grasp that opportunity. She had found the passion and skills she saw at the recent regional events incredibly inspiring and hoped that as landscape professionals we could come together to help deliver the solutions to the huge problems the world was facing. She went on to make it clear that to grow and develop the Institute needed motivated and talented staff and volunteers and they needed to be appreciated and respected by the membership. The staff team have worked incredibly hard over the past year and the members should applaud them for their commitment especially on the back of the pandemic. She emphasised that Sue Morgan and her team had the full support of the Board and that they would be working as one team to deliver on the priorities identified during the recent regional campaign visits and by the Skills and Workforce Survey

## 8. CLOSE

The Chair drew the meeting to a close by apologising on behalf of the organisation to Romy and to any other members impacted. He emphasised that it had been a difficult time for everyone and the statements from Romy and others explained why the Council and the Board were so determined to face up to the difficult and at times disturbing behaviour from other members who ignored best practice and general rules of conduct and manners. He went to say that he was also proud that the LI had proved that it would not stand by and would enforce its standards, policies and rules.

He emphasised that the Institute could not sweep such significant matters under the carpet or rely on informal agreements. It was a modern, supportive professional body that will not hold with this kind of behaviour - not the conduct demonstrated by the former PE nor that of his group of supporters. The Vice President made it clear that whilst the Institute would continue to address any conduct matters as part of its role as a self-regulatory body this case was now closed and it would not divert any more time or resources away from the Institutes main objectives.

He hoped members had found the AGM informative and useful.

In closing the Vice President summarised the meeting as follows:

We have had a good and robust discussion and we hope you feel that we have answered all your questions fully.

- We have communicated consistently to all our Members about the WBD and have demonstrated tonight the harm that continuing to devote resources to this issue will have on the LI staff team and members.
- We need to move on from this and focus our attentions on the creating a fantastic value proposition for our Members and show our value in tackling the major challenges we face as a profession and in tackling climate change and biodiversity loss.
- Whilst we will continue to address any conduct matters as part of our role as a self regulatory body the inquiry is closed, and we cannot not divert any more time or resources away from our main objectives.

- This is a pivotal and exciting time for our profession, we will now focus on issues around climate change, health and wellbeing, and the biodiversity crisis. We will be collaborating on devising and delivering our new corporate strategy which will set the direction for the LI for the next 5 years
- Let us now look forward, proud of our strength and purpose and open to the challenges ahead.

NF recorded thanks to the LI team for their hard work throughout this difficult year.

There being no other business the meeting closed at 2023 hours.