

LANDSCAPE RESEARCH GROUP LTD

ANNUAL GENERAL MEETING 2020

On Thursday 18th June 2020 (13:00 GMT+1T)

Held by Zoom videoconference

MINUTES

PRESENT

LRG Trustees and Members:

Vanesa Castan-Broto, Chris Dalglish, Laurence le Dû-Blayo, Graham Fairclough, Marouen Hedhlie, Ian Mell, Gavin MacGregor (Treasurer), Ingrid Sarlöv-Herlin, Paul Tabbush, Tim Waterman (Chair)

LRG Members:

Andrew Butler, Tim Collins, Sarah Govan, Jason Harrison, Peter Howard, Karen Jones, Merham Keleg, Jacob Mitchell, Miza Moreau, Antonio Plaza, Celia Robbins, Gareth Roberts, Eirini Saratsi, Steven Shuttleworth, Nancy Stedman, Theano Terkenli, Jo Vergunst, Junyan Ye

In Attendance (LRG Staff):

David Saunders (Chief Executive and Company Secretary),
Sarah Hobbs (Communications and Membership Manager)

Apologies were received from:

Kenneth Olwig, Hannes Palang and Emma Waterton (All serving Trustees).

WELCOME AND NOTICE – Tim Waterman, LRG’s Chair, welcomed LRG Members and the Notice calling the Annual General Meeting, was read. As a result of Covid-19 restrictions this year the AGM is being held online, as a Zoom meeting. No objections had been received to operating under this arrangement. The Chair reminded any non-members in attendance that they may remain as observers but were not eligible to vote on any of the resolutions during the meeting. The Chair then passed on to David Saunders, LRG’s Chief Executive and Company Secretary, who explained the protocols of using Zoom and the method to be used for voting on resolutions, which included collation of proxy votes from members who were unable to attend the meeting in person. As the attendance exceeded 10 members the AGM was deemed quorate according to the rules of the company, and David Saunders, as Company Secretary, then formally opened the meeting.

Agenda Item 1. To approve the Minutes of the Annual General Meeting of Landscape Research Group Ltd. held on 17th May 2019.

These Minutes had been circulated prior to the meeting. There were no questions and a poll was taken to accept these as a true record.

RESOLUTION 1 - There were 31 votes in favour, and 7 abstentions, so the Minutes were thereby confirmed as a true record and were **approved**.

Agenda Items 2 and 3. (Items taken together) To consider and approve the Trustees’ Report , External Examiners report, Annual Accounts and Balance Sheet for the Financial Year to 31st December 2019.

The combined Trustee's report covering LRG activities and finances during 2019 had been presented to the LRG Board on 19th May 2020 and these were both approved by the Trustees. This Report was then presented to the AGM by the Treasurer (Paul Tabbush) who summarised some of the key activities in 2019.

Paul Tabbush explained that the Trustees report differed this year following changes in reporting format to align this with current Charity Commission compliance, following a change of LRG's accountants in 2019. Paul Tabbush's role had changes as the book-keeping and accounts were now managed using Xero software, rather than by spreadsheets and this now provides more detailed management reports and supports the preparation of an annual Statement of Financial Activities that meets the required Charity Commission structure and layout.

This statutory Trustees' Report is somewhat briefer than was provided in previous years, as the level of detail hitherto presented is not required in the statutory accounts, and a separate, more detailed, report of the charitable activities of LRG now appears on the LRG website.

Paul Tabbush then talked through the summary of LRG finances as set out on page 5 of the report. Total funds carried forward at 31st December 2019 were £156,245, some £20k less than at beginning of 2019. This was largely a result of the planned draw-down of some of LRG's accumulated funds following the strategic decision to employ two new members of staff (both part-time). This closing balance was in line with the approved budget for 2019.

Paul Tabbush also highlighted a new approach to summarising expenditure, as set out on page 9 where, following Charity Commission protocols, the staff costs, where appropriate, are allocated to specific charitable projects, rather than to general overheads.

Paul Tabbush then concluded, confirming that he is stepping down as Treasurer, and passing on this role to fellow Trustee Gavin MacGregor. The Chair thanked Paul for all his hard work over the past years on the Board of LRG.

Steven Shuttleworth, a past Board member, spoke up commenting – He managed the accounts as former Treasurer of LRG for many years and was pleased to see the work that has been done to update the accounts management and transition to a modern, Charity Commission-compliant, statement of LRG finances, and this approach forms a good basis for the future.

No other questions were raised and the Chair moved to the resolution to approve the report and accounts.

Members were invited to vote on the resolution.

- **RESOLUTION 2** – there was a combined total (proxy and in-person) of 35 votes approving the accounts, with 5 abstentions. The report and accounts were thereby formally approved and would be signed by the Chair and then submitted to both Companies House and the Charity Commission.

Agenda Item 4. - To consider and vote on the resolutions for the conversion of LRG Ltd. to a Charitable Incorporated Association (CIO)

A report and the draft new constitution which will allow LRG Ltd to adopt a new charitable structure under the Charity Commission Association model rules had been circulated to Members with

the Agenda. This draft constitution is intended to update the operations of LRG, and to bring LRG Ltd. in line with changes in company law, and to address the requirement for Charity Commission compliance and to meet current good practice guidelines.

This report had received the approval of a large majority of the Trustees who now recommend the acceptance of this constitution, and the transition to a CIO based on the membership model.

Trustee Graham Fairclough, spoke to the topic. Graham referred to the two documents that had been circulated to members which set out the reasoning for making these changes to the legal structure of LRG Ltd.

Graham explained that LRG Trustees have been working toward this for over three years as part of a review of LRG's governance and formal procedures. LRG's current constitution (Articles and Memorandum of Association 1983) remains unchanged from the first days of LRG's establishment as a charitable company in 1983. The language and procedures set out in these rules are somewhat archaic and ungainly and several work-arounds have had to be found to enable LRG to run the charity in the age of electronic communications.

A new model of Charitable Incorporated Organisation (CIO) has been developed by the Charity Commission and, since 2018, became available to existing charitable companies, such as LRG, as a way of reducing the burden of dual reporting to both Companies House and to the Charity Commission, whilst adopting up-to-date gender-neutral language and allow for electronic communication procedures.

Graham pointed out one important benefit of this application to adopt the model CIO rules which was to allow for a less precarious rotation of Trustees. The current constitution requires all Trustees to stand for re-election annually. The new rules would provide more stability and enable slightly longer term appointments, but also time-limited, so requiring no more than one third of the Trustees to step down at each AGM.

The topic was then opened for members to pose questions or comment.

- Theano Terkenli – has been a member of LRG for many years and is pleased to participate in this debate. On the first page of new constitution there is reference to the “Objects of LRG”. Speaking from the perspective of an international academic will the new constitution allow the pursuit of academic research to be equally honoured as in the past? Also, the reference of a “Global community of interest” appeals, but how does the proposed constitutional change safeguard this?
- Graham Fairclough confirmed that the founding objects of LRG remain unchanged in the new constitution. (*To advance education and research, encourage interest and exchange information for the public benefit in the field of landscape and any related fields*). This statement has served LRG well over many years and the Trustees see no need to change this. Education and research are both included, and in recent year the Board has developed a research strategy which provides a framework for promoting and funding academic research.
- Tim Waterman confirmed that there was no need to be anxious that the core work of academic research remains extremely important, although the definition of research may, in future, expand and broaden as we work with member networks globally.

- Steven Shuttleworth - As well as the fundamental object not changing under the proposed new constitution LRG is registered with the Charity Commission in England as having an international range of activities. This has been the case for the past 40 years and will continue under the new constitution.

Steven spoke more generally as he was a founder member of LRG who first set up the charitable company with the current the legal status in 1983 and was for many years the Treasurer of LRG. Despite this long institutional history Steven Shuttleworth expressed his strong approval of these modernising changes. It was a positive move to see the new Charities Act in the past five years reviewing charity governance protocols and for LRG to take up the opportunity to convert to a CIO as set out in the covering papers.

- Chris Dalglish, International nature of LRG and focus on research. New constitution doesn't change this. Key is what the trustees, and elected by members to take the interests of the membership forward.
- Nancy Stedman – spoke as an ex-Trustee to congratulate the Board and staff on addressing these constitutional matters which had caused numerous difficulties in the past.
- Steven Shuttleworth – confirmed that he had already made his vote by proxy earlier, and would not be voting now. Davis Saunders confirmed that online voting using Zoom poll is anonymous and the votes taken during this AGM will need to be combined with proxy votes sent earlier to provide a report on the results as soon as practicable.

The Chair formally moved to a vote on these two resolutions. Steven Shuttleworth confirmed that he wished to second these resolutions. A vote for each of the two resolutions presented is required.

The outcome of the voting (in-person and proxy votes combined) was as follows:

- **Resolution 3** – To convert Landscape Research Group Ltd into a Charitable Incorporated Organisation - 30 votes for, one vote against and one abstention.
- **Resolution 4** – To adopt the new association model constitution - 25 votes for, 2 votes against and five abstentions.

As both of the resolutions were passed by a majority in excess of 75% of the members in the meeting the decision was formally ratified. The Trustees were thereby mandated to proceed with making the changes to the constitution and company legal structure.

Agenda Item 5. – Election of Directors / Trustees

David Saunders, as Company Secretary, took over at this point as, under the current constitution, the Directors / Trustees all have to step down and make themselves available for re-election, if they so wish. The Company Secretary had been informed that two serving Trustees (Markus Leibenath and Paul Tabbush) have decided to stand down and not seek re-election this time.

Nomination forms for all the prospective Trustees wishing to stand for election to the Board have been made available to members. Nineteen nominations were returned by the deadline. This exceeded the fourteen places available on the Board, so a poll was necessary.

- Gareth Roberts raised a question over the number of years that Trustees should be allowed to serve on the Board. For the benefit of the organisation new Trustees are to be encouraged and this will require the longer-serving Trustees to stand down to make way for new entrants.
- Chris Dalglish replied that whilst a five year maximum term policy was previously discussed by the Board this was not in line with the current constitution. New members are to be encouraged.
- Graham Fairclough confirmed that the progress in diversifying the Board had already started but the process should be a gradual one so as not to lose some valuable experience, whilst at the same time making way for new energy and experience. The Charity Commission’s good practice guidance on Trustee replacement will be possible to be implemented under the new CIO constitution.
- Sarah Govan – voice the opinion that it not constitutional to propose that Trustees step down whilst an election is going on. The Chair agreed.
- Steven Shuttleworth – noted that Chris Dalglish and Graham Fairclough had indicated their nomination forms that, if elected, it would be for one further year only so some turnover was actually “built-in”.

There followed an election to select the members to serve as Director / Trustees on the Board of LRG Ltd for the forthcoming year.

- **Resolution 5** - After the (post-meeting) compilation of the proxy and in-person votes the following LRG members were confirmed as elected as Directors / Trustees of Landscape Research Group Ltd.

Linda BJERKETVEDT	22 votes (elected)
Vanesa CASTÁN-BROTO	25 votes (elected)
FERREIRA DA SILVA	15 votes (not elected)
Chris DALGLISH	26 votes (elected)
Graham FAIRCLOUGH	26 votes (elected)
Marouen HEDHLIE	23 votes (elected)
Karen JONES	18 votes (elected)
Merham KELEG	12 votes (not elected)
Laurence LE DU-BLAYO	17 votes (not elected)
Gavin MACGREGOR	22 votes (elected)
Ian MELL	25 votes (elected)
Kenneth OLWIG	20 votes (elected)
Hannes PALANG	20 votes (elected)
Antonio PLAZA	11 votes (not elected)
Eirini SARATSI	17 votes (not elected)
Ingrid SARLÖV-HERLIN	27 votes (elected)
Tim WATERMAN	29 votes (elected)
Emma WATERTON	26 votes (elected)
Laura Alice WATT	21 votes (elected)

Agenda Item 6. To confirm the appointment of AM Wells Accountants as the Auditors and to authorise the charity trustees to set the level of the auditors’ fees.

Paul Tabbush - AM Wells Accountancy have provided a good service to LRG and they are able to produce fully Charity Commission compliant accounts.

A vote was taken on this resolution.

- **Resolution 6** - The combined votes (proxy and in-person) were:
30 For, 1 Against and with 4 Abstentions.

The Meeting thereby **resolved** that the appointment of AM Wells Accountants be confirmed.

Agenda Item 7. - Any Other Business

There were no AOB items submitted in advance, but the Chair allowed the remaining time available to respond to questions from the members.

- A question was tabled (by an anonymous member) to the Chair for future consideration by the Board in discussing representation on the Board in future years:
 - A) Should there be 2 nominated Trustees responsible to advocate and communicate in the interests of the membership?
 - B) As the journal is a major source of LRG's income should the Journal have dedicated seats at the Board as well?

The Chair replied:

Advocacy and Communications is actually covered by appointment of a CEO and Comms Director within the organisation. Probably, therefore, not necessary to task specific Trustees with this, but the Chair will seek to encourage the wider involvement of LRG's membership in becoming ambassadors for LRG, and to make it a more participatory organisation.

Under the new constitution the Journal Editor will automatically become a member of the Board.

- Chris Dalglish – As a past Chair of LRG he recognises that LRG has been poor at engaging members in decision making. He would strongly support Chair's approach to improve participation outside the formal Board appointment structure.
- Sarah Govin - Thanked the Trustees and staff for hosting this 2020 AGM meeting online under difficult circumstances. For an international organisation this form of communication may actually be beneficial, even post-Covid. Tim Waterman welcomed the opportunity to use Zoom and other comms options to allow participation from around the world. LRG have also developed Landscape Exchange (LEX) website as a platform to improve member engagement and to enable interaction to take place throughout the year, and from anywhere.
- Gareth Roberts – In an attempt to make it easier for members to know what the Board are doing – might it be possible for Minutes of Board meetings to be made available on Members' section of the LRG website?

The meeting then closed with the Chair thanking the members for their participation, to the retiring Trustees for their efforts in assisting LRG to grow, and to welcome the new Trustees who are joining.

There being no other business the meeting formally closed at 14:08.

Minutes taken and compiled by:
David Saunders - Company Secretary
41 Grange Road, Lewes, BN7 1TS, UK
1st July 2020