



Solicitors
Regulation
Authority

SRA Governance Handbook
October 2021



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1 INTRODUCTION

This Handbook is intended to support members of the board (collectively the “Board”) of the Solicitors Regulation Authority Limited (the SRA). It does not in itself establish legally binding obligations, but seeks to ensure good corporate governance by setting out expectations about the role and responsibilities of the Board, and ensuring a common understanding and consistent approach to Board business and governance matters.

The principles set out in this Handbook are underpinned by internal processes and procedures which are documented elsewhere including on the [Board pages](#) of our website. In particular Board members should at all times have regard to their obligations as directors of the SRA under relevant legislation, the Articles of Association and the Principles of the UK Corporate Governance Code.

The Handbook will be kept under review periodically by the Board and updated from time to time by the Board Secretary.

2 ABOUT THE SRA

The SRA is the regulator of solicitors and law firms in England and Wales, protecting consumers and supporting the rule of law and the administration of justice. The SRA does this by overseeing all education and training requirements necessary to practise as a solicitor, licensing individuals and firms to practise, setting the standards of the profession and regulating and enforcing compliance against these standards.

We protect people by:

- making sure all solicitors meet our high standards
- taking action when things go wrong with a solicitor or firm
- paying compensation to people who have lost money due to dishonest or incompetent solicitors
- making legal services more accessible and affordable.

The SRA was established by the Law Society (TLS) to exercise the regulatory powers found in legislation: including the Solicitors Act 1974, the Administration of Justice Act 1985 and the Legal Services Act 2007 (LSA), in the latter of which the TLS is named as an “approved regulator” for the purpose of authorising individuals and firms to carry out certain reserved legal activities. The SRA exercises those powers under delegated authority, governed by the [Law Society’s General Regulations](#).

In 2021 the SRA was incorporated as a Private Company Limited by Guarantee under the Companies Act 2006. The Articles of Association of the SRA regulate the internal affairs of the Company. The directors of the Board are otherwise referred to in this document as Board members.

The LSA also established the Legal Services Board (LSB) as the independent statutory body to oversee the work of the legal sector regulators in England and Wales. The SRA work with the LSB and under its rules, including the [Internal](#)

[Governance Rules 2019 \(IGRs\)](#) which safeguard the independent exercise by approved regulators of their regulatory functions.

3 ROLES AND RESPONSIBILITIES

3.1 THE BOARD

Role

The purpose of the Board is to provide effective leadership for the SRA, within a framework of prudent and effective controls, to ensure that it discharges its delegated regulatory functions and responsibilities in the public interest. The terms of reference, setting out the functions delegated to the SRA Board, are set out at annex 1.

The Board meets a maximum of eight times per annum, at least one meeting of which will be a confidential away day to focus on strategic issues.

Responsibilities

The responsibilities of the Board are to:

- set the SRA's overall mission and values, shaping a positive organisational culture
- provide strategic leadership for the SRA, setting the organisation's strategic objectives
- ensure an appropriate focus on fairness and equality, diversity and inclusion issues, in all the organisation's work
- approve the annual business plan and budget and ensure that the necessary resources are in place in order for the SRA to deliver agreed objectives, and that it secures value for money
- ensure that appropriate systems are in place to monitor progress against the business plan, expenditure against the budget, and the management of risk within the organisation (including setting the organisation's risk appetite)
- set and maintain a framework of delegation and internal control
- appoint the Chief Executive
- establish an effective working relationship with the Executive (the Chief Executive and Executive Directors), providing challenge and support where necessary
- ensure that appropriate audit and monitoring systems are in place, to oversee the management and performance of the organisation and hold the Executive to account
- ensure appropriate reporting to demonstrate accountability.

3.2 THE CHAIR

Role

The Board Composition and Appointments Protocol (the “Protocol”) (annex 8) sets out the process for appointing and reappointing the Chair of the Board.

The Chair of the Board is responsible for providing strong leadership for the Board, ensuring it works effectively to discharge its functions. The Chair also has an important role in acting as an ambassador for the SRA with external stakeholders, and internally within the SRA.

Responsibilities

The responsibilities of the Chair are to:

- provide strong non-executive leadership
- chair Board meetings effectively, and set an annual work programme with appropriate agendas, to ensure that required decisions are taken
- communicate effectively between meetings to ensure that business is taken forward, and effective contributions made by Board members
- provide feedback and guidance to Board members as part of the process for signing off their appraisals
- promote a culture of openness and debate, encourage effective contributions from Board members, good working relationships and appropriate levels of challenge, ensuring a focus on strategic issues rather than management.
- establish an effective working relationship with the Chief Executive, and between the Board and the Executive, providing challenge and support where necessary.
- decide on any bonus or incentive payments made to the Chief Executive, having taking soundings from the Board
- appoint chairs and members of committees, boards and working groups, following consultation with the Board
- build and maintain effective relationships with key stakeholders, representing the views and interests of the SRA externally.
- act as an internal ambassador for the Board within the SRA.

3.3 BOARD MEMBERS

Role

As with the Chair, the Protocol at annex 8 sets out the principles determining the composition of the Board and the process for appointing and reappointing the directors, or members, of the Board. The role of Board members is to work collectively to effectively discharge the Board's functions.

Responsibilities

The responsibilities of the Board members are to:

- contribute to setting the strategic direction of the SRA, bringing knowledge and expertise to Board discussions, and demonstrating an understanding of the SRA's functions and the wider regulatory and political environment
- hold the Executive to account for the management and performance of the organisation
- ensure that issues are explored from a range of viewpoints, and with appropriate focus on equality, diversity and inclusion issues
- take an active part in Board and committee meetings; and work effectively with the Executive
- participate in induction, training and appraisal processes
- act as an ambassador for the SRA, representing its views and interests externally
- uphold the principle of corporate responsibility for Board and committee decisions.

3.4 SENIOR INDEPENDENT DIRECTOR

Role

The Senior Independent Director (SID) is appointed by the Board, to work with the Chair to facilitate the effectiveness of the Board.

The SID will be appointed from amongst the members of the Board for a period of no more than 2 years, and may be reappointed for one or more further terms, up to a total of no longer than their maximum term as a Board member. The SID has specific duties, set out below, in respect of which they are accountable to the Board.

Responsibilities

The responsibilities of the SID are to:

- undertake the appraisal of the Chair

- support the Chair and Board in relation to Board effectiveness
- carry out ad hoc investigations as requested by the Chair to handle complaints about Board members
- as the Senior Designated Contact, investigate whistle blowing claims relating to the Chief Executive a member of the Senior Management Team or a member of the Board
- be available to Board members and the Executive if they have concerns which have not or cannot be resolved through contact with the Chair and/or the CEO, or for which such contact may not be the most appropriate route.

3.5 COMMITTEES AND COMMITTEE CHAIRS

The Board has two committees to assist in carrying out its business: Audit and Risk Committee and Remuneration Committee. The purpose of these committees and their terms of reference are set out at annex 2 and on the [Board pages](#) of our website.

Committee chairs shall be appointed by the Chair from amongst the existing members of the Board. The term of office is to be agreed between the Board Chair and (prospective) Committee Chair.

Committees may include co-opted external advisory members, who shall be appointed via a process to be agreed by the Chair in discussion with the Chair of the Committee.

Responsibilities of Committee Chairs

The responsibilities of the Committee Chairs are to:

- provide strong leadership and direction to the committee, ensuring that it fulfils its purpose effectively, in accordance with its terms reference
- agree the Committee's work programme, which is to be shared with the Board at each meeting
- agree the confidential minutes of each meeting for approval by the Committee, which are circulated to the Board
- report on committee business to the Board, and ensure that appropriate matters are referred for consideration by the Board
- promote a culture of openness and debate, encouraging effective contributions from and good relationships between members of the Committee and the Executive
- establish a good working relationship with the appropriate lead Executive Director for the committee, providing challenge and support where necessary.

4 HOW WE WORK

4.1 Our Values

Our values guide us in how to behave and the attitude in which to work. Board and Committee members, including external advisers, are expected to lead by example in upholding these values. Our five core values are:

- 1 Independent:**
We act impartially, making objective and justifiable decisions based on evidence.
- 2 Professional:**
We have the knowledge and skills to deliver high standards; striving for excellence.
- 3 Fair:**
We treat people equally; without favouritism or discrimination.
- 4 Progressive:**
We listen, respond and proactively develop and improve the way we work.
- 5 Inclusive:**
We work together, valuing difference, to deliver common goals.

4.2 Equality, diversity and inclusion

We are an organisation where diversity is valued and we are committed to working in an inclusive way. Similarly, we aim to treat those we regulate fairly and to encourage a strong and diverse profession where all have an opportunity to succeed.

The Board always considers the EDI impact of any recommendation put before it: An analysis of any equality impacts can be found at the front of each Board paper, and the supporting information section carries details of any engagement with any individuals or groups potentially affected.

4.3 Board member conduct

Board members have a duty to subscribe to the Nolan principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership. They should lead by example in demonstrating good corporate governance - being open, transparent and accountable.

A [register of interests](#) will be held and published by the SRA. Board members have a duty to complete and maintain their entry in the register of Interests, and declare any professional, business, or personal interests which may, or might be perceived to, conflict with their responsibilities as Board members. Board members should disclose the existence and nature of any personal interest or conflict that they may have in any business being discussed at a Board or other meeting by contacting the relevant Board or Committee Secretary in advance. If the existence of such an interest becomes apparent during the course of the meeting, he or she must disclose it as soon as it does so.

Board members must abide by the policies that apply to their role (list and links at annex 3) and adhere to the Code of Conduct for SRA Board and Committee members (at annex 4). Board members must notify the Board Chair promptly if they believe that they may have been in breach of any policy of the Code of Conduct.

The protocol (at annex 5) contains provisions for handling concerns about the conduct of members of the Board and set out procedures for dealing with any complaints that cannot be dealt with informally.

Board members must comply with any request to complete forms and declarations requesting information necessary for the completion of accounts or to submit insurance renewal declarations.

Board members have a duty to distinguish clearly, when speaking or writing, between views held by themselves personally (or of any other organisation they may be affiliated with) and those of the SRA. Any communication with the media which relates to our work, including publication of views via the internet or by other means, should be discussed with the External Affairs team before publication, and the SRA's corporate views and interests represented.

Board members and external advisers to committees are expected to adhere to the following behaviours at Board and committee meetings:

- Attend and take full part in Board/committee meetings as set out in their contract.
- Prepare well for meetings.
- Give the meeting their full attention.
- Make concise and timely contributions, raising issues wherever possible before meetings with the Chair or the Executive, to aid constructive debate at meetings.
- Express a range of views but seek to build consensus wherever possible.
- Listen to and respect the contributions of others.

4.4 Decision making

The quorum of the Board shall be 5.

The Board takes decisions by simple majority, although seeks to achieve consensus wherever possible. The Chair has the casting vote where necessary.

Decisions are generally made and recorded at Board meetings which will take place face to face or virtually. On exceptional and urgent occasions when this is not possible, a decision may be taken by email.

Minutes of meetings will be "Cabinet Style" and will record the subject under discussion and decision reached by the Board or its agreed course of action. Individual comments will not usually be recorded and individual views will not generally be attributed unless members specifically request that their differing views are recorded. Notes of the discussion and contributions made by individual Board

members will in any case be kept internally where there is a range of views and/or the decision was not reached by consensus.

In accordance with paragraph 7.7 of the guidance to the IGRs, if a decision on regulatory functions is taken at a meeting where there is either not a lay majority or not a lay chair (or both), this decision must be ratified either at a meeting or by correspondence (if sooner) by a lay majority and a lay chair. In practice, this will generally be effected through formal ratification of the minutes by email circulation.

The SRA has in place a [Delegation Framework](#) (at annex 6) which sets out how the Board, committees and Executive work together to discharge the SRA's functions. Further, responsibility for specific matters or decisions may be delegated to individual Board members, committees or working groups as the Board considers fit.

5 BOARD AND MEMBER PERFORMANCE

5.1 Board Effectiveness

Board members are encouraged to recommend to the Chair improvements and changes in governance arrangements and ways of working at any time.

At least once every three years, an independent review of aspects of the Board's governance arrangements shall take place, to benchmark them against working practices of other similar organisations.

5.2 Appraisal of the Chair and Board/Committee members

The Chair has an annual appraisal that is conducted by the SID in accordance with the procedure set out in annex 7.

The appraisal will include a formal appraisal meeting, guided by feedback from Board members, the Executive and any external stakeholders as the SID considers appropriate. The SID shall decide what feedback, if any, should be reported back to the Board on the outcomes of the appraisal.

Appraisals of individual Board members will be conducted annually by the Chair in accordance with the procedure set out in annex 7.

6 BOARD MEMBER RECRUITMENT

6.1 Appointment and reappointment

Under rule 4(2)(a) of the IGRs the SRA as the regulatory body must determine its own governance, structure, priorities and strategy. Rule 8 provides that it is for the SRA as the regulatory body to independently appoint, appraise, remunerate and terminate the members of its board. These matters are governed by Article 5.2 and the protocols at annexes [5] and [8].

6.2 Induction

All Board members have an induction, which includes:

- undertaking a Director's Training Programme
- a session on equality and diversity

- meetings with members of the Executive.

6.3 Succession Planning

The Chair shall develop and maintain a succession plan that provides a framework for identifying and sourcing potential Board members to meet the future needs of the Board, and that supports the development of internal capability (for example, identifying future Committee Chairs) and the recruitment of new members to the Board.

A skills audit review will be undertaken to take into account the current and future needs of the Board. This will generally be conducted bi-annually. However, flexibility is needed so these can inform recruitment campaigns for new Board and committee members.

Annexes

Annex 1	Solicitors Regulation Authority Board terms of reference
Annex 2	Committee terms of reference
Annex 3	Policies applying to SRA Board member role
Annex 4	Code of Conduct for Board and Committee members
Annex 5	Handling complaints or concerns about members of the Board of the Solicitors Regulation Authority
Annex 6	SRA Delegation Framework
Annex 7	SRA Board member appraisal framework and behavioural competencies
Annex 8	Protocol for the appointment and reappointment and removal and suspension of Board members of the Solicitors Regulation Authority

Terms of reference of the SRA Board

(extract from The Law Society Group General Regulations)

Terms of reference of the SRA

23 The terms of reference of the SRA are –

- (1) To exercise the regulatory functions of the Society or the Council under the following primary or secondary legislation:
 - (a) the Act;
 - (b) the Administration of Justice Act 1985;
 - (c) the Courts and Legal Services Act 1990;
 - (d) the Access to Justice Act 1999;
 - (e) the 2007 Act;
 - (f) the European Communities (Services of Lawyers) Order 1978; and
 - (g) the European Communities (Lawyer's Practice) Regulations 2000.
- (2) To deal with all matters relating to monitoring, securing or enforcing compliance by regulated persons with requirements imposed by primary or secondary legislation, including for the avoidance of doubt rules, regulations and guidance made by the SRA or its predecessor, the SRA Board.
- (3) To deal with all proceedings before the Solicitors Disciplinary Tribunal, and all litigation arising from such proceedings.
- (4) To deal with all matters relating to the Compensation Fund, including the financial management of that Fund, and setting the respective amounts which should be payable as levies by such categories of solicitor or firm as the SRA shall define for that purpose.
- (5) To exercise the powers of the Society and of the Council on all primary and secondary legislation on all matters within its terms of reference.
- (6) Subject to the responsibilities of the Board and the Council in relation to practising fees set out in regulation 19(2)(B)(3) –
 - (a) to set and amend from time to time the level of fees and charges payable in relation to the discharge of its functions;
 - (b) to determine, in relation to the proportion of practising fees to be applied for permitted purposes relating to regulatory functions delegated to the SRA under these Regulations and the payment of statutory levies including under section 173 of the 2007 Act, the respective amounts that should be payable by particular categories of solicitor and firm; and
 - (c) following notification from the Council of the sum required for permitted purposes relating to representative functions, to make applications on behalf of the Council to the Legal Services Board under section 51(5) of the 2007 Act for approval of practising fees.



- (7) To set, implement and review policy and guidance, and to respond to consultations, on matters within its terms of reference.
- 8) To deal with any actual or forthcoming litigation directly arising from –
 - (a) regulatory or disciplinary decisions;
 - (b) any legal challenge to the validity of any exercise of its functions; and
 - (c) any other matter related to the discharge of its functions.
- (9) To make representations to, be consulted by and enter into communications with, amongst others, the Legal Services Board, the Legal Services Consumer Panel, the Legal Ombudsman and other approved regulators.
- (10) To investigate and prosecute offences under any enactments, subordinate legislation, rules, regulations or other provisions mentioned in this Regulation and to pursue any ancillary activity such as enforcement or recovery of penalties and costs.

Audit and Risk Committee terms of reference

Purpose:

The Audit and Risk Committee is a committee of the board of directors of the SRA (the Board).

The Board has overall responsibility for the company's strategic risk register, approach to risk management and internal control environment, as well as its budget, financial performance, value for money and efficiency.

The role of the Audit and Risk Committee is to provide assurance to the Board on matters within its terms of reference, including:

- The effectiveness of systems to identify and manage risk.
- The effectiveness and independence of the internal and external audit processes.
- The effectiveness of systems of internal control
- The integrity of the company's financial statements and management accounts.

In carrying out its role the committee shall ensure that it is promoting best practice in accordance with the UK Corporate Governance Code, as published from time to time.

The committee's work is dependent on frank, open and respectful relationships with the Board, the executive and with internal and external auditors. In turn, all parties must be prepared to make information freely available to the committee, and to talk through issues openly.

Duties

Risk Management

- To review the processes in place to provide assurance that:
 - Strategic risks are appropriately captured
 - Effective mechanisms for the management of risk are in place

External audit

- to oversee the selection process for the company's external auditor
- make recommendations to the Board regarding the appointment, reappointment and removal of the external auditor and their remuneration
- to agree, before each audit commences, the nature and scope of the audit
- to assess annually the qualification, expertise and resources, and independence of the external auditor
- to assess annually the effectiveness of the audit process
- to review the external auditor's management letter and management's response

Internal controls and internal audit

- to review the effectiveness of the SRA's internal control environment
- to monitor and review the effectiveness and independence of the internal audit arrangements including:
 - approving the internal audit coverage and plan annually
 - reviewing all internal audit reports relating to the SRA, and monitoring implementation of agreed actions arising from such reports

- ensuring that the internal auditor has direct and – where appropriate – private access to the committee
- to review anti-fraud, bribery and whistleblowing policies and to ensure effective arrangements are in place to investigate any reports of financial impropriety or otherwise made under those policies

Financial Reporting

- to review the actions and judgements of management in relation to the annual financial statements, including critical policies and practices and compliance with accounting standards

Ensure that the systems for financial reporting to the Board, including budgets and long-term financial plans are subject to review as to completeness and accuracy.

Decision-making

The committee will normally meet four times a year.

The Committee shall be comprised of four members who shall be members of the SRA board, and shall generally sit with the Chief Executive of the SRA and its Executive Director of Resources in attendance.

Quorum for the committee is two members.

Review

The committee shall, at least annually, review its own performance, constitution and terms of reference and recommend any changes it considers necessary to the Board for approval.

Reporting

The committee shall provide an annual report to the Board on the work it has carried out in the period, and the results of its review of its performance, constitution, and terms of reference as above.

The committee shall provide a description of its work in the annual report, including information in line with legal and regulatory requirements.

Remuneration/Nominations terms of reference

Purpose

The Remuneration Committee is a committee of the board of directors of the SRA (the Board).

The role of the Remuneration Committee is to advise the Board on policies relating to the remuneration of non-executive Board Members, committee members, and the Executive Team.

Policies should be designed to promote the values and standards of the organisation and to support the sustainable delivery of its strategic objectives.

The committee also has a Nominations Committee role, when chaired by the Chair of the Board, in overseeing matters relating to the appointment, reappointment and removal of non-executive directors, and the Chief Executive.

For the avoidance of doubt, neither the Board Chair nor any other director, will be involved in decisions which relate solely to their individual remuneration package. To the extent that committee members are involved in discussions or decisions regarding policies or processes which affect their role or remuneration, these must be objective and evidence-based and reasons must be fully reflected in the minutes.

Duties

Remuneration, terms and conditions of the Board of Directors

- to determine and to keep under review the policy for Board directors' remuneration
- to determine the total individual remuneration package for the Board chair, and non-executive directors (including any additional provision for the Senior Independent Director and committee Chairs)
- to determine the performance management and appraisal framework for Board directors.

Remuneration, terms and conditions of the Executive

- to ensure that an assessment of talent management and succession planning takes place for the Chief Executive and the senior management team.
- to determine the pay policy, terms and conditions and remuneration framework for the Chief Executive and the senior management team.
- to determine the performance management and appraisal framework for the Chief Executive and senior management team, and ensure that any award of bonus and incentive payments take place within the agreed framework.

Nominations

- to oversee the policies and processes for the appointment, reappointment and removal of non-executive directors
- to advise the Chair of the Board on the selection criteria for non-executive director appointments
- to advise the Chair on the reappointment of non-executive directors
- to design and administer the process for the appointment of the Board Chair
- to convene an appointment panel as required for non-executive director and Chair appointments

- to design and administer the process for the appointment of the Chief Executive.

Decision-making

The Committee shall normally meet up to two times a year.

The Committee shall be comprised of three members who shall be members of the SRA board, and shall generally sit with the Chief Executive of the SRA and its Executive Director of Resources in attendance.

Quorum for the Committee shall be three members. If it is not possible for the Committee to sit with three members, decisions can be taken in principle at the meeting if ratified by the third member afterwards.

Review

The committee shall, at least annually, review its own performance, constitution and terms of reference and recommend any changes it considers necessary to the Board for approval.

Reporting

The committee shall provide an annual report to the Board on the work it has carried out in the period, and the results of its review of its performance, constitution, and terms of reference as above.

The committee shall provide a description of its work in the annual report, including information in line with legal and regulatory requirements.

Dignity at Work Policy

Law Society Group Policies

Human Resources and Development

July 2017

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Introduction

The Law Society Group is committed to providing a safe and secure environment, where employees behave in a respectful and professional way towards colleagues both at work and in work situations outside the workplace such as business trips and work-related social events.

All employees have a right to a working environment that is free from harassment and intimidation. The organisation has a legal and moral responsibility to protect our employees and will not condone any such behaviour. All employees also have the responsibility to help create an environment in which dignity at work is preserved and upheld.

This policy covers bullying and harassment of and by managers, employees, committee and board members/chairs, council members, contractors, agency staff and anyone else engaged in the work of the Law Society Group, whether by direct contract or otherwise. It does not cover bullying or harassment by customers, suppliers, vendors or visitors - any unwanted behaviour from these parties should be reported to your Line Manager for action in the first instance.

Definitions of Discrimination, Bullying, Harassment and Victimisation

- **Bullying** - offensive, intimidating, malicious or insulting behaviour, an abuse or misuse of power through means that undermine, humiliate, denigrate or injure the recipient [source: ACAS]. Example being spreading malicious rumours, gossip or innuendo that is not true.
- **Harassment** - unwanted conduct related to a relevant protected characteristic (including age, disability, sex, gender reassignment, sexual orientation, race, religion or belief, pregnancy and maternity, marriage and civil partnership), which has the purpose or effect of violating an individual's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for that individual [source: ACAS]. According to the Equality Act 2010 explanatory notes, there are three types of harassment:
 - The first type, which applies to all the protected characteristics apart from pregnancy and maternity, and marriage and civil partnership, involves unwanted conduct which is related to a relevant characteristic and has the purpose or effect of creating an intimidating, hostile, degrading, humiliating or offensive environment for the complainant or of violating the complainant's dignity. An example being an employee transitioning from male to female and colleagues openly making jokes about the employees appearance.

- The second type is sexual harassment which is unwanted conduct of a sexual nature where this has the same purpose or effect as the first type of harassment. An example being an employee making lewd and sexual comments to another employee.
- The third type is treating someone less favourably because they have either submitted to or rejected sexual harassment, or harassment related to sex or gender reassignment. An example being a manager not promoting an employee who has rejected unwelcome sexual advances.
- **Victimisation** - where an individual treats another individual badly because they know or suspect that they have reported any misconduct or discriminatory behaviour. An example being an employee being excluded or ignored following a formal complaint against their manager for race discrimination.
- **Direct discrimination** - where a person is treated less favourably than another because of a protected characteristic. Examples of direct discrimination would be refusing to employ a woman because she is pregnant or not promoting an employee purely because they are gay..
- **Indirect discrimination** - where a provision, criterion or practice is applied that is discriminatory in relation to individuals who have a relevant protected characteristic, which is detrimental, not objectively justifiable and cannot be shown to be a proportionate means of achieving a legitimate aim.. An example of indirect discrimination would be specifying ten years experience for a particular job, unfairly disadvantaging a young applicant who is well qualified for the job.

People have different views on what's acceptable behaviour and something intended as a joke may offend another person. Some actions may be subtle in nature and may take place without any witnesses present. When viewed in isolation some acts may seem trivial, however they can still constitute unwelcome behaviour and as such it is unacceptable.

Roles and responsibilities

Every **employee** is responsible for their behaviour and ensuring that they fully cooperate and comply with this policy.

Every employee is required to help the Law Society Group meet its commitment to provide equality and diversity in employment, and to avoid unlawful discrimination. You can do this by:

- being aware of how your own behaviour may be perceived by others
- treating your colleagues with dignity and respect
- making it clear to others when you find their behaviour unacceptable
- intervening to help stop harassment, bullying or victimisation and giving support to recipients
- set a good example by your own behaviour, especially if you are a Line Manager
- report suspected incidences of bullying, harassment or victimisation promptly to HRD for investigation.

Employees can be held personally liable, as well as or instead of the organisation for any act of unlawful discrimination and serious acts of harassment may be tantamount to a criminal offence.

The organisation operates a zero tolerance approach and any act of discrimination, harassment, bullying or victimisation against employees or customers are disciplinary offences and will be dealt with under the Law Society Group's disciplinary policy. Acts of gross misconduct could lead to dismissal without notice. If you feel you have been discriminated against, you should follow the procedure outlined below to raise a claim.

The **organisation** is responsible for raising awareness of this policy and its contents and for investigating any alleged breaches of the policy to HRD promptly. The organisation is responsible for dealing with those in breach of the policy in an appropriate fashion and in accordance with this policy.

How to make a complaint

If you suspect that you have been the victim of discrimination, bullying, harassment or victimisation you should first try to sort out the issue informally. If you are unsure, you should seek advice from HRD or the Employee Assistance Programme (details of which can be found on the intranet).

Informal process

The person may not know that their behaviour is unwelcome or upsetting. An informal discussion may help them understand the effects of their behaviour and agree to change it.

If you do not feel able to approach the person yourself, you may ask a member of HRD, a manager, trade union representative or colleague to accompany you.

Alternatively an initial approach could be made to the person on your behalf by one of these people. You should keep a note of the date and what was said as this will be useful evidence if the behaviour does not change. Mediation, either provided by an external party or by HRD, can help to resolve issues and should be considered where appropriate.

Formal Process

If an informal approach does not lead to a change in behaviour or if the situation is too serious to be dealt with informally, you can make a formal complaint via the Law Society Group's grievance procedure (which should be read in conjunction with this policy).

The standard grievance procedure may be modified depending on the situation, to include:

- choosing whether to raise your grievance with HRD or your Line Manager
- being able to bring your complaint to someone of the same sex or same protected characteristic in cases where a criminal offence has taken place, the Law Society can arrange for someone to accompany you to make the Police report the facts of the investigation will be kept confidential wherever possible

and will only be released on a "need to know" basis to conduct a full investigation wherever possible,

- the Law Society Group will try to ensure that you and the alleged wrongdoer do not have to work together during the period of the investigation. This may involve you being granted special leave or, depending on the seriousness of the alleged offences, the alleged offender may be suspended pending the investigation
- some types of bullying and harassment may constitute unlawful discrimination and may give rise to the possibility of other civil claims or criminal proceedings.

Use of the grievance procedure does not affect your right to make a complaint at an employment tribunal.

Likely resolutions

The Law Society Group will investigate promptly and will decide on a balance of probabilities, after considering all available evidence whether bullying, harassment or victimisation has occurred.

If your grievance is upheld, and the person found to have bullied, harassed or victimised you remains in the Law Society Group's employment, every effort will be made to ensure, if possible, that you do not have to work alongside the offender if you do not wish to. The organisation will discuss options with you, but these may result in either you or the offender being moved to another role or department.

If your complaint is not upheld you have the right of appeal against the outcome (see Grievance policy). If after following this process, the appeal is not upheld, your HRD Consultant or Business Partner will support all the parties involved in making arrangements for you to continue working and to repair the working relationships.

Training

The Law Society Group will provide training in dignity at work to managers, new and existing employees and others engaged to work at the Law Society Group to help them understand their rights and responsibilities under this policy in promoting a workplace in which everyone is treated with dignity and respect.

Monitoring & review

This policy and its implementation will be reviewed from time to time, taking account of experience gained from its operation along with advice obtained from emerging good practice, and changing legislation. It will also be reviewed in the light of information gained through relevant employee surveys.

FINANCE POLICIES

Council, Boards & Committees Expenses

Rates for reimbursement of expenses have been set by Management Board and were approved at the 4th March 2015 meeting, effective from 1 April 2015.

1 Introduction

- 1.1 The policy of the Law Society Group is to reimburse Members of Council Bords and Committees for expenditure incurred (in accordance with this paper) by reason of the performance of his / her duties as a Member.
- 1.2 This policy is applicable to The Law Society Group Boards and Committees comprising Council, Management Board, Business and Oversight Board, SRA Board, Membership Board, Regulatory Affairs Board, Legal Affairs and Policy Board and Members of Committees of the Law Society Group (including the Special Committees, LAPB Committees, SRA Committees and RAB Committees) only.
- 1.3 Only costs incurred solely for Law Society business purposes can be claimed as expenses. For example, if a Member travels to London on Law Society Group business using a return ticket and then stays in London for the weekend on a city break HMRC may say that the travel cost is not solely for a business purpose and as such it can not be claimed as a business expense. More examples are provided in the Q&A guide.
- 1.4 The following principles apply in the application of this policy and the submission of a claim for any expenses incurred;
 - a) All references are inclusive of VAT.
 - b) Claims must be for actual costs incurred and submitted after the event.
 - c) Original, itemised and dated receipts or invoices are required for all items claimed. Credit card slips are not valid support.
 - d) Reimbursement should normally be based on the most cost effective means of travel available.
 - e) Consideration should be given to the need to travel versus other sustainable options (i.e. video / teleconferencing).
 - f) Expense claims should provide sufficient detail and support to demonstrate that expenses relate solely to Law Society business.
 - g) Members' claims must be made using the approved Members' expenses claim form.
 - h) Claims must be submitted within three months of the date of which the claim arose. If the claim is not submitted on time then the expense will not be reimbursed unless there is good reason provided for the delay.
 - i) Where a foreign exchange rate is incurred, the claimant is required to provide evidence of the rate suffered. Where evidence is not provided, the Bank of England rate will be assumed.
 - j) Claims may be submitted by email to the 'Expenses' mailbox (claimant must keep originals for 6 years for HMRC purposes) or provide a hard copy in the post.

2 Subsistence

2.1 Maximum reimbursement for subsistence where engaged in Law Society business away from the normal place of work is:

Meal	Maximum reimbursement (in London)	Maximum reimbursement (outside London)
Breakfast	£10.00	£10.00
Lunch	£15.00	£10.00
Dinner (evening meal)	£30.00	£25.00

2.2 The Law Society will reimburse the cost of subsistence in the following circumstances:

- a) Breakfast expenses will only be reimbursed if the start time requires departure from home before 6:30am and is recorded as such on the claim.
- b) Dinner (evening meal) expenses will only be reimbursed if the claimant arrives home after 8:00pm this is recorded as such on the claim. If staying late to have dinner is the cause for arriving home after this time then the claim will only be reimbursed if the dinner is of a business nature.
- c) Subsistence rates can only be claimed where other meals/sandwiches are not provided at the meeting.
- d) Use of expenses to purchase alcohol should be kept to a minimum. A glass of wine, beer or equivalent with a meal is acceptable as is a glass of wine, beer or equivalent in the bar but it is not acceptable to claim on expenses a bottle of wine or multiple glasses of beer or equivalent for an individual.

3 Overnight Accommodation

3.1 Maximum reimbursement for overnight accommodation where engaged in Law Society business:

	Maximum reimbursement (in London)	Maximum reimbursement (outside London)
Overnight Accommodation	£225 inclusive of dinner, breakfast and VAT	£185 inclusive of dinner, breakfast and VAT
	£195 inclusive of breakfast and VAT	£160 inclusive of breakfast and VAT
	£185 room only and VAT	£150 room only and VAT

3.2 The Law Society will reimburse the cost of overnight accommodation when the stay is necessary for a business perspective in the following circumstance:

- a) For the night preceding the engagement if the start time requires departure from home before 7:00am.

- b) Overnight accommodation following a meeting will be reimbursed when either of the following situations apply:
- i. The Member will not arrive home until / after 10:00pm
 - ii. The Member has meetings / engagements on Law Society business on the following day and it would be more cost effective for a Member to stay overnight as opposed to travelling home and then back again the following day.

3.3 A separate claim for:

- a) Breakfast or dinner expenses (ref section 1) cannot be made if either is included with the overnight accommodation or has been provided by the Law Society.

3.4 Overnight accommodation is provided by reason of Members' engagement in Law Society business. Accordingly accommodation will be reimbursed for single occupancy.

3.5 There are no specific rates advised for overnight accommodation costs incurred outside of the UK, instead Members are encouraged to keep their claims for these costs to a reasonable level. As there are no specific rates advised, overseas accommodation costs will be monitored. Finance can provide advice on what constitutes a reasonable level of expense.

4 Motor Car Expenses

4.1 Maximum reimbursement for motor car expenses where engaged in Law Society business:

	Amount per mile	Amount per mile
Motor car of any size	45p for the first 10,000 miles	25p over 10,000 miles

4.2 Charges incurred in relation to driving a motor vehicle (for example, congestion charges and tolls) are incidental expenses and claimed annually via the annual expense allowance (please see appendix 2 for the annual expense allowance incidental expenses policy).

4.3 Car parking charges can be claimed using the approved Members' expenses claim form as long as a receipt is attached. Consideration should be given to obtaining receipts where payment is taken electronically as a receipt is still required.

5 Taxis

Members are asked to minimise the use of taxis.

- 5.1 The use of taxis from a tube or train station to primary office (Chancery Lane / Martin Lane / The Cube) will be acceptable in circumstances where a Member has luggage, has a disability or impairment or if there are time constraints. In other circumstances Members are asked to use a bus or London underground. The use of taxis from a Member's home to the Member's local station will only be reimbursed for journeys where it is too early or too late for public transport to be practicable or where use of taxis is more economical than car mileage plus parking charges.
- 5.2 Taxis taken to and from breakfast, lunch or dinner are not considered a valid business expense and so will not be reimbursed unless special agreement is advised in advance e.g. Christmas parties, etc.
- 5.3 As it is the most expensive form of transport, the use of taxis will be monitored.

6 Public Transport

- 6.1 Receipts are not required for claims which are less than £5. Claims over £5 will require a voucher / receipt.

7 Rail

- 7.1 Members may travel by first class rail travel. Members are however asked where possible to take advantage of advance booking discounts, and to use standard class travel where they can conveniently and comfortably do so. Rail cards are not a reimbursable expense as they are not regarded by HMRC as solely for business purpose.
- 7.2 Underground travel must be supported by either an itemised ticket or, where an Oyster card is used, a statement which can be obtained online or at any underground ticket office.

8 Air Travel

- 8.1 Air fares necessarily and wholly incurred on Law Society business will be reimbursed at economy class rates only, unless the standard flight time is greater than five hours, in which case fares can be claimed at business class rates.

9 Attendance at Internal Engagements based in UK

- 9.1 Where Members are asked to attend internal non-diarised meetings (meetings for which an attendance register is not taken) an invitation/request to attend from the meeting organiser must be provided with the claim.

10 Attendance at External Engagements based in UK

- 10.1 When representing the Law Society at local Law Society meetings within a Member's constituency a copy of the agenda will suffice as support for attendance however if minutes are available these would provide better evidence of attendance. From time to time the Honorary Secretary of the local Law Society concerned may be asked to confirm attendance in the form of an email.
- 10.2 The policy of the Law Society Group is to reimburse Members for expenses incurred (in accordance with 1.1) by reason of the performance of Law Society Group business. The Society will not reimburse costs of attendance at conferences, seminars or courses attended by Chairs or Members in the ordinary course of their continuing professional development.
- 10.3 Members wishing to claim reimbursement of expenses for representing the Council, a Board or Committee at any other externally organised event, conference or seminar should obtain authority in writing, in advance of attending the event, from the relevant Committee or Board Chair within the Law Society Group and this should be attached to the claim. For TLS Board Chairs approval should be sought from the Head of Governance. For SRA approval should be sought from the Board.

11 Attendance at International Engagements

- 11.1 Expenditure incurred (in accordance with 1.1) when attending international conferences will be reimbursed only if a Member has received an invitation to represent the Law Society, in writing, from the relevant cost centre owner of the Law Society Group. If no such invitation is received, Members will not be reimbursed for expenses incurred.
- 11.2 Members must submit a copy of the written authorisation for their invitation for attendance at an international engagement with the claim form. Failure to do so will mean that reimbursement cannot be made.
- 11.3 Members must submit a receipt for any purchase of foreign currency or purchases made in a foreign currency so that they may be reimbursed at the rate suffered. If no exchange rate support is available the expenses will be reimbursed using the exchange rate for that day as published on the Bank of England website.

12 Observing Meetings

- 12.1 Expenses incurred by Council Members attending (as observers) meetings of Boards and Committees of which they are not members may be reimbursed, provided that the Council Member notifies the Chair of the meeting concerned in advance of his / her wish to attend. Members should ensure that they sign the attendance register for the meeting.

13 Care Provision

- 13.1 Care provision of a maximum of £60 per day may be reimbursed where a Member is deemed to have caring responsibilities.
- 13.2 A Member is deemed to have caring responsibilities if they can provide documentation to confirm that they:
- a) have parental responsibility for a dependent child of up to the age of 16, or up to the age of 18 in full time education; or,
 - b) are the sole carer for a dependent child in full-time education of up to the age of 21 years; or,
 - c) are the primary carer for a family member in receipt of one of the following benefits:
 - i. Attendance Allowance.
 - ii. Disability Living Allowance at the middle or highest rate for personal care.
 - iii. Constant Attendance Allowance at or above the maximum rate with an industrial Injuries Disablement Benefit, or basic (full day) rate with a War Disablement Pension.
- 13.3 The reimbursement of care provision costs is a taxable benefit and will be included on the member's P11d.

14 Gratuities and discretionary service charges

- 14.1 Claims for discretionary gratuities and service charges will not be reimbursed.

**APPENDIX 1: Annual
Expense Allowance 2014/2015**

- i. There is an annual expense allowance claimable by Members of qualifying boards and committees and Committee & Board Chairs. The allowance is intended to compensate for incidental expenses (listed below) incurred by reason of the performance of duties as a member.
- ii. The allowance covers the 11 month period from 1 September 2014 to 31 July 2015, or 12 months from 1 September 2014 to 31 August 2015 where a full calendar year is served.
- iii. Only one claim may be made no matter how many Committees a Member may serve on. Service during part of the year qualifies for a pro-rata allowance, i.e. 1/11th of the annual allowance for each whole month of service where the year served is 11 months.
- iv. Claim forms are issued by the Finance Department in September for the previous year.
- v. A request for the annual allowance must be submitted on the claim form within three months of receipt of the claim form from the Finance Department. Payment of the annual allowance will not be made where claim forms are submitted to the Finance Department after this time.
- vi. The rates for the 2013/2014 annual expense allowances were:
 - £3,850 for a Board or Committee chair.
 - £1,283 for Council members.
 - £ 642 for Committee members.

These will increase in line with RPI when the rates are published in March 2015.

APPENDIX 2: Incidental Expenses

- i. Incidental expenses are covered by the annual expense allowance. Separate claims for incidental expenses will not be reimbursed.
- ii. The following expenses are incidental expenses if they have been incurred by reason of the performance of your duties as a Member:
 - a) Incidental expenses necessarily incurred whilst driving a motor vehicle. This includes, but is not limited to, toll charges, the congestion charge and insurance costs.
 - b) Coffees and refreshments purchased that do not accompany a meal.
 - c) Telephone calls (both mobile and landline).
 - d) Access to the internet.
 - e) Stationery and postage.
 - f) Paper costs.
 - g) The use of a laptop, equivalent to depreciation at 20% of the cost of the laptop.
 - h) Ongoing or emergency maintenance of the laptop.
 - i) Maximum of £5 per night for incidental expenses incurred when staying in overnight accommodation.
 - j) Maximum of £3 per week for the expenses incurred in the use of one's home as an office ('home office costs').
 - k) Ad hoc sundries including newspapers.

APPENDIX 3: Qualifying Boards and Committees 2014/15

- i. The lists below detail all Boards & Committees which will qualify for payment of the annual expense allowance in 2014/15.
- ii. Boards:
 - Business and Oversight Board*
 - Management Board
 - Membership Board
 - Regulatory Affairs Board
 - Legal Affairs and Policy Board
 - SRA Board*
- iii. LAPB Committees and taskforces:
 - Access to Justice Committee
 - Children's Law Sub Committee
 - Civil Justice Committee
 - Company Law Committee
 - Conveyancing and Land Law Committee
 - Criminal Law Committee
 - Employment Law Committee
 - European Union Committee
 - Family Law Committee
 - Housing Law Committee
 - Human Rights Committee
 - Immigration Law Committee
 - Intellectual Property Committee
 - International Issues Committee
 - Mental Health and Disability Committee
 - Money Laundering Task Force
 - Planning and Environmental Law Committee
 - Tax Law Committee
 - Technology and Law Reference Group
 - Wales Committee
 - Wills and Equity Committee
- iv. RAB Committees:
 - Education and Training Committee
 - Professional Indemnity Insurance Committee
 - Regulatory Processes Committee
 - Professional Standards and Ethics Committee
- v. Committees of the Council:
 - Audit Committee*
 - Council Members' Conduct Committee
 - Council Membership Committee
 - Equality and Diversity Committee
 - Remuneration Committee*
 - Scrutiny and Performance Review Committee
 - Investment Committee

Finance

- * Board or Committee Members currently receiving remuneration are not eligible to claim the annual expenses allowance (currently applying to Audit Committee Chair, Business and Oversight Board Chair, Remuneration Committee Chair, SRA Board Chair and SRA Board Members). For these Board and Committee Members a portion of their remuneration, equivalent to the value of the annual expense allowance, will not be subject to PAYE or N.I where dispensation has been granted by HMRC.

Anti-Bribery and Corruption Policy: Summary

This document provides an overview of the Anti-Bribery and Corruption (ABC) Policy to be used as a quick reference. For relevant details, please read the full policy (click [here](#)).

Purpose: To set out the business transactions which could put the organisation at risk of bribery or corruption, and the arrangements in place for assessing and mitigating such risks.

Background: The Bribery Act which came into force on 1 July 2011, makes it an offence for a citizen or resident of the UK to pay or receive a bribe, either directly or indirectly, and for organisations to try to gain or retain a business advantage when undertaking transactions with a third party. An offence occurs if there is an offer, promise or giving of an advantage in return for performing a relevant function improperly (see full policy for definitions).

Business transactions likely to give rise to a higher risk of bribery and corruption under the Bribery Act include:

- facilitation payments
- political contributions
- charitable giving
- sponsorships
- employment opportunities
- gifts and hospitality.

It is important to note that gifts, sponsorships and hospitality are not prohibited by the Bribery Act **if designed to cement good relations or meet a social purpose**; however, the giving of such should be appropriate and more importantly transparent. Similarly, employment opportunities are acceptable provided the offering of the opportunity is on merit following the execution of a formal recruitment process. It is therefore important that the risk of inflated payments, 'front organisations' and conflict of interests (see full policy for definitions) are adequately mitigated against. Facilitation payments, however, are a form of bribery.

Any hospitality, sponsorship or donation given or received, must be assessed and declared in accordance with the requirements of the *ABC Policy* and where applicable, in accordance with our *Travel and Subsistence Policy*. All attendance at external events, speaking engagements, procuring of suppliers, and recruitment must be considered and recorded in accordance with the relevant policies.

Scope: All individuals working for or on behalf of the SRA (ie permanent and fixed-term contract staff members, agency workers, contractors and SRA Board and Committees members) at any level of the business giving or receiving any gift, sponsorship or hospitality to or from a third party.

Key Responsibilities:

All staff have a responsibility to:

- Always assess the potential risk of bribery, whether actual or perceived, prior to making or accepting the offer
- Make sure to raise any concerns as a result of the assessment of the bribery risks with the Risk Audit Team prior to making or accepting the offer
- Declare any conflict of interest, whether perceived or actual, to THE Procurement and Contract Management Team (PCMT) in accordance with the *Procurement and Contract Management Policy* where there is a connection with a potential supplier
- Complete and retain on file the *Due Diligence Form* as a result of the assessment of the bribery risks
- Consider and implement the necessary safeguards to mitigate any actual or perceived risk of bribery, when making or accepting an offer
- Make or accept an offer of gifts and/or hospitality in accordance with the limits set out in the *Travel and Subsistence Policy*
- Seek prior approval of the relevant senior member of staff before making or accepting an offer of gifts and/or hospitality which is in excess of the limits set out in the *Travel and Subsistence Policy*
- Complete the *Gifts and Hospitality Declaration Form* where an offer of a gift, sponsorship or hospitality has been made to, or received from, a third party whether it was accepted or declined
- Submit to the Finance and Business Planning Team the completed *Gifts and Hospitality Declaration Form* within the month of the offer of gift, sponsorship or hospitality being made or received
- Provide to Finance and Business Planning Team, any gift received outside the scope of this policy which has not been approved but cannot be returned, for donating to charity
- Report any known or suspected breach of this policy under the *Whistleblowing Policy*.

NOTE: Finance and Business Planning, Risk Audit, External and Corporate Affairs, Procurement and Contract Management, Resourcing, The Charity Working Group and line managers have additional responsibilities (see full policy).

Key principles:

- Prior to making or accepting an offer of any business transaction that could give rise to a bribe (ie charitable giving, sponsorships, employment opportunities, gifts and hospitality), due diligence must be undertaken to establish whether this amounts to, or could be perceived as, a bribe. NOTE: Any due diligence undertaken should be **reasonable and proportionate** to the business transaction.
- When carrying out the assessment of risks, the *Due Diligence Form* should be completed, and the following factors considered:
 - the relationship between the beneficiary of the transaction and the parties to the transaction
 - the position of the giving or receiving individuals

GENERAL

- the intention behind the transaction
- the necessity of the transaction
- the timing of the transaction
- the perception of the transaction
- the legal and regulatory environment in which the parties to the transaction operate
- the policies and procedures of the third party organisation (if applicable)

NOTE: The completed form should be retained on file for audit purposes.

- When proceeding to make or accept an offer of a gift, sponsorship or hospitality, safeguards must be put in place to mitigate the potential risk of (or risk of perception to be) influencing someone to act improperly or rewarding someone for having acted improperly – see the full policy for potential safeguards.
- In the case of gifts and hospitality, only modest lunches and dinners in accordance with the *Travel and Subsistence Policy* may be offered or accepted without the need for prior approval from a senior member of staff. NOTE: The making or receiving an offer of such hospitality should not place individuals in a position where impartiality may be influenced or considered by others to be influenced.
- Where the gift or hospitality to be offered, or accepted, exceeds the limits set out in the *Travel and Subsistence Policy*, prior written approval must be obtained from a member of the Senior Management Team or a person senior to the giver / receiver (eg the giver / receiver's line manager). NOTE: The request should be documented and include reasons, where applicable, for the gift or hospitality exceeding the limit.
- All offers of gifts, sponsorship or hospitality made to, or received from, a third party must be declared using the *Gifts and Hospitality Declaration Form* (whether or not the offer was accepted). Exceptions to this rule are where:
 - the gift or hospitality is below the 'de minimus limit' of £10
 - gifts or hospitality (eg refreshments or company branded memorabilia) have been distributed at an internal meeting / event attended by internal staff and/or volunteers
 - gifts or hospitality (eg refreshments or company branded memorabilia) have been distributed by the SRA at an external event hosted by us but attended by third parties
 - raised funds donated to our chosen charity.NOTE: Charitable giving and gifts and hospitality provided by the SRA at external events hosted by us as part of our regulatory work, need not be declared however, an appropriate record must be maintained as part of the event arrangements.
- Declarations must be submitted within the month that the offer of gift, sponsorship or hospitality was made or received to the Finance and Business Planning Team for adding to the *Gifts and Hospitality Register*. NOTE: Staff members of Grade J and above are required to provide a monthly declaration even where no gift or hospitality to, or by, a third party has been made (ie 'nil return').
- Any gift received outside the scope of this policy, which has not been approved but cannot be returned (eg alcohol) must be handed to the Finance and Business Planning Team for donating to charity.

The Law Society Group Health & Safety Policy Organisational Roles and Responsibilities

February 2021

Scope

In fulfillment of the Law Society Group Health & Safety Policy, the following health and safety roles and responsibilities have been established. It is imperative that these duties are understood by all parties and followed at all times in order to ensure the ongoing adherence to the Group H&S Policy (incorporating the Policy Statement, Organisational Roles and Responsibilities and Health and Safety Procedures).

1. Chief Executive Officer

To have overall responsibility for fulfillment and development of the H&S Policy.

To establish an organisational culture which promotes clear leadership for safety based on adequate resources, competent staff and continuous improvement with legal compliance being the starting point.

To periodically monitor and review the health and safety performance of the business and the adequacy of the current arrangements, resources and policies.

To ensure the establishment of a framework of responsibility, functional accountability and ownership across the business for managing health and safety.

To set a personal example in all aspects of health and safety.

2. Executive Director Responsible for Health and Safety

To take overall responsibility for health and safety management on behalf of the Senior Management or Executive Leadership Team.

To keep the Chief Executive Officer updated with health and safety progress and performance.

To appoint competent personnel for implementing and supervising the aims and objectives of the H&S Policy

To ensure that sufficient resources are provided to meet health and safety needs.

To chair or appoint a representative to chair the Health, Safety and Environment Steering Group in order to monitor, report and review health and safety performance and to identify and manage health and safety risks relative to the business.

To demonstrate strong and effective leadership with regards health and safety management.

To establish effective downward communications and management structures as well as upward communication routes.

To access and follow competent advice from the Group H&S Manager, Facilities Department and external resources as appropriate.

To set a personal example in all aspects of health and safety.

3. Departmental Managers

To have functional responsibility for the implementation and supervision of health and safety of themselves, colleagues, subordinate staff and all others affected by their activities and business activities at departmental level.

To enact the Health and Safety Policy within their divisions, where appropriate, by designating key members of the management team responsible for supervising this Policy or parts of it.

To continuously monitor the well-being of their staff, managing workloads, resources and support required.

To consult staff on health and safety matters and encourage suggestions for improvements.

To be alert, and encourage others to be alert, to detect hazards, particularly those arising from changed circumstances, and arrange for appropriate precautions to be taken.

To set a personal example in all aspects of health and safety.

3. Facilities Department

To ensure the activities of in-house service partners are closely scrutinised and monitored in order to ensure that they manage risk at site level as required by the policy and to their contractual key performance indicators.

To ensure that Planned Preventative Maintenance (PPM) compliance is maintained, ensuring that all relevant statutory, mandatory and best practice inspections, tests and risk assessments are carried out, within the designated time frame and with appropriate records kept. This will require regular liaison with service partners.

To ensure that fire risk assessments are carried out as required for occupied premises.

To ensure other statutory risk assessments such as water hygiene (L8), asbestos, and work at height are carried as required by legislation and as defined in the H&S Procedures supporting the overall H&S Policy.

To ensure that all recommendations as identified in risk assessments above are completed as per the priorities identified.

To ensure compliance with Safety Instructions, Guidance and Company Operating Procedures as detailed in the H&S Policy.

To ensure that sufficient training is provided to their colleagues, to enable them to fulfill their duties in accordance with this H&S Policy

To ensure that proper and effective procedures are prepared and implemented for staff carrying out the work of the Law Society so that risk of injury and ill health is eliminated or controlled as effectively as possible. The same risk control principles apply to all third parties affected by our business. This may include management of contractors and issuing of permits to work.

To be alert to detect hazards, particularly those arising from changed circumstances and arranging for appropriate precautions to be taken.

To set a personal example in all aspects of health and safety.

4. Group Health & Safety Manager

To ensure the H&S Policy is continually reviewed and revised as appropriate, liaising with the Senior Management or Executive Leadership Team via the HSE Steering Group on the continuing adequacy of the existing arrangements.

To fulfill the 'competent person' role for the Law Society as required by the Management of Health and Safety Regulations 1999.

To ensure the company is kept abreast of all current and forthcoming legislation, guidance and best practice, and is made aware of the implications of any changes.

To promote a positive health and safety culture through continual briefings, updates and seminars to staff and clients alike.

To identify appropriate competency levels across the business, identifying the appropriate training courses and coordinating both internal and external training sessions to facilitate the process.

To liaise with the Facilities Manager to ensure annual property fire risk assessments are carried out as required with identified remedial measures coordinated to agreed timescales.

To liaise with the Facilities Manager and contractors to ensure statutory risk assessments and mandatory maintenance checks, tests and inspections of plant and equipment are carried out as required and appropriate records maintained.

Attend all relevant support team meetings and site groups as required e.g. fire warden, first aid etc.

To carry out or appraise health and safety risk assessments for staff activities as requested by other departments, to include client entertaining activities.

To act as the direct liaison between individuals and enforcement in the event of Health and Executive, fire authority, Environmental Health Officer or Environment Agency investigation.

To coordinate the accident/incident statistics and report to senior management as required.

To investigate accidents and health and safety incidents as required.

To set a personal example in all aspects of health and safety.

5. Head of Human Resources (HRD)

To ensure that all new employees are shown the location of all relevant documentation regarding health and safety and staff wellbeing.

To ensure that adequate health and safety training is given at induction of new personnel.

To ensure that the requirements of the Equality Act 2010 are adhered to with regards to recruitment and management of personnel with disability (including visitors).

To operate the driving safely programme (incorporating risk assessment) in association with the fleet management company, ensuring that all relevant health and safety records are held, and all staff are made aware of the protocols, guidance and risk controls within the risk assessment.

To act as a coordinator in respect of occupational health, wellbeing, sickness, absence and illness at work.

To coordinate the completion of pregnant workers risk assessments, with assistance from the Facilities Department, once notified.

To set a personal example in all aspects of health and safety.

6. All Other Employees

To ensure the health, safety and welfare of themselves, colleagues and all others affected by their activities or that come into contact with their work activities.

To ensure adherence to the H&S Policy and any other safety instructions, guidance and advice as supplied by the Law Society Facilities Dept or other sources

To report accidents/incidents, dangerous occurrences and unsafe conditions promptly to their line manager.

Not to adversely tamper with anything provided in the interests of health and safety.

To set a personal example in all aspects of health and safety.

Code of Conduct for Board and Committee members

- 1 Board and Committee members and external advisers must adhere to the Code of Conduct (or any modification of it agreed by the Board) for Board and Committee members.
- 2 Board and Committee members and external advisers must at all times:
 - Comply with the Seven Principles of Public Life (the Nolan Principles)
 - Act in good faith, in the public interest and in the best interests of the SRA in the performance of duties,
 - Behave with honesty and integrity and make sure that their behaviour does not damage the public's confidence in themselves or in the SRA and the independence of the SRA;
 - Protect confidential information and respect people's privacy;
 - Avoid acting where there may be a conflict of interest and disclose any potential conflicts immediately, declaring interests when requested for inclusion on the SRAs Register of Interests;
 - Keep high standards of personal and professional conduct and respect the independence of regulation;
 - Communicate properly and effectively with internal and external stakeholders;
 - Use SRA resources efficiently and effectively;
 - Value diversity and promote equality and respect;

Handling complaints or concerns about members of the Board of the Solicitors Regulation Authority (SRA)

Purpose

1. The SRA places great value on the diversity and independence of members of its Board, and the leadership, skills and commitment they display. The Board can only work as it should if each Board member makes an effective contribution to debate, provides appropriate challenge to the views of others, and works well with other Board members, its committees and SRA staff in a collective, inclusive and collegiate manner.
2. We have arrangements in place to ensure that Board members are supported in carrying out their role, and understand what is expected of them. These arrangements: include published material such as the Governance Handbook (and annexes including the Code of Conduct for Board and Committee Members)¹, a developmental appraisal process, and the opportunity – through the role of the Chair or Senior Independent Director (SID) – for supportive discussion and resolving differences, if these cannot be resolved directly between the individuals involved.
3. However, on the rare occasion where concerns are raised about the conduct of a Board member which cannot be dealt with informally or through the processes referred to above, a formal process to resolve those concerns may become necessary. This protocol sets out that formal process and establishes the procedures that should be followed to investigate concerns that might result in the suspension or removal of a Board member. Concerns about a Board member are referred to in the rest of this protocol as “complaints” and references to a Board member include the Chair.
4. This protocol will be published on the SRA website. It is a living document which will be reviewed to ensure that it reflects best practice.

Background

5. Board members are appointed and reappointed as provided for by the Board Composition and Appointments Protocol.
6. Matters relating to Board members’ appointments, reappointments, appraisals and discipline are also governed by the Legal Services Board’s (LSB) Internal Governance Rules (IGRs), which states these must be demonstrably free of undue influence from persons with representative functions.

Approach and principles

7. This process is designed to consider complaints, however these arise, which cannot be resolved through informal means, and which suggest a material breach of the obligations set out in the Board member’s contract or the Governance Handbook (and supporting documents, including the Code of Conduct for Board and Committee members).
8. A material breach is one which raises a question that the Board member is unfit to hold office as a member of the Board. This will include:

¹ See <https://www.sra.org.uk/sra/how-we-work/board.page>

- misconduct – or behaviour which is improper, for example demonstrating a lack of probity (such as dishonest or discriminatory behaviour, knowingly acting where there is a conflict of interest, bullying or harassment of staff or colleagues) or otherwise fails to represent the interests of the Board or the values or behaviours expected of Board members, as highlighted in section 4 of the Governance Handbook. This would also include behaviour that would tend to damage the reputation of the organisation, such as disciplinary findings in respect of professional misconduct, or criminal sanctions (other than minor road traffic offences).
- behaviour that demonstrates that the Board member is unable to contribute positively to the work of the Board, whether as a result of attitudinal or behavioural problems, health or addiction issues, or any other reason. This might include for example, persistent poor attendance or failure to prepare for meetings or engagements, or failure to develop constructive relationships with fellow Board members or the Executive. This might also include failure to act in a collegiate manner or accept corporate responsibility for decisions.

9. The process under this protocol will be applied in accordance with the following principles:

- a investigations will be conducted confidentially (without prejudice to disclosure as appropriate of any outcome under paragraph 13(d) or 16)
- b the procedure will be conducted as quickly and sensitively as possible
- c the Board member in question will be expected to cooperate fully with any investigation and will be given the opportunity to respond to any complaint.

Procedure

10. Complaints about a Board member (which may be made by anyone) should be made or put into in writing and addressed or forwarded to the Chair. On receipt of the complaint, the Chair will decide whether the complaint should be handled under this protocol. If he or she believes the complaint can more appropriately be resolved in some other way, he/she will notify the Board member and complainant accordingly. If the complaint is brought by or in respect of the Chair, then the role of the Chair as described in this and following paragraphs will be carried out by the SID.

11. Where the Chair deems it necessary, an investigation will be carried out by the SID or General Counsel. The investigator shall initiate the investigation by writing to the Board member with a copy of the complaint and details of the process and timetable for any investigation which should normally be completed within 28 calendar days. The investigator may carry out any investigations as appropriate for the purpose of establishing the facts, including the obtaining of such witness statements or documentation as the investigator considers relevant.

12. At the conclusion of the investigation the investigator will provide the Chair and Board member with copies of all the information obtained during the investigation and his/her report of the investigation.

Decision

13. On receipt of the investigator's report the Chair will then seek to resolve the issue. The Chair might decide to:
- a dismiss the complaint.
 - b uphold the complaint, but decide in the circumstances to take no formal action.
 - c uphold the complaint and issue the Board member with a written warning as to his or her future conduct.
 - d uphold the complaint and remove the person as a Board member of the Board, subject to the agreement of the LSB.
14. Should it be felt necessary to take action to remove a Board member from their role, as a result of this investigation and because of a material breach (paragraph 8), the Board member shall have an opportunity to respond to the complaint within 21 calendar days, or such longer period of time as the Chair may agree in the circumstances. The SRA will provide all reasonable support to the member (including access to any information to which they are entitled) to enable them to respond to the complaint. This will include the making of reasonable adjustments when appropriate.
14. On receipt of the Board member's comments, the Chair will then take a further decision about how to proceed. Should the Chair consider it helpful he or she may appoint an independent person to do the above on their behalf. Before reaching a decision, the Chair may take such advice as he she thinks fit and may decide to hear from the Board member and/or other witnesses. Any such meeting will be in private.
15. The Chair's decision is final and is not subject to any right of appeal. The General Counsel will notify the complainant and the Board member in writing of the decision, together with the reasons.
16. At any stage of the formal process, if the Chair considers that the matters under consideration are so serious that the public interest requires that the Board member should be suspended, he/she shall warn the Board member in writing that the Board member may be suspended pending the outcome of the investigation, or for such other period as may be specified. The Board member shall have the opportunity to make written representations to the Chair or SID. They shall usually have 14 calendar days to do so, however a shorter period may be specified where it is reasonable in the public interest to do so. The Chair or SID will then give written notice to the Board member either informing them that they can remain on the Board pending or that they will be suspended pending the outcome of the investigation or for a specified period.



SRA delegation framework

Introduction

The SRA Delegation Framework sets out how the SRA’s Board, Committees and Executive work together to discharge the SRA’s functions.

The SRA is the regulator of solicitors and law firms in England and Wales, protecting consumers and supporting the rule of law and the administration of justice. We exercise the regulatory functions conferred on the Law Society of England and Wales (TLS) by statute relating to solicitors, registered European lawyers, registered foreign lawyers, law firms and individuals working and holding roles within those firms. The statutory powers are found within the Solicitors Act 1974, the Administration of Justice Act 1985, the Courts and Legal Services Act 1990, and the Legal Services Act 2007 (LSA 2007).

TLS has delegated its regulatory powers and functions to the SRA (the “**Company**”), an independent wholly-owned subsidiary of the Society. The TLS General Regulations set out the SRA’s terms of reference, along with the framework governing assurance of its work by the Council. This is also governed by the Legal Services Board’s Internal Governance Rules, the Company’s Articles and an Assurance Protocol agreed between the Law Society and the Company.

The Company is entitled to carry out its delegated functions through its Board, sub-committees and staff. Delegations are a key element in effective governance and management. The Board has established two committees the Audit and Risk Committee (ARC) and Remuneration Committee (Remco). Their Terms of Reference can be found [\[here\]](#). Matters delegated to the Executive are carried out by individuals within the organisation in accordance with our published Schedule of Delegation [\[found here\]](#).

Delegation Principles

Delegation should:

1. Be robust and transparent, with clear lines of accountability and effective oversight.
2. Be consistent and proportionate – with decisions being made at the most effective operational level and reflecting the strategic role of the Board.
3. Promote efficiency - avoiding duplication and overlap of roles, and ensuring realistic sequencing/timelines to enable work to progress in a timely manner.
4. Reflect only the following key activities: prepare, approve, review, monitor, perform, report. ¹

¹ See the Legend at the bottom of the document for an explanation of how these terms are applied.

Delegation Framework

Category	Legislative references	Delegation	TLS Group governance
Strategy and risk			
SRA Corporate Strategy	Reg {24(a)} General Regulations (GRs); Rule 4(2)(a) of the Internal Governance Rules 2019 (IGRs)	<ul style="list-style-type: none"> - Prepared by Executive - Approved by Board - Monitored and reviewed by Board 	
Business plan	Reg {24(a)}	<ul style="list-style-type: none"> - Prepared by Executive - Approved by Board - Actions performed by Executive - Performance against plan monitored and reviewed by Board 	

Strategic risk register	Reg 24(c) - (e) 27 and Agreed Assurance Protocol	<ul style="list-style-type: none"> - Prepared by Executive - Reviewed by ARC - Approved by Board - Controls/actions performed by Executive - Monitored by ARC and reported to Board 	Systems and processes for risk management reported to GAC
LSB Self-assessment	Section 4 Legal Services Act 2007	<ul style="list-style-type: none"> - Prepared by Executive - Approved by Board 	
Internal audit plan	Reg [24(c) - (e)] and Agreed Assurance Protocol	<ul style="list-style-type: none"> - Prepared by Executive - Reviewed and approved by ARC - Internal audit reports are prepared by the internal auditor in accordance with the plan, discussed with Executive and reviewed by ARC - Recommended actions performed by Executive and reviewed by ARC 	Systems and processes for internal audit reported to GAC
External audit	Reg 27(2)	<ul style="list-style-type: none"> - Selection of external auditors overseen by ARC - ARC to recommend appointment of external auditors to Board - ARC to approve external audit plan from external auditors - External auditor's management letter reviewed by ARC - Actions arising from the management letter performed by Executive and monitored by ARC. 	Annual report and accounts provided to GAC for preparation of consolidated accounts

Financial			
Annual budget	Reg 24(b)	<ul style="list-style-type: none"> - Prepared by Executive - Approved by Board - Performance against budget, and development and progress of major capital programmes monitored, by Board 	
SRA Net funding requirement	Reg 24(b)	<ul style="list-style-type: none"> - Prepared by Executive - Approved by Board to submit to Council 	
Setting regulatory fees	Reg 24(6) and 19(2)B(3)	<ul style="list-style-type: none"> - Policy approach prepared by Executive - Fee levels and respective contributions prepared by Executive and approved by Board to collect the total Law Society Group Net Funding Requirement approved by the Council. - s51 application for approval of fee levels by the LSB (to give effect to Council and SRA Board decisions) prepared and submitted by the Executive. 	Council sets the proportion of practising fees to be applied for permitted purposes relating to representative functions
Annual Accounts		<ul style="list-style-type: none"> - Prepared by Executive - Reviewed in detail by ARC, including as to accounting policies adopted - Audited by external auditors - Approved by Board 	

Compensation fund contributions	Reg 23(4)	<ul style="list-style-type: none"> - Policy approach prepared by Executive and reviewed by Board - Level of respective contributions prepared by Executive, reviewed and approved by Board 	
Compensation Fund financial statements	Reg 23(4)	<ul style="list-style-type: none"> - Prepared by Executive, reviewed in detail by ARC and approved by Chair of Board and CEO 	
Governance			
Determining the number of committees, their composition and terms of reference		<ul style="list-style-type: none"> - Proposals prepared by Executive - Reviewed by Committee Chairs - Approved by Board - Appointments to committees to be made by the Chair, on consultation with the Board 	
Performance management, appointment, reappointment, terms and conditions of Board members	Regulation 7 the IGRs, Articles of Association	<ul style="list-style-type: none"> - Protocols for appointment, reappointment, suspension and removal of members prepared by Executive - Appraisal framework prepared by Executive - 	

Performance framework and remuneration for CEO and SMT		<ul style="list-style-type: none"> - Remco to determine performance and remuneration framework - Chair to determine bonus, incentive and non-contractual severance payment for the Chief Executive, and the Chief Executive, for the SMT 	
Delegating authority	Articles of Association	<ul style="list-style-type: none"> - Delegation framework prepared by Executive and approved by Board - Delegation of executive functions through schedule of delegation, performed by the Executive - Ad hoc decisions to delegate Board matters to the Chair, Executive, committees or working groups to be approved by the Board 	



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<p>Management reporting</p>	<p>Reg 24(d), and (e); 27(1) and (2) and Agreed Assurance protocol</p>	<ul style="list-style-type: none"> - Annual report to the Council prepared by Executive and approved by the Board - Annual reports to GAC prepared by Executive and approved by the Board 	<p>Annual report to be made to the Council on oversight/governance and financial performance.</p> <p>Annual report from the SRA to be made to, and considered by, the GAC on operation of effective systems of financial control to include accounting principles, financial policies and controls adopted by the SRA, and risk management and internal audit</p>
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Regulatory Policy			
Regulatory and Education policy programme	Reg 23(7)	<ul style="list-style-type: none"> - Incorporated in business plan (see above). Reviewed by the Board - Annual consultation plan prepared by Executive and approved by Board - Consultation proposals prepared by Executive and approved in accordance with plan Consultation documentation prepared and approved for publication by Executive 	
Research programme	Reg 24(a)	<ul style="list-style-type: none"> - Annual schedule prepared by Executive - Reported to Board - Performed by executive 	
Risk Outlook	Reg 23(7)	<ul style="list-style-type: none"> - Annual Risk Outlook and half yearly update prepared by Executive - Reviewed by the Board 	

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Making, amending and revoking rules, regulations and codes	Reg 23(7)	<ul style="list-style-type: none"> - Draft rules/regulations/codes prepared by Executive - Approved by Board 	
Applications to LSB/FCA for approval of changes to regulatory arrangements	Reg 23(9)	<ul style="list-style-type: none"> - Prepared and performed by Executive 	
Operational functions			
Exercising regulatory powers and operational performance	Reg 23(1) to (5), (8) and (10) and 24(a), (f) and (h)	<ul style="list-style-type: none"> - Statutory powers performed by Executive - Operations and administrative support functions performed by Executive (with responsibility for shared services relating to SRA) - Quality assurance activities and handling of complaints about SRA performed by Executive - Exercise of powers and operational performance monitored by Board 	
Key performance indicators	Reg 24(a) and (i), and Regulation 4 of the IGRs	<ul style="list-style-type: none"> - Prepared by Executive - Monitored by Board 	

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Guidance governing regulatory approach	Reg 23(7)	<ul style="list-style-type: none"> - Plan prepared by Executive and strategic issues reported to Board - Guidance prepared by Executive and approved in accordance with plan 	
Internal controls/operational and compliance policies	Reg 42(c) and (f), and Regulation 4 of the IGRs	<ul style="list-style-type: none"> - Prepared by Executive - Reviewed by ARC - Performed by Executive 	
Procurement	Reg 24(f) and Regulation 4 of the IGRs	<ul style="list-style-type: none"> - Performed by Executive - Exceptional spend of £5million+ approved by the Board 	

Legend	
Prepare	To draft or design a document, procedure or proposal
Review	To consider a draft document or proposal and input into its development
Approve	To consent or ratify – includes making final amendments/decision on a document, proposal or course of action
Monitor	To maintain oversight and control
Perform	To exercise a function or complete a task



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Report	To present an account of progress or performance
Advise	[Used in the Committee terms of reference] This includes making recommendations as to a particular course of action.

1 APPRAISAL OF BOARD MEMBERS

- 1.1 Appraisals of individual Board members take place annually towards the end of the calendar year and reflect performance over the previous 12 months.
- 1.2 Appraisals are conducted by the Chair of the SRA Board, save for the Chair's appraisal which is conducted by the Senior Independent Director (SID).
- 1.3 A deadline for provision of any feedback from should be set by the Chair/SID. The SID should seek the views of all other Board members ahead of the appraisal meeting.
- 1.4 A summary of any feedback should be shared with the Board member being appraised in advance of the meeting.
- 1.5 It is not necessary for feedback received under this protocol to be retained, other than in summary form which is securely stored by the Board Secretary.
- 1.6 Information on attendance at meetings and involvement in other SRA activity should be provided to the Board Chair and to the individual being appraised in advance of the appraisal meeting.
- 1.7 A formal appraisal meeting takes place, based on any feedback received, attendance records and other relevant information and should cover:
- member performance,
 - any development issues
 - any issues relating to organisation or Board effectiveness
 - performance of the Board Chair.
- 1.8 For each of these areas Board members should be prepared to discuss:
- what has been successful
 - what has not been so successful
 - what might be done differently in the future.
- 1.9 A summary of the outcomes of the discussion is prepared by the appraiser and agreed with the Board member. The completed appraisal record is then logged with the Board Secretary.
- 1.10 A short note for the record should be agreed with the Board member and these should be collated for:
- a) discussion with the Chief Executive for matters relating to the Executive and organisational issues
 - b) discussion with the Board in private session for effectiveness issues.

Governance protocol: Board composition and appointments

Background

The SRA is the independent regulator of solicitors and solicitor firms in England and Wales, protecting consumers and supporting the rule of law and the administration of justice. We are a subsidiary company of the Law Society of England and Wales ("the Law Society"), and are established to exercise the Law Society's statutory regulatory functions, under legislation including the Legal Services Act 2007 (the Act). We do so under powers delegated to us in the Law Society's General Regulations.

Under rule 4(2)(a) of the Legal Service Board (LSB)'s Internal Governance Rules (IGRs) the SRA as the regulatory body must determine its own governance, structure, priorities and strategy. Rule 8 provides that it is for the SRA as the regulatory body to independently appoint, appraise, remunerate and terminate the members of its board.

This protocol sets out the principles determining the composition of the board of directors (the Board) of SRA Ltd, and the process for appointing and reappointing the directors, including the Chair of the Board.

Board composition

1. The Board shall comprise directors appointed in accordance with this protocol. It shall be made up of lay persons and solicitors of England and Wales, and any executive members appointed in accordance with paragraph 4.
2. The Board shall consist of no more than [11] directors and no fewer than [5]. The quorum of the Board shall be 5.
3. In accordance with rule 7 of the IGRs, there shall be a majority of lay directors, and the Chair shall be a lay director. A lay person is defined in the Act as, essentially, a person who is not and has never been authorised to conduct any reserved legal activities. In accordance with paragraph 7.7 of the guidance to the IGRs, if a decision on regulatory functions is taken at a meeting where there is either not a lay majority or not a lay chair (or both), this decision must be ratified either at a meeting or by correspondence (if sooner) by a lay majority and a lay chair. In practice, this will generally be effected through formal ratification of the minutes by email circulation.
4. The Board may appoint one or more executive members as directors, in addition to non-executive members, if it considers it appropriate to do so. This may be considered desirable in order to offer a balanced approach to decisions by combining detailed knowledge of the organisation (from the executive members) with informed challenge and scrutiny by the independent non-executive members.
5. No Board member is there to represent a particular group or to advise the Board on a particular issue. The Board may obtain expert advice on any issue, and in order to do so may convene one or more panels of external advisers to assist it in carrying out its functions.
6. The validity of any proceedings shall not be affected by any vacancy among the directors on the Board, or any defect in the appointment of a director.

Terms of office

7. Directors may be appointed for an initial term of up to four years and reappointed any number of times, but may only serve for up to a total of six years. This six year maximum includes any time served as a Chair.
8. Paragraph 7 does not apply to executive members who are eligible to be appointed on an ex officio basis and therefore remain so eligible for as long as they hold the relevant executive post.

Appointment and reappointment

Principles of appointment

9. All appointments to the Board including the appointment of the Chair will be made on the basis of selection on merit following open and fair competition, with no element of election or nomination by any particular sector or interest groups.
10. The Chair and directors must uphold the standards of conduct set out in the Committee on Standards in Public Life's Seven Principles of Public Life (the Nolan Principles - appended to this Protocol). The selection process should ensure that all candidates for appointment can meet these standards and have no conflicts of interest that would call into question their ability to perform the role.
11. The SRA Code of Conduct requires that directors, including the Chair, maintain high standards of personal and professional conduct, behave with honesty and integrity, and make sure that their behaviour does not damage public confidence in them or in the SRA. Candidates will be required to make declarations relating to their character and suitability for the role (including details of any criminal or disciplinary history) with reference to the Good Character Guidance available from the Judicial Appointments Commission. We will also carry out our own checks if we deem it necessary as part of the recruitment process.
12. The process will be conducted in compliance with the Equality Act 2010 which prohibits discrimination, harassment and other unlawful conduct because of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation. Further, as a public authority, in accordance with section 149 of the Equality Act we will have regard to the need to eliminate discrimination, advance equality of opportunity and foster good relations between different people when carrying out our activities.
13. We are committed to the principle that the Board of directors should broadly reflect the regulated community and consumers and organisations using legal services. To this end, we will be mindful of the need to encourage a diverse range of applicants for Board vacancies and where appropriate we will take positive action to encourage applicants from a wide cross section of groups to apply. We will monitor the diversity of applicants at all stages of the recruitment process and will take such action as we think fit to promote diversity if any gaps are identified. A diversity breakdown of the

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Board will be published on our website. All directors are required to undertake mandatory equality and diversity training.

14. All directors are full members of the Board and have corporate responsibility and accountability for the Board's decisions and policies.

Competencies and criteria

15. Clear criteria for the required roles and details of the selection process will be published. The Chair will set the criteria advised by the Nominations Committee (a sub-committee of the Board) and taking into account the views of the directors.
16. In setting criteria we will be mindful of the skills/experiences required to enable the SRA to fulfil its regulatory functions effectively and efficiently. Criteria will reflect the need for directors to serve in the public interest, to make sure that the SRA is accountable to its stakeholders and to hold the organisation to account for its management and performance. We will also have regard to the desirability of ensuring that the directors (between them) have experience or knowledge of the areas listed in Schedule 1 paragraph 3 of the Act and of issues relevant to the SRA's role arising in both the English and Welsh legal jurisdictions¹.
17. The Chair will identify the positions to be advertised in light of any vacancies, and will identify any reappointments due for consideration. An external agency may be appointed to administer the recruitment process. All appointments will be advertised nationally in suitable print and/or online media.
18. Standard interview questions will be developed with regard to the published criteria, although additional questions will come up as each interview will have differences depending on the discussion and candidates. This will make sure that all candidates are asked the same questions and are assessed objectively against the desired competencies.
19. Each panel member will have a record sheet and will assess candidates' responses to questions against the criteria. A full record of the panel's discussions, points considered and final decisions will be made and maintained.

Appointments

20. Appointments will be made by the Chair on advice from an appointment panel for which members will be selected by the Nominations Committee each time a recruitment round is held. The panel will be chaired by the Chair of the Board (who has a casting vote, if necessary). In addition, the panel will include two directors (who may be a solicitor or lay director), who are not eligible for reappointment.

¹ Schedule 1 paragraph 3 of the Legal Services Act 2007 specifies, in relation to members of the LSB, the desirability of securing that members (between them) have experience or knowledge of (a) the provision of legal services; (b) legal education and legal training; (c) consumer affairs; (d) civil or criminal proceedings and the working of the courts; (e) competition matters; (f) the maintenance of the professional standards of persons who provide legal services; (g) the maintenance of standards in professions other than the legal profession; (h) the handling of complaints; (i) commercial affairs; (j) non-commercial legal services; (k) the differing needs of consumers; (l) the provision of claims management services (within the meaning of Part 2 of the Compensation Act 2006 (c. 29)

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21. Appointments to the post of Chair (including the selection criteria and make-up of the appointment panel) will be made by the Board, advised by the appointment panel which shall be established by the Nominations Committee. In this case, the panel shall be chaired by a person who is independent of and external to the SRA (who has a casting vote if necessary). In addition the panel will include:
- the Senior Independent Director
 - one or more additional directors (who may be a solicitor or lay director), who are not eligible for reappointment.

Reappointments

22. Decisions on reappointment of directors will be made by the Chair, taking advice from the Nominations committee, guided by objective annual appraisals and the desirability of ensuring a balance between regular turnover and continuity.
23. When considering reappointments, the Chair will also have regard to the composition of the Board, including the skills, knowledge and experience of the existing directors.
24. A director, including the Chair, can only be reappointed following completion of a satisfactory appraisal in the final year of the existing appointment in accordance with the process and criteria set out in the SRA Governance Handbook.
25. A proposal to reappoint an existing Chair requires the support of the Board. The decision to reappoint the Chair, including the length of the term to be served, will be recommended by the Board to a panel constituted as in paragraph 21 for ratification.