



Legal Aid
Practitioners Group

Governance Manual

October 2019

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Introduction to Governance and Management at LAPG

LAPG is registered at Companies House as a Company Limited by Guarantee. Each of its members ordinarily has a liability of just £1 should LAPG become insolvent and be put into administration.

Its current constitution is set out in its Memorandum and Articles of Association (attached at Appendix 1).

LAPG is a membership body representing legal aid practitioners in England and Wales and the clients they serve. We believe that access to justice is a fundamental right and as such we campaign for a fair, comprehensive and accessible legal aid scheme.

We work closely with other representative bodies to raise awareness about the importance of legal aid and the work of legal aid practitioners. We raise concerns with government about policy and operational issues in an effort to improve the current system which excludes some of the most vulnerable members of society.

LAPG operates on a non-profit basis and is currently considering applying for charitable status or setting up an associated charitable entity for some of its work. At present, LAPG is proposing to pursue the following Charitable Objects, which reflect the crucial role that legal aid plays in enabling access to justice for those of limited means:

"The objects of the charity are to relieve poor people in England and Wales by promoting and supporting the legal aid scheme and through the provision of legal services which would not otherwise be available to them through lack of means."

Membership

Membership of LAPG is open to:

- Law Firms (licensed or authorised under the Legal Services Act 2007)
- Barristers Chambers
- NGO Legal Advice Providers (e.g. Law Centres)
- Legal Management Consultancy Practices
- Individual lawyers (practising or non-practising) including solicitors, barristers, legal executives and costs lawyers

Provided that they are actively involved in work within or closely associated to the legal aid scheme (or have been so involved within the last 3 years) and support the aims and objectives of LAPG.

Any member (or approved representative of a corporate member) can stand for election to the Board of Directors (the Board) or to the LAPG Advisory Committee (the Committee).

The membership fee payable is set by the Board and is reviewed annually. Each member (whether individual or corporate) gets one vote at the Annual General Meeting. Associated members do not get a vote at the AGM.

The Board of Directors (the Board)

The Board of Directors (formerly the Committee) is the formal body that runs LAPG and is responsible for both its operations and governance.

Following a governance review in 2019, the Board was reduced in size to a maximum of 12 members (with a target of around 7 members). 1/3 of members must retire each year (but can be re-appointed). There is no limit to the number of times an individual may be re-appointed to the Board.

The Board's functions are to employ the CEO / Manager and to ensure that LAPG achieves its objectives and operates within the confines of the Law.

Every Board member must become a Director and must be registered as such at Companies House. Board members will be selected by virtue of (a) their management and governance knowledge and experience and (b) such other skills as they can bring to the Board.

Board members are expected to contribute up to 12 working days for their Board work (and up to an additional 6 working days each year as members of the Advisory Committee). This will include attending at meetings and responding to emails, member queries etc, as well as attending at the LAPG annual conference (and pre-conference dinner) and the Legal Aid Lawyer of the Year Awards.

Prospective Board Members will be appointed according to the procedure outlined on page 10.

The Board is comprised as follows:

- The Chair(s)
- The Vice Chair(s)
- The Treasurer
- The Secretary
- The Director
- Such other Board Members as the Board / Membership decides from time to time, subject to the Board never exceeding 12 members.

The Board will typically meet at least 6 times each year (or as often as is necessary for it to properly conduct its business) and is responsible for:

- Setting LAPG's Annual Budget and cash flow forecast and undertaking quarterly variance analysis as against both the cash flow forecast and budget;
- Approving work plans, set by the CEO / Manager, for implementation of the Strategy set by the Committee;
- Managing risk and, at least annually, updating the LAPG corporate risk register;
- Approving communications and responses, where appropriate;

- Dealing with any HR issues arising in respect of LAPG staff (including whistleblowing; grievances; disciplinary action etc.);
- Dealing with governance or management issues in situations where seeking approval from the full Membership would be impractical or too slow.

The quorum for the Board is 4.

All members of the Board will be notified to Companies House as the Directors of LAPG.

The Advisory Committee

The LAPG Board decided on 15th July 2019 to establish the Advisory Committee (the Committee). This is a committee drawn from the wider LAPG membership and its role is to provide sector specific knowledge and experience and to assist LAPG with its policy, campaigning and representative work. All members of the Board will also automatically become members of the Committee.

The Committee must have no fewer than 3 members and no more than 30 members.

Selection of Committee Members

Members of the committee are selected from the wider membership to ensure that the Committee reflects the membership in terms of:

- Categories of Law;
- Size of organisation;
- Location of organisation.

Any member of LAPG may apply to be appointed to the Committee. Any application must be made, in writing, to the Director of LAPG. Any such application should include an up-to-date CV and a brief narrative of 300-500 words setting out how the applicant can add value to LAPG's work and what expertise and insight they can bring to the Committee.

Committee members are expected to contribute up to 6 working days each year (attending at meetings and responding to emails, member queries etc,) as well as attending at the LAPG annual conference (and pre-conference dinner) and the Legal Aid Lawyer of the Year Awards.

Committee members are appointed by the Board and will be expected to remain on the committee for 3 years. 1/3 of members must retire each year (but can be re-appointed). There is no limit to the number of times an individual may be re-appointed to the Committee however LAPG recognize the need to refresh membership from time to time to reflect the changing membership of LAPG more generally.

Prospective Committee Members may be invited to attend at 1-2 Committee Meetings as an observer and, if the Board so decide, they can be appointed to the Committee at any point (as above, and in accordance with the procedure outlined on page 11).

The Work of the Committee

Committee members are expected to provide expertise and wisdom and to contribute, as far as they are able, to:

- Assist with setting LAPG's strategy and objectives;

- Updating, as necessary, the LAPG Manifesto or any other document intended for publication expressing the views of LAPG;
- Assisting LAPG to engage with Government and respond to consultations and other issues;
- Assisting with member queries;
- Assisting with the organisation and running of the LAPG Conference and LALY's;

In particular they will be expected to:

- Provide expert input to resolve member enquiries;
- Contribute to formal consultations and research processes;
- Develop content for LAPG's training programme;
- Represent LAPG at external meetings, such as legal aid contract, policy or operational meetings with the LAA and MOJ;
- Provide content for LAPG Member Updates;
- Attend at APPG events and assistance with the APPG training programme;
- Act as ambassadors for LAPG at external events;
- Help to keep LAPG abreast of developments in the legal aid and wider justice sector.

The full Committee meets at least 3 times each year (and at the conference). Meetings are held, in person, in London (other than when the Conference is outside of London) but there is always an option for Committee members to dial in or video conference at meetings.

LAPG will meet the reasonable travel and accommodation costs of committee members in respect of their work as committee members (provided that there are sufficient funds available to do so).

Committee Members will not be notified to Companies House as formal Directors (unless they are also members of the Board).

In order to avoid any claim that Committee members have been acting as Directors or de facto Directors, we will ensure that the work of the Board and Committee is clearly delineated. For this reason, members of the Committee are not expected to take part in any management or governance decisions and any advice that they offer which potentially impacts on a management or governance issue is ultimately a matter for the board and not for members of the committee operating in their capacity as committee members.

Members of the Committee must be able to make available sufficient time to properly perform their functions as Committee members.

Board & Committee Recruitment Procedures

LAPG Board Member Recruitment & Appointment Procedure

The LAPG Board of Directors (the Board) is responsible for the operation and governance at LAPG. It meets at least 6 times each year and all members must be registered at Companies House as Directors. The Board at LAPG must have between 3 and 12 members at any time.

All Board member recruitment will be conducted in accordance with the LAPG Articles of Association and this procedure. The Board at LAPG is committed to developing and maintaining a Board that is as inclusive as possible and which effectively represents the broad and diverse LAPG membership and the wider legal profession. The aim, therefore, is to bring together a diverse, informed body of individuals who can use their specific backgrounds, skills, experiences and perspectives to contribute to a healthy debate that leads to effective decision-making.

The Board at LAPG will identify when the recruitment of additional Board members is necessary. This will typically be where existing Board members have retired (causing vacancies) or where the Board identify a skills need or to reflect changes in LAPG's work or focus. The Board at LAPG will undertake periodic skills audits to evaluate Board skills.

Where a need for additional Board members is identified, the Board will, through LAPG staff, issue an advert to all LAPG members (and may also choose to advertise the post through appropriate publications). That advert will identify the specific skills being sought and the role of the Board member. All such processes will have a clear closing date.

Occasionally a skills audit might identify the need for a Board member with expertise not necessarily available from the wider LAPG membership (for instance expertise of an accountant or communications professional). If the Board considers this to be necessary, then they may co-opt such a person on to the Board, following this same recruitment procedure and subject to ratification by the membership at the subsequent AGM (notwithstanding that that Board member may not have been or be a full Member of LAPG). Such Board members will however not automatically also become members of the Advisory Committee as they may lack the legal and legal aid knowledge relevant to that Committee.

LAPG's CEO and / or Director of Strategy will be involved in all Board and Committee recruitment processes and administer the process for the Board. They will initially ask applicants to express an interest in the role and send a letter / email explaining their suitability and experience. If multiple suitable applications are received for the post then the Board may seek additional information from the applicants (by way of application form) and will then review, shortlist and interview against the criteria set. If a single application is received, then the Board (advised by the CEO and / or Director of Strategy) will consider the suitability of that application. In either case the applicant(s) may be asked to attend for interview.

Typically, a successful applicant may be invited to at least one Board meeting as an observer.

The successful applicant will then either be co-opted onto the Board pending the next AGM or will, if the AGM is before the next Board meeting, be put forward to the membership for election at the AGM. All appointments to the Board must be ratified, through election to the Board, by the LAPG members at the AGM.

Any Member of LAPG can also put themselves forward for Board membership at the AGM but only individuals who have been through this recruitment process will have the recommendation of the Board.

Board membership last 3 years (and can be renewed).

LAPG Advisory Committee Member Recruitment & Appointment Procedure

The LAPG Advisory Committee (the Committee) provides LAPG and its members with specialist knowledge and expertise on legal and legal aid issues. It has no management or governance role and its members are not Directors of LAPG. It operates as a subcommittee established and managed by the LAPG Board.

The Board at LAPG is committed to developing and maintaining a Committee that is as inclusive as possible and which effectively represents the broad and diverse LAPG membership and the wider legal profession. The aim, therefore, is to bring together a diverse, informed body of individuals who can use their specific backgrounds, skills, experiences and perspectives to contribute to a healthy debate that leads to effective decision-making. For this reason, the Board will ensure that membership of the Committee reflects, as far as is possible:

- Expertise in the areas of law covered by the legal aid scheme;
- Representatives from different sized firms;
- Representatives from non-profit legal aid providers;
- Representatives from firms across the England and Wales.

It will also ensure that those appointed to the Committee can:

- Provide expert input to resolve member enquiries;
- Contribute to formal consultations and research processes;
- Develop content for LAPG's training programme;
- Represent LAPG at external meetings, such as legal aid contract, policy or operational meetings with the LAA and MOJ;
- Provide content for LAPG Member Updates;
- Attend at APPG events and assistance with the APPG training programme;
- Act as ambassadors for LAPG at external events;
- Help to keep LAPG abreast of developments in the legal aid and wider justice sector.

The Committee at LAPG will include all current Board members (except Board members co-opted from outside of the LAPG Membership) and other appointees up to a maximum Committee membership of 30.

The Board at LAPG will identify when the recruitment of additional Committee members is necessary. This will typically be where existing Committee members have retired (causing vacancies) or where the Board identify a skills / representation need or to reflect changes in LAPG's work or focus. The Board at LAPG will undertake periodic skills audits to evaluate Committee members' skills and experience.

Where a need for additional Committee members is identified, the Board will, through LAPG staff, issue an advert to all LAPG members (and may also choose to advertise the post through appropriate publications). That advert will identify the specific skills being sought and the role of the Committee member. All such processes will have a clear closing date.

LAPG's CEO and / or Director of Strategy will be involved in all Board and Committee recruitment processes and administer the process for the Board. Applicants will be asked to express an interest in the role and send a letter / email explaining their suitability and experience. If multiple suitable applications are received for the post then the Board may seek additional information from the applicants (by way of application form) and will then review, shortlist and interview against the criteria set. If a single application is received, then the Board will consider the suitability of that application. In either case the applicant(s) may be asked to attend for interview.

Typically, a successful applicant will be invited to at least one Committee meeting as an observer.

The successful applicant will then either be appointed to the Committee by the Board. Committee membership last 3 years (and can be renewed).

The CEO

The Board has delegated the day-to-day management of LAPG to its CEO (who is an employee and appropriately skilled and experienced to undertake that task). The CEO's role is set out in the relevant job description and person specification but at its meeting on 9th September 2019, the Committee has implemented the following formal delegation to the CEO:

The CEO has, subject to the Board Authorisations set out below, the following specific authorities:

- To make all day to day operational decisions about the work of LAPG provided that those decisions are within the constraints of the agreed strategy and budgets (and any other limitations imposed by the Board from time to time);
- To recruit, manage, sanction and dismiss staff;
- To set objectives and targets;
- To enter into contracts and other similar arrangements;
- To represent LAPG publicly and to authorise the issue of press releases and other collateral materials;
- To authorise expenditure in accordance with the budget agreed by the Board;
- To instigate and develop new projects and initiatives (insofar as they are consistent with the strategy set by the Board);
- To apply for funding or to otherwise fundraise so as to achieve the strategy and budget approved by the Board;
- To organise and make all operational decisions in respect of the LAPG annual conference and the Legal Aid Lawyer of the Year Awards;
- To undertake all such other steps and activities as are necessary and appropriate for the effective management of LAPG.

The CEO must seek specific authority from the Board in respect of any decisions which:

- May have a material adverse impact on LAPG's reputation or profile;
- Where anticipated expenditure will cause the budget for that expenditure line to be exceeded by 10%;
- Where the outcome of the decision involves a risk of litigation, serious complaint or criminal proceedings;
- Where the decision involves the employment of any member of the senior management team;
- Where the CEO otherwise thinks it prudent to seek consent of the Board.

The CEO must seek approval from the Board in respect of any formal communications with Ministers (other than in respect of speaking invitations or other quasi social correspondence).

Approval of the Board should initially be discussed with the Chair(s) and / or Treasurer as appropriate and then with the full Board as appropriate.

The Board indemnifies the CEO in respect of any decisions taken in accordance with this delegation provided that those decisions were taken reasonably and with proper care and skill.

The Director of Strategy

The Director of Strategy has been appointed by the Board to be responsible for the strategic development of LAPG and its services and the operational support provided to members.

The Director of Strategy reports to the CEO and is responsible, along with the CEO, for

- **Strategy and Governance** (including developing and implementing LAPG's strategic plan and supporting the CEO in strategic, policy, and public relations work);
- **Income Generation and Membership Services** (including assisting the CEO to develop and implement the fundraising strategy arising from the strategic plan;
- **Public Relations (including** representing LAPG at external meetings, receptions, lectures, and other professional engagements as appropriate and, in conjunction with the CEO and Board, preparing news releases, articles and/or comment on matters of importance relating to the provision of legal aid services and access to justice issues);
- **Operation and project management** (including managing the delivery of the annual strategic plan and ensuring that projects are properly managed and are on target against funder and other requirements);

In the CEO's absence, the Director of Strategy will act as deputy CEO.

The Board Chair(s)

Each year, the Board will elect a Chair (or co-chairs). The role of the Chair(s) as set out in the Memorandum & Articles of Association is to chair the Board Meetings. However, the Board has decided to delegate a number of additional functions to the Chair(s) of LAPG. These functions are:

1. To chair any Executive Committee
2. To line manage the CEO (see below);
3. To approve, where sign off from the full Board is impractical, communications from LAPG where the CEO is seeking approval from the Board (i.e. letters to newspapers or to ministers etc.);
4. To represent LAPG on the Law Society Council, where a seat is available, for the views of the LAPG to be reflected ;
5. To Represent LAPG at public events (i.e. at conferences and awards ceremonies etc.).

The Chair(s) has no authority to otherwise make decisions which belong to the full Board.

The Chair(s) is likely to need to be able to commit at least 24 of days to LAPG each year (around 2 days each month).

A full job description for the Chair(s) of LAPG is set out at Appendix 3.

Where there are co-chairs, it is critical that the line management responsibility for the CEO is allocated to one of those co-chairs and that co-chair is solely responsible for all line management functions.

For the avoidance of doubt, where the CEO seeks approval for any decision, letter, communication or activity from the Chair(s), the decision of one co-chair is sufficient and will be binding on the other co-chair. There is no requirement for the CEO to obtain approval or authorisation from both co-chairs.

The Board Vice-Chair(s)

Each year, the Board may elect a Vice-Chair (or co-vice chairs). The role of the Vice-Chair(s) is to chair the Board Meetings when the Chair(s) are not present.

It is expected that the Vice-Chair will make themselves available for selection as Chair(s) when the Chair(s) retires / steps down from that role.

The Treasurer

Each year, the Board will elect a Treasurer(s). The role of the Treasurer(s) is to monitor LAPG's financial circumstances to ensure that it remains solvent and compliant with the relevant Company Law.

The Treasurer will ensure that LAPG has an annual balanced budget and cash flow forecast and that quarterly variance analysis is undertaken and reported to the Board.

The Treasurer must also approve the selection of accountants and auditors and ensure that annual accounts are produced, audited (if necessary) and appropriately filed with Companies House.

Financial Authorities

The CEO of LAPG may authorise any individual item of expenditure (or commitment to spend) up to £5,000, provided that it is consistent with the annual budget previously approved by the Board.

The Chair(s) and / or Treasurer may authorise any individual item of expenditure (or commitment to spend) up to £10,000, provided that it is consistent with the annual budget previously approved by the Board.

Any item of expenditure (or commitment to spend) over £10,000 must be approved by the Board (via its Chair where the urgency of the situation so demands).

The CEO has authority to apply for any funding that does not exceed £50,000. Any application for potential funding (grant etc.) in excess of £50,000 should be approved by the Board.

Board Meetings

Board meetings may be called by any member of the Board but will normally be arranged by the CEO.

Board meeting will ordinarily take place in London and last for 2 hours. Board members are expected to attend at as many Board meetings as is possible.

Where Board members cannot attend in person, endeavours will always be made to allow dial in / video conference access.

Board meetings will be chaired by the Chair (or one of the co-chairs) or by a vice-chair if no Chair(s) is present. In the absence of either a Chair or vice-chair the Board may elect a temporary chairperson solely for the purposes of conducting the meeting.

Papers for Board Meetings

Wherever possible, the agenda and other papers for a Board meeting will be circulated at least one week before that meeting and all Board members will be expected to have read those papers and have raised concerns / issues with the CEO or Chair(s) before the meeting.

Occasionally papers may have to be circulated late. Where this happens a brief outline of the contents may be given verbally at the meeting but otherwise all Board papers will be assumed to have been read before the meeting.

The papers for the full Board must contain a report on the activities and any decisions made by any sub-committee, including the Advisory Committee.

The Agenda for Board Meetings

Certain issues will be discussed at specified meetings during the year. In particular, the meeting immediately preceding the 1st of January in each year will be considered strategic planning and budget meeting and at that meeting the Board will be required to approve:

- The updated strategic plan;
- The budget;
- The risk register;
- Any updated policies and procedures (including any update to this Manual and to the LAPG Office Manual).

Minutes

The decisions taken and action points arising from every Board Meeting (and executive committee meeting) must be clearly minuted. Minutes of every such meeting should then be sent to the relevant Board Members for approval and thereafter stored (electronically) for at least 12 years.

Any agreed amendments to this Manual, to the LAPG office Manual, to any LAPG policies and procedures or to any of the delegations and authorities contained within this manual or elsewhere should also be recorded, by formal amendment of the relevant document.

Quorum

Quorum at Board meetings is 4 members (exclusive of the CEO or other staff of LAPG).

The General Role of the Board

It is generally the role of the Board to provide governance. Governance, in this regard, means:

- Ensuring that LAPG achieves (and stays within) its defined purposes;
- Ensuring that LAPG stays within the law and its legal obligations;
- Approving high-level strategy;
- Monitoring risk exposure;
- Approving plans and budgets;
- Approving fundraising strategy;
- Appointing and overseeing the Director;
- Monitoring performance as against the strategic plan and budgets etc.;
- Providing insight, wisdom, and judgement;
- Managing the governance process (i.e. the operation of the Board and its performance of its functions).

A full discussion of the role of a Board of non-executive Directors (such as the Board at LAPG) is set out at Appendix 5.



The Legal Aid Practitioners Group

Articles of Association

To be added when agreed and updated at Companies House

Appendix 2: Board Member Job Description

The Role

As a Board Member of LAPG you will be considered a non-executive director and will be registered formally as a Director with Companies House.

As a Director we need you to actively contribute to LAPG's work. This will include:

- Setting LAPG's strategy and objectives;
- Updating, as necessary, the LAPG Manifesto;
- Assisting LAPG to respond to engage with Government and respond to consultations and on other issues;
- Assisting with member queries;
- Assisting with the organisation and running of the LAPG Conference and LALY's;
- Providing sound, risk-based governance and leadership.

In undertaking this role you will need to

- constructively challenge and help develop proposals on strategy;
- scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- satisfy yourself as to the integrity of financial information and that financial controls on risk management are robust and defensible;

The Specific Duties

A director is required to comply with certain legal duties when acting as a director, and these duties are owed to the company. The duties are:

- To promote the long-term success of the company;
- To act within the company's constitution and powers, i.e. only do things the company is authorised to do, and that they, the directors, have power to do;
- To exercise independent judgement (i.e. not take instructions from a third party or, for that matter, a dominant executive director, on how to run the company);
- To exercise reasonable skill, care and diligence;
- To avoid conflicts of interest, i.e. any situation in which the director's interests do or may conflict, directly or indirectly, with the company's;
- Not to accept benefits from third parties that are offered because they are a director (or because they did, or omitted to do something as a director);
- To declare any direct or indirect personal interest in any proposed transaction or arrangement to be entered into by the company to other members of the Committee, either at a Committee meeting or in writing.

Skills

- Knowledge and understanding of the legal aid scheme and access to justice issues;
- Committed to LAPG's vision, mission and values and a way of working that demonstrates this. Able to communicate this enthusiasm to others.
- A good understanding and acceptance of the legal duties, liabilities and responsibilities of trustees / directors and clear on the difference between governance functions and management functions.
- Previous Board experience is desirable.
- Able to work well as part of a diverse team of trustees / directors.
- Strong environmental and strategic awareness and experience of high level strategy development.
- A good communicator with excellent leadership and interpersonal skills, able to both empower and challenge supportively.
- Well networked and willing to engage with contacts and/or fulfil an ambassadorial role for the benefit of LAPG and the profession generally.
- An understanding of the context in which LAPG works (and a willingness to learn more).
- Able and willing to devote the necessary time to the role.

Minimum Commitment

Board members are expected to contribute up to 12 working days each year (attending at meetings and responding to emails, member queries etc,) as well as attending at the LAPG annual conference (and pre-conference dinner) and the Legal Aid Lawyer of the Year Awards.

Appendix 3: Chair(s) Job Description

Purpose

To provide strategic leadership to LAPG in collaboration with the CEO and the Board. To inspire the Board, the Committee, the CEO and those within and outside of LAPG through the promotion of the LAPG's vision, mission and values.

Specific Responsibilities

- To undertake the duties of a Board member (see the Board Member role description)
- To Chair the Board in particular by:
 - Giving direction to policy and strategic decision making
 - Ensuring that the Board makes clear decisions on strategy, policy,
 - Financial stewardship and risk exposure
 - Monitoring the implementation of the Board decisions
 - Planning the annual cycle of meetings with the CEO
- To monitor the performance of the Board, its members, and the CEO.
- To develop the Board and to ensure that members are properly inducted and supported.
- To update and monitor the scheme of delegation to the CEO.
- On behalf of the Board to supervise and appraise the CEO and delegate to the CEO the management of LAPG.
- To represent LAPG when appropriate.

Person Specification

- A detailed knowledge of the legal aid scheme and of access to justice issues more generally;
- A commitment to the mission, aims and ethos of LAPG.
- A proven track record of leading an organisation in the public, voluntary or commercial sectors such as Owner, Partner, Chair, CEO or Director.
- A good understanding of the social, economic and political context in which LAPG works and a willingness to further develop this understanding.
- Able to effectively Chair a diverse Committee in governing a complex organisation and commitment to the importance of diversity as part of good governance.
- Understanding and ability to promote effective governance practices in the context of a registered UK company.
- Excellent networking with a record of achievement and willing to engage with contacts for the benefit of LAPG.
- Highly credible, a natural communicator and 'people person'. Able to inspire audiences (staff, members, supporters etc) with clear and compelling messages about LAPG.

- The ability and willingness to represent the organisation and to play an ambassadorial role with policy makers, supporters and others.
- The confidence and ability to provide support to Committee and to evaluate the performance of the Committee.
- The ability to provide supervision and guidance to the Director and to work collaboratively in developing and implementing the strategy and monitoring performance of LAPG.
- Independence of thought and judgement with a willingness to accept and promote democratically made decisions of the Committee irrespective of personal opinion.
- Time and enthusiasm to dedicate to the role of Chair. The commitment to prepare for and attend all Committee meetings plus other appropriate meetings and sub-committee meetings; to represent LAPG regularly; and to interact with the Director for supervisory meetings on a monthly basis and in between as required and to conduct their annual performance review.

Term of Office

The Chair will normally hold office for a term of three years.

The Chair is accountable to the Board.

Appendix 4: Treasurer Job Description

The role

To assist with the governance of LAPG and to maintain oversight of its financial affairs on behalf of the Board. To provide guidance to the Board and CEO on financial stewardship of LAPG in line with the strategic aims.

Specific Responsibilities

- To oversee compliance with statutory requirements relating to the accounts of a company limited by guarantee before these are presented to the Board.
- To oversee the presentation and content of budgets, management accounts and long-term forecasts to ensure these are appropriate to a company.
- To be a sounding board for the CEO and to work in partnership with her.
- To draw any major financial concerns to the attention of the Board and CEO.
- To support the review of the reserves and risk management policies.
- To meet with the external auditor as appropriate
- To present the accounts to the Annual General Meeting and draw attention to the important points.

Term of Office

The Treasurer will normally hold office for a term of three years.

The Treasurer is accountable to the Board.

Specific skills required for Treasurer

- Experience of financial management in an organisation at senior level;
- Experience of overseeing risk management – preferably in a not for profit organisation;
- Understanding of the management and legal requirements of a UK registered company;
- Experience of managing complex grant funding agreements, contracts and contractual liability
- Prepared to make difficult and demanding recommendations to the Committee
- Good coaching and mentoring skills to support the Director.

Appendix 5: The Role of a Non-executive Director

LAPG is a Company Limited by Guarantee and therefore the Board members are Directors (or de facto directors) and not charitable trustees and therefore their functions are governed by the Companies Acts 2006 and 2013. As such their role is most akin to that of non-executive directors (NED). This is because they are not employed by LAPG in an executive capacity.

There is guidance a-plenty about the role and responsibilities of NEDs but the authoritative guidance on corporate governance is the UK Corporate Governance Code¹ and whilst this largely applies to listed companies, it does discuss the role of NED's. The Code suggests that NEDs:

- Should constructively challenge and help develop proposals on strategy;
- Should scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- Should satisfy themselves as to the integrity of financial information and that financial controls on risk management are robust and defensible;
- Are responsible for determining appropriate levels of remuneration for executive director(s) and have prime roles in appointing – and where necessary removing – executive director(s) and in succession planning.

Generally, a director is required to comply with certain legal duties when acting as a director, and these duties are owed to the company. Statutory directors' duties were introduced under the Companies Act 2006. The duties are:

- To promote the long-term success of the company;
- To act within the company's constitution and powers, i.e. only do things the company is authorised to do, and that they, the directors, have power to do;
- To exercise independent judgement (i.e. not take instructions from a third party or, for that matter, a dominant executive director, on how to run the company);
- To exercise reasonable skill, care and diligence;
- To avoid conflicts of interest, i.e. any situation in which the director's interests do or may conflict, directly or indirectly, with the company's;
- Not to accept benefits from third parties that are offered because they are a director (or because they did, or omitted to do something as a director);
- To declare any direct or indirect personal interest in any proposed transaction or arrangement to be entered into by the company to other members of the Committee, either at a Committee meeting or in writing.

The Companies Act also specifies a (non-exhaustive) list of factors the directors must take into account in order to show that they are promoting the success of the company, including:

¹ See <https://www.frc.org.uk/Our-Work/Publications/Corporate-Governance/UK-Corporate-Governance-Code-April-2016.pdf>

- The likely consequences of any decision in the long term;
- The interests of the company's employees;
- The need to foster the company's business relationships with suppliers, customers and others;
- The impact of the company's operations on the community and the environment;
- The desirability of the company maintaining a reputation for high standards of conduct;
- The need to act fairly.

Directors should also consider whether, given their company's circumstances, additional or alternative factors should also be considered. In deciding which factors to take into account, the weight to be given to each, and the actions they should take in consequence, the directors must exercise **due skill, care and diligence**.

The fiduciary duty

The courts have always regarded directors as being “fiduciaries”. A fiduciary is someone who undertakes an act for or on behalf of another person and in circumstances that give rise to a relationship of trust and confidence.

Accordingly, a director is subject to similar obligations, derived from the relationship of trust and confidence, as those that are imposed on trustees and professional advisers.

Importantly, they are required to act in good faith in the best interests of the company and must not abuse the trust and confidence placed in them.

The duty of skill and care

The duty of skill and care evolved from the basic fiduciary duty and seeks to address the particular implications of the director's position where the members entrust to the directors the responsibility for running the company. The standards expected of directors are relatively modest and concentrate mainly on whether the director concerned has lived up to the standards that may be expected by reference to his or her own background and experience. This situation has, however, been changing in recent years and the Act gives a further boost to the trend towards the expectation of higher standards of skill and care.

The duty to act within their powers (section 171 CA 2006)

Section 171 of the Companies Act requires that a director must:

- act in accordance with the company's constitution; and
- only exercise powers for the purposes for which they are conferred.

Section 171(a) requires a company's directors to follow all the directions as to how the company's affairs should be organised and administered that are set down in the company's

constitution also to comply with any limitations laid down in the constitution on what activities a company may validly engage in.

The company's constitution includes not only the company's articles of association but any relevant resolutions and agreements passed by the company.

Strategic Planning

The development of new policy is typically delegated to senior staff but oversight and approval of the strategy falls to the Board.

The Board should safeguard the interests of LAPG (and its members) and, having agreed a strategy, should monitor progress of that strategy and ensure that the objectives are met.

The Board and management team must continue to consider how strategy is created and how strategic objectives are agreed and approved. The Board must then ensure that there is a budget, fundraising strategy and operational plans that underpin the achievement of that strategy (and those strategic objectives) and that the structure of LAPG is appropriate for that purpose. Further the Board should ensure that the risks associated with that strategy are identified, managed and, where necessary, mitigated.

Having a clear strategy and sense of defined goals or objectives, a clear sense of direction, is the starting point and it underpins everything else. There needs to be a plan against which organisational strategy can be agreed and against which budgets can be set and progress can be measured.

An effective Board puts in place a process for agreeing such a plan and for measuring progress against it.

Financial Management & Scrutiny

Robust financial management is a principal function of any Board. For this to happen the Board must be presented with robust and accurate financial information. As importantly, an effective Board must understand and challenge the assumptions and contingencies that sit behind that financial information – it must scratch beneath the surface.

An effective Board ensures that there are key performance indicators which need to be met if financial projections are to be realised and, as importantly the Board needs to know at which points, if those projections are not to be met, decisions will need to be taken on strategic and structural issues (the “what ifs”).

This means that when the Board is presented with a budget or other financial accounting information, the Board must properly challenge any assumption and estimates made and be confident that they fully understand the figures and be confident that the projections and assumptions are accurate. They must also consider the contingencies. As part of this process quarterly re-forecasting is presented to the Board by the executive director and the senior management team.

Risk Management & Legal Compliance

It is absolutely the role of the Board to ensure that LAPG (and its staff insofar as they are working for and representing LAPG) complies with its legal, ethical and moral obligations.

Managing risk should be at the heart of the Board's functions, but not exclusively through the annual exercise of reviewing and approving the risk register. An effective Board needs to challenge the senior management team to identify and manage all the key risks associated with achieving each of the agreed strategic objectives (along with all of the resource necessary to achieve those objectives and manage those risks).

The Board therefore need to put risk management front and centre in their meetings and ensure that where risks arise or are likely to arise (i.e. projects being dependent on raising funding that may not materialise or the risk that failure to meet fundraising targets may lead to a deficit budget) that those risks are identified, tracked and managed.

Recruitment of Board Members

An effective Board regularly considers whether, in its next round of recruitment of members, it should target any specific skills, experience or characteristics that might be missing from the Board as it is currently constituted (or which are reflected on the Board but perhaps by only 1 person) so as to ensure that the Board is adequately skilled and diverse.

The Board needs to consider how it can help LAPG achieve its aims and whether new Board members should be targeted for their skills, diversity, profile or networks to ensure that LAPG's reach and influence can continue to grow.

Each of these key requirements, skills, profile, diversity and networks, should be considered for the next round of recruitment.

Contingency Planning

Lastly an effective Board considers what the future looks like and, in particular, what that future may look like if the current funding targets are not met. Are there plan Bs and plan Cs? If not, should there be? Are there plans that need to be in place so that succession of Board members or office holders is planned and smooth?