

**Meeting of the Board of Directors of CILEx Regulation Ltd on**

**Friday 16 May 2025**

**The Arden Hotel Waterside LLP, 44 Waterside, Stratford-upon-Avon,  
Warwickshire, CV37 6BA**

**Becky McKune, Executive Assistant**  
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**John Barwick**  
**Chief Executive Officer**

**AGENDA**

09:00 – 9.15				
Private Discussion				
09.15				
Session 1 – Public Session				
ITEM No.	ITEM/ PAPER	ACTION	LEAD	TIME
WELCOME & INTRODUCTIONS				
1.	Apologies			9.15am
2.	Declarations of interest	N	Chair	
3.	Minutes of previous meetings and Action Log <ul style="list-style-type: none"> <li>03.01 Minutes – 15 April 2025 (page 3)</li> <li>03.02 Action Log (page 9)</li> </ul>	A	Chair	
4.	Chair's update (oral report)	N	Chair	9.20am
5.	Annual review of governance framework including IGR compliance (page 11) <ul style="list-style-type: none"> <li>05.01 Matters reserved to the Board May 2025 (page 14)</li> <li>05.02 Draft amended Standing Orders May 2025 (page 16)</li> </ul>	A	DoR	9.30am
6.	Annual Cycle of Business (page 28)	N	ALL	9.35am
7.	AOB	D	ALL	9.40am
Session 2 – Private Session				
8.	Response to Legal Services Board Statement of Policy consultation - The role of regulators in strengthening professional ethics among lawyers in England and Wales (page 29)	D/A	CEO	9.45am

	<ul style="list-style-type: none"> <li>08.01 PERL Consultation Document February 2025 (page 36)</li> </ul>			
<b>BREAK 10.10 – 10.30</b>				
<b>9.</b>	<b>Finance Update (page 81)</b> <ul style="list-style-type: none"> <li>09.01 CRL Draft Accounts 2024 – Not for Publication (page 88)</li> <li>09.02 CRL Key Issues Memorandum 2024 - Not for Publication (page 111)</li> <li>09.03 March 2025 Management Accounts Not for Publication (page 123)</li> </ul>	A	<b>FM</b>	<b>10.30am</b>
<b>10.</b>	<b>2025-2026 Resourcing strategy (page 135)</b>	A	<b>CEO</b>	<b>11.00am</b>
<b>11.</b>	<b>2026 Draft Budget and PCF Modelling (page 138)</b> <ul style="list-style-type: none"> <li>11.01 2026 Draft PCF Budget – Not for publication (page 155)</li> </ul>	A	<b>FM</b>	<b>11.15am</b>
<b>Lunch 12.45 Departure</b>				

### Key to Actions

**A = Approval;**  
**D = Discussion;**  
**N = Noting**

Extract Governance Transparency Policy:

The Board may consider it justifiable for all or part of papers and minutes to be excluded from publication on grounds that they:

- are commercially sensitive;
- include legal or other professional advice on sensitive or confidential matters;
- involve matters concerning a named individual, an individual who can be identified or who has a reasonable expectation that the matter will remain confidential;
- contain personal data;
- include discussion of risk that might be exacerbated by publication;
- relate to emerging strategy or policy.

### Schedule of Future Meetings & Telecons

Date	Name of Board meeting	Timings
17/06/2025	Board Teleconference	13:00-14:00
15/07/2025	CRL Full Board	09:30-16:00
17/09/2025	CRL Full Board	09:30-16:00
6/11/2025	Board Teleconference	13:00-14:00
9/12/2025	CRL Full Board	09:30-16:00

**MINUTES OF THE MEETING OF  
THE BOARD OF DIRECTORS OF CILEx REGULATION LIMITED (CRL)  
HELD ON 15 APRIL 2025**

**Present:**

Jonathan Rees (Chair), Helen Astle, Alice Belcher, Douglas Blackstock and Patricia White

**In attendance (CILEx Regulation):**

John Barwick, Chief Executive Officer

Simon Blandy, Director of Regulation

Becky McKlune, Executive Assistant and Business Support Manager

Note: the formal meeting had been preceded by a private Board discussion.

**1 Welcome and Apologies**

The Chair opened the meeting and welcomed everyone. All Board Members were present.

**2 Declarations of Interests**

None.

**3 Minutes of previous meetings**

The Board received and **APPROVED** as a correct record the minutes of the meeting on 11 February 2025.

The Board reviewed the Action Log and noted that all outstanding actions had been picked up on this agenda.

**4 Chair's Update**

The Chair provided an update to the Board on the following matters:

- The recruitment of the Lay Non-Executive Director Board member and Strategic Risk Committee had gone line with Starfish Search. The roles will also be advertised in the Sunday Times. Final interviews are scheduled for 26 June 2025.
- CRL Chair and CEO attended an All Chairs meeting of the Regulators convened by the Legal Services Board in early April. The meeting was productive and discussed: professional ethics, how efficient regulation can encourage economic growth and horizon scanning.

- Meeting with CILEX Chair and CEO at the end February was positive and centred on working together on issues of mutual interest including EDI and Practice Rights.

## **5 Chief Executive's Report**

The Board considered the Chief Executive's report, which had been circulated within the Board pack and updated the Board on key activities across the organisation over the last few months.

The Board reviewed the information on the key strategic and performance activities, which included the review of the Corporate Plan Deliverables Progress Report (which was noted as being on schedule), the Strategic Risk Registers, the 2023 Regulatory Performance Assessment Report Action Plan and the 2024 Regulatory Performance Assessment Report (RPA).

The Board noted the positive comments in the 2024 RPA report, particularly in relation to the 'Well-led' standard, and agreed for an Action Plan to be considered at the May Strategy meeting. The Board also considered the LSB's comments on developing a sustainable Compensation Fund and reflected on whether there was more that could be done to improve access to Personal Indemnity Insurance as this is currently a barrier to new entrants to the market

Further updates were provided as follows:

- LSB had written to all regulators to seek their views on how legal services regulation can continue to look for opportunities to enable economic growth.
- CRL's approach to risk management, including the Strategic Risk Registers were shared the Strategic Risk Committee (SRC) at its meeting on 5 March 2025. The SRC welcomed CRL's approach to Risk.
- In response to the RPA report and LSB's clear expectations, the Board agreed to commission an external evaluation of Board effectiveness, with a report in the Autumn.
- On staffing, the Board noted the staff changes and ongoing recruitment work. The positive progress to ensuring the completion of the Annual appraisal process throughout the organisation was welcome.
- Information from CILEX on the performance of investments was still not forthcoming, despite numerous requests, and the undertaking to transfer Reserves had not been fulfilled almost 12 months on from CILEX's commitment to do so.

The Board reaffirmed its commitment to working as openly as possible with the regulated community, consumers and other stakeholders. Board papers were published at least a week before meetings and questions and comments were invited in advance. A webinar for the regulated entities would be held sometime during September.

The Board welcomed the report and **NOTED** the updates provided.

## **6. Risk Appetite Statement**

The CEO presented a proposed updated Risk Appetite Statement. This included a proposed revision to the Compliance risk appetite and an update on the work undertaken since the last meeting. The Board discussed and noted that:

- The Strategic Risk Committee (SRC) were asked to review and comment on the CRL risk strategy approach and the current risk appetite statement at its meeting in March 2025.
- The SRC broadly welcomed the current approach to risk management and suggested revisions to the Compliance and Financial risk categorisations which were detailed in the paper.

The Board **APPROVED** the proposed revision of the appetite statement for Compliance and Financial risk to “minimal”. The Board also requested that the description of the 'Financial' risk area be amended to include access to reserves, reflecting the current situation with CILEX not being in a position to transfer the contingent reserves.

## **7. Director of Regulation Report**

The Director of Regulation provided an update on the work of his Directorate undertaken since the last meeting. This included the work of:

- Practitioner Team,
- Entity Team, and
- Enforcement Team.

This was contained within a comprehensive report circulated within the agenda papers.

Of particular note from the paper:

- Recruitment for a replacement PAS Manager is underway together with recruitment for the new post Anti Money Laundering Officer.

- Recent new joiners to the Enforcement Team have settled in well and cases are being reallocated across the team.
- Foreign Lawyer application process is currently under review by Director of Regulation. This includes liaison with the Home Office and Immigration Advice Authority to discuss risks associated with immigration work and immigration practice rights.
- Follow up questions had been received from OPBAS following the recent audit. The final report is expected in mid-June.
- Informed by the recent adjournment of a Disciplinary Tribunal, the Board discussed the Disciplinary Tribunal process and suitability of CRL's enforcement procedures. It was agreed to have a further discussion when the Chairs of the Disciplinary Tribunal attend the September 2025 Board meeting.

The Board **NOTED** the report.

## **8. Application and Assessor Fee Proposal**

The Director of Regulation's paper set out the context of the Fee Proposal.

It was noted that the fees paid to Assessors had not been reviewed for some time and that assessment routes and requirements had changed substantially with the introduction of new qualification routes. The Board noted the staggered approach being proposed which would see the fees paid to Assessors increasing from 1 May 2025 and the fees charged to applicants increasing from 1 July 2025 to allow for appropriate communication.

The Board welcomed the review and **APPROVED** the Fee Proposal changes to take place in May 2025 and July 2025 as outlined in the paper.

## **9. Director of Governance Report**

In the absence of a current Director of Governance, the Director of Regulation provided an update on the work undertaken by the governance teams and since the last Board meeting, referring to the paper that had been circulated with the agenda pack.

The Board noted the current consultation on standalone litigation practice rights which closes on 21 May 2025. The CEO confirmed a report will be submitted to the Board in July 2025 before a regulatory change application to the LSB is considered.

The Board noted the discussions with multiple training providers and had a full debate of the changing education and training landscape and CRL's role in supporting growth and access to the CILEX route by ensuring CRL's processes are efficient whilst

maintaining their rigour. The Chair suggested that a training provider mapping exercise would be helpful together with looking at developing an Education strategy, with reports to be submitted to the Board later in the year.

The Board **NOTED** the report.

**10. Annual Cycle of Business**

The Board **NOTED** the annual cycle of business without comment.

**11. Any Other Business**

None.

**12. Financial Update**

**This minute is not for publication on the basis it contains commercially sensitive information.**

**CILEx Regulation Board**  
ACTION LOG (last updated 2 April 2025)

No.	Meeting	Agenda / Paper	Action	Lead	Status / RAG
70/23	16.11.23	8 - Strategy	CEO to agree a roundtable meeting to consider CRL's stance on unreserved activities/unregulated activities so that CRL could contribute thoughtfully and effectively to a wider debate in the sector.	RH	Completed. Roundtable held on 26 February 2025.
4	14.11.24	Chair Update	An invitation had been extended to the PCP for attending a meeting of the Board in 2025 (date tbc).	RH	Chair of ALC to attend July 2025 Board DT/PCP Chairs to be invited to attend September 2025 Board SRC Chair to be invited to attend December 2025 Board
5	14.11.24	CEO Report	Development of the Corporate Plan	ET	Completed. Corporate Plan 2025 published 8 January 2025
5.	14.11.24	CEO Report	The Axion Ince report to be studied and reviewed to extract the learning from the SRA's failings and regulatory improvements that could be applied within the context of CRL's own regulated firms	SB	Completed. Action Plan agreed at Board Meeting on 11 February 2025.
10.	14.11.24	Cycle of Meetings	Tom Hayhoe, Chair of the LSCP, to be invited to attend the February meeting of the Board.	RH	Completed. Chair of LSCP attended Board Meeting on 11 February 2025



10.	14.11.24	Cycle of Meetings	To be reviewed and agreed	RH	Completed Annual Cycle of Business agreed at Board Meeting on 11 February 2025
8.	11.02.25	Review of Axiom Ince report and actions	Revisit Axion Ince action plan once LSB enforcement actions confirmed.	SB	Awaiting details of LSB enforcement action
9.	16.04.25	Fee Increases May & July 2025	Assessor Fee increases WEF May 2025 and Application Fee increases WEF July 2025	GM/SB	Increased Assessor Fee codes have been created in Sage (PAS Manager has confirmed increase with Assessors); and Application Fee increase comms initiated

RED: CONCERN/INABILITY TO COMPLETE ACTION

AMBER: IN PROGRESS

GREEN: ACTION COMPLETE (remove to Closed Board action log)

<b>Date</b>	<b>16 May 2025</b>
<b>Item</b>	<b>05.00</b>
<b>Title</b>	<b>Annual Review of Governance Framework</b>
<b>Author</b>	<b>Simon Blandy, Director of Regulation</b>
<b>Purpose</b>	This paper reviews key governance documents and processes to ensure that they remain fit for purpose and meet best practice
<b>Recommendation</b>	The Board is asked to <b>NOTE</b> the report and <b>CONSIDER</b> and <b>AGREE</b> the governance changes proposed and any others required in light of the report and the Board's discussions at its strategy session on 15 May 2025.
<b>Timing</b>	As set out in the paper, as required
<b>Impact assessment</b>	Set out below
<b>Impact on Regulatory Objectives</b>	The assurance provided by this report has a positive impact on the following regulatory objectives: <ul style="list-style-type: none"> <li>- Public interest</li> <li>- Consumer interest</li> <li>- Access to Justice</li> <li>- Rule of Law</li> <li>- Professional Principles</li> </ul>
<b>Implications for resources</b>	No additional resource implications.
<b>Impact on consumer empowerment</b>	The regular review of governance arrangements assist in the promotion of consumer empowerment.
<b>Impact on ongoing competence</b>	N/A
<b>For publication</b>	Yes
<b>Appendices</b>	<b>05.01</b> Draft amended Schedule of matters reserved to the Board <b>05.02</b> Draft amended Standing Orders

## Background

- It is a good governance measure to review at regular intervals key governance documents to ensure they remain fit for purpose and reflect best practice. These documents were last reviewed and updated by the Board on 17 May 2024.
- The following governance documents were reviewed:
  - [Board member Code of Conduct](#)
  - [Schedule of matters reserved to the Board](#)
  - [Standing Orders](#)
  - [Governance Transparency Policy](#)
  - [Board, committee and panel periods of appointment](#)
  - [Expenses Policy](#) (all non-executive roles)
  - [Board member Appraisal Arrangements](#)
  - [IGR Dispute Resolution Annex](#)

**Governance review**

3. This review helps achieve the transparency and public accountability element of the consumer objective and underpins CRL's performance in accordance with the LSB's regulatory performance framework, particularly the Well-led standards.
4. Other than as set out at paragraph 6 below, no significant governance matters have arisen during the year. However, the Board may wish to take into account, when agreeing any improvements or learning, the LSB's 2025 [regulatory performance assessment](#) which assessed CRL as providing partial assurance that it was meeting the Well-led standard.
5. Issues discussed at the Board's strategy session on 15 May 2025 may also inform the review of the governance framework.

**Governance documents review**

6. The following amendments are proposed:
  - a. **05.01** Draft amended Schedule of matters reserved to the Board
    - insertion at 5.4 specifying the classes of documents requiring Board approval prior to publication
  - b. **05.02** Draft amended Standing Orders
    - i. Amendment to 54(d):
      - to make it clear that requirements concerning terms of office apply to the Chair as well as to individual Board members, and
      - to permit the Board in exceptional circumstances to shorten (as well as extend) any term of office by up to a year.
    - ii. Amendment to 55(a):
      - To update the current requirements which are more reflective of a time when the norm was to rely on newspaper advertising for placing senior roles.

**Governance matters that have arisen in the year**

8. The Board's Effectiveness Review is being discussed in the Strategy Session on 15 May 2025.

**Recommendation**

9. The Board is asked to **CONSIDER** and **AGREE** the governance changes proposed and any others required in light of the report and the Board's discussions at its strategy session on 15 May 2025.

**Impact Assessment:**

<b>Public/Consumer</b>	
Consumer	Regular review of the Governance Framework demonstrates sound governance in the interests of consumers
Public interest	Regular review of the Governance Framework demonstrates sound governance in the public interest
Access to Justice	Regular review of the Governance Framework demonstrates sound governance and promotes access to justice
Public Legal Education	No direct impact
<b>Other Regulatory Objectives</b>	
Rule of Law	Regular review of the Governance Framework demonstrates sound governance and supports the constitutional principle of the rule of law
Competition	No direct impact
Professional principles	Regular review of the Governance Framework demonstrates sound governance and assists in promoting and maintaining adherence to the professional principles within the profession
<b>Other issues</b>	
Environment	No direct impact
<b>Regulated Community</b>	
Cost of Regulation	No direct impact – good governance underpins good control of regulatory cost
Equality and Diversity	Promoting Equality, Diversity and Inclusion has been incorporated as a key element of governance
<b>Us</b>	
Reputation/Brand	Sound and transparent governance arrangements enhance our brand and reputation
Resources:	No direct impact
Operations:	No direct impact
Risk:	Continuous review and improvement of our governance arrangements mitigates the risk that we are unable to carry out our regulatory functions to the standards we, consumers, the profession and other stakeholders reasonably expect
Finance:	No direct impact
Legal:	No direct impact
IT:	No direct impact

## Schedule of Matters reserved to the Board

### CILEx Regulation Ltd Scheme of Reservation and Delegation

The Board has decided that certain decisions may only be exercised by the Board in formal session, except where emergency or urgent decisions are needed. The governance for emergency decision-making is set out in the Standing Orders. These matters reserved to the Board are set out below.

All matters not expressly reserved to the Board in this Scheme of Reservation are delegated to the Chief Executive.

### Matters reserved to the Board

1. Strategy and Finance	
1.1	Overall responsibility for CILEx Regulation, ensuring compliance with the objects of the Company.
1.2	Approval of CILEx Regulation's mission, long term objectives and strategies.
1.3	Approve or amend budgets, including decisions on allocation of budget between individual programmes, operating costs and any central contingency in the light of guidance from the Chief Executive as to available resources.
1.4	Approve Protocols and methods of working with CILEX.
1.5	Any decision, which substantively alters a strategy or policy formally agreed by the Board.
1.6	Strategic decisions when costs exposure in all current litigation totals £30,000, and strategic decisions in individual cases when costs in a case reach £20,000 and; thereafter, in either circumstance, as exposure to costs increase by £20,000.
1.7	Approval of the group's CILEx Regulation's risk management arrangements, including approval of the Corporate Risk Register and the risk framework remit of the Strategic Risk Committee
1.8	Receiving reports on and reviewing the effectiveness of the risk management processes.
1.9	Decisions on the allocation of unforeseen income to a particular budget.
1.10	Review of performance in the light of the agreed strategy, objectives, business plans and budgets and ensuring that any corrective action is taken
1.11	Approval of a comprehensive system of internal control, including budgetary controls, that underpin the effective, efficient and economic operation of the organisation.
2. Governance, Regulations and control	
2.1	Making recommendations to CILEX to change/amend the Company's objects, M&As etc.
2.2	Approval or amendment of standing orders and the Scheme of Reservation and Delegation.
2.3	Referral of strategic or regulatory policy matters or issues to the Legal Services Board.
2.3	Decisions on the creation, changes, maintenance, terms of reference, leadership and membership of board committees.
2.4	Receive reports from board committees and ratify/reject any recommendations.
2.5	Decisions to grant, or vary, power, role, responsibilities and authority levels to the Chief Executive; and in doing so specify by implication the ones that the Board reserves to itself.
2.6	Establish, review, amend and approve key organisational policies. Key organisational policy areas are Finance, Governance, Equality, Diversity and Inclusion, counter-fraud and security, Enforcement or Education policies. Policy approval is delegated to the Chief Executive for the following policy areas: HR, customer service, Business Continuity, Health & Safety, complaints, communications, Information Governance and facilities. Any policy areas not specifically reserved to the Board are delegated to the Executive.
2.7	Approve arrangements for joint working with CILEX covered by the Legal Services Board's Internal Governance Rules
2.8	Approve proposals for action on litigation against or on behalf of CILEx Regulation (except pursuing debtors).
3. Appointments	
3.1	Approve the appointment and removal processes for Board Members, Committee members, Panellists, the Chief Executive or Executive Directors and succession-planning.
3.2	Agree procedures for the effective evaluation of the Board and of individual Board Members.
3.3	Decisions to appoint or remove the external auditors and to determine their remuneration.
3.4	Approve the remuneration for Board members, Committee members, Panellists, Chief Executive and Executive Directors (with the exception of annual inflationary increases for all staff which equally apply to the CEO and Directors without needing Board approval).

## 05.01 Matters reserved to the Board DRAFT

3.5	Delegated to the Chief Executive: Approve terms and conditions of employment for all employees of CRL including, pensions, remuneration, fees and travelling or other allowances payable to employees and to other persons providing services to the organisation, bar Board members. This includes the decision on the annual inflationary for all staff wages (including the CEO and Directors).
3.6	Delegate to the Chair the decision to convene an Appointments and Remuneration Committee and the membership of the Appointments and Remuneration Committee.
<b>4. Contracts and Transactions</b>	
4.1	Decisions to enter into any contracts of a gross value of more than £50,000, as a single item of expenditure or over the lifetime of the contract, subject to the Chief Executive's advice.
4.2	Significant decisions relating to any transaction in which a Board member, Chief Executive or Executive Director has a direct or indirect material interest.
4.3	Any matter where a Board Member, Chief Executive or Executive Director's personal interest might conflict with his, or her, duty to the CILEx Regulation, e.g. procurement issues.
4.4	Delegated to the Chief Executive: Approval of the organisation's contracts for corporate support services such as HR and Finance.
<b>5. Disclosure</b>	
5.1	The approval of the Annual Report and Accounts.
5.2	Approval of the Publication Scheme and Transparency policy.
5.3	PR Policy and decisions around image.
<b>5.4</b>	<b>The approval for publication consultation papers, consultation responses and EDI reports.</b>
<b>6. Education</b>	
6.1	To approve new qualifications, their components and associated assessment methodology.
6.2	To approve any substantive changes to qualifications, their components and associated assessment methodology.
6.3	To approve qualification and experience criteria proposed for admission to any new regulated membership grade.
6.4	To approve experience criteria for admission to regulated membership grades.
6.5	To approve the policy for granting exemption from units or qualifications awarded by CILEX.
6.6	To approve the policy for accrediting, monitoring and withdrawing accreditation from centres providing courses for CILEX qualifications.
6.7	To approve CPD regulations and requirements for CILEX members, arrangements for monitoring compliance by members and recognised CPD activities.
6.8	To approve educational standards.

Approved: by the Board on 12 February 2009

Last reviewed: 16~~7~~ May 202~~5~~**4**

**Standing Orders**

The standing orders, together with the organisation's scheme of reservation and delegation, Board code of conduct, Committees and Panels structure and periods of appointment, governance transparency policy, protocols with CILEX and policies, provide a governance and procedural framework within which the organisation discharges its business. They set out:

- a) the arrangements for conducting the business of CILEx Regulation;
- b) the appointment of Board members and Executive Officers;
- c) the procedure to be followed at meetings of CILEx Regulation's Board and any committees or sub-committees of the Board;
- d) the process to reserve and delegate powers;
- e) the declaration of interests and standards of conduct;
- f) CILEx Regulation's transparency commitments;
- g) Arrangements for working with CILEX that are compliant with the Internal Governance Rules.

**Board meetings**

1. Board meetings are held at regular intervals either in person or remotely at the time and (if appropriate) place determined by the Board.
2. A calendar of Board and committee meetings will be drafted before each calendar year for the following year's business, for approval each autumn.
3. Additional meetings may be held either in person or remotely at the time and (if appropriate) place determined by the Board.

4. At each meeting of the Board the minutes of the last meeting shall, if available, be taken as an agenda item and, if agreed to be accurate, signed as a true record by the Chair of the meeting. Minutes of the previous meeting will always be taken as an agenda item at scheduled meetings of the Board.
5. The agenda and papers for each meeting will normally be despatched to Board Members no later than six calendar days before the meeting. Late papers shall be sent only in exceptional circumstances, and shall be considered only with the consent of the Chair.
6. At a meeting, the Chair shall preside. If the Chair is absent, the members in attendance shall choose one of their number to preside for that meeting as set out below (24). The decision of the Chair on questions of order, relevancy and regularity and their interpretation of governance documents at the meeting shall be final.

**Power to call meetings**

7. Any meeting of all the Board members can declare itself a Board meeting. However, the Board will aim to hold Board meetings that are open to the public with notice in advance where possible, in line with the Governance Transparency Policy. Any quorate group of Board members may call for a Board meeting. However, other than in exceptional circumstances, Board members will request additional meetings of the Board at any time through the Chair. The Chair and Secretariat will use best endeavours to arrange, within ten working days of such a request, a quorate meeting that the maximum possible number of Board members can attend.

**Notice of meeting**

8. Once a meeting has been scheduled, a notice of the meeting, specifying the business proposed to be transacted, shall be delivered to every Board member, or sent by post to the usual place of residence of each Board member or to such other address as may be specified by the Board member. This notice will be available to Board members at least six clear days before the meeting; or if the meeting is called at short notice, then as early as possible before the meeting. Except in exceptional circumstances, at least 48 hours of notice must be given of a meeting.



9. An accidental omission to serve such notice on any Board member shall not affect the validity of the meeting.

**Quorum for meetings**

10. The memorandum and articles of association of CILEx Regulation Ltd identify that a quorum is two Board members. Other than in exceptional circumstances to be agreed by the Chair, the Chief Executive should ensure that a minimum of three Board members are present at each meeting, with at least one of these being an independent member and one a professional member. There must always be a lay majority (including the chair) when the Board makes any formal decisions.
11. Where a meeting is to be held in person, Board members are expected to make best efforts to be physically present, but the Chair may agree to a Board member attending remotely if the request is made in advance. For the avoidance of doubt, a Board member attending remotely constitutes attendance at the meeting, and, therefore, counts towards the quorum.
12. The rules on the quorum apply throughout the meeting, for example when the numbers present change as a result of Board Members arriving late, leaving early or declaring an interest. The Secretary shall keep a note of attendance, including any changes, which take place during the meeting. If a meeting is at risk of becoming inquorate, the Secretary shall immediately inform the Chair.
13. Whilst it is possible for an inquorate meeting to continue in respect of items purely for discussion, it does not constitute a meeting of the Board and no business decisions can be taken by an inquorate meeting. Specifically, Board members cannot, when inquorate, exercise statutory discretion. Nor do the opinions expressed or conclusions reached, by an inquorate meeting, constitute those of the Board.
14. If it is not possible to have a quorate meeting because a Board member is not available for a significant and sustained period of time, an alternate may be co-opted to fulfil that role.
15. For the avoidance of doubt, co-opting is only available for exceptional situations where quoracy is not possible. For example, where there is a vacant post combined with the long-term sickness of another member. It is not envisaged for short-term absence or expediency.

16. The selection of a co-opted member requires the agreement of all available Board members. The co-opted member ceases to act as soon as the substantive post-holder is available to take up or resume their duties.

### **Regular participants**

17. The Board may invite specified individuals to be participants at its meetings in order to inform its decision-making and the discharge of its duties as it sees fit.
18. As determined by the Chair, participants will receive copies of the notice, agenda and papers before Board meetings. They may be invited by the Chair to attend any or all of the Board meetings, or part(s) of a meeting. Any such person may be invited by the Chair to present a report, to give advice or to ask questions but may not vote.

### **Decision-making**

19. Decisions of the Board shall be taken and recorded in the minutes of that meeting.
20. The Board will normally reach decisions by consensus. However, if any resolution or other question is put to the vote at a meeting, it shall be determined by a majority of the votes of the Board members present and voting on the question, and shall be decided on a show of hands.
21. In the case of equality of votes, the Chair or person presiding at the meeting has a second or casting vote. A casting vote can only be used when the Chair has already cast their first vote. There is no requirement that in using a casting vote the Chair should vote the same way as their first vote.
22. Any Board member may require their vote, or the fact of their abstention, to be recorded in the minutes of a meeting. However, a declaration by the person presiding at the meeting that a resolution has been carried or not, and an entry to that effect made in the minutes of a meeting, shall be conclusive evidence of the fact, without proof of the number of votes recorded in favour of, or against, the resolution.

23. No resolution of the Board shall be varied or rescinded in whole or in part within 12 months of it having been made unless written notice has been given to the Board members no later than 72 hours prior to the meeting at which the motion to rescind is to be put and a motion to so rescind is carried.
24. Where the Chair is unable to act, the longest serving lay member shall stand in for the Chair if and when required. A quorate Board has the discretion to determine an alternative deputy Chair.

**Register of attendance**

25. The names of the person presiding and other Board members present at a meeting shall be recorded. Board members attending remotely will be identified as such.

**Minutes**

26. The minutes of the proceedings of each meeting shall be prepared for approval at the next meeting of the Board as a correct record. If, exceptionally, no staff member is available to take a note of the meeting, one of the Board members present shall be nominated to prepare minutes of the proceedings for approval by the Board as a record of that meeting.

**Briefing papers between meetings**

27. The Executive may send briefings to Board members between meetings.

**Agreement by correspondence, teleconference and emergency powers**

28. It may be necessary for the Board, between meetings, to agree items in writing or in a teleconference. This procedure will be adopted in exceptional circumstances and with the prior approval of the Chair on behalf of the Board. The procedure will be as follows:

### Correspondence

- If there is an issue requiring the Board's support/agreement, Board members will be asked to respond stating whether they agree the recommendation.
- If there is more than one option/recommendation, the Board members will be asked to respond choosing the preferred option.

### Teleconference

- Minutes will be taken at teleconference meetings where a decision of the Board is required.
29. Exceptional circumstances will be matters that are judged by the Chair and Chief Executive as too urgent to await the next Board meeting.
  30. The Secretary will keep a full record of any items agreed by correspondence, teleconference or emergency powers and these will be confirmed and minuted in the next meeting of the Board.

### Handling conflicts of interest

31. The Chair, and other Board members, should declare any personal or business interests that may conflict, or give the appearance that they may conflict, with their responsibilities as Board members. The rules that follow are intended to ensure that such conflicts are identified at any early stage so that appropriate action can be taken to resolve them. It is also intended to ensure that Board members do not profit personally from the position of Board member, including using for personal gain information or opportunities obtained as a result of being a Board member. Board members are required to keep a Register of Interests and to register any gifts and hospitality. Compliance with rules on conflicts of interest and for gifts and hospitality forms part of the Code of Conduct.

32. For the avoidance of doubt, the inclusion of an interest on the Register does not remove the requirement for it to be declared at a meeting.

**Declarations of interest**

33. Board members should not participate in the discussion or determination of matters in which they have a direct pecuniary interest, which is particular to them, i.e. professional members may take part in debates and decisions relating to general CILEX matters, such as subscription rates, without declaring an interest or leaving the Board meeting.
34. When an interest is not of a direct pecuniary kind, the interest must be declared and the Chair will decide whether consideration in the discussion or determination of a matter would suggest a real danger of bias. This should be interpreted in the sense that Board members might unwittingly or otherwise unfairly regard with favour, or disfavour, the case of a party to the matter under consideration.
35. In considering whether a real danger of bias exists in relation to a particular decision, Board members should take into account:
- whether they, a close family member, or person living in the same household, or a firm, business or other organisation with which the Board member is connected, are likely to be affected by more than the generality of those affected by the decision in question.
  - whether they, a close family member, or person living in the same household, or a firm, business or other organisation with which the Board member is connected, has an involvement with the decision in another capacity which might prejudice, or be perceived to prejudice, the decision making.
36. When a Board member personally benefits, in a similar capacity to any other member of the public, from something that is being discussed, there will not normally be a need to declare an interest. However, there may be occasional circumstances where a Board member feels that there is a danger of perceived bias in their decision-making and, therefore, may choose to declare an interest.

**05.02 Draft amended Standing Orders**

37. On receipt of an agenda and papers for a meeting, Board members should alert the Chair to any items where they are considering declaring an interest, in order to resolve any uncertainties in advance. This enables staff to establish if the scheduled meeting is likely to become inquorate during its course.
38. At the start of each Board and committee meeting, Board members will be asked to declare any interests. This will be a regular, standing item on the agenda for each meeting.
39. In the meeting, Board members should declare any interests as soon as possible after the meeting begins. Where Board members do not participate in the discussion or determination of a matter, they should normally withdraw from the Board meeting at all points in the meeting where that matter is discussed. This is because the continued presence of someone who has declared an interest might be thought likely to influence the judgement of the other Board members present.
40. Where Board members sit on a committee, the same procedures apply where the committee is being asked for advice prior to a decision being taken by the Board. If a Board member would expect to declare an interest when an item is presented to the Board for decision, they should declare that same interest when the same item comes to committee for advice.

**Conduct of committee meetings**

41. The Board may establish any committee or working party for any such purpose as it considers appropriate and determine the powers, terms of reference and timescale of any such committee or working party.
42. Committees may include persons who are neither Board members nor employees. The conduct of committee meetings will be regulated in the same manner as Board meetings unless the Terms of Reference approved by the Board explicitly vary how that committee is conducted.

**Transparency and Public access to CILEx Regulation information**

43. CILEx Regulation is not a public body for the purposes of the Freedom of Information Act.

44. CILEx Regulation will publish a Transparency Policy, available on the corporate website, setting out its approach to transparency.
45. Admission of public and the press - All formal meetings of the Board shall be open to the public and press unless publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons. For the avoidance of doubt, the confidential section of the Board will not be open to the public, press or CILEX. The Board has the discretion as to whether questions from the public will be taken.
46. If a member of the public or press interrupts the proceedings at any meeting, the Chair may order that person to be removed from the meeting or may order the part of the room which is open to the public to be cleared.

**Claiming of expenses**

47. Members of the Board, committees and Panels are entitled to claim expenses incurred in respect of carrying out Board, committee or Panel business in accordance with the Expenses Policy in force from time to time.

**Gifts and Hospitality Register**

48. The upper limit on the value of gifts, which may be accepted by staff or members of the Board, is set at £25. Board members should normally refuse to accept any gift offered to them personally unless it is of negligible value or is a promotional item of a value under the £25 ceiling. Presentational items may be accepted by the Chief Executive who will keep a register of such gifts and ensure that they are displayed or used appropriately by CILEx Regulation/CILEX.
49. Board members should accept offers of hospitality only if there is a genuine benefit to the CILEx Regulation, through the opportunity to impart or receive information or to represent the CILEx Regulation in the community, or where a meal is in the nature of a working lunch or representational dinner. All hospitality outside of CILEx Regulation received should be notified to the Chief Executive, who will enter it in a register. For the avoidance of doubt, gifts or hospitality from CILEX should be declared.
50. If a Board member has any doubt about the propriety of accepting a gift or an invitation, they should consult the Chair.
51. The Register of Gifts and Hospitality is open to public inspection.

52. In complying with their duties, Board Members are to have regard to the Anti-Bribery Policy.

### **Key Roles – appointment and removal**

53. CILEx Regulation appointments will be made independently of CILEX.

### **Non-Executive Board Member (including the Chair, Lay and Professional Members)**

54. These roles are subject to the following appointments process:

- a) **Application** – The organisation will advertise through recognised open, competitive processes
- b) **Eligibility** –
  - (i) Lay Members: Must not be or ever have been practising legal service providers
  - (ii) Professional Members: Must be Fellows of CILEX (or its successor body)
- c) **Appointment Process** – For any appointment, the Board delegates responsibility to an appointments panel, the chair and members of which are determined by the Chair. The Board must be informed of the chair and members of the appointments panel before recruitment takes place. CILEx Regulation will undertake a short listing and interview process for each Board member and will offer the role to the candidates who, in the opinion of the appointments panel, best meet the criteria for the role and, through the interview process, demonstrate the ability to undertake the role as defined in the role description.
- d) **Term of Office** – Term of Office – **the Chair and** Board members will be appointed for a term of no more than three years. Subject to the outcome of performance appraisals and agreement of the Chair (or the longest-serving Lay Member if it relates to the Chair) **the Chair and** Board members can serve a maximum of two terms (i.e. a maximum six years in total). Renewals require Board endorsement. In exceptional circumstances, the Board may **shorten or** extend the term of office of **the Chair or of** a Board member for up to a maximum of a year (immediately **before or** following expiry of the six year period) with the agreement of **the Chair or of** that Board member.
- e) **Grounds for removal from office** – A Board member may be removed from office if:



- they are or become disqualified from being eligible to be on the Board
- they commit a serious, continuing or repeat breach of the Code of Conduct
- fail to meet the requirements of the role as set out in the role description and person specification
- overwhelmingly do not meet the majority of their annual objectives

Removal from office is determined by a majority vote of a quorate Board, with the member proposed for removal excluded from voting.

- f) **Notice period** – Board members are required to give three months' notice of resignation, including three months' notice of their intention not to serve a second term of office.

### **Chief Executive**

55. The Chief Executive is subject to the following appointment process:

- a) **Application** – The organisation **should normally engage an external recruitment agency to undertake a rigorous search and selection process** ~~will undertake a national advertising campaign~~ in line with recognised good practice for the appointment of very Senior Managers;
- b) **Eligibility** – Eligibility criteria will be determined at the time of advertising and be based on the needs of CILEx Regulation, legal requirements and recognised best practice;
- c) **Appointment process** – For any appointment, the Board will delegate responsibility to an appointments panel, the chair and members of which are determined by the Chair. The Board must be informed of the chair and members of the appointments panel before recruitment takes place. CILEx Regulation will undertake a short listing and interview process for the role and will offer the role to the candidate who, in the opinion of the interview panel, best meets the criteria for the role and, through the interview process, demonstrates the ability to undertake the role as defined in the job description;
- d) **Term and conditions** – Terms and conditions will be determined at the time in line with recognised good practice;

- e) **Removal from office** – Removal from office is determined by a 75% or higher vote of a quorate Board, having regard to employment law. Barring gross misconduct, the Chief Executive will be entitled to full pay and benefits for the six months notice period;
- f) **Notice period** – Six months.

**Protocols with CILEx**

- 56. To ensure compliance with the Internal Governance Rules, protocols with CILEX shall be produced covering joint working arrangements between CILEx Regulation and CILEX.

**Suspension of Standing Orders**

- 57. Any part of these standing orders or related governance instruments may be suspended at a Board meeting provided all voting members in attendance are in agreement.
- 58. A decision to suspend standing orders together with the reasons for doing so shall be recorded in the minutes of the meeting.

Approved by the Board: 13 December 2010  
Last reviewed: 16~~7~~ May 202~~5~~4

# ANNUAL CYCLE OF BOARD BUSINESS

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	Lead	Feb	April	May	July	Sep	Dec
<b>Standing Business</b>							
Apologies		X	X	X	X	X	X
Declarations of Interest		X	X	X	X	X	X
Minutes and Action Log		X	X	X	X	X	X
Chair's Update		X	X	X	X	X	X
CEO Report / DoG Report/ DoR Report		X	X		X	X	X
Strategy, Performance & Risk		X	X		X	X	X
Cttee Chair(s) attendance					ALC	PCP/ DT	SRC
Annual Cycle		X	X		X	X	X
AOB		X	X		X	X	X
<b>Strategy</b>							
Access to Justice & Consumer Empowerment Strat Objective	DoG					X	
Standards & Public Trust Strat Objective (including enforcement and supervision)	DoR						X
Independence & Sustainability Strat Objective	CEO					X	
Authoritative, inclusive & Capable Strat Objective (including EDI Strategy)	DoG			X			X
Business Plan and Strategic Objectives review	All					X	
Comms and Engagement Strategic Review	DoG				X		
HR Strategy Review	CEO			X			
Annual Board Strategy discussions/ away day	All			X			
<b>Budget and Finance</b>							
Quarterly Outturn	FM	Q4		Q1		Q2	Q3
Draft Budget incl. unit costs	FM			X	X		
Final Accounts and Auditors Report	FM			X			
PCF, compensation fund application and other fees review	FM				X		
<b>Governance</b>							
Annual Review of Risk Appetite	CEO	X					
Annual Review of Governance Framework	DoG			X			
Annual Complaints and Compliments	DoR			X			
Board Evaluation Self-Assessment	DoG			X			
IGR compliance	DoG			X			
Annual Reports of Committee etc.	DoR				X		
<b>Education &amp; Standards</b>							
Annual Education Report	DoG	X					
AML Annual Report	DoR					X	