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| To: | Legal Services Board | |
| Date of Meeting: | 23 May 2013 | Item: Paper (13) 35 |

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| Title: | Annual Report of the work of the Remuneration and Nomination Committee 2012/13 | |
| Author / Introduced by: | Bill Moyes, Chairman | |
| Status: | Unclassified | |

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| Summary: |
| <p>This paper presents the annual report about the activities of the Remuneration and Nomination Committee (the Committee) in the period 1 April 2012 to 31 March 2013 and is intended to inform the LSB's Annual Report and Accounts 2012/13 – in particular by supporting the Governance Statement – and represents governance best practice.</p> <p>The report, which has been agreed by members of the Committee, concludes that the Committee's activities during the year under report, including the rigorous challenge of the Executive, were sufficient to provide assurance to the Board that there were effective arrangements in place in relation to remuneration and nomination.</p> |

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|------------------------------|------|
| Risks and mitigations | |
| Financial: | N/A. |
| FoIA: | N/A. |
| Legal: | N/A. |
| Reputational: | N/A. |
| Resource: | N/A. |

| Consultation | Yes | No | Who / why? |
|------------------------|-----|----|------------|
| Board Members: | | ✓ | N/A |
| Consumer Panel: | | ✓ | N/A |
| Others: | | | |

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| Recommendation(s): |
| The Board is invited to agree the report about the activities of the Remuneration and Nomination Committee during 2012/13. |

LEGAL SERVICES BOARD

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|-------------------------|-------------|--------------|---------------|
| To: | Board | | |
| Date of Meeting: | 23 May 2013 | Item: | Paper (13) 35 |

Annual Report of the Remuneration and Nomination Committee 2011/12 Executive Summary

Recommendation(s)

The Board is invited to note and to comment on the written report about the activities of the Committee during 2012/13.

Overview

1. The principal responsibilities of the Committee are to provide challenge and support, on behalf of the Board and the Chief Executive (as Accounting Officer) to the creation, implementation and review of the organisation's resourcing and reward strategies and HR policies and processes, and to support the Chairman in relation to appointments in accordance with its agreed Terms of Reference (ToR).
2. The Committee's ToR was subject to a fundamental review in April 2012 and the current version is attached at **Annex A**.
3. This paper presents a written report about the activities of the Committee in the period 1 April 2012 to 31 March 2013, for the information of the Board. The report has been agreed by the Committee.
4. This paper is intended to inform the production of LSB's Annual Report and Accounts 2012/13 – in particular by supporting the Governance Statement – and represents governance best practice.

Membership and attendees

5. The Chairman and other Members of the Committee are appointed by the Board, in accordance with Legal Services Act 2007 and the Committee's ToR. The quorum for a meeting of the Committee is three Members, attending in person or, in exceptional circumstances, by other means.
6. The Members of the Committee in 2012/13 were:
 - Bill Moyes
 - Nicole Smith
 - Ed Nally
7. Nicole Smith came to the end of her term appointment on the Board, and on the Committee, at the end of March 2013. During her time on the Committee she made a significant contribution to its work. The LSB Chair appointed Barbara Saunders to the Committee on a temporary basis with effect from 1 April 2013.

8. The Committee was supported in its work by an external advisor, Sandra Jenner, who is appointed under contract. Attendees also included:
 - Chris Kenny (Board Member and Chief Executive)
 - Julie Myers (Corporate Director)
 - Edwin Josephs (Director of Finance and Services)
 - David Edmonds (LSB Chair- for Nomination matters)
9. The Secretary to the Committee was the Corporate Governance Manager, Holly Perry.

Compliance with ToR

10. The ToR requires the Committee to meet at least twice a year. The Committee met formally three times during the year:
 - 27 April 2012
 - 25 June 2012
 - 30 November 2012

In addition the Committee considered items of urgent business by correspondence.

11. A register of attendance at meetings is attached at **Annex B**.
12. The annual review of performance and ToR is on the agenda for the meeting taking place on 24 June 2013.
13. The Committee operated in a manner considered to be compliant with its ToR. For example:
 - all meetings were quorate;
 - business conducted by correspondence followed due process;
 - the Committee discharged adequately its responsibilities.
14. The Committee confirms to the Board that at the present time, the ToR remain current and that no changes are necessary.

Main activities

15. The main activities of the Committee in 2012/13 related to:
 - A review of the pensions arrangements for the LSB and recommending the continuation of the present scheme;
 - A review of the approach to pay and reward across the organisation, including a review of the appraisal process for the LSB, and agreeing the continuation of the policy decision not to link performance to reward in the current public sector pay climate;
 - A wider review of terms and conditions of service;
 - The development of robust succession planning for senior posts;
 - A review of the schedule of appointments and reappointments to LSB; Office for Legal Complaints, and Legal Services Consumer Panel;
 - Reviewing resourcing trends across the LSB;

- Reviewing the results of a colleague engagement survey, the first of its kind, and reports on equality, diversity and accessibility;
- A review of, and advice on development of guidance on appropriate procedures for colleagues wishing to undertake activities outside the LSB's employment;
- Providing review and challenge to LSB policies, according to the agreed schedule of work, on:
 - Capability;
 - Colleague forum and communication policy;
 - Grievance procedure;
 - Disciplinary procedure;
 - Sickness absence policy and procedure;
 - Recruitment policy and procedure
 - Bullying and harassment policy;
 - Alcohol and substance abuse policy;
 - Smoking policy;
 - Holiday policy and procedure;
 - Leavers procedure.
- A review of Board members' skills, and a recommendation to undertake a skills self assessment early in 2013/14.

16. The Committee also considered items of urgent business by correspondence, including an item related to the appointment of a new member to the Legal Services Consumer Panel, and the results of a diversity survey conducted in 2012.

Reporting

17. The written reports of meetings of the Committee were presented to the subsequent meeting of the Board, supplemented as required by a verbal update from the Chairman of the Committee.

Forward look to 2013/14

18. The Committee will ensure that it operates in accordance with its ToR, including meeting at least twice per year.

19. In addition, the Committee will endeavour to improve further its own performance, including considering a formal review of its own effectiveness, to be informed by the annual LSB evaluation and review process for 2013.

Conclusion

20. The Committee concludes that its activities in 2012/13, including the rigorous challenge of the Executive, were sufficient to provide assurance that there were effective arrangements in place in relation to remuneration and nomination to the Board.

21. The Committee is grateful for the support and advice it received in 2012/13 from Chris Kenny, Sandra Jenner, Julie Myers, Edwin Josephs, Holly Perry and other members of the Executive.

ANNEX A

Remuneration and Nomination Committee (RNC)

Terms of Reference¹

Objectives

The Board has delegated to the CEO, decisions about most aspects of the routine management of the LSB's executive team. The Remuneration and Nomination Committee²'s role in relation to these issues is to oversee - on behalf of the Board - the exercise of these delegated authorities, and to advise the CEO and the Corporate Director on any novel or contentious matters that may arise and on what constitutes good employment practice.

In relation to policy or management matters reserved to the Board, matters relating to the performance of the Board and appointments to the Board, the Board of the OLC or the Consumer Panel, the Committee's role is to undertake such preliminary work as the Chairman of the Board or the Board may require and to advise the Board on options and, where appropriate, on an appropriate course of action.

Specific responsibilities

This section sets out the most significant responsibilities of the Committee. It is not an exhaustive list and can be amended at the Committee's discretion – subject to the agreement of the Board – to ensure objectives are met.

1. In respect of Remuneration (executive terms and conditions)

- To review and advise the Board on the terms and conditions of service, including remuneration, pensions, benefits and allowances, of the Chief Executive
- To decide and review the terms and conditions of service, including remuneration, pensions, benefits and allowances of the Chief Executive's director reports ('Executive Group'), and of any other colleague(s) as agreed between the Chair of the Committee and the Chief Executive³.
- To oversee the process for determining the terms and conditions of employment, including remuneration, benefits and pensions of all LSB staff.
- To oversee the process for determining the terms and conditions of all other appointments, including in relation to the Consumer Panel⁴ and Office for Legal Complaints⁵, but excluding ordinary Board Members⁶.
- To advise the Chairman on issues relating to the terms and conditions of ordinary Board Members for onward discussion with the Ministry of Justice.
- To ensure that no person shall be involved in any decisions on their own remuneration.
- To review and approve any amendments to pay strategy, bandings and progression arrangements.

¹ *Ibid.*, Schedule 1, para. 21.

² Legal Services Act 2007, Schedule 1, para. 20(1).

³ *Ibid.*, Schedule 1, para. 15-17.

⁴ *Ibid.*, Section 8(6).

⁵ *Ibid.*, Schedule 15, para. 10-12.

⁶ *Ibid.*, Schedule 1, para. 1(2), defines 'ordinary' Board Members.

2. In respect of other executive employment matters

- To review annually the equality and diversity trends across the LSB.
- To comment on major management decisions and HR policies likely to have a significant impact on the LSB's budget, workforce, culture or performance (for example, any plans for new senior management posts).
- To monitor and evaluate – at a strategic level and on an exception basis – the impact of the LSB's HR policies. Key HR policies include:
 - a) Health and safety⁷
 - b) Capability procedure
 - c) Colleague Forum and communication policy
 - d) Grievance procedure
 - e) Disciplinary procedure
 - f) Sickness absence policy and procedure
 - g) Holiday policy and procedure
 - h) Smoking policy
 - i) Alcohol and substance abuse policy
 - j) Bullying and harassment policy
 - k) Recruitment policy and procedure
 - l) Leavers procedure
 - m) Redundancy policy
 - n) Adoption leave
 - o) Parental leave
 - p) Maternity leave
 - q) Paternity leave
 - r) Flexible working
 - s) Compassionate leave
- to review periodically the design of the objective-setting and appraisal process, and to assess how it has operated in practice

3. In respect of Nomination

LSB executives

- To oversee and review the talent management strategy and succession planning for those LSB colleagues⁸ as agreed between the Chair of the Committee and the Chief Executive

Legal Services Board members

- To review regularly the structure, size and composition of the Board, including members' skills, knowledge and experience.
- To assist the Chairman of the Board and through him the Ministry of Justice (MoJ) in identifying and nominating non-executive members (including the Chairman of the Board) to fill Board vacancies as and when they arise.
- Making recommendations to the Chairman and through him the MoJ as to the composition of the recruitment panel, giving due consideration to the views of other non executive members of the Board as appropriate.

⁷ The LSB's Health and Safety policy is a matter reserved to the full Board (4.3 of the schedule refers)

⁸ Executive employees of the LSB

- To assist the Chairman of the Board in making recommendations to the Lord Chancellor in respect of the appointment of Executive Board members.
- To consider the succession plan for the Board periodically.
- To monitor and review the induction process for Board Members.

Office for Legal Complaints (OLC)

- To review regularly the structure, size and composition of the OLC, including members' skills, knowledge and experience.
- To approve on, the Board's behalf, plans for identifying and nominating non-executive members (including the Chair of the OLC) to fill OLC vacancies as and when they arise.
- Making recommendations as to the composition of the recruitment panel, giving due consideration to the views of the Chair of the OLC and other non executive members of the Board as appropriate.
- To consider reports from the Chair of the OLC on the evaluation of the performance of OLC members annually, via the Chairman of the LSB, and make recommendations to the Board on re-appointments where appropriate.

Legal Services Consumer Panel ('the Consumer Panel')

- To review regularly the structure, size and composition of the Consumer Panel, including members' skills, knowledge and experience.
- To approve on, the Board's behalf, plans for identifying and nominating non-executive members (including the Chair of the Consumer Panel) to fill Consumer Panel vacancies as and when they arise.
- Making recommendations as to the composition of the recruitment panel, giving due consideration to the views of the Chair of the Consumer Panel and other non executive members of the Board as appropriate.
- To consider reports from the Chair of the Consumer Panel on the evaluation of the performance of Panel members annually, via the Chairman of the LSB, and make recommendations to the Board on re-appointments where appropriate.
- Overseeing that on appointment to the Consumer Panel, members receive an appropriate induction.
- To consider the succession plan for the Consumer Panel periodically

4. General

- The Committee shall make whatever recommendations to the Board it deems appropriate on:
 - (i) any area within its remit where action or improvement is needed
 - (ii) specific issues where the Board is the decision taker
 - (iii) matters delegated to the Chief Executive where there is a substantive difference of view
- The Committee shall, at least annually, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Authority

The Accounting Officer and the Board authorises the Committee to investigate any activity or topic covered by these Terms of Reference, and to request any information it requires from LSB colleagues, all of whom are directed to co-operate with any request for such information.

The Committee shall, in connection with its duties, and as authorised by the Board, obtain any legal or other professional advice at the LSB's expense.

The Chair of the Committee will have free and confidential access to the Accounting Officer, Corporate Director, Director of Finance and Services and National Audit Office, but will keep the Accounting Officer informed of any discussions that may take place as appropriate.

Membership, quorum, independence, objectivity and understanding

Members of the Committee will act with independence and objectivity in the conduct of their responsibilities, and will have a sound understanding of the objectives and priorities of the LSB and of their role as a Committee member.

Committee members and the Chair shall be appointed by and from the Board⁹ and the period of appointment to the Committee shall be agreed by the Chairman of the Board.

One member of the Committee shall be appointed as Chair. The majority of the members must be lay persons. The quorum of the Committee shall be at least three members¹⁰ attending in person or, in exceptional circumstances, by telephone, video-conferencing facility or email. A lay¹¹ majority is required for all decisions. Where a meeting is not quorate it will nevertheless go ahead, with decisions to be ratified at the next meeting of the Committee or the full Board, as appropriate.

Where necessary, in order to make sure that members are aware of the nuance of a particular debate, a resolution may be circulated to all members after a Committee meeting and a decision taken by email. A decision might be delayed to a subsequent meeting where there is any doubt as to the decision taken.

The Chairman of the Board may not be a member of the Committee, but shall attend when matters of nomination are discussed. The Chair of the Committee, the Chairman of the Board and Committee members may participate in discussions about his/her succession but must not make decisions in relation to his/her own position or succession.

⁹ *Ibid.*, Schedule 1, para. 20(3), restricts the membership of the Committee only to Board Members.

¹⁰ *Ibid.*, Schedule 1, para. 21(2)

¹¹ *Ibid.*, Schedule 1, para. 20(4).

Current members and other attendees

| Members | |
|--|---------------------------------------|
| Chair (Lay) | William Moyes |
| Member | Ed Nally |
| Member (Lay) | Nicole Smith (up until 31 March 2013) |
| Member (Lay) | Barbara Saunders (from 1 April 2013) |
| Attendees | |
| Sandra Jenner | External adviser to the Committee |
| Chief Executive, Accounting Officer and Executive Board member | Chris Kenny |
| Corporate Director | Julie Myers |
| Director of Finance and Services | Edwin Josephs |

In addition to the above, external attendees, for example the Chairs of the OLC and Consumer Panel, the external auditors, and other LSB staff may attend as required to assist the Committee on specific issues.

Conflict of Interest

A Committee member or attendee who becomes aware of a potential conflict of interest relating to matters being discussed by the Committee should give prior notification to the Chair or, if this is not possible, declare this at the meeting and – where necessary – withdraw during discussion of the relevant agenda item.

Access to the Remuneration and Nomination Committee

Representatives from the LSB's internal and external auditors will have free and confidential access to the Chair of the Committee.

Confidentiality

Decisions on matters relating to Board Members, Committee advisors, the Consumer Panel and Office for Legal Complaints will generally remain wholly confidential to the Committee and executive attendees.

Decisions on matters relating to individuals' remuneration will generally remain wholly confidential to the Committee and relevant executive attendees (executives will not attend for discussions relating to their own remuneration).

The Committee shall operate on the basis that matters it discusses are confidential to the Committee. Papers will clarify the status and next steps on any necessary communication.

Consultation

The Chief Executive and Corporate Director will determine the appropriate level of engagement and consultation with LSB colleagues, both prior to and following presentation of matters to the Committee and will provide details to members at the time matters are presented. This will be in accordance with good employment

practice which expects some form of dialogue – at the most appropriate stage – on matters that are likely to make a material difference to working conditions, morale and LSB colleagues’ commitment to the organisation.

Support and meetings

Support for the Committee will be provided by the Corporate Governance Manager who will make arrangements for the organisation and recording of Committee meetings, coordination and distribution of papers.

In respect of Committee meetings:

- these shall be held at least twice a year and where possible should coincide with key dates in the LSB’s reporting calendar (see **Appendix 1** for the schedule).
- the Chairman of the Board (in respect of nomination issues), the Chair of the Committee or the Accounting Officer may convene additional meetings as deemed necessary
- the Chair may ask any or all of those who normally attend, but who are not members of the Committee, to withdraw should this be deemed appropriate.
- written agendas and supporting papers will, be dispatched to members and attendees five working days before meetings
- draft minutes will, be circulated by the Corporate Governance Manager to Committee members and attendees within five working days following a committee meeting

Reporting to the Board

The minutes of each Committee meeting will be circulated to all members of the Board and the Chair will produced and present to the Board on an annual basis a report summarising the activities of the Committee and the outcomes of its work. The annual report will be presented to the meeting of the Board that is scheduled to consider and agree the LSB’s Annual Report and Accounts for the preceding financial year.

Information and consultation

Communication between the Committee and LSB colleagues will be led by the Chief Executive; communications between the Committee and the Board will be led by the Chair of the Committee.

The Chief Executive and Corporate Director will determine the appropriate level of engagement with LSB colleagues¹² both prior to and following presentation of matters to the Committee and will provide details to members at the time matters are presented.

¹² The expectation is of some form of discussion – at the most appropriate stage - on matters that are likely to make a material difference to working conditions, morale and LSB colleagues’ commitment to the organisation. This will be in line with the LSB’s Colleague Forum and Communication Policy

Annual Review of remit and performance

The Committee will assess its effectiveness, and will also review these Terms of Reference, annually. It will submit recommendations for any proposed changes to the Board for approval. The Committee's duties and activities shall be disclosed in the LSB's Annual Report and Accounts.

Approved by the Board on 30 May 2012

APPENDIX 1

| REMUNERATION AND NOMINATION COMMITTEE ANNUAL CYCLE OF AGENDA ITEMS | | |
|---|------------|-------------|
| Standing items | Jan | June |
| Approval of previous minutes | √ | √ |
| Matters arising and outstanding action points | √ | √ |
| Policy review (a separate timetable exists for the periodic review of policies) | √ | √ |
| Any other business | √ | √ |
| Agenda items | | |
| Review terms and conditions of service, including remuneration, pensions, benefits and allowances | √ | |
| Review of remuneration and resourcing trends across the LSB, including sickness absence | | √ |
| Review of pensions governance | √ | |
| Review of staff performance assessment process and performance related pay scheme | √ | |
| Annual remuneration review | | √ |
| Annual report on equality, diversity and accessibility | | √ |
| Talent management strategy and executive succession plan | | √ |
| Annual review of Board, OLC and Consumer Panel succession planning | | √ |
| Committee Annual Report – for approval | √ | |
| Annual RemCo performance self assessment and review of Committee Terms of Reference | √ | |

Information requirements

In addition to information cited above, as appropriate the Committee will also be provided on an *ad hoc* basis with:

- proposals for any changes to the Terms of Reference
- the remuneration and nomination strategy and proposed annual programme of Committee work
- proposals for the appointment or re-appointment of Board, OLC and Consumer Panel members, according to the timetable of appointments
- proposals for changes to human resource policies
- quality assurance reports as deemed necessary

ANNEX B

Register of attendance at meetings of the Committee

| | 27 Apr 2012 | 25 June 2012 | 30 Nov 2012 |
|------------------|----------------|-----------------|----------------|
| Members | | | |
| Bill Moyes | ✓ | ✓ | ✓ |
| Nicole Smith | ✓ | ✓ | ✓ |
| Ed Nally | ✓ | ✓ | ✓ |
| Advisors | | | |
| Sandra Jenner | ✓ | x | ✓ |
| Attendees | | | |
| Chris Kenny | x | ✓ | ✓ |
| Julie Myers | ✓ | ✓ | ✓ |
| Edwin Josephs | ✓ | ✓ | ✓ |

✓ Present

x Apologies submitted