

LAW COMMISSION BOARD – TERMS OF REFERENCE

Purpose

1.1 The purpose of the Law Commission Board is to oversee the Law Commission's overall performance and delivery. It focuses on strategic leadership, management and direction, ensuring the most effective prioritisation of resources.

Terms of reference

1.2 The Board's terms of reference are to oversee and take any necessary decisions in the following areas:

- **Strategy:** developing organisational strategy and performance objectives, including the Business Plan.
- **Delivery and performance:** ensuring delivery of key corporate commitments, objectives and milestones; and, overseeing progress of projects, through effective review of the Board Report.
- **Wales:** providing oversight of the relationship with Welsh Government and stakeholders and ensuring that the Law Commission meets its obligations in relation to use of the Welsh language.
- **Finance and risk:** ensuring that policies are appropriate and effective; providing steers to, and considering and approving recommendations from, the Senior Management Team.
- **Staffing:** providing focus on staffing issues, including organisational culture, the development and talent management of the Law Commission's staff and promoting diversity at all levels of the organisation.
- **Profile and reputation:** considering strategies to increase the profile of the Commission across Government, Parliament, the public, other Law Commissions, internationally and with stakeholders.

Membership

1.3 The Board will comprise:

- The Chair
- The four Commissioners appointed under the Law Commissions Act 1965
- Up to three Non-Executive Board Members (NEBMs) appointed through the Public Appointments process
- Chief Executive of the Law Commission

1.4 The Head of Legal Services, Private Secretary to the Chair, Senior Parliamentary Counsel and Head of Corporate Services will have a standing invitation to attend the Board in an advisory capacity.

1.5 The Chair or Chief Executive may, on occasion, invite others to attend the Board on an ad hoc basis.

1.6 All of the members of the Board listed under 1.3 above are voting members of the Board.

Meetings

1.7 The Board shall meet quarterly, or at such other frequency as the Board may decide. An additional meeting for business planning will be scheduled annually. Dates of meetings shall be circulated at least one month in advance, and habitually at least two months in advance.

- 1.8 Agenda and papers will be circulated to all members of the Board a minimum of three working days in advance of the meeting.
- 1.9 The quorum for any Board meeting is the Chair, two Commissioners, two NEBMs and the CEO.
- 1.10 Decisions will primarily be taken by consensus, but any member of the Board may request a vote. Any request for a motion should be notified to the Chair by any voting member of the Board, and must be seconded by at least one other member. The motion shall be circulated to the members of the Board five working days in advance of the Board meeting at which it is to be considered, or a shorter period at the Chair's discretion. Motions will be voted upon after discussion at the next Board meeting. In the event of a tie, the Chair has the casting vote.

Committees of the Board

- 1.11 The Board may establish committees in order to further explore areas of interest to the Board, who will also specify the membership of any such committee.

Reporting

- 1.12 Minutes of the Board meeting will be agreed by Board Members at the subsequent meeting and a summary of minutes and decisions made at meetings will be made available on the Law Commission's external website.

Exclusions

- 2.1 In line with the Law Commissions Act 1965, the Board, including the NEBMs, does not have responsibility for the selection or conduct of law reform projects or the content of consultation papers and reports. This is the preserve of the five Commissioners with decisions made at peer review.
- 2.2 The Board will not have responsibility for any other matter that falls within the independent remit of the Commissioners under the Law Commissions Act 1965.
- 2.3 The Senior Management Team will consider day-to-day operational issues, making recommendations to the Board as appropriate.

Review

- 3.1 The Terms of Reference will be reviewed once a year at the September Board meeting, or earlier at the discretion of the Chair.
- 3.2 Requests for amendment of the Terms of Reference shall be made in writing to the Chair by any member of the Board listed at paragraph 1.3 above. Those amendments shall be circulated to the Board by reference to the same timetable as that for motions at paragraph 1.10 above.

Terms of Reference adopted by the Board 27 March 2024.