LAW COMMISSION BOARD – TERMS OF REFERENCE 2026

Purpose

1.1 The purpose of the Law Commission Board (the Board) is to oversee and provide advice regarding 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 provide advice and recommendations to the Chair and Commissioners 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 challenge or 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.
- **Legal compliance**: ensuring the Board is compliant with legal requirements including but not limited to employment, equalities, and health and safety legislation.

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, one of whom may in addition be appointed Senior Independent Director (SID)
- Chief Executive(s) of the Law Commission

1.4 At the discretion of the Chair, where a NEBM possesses suitable experience or skills, they may be selected to sit as the Board's SID for a period of 12 months (renewable). Where more than one NEBM may be suitable to be selected as SID, the Chair may invite expressions of interest and select a SID by a selection process the Chair deems suitable.

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

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

1.7 All of the members of the Board listed under 1.3 above are voting members. For the avoidance of doubt, the Chief Executive has one vote.

Meetings

1.8 The Board shall meet six times per year, including one annual Board Away day. Dates of meetings shall be circulated 12 months in advance.

1.9 Agenda and papers will be circulated to all members of the Board a minimum of three working days in advance of the meeting.

1.10 The quorum for any Board meeting is the Chair, two Commissioners, two NEBMs and the CEO. In the event the Chair is unavailable a Commissioner can chair/ deputise to ensure the Board meeting can take place. In the Chair's absence e.g. if the Chair is unavailable for an extended period of time this will allow Board meetings to proceed without delay.

1.11 The Board's position and recommendations will primarily be reached 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 no fewer than five working days in advance of the Board meeting at which it is to be considered. 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

1.12 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

1.13 Minutes of the Board meeting will be agreed by members of the Board 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

1.14 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, reports and recommendations for reform. This is the sole preserve of the five Commissioners with decisions made at peer review.

1.15 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.

1.16 The Chief Executive(s) will consider day to day operational issues, engaging and involving senior leaders in the organisation through appropriate governance structures, and will make recommendations to the Board as appropriate

Review

1.17 The Terms of Reference will be reviewed once a year at the September Board meeting, or earlier if necessary, at the discretion of the Chair.

1.18 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 1.12 above.