

BAR STANDARDS BOARD

Board Governance Manual

In accordance with paragraph 17 of the Constitution of the Bar Standards Board, the Board Governance Manual was approved and adopted by a resolution of the Board dated: 1 December 2022

Defined terms

1. In this Board Governance Manual, including all appendices, unless context requires otherwise:

“The Bar Council” means the Council of the General Council of the Bar of England and Wales;

“The Bar Standards Board” and “BSB” means the Board, any committees established under this Board Governance Manual, and any individual or group exercising the delegated powers of the Board;

“Board” means the Board of the BSB established under the BSB's Constitution;

“Board Member” means a member of the Board, and includes any person occupying the position of Board Member, by whatever name called;

“BSB staff” means the employees of the General Council of the Bar of England and Wales appointed by the BSB;

“BTAS” means the Bar Tribunal and Adjudication Services, an independent body set up by the Council of the Inns of Court to appoint and administer Disciplinary Tribunals and other relevant panels on behalf of the BSB;

“CEB” means the Centralised Examinations Board which is collectively those appointed by the BSB pursuant to the CEB's terms of reference;

“CEB Chair” means the Chair of the CEB;

“Centralised Examinations” means the assessments undertaken during Bar Training which are set on our behalf by the CEB and marked centrally;

“Chair” means the Chair of the Board;

“Code” means the UK Corporate Governance Code;

“Committee” means a committee established by the BSB;

“General Council of the Bar” and “GCB” means the General Council of the Bar of England and Wales and refers to the legal entity in entirety;

“IDB” means the Independent Decision-making Body which is collectively those appointed by the BSB pursuant to the IDB's terms of reference;

“IDB Chair” means the Chair of the IDB;

“IDP” means an Independent Decision-making Panel, a panel consisting of a minimum of three members of the Independent Decision-making Body to take relevant decisions as provided in the BSB Handbook;

“Internal Governance Rules” means the Internal Governance Rules made by the Legal Services Board;

“lay person” is as defined in paragraph 2(4) of Schedule 1 to the Legal Services Act 2007 and “lay Board Member” has a corresponding meaning;

“practising barrister” means a barrister holding a current practising certificate issued in accordance with the Practising Certificate Rules of the Bar Standards Board Handbook;

“regulatory arrangements” has the meaning given in section 21 of the Legal Services Act 2007;

“regulatory functions” has the meaning given in section 27(1) of the Legal Services Act 2007;

“representative functions” has the meaning given in section 27(2) of the Legal Services Act 2007;

“Secretary” means the secretary to the BSB with the duties performed by the Head of Governance and Corporate Services, or their nominee;

“Seven Principles of Public Life” means the principles, also known as the “Nolan Principles”, set out in the First Report of the Committee on Standards in Public Life (1995) and amended thereafter (2015) and referred to in Appendix 1;

“Task Completion Group” means an ad hoc group established by the BSB to complete a specific task or tasks; and

“Vice Chair” means the Vice Chair of the Board.

Purpose

2. This Board Governance Manual, which outlines the Board’s responsibilities, authority, organisation and composition is aligned to UK best practice, the BSB Constitution and other relevant statutory and regulatory requirements.

General

3. The BSB is committed to:
 - a. providing regulation of advocacy and expert legal advice in the public interest;
 - b. acting in a way that is compatible with the regulatory objectives, having regard to the principles under which regulatory activities should be transparent, accountable, proportionate, consistent and targeted only at cases in which action is needed, and any other principle appearing to it to represent best regulatory practice, as required by section 28 of the Legal Services Act 2007;
 - c. providing sufficient information to the GCB as is reasonably required for it to be assured of the BSB’s compliance with section 28 of the Legal Services Act 2007;
 - d. conducting its business in harmony with the Seven Principles of Public Life;
 - e. exercising its regulatory functions independently of the GCB as required by the Internal Governance Rules;
 - f. undertaking regulatory functions only and not undertaking any representative functions;
 - g. working cooperatively with the Inns of Court, the Council of the Inns of Court and BTAS; and conducting its business in accordance with its Statement of Governance Principles as published by the BSB and found in Appendix 2.

Consultation on exercise of regulatory functions

4. When proposing to make or alter the regulatory arrangements, and in other cases where it considers it appropriate, the BSB will normally consult, in the way it considers appropriate:
 - a. the regulated community (including its representative body and sections of the Bar); and

- b. other interested parties (including for example, the public, other approved regulators, the judiciary, barristers' clerks, academic providers and other education providers) as it considers appropriate.
5. In relation to proposals to make or alter the regulatory arrangements, the BSB will normally allow a period of three months for consultation before a decision is taken.

Saving for defects

6. All acts done in good faith by the BSB shall (so far as is lawful), notwithstanding any defect, be as valid as if there were no such defect or error.

Obligations to the GCB

7. The BSB shall provide sufficient information to the GCB as is reasonably required for the GCB to be assured of the BSB's compliance with section 28 of the Legal Services Act 2007 and its obligations under the Internal Governance Rules as made by them from time to time.

Board membership

8. The Board shall consist of between eleven and fifteen Board Members (including a Chair and a Vice Chair) who shall be appointed to hold office in accordance with the Constitution and this Board Governance Manual, including the Appointments Policy.
9. The members of the Board shall consist of:
 - a. no fewer than five, and no more than seven, practising barristers who are not members of the Bar Council; and
 - b. no fewer than six, and no more than eight, lay persons.
10. The number of lay Board Members shall generally (other than when there is a casual vacancy) be one more than the number of barrister Board Members.
11. A member of the Bar Council or any of its representative committees may not hold office as Chair, Vice Chair or as a member of the Board.
12. The Chair shall be a lay person.

Attendees

13. The Board may at any time invite any person to attend its meetings in an advisory or consultative capacity.

Quorum and Voting

14. The quorum for a Board meeting is five Board Members of whom at least three must be lay Board Members and at least two must be barrister Board Members.
15. Either the Chair or the Vice Chair must be present at each meeting of the Board unless the Board resolves to dispense with that requirement for a particular meeting.
16. As required by the Internal Governance Rules, if a decision on regulatory functions is taken at a meeting of the Board where there is either not a lay majority or not a lay Chair (or both), this decision must be ratified at the next meeting when there is both a lay majority and a lay Chair.
17. If a vote is required by the Board, decisions must be made by simple majority. The Chair will have a casting vote in the event of a tie.

18. Board Members unable to attend a meeting of the Board may submit comments on a matter in advance of the meeting to be shared during discussion. A vote does not count in absentia. A vote will be counted from a Board Member attending remotely.

Frequency

19. The Board should meet at least six times in a 12-month period and as otherwise required. A timetable of meetings and scheduled items for consideration will be agreed each year.
20. If the need arises, the Chair or Vice Chair may convene additional meetings, which may take place by telephone, videoconference or email if necessary.
21. Each Board meeting may be separated into public and private sessions.

Notice and papers

22. Board meetings will be called by the Secretary at the request of any of its Board Members. The Secretary will ensure Members receive information and any papers in a timely manner to enable full and proper consideration to be given to the issues, and in any case at least four working days before a meeting. With the consent of the Chair or Vice Chair, shorter notice may be given.

Minutes of meetings

23. The Secretary shall minute the proceedings and decisions of all Board meetings, including recording the names of those present and in attendance.

Written resolutions

24. The Board may pass a resolution in writing provided that the written resolution has the consent of at least two-thirds of Board Members who would have been eligible to vote on the matter at a meeting. Consent may be given in any written form, including electronically, for example by email. The resolution must then be ratified at the next Board meeting and minuted as such.

Delegation

25. The Board establishes the following committees:
 - a. The Governance, Risk and Audit Committee;
 - b. The Nomination Committee;
 - c. The Performance and Strategic Planning Committee; and
 - d. The Remuneration Committee.
26. Specific areas of delegation are set out in the terms of reference of such committees, although the ultimate responsibility for any decision on these matters will be held by the Board.
27. The Board establishes the IDB and the CEB ("Decision Making Bodies") whose terms of reference are set out in the Appendices 8 and 9.
28. The Board shall delegate the day-to-day operation of the Bar Standards Board to the Director General. Subject to those matters reserved for the Board set out below, the Board may delegate in writing other functions to the Chair of the BSB, a committee, the Chair of a committee, the IDB, the CEB, the Director General, or any other body or person.
29. The Board shall establish and maintain a scheme of delegations setting out the terms of its delegation to the Director General and identifying other functions so delegated including details of the body or person (designated by office or name) to whom it is delegated, and the conditions (if any) on which it is delegated.

Matters reserved for the Board

30. This section sets out the matters reserved for the Board and that should not be delegated. Matters outside of those set out in this section may be delegated for decision as detailed under paragraphs 25 – 29.

- I. **Strategy and management**
 - a. Responsibility for the overall leadership of the BSB and setting the BSB's values and standards.
 - b. Approval of the BSB's strategic aims and objectives.
 - c. Approval of the annual operating and capital expenditure budgets and any material changes to them.
 - d. Review of performance in light of the BSB's strategic aims and objectives, and ensuring that any necessary corrective action is taken.

- II. **Financial items**
 - a. Approval of the annual business plan and budget.
 - b. Approval of unbudgeted capital or operating expenditures amounting to more than 10% of total annual budgeted expenditure.
 - c. Approval of policy on the setting of fees for applications made to the BSB and for fees to be charged by the Inns.
 - d. Decisions about policy on payment of fees or expenses to members of the Board or any BSB committee, sub-committee, panel, or other body.

- III. **Internal controls**

Ensuring maintenance of a sound system of internal controls and risk management.

- IV. **Communication**

Ensuring a satisfactory dialogue with key stakeholders.

- V. **Board membership and other appointments**
 - a. Changes to the structure, size and composition of the Board.
 - b. Appointment and re-appointment of all Board Members in accordance with the Appointments Policy.
 - c. Removal from office of any Board Member at any time, subject to the law, the BSB Constitution and their service contract.
 - d. Appointment or removal of the Director General.

- VI. **Remuneration**
 - a. Approving the remuneration and terms of engagement for:
 - i. the Director General;
 - ii. any other senior staff who are members of the Senior Management Team;
 - iii. the Chair, Vice Chair and other Board Members. No Board Member shall be involved in any decision as to their own remuneration outcome except that the Board will collectively approve standard remuneration and terms of engagement for Board Members; and
 - iv. all members of any BSB committee, sub-committee, panel, or other body.
 - b. Approving the annual salary review for the BSB.

- VII. **Delegation of authority**

Establishing committees, including their membership and chairs, and approving their terms of reference, and approving material changes thereto.

- VIII. **Corporate governance matters**
 - a. Annual review of its own performance, that of its committees and individual Board Members, and the division of responsibilities.
 - b. Review of the BSB's overall corporate governance arrangements.

- c. Establish and maintain policies on declarations of interest and on offers and receipt of gifts or hospitality by Board Members and members of any BSB committee, sub-committee, or other decision-making body.

IX. Other

- a. Adoption and amendment of the Constitution and this Board Governance Manual;
- b. Approval of policies as identified in the list of appendices below;
- c. Making of rules forming part of the regulatory arrangements;
- d. Making amendments or additions to the BSB Handbook (except for exempt changes);
- e. Approval of the Inns Conduct Committee Rules;
- f. This schedule of matters reserved for the Board in this paragraph 30 can, itself, only be amended by the Board.

Resources

- 31. The BSB will prepare an annual budget in accordance with the procedures agreed by the joint Finance Committee. The Performance and Strategic Planning Committee will scrutinise the BSB budget proposals before the Board considers and approves its budget.
- 32. The Board appoints its own people in accordance with BSB recruitment policies. Responsibility for appointment of people other than the Director General will be delegated by the Board to the Director General.

Advisory Bodies

- 33. The BSB may appoint a Task Completion Group on such terms as it considers appropriate. Task Completion Groups may act only in matters within their terms of reference, within the agreed budget and in accordance with the Statement of Governance Principles.
- 34. The BSB may establish an Advisory Pool of Experts (APEX) on such terms and conditions as it considers appropriate, which may include terms relating to performance, appointment and removal as a member.
- 35. A member of the Bar Council or any of its representative committees may not be appointed as a member of any advisory body. That includes but is not limited to Task Completion Groups or the Advisory Pool of Experts.
- 36. A Board Member or member of one of its committees or one of its other decision-making Bodies may not be appointed as a member of the Advisory Pool of Experts.

Board Evaluation

- 37. The Board will arrange a triennial evaluation of its own performance.

Appendices

Number	Document
1	Seven Principles of Public Life
2	Statement of Governance Principles
3	Governance, Risk and Audit Committee Terms of Reference
4	Nomination Committee Terms of Reference
5	Performance and Strategic Planning and Committee Terms of Reference
6	Remuneration Committee Terms of Reference
7	Independent Decision-making Body Terms of Reference
8	Centralised Examinations Board Terms of Reference
9	Board Code of Conduct (dated March 2019, to be reviewed)
10	Board Appointments Policy
11	Declaration of Interests Policy (to be reviewed January 2023)
12	Gifts and Hospitality Policy (to be reviewed January 2023)
13	Delegations of Authority

Version control

Version	Review type	Nature of changes	Board approval
1	First adoption	Manual and appendices adopted by the Board	1 December 2022