

ANNEX B

SUMMARY OF RELEVANT AMENDMENTS TO GENERAL REGULATIONS

DETAIL

INTERPRETATION	
2 (g)	Amendment to reflect the new governance structure of the SRA (i.e. reference to SRA directors not members).
2 (h)	New definition of 'Group' within the GRs to refer to TLS and SRA jointly. Required to distinguish between certain of the Audit Committee's functions. See GR 27.
2 (i)	New definition of 'Internal Governance Rules' for ease of reference within GRs.
2 (r) [former]	Deletion of the definition of 'SRA Board' in light of new structure.
2 (s)	Expanded definition of the 'Society' to align with the equivalent definition in the SRA's Articles and to mirror the fuller drafting of the definition of the 'SRA' in the GRs.
2 (t)	New definition of the 'SRA' to refer to SRA Ltd, and to remove reference to the SRA Board.
COUNCIL MEETINGS AND PROCEDURES	
Admission to Council meetings	
8 (2) [former]	Deletion of the automatic right for the SRA Board chair to attend and receive Council papers, move resolutions on behalf of the SRA Board and speak, with permission, at Council meetings. Proposed deletion by agreement with the SRA on the basis that this is not aligned with IGR 1 'Overarching Duty', i.e. to separate regulatory and representative functions as far as practicable.
8 (3) [former]	Deletion of the automatic right for SRA Board members to receive agenda papers for Council meetings. On the same basis as above.
8 (4) [former]	Deletion of the automatic right for non-Council members of the BOB to receive agenda papers for Council meetings relating to the work of the BOB. Deleted due to disestablishment of the BOB in order to align with IGR 2 'Duty to Delegate' and the Council's revised residual role.
Motions at Council meetings	
10 (general)	Deletion of references to the BOB due to disestablishment of the BOB.
10 (1) (d)	Deletion of reference to the SRA Board due to disestablishment of the SRA Board, and in light of the deletion of the right for the SRA Board Chair to move resolutions at Council meetings at GR 8 (2).
10 (4) [former]	Deletion of reference to the SRA Board due to disestablishment of the SRA Board, and in light of the deletion of the right for the SRA Board Chair to move resolutions at Council meetings at GR 8 (2).

BOARD STRUCTURE AND DELEGATION	
15 [former]	This provision has been moved to become GR 16, with amendments (see below).
Discharge of functions	
15	New GR 15 inserted to reflect the Council's full powers of delegation under section 79(1) Solicitors Act 1974, in particular to record Council's power to delegate to a corporate body. See GR 22(2).
Establishment of Boards	
16 (general)	Consequential amendments to reflect the fact that there is now only one Board.
16 (1) & (2)	Reflects the wording of the former GR 15, with the deletion of references to the BOB and to the SRA Board.
16 (3)	Consequential amendments to include a cross-reference to new GR 15 which records the Council's delegation powers.
16 (6)	Consequential amendment to reflect the fact that delegation powers appear now in GR 15 and 16.
16 (7)	Amendment to reflect IGR 3 and IGR statutory guidance 3.15, to recognise that there may be exceptional circumstances in which the Society as approved regulator must intervene in regulatory functions in order to ensure compliance with section 28 of the Legal Services Act 2007. (LSB authorisation would still be required under the IGRs.) Also consequential amendments to reflect the fact that there is now only one Board and that delegation powers appear now in GR 15 and 16.
16 (8)	Deletion of reference to the SRA Chief Executive in light of IGR 4 ('Regulatory Autonomy'). Also consequential amendments to reflect the fact that delegation powers appear now in GR 15 and 16.
Equality, Diversity and Inclusion Training	
17 (1)	Deletion of reference to SRA Board in light of IGR 4 ('Regulatory Autonomy') and IGR 8 ('The Regulatory Board'). Also consequential amendments to reflect the fact that there is now only one Board.
Terms of Reference of the Board	
19 (1)	Deletion of 'of England and Wales' to better align with the definition of the Law Society in the interpretation section. Also deletion of references to the BOB and to the 'SRA Board' (amended to 'the SRA').
19 (2) A (3)	Clarification that the Board's responsibility to act as oversight body for the Society's discharge of permitted purposes under the Legal Services Act 2007 is in respect of

	purposes other than those delegated to the SRA, to align with the IGRs. Removal of 'functions' in respect of permitted purposes as this is not required.
19 (2) B (3)	Amendment to reflect the requirement in IGR 10 ('Regulatory Body Budget') and in particular IGR statutory guidance 10.7 that Council may no longer set the budget for the SRA. Provision amended to reflect that Council's role is now to set the proportion of PC fees applicable to representative permitted purposes only.
19 (2) B (13)	Amendment of the name of the Remuneration Committee which is being disestablished due to IGR 4 ('Regulatory Autonomy').
REGULATION MATTERS	
Membership of the SRA Board	
22 (1) [former]	Deletion of provisions relating to membership of the SRA Board.
Term of office, appointment and reappointment, and conduct of chair and members of the SRA Board	
22 (1)	New heading, 'The SRA', and new provision referencing the establishment of the SRA as a wholly owned subsidiary of the Society.
22 (2)	New provision establishing the SRA as a corporate body empowered to discharge the functions set out in its terms of reference under GR 23, in accordance with its Articles.
22 (3) [former]	Deletion of provisions relating to the SRA Protocol for the appointment and reappointment of SRA Board members, due to IGR 4 ('Regulatory Autonomy') and IGR 8 'The Regulatory Board'.
Terms of reference of the SRA Board	
23 (general)	Deletion of references to 'SRA Board' (references are now to the 'SRA')
23 (2)	Amendment to remove obsolete references to regulatory rules, regulations and guidance issued by the Council, and amendments to delete reference to the SRA Board and replace it with 'the SRA or its predecessor'.
23 (6) (c)	Amendment to references to the NFR process (to amend the reference to the requirement for Council to approve the PC fee to a requirement to Council to notify the SRA of the representative functions component), in light of IGR 10 'Regulatory Body Budget'. See also GR 19(2) B (3).
23 (11)	Removal of the requirement for the SRA to notify the Law Society President of the text of any rule, regulation or amendment due to IGR 1.
General functions of the SRA Board	
24 (general)	Deletion of references to the 'SRA Board' (references are now to the 'SRA')

[formerly 25]	
24 (e)	Amendment to clarify that the Audit Committee's responsibility to provide assurance to Council on accounts and financial statements is in relation to the Group's statements (i.e. TLS and SRA Ltd). The previous use of 'the Society' in the GRs would have meant TLS and the SRA but this will no longer be the case under the creation of SRA Ltd as a separate entity.
24 (f)	Provision clarifying that the SRA will have power to deal with the listed matters for itself and any subsidiaries. See also GR 24(j) below. Also clarification that the SRA's powers over personnel policies and procedures include remuneration, pay policies and employment terms and conditions for its staff, in line with IGR 4 ('Regulatory Autonomy').
24 (g) [formerly 25(g)]	Deletion of specific scope of SRA powers over employee and executive remuneration in light of broader change to 24(f) above.
24 (i) [formerly 25(j)]	Deletion of reference to the BOB. Amendment to scope of Council and Audit Committee's role in light of the IGRs to remove reference to 'oversight' and to replace this with an obligation to provide 'assurance information'. Clarification that the scope of this obligation will extend to information over SRA subsidiaries (if any).
Directions to the SRA Board	
26 [former]	Deletion of this provision, which required the SRA Board to comply with a direction from Council, in light of IGR 2 'Duty to Delegate' and IGR statutory guidance 2.8-2.10 which require the Society to delegate regulatory functions in their entirety, subject to receiving assurance of compliance with section 28 of the Act.
OVERSIGHT OF THE SRA BOARD	
This heading to be deleted	
Membership of the Business and Oversight Board	
27 [former]	Deleted due to disestablishment of the BOB.
Term of office of members of the Business and Oversight Board	
28 [former]	Deleted due to disestablishment of the BOB.
Terms of reference of the Business and Oversight Board	
29 [former]	Deleted due to disestablishment of the BOB.
GENERAL GOVERNANCE AND REVIEW	

Appointment of Special Committees	
25(1) (e) [formerly 30]	Deletion of reference to the (Group) Remuneration Committee due to disestablishment of that committee, to comply with IGR 1 'Overarching Duty', IGR 4 'Regulatory Autonomy' and IGR 8 'Regulatory Board'.
Membership of the Audit Committee and term of office of chair and members	
26 (general) [formerly 31]	Amendments to reflect new SRA structure (references to SRA directors not members of SRA Board).
26 (1)(c)	Deletion of requirement for SRA Board chair representation on Audit Committee, following agreement between TLS and SRA.
Terms of reference of the Audit Committee	
27 (general) [formerly 32]	Amendments to reflect new SRA structure (references to 'SRA' not 'SRA Board').
27 (1)	Clarification that the delegation by Council to the Board and to the SRA of responsibility for ensuring the operation of effective systems of financial control, risk management and internal audit is subject to the Council's residual assurance role over these matters under the IGRs (IGR 3).
27 (1) (b)	Clarification that the Audit Committee's responsibility to provide assurance to Council on accounts and financial statements is in relation to the Group (i.e. TLS and SRA Ltd). This is reflected by the scope of assurance to be provided by the SRA to the Audit Committee in the Articles (Article 29.5) and the Assurance Protocol (paragraph 7). See comments for GR 24 (e) above.
27 (2) (b)	Clarification that the Audit Committee's terms of reference include providing assurance to Council on the accounts and financial statements and related information, and the accounting policies, of the Group (i.e. TLS and SRA Ltd). This is reflected by the scope of assurance to be provided by the SRA to the Audit Committee as set out in its Articles (Article 29.5) and the Assurance Protocol (paragraph 7).
27 (2) (d)	Clarification that the Audit Committee is responsible for overseeing any action in light of concerns expressed in external auditor letters for TLS and the SRA and that its report to Council on any concerns raised is in order to enable Council to perform its residual assurance role, to align with IGR 3.
27 (5)	References to the Audit Committee's power to seek information directly from SRA Board members and SRA staff members have been removed in order to align with the Assurance Protocol procedures agreed between TLS and SRA for the provision of assurance information. See GR 27(7) below.
27 (6)	Reference to the Audit Committee's power to direct SRA staff members to attend Audit Committee meetings has been removed in order to align with the Assurance Protocol procedures agreed between TLS and SRA for the provision of assurance information. See GR 27(7) below.

27 (7)	<p>New provision to confirm that the Audit Committee's role in relation to the SRA and in relation to Group assurance must be exercised subject to the IGRs and to the Assurance Protocol.</p> <p>Also a clarification provision to confirm that the Audit Committee may exercise the Society's further information powers in the Assurance Protocol directly, in respect of information which falls within the scope of the Audit Committee's terms of reference. See paragraphs 10-14 of the Assurance Protocol.</p>
<p>Membership of the Remuneration Committee and term of office of chair and members</p>	
39 [former]	Deletion due to disestablishment of the (Group) Remuneration Committee, as required by IGR 4 'Regulatory Autonomy' and IGR 8 'Regulatory Board'.
<p>Terms of reference of the Remuneration Committee</p>	
40 [former]	Deletion due to disestablishment of the (Group) Remuneration Committee, as required by IGR 4 'Regulatory Autonomy' and IGR 8 'Regulatory Board'.
<p>Terms of reference of the Scrutiny and Performance Review Committee</p>	
35 (general) [formerly 42]	Amendments to remove references to the BOB and to change references to the 'SRA Board' to the 'SRA'.
<p>GENERAL PROCEDURAL MATTERS</p>	
<p>Quorum of Board and Committee meetings</p>	
50 (2) [former]	Deletion of reference to quorum for SRA Board due to disestablishment of SRA Board.
50 (3) [former]	Deletion of reference to quorum for the BOB due to disestablishment of the BOB.
50 (2) [formerly (4)]	Deletion of the requirement for Audit Committee meetings to include the SRA Board chair. See GR 26 (1)(c).
50 (3) [formerly (5)]	Deletion of reference to quorum for the Remuneration Committee due to disestablishment of the Remuneration Committee. See GR 39.
50 (5) [formerly (7)]	Clarification to reflect that there is now only one Law Society Board. See GR 16.