

## Handling complaints or concerns about members of the Board of the Solicitors Regulation Authority (SRA)

### Purpose

1. The SRA places great value on the diversity and independence of members of its Board, and the leadership, skills and commitment they display. The Board can only work as it should if each Board member makes an effective contribution to debate, provides appropriate challenge to the views of others, and works well with other Board members, its committees and SRA staff in a collective, inclusive and collegiate manner.
2. We have arrangements in place to ensure that Board members are supported in carrying out their role, and understand what is expected of them. These arrangements: include published material such as the Governance Handbook (and annexes including the Code of Conduct for Board and Committee Members)<sup>1</sup>, a developmental appraisal process, and the opportunity – through the role of the Chair or Senior Independent Director (SID) – for supportive discussion and resolving differences, if these cannot be resolved directly between the individuals involved.
3. However, on the rare occasion where concerns are raised about the conduct of a Board member which cannot be dealt with informally or through the processes referred to above, a formal process to resolve those concerns may become necessary. This protocol sets out that formal process and establishes the procedures that should be followed to investigate concerns that might result in the suspension or removal of a Board member. Concerns about a Board member are referred to in the rest of this protocol as “complaints” and references to a Board member include the Chair.
4. This protocol will be published on the SRA website. It is a living document which will be reviewed to ensure that it reflects best practice.

### Background

5. Board members are appointed and reappointed as provided for by the Board Composition and Appointments Protocol.
6. Matters relating to Board members’ appointments, reappointments, appraisals and discipline are also governed by the Legal Services Board’s (LSB) Internal Governance Rules (IGRs), which states these must be demonstrably free of undue influence from persons with representative functions.

### Approach and principles

7. This process is designed to consider complaints, however these arise, which cannot be resolved through informal means, and which suggest a material breach of the obligations set out in the Board member’s contract or the Governance Handbook (and supporting documents, including the Code of Conduct for Board and Committee members).
8. A material breach is one which raises a question that the Board member is unfit to hold office as a member of the Board. This will include:

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<sup>1</sup> See <https://www.sra.org.uk/sra/how-we-work/board.page>

- misconduct – or behaviour which is improper, for example demonstrating a lack of probity (such as dishonest or discriminatory behaviour, knowingly acting where there is a conflict of interest, bullying or harassment of staff or colleagues) or otherwise fails to represent the interests of the Board or the values or behaviours expected of Board members, as highlighted in section 4 of the Governance Handbook. This would also include behaviour that would tend to damage the reputation of the organisation, such as disciplinary findings in respect of professional misconduct, or criminal sanctions (other than minor road traffic offences).
- behaviour that demonstrates that the Board member is unable to contribute positively to the work of the Board, whether as a result of attitudinal or behavioural problems, health or addiction issues, or any other reason. This might include for example, persistent poor attendance or failure to prepare for meetings or engagements, or failure to develop constructive relationships with fellow Board members or the Executive. This might also include failure to act in a collegiate manner or accept corporate responsibility for decisions.

9. The process under this protocol will be applied in accordance with the following principles:

- a investigations will be conducted confidentially (without prejudice to disclosure as appropriate of any outcome under paragraph 13(d) or 16)
- b the procedure will be conducted as quickly and sensitively as possible
- c the Board member in question will be expected to cooperate fully with any investigation and will be given the opportunity to respond to any complaint.

### Procedure

10. Complaints about a Board member (which may be made by anyone) should be made or put into in writing and addressed or forwarded to the Chair. On receipt of the complaint, the Chair will decide whether the complaint should be handled under this protocol. If he or she believes the complaint can more appropriately be resolved in some other way, he/she will notify the Board member and complainant accordingly. If the complaint is brought by or in respect of the Chair, then the role of the Chair as described in this and following paragraphs will be carried out by the SID.

11. Where the Chair deems it necessary, an investigation will be carried out by the SID or General Counsel. The investigator shall initiate the investigation by writing to the Board member with a copy of the complaint and details of the process and timetable for any investigation which should normally be completed within 28 calendar days. The investigator may carry out any investigations as appropriate for the purpose of establishing the facts, including the obtaining of such witness statements or documentation as the investigator considers relevant.

12. At the conclusion of the investigation the investigator will provide the Chair and Board member with copies of all the information obtained during the investigation and his/her report of the investigation.

**Decision**

13. On receipt of the investigator's report the Chair will then seek to resolve the issue. The Chair might decide to:
- a dismiss the complaint.
  - b uphold the complaint, but decide in the circumstances to take no formal action.
  - c uphold the complaint and issue the Board member with a written warning as to his or her future conduct.
  - d uphold the complaint and remove the person as a Board member of the Board, subject to the agreement of the LSB.
14. Should it be felt necessary to take action to remove a Board member from their role, as a result of this investigation and because of a material breach (paragraph 8), the Board member shall have an opportunity to respond to the complaint within 21 calendar days, or such longer period of time as the Chair may agree in the circumstances. The SRA will provide all reasonable support to the member (including access to any information to which they are entitled) to enable them to respond to the complaint. This will include the making of reasonable adjustments when appropriate.
14. On receipt of the Board member's comments, the Chair will then take a further decision about how to proceed. Should the Chair consider it helpful he or she may appoint an independent person to do the above on their behalf. Before reaching a decision, the Chair may take such advice as he she thinks fit and may decide to hear from the Board member and/or other witnesses. Any such meeting will be in private.
15. The Chair's decision is final and is not subject to any right of appeal. The General Counsel will notify the complainant and the Board member in writing of the decision, together with the reasons.
16. At any stage of the formal process, if the Chair considers that the matters under consideration are so serious that the public interest requires that the Board member should be suspended, he/she shall warn the Board member in writing that the Board member may be suspended pending the outcome of the investigation, or for such other period as may be specified. The Board member shall have the opportunity to make written representations to the Chair or SID. They shall usually have 14 calendar days to do so, however a shorter period may be specified where it is reasonable in the public interest to do so. The Chair or SID will then give written notice to the Board member either informing them that they can remain on the Board pending or that they will be suspended pending the outcome of the investigation or for a specified period.