

**The Law Society Compensation Fund
Unaudited Annual Report and Financial Statements
For the Year ended 31 October 2018**

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Principal activities

The primary object of the Compensation Fund (the Fund) is to replace money which a defaulting practitioner or a defaulting practitioner's employee or manager has misappropriated or otherwise failed to account for.

The Fund makes discretionary grants to those persons who have either:

- suffered loss as a consequence of the dishonesty of a defaulting practitioner or the employee or manager or owner of a defaulting practitioner; or
- suffered loss and hardship in consequence of a failure to account for money which has come into the hands of a defaulting practitioner or the employee or manager or owner of a defaulting practitioner.

The majority of these grants arise from claims made following an intervention by the Solicitors Regulation Authority (SRA) into the practice of a defaulting practitioner.

Regulated individuals and licensed bodies are required to pay an annual contribution to the Fund. Contributions are determined and collected on behalf of the Fund by the Law Society of England and Wales (the Society).

Governance

The Council of the Law Society (the Council), as the governing body of the Society has ultimate accountability for maintenance of the Fund in accordance with the SRA Compensation Fund Rules 2011 which are made under sections 36 and 36A of the Solicitors Act 1974, section 9 of the Administration of Justice Act, sections 21(2) and 83(5)(e) of, and paragraph 19 of Schedule 11 to, the Legal Services Act 2007 and an Order made under section 69 of the Legal Services Act 2007, S.I. 2011 No 1716, with the approval of the Legal Services Board under paragraph 19 of Schedule 4 to the Legal Services Act 2007.

The management of the Fund has been delegated by the Council to the Solicitors Regulation Authority Board (the Board) of the Law Society and the administration of the Fund is governed by the SRA Compensation Fund Rules 2011.

Reference throughout this document to “the Society” refers to the Law Society as a royal charter body which consists of the Law Society professional body (TLS) and the Solicitors Regulation Authority (SRA).

Governance (continued)

Members of the Board during the financial year under review were:

Enid Rowlands	Chair
Julia Black	Member
Sharon Darcy	Member
David Heath	Member
Paul Loft	Member from 1 January 2018
Barry Matthews	Member
Geoff Nicholas	Member
Dame Denise Platt	Member
Chris Randall	Member
Elaine Williams	Member
Tony Williams	Member
David Willis	Member
Jane Furniss	Member to 31 December 2017
Paul Marsh	Member to 31 December 2017
Deep Sagar	Member to 30 June 2018
Shamit Sagar	Member to 31 December 2017

Anna Bradley was appointed to the position of SRA Board Chair from 1 January 2019.

Chief Executive of the SRA:

Paul Philip

Governance (continued)

The Board similarly delegated certain powers and duties during the financial year to the Finance and Audit Committee and the Policy Committee. These committees advise the Board on all policy and technical matters relating to the Fund and professional indemnity.

Members of the Finance and Audit Committee during the financial year under review were:

David Willis	Chair
Paul Loft	Member from 1 July 2018
Elaine Williams	Member from 1 January 2018
Tony Williams	Member from 1 January 2018
Sharon Darcy	Member to 31 December 2017
Deep Sagar	Member to 30 June 2018
Shamit Sagar	Member to 31 December 2017

Members of the Policy Committee (previously Standards Committee) during the financial year under review were:

Julia Black	Chair
Sharon Darcy	Member from 1 January 2018
David Heath	Member
Geoff Nicholas	Member
Chris Randall	Member
Jane Furniss	Member to 31 December 2017

Given the Council's size (there are 100 places on the Council) the membership records are not shown here but are available on request and are included in the consolidated financial statements of the Law Society Group.

Operating and financial review

Results for the year

Contributions

Contributions are collected annually, as part of the annual practising fee collection process, by the Society on behalf of the Fund. These contributions form part of the overall Fund balance and may be used to provide cover for future claims in any year against the Fund.

A contribution of £90 per individual and £1,680 per firm which holds client money (2017: £40 and £778 respectively) was approved by the Board at their meeting in May 2018 relating to the practising fee year 1 November 2018 to 31 October 2019. The total budgeted contribution for the 2018/19 practising year was £25.6m (2017: £11.1m).

Of the budgeted £25.6m in relation to the 2018/19 practising fee year, £19.4m had been invoiced at the end of October 2018 (2017: £8.8m) with the remainder being invoiced by the end of January 2019. Contributions recognised during the year totalled £22.6m compared with £11.3m in 2017.

Investment income

Investment income in the period has increased as a result of an increase in the Bank of England base rate which has in turn increased the return available to the Fund through its short term cash deposits. At the end of October 2018 the Fund had £30m in cash and investments compared with £38m at the end of October 2017.

Grants paid and grant recoveries

During the year to 31 October 2018 grants were made to the value of £18.1m (2017: £15.2m).

In 2018 grant recoveries were £12.8m, an increase of £3.3m from 2017. Recoveries are often received several months or even years after the initial grant is paid and therefore are not necessarily related to grants paid in the same year due to the accounting policies adopted. Grants are recovered primarily from Statutory Trust Accounts held by the Society.

The Fund received 2,695 claims in 2018 (2017: 2,109) and closed 3,092, (2017: 1,617). At the end of the year there were 548 open claims (2017: 945) with a total amount of £76.6m (2017: £100.2m).

Operating and financial review (continued)

Of the total grant recoveries, £2.2m (2017: £3m) relates to monies recovered by cost recovery where the Fund is able to recover from solicitors, grants that have been paid out to former clients of those solicitors.

Statutory Trust Accounts (STAs)

The Society is the Trustee of separate funds held as a result of interventions into solicitors' practices and as Trustee is responsible for ensuring that the funds are properly accounted for and distributed appropriately. These funds are held in STAs. The Fund is able to recover from the STAs and other avenues (e.g. insurers), via right of subrogation, grants it has made where the funds held can be identified as due to a claimant who has received a grant from the Fund.

Once all reasonable and proportionate efforts have been made to trace beneficiaries, any residual balances remaining in STAs are transferred to the Compensation Fund. In 2018 the amount transferred was £0.6m (2017: £0.7m).

Administrative costs

Costs incurred during the year in administering, maintaining, applying and protecting the Fund were £10.6m (2017: £11.7m). Almost all Fund administrative costs are incurred by the Society and recharged to the Fund in accordance with agreed methodology and cost allocation rates. The most significant element of the recharge relates to third party intervention and legal costs incurred by the Society (£5.2m).

Result for the year

The surplus for the year was £7.5m (2017: deficit £5.3m). The movement from a deficit to a surplus mainly arises as a result of increased contributions received.

Operating and financial review (continued)

Balance sheet and cash flow

Accumulated funds as at 31 October 2018 were £48.9m, compared with £41.4m as at 31 October 2017.

Reserves are expected to reduce throughout most of 2019 as the majority of the income in relation to the 2018/19 practising year was invoiced at the end of 2018. Contributions for the 2019/20 year are due to be collected from October 2019.

Analysis of open claims on the Fund along with the expected inflows into the fund in the form of recoveries provides confidence that these reserves are sufficient to meet future obligations.

Current assets

Current assets have increased by £7.5m overall (2017: £5.3m decrease). The balance in the bank has increased in the year as a result of the increased contributions received this year.

The Compensation Funds' investments are in instant access managed cash funds and short term cash deposit accounts.

The amount held by the Fund in cash is intended to be kept at minimal levels required to support day to day requirements.

Open claims

Due to the predominantly cash accounting nature of the accounting policies of the Fund, as explained in note 1, no liability is recognised within these financial statements for open claims received.

The movement in open claims open during 2018 & 2017 is shown in the table below based on the original claims value recorded:

	2018	2017
	£'m	£'m
Claims open at 1 November	100.2	42.1
Claims closed or deleted during the year	(73.5)	(49.7)
Net change in value of open claims	8.1	38.4
Claims received or reopened during the year	41.8	69.4
Claims open at 31 October	76.6	100.2

We have estimated the grants that may result from the claims outstanding at the end of 2018 and consider that the balances in the Fund are sufficient to meet the potential liabilities as they fall due.

Principal risks and uncertainties

As stated on page 1, the primary object of the Fund is to make discretionary grants to those persons who have either:

- suffered loss as a consequence of the dishonesty of a defaulting practitioner or the employee or manager or owner of a defaulting practitioner; or
- suffered loss and hardship in consequence of failure to account for money which has come into the hands of a defaulting practitioner or the employee or manager or owner of a defaulting practitioner.

As such the principal risk of the Fund is that it holds insufficient accumulated funds to settle authorised grants or that grants are made in inappropriate circumstances.

The above risks are mitigated by the fact that grants from the Fund are discretionary as outlined in rule 3.3 of the SRA Compensation Fund Rules 2011¹ (A grant out of the Fund is made wholly at the discretion of the Society. No person has a right to a grant enforceable by law). However, in practice the Society must act in the public interest when approving claims made against the Fund. As a result, should insufficient funds be available for grants the Fund considers it appropriate to make, the Society could enforce its powers to raise a special levy contribution against regulated individuals and bodies to fund the shortfall in accumulated funds. This would, however, carry reputational risk with these groups and therefore would be an action of last resort. The risk of inappropriate grants being made is mitigated by a maintaining a robust process of investigation and adjudication.

¹ A copy of the SRA Compensation Fund Rules 2011 is available online at <http://www.sra.org.uk/solicitors/handbook/compfund>

Statement of financial control

The Board acknowledges that it is responsible for the system of internal financial control and has reviewed its effectiveness, having regard to the following key procedures:

- a clearly defined management structure with open lines of communication;
- an on-going review by the Board of the cost of claims in relation to the income and assets of the Fund;
- approval of annual expenditure budgets;
- a monthly review of actual expenditure against budget.

All decisions and payments pertaining to the Fund and STAs are governed by the SRA's schedule of delegations which was approved by the Board in February 2009 and most recently updated in March 2018. The Board reviews the effectiveness of the internal financial processes with financial management representatives and Deloitte LLP, our outsourced provider of internal audit services.

It must be stated that a system of internal financial control can provide only reasonable and not absolute assurance against material misstatement or loss.

Statement of the Council of the Law Society and SRA Board's Responsibilities in respect of the financial statements

Council of the Law Society

The Council of the Law Society are accountable for the maintenance of the Fund due to its responsibilities in law. The financial management of the Fund has been delegated by the Council to the Solicitors Regulation Authority (SRA) Board of the Law Society.

SRA Board

Under delegated authority from the Council of the Law Society, the SRA Board are responsible for the preparation of the non-statutory financial statements in accordance with the basis of preparation and accounting policies in note 1 and which show the position of the Fund at the end of the financial year and of any surplus or deficit for that period.

The SRA Board have taken responsibility for preparing non-statutory financial statements although there is no specific legal requirement to do so. The Council and SRA Board must not approve the non-statutory financial statements unless they are satisfied that they have been properly prepared, in all material respects, in accordance with the basis of preparation and accounting policies in note 1 to the non-statutory financial statements.

In preparing these non-statutory financial statements, the SRA Board have:

- selected suitable accounting policies and then applied them consistently;
- made judgements and accounting estimates that are reasonable and prudent;
- stated the basis of preparation and accounting policies applied;
- prepared the non-statutory financial statements on the going concern basis unless it is inappropriate to presume that the Fund will continue in business.

The SRA Board are responsible for keeping adequate accounting records that are sufficient to show and explain the Fund's transactions and disclose with reasonable accuracy at any time the financial position of the Fund. They are also responsible for safeguarding the assets of the Fund and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Statement of the Council of the Law Society and SRA Board's Responsibilities
in respect of the financial statements (continued)**

Statement of disclosure of information to auditors

In relation to Board members in office at the date the Board's report is approved, the following applies:

- so far as we are aware, members of the Board are not aware of relevant audit information that has not been disclosed to the Fund's auditors; and,
- appropriate governance arrangements are in place and are operated, such as by the activities of the SRA Finance & Audit Committee and the Board;
- we and members of the Board are satisfied that, by the said governance arrangements, members of the Board have taken the steps that they ought to have taken as a member in order to make themselves aware of relevant audit information and to establish that systems and practices are in place so that the Fund's auditors are aware of that information.

Independent auditors' report to the Council of the Law Society

Opinion

We have audited the financial statements of The Law Society Compensation Fund (the "Compensation Fund") for the year ended 31 October 2018 which comprise the income and expenditure account, balance sheet and notes to the financial statements, including a summary of significant accounting policies. The financial statements have been prepared by the Council of the Law Society in accordance with the accounting policies set out in Note 1.

In our opinion, the financial statements of the Compensation Fund for the year ended 31 October 2018 are prepared, in all material respects, in accordance with the accounting policies set out in Note 1.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK) including ISA (UK) 800. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Compensation Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Council of the Law Society's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Council of the Law Society has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Compensation Funds ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Emphasis of matter - basis of accounting and restriction on distribution and use

Without modifying our opinion, we draw attention to Note 1 to the financial statements which describes the special purpose framework used in the preparation of the financial statements. The financial statements are prepared to assist the Council of the Law Society to fulfil its stewardship duties in respect of the Compensation Fund. As a result, the financial statements may not be suitable for another purpose. Our report is intended solely for the Council of the Law Society and should not be distributed to or used by parties other than the Council of the Law Society.

Income and expenditure account for the year ended 31 October 2018

INCOME	NOTE	2018 £'000	2017 £'000
Contributions received in the current year	7	22,609	11,263
		22,609	11,263
Grant recoveries	3	12,796	9,536
Investment income received	4	180	117
Residual balances received from Statutory Trust accounts	8	570	733
TOTAL INCOME		36,155	21,649
EXPENDITURE			
Grants paid	2	(18,085)	(15,179)
Administration costs	6	(10,571)	(11,664)
Auditors' remuneration – audit fees		(29)	(54)
Income tax	5	-	(6)
TOTAL EXPENDITURE		(28,685)	(26,903)
Surplus / (Deficit) for the year		7,470	(5,254)
Fund balance as at 1 November		41,438	46,692
Fund balance as at 31 October		48,908	41,438

All activities derive from continuing activities. The notes on pages 14-19 form part of these non-statutory financial statements.

Balance sheet as at 31 October 2018

	NOTE	2018 £'000	2017 £'000
CURRENT ASSETS			
Investments – cash funds		25,000	33,930
Bank and cash		5,036	4,084
Money owed from the Law Society	8	18,872	3,424
TOTAL CURRENT ASSETS		<u>48,908</u>	<u>41,438</u>
CURRENT LIABILITIES			
TOTAL CURRENT LIABILITIES		<u>-</u>	<u>-</u>
NET CURRENT ASSETS		<u>48,908</u>	<u>41,438</u>
ACCUMULATED FUNDS		<u>48,908</u>	<u>41,438</u>

The notes on pages 14-19 form part of these non-statutory financial statements.

The financial statements of the Compensation Fund were approved by:

Notes to the financial statements for the year ended 31 October 2018

1 Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with the following accounting policies. As the Fund is maintained and administered pursuant to sections 36 and 36A of the Solicitors Act 1974 as amended by the Courts and Legal Services Act 1990 and under the provisions of the Administration of Justice Act 1985, it is not required to prepare statutory financial statements or comply with applicable United Kingdom accounting standards or the Companies Act 2006 but has chosen to prepare non-statutory financial statements and have them audited as good governance.

The accounting policies adopted by the Fund are described below and these have been applied consistently.

Cash flow

No separate cash flow statement is prepared as the accounting policies adopted by the Fund are predominantly on a cash accounting basis.

Contributions

Fund contributions received in conjunction with Society practising fees are recognised in full when an invoice is raised following an application from a solicitor or a firm. The contributions relate to practising years which begin on the 1 November each year. These amounts are recognised in full and not deferred and therefore the financial statements include amounts invoiced in advance relating to the following year.

Grants paid

Grants paid by the Fund are discretionary in nature and are accounted for when paid. Grant authorisation is given by an adjudication panel or an authorised adjudicator under delegated authority from the Board.

Grants recovered via right of subrogation from the STAs

The Fund is able to recover from the STAs, via right of subrogation, grants it has made provided certain procedures are followed. Recoveries from the STAs are recognised when cash is received.

Grants recovered from solicitors

The Fund is able to recover from solicitors, grants that have been paid out to former clients of those solicitors. Recoveries from solicitors are recognised when cash is received.

Notes to the financial statements for the year ended 31 October 2018 (continued)

1 Accounting policies (continued)

Residual balances received from Statutory Trust Accounts

Remaining funds held in Statutory Trust Accounts are transferred to the Fund once all reasonable efforts to establish and trace beneficiaries have been exhausted. Income from residual balances in Statutory Trust Accounts is recognised when the cash is received.

Investment income

Investment income is received monthly in the form of dividends and interest. Income arising on bank and cash amounts is received as interest. Investment income is accounted for when cash is received.

Administration costs

Administration costs are incurred by the Fund via a recharge from the Society in accordance with agreed cost allocation methodology and cost allocation rates. Administration costs are recognised when actually calculated and notified to the Fund by the Society.

Certain costs are incurred directly by the Fund and are recognised when paid.

Taxation

The Fund is only liable to taxation on its investment income at the basic rate and normal dividend rates of income tax and obtains no tax relief for its overhead expenditure. Charges for taxation are recognised when paid or received and no account is taken of deferred taxation assets and liabilities.

Valuation of investments

Investments, constituting managed cash funds, are valued at their mid-market value at the Balance Sheet date on a portfolio basis. Given the cash nature of investments, except in exceptional circumstances, the mid-market value of investments is £1 for £1. Should any movements in mid-market value occur they shall be recognised through the income and expenditure account.

Of the investments none were held under fixed term arrangements and are all available for withdrawal with no more than seven days notice.

Notes to the financial statements for the year ended 31 October 2018 (continued)

1 Accounting policies (continued)

Going concern

The level of reserves coupled with the fact that the Fund's grants are discretionary means the Board believe the Fund has sufficient funds available to it to meet future obligations as they fall due. The Society also has the power to raise an additional levy on regulated individuals and bodies between the annual collections if required. The Fund is therefore considered a going concern.

2 Grants paid

Grants paid in 2018 totalled £18.1m (2017: £15.2m).

3 Grant recoveries

Grants recoveries in 2018 totalled £12.8m (2017: £9.5m) of which £8.8m (2017: £6.5m) were recovered through rights of subrogation from the STAs with the remainder being recovered directly from solicitors.

4 Investment income received

	2018 £'000	2017 £'000
Dividends	25	14
Interest	155	103
	<u>180</u>	<u>117</u>

5 Income tax

Income tax is payable on gross dividends and interest earned during the year from money market funds and treasury deposits. Income tax falling due on investment income for the financial year totals £29k (2017: £23k).

On a paid and received basis and as reported in the income and expenditure account, Nil was payable in the year (2017: £6k payable).

Notes to the financial statements for the year ended 31 October 2018 (continued)

6 Administration Costs

	2018 £'000	2017 £'000
Direct cost of processing Compensation Fund claims	3,105	2,884
Direct cost of intervention and other legal costs	<u>5,253</u>	<u>7,601</u>
TOTAL DIRECT COST	<u>8,358</u>	<u>10,485</u>
Allocated cost of other regulatory activity that administers and protects the Fund	<u>1,226</u>	<u>218</u>
TOTAL ALLOCATED COST	<u>1,226</u>	<u>218</u>
Contribution to central overheads: Central costs contribution	<u>987</u>	<u>961</u>
TOTAL CONTRIBUTION COST	<u>987</u>	<u>961</u>
TOTAL ADMINISTRATION COSTS	<u>10,571</u>	<u>11,664</u>

All administration costs are incurred by the Society and recharged to the Fund.

Notes to the financial statements for the year ended 31 October 2018 (continued)

7 Compensation Fund contributions

Contributions recognized in 2018 totaled £22.6m (2017: £11.3m) of which £19.4m (2017: £8.8m) related to the practicing year 2018/19. Of the budgeted £25.6m for the 2018/19 practicing year (2017: £11.1m) a further £6.3m (2017: £2.3m) had been invoiced by the end of December 2018.

8 Related party transactions

The Society has ultimate accountability for the maintenance of the Fund and the STA's. Both the Society and the STA's are therefore considered to be related parties for the purpose of financial reporting.

The Society collects all Fund contributions on behalf of the Fund, as disclosed within the income and expenditure account. In addition the Society charges the Fund administration costs, as disclosed in note 6. Amounts due from the Society at 31 October 2018 are £18.9m (2017: due from the Society £3.4m) and are disclosed within the balance sheet.

Transactions with the STAs are recovery of grants under rights of subrogation and amounted to £8.8m (2017: £6.5m).

Further monies are also received from residual balances in STAs once all reasonable efforts have been made to trace beneficiaries. Any remaining funds are then transferred to the Fund and amounted to £0.6m in 2018 (2017: £0.7m).

Disclosure of related parties arising from Council members and Board members, included in recharged costs, are disclosed in the Society consolidated financial statements.

There are no other significant related party transactions.

Notes to the financial statements for the year ended 31 October 2018 (continued)

9. Disclosure of significant assets and liabilities

Due to the predominantly cash accounting nature of the accounting policies certain assets and liabilities are not included in the financial statements. The most significant are explained below.

Open claims

As explained in note 1, grants made are recognised when cash is paid. Amounts approved for payment and those related to outstanding claims being investigated are not included in the financial statements.

No estimate can currently be made of future claims against interventions in progress and no estimate is made of amounts recoverable from the seized accounts relating to those interventions.

Statutory Trust Accounts, undistributed balances

The 2006 Re Ahmed judgment provided for any undistributed STA balances (residual balances) to be transferred to the Fund after reasonable investigations to distribute them.

In 2018 this resulted in £0.6m being transferred from STAs to the Fund (2017: £0.7m). This is in addition to the funds received via rights of subrogation. The SRA is continuing to identify historic undistributed balances which can be transferred to the Fund.

Statutory Trust Accounts, amounts due via right of subrogation

In accordance with the accounting policies, no amounts are recognised within the balance sheet or income and expenditure account in respect of amounts due to the Fund via rights of subrogation from the STAs as these amounts are only recognised when paid.

Whilst the amounts due to the Fund are likely to be significant we are currently unable to accurately quantify the amount due. At the end of October 2018 the total balance held in STAs was £15.0m (2017: £24.2m).

Uninsured Firms

From 1 October 2012 the SRA Compensation Fund Rules were changed to provide cover for claims made against uninsured firms that would previously have been covered by the Assigned Risks Pool (ARP) under the arrangements for non-applied firms. This cover is similar to that provided historically through the ARP arrangements whilst still retaining the discretionary nature of the Compensation Fund. The cover extends to claims made against firms that are practising whilst uninsured and includes six year run-off cover in the event that a practice ceases without successor practice whilst uninsured.