



**PROCEDURES FOR SPECIALIST COMMITTEES
& GUIDELINES FOR SPECIALIST COMMITTEE CHAIRS**

Definitions

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| “Administrator” | The Administrator of the CLLS |
| “CLLS” | The City of London Law Society, the office of which is currently located at 4 College Hill, London EC4R 2RB |
| “CEO” or “CLLS CEO” | The Chief Executive of the CLLS |
| “Chair” | Any chairperson of the Committees established in accordance with Article 21 of the CLLS Constitution |
| “City of London” | City of London Law Society catchment area, namely one mile from the four corners of the Bank of England, and Canary Wharf |
| “CLLS Chair” | The chairperson of the CLLS Committee, elected in the manner specified in Article 20.6 of the CLLS Constitution and styled in that Constitution as “Chairman” |
| “CLLS Committee” | The Committee of the City of London Law Society, sometimes known as the Main Committee, established under Article 11 of the CLLS Constitution |
| “Committee” or “Committees” | Except where specific reference is made to the CLLS Committee, any of the committees, sometimes known as “Specialist Committees”, formed under Article 21 of the CLLS Constitution under the delegated authority of the CLLS Committee |
| “Corporate Office Solicitor” | A solicitor who works at the City of London office of a CLLS Corporate Member firm |
| “Legal Policy Analyst” | The Legal Policy Analyst of the CLLS |
| “President” | The ex officio President of the CLLS Serving co-terminously as Master of |

Introduction

The Committees are established by the Committee of the City of London Law Society, which is also responsible for agreeing the terms of reference under which Committees serve and for maintaining general oversight of their operation and work. The CLLS Committee retains the responsibility at all times for decisions on the establishment, merger or closing down of Committees.

Appointment and role of Chairs, Vice-Chairs and Secretaries

1. When a vacancy arises for the role of chair of a Committee, a Chair Designate shall be nominated by the members of the Committee in question by means of a secret ballot. The process for the ballot is set out at Appendix 1. Once the nomination has been made, it shall be referred to the CLLS Committee for ratification and confirmation of the appointment. A person should not normally hold the office of Chair of a Committee for less than two years or for more than five years, although they may continue in office after this period upon renomination by the Committee in question and subsequent reappointment by the CLLS Committee. The CLLS Committee may in its discretion remove a Chair.
2. Each Committee shall elect one or more members to serve as Vice-Chair. The process for the selection of the Vice-Chair is at Appendix 1. A person should not normally hold the office of Vice-Chair of a Committee for less than two years or for more than five years, although they may continue in office after this period upon renomination by the Committee. The Vice-Chair may be chosen by the Committee to act as substitute for the Chair at any meeting where the Chair has notified his or her absence in advance. In addition, as provided for under Article 21.3 of the CLLS Constitution, the Committee may select the Vice-Chair to act as a substitute for the Chair at any meeting where the Chair is not present within ten minutes after the time appointed. The members of the Committee may alternatively select another of their number to act in this role.
3. The Vice-Chair may stand for election as Chair in the event of a vacancy for that position.
4. Each Committee shall appoint a Secretary to the Committee. The Committee should, where possible, invite a PSL or non-partner member of a member firm with expertise in their sector to act as Secretary to the Committee attending all meetings in the capacity of a non-voting Observer.

Role of the Chair, Vice-Chair and Secretary to the Committee

5. The Role of The Chair, Vice-Chair and Secretary to the Committee are set out at Appendix 2.

Membership of Committees

6. Committees shall normally decide their own membership, with each new member of the Committee being approved by the Committee Chair and Committee, subject to overall compliance with the procedures set out herein.
7. The CLLS Committee reserves the right to appoint one or more members to any Committee.
8. The CLLS Chair shall be an ex officio member of each Committee. The CLLS CEO and the Legal Policy Analyst shall have the right to attend all meetings of each Committee as non-voting Observers and should receive invitations to all meetings.
9. There is no maximum number of Committee members, but Chairs should ensure that the group is of a practical size for the work of the committee, meetings and venues. Flexibility in the balance of membership should be maintained so that members are drawn as far as possible from firms of varying sizes.
10. Due to the level of the work which the Committees undertake, it is expected that Committee members shall normally be of partner or equivalent level. Exceptions may be made in the case of Committees working on cross-cutting issues, including especially the Training Committee. In order to bring forward the future partner and partner-level leadership of the profession in the City of London, and also to reinforce the role of the CLLS Committees in promoting the work and role of the CLLS amongst its members and to potential new members, Chairs are encouraged to apply creativity and flexibility to find other ways of involving associates and non-partner members in their committee work.
11. Unless the CLLS Committee agrees otherwise, all members of Committees, including industry representatives, must be members of the CLLS, either as a Corporate Office Solicitor or personally (which may include as a paid up Freeman or Liveryman of the City of London Solicitors' Company).
12. Aside from the ex officio members, not more than one member of any firm shall be a member of any given Committee at any time, unless in special and time-limited circumstances the Committee Chair agrees otherwise.
13. Membership of a Committee is personal to the member and not to be considered in any way as pertaining to his or her firm. Nonetheless occasional attendance by a suitable alternate from an absent

member's firm may be permitted, at the sole and explicitly confirmed discretion of the Committee Chair.

14. Members of Committees must not nominate a successor from their firm to take their place. They may inform the Committee of a potential successor from their firm or organisation, but any such potential successor must then take part in an open application process.
15. The process of recruiting members of the Committees must be an open application process. Details of any Committee vacancies must be advertised on the CLLS website, other social media, and other media where appropriate, along with details of any experience or qualification which is required. Those interested in a place on the Committee shall be asked to submit a CV or other form of career summary to the Committee. The Committee shall at a meeting consider all applications arising from the recruitment process, and have discretion to take up applications, or to decline them, as they see fit, subject to the other provisions set out herein.
16. The Committee shall consider all applications irrespective of age, disability, gender, race, religion, sexual orientation or other protected characteristic.
17. From the date of the approval of these Guidelines by the CLLS Committee, solicitors from non-corporate member firms will no longer be eligible to hold office as the Chair, Vice Chair or Secretary of Committees. This provision will not be applied retrospectively. In the case of the eligibility of a Chair, the approval of the appointment of a new Chair to the Committees remains that of the CLLS Committee (see Appendix 1).
18. From the date of the approval of these Guidelines by the CLLS Committee, no Committee shall include more than two Solicitors from non-Corporate Member firms. This restriction shall not apply to in-house lawyers, retired lawyers or lawyers working for firms located outside the City of London which are not eligible to become Corporate Members. Nor will it apply to ex officio representatives of partner organisations including The Law Society of England and Wales. This restriction will not be applied retrospectively.
19. When considering appointments to Committees, Chairs and Committee Members must be cognizant of the CLLS Committee's decision not to admit on to the Committees at any given time more than two personal members from any firm which is eligible to become a Corporate Member firm but is not a Corporate Member, automatically refusing applications from lawyers working for such firms until such time one of the two existing personal members working at that firm has stepped down from a Committee.

20. Committees seeking to make an exception to the provisions of paragraphs 16 to 19 above must submit a business case for consideration and approval by the CEO or CLLS Chair. Such cases will be approved only where the business case demonstrates unambiguously that the person or persons to be appointed to Committee membership possess exceptional and unique expertise which will bring benefit to the CLLS as a whole.
21. Members of the CLLS Committee shall each join one Committee as an observer only, with their role limited to facilitating communications between the Committees and the CLLS Committee. This role is designed for the CLLS Committee to get a better feel of the work each of the Committees are carrying out, and to give information about the work being carried out by the CLLS Committee to the Committees. No voting rights in any of the work or functions of the Committee appertain to the role of the CLLS Committee member.
22. Membership of each Committee should be reviewed periodically by its Chair in consultation with other members of the Committee, the CEO and the Legal Policy Analyst. The Chair may determine that any member of the Committee who has failed to attend any meeting of the Committee for either twelve months or for three meetings without sufficient reason in the view of the Chair has ceased to be a member of the Committee.

Meetings & Records of Meetings

23. Each Committee shall meet on at least four occasions in each calendar year. The Chair or Vice-Chair of any Committee, or any two other members of the Committee, or the CLLS Chair, may convene a meeting of a Committee at any time, on reasonable notice.
24. Meetings may be held in person, or in a hybrid form of in-person and virtual media, or by virtual media alone.
25. The CLLS shall be notified in advance of all meetings of Committees and shall be sent a copy of all agendas, working papers, minutes, etc., at the same time as they are circulated to other members of a Committee. The Legal Policy Analyst may forward this information as appropriate to other Committee Chairs to ensure that they are aware of any similar issues or papers which other Committees are considering.
26. Each Chair shall ensure that minutes of all Committee meetings (including the names of those members present) shall be kept and that copies shall be sent to CLLS to be placed on the CLLS website as an official record.
27. Chairs should ensure that minutes are approved as quickly as possible after each meeting (the subsequent meeting may suffice) and that they are produced in a form which can be readily understood by

people who were not present at the meeting and do not contain anything unsuitable for publication. In addition to naming those who were present at the meeting, the minutes should indicate to which firms they belong. An executive summary of each set of minutes should be prepared for presentation to the CLLS Committee at its quarterly meetings.

Working Parties

28. Committees may set up working parties for particular topics, whose membership may include people who are not members of CLLS.

External Expenditures

29. Where a CLLS Committee (or Committees) feels that external support is required (e.g. seeking counsel's opinion on a specific point), the relevant Committee Chair/s should secure agreement from the CLLS before committing to such support.

Lead Committee on Cross-cutting Issues

30. Whenever the CLLS is considering a major cross cutting issue such as the broad implications of a new regulation or an international issue, it may be appropriate for one Committee to develop and coordinate a single response on behalf of a number of Committees.

Guidance Documents

31. It is the view of the CLLS that general legal advisory guidance is unlikely to be a problem in terms of competition law. Each document is, however, different, and it is the recommendation of the CLLS that, where a document is advising member firms how to conduct themselves in the market, the relevant Committee may wish to consult a competition lawyer before publication.

Note: In general terms where guidance notes, standard form documents or pro forma documents are published by the CLLS Committees, it is the view of the CLLS that such documents are unlikely to generate major competition issues provided that:

the adoption of such documents is voluntary (and Members can freely decide whether to use the documents or not), and such documents do not seek to agree tacitly or otherwise uniform prices, rebates, conditions of sale or other matters which might regulate important secondary aspects of competition between Member firms.

Terms of Reference

32. Committees may propose changes to their own terms of reference, including the addition of areas within their fields in which they propose to concentrate or the exclusion of others which they do not consider

appropriate or relevant to their work. The Committees should prepare such terms of reference in association with the Legal Policy Analyst and submit them for consideration to the CLLS Committee.

Submission of Responses to Consultation Papers

33. Responses to consultation papers should be phrased so as to express the views and opinions of the Committee and not those of CLLS. They should be written to appear in the public domain and not contain any sensitive or confidential information. They should bear a date and specify the name and address or other contact details of a person whom the recipient may contact in relation to the paper; and contain a list of members of the Committee and their firms, together with any other people who were involved in the preparation of the paper, at the end of the document, or a link to the relevant committee page on the CLLS website.
34. Committees should bear in mind that they are acting at all times on behalf of the CLLS and should therefore advise the CLLS if they are going to deal with matters of particular controversy. In the event that they are unsure whether the issue with which they are dealing will cause controversy, they should liaise with the Legal Policy Analyst. Except for routine correspondence, copies of the correspondence relating to any matter of particular controversy should be supplied contemporaneously to CLLS.
35. Committees may consult counsel on matters on which they consider necessary relating to any submissions or correspondence. They should not, however, incur any expense on behalf of the CLLS or for which the CLLS may be liable without consulting the CLLS beforehand.
36. Committees, with the assistance of the CLLS office, are encouraged to be proactive in alerting corporate and individual members of the CLLS to new developments, sending out response documents as soon as they are finalised and distributing information more widely within firms and other companies. Committees should also proactively consider issues for future work programmes.
37. Committees should organize at least one open meeting or educational event each year to publicise the work which they carry out to associates, trainees, apprentices and other solicitors, and other members of CLLS. The Committees should liaise with the CLLS office, the CLLS Committee, and other public relations representatives of the CLLS in preparing and hosting such events to ensure maximum publicity and attendance.
38. The Committees should keep the Administrator and Legal Policy Analyst at the CLLS office informed of their work, including changes to the membership of the Committees, communications with third parties, and submission of responses to consultations. The Legal Policy Analyst shall be responsible for keeping membership details up to

date, sending out information to CLLS members and also updating the Committee's web pages. In the absence of the Legal Policy Analyst, the Administrator will assist in this respect.

Publicity Media Relations and Website

39. Chairs should endeavour to publicise both the work of their Committees and the work of the CLLS by identifying items of business which are newsworthy and can be published in the media, LinkedIn, and other social media as appropriate. The Chairs should liaise with the CLLS office and any public relations representatives of the CLLS.

Update of Guidance

40. This Guidance will be kept under review and updated at least once every two years.

Dated 2024

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APPENDIX 1

Election of Chairs and Vice-Chairs of Committees

These provisions are to take place for Committees which are already established. In the case of new Committees upon the occasion of formation only, Chairs are to be recruited by the Chair of the CLLS, the CEO, and Legal Policy Analyst, and appointed by the CLLS Committee. Vice-Chairs may be selected by the new Chair of the Committee, with the input of the CEO and the Legal Policy Analyst as appropriate. Thereafter, the position of Chair and Vice-Chair is to be elective as per the following paragraphs.

Election of the Chair

Where a vacancy arises for the position of the Chair of a Committee, the Vice-Chair automatically takes on the functions of the Chair until such time as a new Chair is appointed. The Vice-Chair's role as acting Chair is temporary and should not go on for any longer than is necessary and the post of Chair should be filled as soon as possible. In the absence of a Vice-Chair, the Legal Policy Analyst shall take on this role.

All members of the Committee should be advised of the vacancy with an invitation to them to stand as Chair.

A meeting of the Committee should be held to elect the new Chair. The meeting should be chaired by the Vice-Chair, or, if not available, the Legal Policy Analyst.

The Vice-Chair should liaise at all times with the Legal Policy Analyst during the election process.

The meeting should where possible be held in person, but may, where it is not possible to hold an in-person meeting, be held either in a hybrid (in person and by virtual media) or virtual (by virtual media only) way.

The date for the meeting should be chosen by the Vice-Chair and circulated to all members of the Committee, and to the Legal Policy Analyst. The Legal Policy Analyst, or another member of the CLLS, must advise the Chair and Chief Executive of the CLLS of the vacancy, and the forthcoming election process, as early as possible.

The procedure for the election of a new Chair is as follows:

- Any member of the Committee who wishes to be considered for election as Chair should let the Vice Chair of the Committee know by a particular cut-off date. The Legal Policy Analyst should also be informed of the names of those who wish to be considered.
- Following the cut-off date, the Legal Policy Analyst should circulate to the Committee the names of those expressing an interest in becoming Chair.

- The election should take place at a meeting of the Committee.
- If there is only one candidate for Chair, that candidate shall require the Committee's approval at the meeting. All Committee members attending must give their formal approval to the election of the candidate. The absence of a contested election does not obviate the requirement that the sole candidate's election should be affirmed by those attending the meeting.
- If there is more than one candidate, the Committee will be notified of the candidates and a vote (on a first past the post basis) will take place at the Committee meeting by way of paper ballot. The candidate with the most votes is elected Chair-Designate. In the event of a tie, the Vice-Chair has the casting vote.
- If members of the Committee are unable to attend the meeting, their votes can be entered either by e-mail or by proxy. The e-mail votes and proxy votes must be sent to the Vice-Chair and the Legal Policy Analyst at a time specified prior to the meeting and before the commencement of the meeting.
- The successful candidate will become the Chair Designate. All Committee Chairs are formally appointed by the CLLS Committee, and the Chair Designate's name and biographical details/CV should be put to the CLLS Committee at its next meeting. At that meeting, the CLLS Committee may accept the nomination, at which time the Chair Designate is appointed as the Chair of the Committee. The CLLS Committee may decline to accept the nomination, in which case the election process must be re-run as per the above paragraphs at the next meeting of the Committee with a different candidate.

Election of the Vice-Chair

Where a vacancy arises for the position of the Vice-Chair of a Committee, all members of the Committee should be advised of the vacancy with an invitation to them to stand as Vice-Chair.

A meeting of the Committee should be held to elect the new Vice-Chair. The meeting should be chaired by the Chair, or, if not available, the Legal Policy Analyst of the CLLS.

The Chair should liaise at all times with the Legal Policy Analyst during the election process.

The meeting should where possible be held in person, but may, where it is not possible to hold an in-person meeting, be held either in a hybrid (in person and by virtual media) or virtual (by virtual media only) way.

The date for the meeting should be chosen by the Chair and circulated to all members of the Committee, and to the Legal Policy Analyst.

The procedure for the election of a new Vice-Chair is as follows:

- Any member of the Committee who wishes to be considered for election as Vice-Chair should let the Chair of the Committee know by a particular cut-off date. The Legal Policy Analyst should be informed of the names of those who wish to be considered.
- Following the cut-off date, the Chair should circulate to the Committee the names of those expressing an interest in becoming Vice-Chair.
- The election should take place at a meeting of the Committee.
- If there is only one candidate for Vice-Chair, that candidate shall require the Committee's approval at the meeting. All Committee members attending must give their formal approval to the election of the candidate. The absence of a contested election does not obviate the requirement that the sole candidate's election should be affirmed by those attending the meeting.
- If there is more than one candidate, the Committee will be notified of the candidates and a vote (on a first past the post basis) will take place at the Committee meeting by way of paper ballot. In the event of a tie, the-Chair has the casting vote.
- If members of the Committee are unable to attend the meeting, their votes can be entered either by e-mail or by proxy. The e-mail votes and proxy votes must be sent to the Chair and the Legal Policy Analyst at a time specified prior to the meeting and before the commencement of the meeting.
- The successful candidate is appointed Vice-Chair and takes office immediately.

APPENDIX 2

Role of the Chairs, Vice-Chairs, and Secretaries of the Committees

Role of the Chair and Vice Chair

The role of the Chair is to chair and run the Committee, nominate for appointment new members of the Committee, remove members of the Committee where appropriate, liaise with other chairs on issues which are of interest to the Committees, attend meetings of the Chairs, decide the scope of the work of the Committee, sign off submissions, host external guests and meetings which are open to member firms, sign off minutes, distribute work, conduct elections for replacement Chairs, lead the Committee in the appointment of a secretary, etc.. The role will continue to adapt according to circumstances.

The Vice-Chair's role is partly as above in the absence of the Chair. The Vice Chair will step up to the role of Chair on ad hoc occasions if the Chair is unable to attend a meeting, or on a longer term basis if the Chair is scheduled to be unable to attend due, for instance, to sabbatical, being absent due to work over a period of time, illness etc.. It would be for the Vice-Chair, for instance, to lead a discussion for the replacement of the Chair in the event that the Chair were incapacitated, and to lead the Committee in the event of an interval between the resignation/retirement/departure of the Chair and the election of the new Chair.

The Vice-Chair is also to assist the Chair in the day-to-day running and management of the Committee, such as heading up sub-groups, leading on consultations and drafting papers, assisting in publicising the work of the Committee, etc.. The role will continue to adapt according to circumstances.

Both the Chair and the Vice-Chair should work closely with the Legal Policy Analyst and with the CLLS' public relations colleagues in publicising the work of the Committee, arranging material for social media, giving interviews, etc..

Where a Chair knows of a forthcoming period of absence, it is expected that the Vice-Chair will be informed as soon as possible to facilitate a smooth handover to the Vice-Chair for the duration of that period of absence.

The role of Vice Chair is not an indication of succession to the Chair. Where a Chair retires or resigns, all members of the Committee are entitled to stand as equal candidates for election as the new Chair.

The Secretary

The role of the Secretary is to provide administrative support to the Chair/Vice-Chair of the Committee, booking and organising meetings, preparing papers, taking minutes, organising the attendance of guest speakers, and other matters. The Chairs are encouraged to appoint a non-partner solicitor or colleague to the role so that s/he has the opportunity to learn about the work of the Committee and the role of the CLLS.

The role may be split. Some of the Committees have used the position for PSLs or full members of the Committee who have more than one member of a firm to allow one of them to stay on the Committee, particularly when the person who is to fill the role is a subject matter expert. In that case, the Secretary can contribute fully to discussion at the Committee meetings and fully engage in all the Committee's work, but does not have a vote on any matters which are put to the vote, such as bringing on new members or voting in an election for the position of Chair. The Secretary may also bring along an assistant to take the minutes of the meeting, and who can also assist in the administrative tasks outlined above.

The Secretary is appointed with the endorsement of the Committee.
