

## Lloyd's Market Association Legal Committee (LMA LEGCOM)

The Legal Committee is part of the LMA committee structure, made up of senior legal practitioners, with the Committee's membership representing the Lloyd's legal community's interests, reporting to the LMA Board. These Terms of Reference ("ToR") shall automatically incorporate the LMA Core Terms of Reference ("Core Terms") which can be found here. In the event of any conflicts between these ToR and the Core Terms, the Core Terms will prevail. The Core Terms will be up-dated from time to time, and at such time the most recent version will be deemed incorporated into these ToR.

### 1. Purpose

- 1.1 The Legal Committee operates to support the Lloyd's market legal community, whilst promoting knowledge and legal expertise, enhancing the profile, performance and reputation of legal in the Lloyd's market.

### 2. Responsibilities

- 2.1 The Committee shall have the following responsibilities:

- 2.1.1 Responding to requests from insurance practitioners, the LMA Board and LMA Leadership, LMA committees and panels for guidance and recommendations;
- 2.1.2 Promoting positive interaction between the Committee, the LMA and its committees, Lloyd's, and other interested parties;
- 2.1.3 Working with third parties to provide expertise to support the Lloyd's market;
- 2.1.4 In relation to any LMA model wordings or model agreements, to consult with practitioners in the relevant sectors or classes of business;
- 2.1.5 Identifying, considering and responding to legal consultations from the Law Commission, governments and other bodies including in the UK, EU and US which may affect LMA members and/or the Lloyd's market;
- 2.1.6 Considering financial crime issues, including sanctions, regulatory developments, and providing guidance to the market as required;
- 2.1.7 Providing legal input on cross market projects and areas such as data protection;
- 2.1.8 Contributing to solving issues arising from cross border underwriting, including LIC and other Lloyd's ventures;
- 2.1.9 Being constituted so as to be representative of the interests of the legal community in the Lloyd's market;
- 2.1.10 Providing input and discussion with regard to claims and litigation matters;
- 2.1.11 Making suggestions for topics to be discussed at the Legal Forum
- 2.1.12 Meeting on a regular basis with planned agendas and a record of proceedings;
- 2.1.13 Agreeing with the LMA useful Legal Committee / LMA documents to be published on the LMA's website;
- 2.1.14 In fulfilling its objectives, appointing, maintaining, and overseeing, as appropriate, sub-committees or working parties to consider specific matters;
- 2.1.15 Assisting in the creation and success of the LEGCOM Next Generation Committee; and
- 2.1.16 Contributing to the development of the legal market in insurance as a whole by assisting in the education of junior lawyers within the market through initiatives championed via the Committee or LEGOM Next Generation Committee.

## 3. Chair(s)

- 3.1 The Committee shall elect a Chair(s), by a simple majority of the members of the Committee.
- 3.2 The Committee may elect to have two co-Chairs in order to share workload. Alternatively, the Committee may elect to have a Deputy Chair, in which case, all references to Chair(s) in these ToR apply equally to the Deputy Chair in the absence of the Chair.
- 3.3 The duties of the Chair(s) are as follows:
  - 3.3.1 The Chair(s) will oversee the efficient and effective operation of the Committee in accordance with these ToR.
  - 3.3.2 In fulfilling their duties, the Chair(s) will act independently and with due regard for the interests of all LMA members in accordance with all applicable legal and regulatory requirements.
  - 3.3.3 The Chair(s) (with the assistance of the Secretary) shall take all appropriate steps to ensure that the Committee conducts its business in accordance with the requirements of applicable competition law.
- 3.4 The term of a Chair(s) shall be for a period of three years, (subject to being able to continue to carry out that role) as supported by the Secretary.
- 3.5 Chair(s) can serve a maximum of two terms.

## 4. Secretary

- 4.1 The Committee shall have a Secretary who shall be an employee of the LMA. The duties of the Secretary are as follows:
  - 4.1.1 Efficient administration of the Committee, including the convening of meetings, preparation and circulation of agendas and record of meeting, timely follow-up of agreed actions, management of agreed projects and reporting to the Committee and the LMA membership.
  - 4.1.2 Monitoring of compliance by the Committee with the LMA's Competition Compliance Guidelines, bringing any potential breaches to the attention of the Legal Director.
  - 4.1.3 Appointing an alternate to attend a Committee meeting on their behalf. Such an alternate shall be an LMA employee and shall act in accordance with these ToR.
  - 4.1.4 Perform an annual assessment of the effectiveness of the Committee and these ToR. See section 6 of the Core Terms.

## 5. Membership

### 5.1 General

- 5.1.1 The Committee shall consist of between 8 and 16 members.
- 5.1.2 Members of the Committee shall be employees (permanent or fixed term) of LMA members
- 5.1.3 There shall be only one Committee member from any one LMA member unless otherwise agreed by the Committee.
- 5.1.4 The Committee will be selected by the LMA in conjunction with the Chair with the aim of obtaining a representative cross section of the Lloyd's market with regard to size of managing agent and classes underwritten.
- 5.1.5 The term of membership of each Committee member shall be one year from date of appointment. The deemed date of appointment for all Committee members in place on 1<sup>st</sup> January 2023 shall be 1<sup>st</sup> January 2023.
- 5.1.6 Committee members may put themselves forward for re-selection for up to a maximum of three terms.

5.1.7 The criteria for membership are as follows:

- Senior lawyer at an LMA member firm with broad relevant experience or specialist knowledge useful to the Committee;
- Ability to represent practitioners' interests to external bodies;
- Reputation for fairness and integrity;
- Willingness to devote sufficient time to the working of the Committee;
- The addition of balance and expertise to the Committee.

5.1.8 If Committee Members share their role at the LMA member firm which they represent by way of job sharing arrangement, they may similarly share Committee attendance with the person with whom they share their role subject to the approval of the Secretary and Chair(s).

## 5.2 Admittance

5.2.1 Committee membership is based on a selection process.

5.2.2 Annually, the Secretary shall notify the relevant LMA members of potential vacancies on the Committee.

5.2.3 The Committee will be selected by the LMA in conjunction with the Chair with the aim of obtaining a representative cross section of the Lloyd's market with regard to size of managing agent and classes underwritten.

5.2.4 The Secretary shall notify all applicants of the outcome and provide successful applicants with details of future meetings, previous minutes of meetings and a copy of these ToR.

## 5.3 Co-option

5.3.1 The Secretary, in conjunction with the Chair, may invite individuals to become members of the Committee from time to time on a co-opted basis, to provide specialist knowledge.

5.3.2 Such co-opted members will be selected on the basis of appropriate technical expertise and experience and co-option will terminate when that expertise and experience is no longer required.

5.3.3 Co-opted members are not eligible to vote on Committee business.

## 5.4 Cessation of membership

5.4.1 Other than cessation due to maximum tenure, membership may be revoked by notice from the Secretary, after discussion with the Chair, should any Committee member:

5.4.1.1 Cease to fulfil the membership requirements;

5.4.1.2 Become incapable of participating fully on the Committee;

5.4.1.3 Breach the requirements of these ToR, in particular, the requirements relating to competition law (section 3), confidentiality (section 4) and conduct/culture (section 9) contained in the Core Terms;

5.4.1.4 Fail to attend sufficient meetings. Committee members should make every effort to attend all meetings. Should a Committee member fail to attend at least 50% of scheduled meetings, the Secretary may, at their discretion, require the Committee member to resign.

5.4.2 Committee members can resign their membership at any time simply by notifying the Secretary in writing.

- 5.4.3 Where a standing member's representative leaves the Committee that member shall retain the right to replace that member with an alternative representative.
- 5.4.4 When a Committee member leaves a Committee, at the Secretary's request, that Committee member shall not retain any materials or work product of that Committee and confirm that they have destroyed all such materials or work product.

## **6. Organisation and Operation of Committee meetings**

### **6.1 Meetings**

- 6.1.1 The Committee shall meet a minimum of 8 times a year.
- 6.1.2 Meetings shall be scheduled in advance and be in-person/virtual/hybrid.
- 6.1.3 Committee members attending virtually are deemed to be present for attendance purposes.

### **6.2 Alternates**

- 6.2.1 In the event a Committee member cannot attend a particular committee meeting, that Committee member may appoint an alternate for that meeting subject to the approval of the Secretary and the Chair. The proposed alternate shall be a lawyer from the same LMA member firm with broad experience.
- 6.2.2 Alternates are not eligible to vote on Committee business.

### **6.3 Quorum**

- 6.3.1 The quorum for a meeting of the Committee is 30% of non LMA Committee members (not including co-opted members) present.
- 6.3.2 Alternates and co-opted members shall not form part of the quorum.

### **6.4 Voting**

- 6.4.1 All matters requiring a vote by the Committee shall be decided by simple majority excluding the Chair(s).
- 6.4.2 In the case of a tie, the Chair(s) shall have the casting vote.

### **6.5 Agendas and record of meeting**

- 6.5.1 Agendas and supporting material will be provided to Committee members in advance of meetings.
- 6.5.2 A record of each meeting will be captured by the way of key discussions, decisions and actions. The record will be approved by the Committee at a subsequent meeting

### **6.6 Reporting**

- 6.6.1 The Secretary and Chair(s) shall be accountable to the LMA Board (and other governance groups as are required for specific projects / initiatives) to which the Committee shall report when required. An account of the Committee's work through the Secretary will also be communicated regularly to the wider market and LMA membership.