

THE LAW SOCIETY OF NSW

Council Skills Framework

The Law Society Council is central to the good governance and accountability of the Law Society as a whole. Along with its regulatory functions, the Council is responsible for oversight of the organisation's operations.

The Council achieves this via formal instruments of delegation, as well as regular engagement with management and at Council meetings. Law Society Councillors also have an opportunity for appointment to bodies associated with the Law Society, such as Lawcover, the trustee of Legal Super and other external bodies to which Law Society Councillors are afforded seats by statute, constitutional documentation or other means.

The range of Law Society functions and operations makes its governance a more nuanced and complex process than that of a purely commercial organisation or a purely regulatory organisation. The Law Society's characteristics and functions include:

1. co-regulator and licensing authority for the legal profession under the Legal Profession Uniform Law;
2. one of the world's largest legal professional membership bodies;
3. an Australian Public Company, Limited by Guarantee, with group net assets of circa \$280,000,000 and an annual group gross revenue in 2021/2022 of \$140,000,000;
4. the parent company of Lawcover (insurance);
5. a 50% shareholder in the trustee of Legal Super;
6. the body engaged in the administration of the Public Purpose Fund; and
7. the body to which board seats are allocated on external public bodies, including Legal Aid.

For this range of functions, it is critical that the Society's governing Council has a diversity of perspectives, of knowledge of the profession, and of the skills and experience to govern across multiple streams of activity.

MEMBER ENDORSEMENT

At the 2022 Annual General Meeting, amongst other reforms, the following proposal was included as a proposed reform to be implemented, should members approve related changes to the Law Society's constitution, which they did. The skills framework below is in response to this proposal.

Area for Change	Council Recommendation Reasons Current position	Council Recommendation Reasons Current position	Council Recommendation Reasons Current position
Skills/Experience	Councillor candidates to submit a skills-focused CV (as part of the nominations kit/election materials) to be made available to the voting membership during elections. The Law Society would publish a set of desired skills/experience with emphasis placed in election communications.	A greater emphasis on skills in increasingly common in professional body governance and widely considered good practice.	Currently there are no requirements that candidates for Council provide any information regarding their relevant skills.

PRINCIPLES

Councillors are elected by and from the membership. Under the new constitution adopted in October 2022, and following a transitional period, seven Council positions will be reserved for particular segments of the profession and eight will continue to be open to all members on an unreserved basis. The aim of the skills framework below is to encourage the election of new Councillors on the one hand, and the ongoing development of existing Councillors on the other, with a broad, balanced mix of skills and experience, noting that it will always be up to the members to appoint Councillors. The below framework sets out an aspirational mix of skills and is intended to operate within the following principles:

1. **Inclusion and diversity** – The intention is to encourage the inclusion of a diversity of relevant perspectives and skills. Diversity of perspectives includes knowledge of the breadth of the profession along with other dimensions such as age, gender and cultural diversity.
2. **Strengthen the society** – The primary objective and focus is not the interests of individual candidates or sector of the profession they represent, but to provide the institution, and thereby all members, with the strongest practically achievable governance.
3. **Governing, not doing** – Councillors are Directors. The Councillor skills identified are sought for their contribution to governance – eg. monitoring progress, asking questions, evaluating management proposals, providing advice and suggestions, decision-making in some cases – not for carrying out tasks on behalf of the Society.
4. **Learning & development** – No individual Director is expected to have all the identified skills and experience and the framework acknowledges that some skills will be acquired ‘on the job’.
5. **Expert support** – The Council will not always have the perfect mix of skills and any gaps are expected to be mitigated through a combination of adjustments to the information provided by management, expert advice to the Council, potentially seconded experts on committees, education and training for Councillors – individually and as a group.

A DYNAMIC FRAMEWORK

The skills framework will be dynamic and adaptive to the Society’s operating environment and challenges. It is not merely focused on individual candidates’ skills – but also on a number of other ways in which the Council’s ability to contribute can be strengthened. The steps below

illustrate the stages involved in the framework’s development and application.

1. Assess the need – based on the challenges facing the society
2. Encourage candidates that meet the diverse skills needs to nominate
3. Assess the skills elected and identify any gaps or support needed
4. Make supportive adjustments to board information, expert advice, committee composition, chairing and mentoring
5. Identify and prioritise education and training needs for the group and individuals
6. Finally, plan for Councillor succession and identify future priorities for skills

ASPIRATIONAL SKILLS

The mix of skills sought for the Council will have a consistent core, but may vary from time to time, subject to the particular challenges confronting the profession and the Society. For example, different skills may be at a premium at a time of financial stress or material technological change or at a time of government reform of the profession or where proposed legislation is a significant concern to the profession.

The desirable skills will broadly fall into six groupings:

1. **General Legal profession skills and experience** – eg. critical thinking, analysis, problem-solving, communication, research;
2. **Individual and interpersonal skills** – eg. communication, influencing, teamwork, conflict resolution, ethics and integrity;
3. **Specialised legal skills** – eg. those relevant to the functions of Council – eg. regulatory strategy and operations, insurance, superannuation, commercial law;
4. **Specialised management skills** – eg. those relevant to the service/commercial/financial operation of a large professional association, including strategy development, general management, finance, property, investments, HR & IR, risk management, information management and technology;
5. **Governance skills** – eg. those relevant to the conduct of the Council’s business, including meeting management, organisation of decision-making, the ability to question and challenge, working with the CEO and senior management team and oversight of their performance;
6. **Leadership capability** – eg. standing/profile in the profession, advocacy and lobbying skills, communication, public speaking, using media.

SUGGESTED SKILLS FRAMEWORK

The table below illustrates, using the above 6 skills groupings, the skills that would serve the Council well and identifies which are expected of all candidates, which are able to be developed while in the role and those that are specialist in nature and only a limited number of Councillors may (ideally) possess. These skills should be regularly reviewed to ensure they remain aligned with the Law Society's strategic directions.

1. General Legal profession Skills and Experience	Council Composition	All candidates should have	Expected to develop	Small number	Occasional
Critical thinking, analysis, research	All candidates should have competency and a willingness to develop while in the role. A small number would desirably have high level skills and experience.				
Problem-solving					
Communication					
- Knowledge of the dynamics and needs of the breadth of the profession - Diversity of perspectives	The reserved Councillor positions provide some diversity of perspectives and other dimensions of diversity should be encouraged amongst candidates				
2. Individual interpersonal skills	Council Composition	All candidates should have	Expected to develop	Small number	Occasional
Ability to work in a group	All candidates should have competency. A small number would desirably have high level skills and experience.				
Influencing and communication skills					
Conflict resolution					
Ability to contribute sufficient time	All candidates must be able to complete Council reading, attend scheduled meetings and contribute extra time when needed.				
Ethics and integrity	All candidates must have high levels of ethics and integrity				
3. Specialised legal skills	Council Composition	All candidates	Expected to develop	Small number	Occasional
Regulatory strategy	Most candidates will need to acquire these skills while in the role – through education, training and by serving on regulatory subcommittees. Ideally a small number of Councillors would have high level skills or relevant experience in other regulatory settings.				
Regulatory operations and decision-making					
Insurance law and operations	Not expected of all candidates. Ideally a small number of candidates will have high level skills and experience in areas of the law directly relevant to the Society.				
Superannuation law and operations					
Corporations law					
Privacy					
Cybersecurity					
Data management					

4. Specialised management skills	Council Composition	All candidates		Expected to develop		Small number	Occasional
Ability to identify and critically assess strategic opportunities and threats to the organisation	All candidates should have a willingness to develop this ability while in the role. A small number would ideally have high level skills and experience.						
Ability to oversee and contribute to management's strategy development							
General management experience, including change management	All candidates should have a willingness to develop a basic knowledge while in the role. A small number would ideally have high level skills and experience – either as a senior manager or director in a relevant environment.						
Commercial skills & experience							
Service delivery skills and experience							
Product and service development and innovation							
Information and technology management							
Financial and audit skills	All candidates must have basic level competency in financial management (ability to read and understand financial reporting). This can be developed while in the role – but it must be prioritised early in the Council term. A small number should have high level finance skills and skills in audit is considered a plus.						
Additional specialist management skills may be useful at times – eg: - Property management - Investment skills	Some understanding can be developed in role. One or two Councillors with property and/ or investments experience may be helpful.						
Policy development	Some understanding can be developed in role. A small number would ideally have high level skills and experience.						
Risk management and compliance frameworks	All candidates should have a basic understanding of the principles of modern risk management and compliance, along with a willingness to develop while in the role. Ideally, a small number will have high level skills and experience.						

5. Governance skills	Council Composition	All candidates		Expected to develop		Small number	Occasional
Understanding of Corporations Act Director's Duties	All candidates must have knowledge of Director's Duties and should have a basic understanding of the principles of modern organisational governance, along with a willingness to develop while in the role. A small number should have high level skills and experience.						
An understanding of good governance principles							
Skills in good governance practice including working in groups, meeting conduct, organisation of decision-making	All candidates should have a basic understanding of good governance practice, along with a willingness to develop while in the role. A small number should have high level skills and experience.						
Skills in working with and oversight of the performance of the CEO and executive team	All candidates should have a basic understanding of the role, along with a willingness to develop skills while in the role. A small number should have high level skills and experience.						
Ability to monitor organisational effectiveness							
6. Leadership capability	Council Composition	All candidates		Expected to develop		Small number	Occasional
An understanding of the role of leadership in the profession	All candidates should have a basic understanding of the role of leadership in the Society. A small number should have the ability to assume the role of Chair of Council Committees and/or as President						
Standing/profile in the profession							
Advocacy and lobbying skills	All candidates should have a basic understanding of the Society's role in advocacy. A small number should have high level skills or have the willingness to develop them						
Communication, public speaking, using media							
Government relations							

President's skills		All candidates	Expected to develop	Small number	Occasional
- Interpersonal skills and leadership standing - Ability to set and model a culture of Council behaviour and integrity - Ability to work constructively with diverse Councillor perspectives - Ability to work with management to ensure the quality of information provided to the Council - Meeting conduct skills (including time management, encouraging contribution, ensuring ideas are fully challenged, seeking consensus and achieving clarity of outcomes). - Experience in overseeing and working with a CEO - Ability to monitor Councillor effectiveness and provide feedback and support - Communication, media and advocacy skills (with government, members, law firm stakeholders and the public)	Ideally, at any given time, there should be two or three Councillors with the capability to succeed the current President				

IMPLEMENTATION

Communicating to members

This framework will be made available to members via the Law Society website during election periods. Messaging will be included in election communications to invite members to consider the skills of candidates when making election decisions.

Communicating to and by candidates

Candidates will be invited in the Nominations Kit to include commentary on their experience and skills as part of their election campaigns. Good practice for this is for candidates to identify:

- The perspectives they would bring to the role (sector of profession, diversity of background, etc)
- How their skills would meet the needs of Council (reference only the most relevant high-level headings (say 2 - 4), citing their experience as evidence
- Their particular areas of interest for role on Council (improve diversity, advocacy, financial oversight, etc)

Assessment of skills and ability to contribute

Shortly after elections each year, Councillors will be asked to provide a self-assessment of their skills and ability to contribute against the framework. This is intended to be in a user-friendly form and would only be reported on in a collective and de-identified way.