Minute of the Annual General Meeting of Law Society of Scotland held via telephone and video conference on 27 June 2024 at 5.30 pm.

### Present:

Susan Murray (President), Patricia Thom (Vice President), Ken Dalling, Peter Walsh, Serena Sutherland, Beatrice Nicholas, Sheekha Saha, Rebecca Roberts, Struan Ferguson, Arlene Gibbs, Austin Lafferty, Nyree Conway, Andrew Hinstridge, John Mulholland, Ross Taylor, Baktosch Gillan, Samantha Hollywood, Eilidh Dobson, Chris Sheldon, Tom Duncan, Marina Harper, Alix Storrie, Glen Gilson, Elaine Motion, Ryan Macready, Oksana Khusainova, Robert Dorrian, Chloe Buchanan, Colin Anderson, Rognvald Mason, Helen Howden, Andrew Stevenson, Gail Docherty, Michael Sheridan, Darren Murdoch, David Beveridge, Fiona Watson, Minglye Lee.

### In attendance:

* 1. Diane McGiffen (Chief Executive), Stephen Uphill (Executive Director of Finance and Operations) Kevin Lang (Executive Director of External Relations, Paul Mosson (Executive Director of Member Services and Engagement), Valerie McEwan (Media and Communications Manager), Liz Campbell (Executive Director of Education, Training and Qualifications), Ester Aracil (Volunteer Recruitment Advisor), Kirsty Barrett (Governance Manager), Amanda Byron (Governance Secretary), and Laura Crocker (Council Minute Secretary, Vialex Limited).

### Apologies:

for absence were intimated from: Amna Ashraf, Paul Gostelow, Vlad Valiente, Ian Duddy, and Gordon Lennox.

# Welcome

The President welcomed everyone to the 75th Annual General Meeting ("**AGM**") of the Law Society of Scotland (the "**Society**").

The President invited the Council Minute Secretary to run through the principal procedural arrangements for the meeting.

The Council Minute Secretary summarised the procedural arrangements for the AGM. The formal notice for the AGM had been issued on 6 June 2024.

# Approval of the Minute of the Annual General Meeting held on 29 June 2023

The President referred to the minute of the Annual General Meeting held on 29 June 2023, circulated in advance of the meeting and invited any comments. None were raised.

The minutes were proposed by Sheila Webster and were seconded by Patricia Thom.

**Decision:** The minute of the Annual General Meeting held on 29 June 2023 was approved.

# The Past President’s Address

The President invited Shelia Webster, Past President, to report on her year as President during 2023 -2024.

The Past President stated the following:

*“Good evening to you all, my fellow Law Society of Scotland members.*

*Giving this report to you on the 2022-23 practice year is somewhat of a bittersweet moment for me. I loved every minute I spent as Law Society of Scotland President and still can’t quite believe how quickly a year flew by.*

*It was such a privilege to represent you and your interests, and I know the Law Society and the profession remain in good hands under the presidency of Susan Murray. You’ve just heard how much energy and determination Susan has to represent all solicitors and drive positive change.*

*So, to the year that’s been. The Law Society remained a strong and influential voice for the profession, and also for the people, businesses and other organisations that rely upon us.*

*As we expected, the Regulation of Legal Services Bill dominated much of my presidency. We’ve long called for legislation to modernise and improve our sector’s regulatory framework.*

*What we weren’t expecting was a deeply troubling proposal contained in the Bill proposing to give Scottish ministers powers to intervene directly in the regulation of the legal profession for the first time.*

*Such political interference is unlike anything we’ve seen in other western democracies, and clearly a direct threat to the independence of our profession and the ability to challenge excessive use of government power.*

*The extent of concern was underlined by the emphatic condemnation that followed, including from Scotland’s senior judges and our colleagues at the International Bar Association.*

*As a result of our work, and that of others, we’ve been assured these provisions will not be included in the final legislation, though we are yet to see the government’s amendments that follow through on that pledge. You our members will be the first to know when we’ve seen progress.*

*The Law Society also played a prominent role in scrutinising proposed major reforms to Scotland’s criminal justice system under the Victims, Witnesses and Justice Reform Bill.*

*While we support significant parts of this legislation – particularly in applying the principle of trauma-informed practice in criminal and civil proceedings – we have made it clear that significant change is required to ensure the integrity of the system and the fundamental right to a fair trial.*

*There is insufficient supporting evidence and a real risk of unintended consequences from proposals in the Bill for a pilot of juryless trials for sexual offence cases, along with other changes related to the not proven verdict, jury size and the majority required for a verdict.*

*Despite this focus on our justice system, we were also deeply frustrated at the ongoing lack of action to address the longstanding underfunding of legal aid and the resulting problems with access to justice.*

*A 10 per cent uplift in legal aid fees shortly before I became president seemed a positive step but there has been little or no visible progress since, particularly in setting up a mechanism for regular fee reviews. We will continue pressing for a long-term solution.*

*There were also many positive moments during the year, though, which reinforced my overall optimism for the future of the profession.*

*The greatest highlight of my presidential year was without doubt having the chance to meet and speak with so many of you my fellow Scottish solicitors at Lawscot Members Forums right across the country. I was even blessed with some spectacular sunshine in places like Lewis and Ayr.*

*Those constituency visits reinforced the diversity and strength of our profession, though also some of the difficult challenges that are being faced by some parts of the legal sector.*

*I also attended five admissions ceremonies, welcoming hundreds of newly admitted solicitors to the profession and climbing hundreds of stairs in the beautiful Signet Library too. It made me smile each and every time to see the excitement and pride on the faces of new solicitors.*

*I’ve been proud to be a Scottish solicitor from the moment I was first issued with a practising certificate, so it has been one of the greatest privileges of my professional life to represent the profession and have the opportunity to speak up publicly and likewise work behind the scenes to help progress the issues that matter to Law Society members.*

*Thank you to everyone who provided me with advice and support during my presidential year, and I look forward to seeing continuing growth and prosperity for our profession, underpinned by the Law Society’s advocacy, services and support.”*

# The President’s Address

The President addressed the meeting stating:

*“Once again – good evening, everyone.*

*I am delighted to be speaking to you tonight as President of the Law Society of Scotland for the coming year - and to be able to share some of my plans and priorities, as well as some information about myself.*

*I want to begin by saying how much I appreciate and am grateful to the people who have supported me in my journey within the Society to date. I have been given a truly fantastic opportunity to assist members and to represent the whole of the solicitor profession in Scotland.*

*I’ve been surprised and pleased by the amount of interest and advice that my installation as President has generated around me. I am taking that to mean that members are keen to know more about their Society, what it does and can do for them and for the profession as a whole. We are equally keen to showcase that value to members - and I intend to do that over the coming year.*

*The advice that I will be running with is simple – get to know members and tell them what I am doing on their behalf. I am looking forward to doing both – by meeting in person with as many members as I can this year - in our regular members’ meetings around the country, at social gatherings throughout the year and at training events. I will still be keeping my CPD hours up this year! But, in doing this, I want to make sure that I explain why we do what we do in the Society, how it impacts on members and how it improves the wider perception of our profession - in Scotland, and beyond.*

*On the getting to know you front – I studied in Edinburgh and was admitted as a Solicitor in 1984 – so 40 years ago this year. I have worked in the NHS as a professional negligence litigator for my whole career - covering medical negligence cases in the Court of Session, healthcare building issues and, lately, many years’ worth of Public Inquiries that involve the NHS, including the recently concluded UK Infected Blood Inquiry.*

*Acting on behalf of Health Boards, operating in the courts and working within the public sector and alongside government, my work has taken me the length and breadth of Scotland and the UK, as will my role as President this year. And I am very much looking forward to that.*

*But - as well as looking back at my own career, I also have a vested interest in the future of the profession. My three children all studied law at Aberdeen University, giving me personal experience of how entry to our profession is working, the difficulties to be faced in becoming a solicitor, and also what it takes to retain solicitors in the profession for the whole of their careers. All important matters for the profession’s future.*

*As to what I have been doing already, I’ve had some early highlights in terms of speaking on behalf of the Society, both here and abroad, and taking up the reins on some of the current big issues for the profession – including progress of the Legal Services Regulation Bill and the need for improved funding of criminal and civil legal aid. We need modern and effective regulation fit for the 21st century, and a properly resourced legal aid system, which supports access to justice.*

*I’ll end here by saying that I am accessible to members, and I will be pleased to hear your own opinions and insights about your profession throughout the year. I am very enthusiastic about the year ahead.*

*Thank you.”*

# Adoption of the Reports from the Treasurer, the Audit Committee Convener, and the Client Protection Fund Committee for 2022/23

# The President referred to the reports from The Treasurer, the Audit Committee Convener, and the Client Protection Fund Committee for 2022/2023 (the "**Reports**"). The President reminded the meeting that the Reports had been placed on the Society’s AGM website page. The President invited questions.

There were no questions on the Reports which were all duly adopted by the meeting.

# Chief Executive’s Report

The Chief Executive reported to the meeting, stating:

*“Thank you everyone for taking the time to join us at our AGM this evening.*

*As Chief Executive of the Law Society, I’d like to give you an update on some of our key projects this year.*

*We are now in the second year of our 2022-2027 strategy, and we’re making good progress. Our five-year strategy guides our work, and our principles and values underpin everything that we do, including the invaluable day-to-day services for service for our members, the public, and the organisations we work closely with.*

*Our work includes:*

* *Setting, enforcing and monitoring standards to ensure the provision of excellent legal services and ensure the public can have confidence in Scotland's legal profession.*
* *Negotiating the Master Policy on behalf of every member, every year.*
* *Scrutinising legislation at Holyrood and Westminster and suggesting amendments to improve the law.*
* *Offering confidential advice to members on practice rules and ethics – our professional practice team is a hugely valuable resource for our members and last year dealt with over 10,000 enquires from members.*
* *Delivering specialist CPD so that our members can maintain and enhance their skills – last year we delivered 148 CPD and training events, with 7,200 member engagements, through a mix of in-person, online and hybrid training and events.*
* *And helping thousands of members of the public to find a solicitor who can help them – our public comms team handled more than 6,600 queries last year.*

*Just as the profession has changed since the Society was established 75 years ago, it's vital that as your professional body, we too continue to evolve and adapt to ensure that we represent, reflect and regulate the thriving profession of more than 13,300 Scottish solicitors that we see today, with 759 newly admitted solicitors joining the profession in 2022-23.*

*Since 1949, the Scottish legal profession has more than quadrupled in size and is more diverse than ever, with solicitors working on the high street, in large commercial firms and in-house. The profession’s value to Scotland’s economy is somewhere well over £1.5 billion We want to reflect the profession as it is today and among the most visible changes to the Society this year, is of course our new brand – we’ve had a bit of a makeover.*

*Getting to know and understand our members is key. In addition to our CPD and events, we run a comprehensive engagement programme across the year, which includes member forum events all across Scotland. These are important opportunities to engage with our members in their communities, to listen to their concerns and discuss common issues.*

*Last year our Past President Sheila attended 21 forums across the country and a new programme for Susan’s presidency will be underway soon, so please look out for your invitation to join us and to contact us if there are topics you want to raise with us.*

*The launch of the new, fully digital Journal earlier this year is another notable change, which offers a more dynamic approach to providing relevant and engaging content for our members at all stages of their careers. We are working closely with the new editor and Journal team to ensure that the content is topical and relevant for members – and we’ll continue to review and develop this important resource for our members alongside our editorial advisory board members. So far, the open and click rates are above industry benchmarks giving us a positive indication about its uptake. And of course, do contact the Journal if you would like to contribute.*

*Our aim of supporting our members to thrive includes technical information on rules and guidance and the law and considers practitioners’ professional and career goals, and increasingly, their wellbeing.*

*We are striving to reduce the stigma around mental health, running focused events on wellbeing, as well as continuing to develop our Lawscot Wellbeing online hub and boost engagement with members.*

*Our CPD for members is constantly under development to ensure we meet our members needs and expectations.*

*This year we are offering free access three of our major conferences including our annual Conference in October.*

*Earlier this month we saw record numbers of delegates attending our online In-house Annual Conference and around 400 members attended our hybrid Legal Tech conference on Tuesday this week. Our CPD team has also launched a new equality, diversity and Inclusion accreditation for members and new trauma informed TCPD in response to demand by our members.*

*In addition to supporting our solicitor members, we are also providing development opportunities for others with key roles in the legal sector. This includes our Accredited Paralegal programme, which supports career development for individuals and helps to promote high standards across the legal sector. We have also worked with Robert Gordon University to create a new university course which offers an accredited qualification tailored to paralegals. I’m proud to say that this is the first course of its kind in Scotland.*

*Standards and regulation are of course a high priority for the Society and our members.*

*You have already heard from our President and Past President Susan and Sheila about our important work on relation to the Regulation of Legal Services Bill and the need to ensure we continue to speak out strongly against those proposals which threaten the rule of law and independence of the legal profession and Scotland’s judiciary.*

*I’d like to highlight to you the changes we are introducing already to ensure the way we regulate is proportionate, risk-based and promotes high standards, protects the public interest and ensures public trust.*

*In 2023 we implemented several improvements to our regulatory processes, such as improving the investigation process for hybrid complaints and putting in place an information-sharing protocols with Police Scotland and HMRC as part of our risk-based approach to regulation supporting our work to manage risk to client money and our role as an effective AML supervisor. This year we are bringing in a risk-based inspection approach to incidental financial business compliance, in addition to reviewing and updating our conduct complaints processes.*

*As your professional body, it is essential that we have systems and processes that are fit for purpose. We need to ensure we are cyber secure, that our finance and IT systems can drive efficiency.*

*The implementation of our people strategy will ensure our staff team can deliver on our objectives for our members, our stakeholders and members of the public. And I am proud to share that we have achieved Investors in People Gold status recently, on top of our accreditation as a Leader in Diversity for equality, diversity earlier in the year. These accreditations show our commitment to our own improvement and to benchmarking ourselves against the best in the world as part of our efforts to improve on what we do.*

*Working with our expert committee members ensures we can comment with authority and precision to make better law in Scotland and the UK. To highlight the scale of that contribution this year alone, we have responded to 36 consultations, worked on 13 Bills, and have taken part in nine parliamentary evidence sessions. This work includes the legislation directly impacting the profession, such as the reforms planned for regulation, our criminal justice system and judicial factors, as well as that which will affect all of us as citizens, such as the Land Reform Bill and Trusts and Succession Bill.*

*With a General Election taking place very soon, we recently set out our priorities for candidates and political parties, urging them to recognise the importance of access to justice and the rule of law. We are a non-partisan organisation, with members across the political spectrum, but there are fundamental values we believe should be championed by the incoming government and all MPs.*

*It’s also our role to provide leadership on issues that concern the profession as a whole, such as sustainability and climate change, and inclusion and diversity within the profession.*

*We are building on our commitment to support our members in adopting a climate conscious approach to legal practice through the launch of our information and resource hub to help our members make the right decisions for their business or organisation, their clients and themselves.*

*We will also continue to promote increased diversity throughout the profession, focusing on gender equality, racial inclusion, and disability, not simply because we have an obligation to promote equal opportunity, not even because of the tangible benefits it generates for the profession and all those it serves, but because it right that we encourage talented individuals from a wide cross-section of our society to join the profession.*

*There is so much to celebrate within the profession and our 75th anniversary gives us a welcome opportunity to do just that. It has also allowed us to pause to consider just how much has changed, the progress made, the diversification within the profession and practice over the past seven decades, and the challenges we still face.*

*Amid all of the change however, some things remain constant for Scottish solicitors: deep-rooted commitment, integrity, and a depth of knowledge and the skills our members bring to the important work that they do.*

*Our anniversary will be a focal point for our annual conference in October but I would also like to invite all of you to be involved in commemorating our 75 years. Share your knowledge, career stories and experiences as we mark this special year. We will be publishing a range of articles, blogs and videos from our members and those legal pioneers who have done so much for the profession and the legal sector more widely.*

*This is very much a snapshot, but I hope it illustrates the breadth of work we do to support our members. The team at the Society does a tremendous job in delivering on all these projects and more, with everything we do supported by our expert solicitor and lay Council and committee members. Quite simply, we could not achieve as much as we do without them. I want to say a huge thank you for everything that they and my colleagues do.*

*Thank you very much for listening.*

*I shall finish up simply to say please do get in touch if you have any feedback or questions about any aspect of our work.*

*Thank you.”*

# Resolution number 1 – approval of the Annual Report and Financial Statements of the Society for the year ending 31 October 2023

The President referred to the following resolution:

"the approval of the Annual Report and Financial Statements of the Society and the Client Protection Fund for the year ending 31 October 2023" ("**Resolution 1**").

Resolution 1 was proposed by Serena Sutherland and was seconded by Patricia Thom.

The President reported that the result of the advanced voting for Resolution 1 was as follows:

• 199 for

• 5 against

• 31 abstain

The President stated that under the terms of standing order 3(c) it was deemed that the direct negative has been moved and invited the Council Minute Secretary to conduct a vote on Resolution 1.

The Council Minute Secretary stated the following: -

*By way of reminder, only members can vote. For the avoidance of doubt, trainee solicitors without a practicing certificate and other persons in attendance cannot vote. Please note you cannot vote if you have already voted online in advance of the meeting.*

*The tellers from the Society will be Amanda Byron and Ester Aracil.*

*The text of the motion will be entered into the Teams chat function for clarity of the item being voted on.*

*Each person present who was registered to attend the meeting in advance and who has not already voted electronically will be invited to state their name before being invited to vote either:*

*• for;*

*• against; or to*

*• abstain*

*in respect of the motion.*

*Thereafter, any eligible member present who has not already voted will be invited to vote on the motion.*

*Anyone who is eligible to vote but has not registered to attend in advance of this meeting will be required to state their name and place of business when invited to vote.*

A vote was then undertaken, and the President announced that the overall result of the vote for Resolution 1 was as follows:

• 212 for

• 5 against

• 32 abstain

**Decision:** The President announced that Resolution 1 was approved.

# Resolution number 2 - re-appointment of the auditors (BDO) to the Society

The President referred to the following resolution:

" the re-appointment of BDO LLP as the Auditors to the Society" ("**Resolution 2**").

Resolution 2 was proposed by Patricia Thom and was seconded by Sheila Webster.

The President reported that the result of the advanced voting for Resolution 2 was as follows:

• 197 for

• 9 against

• 28 abstain

The President stated that under the terms of standing order 3(c) it was deemed that the direct negative has been moved and invited the Council Minute Secretary to conduct a vote on Resolution 2.

The Council Minute Secretary reminded the meeting of the voting procedures.

A vote was then undertaken, and the President announced that the overall result of the vote for Resolution 2 was as follows:

• 211 for

• 9 against

• 29 abstain

**Decision:** The President announced that Resolution 2 was approved.

# Resolution number 3 –approval of the Practising Certificate fee for 2024/25. That, as from 1 November 2024, the Annual Subscription payable by each member of the Society holding a Practising Certificate for 2024/25 will be £788.

The President referred to the following resolution:

"that, as from 1 November 2024, the Annual Subscription payable by each member of the Society holding a Practising Certificate for 2024/25 will be £788" ("**Resolution 3**").

Resolution 3 was proposed by Serena Sutherland and was seconded by Patricia Thom.

The President reported that the result of the advanced voting for Resolution 3 was as follows:

• 159 for

• 61 against

• 21 abstain

The President stated that under the terms of standing order 3(c) it was deemed that the direct negative has been moved and invited the Council Minute Secretary to conduct a vote on Resolution 3.

The Council Minute Secretary reminded the meeting of the voting procedures.

A vote was then undertaken, and the President announced that the result of the vote for Resolution 3 was as follows:

• 171 for

• 62 against

• 23 abstain

**Decision:** The President announced that Resolution 3 was approved.

# Resolution numbers 4 and 5 – the approval of the amendment to the Members resolution in relation to Alternative Business Structures

The President noted that the next item on the agenda was the resolution, and the amendment to the resolution, on Alternative Business Structures (“**ABS”**).

The President reported that in accordance with Section 13(3) of the Constitution, a member, Michael Sheridan had submitted a resolution in advance of the AGM from. The President highlighted this had been described as resolution 4 in the papers but, from this point of the meeting and, for simplicity, it would be described as “the **Motion**”.

The President continued that since the submission of the original Motion, the Council of the Law Society, following its meeting on 17 May, agreed to submit an amendment to that Motion under Standing Order 3(b). This had been described as resolution 5 in the papers but again, for simplicity, it would be described as “the **Amendment**” given it is an Amendment to the Motion.

The President noted that the wording of both the Motion and the Amendment were made available on the Society’s website in advance of the meeting.

The President continued to explain the meeting procedure for this portion of the AGM, stating that Michael Sheridan would be asked to propose and speak to his Motion. A seconder for the Motion would then be invited.

John Mulholland on behalf of the Council would then be invited to propose and speak to the Amendment. A seconder for the Amendment would then be invited.

The President highlighted that the meeting would then enter into an open debate where members can speak on both the Motion and the Amendment for up to three minutes. At the end of the open debate, Michael Sheridan will be entitled to close the debate as the original mover of the Motion.

In terms of voting, it was noted that the correct process is to take the voting for or against the Amendment first. If the Amendment including those voting online in advance is approved then the Motion is Amended. No further votes will be taken.

If the Amendment is defeated, then the meeting would immediately move to the vote on the wording of the original Motion. If that is approved then the Motion is passed. If the Motion is defeated then neither resolution is approved.

The President invited Michael Sheridan to propose his Motion.

Michael Sheridan thanked the President and reiterated that the text of the Motion had been available on the Society’s website and he would not read the Motion out in full. He highlighted that the Motion concerned ABS which would enable the sale of solicitors practices to the ownership and therefore control of non-solicitors, which appears to be in contravention of the principle that solicitors should act independently and free from external pressures. He continued that while this could be beneficial for an individual economically, that was not a sufficient reason for departing from the essential principles oof separation of state powers and the independence of the Profession. Michael Sheridan concluded by inviting the meeting to support his Motion and defend those fundamental principles.

The President invited a seconder for the Motion. Darren Murdoch seconded the Motion.

The President invited Darren Murdoch to speak to the Motion. Darren Murdoch concurred with the comments of Michael Sheridan, stating that ABS is a risk to the independence of the Profession. He noted that such independence should be closely guarded and it is not a risk that the Profession should be taking.

The President invited John Mulholland to propose the Amendment.

John Mulholland started by stating that the text of the Amendment had been available on the Society’s website and he would not read the Amendment out in full. He continued, on behalf of Council, by commending Michael Sheridan’s Motion, recognising and respecting the fact that his opposition to ABS is undiminished since the issue first arose 15 years ago. However, the issues were discussed at length at the time of the original discussion and while financial circumstances may have changed, the principal of independence was thoroughly discussed and considered at the time. He continued that it is Council’s view is that the concerns which have been expressed fairly and understandably around ABS are best addressed by a robust system of regulation and highlighted that, regardless of their views on ABS, there was overwhelming support amongst the Profession for the Society to be the regulator of such structures. John Mulholland concluded by inviting the meeting to support Council’s Amendment.

The President invited a seconder for the Amendment. Sheila Webster seconded the Amendment.

The President then opened the debate and invited those present to raise their virtual hand if they wished to contribute to the debate.

Glen Gilson thanked Michael Sheridan and Darren Murdoch, noting that the best interest of the Profession was at the heart of this debate, sharing his alternative view noting that without venture capital coming into the Profession, the Profession is significantly disadvantage at the larger scale of the market against English competitors. He noted that the introduction of venture capital does not automatically lead to an abuse of power or undue influence and that the same ethical responsibilities would be regulated by the Society.

The President invited any further comments. None were raised and the President handed over to Michael Sheridan to close the debate.

Michael Sheridan thanked all for their contributions and concluded by inviting the meeting to reject the Amendment and support the Motion.

The President thanked all for their contributions and highlighted that the meeting would now move to a vote. The President reported that the result of the advanced voting for the Amendment was as follows:

• 140 for

• 83 against

• 25 abstain

The President continued that the result of the advanced voting for the Motion was as follows:

• 136 for

• 83 against

• 26 abstain

The President invited the Council Minute Secretary to conduct a vote on the Amendment.

The Council Minute Secretary reminded the meeting of the voting procedures.

A vote was then undertaken, and the President announced that the results of the vote for Amendment was as follows:

• 150 for

• 86 against

• 26 abstain

**Decision:** The President announced that Amendment was approved.

# Conclusion of the Meeting

# The President thanked all members who had attended. The President also thanked the Society’s executive for their work in arranging the meeting. Michael Sheridan noted a vote of thanks for the President as Chair of the meeting. There being no other business, the Meeting ended at 7.00pm