

LEGAL, COMPLIANCE, CONDUCT & ETHICS COMMITTEE (LCCE)

Terms of Reference

Preamble:

The Board of Directors of the MGAA may establish, repeal or amend the Terms of Reference of the standing committees of the Association at their discretion, from time to time. The Legal, Compliance, Conduct & Ethics Committee is a standing committee of the MGAA.

Committee Chair and Members:

The chair of the Legal, Compliance Conduct & Ethics Committee shall be a director or representative of the MGAA Board and shall be appointed to serve as chair of this Committee by the Board of Directors.

The Legal, Compliance, Conduct & Ethics Committee shall be made up of at least three (3) individuals appointed by the Board of Directors. These appointments will be based on recommendations made by the chair of the Legal, Compliance, Conduct & Ethics Committee to the Board of Directors. The chair of the Committee may recommend the removal of any member to the Board of Directors, and in the interim, the chair may suspend member participation until the Board has made a decision on the removal.

The Committee shall also have the authority to invite individuals to serve as seconded members to the Committee. The nature and length of the secondment shall be at the discretion of the Committee members.

Meetings:

The Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in that regard.

At least three (3) members of the Committee shall form a quorum for the transaction of business by the Committee.

The Committee chair shall preside at all meetings of the Committee and, in consultation with the other Committee members, shall set the frequency and length of each meeting of the Committee and the agenda of items to be addressed at each meeting.

The Committee chair will ensure that the following documents are circulated at least five (5) working days in advance of each meeting:

1. the agenda for the meeting;
2. any other documentation related to the business to be conducted by the Committee.

Committee members can, by unanimous consent, waive the requirement for the five (5) working day period. However, this practice should be limited to rare and unusual circumstances only which do not allow for the information to be prepared and circulated within the prescribed time limit.

The Committee may hold meetings in person or by teleconference or by such other electronic means that permit all persons participating in the meeting to properly communicate with each other. There should be a minimum four (4) meetings annually and wherever possible, at least one in-person meeting.

Questions arising at any meeting of the Committee shall be decided by a majority of votes of the Committee members. Each Committee member is authorised to exercise one (1) vote. In case of an equality of votes, the Committee chair shall have a second or casting vote.

Reporting:

The Committee chair shall report to the Board of Directors on the work undertaken by the Committee since the last report.

Confidentiality:

All business transacted by the Committee is to be kept confidential.

Budget:

The Committee will advise the Board of Directors of any projects covered by its remit which require expenditure and will request a budget for approval.

Committee's Role:

The Committee shall perform the following functions:

1. Review and make recommendations, where required, on the standards of conduct and ethics and mechanisms of discipline used by the MGAA, and on the Association's communication with regulatory authorities, law makers and government.
2. Act as a Peer Practice Review Panel which shall receive, study and make recommendations on enquiries received from and by the Members of the MGAA on issues related to the Association's Code of Conduct, Ethics and discipline procedures and processes and all other matters dealing with a member's ethical conduct.
3. Review and make proposals to the Board of Directors on the Association's position relative to regulatory or legislative proposals or changes (including specific consultation papers) from UK Government and regulators (as well as European Union and Commission), particularly where such regulations or legislation are viewed by the Committee as disproportionate, inappropriate or disadvantageous to MGA members of the Association.
4. Lobby and pro-actively engage with the relevant law-makers and regulators in relation to 2.
5. Review, promote and make recommendations, where required, on the establishment of distinct regulatory recognition for the MGA members of the Association. Extend such activities to include non-regulatory bodies such as the ABI.
6. Conduct an annual review of the complaints, investigation and disciplinary procedures of the MGAA and agree relevant amendments thereto.
7. Obtain and review regular updates from the Association's legal advisers regarding legal aspects of the activities, work and services of the MGAA.
8. Review and monitor the Association's compliance and risk management activities and the effectiveness of any compliance and risk management programmes established by the Association.
9. Investigate complaints made against members of the MGAA, related to their activities as members of the MGAA, and where appropriate, the Committee will propose and escalate suspension or expulsion of a member from the MGAA to the Board.
10. Monitor and review effectiveness and compliance with the Association's Code of Ethics for Members and also for Staff.
11. Such other duties as may from time-to-time be assigned to the committee by the Executive Committee.