Meeting	OLC Board Meeting	Agenda Item No. Paper No.	5 141.3
Date of meeting	25 September 2025	Time required	20 Minutes

Title	2025 Board and Committee Effectiveness Review	
Sponsor	OLC Chair	
Status	OFFICIAL	
To be	Members and those in attendance	
communicated to:		

# **Executive summary**

The OLC Board actively considers its Board effectiveness on an annual basis. At its last update in April 2025, it particularly focused on themes emerging from the Board's annual appraisals along with recognising the importance of the externally commissioned Board effectiveness review.

April's update included the following points for learning:

- Continuing to ensure the Board has a clear understanding of LeO's end product, including the renewed focus on feedback and the new Strategy – February's Board workshop in Cardiff further emphasised the Boards knowledge of and commitment to the rationale for feeding back to the sector.
- 2. Continuing to ensure the Board has appropriate access to LeO staff this has continued this year with LeO's Management Team regularly making inputs at Board meetings; this has also been supported by a session with the Co-Chairs of each of LeO's Staff Networks before each Board meeting, along with the staff lunch (in Birmingham and Cardiff and due to be held in Leeds in February 2026) which has sought to further demonstrate Board visibility.
- 3. Continuing to ensure new Board members are supported and so that the Board can reestablish and re-group as a new Board much thinking has gone into the new Board member induction in order to make best use of these sessions for new and existing Board members; feedback has been positive.

4. Ensuring the Board is aware of the specific and changing nature of the MoJ and LSB relationship and the constraints around this – this has been a standing agenda item for each private discussion between the OLC Chair and the OLC NEM Board before each Board meeting.

And also included the following four areas:

- Continuing to ensure the Board has a clear understanding of LeO's end product,
- Looking at LeO's stakeholders and the nudge theory of change.
- Looking at value for money in the information that comes to the Board.
- Reviewing the ToR of the PSG.

Since this time the Board has continued to recognise the importance of its own development alongside demonstrating a commitment to improving its effectiveness. Key actions have included Committee effectiveness reviews (which have now been carried out for ARAC, RemCom and the PSG) and a Board evaluation survey being shared.

Individual Committee effectiveness responses are included in this update but overall, the following strengths emerge:

- Good use is being made of the skills and experience of Board members.
- Good feedback on the role of Chair's.
- Clear governance which is understood by all.

Overall the following areas of development emerge:

- Review of the deeper dive agendas (for ARAC and for RemCo).
- Wider skills audit shared with the OLC Board to ensure best use is being made of OLC skills (this has been completed).
- Review of agenda of meetings with Chair.
- To seek feedback to assess the effectiveness of the relationship with the wider Board, to ascertain whether the Committee's Chair's written report to the Board is fulfilling its purpose (in terms of information sharing, whilst at the same time avoiding any duplication).

In terms of the Board evaluation survey, strengths include:

- Board culture and interaction between the non-Executive and Executive Board members.
- Commitment to diversity across the composition of the Board and its focus and behavior.
- The Board ownership of the Strategy.
- The provision of operational and financial information to the Board,
- The right skills and experience of the Board.

# Whilst development areas include:

- More informal time and greater investment given to relationship building between Executive and Non-Executive colleagues.
- A review of Board agendas; ensuring the right balance between first and second objectives.
- Sharing the NED's experience with fellow NEDs; bringing on board a new NED with greater expertise in IT/Cyber/AI.
- EDI is good but guarding against complacency; the male /female balance may need particular attention in the next recruitment round.
- Developing strategic objectives for the Board rather than the OLC?
- Making more of Board workshops and of small group work.
- Board-based training and development.
- Timeliness of Board papers.
- Looking at the impact of external events in papers.

# Recommendation / action required

Board is asked to note this update.

# EDI implications Yes

The OLC Board is deeply committed to EDI – both in terms of its composition and how it acts. EDI is actively considered by the Board as part of its annual appraisals and was therefore considered as part of the April update.

# Freedom of Information Act 2000 (Fol)

Paragraph reference	Fol exemption and summary
N/A	N/A

# 2025 Board and Committee Effectiveness Review

# 1. Introduction

Board effectiveness is taken very seriously by all on the OLC. This year it incorporates:

- A thematic review of the annual Board appraisals.
- A review of the action plan produced previously against the recommendations of the independent Board effectiveness review.
- A review of the Committee effectiveness processes that each of the Board's Committees and Sub-Groups completes.
- A review of the Board evaluation survey results.

The OLC Board actively considers its Board effectiveness on an annual basis. At its last update in April 2025, it particularly focused on themes emerging from the Board's annual appraisals along with recognising the importance of the externally commissioned Board effectiveness review.

For completeness, this update seeks to draw together further relevant progress. The second part of this update focuses on Committee effectiveness and the Board evaluation report.

# 2. Board Committee Effectiveness Reviews

# Overview

Individual Committee effectiveness reviews have now been completed for each of the Board's Committees – ARAC and RemCo – and the Board's Sub Group – the PSG.

It is good practice for the effectiveness of Board Committees to be reviewed annually in order to ensure that the aims and purpose of the Committee are being delivered, that the Terms of Reference are up to date and that the skills and experiences of the Non-Executive Board members are utilised fully and appropriately.

A review for PIDCo will be completed next year, recognising that it didn't meet for the first time until early Summer 2025.

Individual responses are included below but overall, the following strengths emerge:

- Good use is being made of the skills and experience of Board members.
- Good feedback on the role of Chairs.
- Clear governance which is understood by all.

Overall, the following areas of development emerge:

- Review of the deep dive agenda.
- Wider skills audit shared with the OLC Board to ensure best use is being made of OLC skills (this has been completed).
- Review of agenda of meetings with Chair.
- To seek feedback to assess the effectiveness of the relationship with the wider Board, and to ascertain whether the Committee's Chair's written report to the Board was fulfilling its purpose in terms of information sharing, whilst at the same time avoiding any duplication.

## **ARAC**

ARAC had received a paper setting out the ARAC members responses for discussion at its meeting in May. It was agreed at this meeting that the effectiveness questionnaire was also shared with members of the Executive who regularly attend ARAC meetings and with the external attendees.

To inform this Committee effectiveness review, ARAC members completed a self-assessment questionnaire in February 2025, and the feedback was collated by the Executive Support Assistant, Betty Liu, to ensure appropriate distance for the ARAC Chair.

Areas of strength were identified as:

 Committee membership: The experience, skills, and backgrounds of ARAC members facilitates effective scrutiny, challenge, support, and guidance to the Executive across all areas within its remit.

- **Governance:** ARAC is a well governed, established committee that is clear on its role with regularly reviewed Terms of reference.
- Chair: ARAC meetings are chaired well. The Chair is very effective and inclusive, ensuring that contributions are encouraged from all attendees.
- Relationship with the Executive: There is a good relationship between NEDs and the Executive.

# Areas of development were identified as:

- The Assurance Framework: Further work is required to strengthen and improve
  areas including quality and internal controls in technical areas (IT and the use of
  AI); linking the risks with agreed appetite and showing how mitigation will bring
  down the residual risk within the appetite within a specific timeframe and what the
  interim milestones will be.
- Meeting agendas: Lengthy and operationally focussed given the Terms of
  Reference but broadly focussed on the right areas. Consideration could be given
  to including more deep dives, more discussion time and time for 'blue sky
  thinking.' Internal and External auditors should be encouraged to share their
  views, opinions, comments, and observations.
- Meeting papers: Scope to improve Executive summaries of certain papers,
   reduce the length of papers and include diagrams to reduce written content.
- Face to face meetings: Consider meeting face to face once a year.

An action plan will be collated; the following emerging actions have been identified:

- Review of the deep dive agenda for ARAC.
- Wider skills audit shared with the OLC Board to ensure best use is being made of OLC skills (this has been completed).
- Review of agenda of meetings with Chair to discuss more time for agenda items
  along with availability for face-to-face meetings (recognising that June's meeting is
  unlikely to be suitable because the wider Board is not expected to be in
  Birmingham).
- Further consideration to be given to the risk workshop.

# RemCo

An extra-ordinary RemCo meeting took place in June 2025 to discuss the findings of the 2025 RemCo effectiveness Review.

The action plan included below has been agreed by the Non-Executive Chair and was developed following discussions at RemCo's June meeting.

# **Remuneration and Nominations Committee Effectiveness Review 2025**

Collated reponses of RemCo members and regular Executive attendees

Action number	Action Item	Action Owner(s)	Deadline	Status	Notes
1	To seek feedback to assess the effectiveness of the relationship with the wider Board, and to ascertain whether the RemCo Chair's written report to the Board was fulfilling its purpose in terms of information sharing, whilst at the same time avoiding any duplication.	RemCo Chair	End of September 2025		
2	To arrange for the Chief Ombudsman, RemCo Chair and Head of People and Culture to review of the detail across RemCo meeting agendas and papers including the time required for items for noting and decision making; whether there was potential for a more strategic focus, and whether Executive contributions could be diversified.	The Board Governance Manager	Before the end of September 2025	Action Completed.	Board Governance Manager to be invited to attend. Meeting scheduled for 4 September 2025 between 14:00 and 15:00.
3	To consider establishing a mechanism for identifying areas for RemCo deep dives into people related matters where additional assurance was sought by RemCo and the Board	OLC Chair Chief Ombudsman RemCo Chair	End of September 2025		
4	To arrange for an introductory meeting to be scheduled between the new Head of People and Culture and the RemCo Chair.	The Board Governance Manager	August 2025, as part of the HoP&C's induction	Action Completed.	Meeting scheduled for 26 August 2025 between 11:00 and 11:45.
5	To schedule an informal introductory meeting between the new Head of People and Culture, Chief Ombudsman, and members of RemCo ahead of the Chief Ombudsman's departure in October.	Board Governance Manager	Before end of September 2025	Action Completed.	Meeting scheduled for 30 September 2025 between 14:00 and 14:45

# **Performance Sub Group**

As part of the internal Board effectiveness programme for 2025, PSG members were asked to complete a self-assessment form and to share their completed responses with Betty Liu by 28 March 2025.

Since the Committee effectiveness was completed Martin Spencer has left the Board – hence untreated data is included below.

# Performance Sub-Group Effectivess Review 2025 Collated responses of NED members

	Question	Your response
1.	What are the strengths of the Performance Sub-Group?	Useful opportunity to identify risks and challenges to performance improvements and have some in depth discussion, making suggestions and exploring options.
		Provides a relatively informal but very useful opportunity to kick the tyres on issues which might not get much time at ARAC or the Board because of pressure on agendas.
		Able to pick out important cross cutting themes and explore in detail e.g. attrition and sickness, productivity and demand.
		Good relationship with ARAC.
		Analysing and commenting on the robustness and likely accuracy of assumptions, trajectories, forecasts.
2.	What areas do you think are still a work in progress?	Agenda setting, focussed discussions, setting meeting dates with sufficient notice
	in progress:	I wonder if more attention should be given on external horizon scanning.
		Moving from analysis of assumptions to linking issues with organisational strategy.
		Giving more time to how to drive sector improvement.
		Explore linkages between demand, prevention, insights and learnings etc.
		Determining, inputting and following up ways in which performance and productivity can be improved.
3.	What do you think we should do more of/stop doing?	Might be time to think about whether organisation, now more mature/respected, still needs PSG in its current form.
		Less time spent on "analysing and commenting on the robustness and likely accuracy of assumptions, trajectories, forecasts"
		once we believe that the forecasting process is robust and objective (and optimism bias has been eliminated).
4.	Does the agenda cover the right areas?	Mostly yes
		We should add an agenda item to cover the point above re "determining, inputting and following up ways in which
		performance and productivity can be improved."

5.	How effective is the Chair? Does the chair allow sufficient time and space to discuss key items?	The Chair's style is different from other Board meetings/committee meeting, perhaps because it is a subgroup, not a committee. A substantive part of the meeting is a conversation between the chair and the lead Exec member. Other attendees are invited to contribute after this.  Martin chairs with a deft, light touch. He allows everyone space to contribute, he makes sure that he understands the issues by playing them back to the meeting in plain terms, which is very useful, especially when considering matters which should be escalated to the Board.
6.	How do you think the NEDs and Exec/staff interface works at the Performance Sub Group? Does the group take an independent view and provide challenge accordingly?	Yes, works well, good mix of formality and informality.  Good, I think the group does take an independent view and provide challenge.
7.	Does anything need updating/revising on the Terms of Reference?	I think the Terms of Reference could be shorter and clearer  Not at the moment, we should consider the role of the PSG going forward.
8.	What are the key skills you bring to the Performance Sub-Group, and what are your impressions of the balance of skills brought by colleagues?	I am not sure I am bringing any key skills, I do have a sound grasp of the risks to continuing to improve performance and have expressed a number of ideas how some of the challenges could be addressed, such as case progression stagnation when an investigator leaves, and it has to be reallocated. I also think my membership of RemCo is helpful as I can make links between performance risks and HR issues.  Good discussions, mix of support and challenge, members keen to understand what lies behind the numbers and to test the numbers. Works well, with each member bringing in their external experience where relevant.  A good balance of ombudsman experience and lay and non-lay members; from my point of view (as a lay member) the non-lay members contributions and ombudsman experience is very important.
9.	By reference to the terms of reference are there any other comments you would make?	See comment in question 7 above

10. Are there any other comments you	Going forward, it might be useful to review the purpose of the group in light of the increasing strategic focus of the board.	
would like to make?		

# 3. Board Evaluation

This year's Board evaluation was based on a Cabinet Office model but adapted to make the most of the individualised governance facing the OLC.

A copy of the analysis is included below (the analysis includes that of the nonexecutive responses alongside those of the Executive Team who were also asked to respond).

# Areas of strength identified include:

- Board culture and interaction between the non-Executive and Executive Board members.
- Commitment to diversity across the composition of the Board and its focus and behavior.
- The Board ownership of the Strategy.
- The provision of operational and financial information to the Board,
- The right skills and experience of the Board members.

# Area of development include:

- More informal time and greater investment given to relationship building between Executive and Non-Executive colleagues (asked for as part of February's Leeds workshop).
- A review of Board agendas; ensuring the right balance between the first and second objectives.
- Sharing the NED's experience with fellow NEDs; bringing on board a new NED with greater expertise in IT/Cyber/AI, to provide more robust challenge to the organisation (this is included in the 'ask' of new Board members).
- EDI is good but guarding against complacency; the male /female balance may need particular attention.
- Strategic objectives for the Board rather than the OLC?
- Making more of Board workshops and of small group work (included in September's Board workshop agenda).
- Will consider role of PSG going forward, particularly as it was not originally conceived as a permanent group and it is not a formal Committee (on the

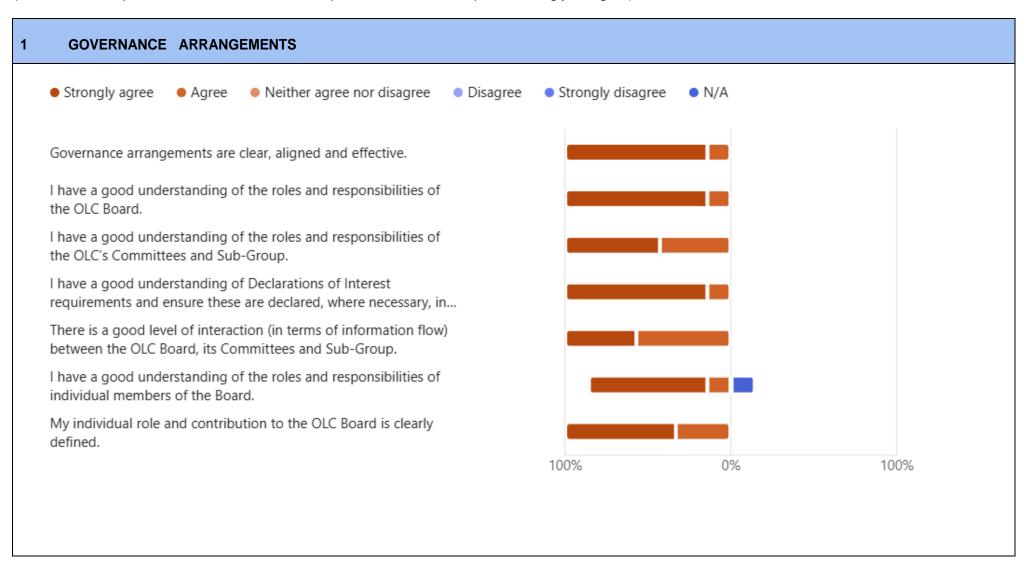
agenda of thew PSG Chair).

- Access to a Board-based training and development programme.
- Timeliness of Board papers.
- Looking at the impact of external events in papers (this will be done at September's Board workshop).

# **BOARD EFFECTIVENESS EVALUATIONS Board member questionnaire 2025**

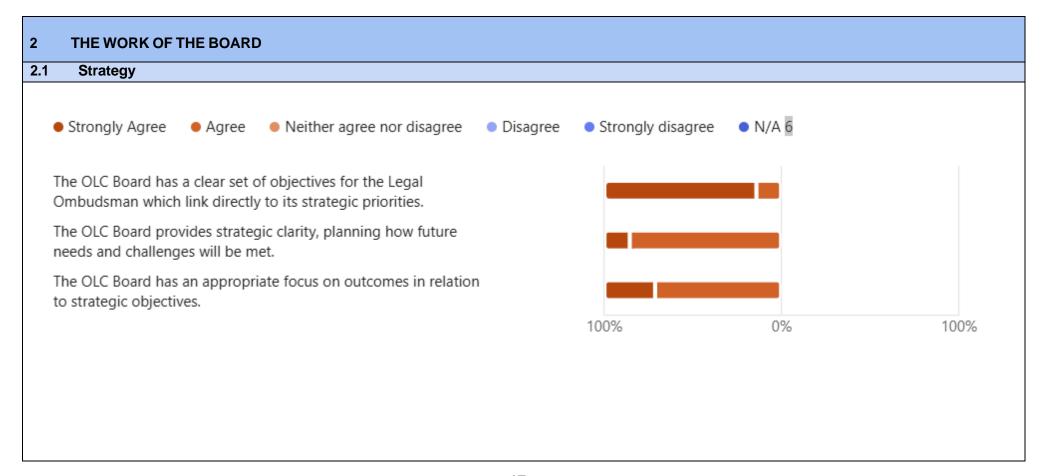
### **Questions for all Board members**

(All dark blue response = N/A, there were not responses where the recipients strongly disagree)

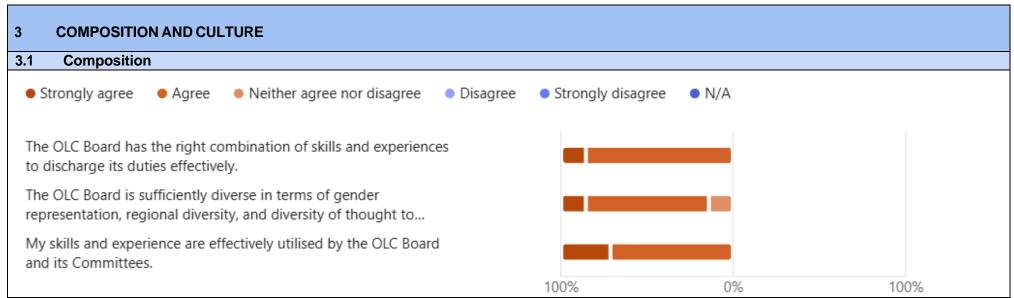


# COMMENTS:

- I think a review of the PSG, purpose and function would be beneficial. I consider our workshops to be very effective and wonder if more use could be made of this style and approach.
- Will consider role of PSG going forward, particularly as it was not originally conceived as a permanent group and it is not a formal Committee This has evolved and is now clearly defined. There is always the need to bring new members in and ensure their understanding. The arrangements with LSB and MOJ reporting chains can take some getting used to for new joiners and requires ongoing management to make it work for the organisation.
- · Public sharing of Committee responsibilities?







# Strongly agree Agree Neither agree nor disagree Disagree Strongly disagree N/A Relationships between individual OLC Board members are positive and performance enhancing. Overall, there is an even contribution to meetings by OLC Board members. The OLC Board is able to make decisions / reach conclusions on the issues discussed.

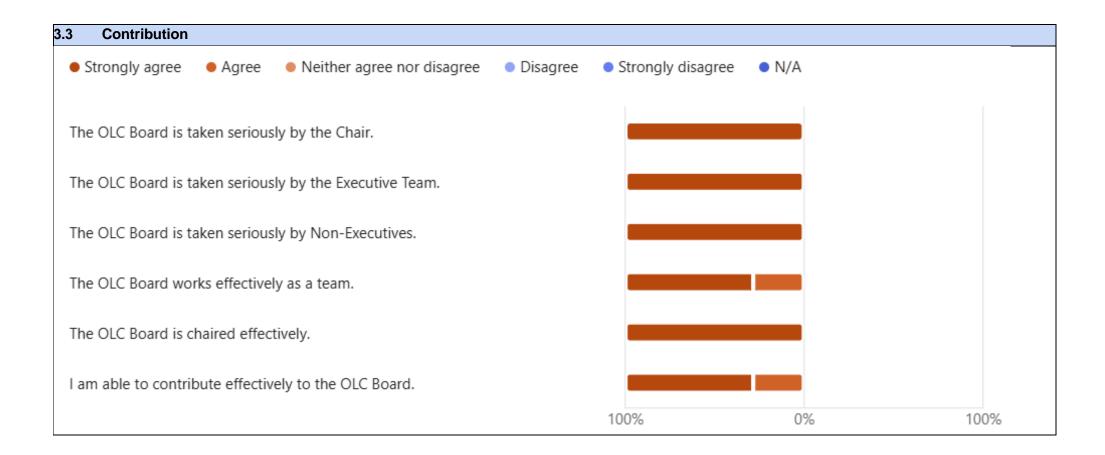
100%

0%

100%

The OLC Board has the right balance of formal and informal time

together.



# COMMENT:

- I think a bit more informal time as a board and with the executive would support team building. I work on my own development to try and increase my effectiveness and also invest in relationship building with colleagues.
- I'm looking forward to being part of PIDCo, and anticipate this will increase my effective contributions to the Board.
- Board members should be able to and willing to make contributions to all items under discussion, not only those which speak to their professional expertise e.g. legal.
  - Perhaps we should look at Board agendas to ensure we have a balance between the first and second objectives.
  - We might look for new NEDs who are more expert in IT/Cyber/AI, to provide more robust challenge to the organization.
  - Going forward for succession planning, we might look to recruit new NEDs who are keen to chair sub committees of the board and have relevant experience.
  - Would be useful to have some NED only time together, to discuss issues more privately and less formally, and to get to know each other better.
- I believe that the Board culture of the OLC is excellent both the way it behaves in meetings and outside meetings as well as the interaction between members and with Executive colleagues. This is important to achieve a high-performance Board and should be supported and maintained. The diversity of the Board is a constant challenge in terms of leavers and joiners and particularly now with Martin leaving the male /female balance may need particular attention. There is some diversity although there could always be more should there be the opportunity in recruitment activity. I very much value the informal time together but maybe we could do more on this with advance planning.
- Strategic objectives for the Board rather than the OLC?

# **SUPPORT AND ORGANISATION** 4.1 **Support and training** Strongly agree Agree Neither agree nor disagree Disagree Strongly disagree N/A OLC Board members receive an appropriate induction OLC Board members have access to a training and development programme. The OLC Board secretariat function executes its role effectively. OLC Board members receive the support they need to challenge performance effectively. 0% 100% 100%

# 4.2 Scheduling, agendas and papers Strongly agree Agree Neither agree nor disagree Disagree Strongly disagree N/A The OLC Board meets frequently enough, and at the right time, to work effectively. Agendas allow the best use of time, prioritising the right issues in the right order. Board papers are of good quality – they are relevant and well presented and it is clear what is required of the OLC Board. Time is used efficiently and effectively within OLC Board meetings. OLC Board minutes and actions are recorded and addressed effectively. OLC Board members are kept informed of key matters between Board meetings. 100% 100%

**COMMENTS** (consider: training and development; how the Board Secretariat could better support the Board; and what improvements could be made to Board papers)

- No suggestions here
- Board papers are comprehensive and informative, but are sometimes received less than 7 days before the meeting. Where that happens, I find I'm reading the papers under a degree of time pressure.
- Board induction could cover good governance and role of NED, as well as OLC/LeO specific matters.
   Would welcome more commentary on impact of external events in Board papers e.g. interest rates, inflation, cyber attacks, other geopolitical.
   Would welcome more narrative and opinion in Board papers, as well as facts, data and information.
- Again there has been much improvement as the Board has evolved under the direction of the chair and it is good but we could always to more to maximise our time and attention by continuing to review and learn.

# 5 PROGRESS AND IMPACT

Strongly agree
 Agree
 Neither agree nor disagree
 Disagree
 Strongly disagree
 N/A

The OLC Board is operating more effectively now, compared with 12 months ago.

Actions identified as a result of last year's external OLC Board effectiveness evaluation process have been successfully...

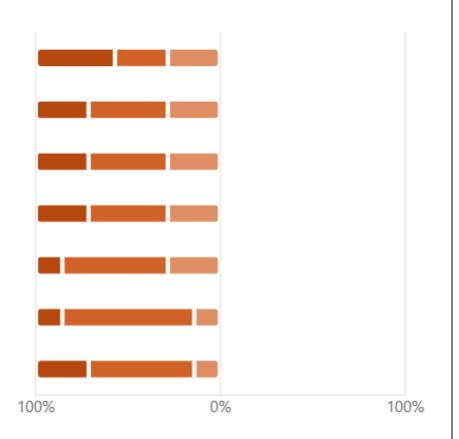
Over the past year non-executives' challenge of LeO's performance has improved.

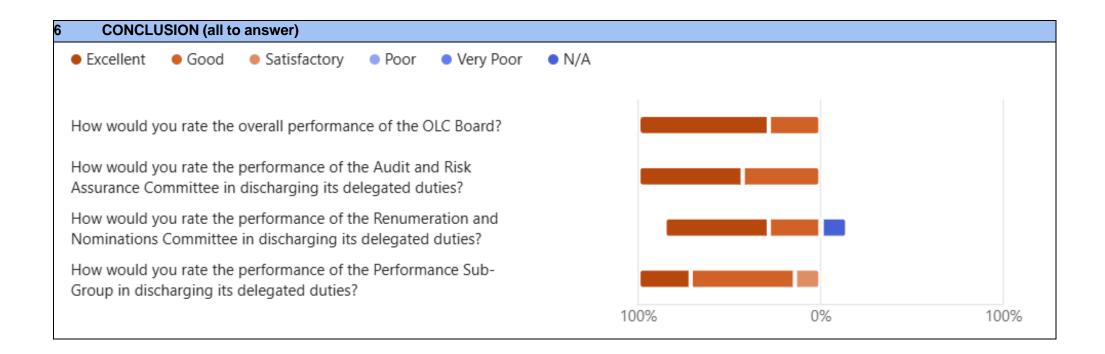
Over the past year LeO's management information has improved.

Over the past year the remits of the OLC Board and its Committees have become more explicit, coherent, and aligned.

Over the past year the processes for ensuring the effective flow of information to and from the OLC Board has improved.

Over the past year the OLC Board's understanding and engagement with performance reporting and risk management...





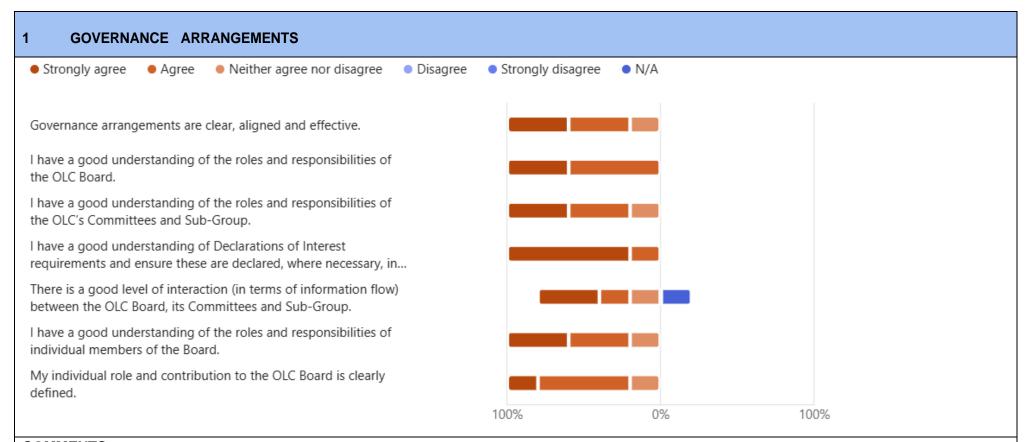
## **COMMENTS**

- I think the Board performance and effectiveness continues to improve year on year, however with numerous internal and exchanges happening, it will test our resilience and we need to ensure we continue to develop and strengthen our own relationships with each other.
- Although my overall conclusion is good, if there was a category for very good, I would have selected that.
- The Board and the committees are performing very well hence the reason to give Excellent rating. However, this does not take away the fact that there is still room for improvement by varying degrees and all chairs are doing their best to continually improve.
- I have not been on the OLC board for 12 months so could not comment over a 12 month period for Progress and Impact.
- OLC Board has been on a journey to become more strategic, and I judge this as the most effective Board that I am a member of (although they are all slightly different in structure/purpose and all are good). There has definitely been progress over the last year as we have looked to improve practices, make more effective use of time and become more strategic. However, I am not sure that we are quite there yet, and I am always looking for and open to improvement.
  - I would add that as delivery is an important part of the remit oversight of delivery projections and performance is often a strategic issue as it potentially speaks to the reputation and future of the organisation. Therefore, I don't think we should aim to move away from that oversight completely but it should be at the right level.
  - I think that the Committees and sub-groups are good and work well although there will probably always be a need to keep the balance and information flow under review. Given the organisational evolution I am aware that there is also a need to review the operation of the PSG going forward.
- Review of PSG?

# **BOARD EFFECTIVENESS EVALUATIONS Executive Team questionnaire 2025**

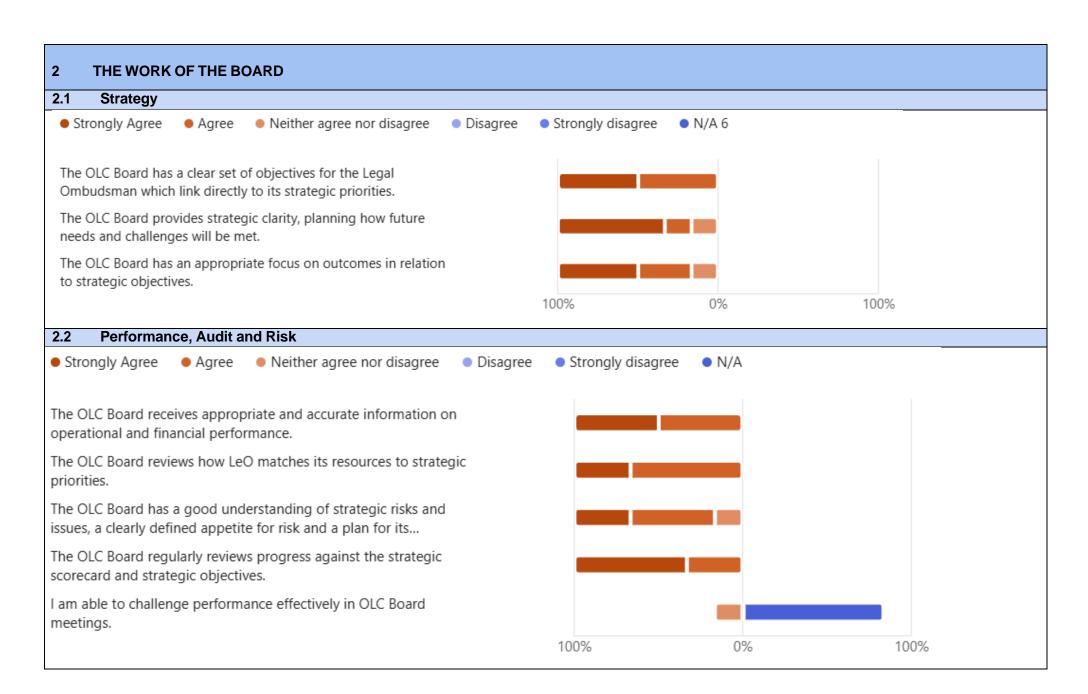
### Questions for all Board members

(All dark blue response = N/A, there were not responses where the recipients strongly disagree)

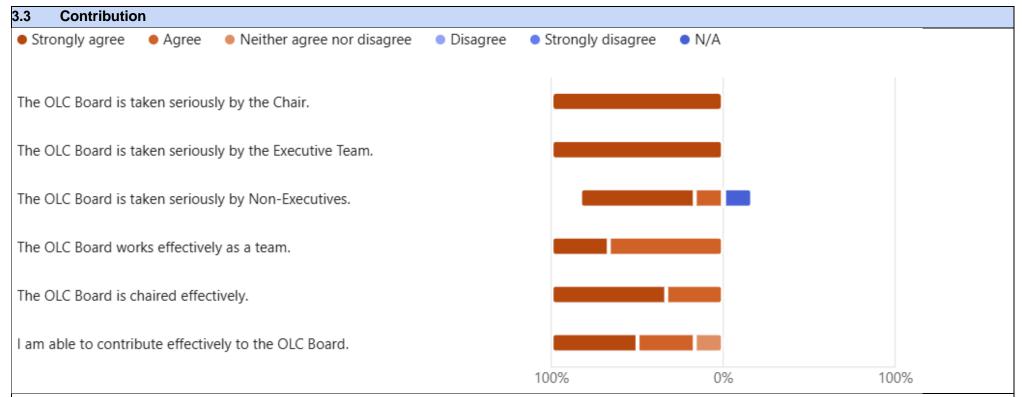


# **COMMENTS:**

• Governance is clear, well maintained by Board secretary and team and works well – nothing to add.







# COMMENT:

• At times the board contributions are distributed to a defined smaller group, it feels that there is a board within a board and contributions can feel unequal. I would like to see more drawn out from less vocal board members so that the view is as balanced as possible. Gender split within the board is unequal and this has been exacerbated with the loss off Martin



**COMMENTS** (consider: training and development; how the Board Secretariat could better support the Board; and what improvements could be made to Board papers)



# COMMENTS

• Although the board challenges Exec on Strategic issues there is a tendency for some to regularly ask operational, business as usual questions which are not of a strategic nature.

# BOARD EFFECTIVENESS EVALUATIONS

# **Board Secretary Questionnaire 2025**

**Questions for Board Secretaries only** 

