

## ANNEX B

### FIXING THE LSB'S COMMON SEAL

1. A recent governance matter has raised the fact that while we do have a company seal<sup>1</sup>, we do not have any documentation (either stand alone, or as part of our scheme of delegations) which sets out who has authority to approve the fixing of the seal on behalf of the LSB.
2. We have never in the history of the LSB ever fixed the seal, and a decision was taken early on that as it would never need to be used, it was not necessary to include it in the scheme of delegations.
3. We need to address this on the basis that while the occasions will be very few and far between, it is not impossible that the LSB will be required to execute a seal. Most commonly, seal executions are required for land transactions.
4. A company seal can only be used with the Board's authority, so there needs to be a Board decision reflected in the minutes of the relevant meeting.
5. The most straightforward approach is to add the following to the scheme of delegations, under 'Miscellaneous':

**Power:** Affixing of the LSB's Common Seal to appropriate documents

**Approver:** Chair or CEO or their nominee

**Contributors:** Senior Legal Adviser, Head of Corporate Services, Corporate Governance Manager

**Notes:** Register of execution of the seal to be maintained by the Corporate Governance Manager

6. In practice, this would mean that a document is validly executed by the LSB if it is signed on behalf of the organisation by an authorised signatory.
7. Those authorised to give agreement to the fixing of the seal are the Chair, Chief Executive or their nominee.
8. The seal should be fixed in the presence of a witness who can attest that the relevant authorisations have been granted. This will normally be either the Senior Legal Adviser or the Head of Corporate Services.

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<sup>1</sup> A common seal consists of two opposing metal plates engraved in legible letters with the organisation name (in the LSB's case, 'Legal Services Board'). When the two metal plates are pressed together on a sheet of paper the name of the organisation is clearly embossed on it.

9. The sealing will be recorded by the Corporate Governance Manager in a 'register of sealings' which is held at the LSB's registered office address. This will record the nature of the document being sealed, the names of the authorised signatories, the name of the witness and the date the seal was fixed.

**Recommendation**

10. The Board is invited to **approve** the arrangements for fixing the LSB's seal.