

# Charities update: focus on governance



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# Good Governance

Getting your governance right can be one of the most important things that your charity does.

Good governance drives positive charitable outcomes, making sure that you achieve the best for your charity's beneficiaries. Poor governance can cost your organisation valuable time and resources. We see this time and time again across our practice.

In this guide, experts from across the firm advise how you can improve and maintain high standards of legal and structural governance – from carrying out a light touch governance review to successfully navigating disharmony at board level.



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## Drivers of good governance

There are other drivers of good governance beyond structural and legal governance, such as relational, behavioural and cultural elements. We regularly work with governance consultants, including our lead governance consultant **Tesse Akpeki**, to bring a holistic approach to a governance review.

### Find out more

Tesse has shared some of her expertise in our Talking Governance series of articles. Take a look at these pieces on **values-driven leadership**; **holding difficult conversations** and **emotional intelligence on boards**.



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# The Charity Governance Code

**The Charity Governance Code** is recognised by the Charity Commission as the standard for effective charity governance. While compliance is not a formal legal or regulatory requirement, the Code aims to express best practice and governance goals for charity trustee boards and has been widely adopted across the sector. Built around seven core principles, the Code includes key outcomes and recommended practice to implement each principle.

The latest version of the Code was published in 2017, with a refresh in December 2020 focusing on the Integrity principle and the Equality, Diversity and Inclusion principle. A more substantial update is planned for 2023.

[www.charitygovernancecode.org](http://www.charitygovernancecode.org)



# DIY governance review



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Look back at decisions your trustees have made over the last year. Do you have clear records and did you follow Charity Commission guidance?

At Bates Wells we help clients put in place a sound legal governance framework. Our guide to **Governance Building Blocks for Charities** explains more about what's involved.

If you're looking to review your charity's governance framework, but don't know where to begin, here are some quick starting points to consider.

## Your constitution

First, check that what you're doing day to day is in line with your organisation's constitution. For example:

- Do you have the latest version of your constitution and does this match with what is filed with your regulators?
- Check your objects clause – the charity's purposes. Do these accurately reflect what the charity is currently doing? Remember a core duty of trustees is to ensure that the charity's resources are used only for its objects.
- Do the rules on how trustees are appointed tie in with what happens in practice? Are there any limits on numbers or terms of office?

- If you have members, are you clear about how they are admitted, who they currently are and how their meetings should be run?

When reviewing your constitution, there are some changes you might want to think about making to bring it up to date – such as ensuring that you can hold virtual meetings. Mark explains more about this in the article on [page 11](#) of this guide.

## Decision making

You'll also want to look at who makes the decisions in your organisation and how they are made.

### Trustee decisions

Recording what's been discussed and decided is crucial and is an area of increasing Charity Commission scrutiny.

There is free guidance from the [Chartered Governance Institute](#) on [minute taking](#), and this [2012 Charity Commission guidance on meetings](#) includes a section on minutes.

Look back at decisions your trustees have made over the last year. Do you have clear records of what was discussed? Look out for things such as: noting **conflicts of interest** (and dealing with any in line with your conflicts provisions and policies), following quorum requirements, recording whether decisions were unanimous or whether there was trustee disagreement.

If there were any **significant decisions**, did you follow the Charity Commission's guidance on trustee decision-making **It's your decision?** If decisions were made **outside of meetings** – for instance, by email – check that this is allowed in your constitution and that you've followed any rules about the necessary procedure.



## Delegation

The trustees are ultimately responsible for what the charity does. But in most organisations they cannot do everything and delegation will be essential for the charity to run well. We recommend having a **scheme of delegation** – a document that clearly shows what decisions the trustees will still make, such as setting the strategy, and what decisions they will delegate to the chief executive and other members of the leadership team or committees. There's more about delegation in Oliver and Leona's article on [page 14](#).

**Committees** can provide invaluable support to the board, allowing time for issues to be considered in more depth. Check that the committees reflect the current operations of the charity – if you've moved into fundraising, perhaps you need a committee to focus on that? Ensure that there are terms of reference for each committee that clearly set out if it has authority to make decisions, or if it is purely advisory. Look at who is serving on each committee – they can be a great way of engaging independent people to give their perspective and expertise, without taking on a formal trustee role (so long as your constitution allows non-trustees to serve on the relevant committee).

# Board performance

You'll want to consider whether your board is working well. To do this, step back and ask yourself some questions, such as:

- Does your board have the right mix of **skills and experience** to make informed decisions about the charity's work? An **audit** can help you identify gaps.
- Is the board sufficiently **diverse and inclusive** to set the right tone for the rest of the organisation and enable the charity to best reach and represent its beneficiaries? An **open and transparent** recruitment process is key.

## Equity, diversity and inclusion

Here are some useful resources on embedding EDI principles into your organisation and your board recruitment processes:

- Our [Diversity in Action guide](#)
- [This guide](#) from Reach Volunteering on how to improve the diversity of your board
- [Embedding EDI into internal procedures](#)



- Do your board meetings allow for constructive contribution? It's important to make sure that the trustees reach decisions collectively and are not overpowered by any dominant voices. A **trustee role description** and a **code of conduct** can help bring clarity to what is expected of trustees.
- Do you have a good **induction process** so that new trustees are empowered to contribute fully? Follow this up with relevant **training and development** opportunities so that your trustees can keep up to date with issues that may affect the charity.



## Also consider

In brief, other issues to consider are:

**Risks.** Review your risk register (or create one) and ensure that you have the policies and procedures to make it a living document.

**Organisational policies.** There's useful information on page 20 of our **Governance building blocks for charities** on the key policies you should think about.

**Regulators.** Have you mapped the regulatory landscape that applies to your charity and its activities? This involves working out where responsibility for each activity should sit, who should report, what should be reported and when.

## External review

The Charity Governance Code recommends that boards of large charities have an external review of their effectiveness every three years. Our **governance review service** can fulfil this – looking at governance across the organisation and addressing any particular concerns you have.

# Refreshing your constitution



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# Dusting off your governing documents

If you are a charity trustee, or a member of staff charged with governance at a charity, you may be forgiven for not actively prioritising a review of your charity's governing document (whether articles of association, constitution, trust deed or so on). Most of the time there will be scores of other pressing issues to attend to – safeguarding, data protection, employment, or equality law – not to mention the direct business of furthering your charity's purposes.

As a result, we find that while some charities are obliged to conduct regular constitutional reviews (for example, students' unions should conduct one every five years under the Education Act 1994), and others do so as part of their democratic processes, many charities are more likely to come to us for advice when they detect a problem. This might be when they are unclear if their trustees have been properly appointed or – particularly in the last few years (!) – it is not clear to what extent they can hold meetings virtually.

Once we are instructed, while some changes can be made relatively quickly, the process to change governing documents can take some time, particularly where:

- your charity has a large membership that may need to approve – or at least be consulted about – any constitutional changes;
- you need to involve the Charity Commission. For instance, commission consent is needed for certain constitutional changes by charitable companies and CIOs – notably, changes to your charitable purposes;
- your charity has a less common structure – for example, it is governed by Royal Charter or Act of Parliament.

This can mean that it's difficult to address issues at short notice. It is also much harder to fix a problem when it has been compounded over a period of time. This might include where trustees are charged with appointing new trustees and an error in the validity of the appointment of one trustee can mean errors in the appointment of their successors.

So, we would encourage you to make time in your schedule for a proactive review of your charity's governing document.

## When should we make the changes?

The Charities Act 2022 will bring in quite significant changes to the rules on changing charity governing documents, including:

- a new general power for unincorporated charities (ie trusts and unincorporated associations) to update their constitutions; and
- changes to the tests to be applied by the Charity Commission when deciding whether to consent to certain alterations to the constitutions of charitable companies and CIOs.

These changes are scheduled to take effect in Autumn 2023. Our alerts on the new regime for **amending a corporate charity's constitution** and **amending the governing document of a charitable trust or unincorporated association** under the Charities Act 2022 give you more information, including guidance about whether you may wish to wait until the new provisions come in before you formally adopt any proposed constitutional changes, or whether it would be better to make them now.

## What changes should we make?

The changes that you might want to think about will depend on your charity's activities and how it operates – and the length of time since a review was last undertaken. For example, does it still include references to the Charities Act 1993, which was repealed in 2011; or is it a company that still has lots of detail in a separate 'memorandum of association', which hasn't been necessary since 2009? The following areas might be food for thought:

- Does your constitution adopt a flexible approach to virtual participation at general (members') meetings?
- Can the trustees postpone or delay general meetings if they need to – such as during a public health crisis?
- Are you clear whether you can hold 'virtual' trustee meetings?
- Can a majority (or supermajority) of your trustees make decisions by email, without the need for a meeting, or is unanimity required? Is the current position still suitable?
- Are your charity's purposes still the best way of articulating (within the scope of charity law) what the charity

exists for, or have times moved on? Attitudes change and many charities' purposes contain anachronisms. Additionally, charity law is dynamic, and new heads of charity are being recognised from time to time.

- Are there redundant legal definitions, or hangovers from old legislation? We often still see the requirement for an annual general meeting or company secretary in charitable company articles of association, although these haven't been a statutory requirement for over 10 years.
- Have you considered whether any changes need to be made following the **Supreme Court's 2020 decision** that members of charitable companies can owe legal duties to their charity?

We are also encouraging charities to make governing documents more accessible – for example, to make them shorter if they can, and to place a renewed emphasis on 'plain English' (without sacrificing legal accuracy). You may also consider taking the time to make provisions gender neutral – we now generally avoid gender-specific terms.

Our approach to drafting is that a document that is easy to read and digest is more likely to be followed, thus reducing risk and ongoing expense for the charity.



# How and when to delegate



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“The board is ultimately responsible for the decisions and actions of the charity but it cannot and should not do everything.”

Charity Governance Code,  
Principle 4

## How, when and to whom to delegate

Delegation by the board and senior staff is essential for the effective operation of most charities, large and small. The key questions are what can be delegated? To whom? And how?

### **What can trustees delegate?**

Always begin with your governing document.

The starting point is that legal authority to bind your charity rests with the trustees alone, but often the constitution will provide trustees with a general power to delegate decisions and actions to any person as they see fit. The constitution might limit delegation on certain issues and there are some actions that should only be taken by the trustees – such as signing off on the charity’s accounts.

Subject to that, there is no definitive list of matters that can or cannot be delegated. It will depend on the organisation – the size and skillset of the executive team and board, the scale and risk profile of your charity’s work and your organisation’s culture.

As a matter of good governance, we advise that there are certain decisions that should always rest with the board to enable it to

maintain effective control and oversight over the charity. These are a mixture of legal requirements and best governance practice and would normally include the following:

- Setting the charity's overarching strategy and annual budget
- Adopting key governance policies, such as accounting policies, safeguarding policies, conflicts of interest policies, investment and reserves policies
- Decisions around serious incidents and reporting them to the Charity Commission
- Approving substantial new contracts or expenditure items (usually setting a value above which the decision is reserved for the trustees)
- Approving new high-risk or novel activities
- Acquiring or disposing of freehold and leasehold land
- Approving the trustees' report and accounts

Of course, the board could still delegate the preparation of the materials required to make these decisions, and in doing so rely on the judgement of staff as to how those materials are prepared.

There are no hard and fast rules around this. Rather, this is a question for the board to determine, to clearly record and communicate to staff (see further below), and to regularly revisit.

### **To whom can trustees delegate?**

Again, check your governing document first. But charity trustees usually delegate to:

- one particular trustee (for example, to honorary officers, such as the chair or treasurer)
- board sub-committees (such as an audit and risk committee, research committee)
- staff member(s) or volunteers (chief executive officer or senior manager).





# How can trustees delegate well?

## **Comply with your legal duties**

Trustees must comply with their duty to exercise reasonable care, skill and diligence – and so must select delegates prudently and manage the delegation itself prudently. Remember, ultimate responsibility for a charity's actions lies with its trustees, regardless of whether a decision has been delegated to another body or individual.

## **Balance trustee and staff roles**

A common governance problem is trustees becoming over or under involved in certain areas. Setting the parameters of trustee involvement in specific areas can achieve certainty, properly motivate staff and give comfort to trustees.

## **Comply with your governing document**

You'll need to meet any constitutional requirements: for instance, often at least one trustee must be on a sub-committee of the board.

## **Put it in writing**

You need to clearly record and communicate what is being delegated, to whom, whether the delegate has the authority to incur expenditure, and how often/in what format reports to the board are required. We usually advise these issues are set out in a formal scheme of delegation adopted by the board (particularly regarding expenditure to be authorised by staff), or in a job description or committee terms of reference.

It is important that schemes of delegation and terms of reference are regularly reviewed – we typically suggest at least every two years – to ensure that details and limits remain up to date and cover newly developed issues or risks in a charity's operations.

## **Supervise, and step in where necessary**

Trustees must ensure that any delegated authority is being properly exercised, through appropriate monitoring and

# The Chair and Chief Executive



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# Effective management: the chair and chief executive

The relationship between the chair and CEO can be central to a charity's success. Here we take a closer look at that relationship, the respective roles, what each can expect of the other and the options when things go wrong.

## Separate functions

First, it's important to appreciate that the chair and CEO have very different functions.

The chair leads the board, which sets the overall strategy, maintains appropriate governance, and provides support and challenge to those leading the charity day-to-day. Much of the work a chair does will take place outside of formal board meetings.

The CEO is responsible for the day-to-day activities of the charity, management of its staff and the delivery of the strategy. They report to the board and are line managed by the chair.

Both need to have mutual respect and an understanding of each other's role and skill set.

## What can the chair expect of the CEO?

Chairs can expect CEOs to run the organisation and make a range of decisions. The extent of those decisions and the decisions that need to be brought to the board should be clearly set out. The CEO should understand the extent of their authority, and this should be recorded, as explained in Oliver and Leona's article on [page 14](#).

The chair can expect to be given sufficient information to enable them to provide effective oversight. They can also expect that the CEO will implement action points agreed upon at meetings and know when to bring matters back to the board.



## What can the CEO expect of the chair?

The CEO can expect support and challenge from the chair, but can also expect the chair to avoid becoming overly involved in day-to-day operations.

It would not be unreasonable for the CEO to expect the chair to seek the view of the whole senior leadership team, rather than confining their communications to the CEO. If the CEO has good working relationships with their team this won't be a problem, but this level of transparency can help flush out any potential difficulties early.

## How should the relationship be set up and structured?

The CEO's duties should be clearly and fully set out in their contract of employment, which should be available and accessible to the chair. There should also be a detailed job description and scheme of delegated authority.

There should be regular discussions between the chair and the CEO, during which performance and progress are discussed in an open way. Neither should assume they know what the other is thinking, and effective communication is critical.

Both should remember that a key role of the chair is to provide not only support but also challenge – a significant part of which is holding the CEO to account. Chairs should ask whether the CEO is doing what they said they would do and whether they are doing it well.

### **Role of the CEO: health check**

With charity governance in the spotlight following the Kids Company case, we developed a service to help charities bring clarity to the relationship between the board and the CEO.

In our **Role of the CEO: health check** we look at key documents and produce a report focusing on areas such as the extent of the CEO's delegated authority, decision-making by the board and supervision arrangements for the CEO.

**Find out more here**

[Role of the CEO: health check](#)

# What approach should the chair take to difficult discussions?

There is a wealth of guidance available on managing tricky discussions, including this advice from our lead governance consultant Tesse Akpeki on [how to hold difficult conversations](#) and this [practical guide](#) from NCVO.

## Where can things go wrong?

In our experience, these are some of the scenarios you should seek to avoid.

### **1. The relationship can become too cosy, which makes effective challenge difficult.**

This is a bigger problem than may first appear. Everything will look fine, but it might indicate a failure to discharge one of the chair's most important functions.

**2. Personality clashes cause problems and can be difficult to manage.** Especially since a personality clash does not necessarily mean that the charity is not being run well. The best chairs work well

with a range of personalities and must guard against such clashes.

**3. The third and most serious problem arises where the chair loses confidence in the CEO.** Here, the law is clear. So long as there is no reason to doubt the CEO's competency the chair is entitled to rely on them to do their job. However, when doubt arises, action is needed.

## What if there's a loss of confidence in the CEO?

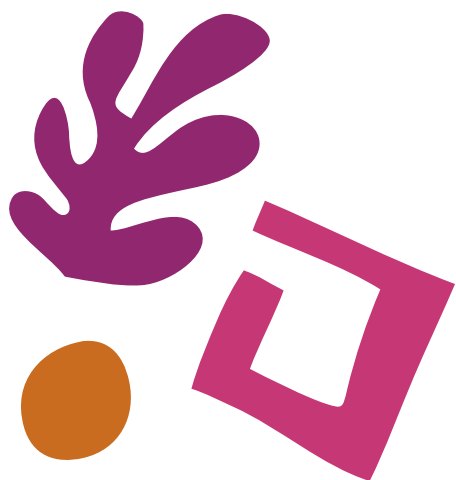
The options here are unpalatable and ideally organisations don't get to the point of losing trust and confidence in the CEO without there having been a range of discussions and interventions along the way.

Performance management might, on the face of it, seem most appropriate. However, there are difficulties with this. The chair is typically acting on a voluntary basis and may not be equipped to run a full performance management process. Plus, the loss of confidence might mean that allowing the organisation to continue under the CEO's leadership, even for a short time, is not in its best interests.

It may therefore be necessary to set out the concerns and ask the CEO for a plan to restore trust and confidence. If such a plan is produced it can be followed. If not, dismissal may be necessary.

Alongside this, the CEO could be offered a way out, via a protected conversation. This will mean a settlement agreement, but if the outcome is a swift and managed exit and an ability to bring in someone new, it may be the best option for the charity.

Managing a situation like this can be challenging – there can be reputational and regulatory consequences which need to be carefully addressed. We have significant experience of advising in this area: please do get in touch to find out more – [p.seath@bateswells.co.uk](mailto:p.seath@bateswells.co.uk).



## Managing in a crisis

Our aim is always to help clients avoid a crisis in the first place, and our experience shows that good planning and governance are critical. However, a crisis can come from unexpected quarters – and affect even the most well-run organisations.

This is why we've produced a crisis management guide for charities. Drawing on the expertise of colleagues from different areas of the firm, and fellow B Corp Forster Communications, we look at some of the varied issues that might prompt a crisis, how you might pre-empt a crisis, and how to manage effectively and communicate well, should the worst happen.

Find out more here:

[Bates Wells Managing in a crisis](#)

# Managing board disputes



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# How to manage disagreements

In one sense, the changes in communication brought about by the Covid-19 pandemic have had a positive impact on trustee decision-making. We've seen how increased use of technology has allowed for more regular (virtual) board meetings and fuller discussion of the issues.

But with many charities facing severe financial and other operational challenges, there is potentially more for trustees to disagree about. Sometimes these disagreements can lead to internal disputes, which are time consuming at best and at worst potentially very damaging.

## What should your board bear in mind when navigating disagreements at board level?

### **A healthy exchange of views**

The first thing to note is that there is nothing wrong with disagreement. In its

**guidance**, the Charity Commission is clear that 'constructive debate and challenge are signs of healthy governance. They reflect the diversity of experience and independence of thought that the commission encourages trustee bodies to have.'

It's also likely that the trustees will be able to proceed on the basis of a majority decision. So, the board may generally collectively approve a course of action even if not all of the trustees agree.

### **Record keeping**

As Victoria explained in her article on [page 6](#), record keeping is crucial. And the more contentious the issue, the more important it is that the minutes record what the trustees considered, discussed and agreed. Where there is disagreement, this should also be clearly minuted.

But exercise caution, even outside meetings. Heated discussions between board members often take place via email, by WhatsApp and other electronic means. These may be intended to be private and confidential conversations between one or more trustees, but there is a risk that they may have to be handed over following a data subject access request, or even in a subsequent legal dispute. Comments made privately in the heat of the moment can be embarrassing



– or even defamatory – in the cold light of day.

### **Expressing dissenting views**

Trustees who disagree with the majority approach may want to make their views publicly known, especially when they believe they are ‘right’ and acting in the best interests of the charity. They may want to circulate confidential information or legal advice that has been provided to the board outside of the board. In our experience, this can go badly wrong. A trustee who goes on to argue a point in public or ‘leaks’ confidential information may well find themselves breaching their legal duties and facing a claim. It is not uncommon for a trustee on a crusade to (often wrongly) consider themselves protected by whistleblowing laws.

### **Confidentiality**

Significant disharmony at trustee level can pose a dilemma for the board, in terms of access to information and advice. The starting point is that all trustees have the right to receive the information they need to discharge their duties and fulfil their function. However, there may be times where it will not be appropriate for the board to disclose certain information to a particular trustee or trustees where that information may be used improperly. This area can be fraught with difficulty. Information may only be withheld from a

trustee where they have motives that are contrary to the interests of the charity: this can be hard to prove, which makes for a difficult balancing act. But there may be other solutions – asking a smaller sub-committee of the board to deal with a tricky issue, for example, can be one way of ringfencing the discussions and addressing concerns about confidentiality.

### **Reputation**

Board disputes can bring unwelcome publicity. Trustees have obligations to protect their charity’s reputation – do make sure that there’s a communications plan in place that takes account of the interests and perspectives of your beneficiaries and other stakeholders. For more on this, see our guide on **Managing in a Crisis**, which covers communication with your stakeholders and others.

### **The Charity Commission**

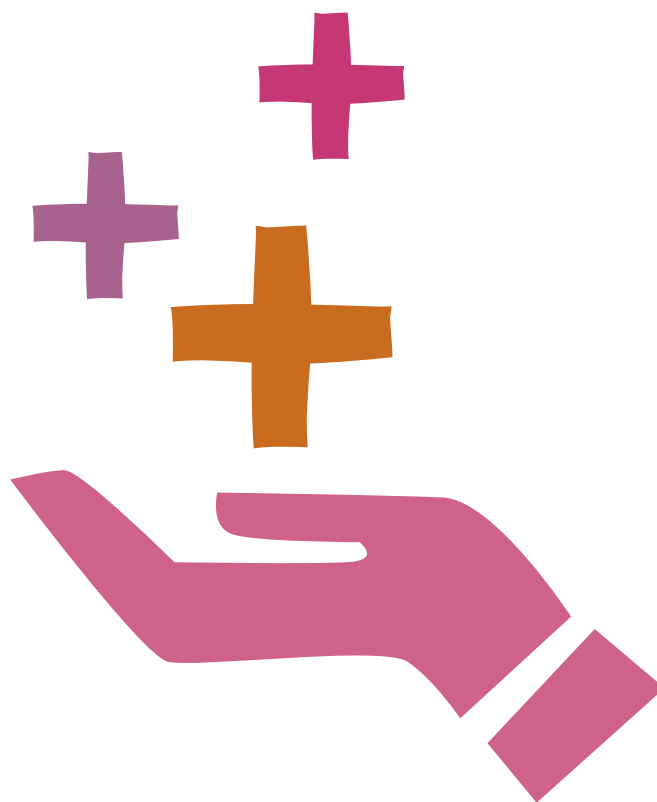
The Charity Commission will rarely actively intervene if there is a dispute about board decisions or policies. It is for the trustees to try to resolve the dispute and the commission will only get involved in exceptional circumstances. Although the Charity Commission will expect to be informed if a trustee dispute reaches such a stage that it could be regarded as a **‘serious incident’**.

Take a look at our **Managing in a Crisis guide** for more on serious incident reporting.

Even if the commission does become involved, there is still an expectation for trustees to work together to find a solution, which could include mediation or some other form of alternative dispute resolution process. **We've provided a guide to mediation here if you'd like to learn more.**

## Finally

In our experience, emotions often run high, and it can be hard – understandably – for the board to see their options clearly. If a board dispute threatens to escalate, an early conversation with an independent adviser – be it a governance expert or a legal adviser – can go a long way towards keeping the heat out of the discussions and navigating a successful solution.



# Mitigation, not litigation: let us help you avoid costly disputes

The current economic climate has presented a seemingly endless list of novel and complicated challenges to senior leaders at charities across the country. We know that when you're spending your time firefighting, it can be difficult to find the time to turn your attention to projects that really do make a difference.

We believe that finding and building a relationship with an experienced dispute resolution team is invaluable. The Bates Wells team helps organisations to identify potential legal issues and deal with them before they become a more costly problem.

We're so confident we can add value, we'd like to offer you our free dispute resolution health check, tailored to your organisation, where we help identify and suggest steps to mitigate any potential issues. Spend an hour of your time with us now to avoid potentially more damaging issues arising in the future.

If you'd like to find out more, just get in touch on the numbers below or at

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Making a profit is core to all businesses but our goal is to combine this with a real social purpose. Our values are pivotal to us, they shape our decisions and the way we live and work.

We focus on positive social impact as much as we focus on being a successful law firm. Our top tier legal advice is coupled with a real desire to drive change and we were the first UK law firm to achieve B Corp certification, awarded to businesses that balance purpose and profit.

Today, our clients are diverse – from corporate household names, to public bodies, to start-ups. We're also the firm of choice for thousands of charities and social enterprises. We continue to lead the market we helped to shape.

Bates Wells challenges what is possible in legal expertise delivery.

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