
[487]

**Approved Public Minutes
of the Four Hundred and Eighty-Seventh Meeting
of the Benchers Board of the Law Society of Alberta (“Law Society”)
held at the Bell Tower, 800, 10104 – 103 Avenue NW, Edmonton, Alberta
February 22-23, 2018**

Benchers present:

Anthony Young, Outgoing President
Donald Cranston, Incoming President
Robert Armstrong, President-Elect
Ryan Anderson
Glen Buick
Arman Chak
Sandra Corbett
Nancy Dilts
Robert Dunster
Corie Flett
Karen Hewitt*
Cal Johnson
Linda Long
Jim Lutz
Bud Melnyk
Walter Pavlic
Stacy Petriuk
Robert Philp
Kathleen Ryan*
Darlene Scott*
Kent Teskey
Amal Umar
Margaret Unsworth
Louise Wasylenko
Nate Whitling

Executive Leadership Team members present:

Don Thompson, Executive Director and CEO
Elizabeth Osler, Deputy Executive Director and
Director, Regulation
Cori Ghitter, Director, Professionalism and Policy
Andrew Norton, Director, Business Technology
Drew Thomson, Chief Financial Officer

Staff present:

Paule Armeneau, General Counsel
Colleen Brown, Manager, Communications
Ruth Corbett, Governance Administrator
Jennifer Freund, Policy Counsel

Guests and observers present:

Frank Friesacher, Vice-President, Canadian Bar
Association, Alberta Branch
Kendall Moholityny, Executive Director, Pro Bono
Law Alberta
Sandra Petersson, Director, Alberta Law Reform
Institute
Steve Raby, Federation of Law Societies of Canada
Maura Sutherland, Executive Director, Legal
Education Society of Alberta

**Secretary’s Note: The arrival and/or departure of participants, staff, and guests during the meeting are recorded in the body of these minutes.*

The public meeting was called to order at 8:30 am.

1 Outgoing President's Remarks

Anthony Young

The outgoing President expressed his honour and privilege to have served as a Bencher for nine years. He noted the opportunity for the new Board to be relevant, creative, and innovative and he encouraged Benchers to think strategically and collaboratively. Mr. Young thanked his fellow Benchers and Law Society staff for their support and advice throughout his tenure as a Bencher and as President.

The new President assumed the Chair and the public meeting went into recess while the Board held an orientation session.

The public meeting was reconvened at 11:10 am.

2 Incoming President's Remarks

Don Cranston

The Chair opened the meeting with the following acknowledgement statement: *"We would like to begin by acknowledging that the land on which we gather is Treaty 6 territory and a traditional meeting ground and home for many Indigenous Peoples, including Cree, Saulteaux, Blackfoot, Métis, and Nakota Sioux."*

The Chair welcomed, congratulated and introduced each new Bencher. The Chair advised the Board that the Executive Committee will assist with planning the Board's work for the next year. The new Chair plans to communicate with Benchers on a regular basis between meetings.

3 Legal Profession Act (LPA) Amendments

Don Cranston

A package of materials for the proposed LPA amendments (the "amendments") was circulated to the Board via Diligent Boards. The material was intended to provide everyone, particularly new Benchers, with the background and orientation to enable them to participate fully in the discussion and decision on the amendments. The material included a timeline for the Law Society's discussions about legislative change with links to historical documents, articles, benchmarking, environmental scans and studies, and a recommendation report from the LPA Task Force.

The Chair then outlined the order of business and the process for dealing with the amendments.

A draft omnibus motion was circulated to the Board at this point in the meeting. The Chair advised that if any piece causes controversy then alternatives to the omnibus motion will be explored.

Following presentations by Task Force members on each section of the amendments the Chair invited questions and comments from each Bencher in turn. The areas presented and discussed were: the current status of the project and the goals and agenda of the government and the Law Society; entity regulation; governance and adjudication; and simplification.

Secretary's note: The public meeting was recessed at 4:10 pm on Thursday, February 22, 2018 and reconvened at 8:50 am on Friday, February 23, 2018. Karen Hewitt was not present on February 23, 2018 and had sent her regrets.

The Chair advised the Board that the Task Force met following the discussions the previous day to discuss the feedback from the Benchers. The Task Force determined that the components of the LPA amendments should be separated. The Board was provided with an updated document in which the components of the amendments were divided into six separate motions, with a preamble. The Chair outlined the process for dealing with each motion in turn and asked Benchers to provide further comments. The Chair confirmed that a simple majority is required for each motion. The Chair advised the Board that the communication to the government will be in the form of a letter from the President requesting the amendments and consisting only of the Board's approved recommendations.

Ms. Freund was invited to the table to explain the wording differences and linkages between the motions and the Key Features Document.

PREAMBLE

The Benchers of the Law Society of Alberta have the opportunity to propose amendments to the *Legal Profession Act*. A Task Force was created to develop proposed amendments. On August 31, 2017, the Benchers passed a motion to adopt the developed Key Features Document and endorsed the Task Force to continue to work on the amendments. The Task Force has provided a report and recommendation to the Benchers to support the elements identified in the Key Features Document, following continued work and engagement with the profession and the public. The substantive elements of the proposal remain as they were in the Key Features Document, though the mechanism to reduce the size of the board has changed from a range to a set number. Based on that report and recommendations, the following resolutions are before the Benchers for decision and are intended to be descriptive of the desired outcome.

Motion 1:

That the Law Society of Alberta request amendments to the *Legal Profession Act* to:

Expand the regulatory model to allow for regulation of law firms and other organizations that provide legal services through lawyers; and

Enable the Society to develop and enforce standards for law firms and other organizations that provide legal services through lawyers.

**Seconded
Carried**

Motion 2:

That the Law Society of Alberta request amendments to the *Legal Profession Act* to:

Amend the composition of adjudicative committees and panels to expand the options for committee and panel composition; and

Improve adjudicative processes through clarification and amendment of wording regarding adjudicative panels, appeals and reinstatement applications.

**Seconded
Carried**

Motion 3:

That the Law Society of Alberta request amendments to the *Legal Profession Act* to:

Reduce the size of the board to 16 members consisting of:

- **12 Lawyer Board Members elected by active lawyers; and**
- **4 Public Board Members appointed by the Minister.**

Seconded

The Board discussed whether the motion could be amended, the process for amending the motion and the options for Board size. The Chair called for a recess so that the Task Force could meet to discuss.

The Chair reconvened the meeting and explained the process for amending the motion.

Motion to amend motion 3:

That the Law Society of Alberta request amendments to the *Legal Profession Act* to:

- ~~**Reduce the size of the board to 16 members consisting of:**~~

- Reduce the size of the board to consist of at least 16 but not more than 20 board members, as determined by Rule.

Seconded
Carried

Amended Motion 3:

That the Law Society of Alberta request amendments to the *Legal Profession Act* to reduce the size of the board to consist of at least 16 but not more than 20 board members, as determined by Rule.

Seconded
Carried

Motion 4:

That the Law Society of Alberta request amendments to the *Legal Profession Act* to update the terminology of the Act from “Benchers” to “Board” and “Bencher” to “Board Member”.

Seconded
Defeated

Motion 5:

That the Law Society of Alberta request amendments to the *Legal Profession Act* to amend subsection 9(2) so that Honorary Benchers will no longer be able to participate in board meetings through that subsection.

Seconded
Carried

Motion 6:

That the Law Society of Alberta request amendments to the *Legal Profession Act* to:

Amend or add to the following sections, subsections and paragraphs of the Act to improve processes:

- 1(c): definition of “disbar”;
- 25: Executive Director delegation powers;
- 28(1)(b): special meeting;
- 29(2): implementation of resolution;
- 45(3): continuation of membership;
- 53: conduct and informal resolution; and
- 112: solicitor-client privilege.

Seconded
Carried

Ms. Ryan and Ms. Scott left the meeting.

Documentation for this item was circulated with the meeting materials.

Motion:

To appoint the 2018 committees, task forces, liaisons and “other body” representatives set out in the attached 2018 Assignment Chart; and

To continue the terms of appointment for any person on a 2017 committee involved in any ongoing adjudicative matter until such time as a report or decision is rendered on the matter in which they are involved.

**Seconded
Carried**

5 Audit and Finance Committee items for approval

Sandra Corbett/
Drew Thomson

5.1 Appointment of the Auditor

Documentation for this item was circulated with the meeting materials.

Motion:

That the Benchers re-appoint PricewaterhouseCoopers as the external auditors for the Law Society’s fiscal year ending December 31, 2018.

**Seconded
Carried**

5.2 Revised Statement of Investment Policies and Goals (SIP&G)

The revised SIP&G was circulated with the meeting materials. The Board was advised that the revisions reflect the change in governance structure of the insurance program since the establishment of the Alberta Lawyers Insurance Exchange (ALIEX). The substantive change is that investment policy for the Alberta Lawyers Insurance Association (ALIA) has been removed. A standalone SIP&G for ALIA has been prepared and will be presented to the ALIEX Advisory Board for approval at its next meeting.

Motion:

That the Benchers approve the revised Statement of Investment Policies and Goals as presented.

**Seconded
Carried**

6 2018 Law Society Annual General Meeting Date

Don Thompson

Documentation for this item was circulated with the meeting materials.

Motion:

To schedule the 2018 Annual General Meeting of the Law Society of Alberta at 4:00 p.m. on Thursday, April 26, 2018 in Calgary.

**Seconded
Carried**

7 Executive Director's Report

Don Thompson

The Executive Director's public report was circulated with the meeting materials. Highlights included:

- All 2017 business plan goals were accomplished by the end of the year.
- In March 2018, the Law Society will begin working with the new CEO of CPLED on the modernization of the program.
- Koren Lightning Earle will conduct cultural training for Benchers at the 2018 Jasper Retreat.

8 Alberta Law Foundation (ALF) Reports

Darlene Scott

Documentation for this item was circulated with the meeting materials.

9 ALRI Report

Sandra Petersson

Documentation for this item was circulated with the meeting materials.

10 Alberta Lawyers' Assistance Society (Assist) Report

Nancy Dilts

Ms. Dilts provided an oral report, highlighting Assist's search for an Executive Director. Interviews are underway and the quality of candidates is encouraging. In the meantime, Jennifer Flynn continues as the interim Executive Director.

11 Canadian Bar Association Alberta Report

Frank Friesacher

Documentation for this item was circulated with the meeting materials.

12 Federation of Law Societies of Canada Report

Steve Raby

Documentation for this item was circulated with the meeting materials.

13 Legal Education Society of Alberta Report

Maura Sutherland

Documentation for this item was circulated with the meeting materials.

14 Pro Bono Law Alberta Report

Robert Dunster

Documentation for this item was circulated with the meeting materials.

There being no further business the public meeting was adjourned at 11:45 am.