



Bencher Public Minutes

Approved Public Minutes of the Four Hundred and Ninety-Seventh Meeting of the Benchers of the Law Society of Alberta (the “Law Society”)

February 20, 2020

Offices of the Law Society, Calgary, Alberta

9:00 am

<p>Benchers present</p>	<p>Rob Armstrong, outgoing President Kent Teskey, President Darlene Scott, President-Elect Arman Chak Elizabeth Hak Bill Hendsbee Cal Johnson Linda Long Jim Lutz Barb McKinley Bud Melnyk Walter Pavlic Lou Pesta, incoming Bencher Corinne Petersen Stacy Petriuk Robert Philp Kathleen Ryan Deanna Steblyk Margaret Unsworth Cora Voyageur Ken Warren Louise Wasylenko Nate Whitling</p>
<p>Regrets</p>	<p>Ryan Anderson Corie Flett</p>
<p>Executive Leadership Team members present</p>	<p>Elizabeth Osler, Executive Director and Chief Executive Officer Cori Ghitler, Deputy Executive Director and Director, Professionalism and Policy Paule Armeneau, Director, Regulation, and General Counsel Nadine Meade, Chief Financial Officer</p>



	<p>Andrew Norton, Chief Information Officer and Director, Business Operations</p> <p>David Weyant, President and Chief Executive Officer, Alberta Lawyers Indemnity Association</p>
Staff present	<p>Barbra Bailey, Policy Counsel</p> <p>Colleen Brown, Manager, Communications</p> <p>Nancy Carruthers, Manager, Professionalism and Ethics</p> <p>Ruth Corbett, Governance Administrator</p> <p>Shabnam Datta, Policy Counsel</p> <p>Jennifer Freund, Policy Counsel</p> <p>Andrea Menard, Indigenous Initiatives Liaison</p> <p>Stephen Ong, Business Technology</p> <p>Christine Schreuder, Governance Coordinator</p>
Guests and observers present	<p>Glen Buick, former Bencher</p> <p>Loraine Champion, Executive Director, Alberta Lawyers' Assistance Society</p> <p>Kene Ilochonwu, member, Bencher Election Task Force</p> <p>Carsten Jensen, Federation of Law Societies of Canada</p> <p>Bianca Kratt, Treasurer, Canadian Bar Association, Alberta</p> <p>Nonye Opara, Executive Director, Pro Bono Law Alberta</p> <p>Sandra Petersson, Executive Director, Alberta Law Reform Institute</p> <p>Christine Sanderman, Executive Director, Legal Education Society of Alberta</p>

Secretary's Note: The arrival and/or departure of participants during the meeting are recorded in the body of these minutes.

The meeting was called to order at 9:00 a.m.

	Item
I	<p>Remarks from the Outgoing President</p> <p>Mr. Armstrong called the meeting to order at 9:00 am, beginning with the Indigenous territorial acknowledgement of the Treaty 7 tribes.</p> <p>Lou Pesta, incoming Bencher to fill the Bencher vacancy left by Mr. Armstrong's resignation, was welcomed to his first Bencher meeting. Other first-time guests welcomed were Carsten Jensen, Bianca Kratt, Kene Ilochonwu, and Andrea Menard.</p> <p>Mr. Armstrong addressed the Benchers with his final remarks as President. He reflected on his years at the Bencher table, particularly over the past year as President, and thanked</p>



the Benchers for having confidence in him. Mr. Armstrong talked about the significance of the changes and transitions that have taken place during his Presidency, particularly Ms. Osler's appointment as the new CEO and Executive Director, the new leadership team, and the office move. Mr. Armstrong encouraged the Benchers to continue their commitment to strategic discussions and to strive to make decisions by consensus and speak with one voice, and to lead courageously to move the Law Society forward. Mr. Armstrong received a standing ovation as he left the meeting.

2 Remarks from the new President

Mr. Teskey provided his opening remarks, expressing his honour to take the Chair as President and acknowledging the work of past presidents. Mr. Teskey highlighted the exciting and important work to be done over the next year, that will impact the public and the profession. Mr. Teskey expressed his hope that the Benchers commit to the pursuit of principled change and progress, to take actions, be accountable, to change course if necessary, and to chart an agenda that is befitting of the organization and the needs of the profession.

3 Big Issues and Engagements Timelines

The Big Issues and Engagements Timelines were circulated with the meeting materials. Ms. Osler provided background information on the purpose of the timelines and noted that the format has been updated. The timelines will be updated as the year progresses.

4 Board Relations Guideline (BRG) Annual Review

The BRG was circulated with the meeting materials. Ms. Scott outlined the process that was followed in the development of the BRG's Board Norms.

In response to a suggestion that the norm for in-camera sessions is not clear, Ms. Scott directed staff to review the language in the BRG and the In-Camera Guideline to ensure alignment and clarity and, if necessary, bring forward a recommendation for changes.

5 Videoconferencing Policy

A memo from the President was circulated with the meeting materials. Mr. Teskey invited Bencher feedback on the proposal for a commitment to videoconferencing as the default for remote participation in committee and task force meetings. Mr. Teskey outlined the difficulties that the current model for hybrid in-person/conference call meetings creates.

The Benchers supported the suggestion that the default would be participation in-person or by video; however, requested that participation by phone, when appropriate, would not be excluded. The Board requested an amendment to part I) of the motion to require



individual Chairs to canvass consensus to adopt video where possible. The amendments to the motion are reflected in italics.

Amended Motion

- 1) **The Benchers agree to make best efforts to participate in *committee and task force* meetings by video, rather than by teleconference. *Chairs of the committees and task forces will canvass consensus to adopt video where possible.***
- 2) **Attendees agree to participate in meetings with the camera active.**
- 3) **The Organization commits to provide the necessary ongoing support to eliminate barriers to video participation through training, support and where necessary, technology upgrades.**
- 4) **That the Benchers commit to removing the teleconference meeting option except in exceptional circumstances by June 1, 2020.**

**Seconded
Carried unanimously**

Mr. Pavlic joined the meeting.

6 Continuing Professional Development (CPD) proposal

A memo from the President was circulated with the meeting materials. Mr. Teskey presented the proposal for immediate changes to the Law Society's CPD program. The Benchers' discussion included consideration of suspending the filing requirement, the benefit of keeping the CPD portal 'live' while it is being redeveloped; and discussions on required programs regarding Indigenous issues.

Motion:

- 1) **That the Benchers immediately suspend the mandatory CPD filing requirement for the profession for the years 2020 and 2021. While the CPD planning tool would remain available for those who want it, it would not be mandatory and no administrative suspensions would take place.**
- 2) **That the Bencher Lawyer Competence Committee and Indigenous Advisory Committee work with staff to create competence programs for 2020 and 2021 on Indigenous issues to meaningfully address our obligation arising from the Calls to Action in the Truth and Reconciliation Report.**
- 3) **That the Bencher Lawyer Competence Committee, the Lawyer Competence Advisory Committee and the Benchers consult with the profession, the public and other stakeholders to create a new competence framework for the whole life of a lawyer for the Law Society**



of Alberta that is proportionate, effective and dynamic and includes wellness as part of that framework.

**Seconded
Carried unanimously**

7 Access to Justice Staff Initiatives

Documentation for this item was circulated with the meeting materials. Ms. Ghitter provided a brief outline of the initiatives underway or being planned, highlighting the Law Society’s decision to bring the Lawyer Referral Service in-house to work on ways to improve the efficiency and effectiveness of the program.

8 Bencher Election Task Force (BETF) Recommendation

Documentation for this item was circulated with the meeting materials. Ms. Petriuk, Chair of the BETF, presented the proposal, highlighting the process that the BETF followed. Following Ms. Petriuk’s presentation of the BETF’s process, key considerations, and arguments for and against the proposal, Mr. Ilochonwu was invited to the table to share his perspectives. The Benchers then held an extensive discussion of the issues. Benchers’ comments and questions revealed further diversity of views. Of those who did not support the recommendation, some preferred that the BETF explore other ways to increase candidate diversity, while others thought the additional category didn’t go far enough to address diversity or respond to the TRC Calls to Action. Those in support recognized the recommendation as an initial step in a long and complex process; however, concerns were also expressed that the BETF was not unanimous in its recommendation.

Motion:

That the Benchers approve the creation of a New Lawyer Bencher category, as proposed by the Bencher Election Task Force.

**Seconded
Defeated**

Mr. Chak, Ms. Datta, Ms. Opara, and Mr. Ilochonwu left the meeting.

9 Contingency Reserves Policy (the “Policy”)

Documentation for this item was circulated with the meeting materials. Ms. Ryan, Chair of the Audit and Finance Committee (AFC), presented the draft Policy, highlighting its purpose to safeguard against unexpected costs and promote financial stability. Ms. Meade detailed the process that was followed to formalize practice into the Policy, which included an environmental scan of other law societies and the engagement of external consultants including the actuary, auditor and investment manager. The AFC and the Executive Committee provided comments which were incorporated into the final draft.



Motion:

That the Benchers approve the Contingency Reserves Policy, as presented.

**Seconded
Carried unanimously**

10 Pension Committee

Documentation for this item was circulated with the meeting materials. Mr. Teskey explained the rationale for the proposed changes to the oversight of the Law Society's pension plans. Mr. Teskey advised that the Executive Committee has the authority to oversee the pension plans and approved the recommendations on February 12, 2020.

Motion:

That the Benchers approve the following regarding oversight of the Law Society's Pension Plans:

- 1) The Group RRSP Plan, which is not subject to regulation and is provided to all employees, excluding ELT, is administered by the Executive Leadership Team.**
- 2) The Defined Contribution Plan, which is subject to regulation and provided to ELT members, is administered by the Audit and Finance Committee, with reporting obligations to the Executive Committee**
- 3) The Defined Benefit Plan, which is subject to regulation, is administered by the Audit and Finance Committee, with reporting obligations to the Executive Committee**

**Seconded
Carried unanimously**

11 Law Society Committee Mandates

Documentation for this item was circulated with the meeting materials.

Motion:

That the Benchers approve the Law Society of Alberta Committee Mandates, as circulated.

**Seconded
Carried unanimously**

12 2020 Committees, Task Forces, and Liaisons

The 2020 Committees, Task Forces, and Liaisons list was circulated with the meeting materials and Mr. Teskey noted that the proposed assignments were circulated to the Benchers on February 6 for advance review and comment before being finalized.



Motion:

- 1) To appoint the 2020 committees, task forces, liaisons and representatives to “other bodies” as set out in the 2020 Committees, Task Forces, Liaisons and Other Bodies list; and
- 2) To continue the term of appointment for any person on a 2019 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 unanimously**

13 Publication and Redaction Guideline for Adjudicators (the “Guideline”)

Documentation for this item was circulated with the meeting materials. Ms. Carruthers presented the Guideline, providing background information on the process for amendments intended to align with recent Rule changes governing the publication of disciplinary outcomes. Ms. Carruthers noted that Bencher feedback and direction provided at the December 5, 2019 Bencher meeting for further work to be done on the Guideline was completed, reviewed and recommended by the Policy Committee.

Motion:

That the Benchers approve the amendments to the *Publication and Redaction Guideline for Adjudicators*, as set forth in Appendix “A” of the meeting materials.

**Seconded
Carried unanimously**

14 Code of Conduct Amendment on Technological Competence

Documentation for this item was circulated with the meeting materials. Ms. Carruthers presented the proposal for a change to the Law Society Code of Conduct to be consistent with recent amendments to the Federation of Law Societies of Canada’s Model Code of Professional Responsibility with respect to technological competence.

Motion:

That the Benchers approve the amendment of the Commentary to Rule 3.1-2 of the *Code of Conduct*, as set forth in Appendix “A” of the meeting materials.

**Seconded
Carried unanimously**



15 Leadership Report

The Leadership Report was circulated with the meeting materials along with a link to a podcast. Ms. Osler added the following updates:

- Ms. Armeneau will retire from the Law Society at the end of June 2020. Ms. Osler publicly acknowledged the significant contributions of Ms. Armeneau, QC, noting that Ms. Armeneau has been instrumental in positive process changes that have had a significant effect on the organization over the last five years.
- A proposal to transfer management of the process for student appeals from the Benchers to the Canadian Centre for Professional Legal Education will be brought to the Benchers for decision in April. Policy work is underway.
- The theme for the Jasper Retreat is Lawyer Competence. Jordan Furlong, a leading analyst of the global legal market, has been engaged as the keynote speaker. The podcast provides a flavour of what's to come in Jasper this year.

16 CONSENT AGENDA

The consent agenda items were circulated with the materials and approved concurrently.

Motion:

16.1 To schedule the 2020 Annual General Meeting of the Law Society of Alberta at 4:00 pm on April 23, 2020 in Edmonton;

16.2 To re-appoint PricewaterhouseCoopers as auditors for the Law Society of Alberta for the fiscal year ending December 31, 2020; and

16.3 To approve the December 5, 2019 Public Bencher meeting minutes.

**Seconded
Carried**

17 Reports for Information

- 17.1 Alberta Law Foundation report (oral report)
- 17.2 Alberta Law Reform Institute report
- 17.3 Alberta Lawyers' Assistance Society report
- 17.4 Audit and Finance Committee report
- 17.5 Canadian Bar Association report
- 17.6 Federation of Law Societies of Canada report
- 17.7 Legal Education Society of Alberta report
- 17.8 Pro Bono Law Alberta report

18 Other Business

There was no other business. The public meeting was adjourned at 1:45 pm.