

Approved Benchers Public Minutes

Public Minutes of the Five Hundred and Second Meeting of the Benchers of the Law Society of Alberta (the “Law Society”)

February 25, 2021

Videoconference

8:30 am

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| <p>Benchers present</p> | <p>Kent Teskey, outgoing President Darlene Scott, President Ken Warren, President-Elect Sony Ahluwalia Ryan Anderson Lou Cusano Ted Feehan Corie Flett Elizabeth Hak Bill Hendsbee Kene Ilochonwu Cal Johnson Jim Lutz Sandra Mah Barb McKinley Bud Melnyk Sandra Petersson Stacy Petriuk Deanna Steblyk Moirá Váně Grant Vogeli Cora Voyageur Louise Wasylenko</p> |
| <p>Regrets</p> | <p>Margaret Unsworth Salimah Walji-Shivji</p> |
| <p>Executive Leadership Team members present</p> | <p>Elizabeth Osler, CEO and Executive Director Cori Ghitler, Deputy Executive Director and Director, Policy and Education Nancy Carruthers, General Counsel and Director, Regulation Nadine Meade, Chief Financial Officer</p> |



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| | Andrew Norton, Chief Information Officer and Director, Business Operations David Weyant, President and CEO, Alberta Lawyers Indemnity Association |
| Staff present | Sharon Allard, Executive Assistant to the Deputy Executive Director and Director, Policy and Education Barbra Bailey, Manager, Education Nancy Bains, Tribunal Counsel & Privacy Officer Catherine Bennett, Executive Assistant to the CEO and Executive Director Colleen Brown, Manager, Communications Ruth Corbett, Governance Administrator Shabnam Datta, Manager, Policy Jennifer Freund, Policy Counsel Sharon Heine, Senior Manager, Regulation Yvonne Ladouceur, Senior Manager, Operations, Alberta Lawyers Indemnity Association Tina McKay, Senior Manager, Business Operations Andrea Menard, Indigenous Initiatives Liaison Kendall Moholityny, Senior Manager, Professionalism Noria Neuhart, Conduct Counsel Stephen Ong, Business Technology Len Polsky, Manager, Legal Technology and Mentorship Laura Scheuerman, Governance Assistant Christine Schreuder, Governance Coordinator |
| Guests present | Barbara Billingsley, Dean, University of Alberta Glen Buick, former Bencher Arman Chak, former Bencher Loraine Champion, Executive Director, Alberta Lawyers' Assistance Society Carsten Jensen, Law Society representative, Federation of Law Societies of Canada Bianca Kratt, Vice-President, Canadian Bar Association Alberta Linda Long, former Bencher Nonye Opara, Executive Director, Pro Bono Law Alberta Walter Pavlic, former Bencher Lou Pesta, former Bencher Corinne Petersen, former Bencher Robert Philp, former Bencher Kathleen Ryan, former Bencher Christine Sanderman, Executive Director, Legal Education Society of Alberta Joylyn Teskey, guest of outgoing President |

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

Ms. Scott called the meeting to order and delivered the Indigenous land acknowledgement statement for Alberta. Ms. Scott welcomed new and returning Benchers, outgoing Benchers, former lay Bencher Mr. Glen Buick, guests and staff.

| Tab | Item |
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| 1 | <p>Remarks from the Outgoing President</p> <p>Mr. Teskey provided his final remarks as President, reflecting on his years as a Bencher and President. He encouraged the Benchers to lead with urgency, courage, humility, persuasion and decisiveness, to make mistakes, listen, respect the work that has gone before, and enjoy the experience.</p> |
| 2 | <p>Remarks from the President</p> <p>Ms. Scott provided her opening remarks, expressing her appreciation to Mr. Teskey on behalf of the Benchers for his passion for the profession and the Law Society and his courage to lead through difficult and unprecedented times. Ms. Scott personally thanked Mr. Teskey for his mentorship during her term as President-Elect.</p> <p>Mr. Teskey left the meeting. Glen Buick, Arman Chak, Linda Long, Walter Pavlic, Lou Pesta, Corinne Petersen, Bob Philp, Kathleen Ryan, and Joylyn Teskey left the meeting. Ms. Moholityn and Ms. Bains joined the meeting.</p> <p>Ms. Scott invited half of the Benchers to introduce themselves to the table and the remaining Benchers provided their introductions at the beginning of the <i>In Camera</i> portion of the meeting.</p> |
| 3 | <p>Leadership Report</p> <p>The Leadership Report was made up of a Bencher Update on the Strategic Plan and Stakeholder Engagement and a Year in Review report summarizing the Law Society's strategic and operational work over the last year. Ms. Osler highlighted the Law Society's activities in response to the pandemic, including changes to the budget cycle; a reduced practice fee; adjustments to payment options and administrative deadlines; an increased subsidy for the Canadian Centre for Professional Legal Education (CPLED) students; shortening the articling term; and a pilot project for virtual hearings. Law Society leadership also carried out an internal reorganization to support the strategic work. Ms. Osler emphasized the Law Society's commitment to innovation and using the pandemic as a platform to proactively tackle operational and strategic decisions.</p> |
| 4 | <p>2021 Committees, Task Forces, and Liaisons</p> <p>Documentation for this item was circulated with the meeting materials. Ms. Scott outlined the annual Nominating Committee (NC) process. She added that the NC plans to begin moving experienced volunteers out to make room for new volunteers, to address the annual issue of there being few positions for so many applications.</p> |



Motion: Wasylenko/Warren

To appoint the 2021 committees, advisory committees, liaisons and representatives to “other bodies” as set out in the 2021 Committees, Advisory Committees, Liaisons and Other Bodies list; and

To continue the term of appointment for any person on a 2020 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.

Carried unanimously

5 Bencher Election Task Force (BETF) Report and Recommendations

Documentation for this item was circulated with the meeting materials. Ms. Scott advised the Benchers that the report is for information. She commended the BETF for the progress made towards increasing diversity at the Bencher table. Ms. Petriuk presented the report, highlighting the BETF’s mandate and accomplishments for the 2020 Bencher election.

Ms. Moholity left the meeting.

6 Board Relations Guideline and In-Camera Guideline - Annual Reviews

Documentation for this item was circulated with the meeting materials. Ms. Scott provided the Benchers with background information on the development of the documents in 2018. Mr. Warren presented both guidelines, highlighting their purpose in optimizing the functioning of the Board. Ms. Scott reminded the Benchers not to broadcast decisions made at the Bencher table before the Communications Department has reported publicly on meetings.

7 Bencher Vacancy Policy (BVP)

Documentation for this item was circulated with the meeting materials. Ms. Osler advised the Benchers that the purpose of the BVP is to operationalize changes that were made to Rule 17 in 2019 with respect to filling Bencher vacancies. It will guide the NC on the process for the application of Rule 17 and provide the NC with the ability to consider factors such as diversity and competencies. Ms. Osler clarified that Appendix A, the Bencher Information Form, currently includes Bencher information that would not be required if a vacancy were being filled. In the event of a vacancy, Appendix A would be revised and approved by the Executive Director, in accordance with the BVP.

The Benchers discussed the importance of ensuring candidates understand the time commitment required and ways to ensure the recruitment process encourages applicants. Ms. Osler confirmed that the recruitment process would include more indepth education on the role of the Bencher and the time commitment required. She acknowledged that the process would be slower than the historical “next in line” practice; however, it will support and further the Law Society’s strategic commitment to a diverse and competency-based board.

Motion: Hendsbee/Vane
That the Benchers approve the Bencher Vacancy Policy, as proposed.
Carried unanimously

Ms. Menard joined the meeting.

8 Articling Term and PREP Update

Documentation for this item was circulated with the meeting materials. Ms. Ghitter provided background information on enhancements to the articling program, most recently the Executive Committee's decision to maintain the abridged articling term and confirm that the new compressed PREP program will not extend students' articling terms.

The Benchers discussed issues and questions around the impact of the court system on articling; the expectation that articling work is full-time and whether the Law Society should consider defining what that is; and how CPLED can assist students with resumes and job seeking. Ms. Ghitter advised that discussion of these issues will form part of the review later in 2021.

Ms. Ladouceur joined the meeting.

9 Audit and Finance Committee (AFC) Report

Documentation for this item was circulated with the meeting materials. Mr. Warren presented the AFC report, highlighting the external independent investment review of the Law Society and the Alberta Lawyers Indemnity Association (ALIA) investment portfolios and policies and the consultant's recommendations for changes to the asset mix. Mr. Warren explained that the AFC will wait for the ALIA Board's decision before considering a recommendation for changes to the Law Society's portfolio, since the ALIA portfolio represents 85% of the total investment assets held between the two organizations. Ms. Meade added that the ALIA Board requested a second opinion and liquidity review from its actuary before determining any changes to the asset mix.

10 Abeyance Rule and Abeyance of a Review Guideline

Documentation for this item was circulated with the meeting materials. Ms. Scott advised the Benchers that the proposal was reviewed and recommended by the Policy and Regulatory Reform Committee (PRRC). Ms. Datta and Ms. Neuhart presented the proposed new rule, intended to provide authority and detail for the abeyance process, and a new guideline to provide a framework and clarity for the abeyance process.

In response to questions about transparency, particularly with respect to complainants, Ms. Datta advised that the Conduct Department ensures complainants are kept informed throughout the complaint process. It was also confirmed that the Law Society allows abeyances only for one year and that an application for each additional abeyance may be made not more than one month before the current abeyance expires.



The three motions were approved concurrently.

Hendsbee/Ahluwalia

Motion 1:

To approve the new Rule, 89.2.

Motion 2:

To approve the new Abeyance of a Review Guideline.

Motion 3:

To rescind the Holding Matters in Abeyance Guideline.

Carried unanimously

11 Equity, Diversity and Inclusion (EDI) Committee Update

Documentation for this item was circulated with the meeting materials. Ms. Scott thanked Ms. Wasylenko for her stewardship of the EDI Committee.

12 Equity, Diversity and Inclusion Advisory Committee (EDIAC) Update

Documentation for this item was circulated with the meeting materials. Ms. Scott commended former Bencher Ms. Ryan for her stewardship of EDIAC.

13 Lawyer Competence Committee Update

Documentation for this item was circulated with the meeting materials.

14 Indigenous Initiatives Liaison Update

Documentation for this item was circulated with the meeting materials.
Ms. Menard left the meeting.

15 ALIA Trend Report

Documentation for this item was circulated with the meeting materials. Mr. Weyant responded to questions from Benchers about loss prevention activities and he highlighted recent governance changes, including the implementation of the Enhancing Efficiency and Effectiveness project, that allow for information sharing between ALIA and the Law Society where historically this was not permitted.

Ms. Ladouceur and Mr. Eamon left the meeting.

16 Tribunal Office Update

Documentation for this item was circulated with the meeting materials.

17 Consent Agenda

The consent agenda items were circulated with the materials and presented for approval concurrently. There were no requests to remove any items from the consent agenda.

Motion: Steblyk/Petriuk

17.1 To approve the December 3, 2020 Public Bencher Meeting Minutes.

17.2 To approve the Law Society 2021 Annual General Meeting Date.

17.3 That the Benchers re-appoint PricewaterhouseCoopers (PwC) as auditors for the Law Society of Alberta for the fiscal year ending December 31, 2021.

17.4 That the Benchers approve the update to the Transferring Lawyers Required Reading List as proposed in the meeting materials.

17.5 Motion 1: That Rule 164(5) be amended to strike “70” and insert “69” in its place. Motion 2: That Rule 165.1(1) be amended to insert “ 67.4,” after “67.3,” Motion 3: That Rule 167(1)(b) be amended to insert “ 67.4,” after “67.3” and to insert “ 149.7,” after “149.2,”.

Carried unanimously

18 Reports for Information

The following reports were included with the meeting materials for information:

18.1 Alberta Lawyers’ Assistance Society report

18.2 Canadian Bar Association report

18.3 Federation of Law Societies of Canada Report

18.4 Legal Education Society of Alberta report

18.5 Pro Bono Law Alberta report

19 Other Business

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