



**MINUTES OF THE ANNUAL GENERAL MEETING
OF THE LAW SOCIETY OF ALBERTA
HELD AT THE LAW SOCIETY OFFICES
800 BELL TOWER, 10104 – 103 AVENUE
EDMONTON, ALBERTA
APRIL 10, 2014**

Law Society President, Kevin Feth, QC, called the meeting to order and announced a quorum of 20 members present is met.

1. Approval of Minutes

MOTION: To approve minutes of the Annual General Meeting held April 11, 2013.

Seconded
CARRIED

2. Reports

a) President

Kevin Feth, QC

The Law Society of Alberta regulates the legal profession in Alberta to promote a high standard of legal services and professional conduct while advancing the principles of justice and the rule of law.

In 2013, the Law Society worked on these significant initiatives:

1. Adopting a three-year Strategic Plan, which included completing the National Admission Standards project, updating the Code of Conduct, improving remediation and disciplinary processes, promoting access to legal services and contributing to access to justice discussions arising from the work of the Cromwell Committee.
2. Approving a new insurance program to replace the Assurance Fund for defalcations, and providing notice to withdraw from CLIA.
3. Reducing the complaints inventory and backlog.
4. Increased Benchers education and training, with a focus on Governance and the responsibilities of an independent regulator in the public interest.

Legal Aid system is not adequately funded. Underfunding affects not only the right of the accused, but children and victims of crime. Over the past year, the Law Society has taken professional government relation advice to effectively voice our views on this matter in confidential discussions with stakeholders in the Alberta Government, Minister of Justice, Legal Aid Alberta and the official opposition. The impact of those discussions is not clear, but we remain committed to our view that funding of Legal Aid Alberta must be sustainable.

Legal Aid funding is a complex issue deserving of consultation and analysis. The Law Society wants to open a conversation with relevant stakeholders to explore and effective strategy for advocating for a properly funded, independent legal aid system.

The Benchers have not had the opportunity to consult with all relevant stakeholders about the proposal. Nine thousand active members have not received notice of strategy, and the Law Society's obligation is to examine this matter carefully on the basis of good advice and evidence, and determine most effective strategy.

b) Executive Director

Don Thompson, QC

In 2013, the administration focused on staff capacity to deliver the work mandated by the Strategic Plan, directions from the Benchers and core programs we provide pursuant to the statute and our business plans. Three areas of focus were (1) improving customer service, (2) simplifying processes, and (3) improving staff management to effectively implement the core work of the organization.

3. Committee Reports

a) Budget & Financial Affairs Committee

Rose Carter, QC

In 2013, the major activities of the Budget and Financial Affairs Committee were as follows:

- Reviewing the 2014 business plans and budgets for the Law Society and the Alberta Lawyers Insurance Association ("ALIA") and presenting those to the Benchers for approval.
- Reviewing a report from an independent investment consultant on the performance and structure of the invested funds of the Law Society and ALIA. The report concluded that our investments manager continues to perform well relative to industry benchmarks. Minor changes to the Statement of Investment Policies and Goals were recommended and those changes were approved by the Benchers in February 2014.
- Reviewing quarterly interim financial results and investment performance for the Law Society and ALIA.

b) Conduct Committee

Jim Eamon, QC

The Conduct Committee continued its operational work in assessing allegations, deciding how complaints should be dealt with and considering applications under various sections of the *Legal Profession Act* (extensions of time to pay costs; discontinuances of citations). All files referred to citations have been reviewed and prioritized according to risk to the public and risk of delay.

Due to the increasing complexity of hearings and the limited number of Benchers to populate Hearing Panels, a task force has been populated to explore the option of populating panels from qualified preselected non-Bencher members of the bar.

c) Credentials & Education Committee

Jim Glass, QC

The Credentials & Education Committee completed a number of initiatives and continued its work, as follows:

- Continued its regulatory work with regard to applications for reinstatement and CPLED appeals, noting a higher number of appeals in 2013.
- Made recommendations to the Benchers regarding the Law Society's recruitment rules, which were approved.
- Finalized work on stale-dated degrees.
- Continued to monitor the work of the Federation of Law Societies of Canada (the "Federation") in relation to consultation on suitability to practice and to introduce and recommend to the Benchers the Quebec mobility arrangements.
- Endorsed the recommendations of a subcommittee regarding the Law Society's response to the Federations Consultation Paper on Suitability to Practice Standard. The President accepted this recommendation and forwarded the report of the subcommittee to the Federation.
- Continued its review of the Student Education Plan and determined that any changes to the plan should be done in concert with the Law Society's Continuing Competence Strategy.

d) Insurance Committee

Anne Kirker, QC

The work of the Insurance Committee is summarized as follows:

- Reviewed the insurance levy analysis with the Actuary.
- Provided a recommendation to the Budget and Financial Affairs Committee with regard to the levy.
- Provided a recommendation to the Executive Committee with regard to the implementation to an insurance model with trust defalcation claims.

e) Practice Review Committee

Sarah King-D'Souza, QC

An Early Intervention pilot project was run, using alternative ways to deal with conduct issues, and provide support and direction for lawyers who experience problems. The project has reached a milestone with the referral of the 12th candidate and has had two successful "graduates".

In the 2013 committee year, the Practice Review Committee held 29 panel meetings reviewing 81 files. As of December 31, 2014 there were 47 open files.

f) Professional Responsibility Committee

Gillian Marriott, QC

The work of the Professional Responsibility Committee focused on the harmonization of national ethical standards for lawyers due to the Canada-wide expansion of inter-jurisdictional lawyer mobility, and reviewing the Alberta Code of Conduct for amendments to align with Alberta practices or to providing meaningful Alberta feedback to the rest of Canada.

g) Trust Safety Committee

Anthony Young, QC

The Law Society Trust Safety department has three functions: (1) Trust safety audits, which ensures compliance with the *Legal Profession Act* and the Rules of the Law Society, (2) membership reviews, and (3) customer services including e-service help desk.

In 2013, the committee work included a review of the trust safety program and the implementation of minor rule amendments.

The Law Society's move towards e-business will include trust safety reporting online.

4. Old Business

None

5. New Business

Criminal Trial Lawyers Association

Shannon Prithipaul, President of the Criminal Trial Lawyers Association ("CTLA") proposed a motion from the floor that the Law Society withdraw from the tripartite Governance Agreement between the Law Society, Legal Aid, and the Government of Alberta; and actively lobby government for a legal aid statute.

The President of the Law Society advised that rule 33(2)(b) states that a motion other than a procedural motion or a motion that accompanies the notice of the meeting may not be presented except with the consent of the members present at the meeting. Legal advice received by external counsel David Jones and the Law Society's Governance Counsel, Nicole Woodward have advised that a motion from the floor must have unanimous consent from all members in attendance.

The plain and ordinary meaning of "the consent of all the members present" is the consent of all of the individuals present, not the consent of the meeting as a separate forum. A majority vote would subvert a consent required from some of the members present. The wording with the consent of the members should be contrasted with the wording elsewhere when a majority vote is contemplated, for example the words with the majority of those present and voting is found elsewhere in paragraph (i). A requirement



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for unanimous consent is consistent with the functional requirement of notice of the motion having to be included in the Notice of the Annual General Meeting sent to the profession of the meeting so that members may decide whether this matter is something on which they wish to speak or vote. Unanimity is consistent with a functional and pragmatic approach that protects the interests of members who did not receive notice of the motion and guards against motions being referred onto the Benchers for consideration and determination on very short notice without adequate preparation. As a consequence, the interpretation of rule 33 is that unanimous consent of the members present is required.

The President moved to a poll of the members present regarding whether the motion from the floor is accepted by the meeting. The count is 61 in favour, 15 opposed, and 3 abstentions. Unanimous consent has not been provided, and consequently, the motion will not be considered.

The process is governed by the Rules of the Law Society of Alberta, and the relevant rule has been interpreted to be unanimous consent. A point of order is not appropriate, as it arises under Robert's Rules of Order, which is only used if the Rules of the Law Society are silent on a matter. The Rules of the Law Society are not silent on this matter and therefore, Robert's Rules do not apply and the point of order is not allowed. This is the advice from both Governance Counsel and our external counsel, David Jones.

The advice received by the Law Society from a government relations expert is that a more effective strategy is to orchestrate change by way of confidential discussion with decision makers in government and the opposition parties by organizing common view among stakeholders.

One meeting member advised she voted against the motion because she is concerned that no notice of the proposed motion has been provided to the other two stakeholders in the Governance Agreement. Further, even if the Law Society agreed to exit the agreement, it would take two years to do so.

The President suggested the formal meeting end and an informal session occur, giving the people present the opportunity to speak.

6. Adjournment

5:55pm

APPROVED

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