

# Approved Bencher Public Minutes

Public Minutes of the Five Hundred and Fourteenth Meeting of the Benchers of the Law Society of Alberta (Law Society)

June 9, 2023

Jasper, AB

1:00 p.m.

## ATTENDANCE

### Benchers:

Bill Hendsbee, President  
Deanna Steblyk, President-Elect  
Sony Ahluwalia  
Ryan Anderson  
Glen Buick  
Ted Feehan  
Corie Flett  
Cal Johnson  
Levonne Louie  
Jim Lutz  
Bud Melnyk  
Sharilyn Nagina  
Mary Ellen Neilson  
Sanjiv Parmar  
Sandra Petersson  
Stacy Petriuk  
Erin Runnalls  
Ron Sorokin  
Margaret Unsworth  
Moira Váně  
Grant Vogeli  
Louise Wasylenko

### Executive Leadership Team:

Elizabeth Osler, CEO and Executive Director  
Cori Ghitler, Deputy Executive Director and Director, Policy and Education  
Nadine Meade, Chief Financial Officer  
Kendall Moholityny, Director, Regulation and Professionalism  
Andrew Norton, Chief Information Officer and Director, Business Operations  
David Weyant, CEO and President, Alberta Lawyers Indemnity Association

### Staff:

Shabnam Datta, Manager, Policy  
Rachel Provencher, Communications Advisor



## ATTENDANCE

	Laura Scheuerman, Coordinator, Governance Christine Schreuder, Supervisor, Governance
<b>Guest:</b>	Kyla Sandwith, De Novo Inc., and member, Strategic Plan Task Force
<b>Regrets:</b>	Lou Cusano Kene Ilochonwu

*Secretary's Note: All attendees were in person. The arrival or departure of participants during the meeting are recorded in the body of these minutes.*

## Item

### Call to Order

Mr. Hendsbee called the meeting to order at 1:06 p.m. Ms. Váně delivered the Alberta Land Acknowledgement statement.

### 1 Opening Remarks from the President

Mr. Hendsbee noted that a Strategic Plan session facilitated by Andrew Norton will be held during the in-camera meeting.

### 2 ALIA Amendments to Articles of Association

Documentation for this item was circulated with the materials prior to the meeting.

Mr. Weyant explained that the proposed ALIA Articles of Association amendments introduce the creation of the Past-Chair Executive Committee voting member role for a one-year term and a nine-year term limit for Directors, with the option of a two-year cooling off period. He noted a correction to the memo that the terms are not necessarily three, three-year terms and may be a combination of terms ranging from one to three years, not to exceed nine years in total except where grandfathered to current Board members to the end of their appointed term. The amendments are intended to balance the Board through staggered terms, while maintaining the necessary skill set and a refreshed Board, and for housekeeping purposes.

Ms. Datta set out the resolution voting requirements as described in the memo and noted that the motions should be moved and approved separately.

#### **Motion: Louie/Ahluwalia**

#### **RESOLUTION OF THE BENCHERS OF THE LAW SOCIETY OF ALBERTA (the "Society")**

#### **Amendment of Articles**

**BE IT RESOLVED AS RESOLUTION OF THE SOCIETY THAT** the following alterations to the articles of ALIA (the "**Articles**") are hereby sanctioned and approved:

1. Subsection 1.1.1 is amended by removing "Regulations" from the first line and replacing it with "regulations".



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2. Subsection 1.1.7(b) iv. 3. is amended by removing a space between “ALIA” and “or” in the second line.
3. Subsection 1.1.7(b) vi. is amended by removing “12 month” from the fourth line and replacing it with “12-month”.
4. Subsection 1.1.7(c) is amended by adding a comma between “iv” and “a” in the first line.
5. The heading “Corporate seal” immediately above subsection 2.1 is removed and replaced with the heading “Corporate Seal”.
6. The heading “Head office” immediately above subsection 3.1 is removed and replaced with the heading “Head Office”.
7. Subsection 5.3 is amended by removing “Shareholders” from the fifth line and replacing it with “Shareholder”.
8. Subsection 6.7 is removed and replaced with the following:

**Term of Office**

6.7 The following provisions shall apply to the term of office of a Director:

6.7.1 the term of office of a Director shall be for such term as determined by the Benchers at the time of the appointment of such person as a Director, such term to not exceed three (3) years or such longer term as may be specifically approved by the Benchers with respect to any particular appointment;

6.7.2 Directors shall be eligible for reappointment to the Board upon expiry of their current term of office; provided that, no person may be a Director for more than nine (9) consecutive years unless following such period the person has been neither a Director nor a Board committee member for at least two (2) years. Service as a director on the Advisory Board of the Alberta Lawyers Insurance Exchange shall count towards term limits;

6.7.3 notwithstanding paragraph 6.7.2, the term of any Director or Board committee member which commenced prior to June 1, 2023, shall not be invalidated by the fact that such term may result in the Director or Board committee member serving more than nine (9) consecutive years; and

6.7.4 notwithstanding any of the foregoing paragraphs, the term of office of a Director shall be automatically extended until the Benchers have reappointed or replaced the Director, or eliminated a Director position, subject to disqualification in accordance with subsection 6.14, removal in accordance with subsection 6.8 and resignation in accordance with subsection 6.9.



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9. The heading “REMOVAL OF A DIRECTOR” immediately above subsection 6.8 is removed and replaced with the heading “Removal of a Director”.

10. Subsection 6.11 is removed and replaced with the following:

**Chair and Vice-Chair**

6.11 The Board shall appoint a Chair and a Vice-Chair from among the Directors. The President shall not serve as the Chair or Vice-Chair. The person who served as Chair immediately prior to the current Chair shall become Past Chair upon completion of their service as Chair, whether or not they continue as a Director, unless they are unable or unwilling to serve. The Past Chair’s term shall end on the earlier of such person becoming unable or unwilling to serve as Past Chair or one (1) year from the date they became Past Chair. The Past Chair is eligible to be appointed to the executive committee as a voting member in accordance with subsection 6.12.

11. Subsection 6.12 is removed and replaced with the following:

**Delegation and Committees**

6.12 The Board may appoint such committees as it deems appropriate from time to time and shall delegate such powers and authorities of the Board and assign such duties and responsibilities to any such committee as the Board shall determine. Without limitation to the foregoing, the Board shall at all times have appointed an executive committee, a claims committee and an audit committee. Subject to this subsection, the number, composition, qualifications and terms of office of the members of each Board committee and the terms of reference and reporting requirements of such committee shall be as determined by the Board. The executive committee shall be comprised of the Chair, the Vice-Chair, another Director who shall be a representative of the Society, and either the Past Chair (for no longer than such person’s term as Past Chair) or another Director, in each case as appointed by the Board. The majority of the members of the audit committee shall be Directors. The Board shall have representation on the claims committee. Other than as set out above, it shall not be required that all or any members of any Board committee be a Director. The President shall not serve as the chairperson of any Board committee. In addition to any other responsibilities as determined by the Board or as otherwise determined by the Board, the executive committee shall be responsible for supervision of the investment of the funds of ALIA and shall serve as the nominating committee for the Board.

12. Subsection 8.4.1 is amended by removing “To” in the first line and replacing it with “to”.



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13. Subsection 8.4.2 is amended by removing “For” in the first line and replacing it with “for”.
14. The heading “Vice President” immediately above subsection 9.2 is removed and replaced with the heading “Vice-President”.
15. Subsection 10.2 is amended by removing the letter “t” from in between “of” and “ALIA” in the second line.

**Carried unanimously**

**Supporting Resolution: Vogeli/Neilson**

**BE IT RESOLVED THAT** each of the President or the President-Elect of the Society and the Executive Director of the Society be and is hereby authorized and directed to execute and deliver for and on behalf of the Society a Special Resolution of the Shareholders of ALIA sanctioning and approving the aforesaid amendments to the articles of ALIA and to do such other things and execute and deliver such further documents as are required to give effect to such amendments and these resolutions.

**Carried unanimously**

**3 ALIA Board Appointments**

Documentation for this item was circulated with the materials prior to the meeting.

Mr. Weyant provided an overview of the proposed ALIA Board appointments and reported on the recommended appointment by the ALIA Executive Committee of Sania Chaudhry to the Claims Committee.

**Motion: Ahluwalia/Parmar**

**RESOLVED AS A RESOLUTION OF THE BENCHERS OF THE LAW SOCIETY OF ALBERTA:**

1. The following person be appointed to the Board of Directors of Alberta Lawyers Indemnity Association (the “Board”) effective from June 12, 2023 for a three (3) year term, or their sooner resignation or removal from office:

Don Cranston, K.C.

2. The following person be appointed to the Board effective from June 14, 2023 for a one (1) year term, or their sooner resignation or removal from office:

Michael Thompson

3. The following persons be appointed to the Board effective from June 9, 2023 for a three (3) year term, or their sooner resignation or removal from office:

Melanie Litoski



Item	
	<p>Salimah Walji-Shivji, K.C.</p> <p>4. This resolution shall be effective only if passed by the affirmative votes of at least 2/3 of the Benchers so voting and the Benchers so voting constitute a majority of the Benchers.</p> <p style="text-align: right;"><b>Carried unanimously</b></p>
<b>4</b>	<p><b>CONSENT AGENDA</b></p> <p>Documentation for this item was circulated with the materials prior to the meeting. There were no requests to remove this item from the consent agenda.</p> <p><b>Motion: Melnyk/Lutz</b></p> <p>That the Benchers approve the April 27, 2023 Public Bencher Meeting Minutes.</p> <p style="text-align: right;"><b>Carried unanimously</b></p>
<b>5</b>	<p><b>Other Business</b></p> <p>There was no other business.</p>
<b>6</b>	<p><b>Adjournment</b></p> <p>The Chair adjourned the public meeting at 1:27 p.m.</p>