

Approved Virtual Benchers Minutes

Virtual Meeting of the Benchers of the Law Society of Alberta
(Law Society)

June 23, 2026

Videoconference

ATTENDANCE

Benchers	Bud Melnyk, KC, President Jim Lutz, KC, President-Elect A. Danielle Bourgeois, KC Ryan Callioux, KC Arman Chak, KC Stephanie Dobson, KC Adam Drew, KC John Evans, KC Kene Ilochonwu, KC Levonne Louie Scott Matheson, KC Sharilyn Nagina, KC Afshan Naveed, KC Mary Ellen Neilson Sandra Petersson, KC Ali Rakka Erin Runnalls, KC Ron Sorokin, KC Dr. Riad Tarrabain David Tupper, KC Grant Vogeli, KC
Executive Leadership Team (ELT)	Elizabeth Osler, KC, Chief Executive Officer (CEO) and Executive Director Sarah Klein, General Counsel Nadine Meade, Chief Financial Officer (CFO)



ATTENDANCE

Kendall Moholityn, Director, Regulation and Professionalism

Andrew Norton, Chief Information Officer and Director, Business
Operations

David Weyant, KC, President and CEO, Alberta Lawyers Indemnity
Association

Staff

Barbra Bailey, Manager, Policy and Education

Colleen Brown, Manager, Communications and Stakeholder Engagement

Michelle Nguyen, Coordinator, Governance

Michael Oxman, Policy and Education Counsel

Karly Walker, Supervisor, Governance

Regrets

Kelsey Meyer, KC

Nicole Stewart, KC

Moira Váně, KC

Secretary's Note: All attendees participated by videoconference. The arrival or departure of Benchers during the meeting are recorded in the body of these minutes.

1. Call to Order and Adoption of the Agenda

Mr. Melnyk called the virtual meeting to order at 5:00 p.m. The agenda was circulated with the materials prior to the meeting and adopted as proposed.

Mr. Evans joined the meeting at 5:01 p.m.

2. Alberta Lawyers Indemnity Association (ALIA) Article Amendments

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

Mr. Tupper joined the meeting at 5:02 p.m.

Mr. Drew joined the meeting at 5:03 p.m.

Mr. Ilochonwu joined the meeting at 5:04 p.m.

Answering a Bencher question, Mr. Weyant explained that while part of the proposed amendments to the Articles of Association and bylaws involve changes to reflect current practice, the main change is to eliminate ALIA's Executive Committee. He noted that the Executive Committee is no longer necessary given improved ALIA Board (Board) communication and technology, and the Board has already tested operating without it, finding the process more efficient.

Motion: Louie/Nielson

That the resolutions set out in Attachment 1 to the briefing memorandum provided for this item be passed.

Carried

Mr. Weyant left the meeting at 5:05 p.m.

3. Rule Amendments and Guideline re Annual General Meeting (AGM) and Special Meeting Procedure

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

Ms. Runnalls, Policy and Regulatory Reform Committee (PRRC), Chair, explained that the PRRC conducted an extensive review of the proposed Rule amendments and draft Member Petitions, Resolutions and Society Meetings Guideline (Guideline) to ensure a balance between enabling members to submit clear, legal, and actionable motions, while maintaining efficient use of Law Society resources as well as time from the profession. The amendments introduce a screening process for petitions and provide the Chair of an AGM or Special Meeting with discretion to extend debate as necessary, supporting productive meetings.

Ms. Klein provided background on the proposed Rule amendments and Guideline, emphasizing they intend to balance members' ability to bring forward petitions and resolutions for consideration by the profession as a whole, with the Law Society's need to manage resources and fulfill its duty to regulate in the public interest. Ms. Klein articulated the significant operational impact associated with member-initiated resolutions and petitions, including the cost of ensuring a procedurally fair meeting. Ms. Klein also clarified the fiduciary obligation of the Board to the efficient management of the Law Society.

Mr. Vogeli joined the meeting during discussion at 5:27 p.m.

Ms. Bourgeois joined the meeting during discussion at 5:37 p.m.

The Benchers discussed the proposed amendments and Guideline, including the screening process, potential legislative changes, reputational considerations, operational and financial impacts, scope, debate limits, appeal mechanisms, and timing. Key points included:

- Concern was expressed that the amendments could be perceived as restricting members' ability to bring forward motions or limiting debate. Ms. Klein noted the importance of providing adequate notice to members of any changes in advance of the November 26, 2026, AGM to enable members to organize their petitions and resolutions in a compliant manner.
- Ms. Osler clarified that the intent of the amendments is to ensure motions are clear, reasonable, and lawful, and that the screening process would assist petitioners in submitting actionable proposals.
- The Benchers asked whether external legal advice could be shared. Ms. Klein confirmed that the advice is privileged.
- It was noted that, if approved, supporting materials should be provided to Benchers to assist in responding to inquiries from the profession.



- Concern was raised regarding the ED's discretion to approve or deny petitions. Additional oversight, including involvement of the President or Executive Committee, was suggested. Ms. Osler suggested an amendment to the proposed Rules to include consultation with the Law Society's Executive Committee.
- Views differed on the proposed debate limits; some Benchers considered them restrictive, while others noted the President's discretion to extend debate.
- The possibility of an internal appeal process was discussed. The consensus was that judicial review is preferable, as an internal appeal process could be redundant and further delay the process.
- The Benchers questioned the urgency of passing the amendments. Ms. Klein expressed the Law Society's desire and the importance of giving members sufficient notice of any changes that may impact the November 26, 2026, AGM.
- Benchers expressed differing views on the amendments, with some supporting them on operational and fiduciary grounds, and others raising concerns regarding optics, member rights and the upcoming Bencher Election.

Following discussion, Staff proposed two amendments to Appendix A of the materials:

- Amend proposed Rule 31.3(2) to insert "after consultation with the Executive Committee" after "The Executive Director or their delegate" and before "must approve or deny...".
- Amend 33.2(g) to replace references to "motion or resolution" with "petition or resolution".

The following motions were considered concurrently:

Motion 1: Runnalls/Rakka

That the Benchers approve amendments to the Rules of the Law Society of Alberta (Rules) in Part 1 related to member petitions and resolutions, and the procedural rules governing meetings of the members of the Law Society of Alberta (Law Society) as follows:

- (a) strike Rule 21;**
- (b) in Division 3 – Meetings of the Society, add new Rule 31.3;**
- (c) amend Rule 32(1)(c); and**
- (d) in Rule 33(2), strike clauses (a) to (s) and replace with new clauses (a) to (m);**

As proposed in Appendix A, with further amendments to Rules 31.3(2) and 33.2(g).

Motion 2: Runnalls/Rakka

That the Benchers adopt the Member Petitions, Resolutions and Society Meetings Guideline, as proposed in Appendix B.

Following the motion being called, the Benchers continued discussion and the earlier issues raised were repeated. One new question was raised about the history of special meetings and Mr. Melnyk confirmed that one special meeting has occurred in the past 10 years.

Mr. Melnyk confirmed there were no further questions, and K. Walker conducted a roll call vote.

Defeated

4. Adjournment

It was recommended that the proposed Rule amendments be brought forward to the October 6-7, 2026, or November 26-27, 2026, Benchers meetings for further consideration. Mr. Melnyk also suggested referring the matter back to the Law Society's Executive Committee.

Mr. Melnyk thanked the Benchers for attending the meeting.

The meeting adjourned at 6:22 p.m.