

**Minutes for the Meeting of the Benchers  
Held Friday, February 8, 2019  
Delta Hotel, Saskatoon**

**Present:**

Leslie Belloc-Pinder, Q.C., Craig Zawada, Q.C., Andrea Argue, Jeff Baldwin, Jill Drennan, Monte Gorchinski, Cara Haaf, Glenn Hepp, Suzanne Jeanson, Nolan Kondratoff, James Korpan, Q.C., Lynda Kushnir Pekar, William Lane, Foluke Laosebikan, Ph.D, Kaitlynn McArthur, Scott Moffat, John Morrall, James Morrison, Q.C., Barbara Mysko, Crystal Norbeck, Martin Phillipson and Ian Wagner

**In attendance:**

Tim Huber, Valerie Payne, Stacey McPeck, Andrea Johnston, Christine Johnston, Jody Martin, Melanie Hodges Neufeld, Jenna Kraushaar, Kara-Dawn Jordan, Jakaeden Frizzell and Barbra Bailey. Tim Brown, Q.C. attended via *GoToMeeting*.

Erin Kleisinger, Q.C., Federation Council, was also in attendance.

**Call to Order:**

The meeting commenced at 9:07 am on Friday, February 8, 2019.

**1. Approval of the Agenda**

**1.1 Apologies for Absence**

An apology for absence was received from Gerald Tegart, Q.C.

**1.2 Confirmation of Agenda**

The Law Foundation discussion will be moved up to the front of the Agenda to accommodate a presentation from Melanie Baldwin, Q.C.

Craig Zawada, Q.C. moves, Ian Wagner seconds a motion to approve the Agenda, as amended.

**1.3 Bencher Conflict of Interest Disclosures**

**1.4 Agenda Items, Committee Reports and Documents Which Are Not Open to the Public**

## 2. Approval of the Minutes

- a. Bencher Minutes from the meeting held December 7, 2018
- b. *In Camera* Bencher Minutes from the meeting held December 7, 2018

Jeff Baldwin noted that he was present at the December 7, 2018 meeting, but is reflected as being absent.

Moved by Jeff Baldwin, seconded by Glenn Hepp, that the Minutes and *In Camera* Minutes from the Bencher meeting held December 7, 2018 be approved as amended. The motion carried.

### 2.1 Amendments

### 2.2 Confirmation of Minutes

### 2.3 Business Arising from Minutes

## 3. Society Governance

### 3.1 Governance Reform

From Noon to 1:00 pm on Wednesday, Feb 6<sup>th</sup>, time was allotted for discussion and feedback regarding the 2019 Committee structures and assignments. A background memo from Leslie Belloc-Pinder, Q.C., along with a revised copy of the 2019 Bencher Committee List, was provided to the Benchers. Also included, was the memo prepared by Barbra Bailey dated January 11<sup>th</sup> that was sent to Benchers and staff earlier.

#### Discussion:

- The Benchers discussed the fact that the new Benchers do not yet have a full understanding of the current committees and that even returning Benchers have not had experience on every committee, which may make it challenging to determine how to best restructure the committees.
  - o The Governance Committee will be overseeing this restructuring and will facilitate some discussions and consultations with the Benchers to create a proposal that will help them understand the current structure, the needs of the Law Society and best practices for committees.
  - o It was also noted that the Bencher discussion sessions that have been occurring the day before the Bencher business meetings have helped to provide a greater connection between committee projects and the larger Bencher table.

### 3.2 New Bencher Orientation

Administration asked the Benchers for feedback on the on-boarding process. Another opportunity for feedback will also be provided through a brief, anonymous survey to be distributed by Administration next week. This survey will seek to obtain feedback regarding the training experience of all Benchers. The results of this survey will be provided to the

Governance Committee which evaluates the on-boarding process. Administration is also interested in discussion/feedback about any gaps in understanding or areas where new Benchers feel they need more information.

**Discussion:**

- The following comments were provided:
  - o The recorded materials are helpful because they can be watched on their own time.
  - o Staff have been responsive to questions throughout the on-boarding process.
  - o APRIO is helpful, as it collects all the materials in one spot; the new Benchers found it a bit difficult to keep track of all the materials for the December meeting, as the material was emailed out in a few different emails.
  - o Benchers would like to ask follow-up questions regarding the recorded materials. An invitation was extended for Benchers to contact staff at any point. Administration will re-extend this invitation in the survey to the new Benchers.

### **3.3 Bencher Honoraria**

At December Convocation, the A & E Committee announced their decision to grant Benchers three CPD credits for their work as Benchers. For 2019, three Ethics hours have been added to the CPD database for all lawyer Benchers. The A & E (Competency) Committee will review how this policy will be applied to non-Bencher lawyer members of committees.

### **3.4 Operational Reporting**

#### **i. President's Report**

Leslie Belloc-Pinder, Q.C. reported on the following:

- Much of the President's time at the end of 2018 and beginning of 2019 was focussed on organizing the committee appointments and conducting communications surrounding that process, as well as meeting with the Executive Committee to plan Convocation.
- Representatives of the Law Society brought greetings at the swearing-in ceremony for three new provincial court judges in January: John Morrall for Judge Layton in La Ronge; Barbara Mysko and Kaitlynn McArthur for Judge Brass in Regina; and Leslie Belloc-Pinder, Q.C. for Judge Hendrickson in Moose Jaw.
- She attended the CBA Mid-Winter Meeting the week prior and brought greetings at the awards ceremony where Tiffany Paulsen, Q.C. was presented with the Distinguished Service Award.
- She will be attending the ABA Tech Show in Chicago with Tim Brown, Q.C. and Tim Huber at the end of the month.
- The Executive Committee is planning each Convocation around a different theme related to our strategic plan.

ii. Executive Director's Report

Tim Brown, Q.C. provided his written report to the Benchers.

iii. Federation Council Report

Erin Kleisinger, Q.C., reported on the December Federation Council Meeting in Ottawa:

- The meeting included a governance workshop with Glenn Tecker about governing a federation.
- Chief Justice Richard Wagner addressed the Council and encouraged the Federation and Law Societies to speak out to defend the administration of justice when the courts cannot do so.
- Meetings between Federation representatives and the Federal government regarding anti-money laundering initiatives continue.
  - They are looking at adopting an approach modeled on the UK's oversight processes.
  - The government is not pursuing further legislation, but wants to continue working with law societies.
  - They expect a proposal to be presented at the next Council meeting regarding new model Rules on this topic.
- The NCA Modernization Review Committee continues its work examining how NCA students are assessed.
- The TRC Calls to Action Committee is considering creation of cultural competency-based standards for both the *Model Code* and the National Discipline Standards.
- The Council approved the CanLII budget and CanLII fee for 2019; there will be no change that would impact the Law Society of Saskatchewan's budget.
- The Model Code Committee is considering draft model Rules respecting former judges returning to practice and including a technical competence aspect in the commentary to the *Code*.

The next Council meeting will be held March 3 & 4 in Montreal. The Annual Conference will be held in St. John's in October and will focus on mental health and wellness for lawyers.

**Discussion:**

- Martin Phillipson advised the Benchers that the Law Deans will soon be meeting with the Federation about whether it will be mandatory for law schools to have a class relating to the TRC Calls to Action; there is resistance from some of the Law Deans regarding what they view as inappropriate interference.
- There was a question about whether the NCA Review Committee will discuss whether it would be appropriate to cap the number of NCA lawyers that are admitted, having regard to the over supply of lawyers in some areas

of the country; Erin Kleisinger, Q.C. advised that she is not aware of this being considered at this time.

- There was a question about whether amendments to the *Model Code* required unanimous approval; Erin Kleisinger, Q.C. advised that they can be passed without consensus or ultimately a Bencher table could vote to decline to make the changes to their own *Code*.

### 3.5 Financial Reporting

#### i. Financial Statements

A memo from Don Hansen, FCPA, along with the November 30, 2018 financial statements for both the General Fund and the Special Fund, which include an updated forecast, were provided to the Benchers.

Administration is still awaiting cut-off items in order to close the books for December 2018. These include some accruals, as well as our December 2018 Greystone funds statement that contains a detailed breakdown by investment to record investment revenue. Administration expects to receive these documents soon. We are still awaiting information in relation to the financial statements and year end investing.

#### ii. Quarterly Investment Report

The Greystone Quarterly Investment Report for the period October 1 to December 31, 2018 was provided for information.

#### iii. Financial Statements for the year ended December 31, 2018

The Benchers will need to approve the December 31, 2018 audited financial statements prior to the AGM in April. After February Convocation, a Doodle Poll will be sent to the Benchers to schedule a conference call sometime in late March, 2019.

#### iv. Resolutions

##### a. Greystone Investments

With the appointment of a new President and Vice-President, Greystone requires a resolution authorizing signing authorities.

Moved by Ian Wagner, seconded by Jeff Baldwin, that the Greystone Banking Resolution be approved as written. The motion carried unanimously.

##### b. Toronto Dominion Bank

A banking Resolution for the Toronto Dominion Bank authorizing signing authorities for 2019 was also provided to the Benchers.

Moved by Glenn Hepp, seconded by Lynda Kushnir Pekrul, that the Toronto Dominion Bank Resolution be approved as written. The motion carried unanimously.

### **3.6 Appointments**

#### **i. CPLED Board**

The term for Tom Schonhoffer, Q.C. will end February 9, 2019 and he is willing to continue as required if re-appointed.

The CPLED Board, which is currently undergoing a governance rethink as part of the CPLED 2.0 redevelopment, considers Mr. Schonhoffer's experience and corporate knowledge to be a significant asset to the Board at a critical time for the organization. They are hopeful he can stay on, at least on an interim basis, until this work is complete.

Moved by Ian Wagner, seconded by Craig Zawada, Q.C., that Tom Schonhoffer, Q.C. be re-appointed to serve on the CPLED Board from February 10, 2019 to February 9 2021. The motion was carried.

#### **ii. Judicial Advisory Committee**

Heather Laing, Q.C. is willing to serve another term on this Committee. Her term is due to expire March 1, 2019 and she is eligible to run one more final term.

Moved by James Korpan, Q.C., seconded by William Lane, that Heather Laing, Q.C. be re-appointed to the Judicial Advisory Committee from March 2, 2019 to March 3, 2021.

### **3.7 Entity Regulation Committee**

Terms of Reference for the new *ad hoc* Entity Regulation Committee were attached for Bencher review and approval. The Committee suggested that the name be narrowed to be "Firm Regulation Committee," which is a more accurate reflection of the mandate of this committee. The project Work Plan was also provided for information.

Moved by Ian Wagner, seconded by Scott Moffat, that the Terms of Reference for the Firm Regulation Committee be approved, as amended. The motion carried unanimously.

## **4. Strategic Initiatives**

### **4.1 Operational Planning**

A memo prepared by Kara-Dawn Jordan regarding operational action planning was provided to the Benchers for consideration. Tim Brown, Q.C. and Kara-Dawn Jordan provided an update to the Benchers.

**Discussion:**

- Staff Action Teams have met to set priorities for their work and are finalizing some of the details of their work plans.
- Administration is experimenting with software to track and report progress on the work plans.

**4.2 Improve Confidence in the Law Society among Stakeholders**

## i. Communications

A report from Anna Willey was provided for information.

## ii. Legal Resources

Tim Brown, Q.C. provided an update in his Executive Director's Report.

**4.3 Improve Capacity, Competency and Knowledge of Members**i. Cloud Computing Checklist and Best Practices (*Informational*)

The Cloud Computing Paper authored by ISM, as well as the checklist, have been posted on the members' section of the Law Society website.

Recommendations made by ISM, including a recommendation that the Law Society consider establishing rules with respect to confidentiality breaches, will be considered by the Professional Standards (Competency) Committee. This will also be a subject considered by the Staff Action teams.

## ii. Membership Analytics

Tim Brown, Q.C. met with ISM on November 2<sup>nd</sup> and discussed AI, Blockchain, cloud computing and ways they could collaborate and involve other law societies. The next meeting has been scheduled for February 21, 2019.

Tim Huber attended a meeting with Andrew Norton and others from the Law Society of Alberta (LSA) on January 24, 2019 to discuss possibilities for collaborating with respect to data analytics. Tim reported that Alberta has been conducting this type of analysis for approximately 5 years and it was a good demonstration of where the Law Society of Saskatchewan (LSS) could be in a few years. The LSA has data scientists on staff who could provide some assistance to the LSS. Tim will be participating in regular meetings with their Data Analytics Committee. The two law societies are exploring opportunities for collaborating on data projects, or to compare data sets where approaches differ, with the hope this will lead to further collaboration with other jurisdictions.

**Discussion:**

- There was a question about the steps being taken to ensure confidentiality in this data sharing process; Tim advised that there is a data sharing agreement to govern the process and that having a third party facilitate the data sharing process allows all identifiers to be stripped out so only the third party sees them and all data reported to the law societies will be anonymous.

## iii. Equity and Diversity

A memo from Barbra Bailey regarding the analysis of the survey results of the demographic data survey conducted in conjunction with the 2019 annual membership renewal was provided to the Benchers for information.

**4.4 Improve Access to Legal Services**

## i. Access to Justice

Tim Brown, Q.C. was invited to speak to the students at the Dean's Forum on January 17, 2019 and again to the students on January 28, 2019, along with Craig Zawada, Q.C. The topics for this year's Dean's Forum will be focused on building empowerment for citizens and inclusive communities in the legal system, focusing on diversity, and an online portal that centralizes information about the legal system provided by various stakeholders.

**5. Regulation****5.1 Rule Amendments**

## i. Rules 110, 135 and 303

A memo from Barbra Bailey regarding Rule amendments related to the proposed 2019 Committee Structures was provided for consideration.

The first amendment was with respect to changing the name of the Discipline Executive Committee to the Discipline Policy Committee, in an effort to make a clear distinction between the Discipline Committee, which acts a pool for appointing hearing committees, and the policy-making subcommittee of the Discipline Committee.

Moved by Barbara Mysko, seconded by James Morrison, Q.C., that amendments to *Part 6, Committees, Establishment*, Rule 110(1)(h) to change the name of the Discipline Executive Committee to the Discipline Policy Committee, be approved as written. The motion carried.

A motion to grant second reading on the same day was presented by Glenn Hepp, seconded by Monte Gorchinski. The motion carried.



On second reading, the motion was presented by Cara Haaf, seconded by Kaitlynn McArthur, that amendments to *Part 6, Committees, Establishment*, Rule 110(1)(h) to change the name of the Discipline Executive Committee to the Discipline Policy Committee be approved as written. The motion carried.

The other amendments were related to the proposal to reassign the responsibility for overseeing Model Code consultations from the Ethics Committee to the Discipline Executive (Policy) Committee. This change is also proposed to draw clearer distinctions between the adjudicative and policy functions of the Benchers.

Moved by James Korpan, Q.C., seconded by Barbara Mysko, that amendments to *Part 6, Committees, Discipline Executive Committee*, Rule 135(1) to change the name of the Discipline Executive Committee to the Discipline Policy Committee, the addition of Rule 135(2) and the deletion of a portion of 303(3)(d) to reassign the responsibility for overseeing *Model Code* consultations from the Ethics Committee to the Discipline Executive Committee, be approved as written. The motion carried.

Discussion:

- Scott Moffat, as Chair of Ethics, advised that he would still like to see some representation from the Ethics Committee on the Model Code sub-committee and to request that the issues being considered by the sub-committee have a mechanism for reaching the Bencher table going forward.

A motion to grant second reading on the same day was presented by Lynda Kushnir Pekrul, seconded by James Korpan, Q.C. The motion carried.

On second reading, the motion was presented by Barbara Mysko, seconded by Cara Haaf, that amendments to *Part 6, Committees, Discipline Executive Committee*, Rule 135(1) to change the name of the Discipline Executive Committee to the Discipline Policy Committee, the addition of Rule 135(2) and the deletion of a portion of 303(3)(d), to reassign the responsibility for overseeing *Model Code* consultations from the Ethics Committee to the Discipline Executive Committee, be approved as written. The motion carried.

## **5.2 The Legal Profession Act, 1990**

Melanie Baldwin, Q.C., Chair of the Law Foundation, made a presentation to the Benchers regarding the Law Foundation's proposed amendments to the *Act*. Bob Watt, FCPA, FCA, Executive Director at the Law Foundation, attended via virtual meeting to answer any questions the Benchers may have (via GoToMeeting, as well as the Law Society conference line).

Included were:

- a memo from the Law Foundation outlining their rationale for the proposed changes; and
- a tracked changes document outlining the proposed amendments to the *Act*.

The Law Foundation memo summarizes the changes and supporting rationale that they propose be made to the LPA when it is next revised. In particular, the changes relate to:

- i. Recruitment and Appointment of Members
- ii. Appointment of the Chair
- iii. Investment Powers
- iv. Appointment of the Auditor
- v. Other Matters – housekeeping changes

**Presentation by Melanie Baldwin, Q.C.:**

- The Law Foundation board has been focusing on governance and strategic planning the last couple of years, which has included the formation of an *ad hoc* committee to review *The Legal Profession Act, 1990* (the LPA).
- The board has identified some aspects of the LPA provisions respecting the Law Foundation that they are requesting be changed, as outlined above; Melanie provided further details, as follows:
  - o The changes respecting investment powers were approved by the Benchers in September 2018.
  - o With respect to recruitment and appointment of members to the Law Foundation Board, the board submits that the requested changes would give both the LSS and the Ministry more flexibility in how they make appointments to the Law Foundation board, by allowing them to appoint more non-lawyers who may have the skills needed by the board at a particular time.
  - o The Law Foundation board would like to take over responsibility for appointing the Chair of the board and the auditor; the current practice is that the Law Foundation makes a recommendation to the Benchers, which is usually accepted, and that person is appointed; the proposed amendment would codify the current practice, but they suggest it is also a best governance practice.
  - o Currently, the Chair has to be one of the LSS appointees; the board is requesting that this restriction be lifted so that the board can simply appoint the person they feel is best suited.
  - o With respect to appointing an auditor, the Law Foundation board also feels it is a common governance practice to choose their own auditor, and they submit that this has been how it is operating in practice (again, they recommend the auditor they want and the LSS appoints them).
  - o The other miscellaneous amendments mostly relate to inaccurate or unclear terminology that the board would like to improve.

Moved by Ian Wagner, seconded by John Morrall, that Bencher support for the amendments to *The Legal Profession Act, 1990* as outlined in the memo from the Law Foundation dated February 1, 2019, be approved in principle, and that Administration will notify the Minister of Justice forthwith regarding the amendments. The motion carried.

**Discussion**

- The Benchers felt that the requests reflected best governance practices and would substantially change the Law Society's current involvement in the processes impacted by the amendments.
- The Benchers did express one concern about whether it would be appropriate for the Law Foundation board to appoint the auditor, as that is usually done by the

shareholders or members of the organization; upon review of the legislation and the website, it appears that the board members are the members of the Foundation.

## 6. Committee Reports

### a. Audit

The Audit Committee met on February 7<sup>th</sup> to discuss the upcoming year-end Audit. Monte Gorchinski, Chair, reported the following:

- The committee received a presentation from the auditor about the plan for this year's audit; the committee is working with the auditor to set timelines for the upcoming audit.

### b. Competency (joint Committee of Admissions & Education and Professional Standards)

The new Competency Committee held their first meeting on February 7<sup>th</sup>. Glenn Hepp, Chair, reported the following:

- The joint committee reviewed Terms of Reference for both committees and the PSC Terms of Reference were amended slightly to expand the role of the Practice Advisors.
- Otherwise, the first meeting focused on orientation.

### c. Conduct Investigation

The Conduct Investigation Committee, under the new procedure, held their first meeting on February 6<sup>th</sup>. Jeff Baldwin, Chair, reported the following:

- This was the first meeting using the newly established procedure and it was very successful; they considered five matters.
- The committee expects this approach to lead to increased efficiency and consistency; they will plan to meet in-person in conjunction with each Bencher meeting.

### d. Discipline Executive

The Discipline Executive held a meeting on February 7<sup>th</sup>. Barbara Mysko, Vice-Chair, reported the following:

- The committee reviewed the Terms of Reference for both the Discipline and Discipline Executive (Policy) Committees.
- They also reviewed the National Discipline Standards and are expecting a report for 2018 stats at the next committee meeting.

e. Entity Regulation (now renamed the Firm Regulation Committee)

The new Firm Regulation Committee held its first meeting on February 7<sup>th</sup>. Ian Wagner, Chair, reported the following:

- The Committee reviewed the Terms of Reference and Work Plan for the mandate of the committee.

f. Equity and Access (joint Committee of Equity & Diversity and Access to Legal Services)

The new Equity and Access Committees held their first meeting on February 7<sup>th</sup>. Foluke Laosebikan, Ph.D, Chair, reported the following:

- The joint committee reviewed the Terms of Reference for both committees, as well as the major initiatives for both committees and determined that it would develop a document containing the Terms of Reference for both the Equity & Diversity and Access to Legal Services Committees to guide their work.
- The committee plans to focus on increasing the sample size to have accurate and reliable demographic data about the membership.
- The committee will commence work on an action plan for the year.

g. Ethics

The Ethics Committee held a meeting on February 6<sup>th</sup>. Scott Moffat, Chair, reported the following:

- The committee has populated the Real Estate sub-committee to review guidelines respecting trust conditions.
- Otherwise, the first meeting focused on orientation.

h. Executive

i. Governance

The Governance Committee held a meeting on February 7<sup>th</sup>. Craig Zawada, Q.C., Chair, reported the following:

- The committee discussed its priorities for the year, which will be the committee structure and board composition (electoral reform) which requires member consultation and approval of Rule changes at the AGM (the goal would be to do this at the 2020 AGM).
- The committee also discussed tracking progress of the strategic plan and focusing on the modernization goal of the strategic plan.

## j. Insurance

The Insurance Committee did not hold a meeting at February Convocation.

## k. Legal Resources

The Legal Resources Committee held a meeting on February 7<sup>th</sup>. Dean Martin Phillipson, Chair, reported the following:

- The committee was briefed on their mandate and the issues concerning the library space at the courthouse in Regina.

## l. Trust Safety

The Trust Safety Committee did not hold a meeting at February Convocation.

## 7. Informational Items

- Sask. Legal Aid Commission – report from Ray Wiebe
- CLIA Board Report – report from Dave Jackson
- Creating Strong Passwords – KnowBe4 Brochure
- [“Artificial Intelligence for Lawyers: Why it Matters to You and Your Success”](#) - presented by Chris Bentley of the Legal Innovation Zone at Ryerson University (qualifies for 1 CPD hour, 0.5 of which qualifies for Ethics)

## 8. Meeting Finalization

- 8.1 Review Actions to be Taken**
- 8.2 Confirm Items under 1.4**
- 8.3 Meeting Evaluation**
- 8.4 Next Meeting** - April 17 and 18, 2019 at the Hotel Saskatchewan in Regina. The Annual General Meeting is scheduled for Wednesday, April 17<sup>th</sup>.
- 8.5 Motion to Adjourn**

Moved by Crystal Norbeck, seconded by Foluke Laosebikan, Ph.D to adjourn the meeting at 11:50 am.

## 9. Bencher In-Camera Session with Executive Director

## 10. Bencher In-Camera Session without Executive Director

**TIMOTHY J. BROWN, Q.C.**  
**Executive Director**

TJB/el