

Canadian Association for Legal Ethics
Annual General Meeting
Halifax, Nova Scotia Schulich School of Law, Dalhousie University
Saturday, October 28, 2017 at 8:45am

Minutes

Present:

John Law (Alberta), Thomas Harrison (Queen's), Deanne Sowter (Calgary), Richard Devlin (Schulich, Dalhousie), Trevor Farrow (Osgoode, York), Pooja Parmar (Victoria), Basil Alexander (Queen's), Emanuel Tusca (Osgoode, York), Malcolm Mercer (McCarthy Tetrault), Stephen Pitel (Western), Andrew Flavelle Martin (UBC), Alain Roussy (Ottawa), Jocelyn Downie (Schulich, Dalhousie), Elaine Craig (Schulich, Dalhousie), Alice Woolley (Calgary), Leslie Warden (Department of Justice), Barbara Buchanan (LSBC)

1. Call to Order

Richard Devlin (chairing) called the meeting to order at 9:52 am.

2. Adoption of Agenda

Motion to adopt the agenda (John Law; Trevor Farrow): Carried.

3. Approval of Minutes of the 2016 Annual General Meeting

Motion to approve the minutes of the 2016 Annual General Meeting as circulated (Andrew Flavelle Martin; Thomas Harrison): Carried.

4. Approval of Members

Motion to approve, as the members of CALE, all individuals listed on the website under the heading "Members" (Alain Roussy; Elaine Craig): Carried.

5. President's Report

Alice Woolley reported that the organization continues to function with no significant changes.

She noted that in May, the Board began articulating positions on issues of importance for Canadian legal ethics including making a submission regarding judges returning to practice. It became apparent to the Board that a process and criteria for taking positions on behalf of CALE was needed. Alice Woolley emphasized that the intent was not to silence individual members who may hold different or even contrary views. More on this issue can be found under item 11.

The listserv now has over 250 members. Alice Woolley reminded members that the Listserv is not a private forum, members who post items to the listserv need to know of its broad reach. That said, members are reminded that it is not appropriate to forward messages without the consent of

the original sender. Alice Woolley also noted that if members want to use ideas and discussions from listserv as a source in their writing, they need to consider attribution. If they decide that attribution is appropriate, the member should seek permission from the original contributor and seek their views on attribution.

6. Corporate Secretary and Treasurer's Report

Stephen Pitel reported that CALE is current with its corporate (annual, directors) and tax (return) filings.

In September, some directors raised concerns about the Corporations Canada requirement that their residential address be used for filings. These filings are available to the public. As a result, the board determined that directors could choose to provide an institutional address, which would be used instead. Alice Woolley advised that she had obtained advice that this is common corporate practice.

As of the most recent year end (May 17, 2017) CALE has \$2467 in cash, being held by Dalhousie as 2017 hosts. In the 2016-17 year CALE had a surplus of \$766, comprised of \$527 surplus from University of Alberta as 2016 hosts and \$239 correction to the reported deficit of \$631 from Université de Montréal as 2015 hosts.

The following four motions were moved together (Thomas Harrison, Elaine Craig): Carried.

- Motion that the financial year begins on May 18 and ends on the following May 17;
- Motion to waive any applicable statutory audit requirement;
- Motion to approve internal financial statements as prepared by the Corporate Secretary and Treasurer; and
- Motion to approve corporate and tax filings by the Corporate Secretary and Treasurer.

7. Nominations for directors until the next Annual General Meeting

Richard Devlin advised that all current directors except Stephen Pitel were prepared to continue. He noted that some succession planning was needed for next year.

Motion to continue directors (Trevor Farrow, Malcolm Mercer): Carried

8. Appointment of Officers

Motion to approve the following slate of officers (Alain Roussy, Pooja Parmar): Carried

- Alice Woolley (President)
- Richard Devlin (Chair of the Board)
- Adam Dodek (Vice President)
- Jula Hughes (Corporate Secretary and Treasurer)
- Amy Salyzyn (Chief Information Officer)
- Trevor Farrow (Conference Coordinator)

9. Future Conferences and Annual General Meetings

Osgoode will host CALE in October of 2018. (The organizers are alerted to the need to avoid a date conflict with the regulators fall meeting, which is usually held in October.)

ILEC will be held December 6-8 in Melbourne.

CALE is named sponsor of CBA ethics forum in Toronto on March 2, 2018.

10. Announcement of Winners of CALE Awards

A Lifetime Achievement Award was given to Darrel Pink.

Stephen Goudge will be receiving his Lifetime Achievement Award in March in Toronto.

The CALE Paper Prize will be going to Noel Semple for a paper on contingency fees.

11. Discussion: Taking Public Positions

Richard Devlin circulated an email from Alice Woolley dated October 2, 2017 setting out draft governing principles and procedure to support the discussion item. (Attached)

Alice Woolley summed up the background for the initiative.

After discussion, it was agreed that we should change the description from “governing principles” to “guiding principles”.

Basil Alexander agreed to draft a sentence to reflect the requirements of the *Not For Profit Act* and Alice Woolley will draft a policy based on the discussion for presentation to the Board and a Board resolution.

12. New Business

None

13. Adjournment

Alain Roussy moved to adjourn. Taken as Carried.

Meeting adjourned at 9:41.

Motion to adjourn.