

# **Canadian Association for Legal Ethics / Association canadienne pour l'éthique juridique**

## **Annual General Meeting – Minutes**

**Online Zoom Meeting – Bora Laskin Faculty of Law, Lakehead University**

**Saturday, October 23, 2021 – All Times Eastern Time**

**Members Present:** Julia Hughes (Lakehead), Basil Alexander (UNB), Richard Devlin (Dalhousie), Andrew Martin (Dalhousie), Stephen Pitel (Western), Gillian MacNeil (Manitoba), Amy Salczyn (UOttawa), Brent Cotter (USask), Malcolm Mercer, Trevor Farrow (Osgoode, York), Pooja Parmar (UVic), Wendy Parkes (Lakehead), Sonia Lawrence (Osgoode, York), Alain Roussy (UOttawa), Deanne Sowter (Osgoode, York)

**Observers Present:** Janice Criger

Richard Devlin (Chair of the Board) chaired the meeting, and Basil Alexander (Corporate Secretary and Treasurer) took the minutes.

1. **Call to Order** – Richard Devlin called the meeting to order at 10:01 am and made opening remarks.

### **2. Waiving 21 Days Notice of AGM**

Richard Devlin, Stephen Pitel, and Basil Alexander explained that we did not give the required 21 days notice for the AGM, and they explained the potential options: we could waive notice or reschedule the meeting if there was any objection. They noted that at least 2 weeks notice was given, so it was only short by a week. No one made any objections to proceeding.

**Moved** by Richard Devlin, seconded by Trevor Farrow to waive the notice requirements for this AGM – **Carried**.

### **3. Adoption of Agenda**

**Moved** by Richard Devlin, seconded by Amy Salczyn to adopt the agenda – **Carried**

### **4. Approval of Minutes of the 2020 Annual General Meeting**

**Moved** by Richard Devlin, seconded by Amy Salczyn to approve the minutes of the 2020 Annual General Meeting as amended.

Stephen Pitel noted the following friendly amendments provided before the meeting, which were included without objection.

- Revised sentence under Item 5 – President’s Report:
  - Stephen complimented Amy on her visibility and level of activity. It benefits CALE/ACEJ to have a President with a strong public profile and who is identified with current issues of professionalism and legal ethics.

Motion **carried**.

## 5. Approval of Members

**Moved** by Richard Devlin, seconded by Andrew Martin to approve, as the members of CALE/ACEJ, all individuals listed on the website under the heading “Members”.

- Stephen Pitel noted the last year’s minutes discussion regarding cleaning up and reviewing the members and inquired whether there were any updates.
- Richard Devlin noted that he did get an RA to do a comparison, and Amy Salzyzn also did a partial review and initial clean-up. There is more clean-up that needs to be done, such as cross-referencing the members with the listserv. It’s also a good idea to send reminders to the listserv about whether one wants to be a member.
- During further discussion, it was noted that the clean-up was ongoing, and it would probably be less work if Amy did it herself than involving additional people/resources.

Motion **carried**.

## 6. President’s Report

Amy Salzyzn provided the President’s report. Key highlights of the report and related discussion included:

- Recognizing the high involvement of our Board members, including 3 Board members serving as Deans, another in the Senate, and another becoming a judge.
- Thanks to Julia Hughes and Lakehead for the conference, as well as Board members who helped with panels.
- Biggest external activity for the year was our submissions on the Ethical Principles for Judges.
  - That involved a collaborative effort with thoughtful and line-by-line comments.
  - Many of our submissions were taken up, while 2 large ones were not (whether it should be binding/mandatory and explicit reference to reconciliation). Unfortunately, it will likely be some time before another comprehensive review provides another opportunity to try to include those proposals.
- The Board is considering a response to the Law Society of Ontario consultation on competency.
- CALE/ACEJ should see a small amount of new funds in future years as the royalties from the legal ethics casebook that were previously Justice Alice Woolley’s are being assigned to CALE/ACEJ.

Richard Devlin also noted Brent Cotter's strong role supporting and working with the Canadian Judicial Council as it worked through the review and revision process for the Ethical Principles for Judges.

Brent Cotter further noted the influence of CALE/ACEJ on that process as its submissions were among the most thoughtful, significant, and principled. Even though there are sometimes tensions between academic and judiciary perspectives on such issues, the CJC committee respected and appreciated the submissions.

Jula Hughes noted the particular assistance of Wendy Parkes and Robin Sutherland with the conference, especially with some of yesterday's presentations.

Richard Devlin noted that the Federation of Law Societies of Canada had previously included us in some consultations (e.g. revisions relating to harassment and to *ex parte* communications). However, he had found out through other channels that there was a second recent consultation in progress on those issues with the Law Societies, and he was disappointed that the Federation had not shared the information with at least CALE/ACEJ as well. He wondered if we had been left out intentionally or if it was oversight as it seemed to be an issue on which CALE/ACEJ would be well placed to provide feedback, particularly given its previous submissions on those issues. Amy noted that she would be talking about this issue later per the agenda.

Stephen Pitel again complimented Amy on her visibility and level of activity. It benefits CALE/ACEJ to have a President with a strong public profile and who is identified with current issues of professionalism and legal ethics.

## **7. Corporate Secretary and Treasurer's Report**

Basil Alexander provided the Corporate Secretary and Treasurer's Report. Key highlights included:

- There was a minor correction to the 2019/20 financial statement as one month of bank expenses should have been charged to the 2020/21 financial year.
- General financial situation unchanged as shown by displayed financial statement for 2020/21 (only expenses are monthly bank fee expenses).
- He discovered that there were some outstanding filings for 2019/20, but the filings are now up to date.
- Signing officer and director updates finally complete, and he finally also had online access to review the bank accounts, which was more involved and complicated than expected or should have been.

**Moved** by Basil Alexander, seconded by Jula Hughes that the following motions be approved omnibus:

- Motion that the fiscal year begins on May 18 and ends on the following May 17.
- Motion to waive any applicable statutory audit/review and public accountant appointment requirements.
- Motion to approve the revised internal financial statements for 2019-20 as prepared by the Corporate Secretary and Treasurer.

- Motion to approve the internal financial statements for 2020-21 as prepared by the Corporate Secretary and Treasurer.
- Motion to approve the corporate and tax filings by the Corporate Secretary and Treasurer.

Stephen Pitel asked whether there were any other fees or charges that do not show up in the financial statements. Basil replied that the only annual cost was the annual corporate filing fee, but our financial statements are done on a cash rather than accrual basis (i.e. the expenses only show up if/when reimbursed since usually paid by individuals). Stephen recalled that he had generally paid these personally when he was the Corporate Secretary and Treasurer and not sought to be reimbursed. It was noted that it was good we now had better abilities to reimburse these and other CALE/ACEJ expenses.

Omnibus Motion – **Carried unanimously.**

Basil was thanked for the above work as well as the work involved to get access to the bank account and keep things up to date, which all involved a lot of “dotting i’s and crossing t’s”. Julia Hughes was also thanked for her past work in this role.

## 8. Election of Directors

It was noted that most of the directors will be staying on (Basil Alexander, Brent Cotter, Richard Devlin, Julia Hughes, Sonia Lawrence, Andrew Flavelle Martin, Pooja Parmar, Stephen Pitel, Alain Roussy, and Amy Salyzyn). People generally liked the current mix and setup. However, due to Marie-Claude Rigaud’s resignation on May 31, 2021, Gillian MacNeil had agreed to be her replacement. Gillian had previously taught at Dalhousie and worked with the Federation, and she currently is with the University of Manitoba’s Faculty of Law. Gillian introduced herself. She indicated that she’ll be teaching ethics this fall and that she was happy to help with anything she could. Assuming this slate was acceptable, there will thus be a Board of 11, which is still ideal.

**Moved** by Richard Devlin, seconded by Sonia Lawrence for the membership to elect the noted individuals as CALE/ACEJ’s directors – **Carried.**

On general **consent**, the **AGM recessed** for the newly elected Board to hold its first meeting (to appoint officers and take care of other business), with the understanding the AGM would resume upon completion of the Board meeting.

AGM recessed at 10:31 am and resumed at 10:56 am.

## 9. Update on CALE/ACEJ Submissions re: *Model Code Revisions*

Amy Salyzyn provided the update, and key highlights include:

- The Federation is receptive to providing an update on an ongoing basis, and Amy reached out to the Federation for some information.
- There will be a second consultation with the Law Societies on the discrimination/harassment amendments, and that consultation will also include things about the *ex parte* issue.

- They are wrapping these processes up, and expect amendments to be proposed to the Federation's Council by the end of the year.
- With respect to judges returning to practice, discussions are ongoing given the revised Ethical Principles for Judges on that issue, including whether further consultations are needed.

Richard Devlin suggested raising the idea of more CALE/ACEJ involvement in these decisions as a question to the Federation. Amy agreed, and she also noted that we could also ask analogous questions to help us understand its thought processes.

#### **10. Future Conferences and Annual General Meetings**

Lakehead University has agreed to host the conference next year (2022) hopefully in person. It is hoped that University of Victoria would be ready to host the 2023 conference as related expansions/renovations should be done by then.

#### **11. New Business**

There was no new business.

#### **12. Adjournment**

**Moved** by Alain Roussy, seconded by Andrew Martin that the meeting adjourn – **Carried by consent.**

Richard Devlin thanked everyone for attending and for the good meeting.

Meeting adjourned at 11:01 pm.