

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

Annual General Meeting – Minutes

Bora Laskin Faculty of Law, Lakehead University (Thunder Bay)

Saturday, October 22, 2022 – All Times Eastern Time

Members Present: Basil Alexander (UNB), Stephen Pitel (Western), Wendy Parkes (Lakehead), Jula Hughes (Lakehead), Pooja Parmar (UVic), Leslie Walden (Justice Canada), Andrew Bernstein (Torys), Gillian MacNeil (Manitoba), Amy Salzyn (UOttawa), Phillip Turcotte (FLSC), Richard Devlin (Dalhousie), David Rosenberg (Lakehead), Phil Lord (Lakehead), Malcolm Mercer – joined at 10:40 am, Daniel Del Gobbo (McGill) – joined at 10:40 am, Michael Welsh (LSBC) – joined at 10:40 am

Observers Present: None

Regrets: Andrew Martin (Dalhousie)

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 9:33 am and made opening remarks.

2. Adoption of Agenda

Moved by Jula Hughes, seconded by Pooja Parmar to adopt the agenda – **Carried**.

3. Approval of Minutes of the 2021 Annual General Meeting

Moved by Gillian MacNeil, seconded by Amy Salzyn to approve the minutes of the 2021 Annual General Meeting as presented – **Carried** with Phillip Turcotte and Andrew Bernstein abstaining.

4. Retroactive Ratification of 2021 Annual General Meeting Actions

Basil Alexander explained that this motion was due to an abundance of caution given the notice issues associated with the 2021 Annual General Meeting.

Moved by Amy Salzyn, seconded by Gillian MacNeil to retroactively ratify the actions of the 2021 Annual General Meeting – **Carried**.

5. Approval of Members

Moved by Phillip Turcotte, seconded by Jula Hughes to approve, as the members of CALE/ACEJ, all individuals listed on the website under the heading "Members".

- The process of becoming a member was reviewed for reference. Those listed on the "Members" page of the CALE/ACEJ website are approved as members of CALE/ACEJ on an annual basis at the AGM. Currently, when subscribers are sent an orientation message after they have joined the listserv, they are provided information about CALE/ACEJ. Periodic notices about CALE/ACEJ membership are also sent to the listserv in case non-member listserv subscribers wish to become members.

Motion **carried**.

6. President's Report

Amy Salyzyn provided the President's Report. Key highlights of the report and related discussion included:

- Thanking Jula Hughes, Wendy Parkes, and Lakehead for hosting the conference two years in a row (last year virtual and this year in person). Applause followed.
- Reviewing/updating the members list and likely sending an email to the listserv in November in case any non-member subscribers wish to become members.
- Developing and implementing the Listserv Community Guidelines, with thanks to the Board and in particular to Amy Salyzyn and Sonia Lawrence for doing the initial drafting. Applause followed.
- Key submissions re:
 - LSO Competency Task Force on retaining CPD
 - Minimum wage for articling students, with Sonia Lawrence taking the lead
 - FLSC correspondence on the NCA requirements
- Congratulations to those who presented at the International Legal Ethics Conference
 - The Ethical Principles for Judges panel presentation is now available online for anyone interested.
- Overall busy year helped by team effort, participation, feedback, and collaboration.

Stephen Pitel extended his personal and CALE/ACEJ's collective thanks to Amy for all her work. In addition to being a pleasure to work with, it again benefits CALE/ACEJ to have a President with a strong public profile and good relationships as well as someone who is identified with current issues of professionalism and legal ethics. Applause followed.

7. Corporate Secretary and Treasurer's Report

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

- No major revenue/expenses this year (only expenses were bank account fees and ordering cheques).
- Expect revenue going forward once assigned casebook royalties are paid for first time in 2022-23 fiscal year.
- Tax and other filings for 2021-22 are up to date.
- Reviewing the proposal to change the fiscal year going forward so each ends year as of April 30th (i.e. month-end that corresponds to end of Winter term) rather than the middle of May. The current May 17th date is a holdover tied to CALE/ACEJ's initial incorporation date that was never changed, and it makes sense to now change to a relatively close month-end to simplify administration as our finances become more active.

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

- Motion that the 2022-23 financial year begins on May 18, 2022 and ends on April 30, 2023 (subject to required governmental approvals).
- Motion that the financial year as of 2023-24 begins on May 1 and ends on April 30 (subject to required government approvals) and the that the Board may make any related future changes.
- Motion to waive any applicable statutory audit/review and public accountant appointment requirements.
- Motion to approve the internal financial statements for 2021-22 as prepared by the Corporate Secretary and Treasurer.
- Motion to approve the corporate and tax filings by the Corporate Secretary and Treasurer.

Discussion ensued about previous and current ongoing expenses that should now be paid by the CALE/ACEJ account. Basil noted that the only expenses to his knowledge are the website (currently paid by Amy) and annual filings (currently paid by Basil). If anyone has previous or current expenses they wish to claim, please pass them along to him, and CALE/ACEJ will reimburse both current and past expenses.

Omnibus Motion – **Carried unanimously.**

Basil was thanked for his work as the Corporate Secretary and Treasurer, which includes minding many of the little details for CALE/ACEJ. Applause followed.

8. Election of Directors

The current board had worked efficiently and effectively over the past year. Three directors (Brent Cotter, Sonia Lawrence, and Alain Roussy) had decided that they did not wish to be reappointed given other roles and commitments. They were thanked for their service. Applause followed. The other directors are willing to continue for another year (Basil Alexander, Richard Devlin, Jula Hughes, Gillian MacNeil, Andrew Flavelle Martin, Pooja Parmar, Stephen Pitel, and Amy Salyzyn). The three proposed replacement directors are Adam Dodek (a long-time previous Board member from UOttawa), Gideon Christian (a 2019 appointment at UCalgary), and Deanne Sowter (a long-time member and contributor

who is currently a doctoral student at Osgoode), who were all enthusiastic. Assuming this slate was acceptable, there will still be a Board of 11, which provides a good scope variety from coast-to-coast and should still work effectively despite its size.

Moved by Leslie Walden, seconded by Andrew Bernstein to elect the noted individuals as CALE/ACEJ's directors for a term expiring as of the next Annual General Meeting (or until their successors are elected, if an election does not occur then).

- Discussion ensued about potentially missing a Québec or Francophone perspective on the Board, which may result in too much Anglo-Canadian focus. The issue had been noticed during the recruitment process, and it was agreed this issue may require more proactive thinking and connection building to remedy in the future.

Motion **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 9:57 am and resumed at 10:40 am.

9. Future Conferences and Annual General Meetings

Pooja Parmar confirmed that the University of Victoria's Faculty of Law will host the 2023 conference. Discussion ensued regarding the potential date, organizing conference sessions, and potential financial support from FLSC and elsewhere. Stephen Pitel also advised that Western University is interested in hosting the 2024 conference.

10. New Business

There was no new business.

11. Adjournment

Moved by Gillian MacNeil, seconded by Amy Salzyn that the meeting adjourn.

Prior to adjourning the meeting, Phillip Turcotte provided some updates on recent work by the Federation of Law Societies. Key highlights of the update and the ensuing discussion included:

- Model Code amendments were passed regarding discrimination, harassment, and *ex parte* issues. British Columbia abstained as they agreed with the intent but were concerned about whether the scope of the regulations would hold up under legal review. The amendments should be circulated in due course.

- On the other hand, there was not a consensus within the Federation on Model Code amendments regarding judges returning to practice. Members noted this probably needs to be done by the Law Societies long-term rather than through just the Canadian Judicial Council's revised principles (e.g. different roles/focuses). It was noted that some Law Societies also had provisions on this issue, so a consensus may not be necessary.
- The mobility agreement for federal lawyers was passed, which was the result of Frederica Wilson's and Leslie Walden's work over 6 years involving 14 organizations and the federal government. The agreement is accordingly recommended to the Law Societies, and each Law Society can choose to adopt it.

Motion **carried by consent**. Meeting adjourned at 10:47 am.