

## MINUTES OF CONVOCATION

Thursday, 22<sup>nd</sup> April, 2021  
9:00 a.m.  
Via Videoconference

### PRESENT:

The Treasurer (Teresa Donnelly), Adourian, Alford, Armstrong, Banack, Banning, Braithwaite, Brown, Burd, Charette, Chiummiento, Conway, Cooper, Corbiere, Corsetti, Desgranges, Epstein, Esquega, Fagan, Falconer, Ferrier, Goldstein, Graham, Groia, Horgan, Horvat, Klippenstein, Lalji, Lau, Lean, Lesage, Lewis, Lippa, Lockhart, Lomazzo, Lyon, Marshall, Merali, Minor, Murchie, Painchaud, Parry, Poliacik, Pollock, Prill, Rosenthal, Sellers, Sheff, Shi, Shin Doi, Shortreed, Spurgeon, Troister, Walker, Wellman, Wilkes, Wilkinson and N. Wright.

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Secretary: James Varro

The Reporter was sworn.

### IN PUBLIC

### TREASURER'S REMARKS

The Treasurer welcomed everyone to Convocation.

The Treasurer recognized that Convocation would normally be meeting in Toronto which is a Mohawk word that means "where there are trees standing in the water".

When Convocation meets in Toronto, the Treasurer acknowledges that Convocation meets on the traditional territory of the Mississaugas of the Credit First Nation. She advised that for this Convocation, benchers are participating across the province and perhaps elsewhere, and across many First Nations territories. She recognized the long history of all the First Nations in Ontario and the Métis and Inuit peoples and thanks the First Nations people who lived and live in these lands for sharing them with us in peace.

### LL.D. CEREMONY – BARBARA McISAAC, Q.C.

The Treasurer introduced Barbara McIsaac, Q.C., the candidate for the degree of Doctor of Laws, *honoris causa*.

Mr. Wilkes read the citation.

The Treasurer admitted Ms. McIsaac to the degree of Doctor of Laws, *honoris causa*.

Ms. McIsaac addressed Convocation.

The Treasurer thanked Ms. McIsaac for honouring Convocation with her presence.

### TREASURER'S REMARKS

The Treasurer addressed the protocol for Convocation via Zoom videoconference.

The Treasurer expressed condolences to the family of former bencher Philip M. Epstein, C.M., O.Ont, Q.C., LL.D., LSM who passed away on April 4, 2021.

The Treasurer congratulated the family of former bencher William J. Simpson, Q.C. who posthumously received the Meritorious Service Cross (Civilian) from the Governor General for leading the Law Society's paralegal regulation effort.

The Treasurer advised that the Law Society Awards ceremony will be held virtually on May 26, 2021 and congratulated all recipients.

The Treasurer congratulated Professor Payam Akhavan, the recipient of the Law Society's Human Rights Award, which will be bestowed at a virtual ceremony scheduled for June 15, 2021.

The Treasurer noted the renaming of the Ryerson University Faculty of Law to the Lincoln Alexander School of Law, which will officially occur at an inaugural year end virtual event on May 6, 2021.

The Treasurer noted upcoming events:

- Mental Health Awareness Week, May 3 to 9, 2021
- Asian South Asian Heritage Event, May 6, 2021 from 5:00 to 6:00 p.m.

The Treasurer advised that the Law Society's Annual General Meeting will take place on Wednesday, May 12, 2021 online. Details on access to the meeting will be provided by email and on the Law Society website.

The Treasurer reported on some of her outreach initiatives:

- in March, the Law Students' Society of Ontario (LSSO) and the Law Society hosted meetings with Ontario Law Students
- in April, a Women's Roundtable was held in partnership with the Law Society and the Canadian Chapter of the International Association of Women Judges
- a Paralegal Roundtable was held on April 28, 2021

The Treasurer updated Convocation on the changes with respect to contingency fee regulation.

### MOTION – CONSENT AGENDA – Tab 2

It was moved by Mr. Desgranges, seconded by Mr. Parry, that Convocation approve the consent agenda set out at Tab 2 of the Convocation Materials.

Carried

### Tab 2.1 – DRAFT MINUTES OF CONVOCATION

The draft minutes of Convocation of February 25, 2021 were confirmed.

Tab 2.2 – MOTIONS

Re: Tab 2.2.1: Appointments

THAT Catherine Banning be appointed to the Audit and Finance Committee, the Equity and Indigenous Affairs Committee and the Tribunal Committee.

THAT Jorge Pineda be removed from the Professional Regulation Committee at his own request.

Carried

Re: Tab 2.2.2: Tribunal Appointments

THAT Catherine Banning and Joseph Chiumminto be appointed to the Hearing Division of the Law Society Tribunal for a term ending May 31, 2023.

Carried

TREASURER'S REPORT

Re: LAWPRO Annual Shareholders Resolutions

That Convocation authorize the Treasurer to sign the shareholder resolutions for the Lawyers' Professional Indemnity Company (LAWPRO) set out at Tab 2.3.1.

Carried

## IN PUBLIC

Mr. Adourian declared a conflict with respect to the Technology Task Force Report and removed himself from the meeting.

### TECHNOLOGY TASK FORCE REPORT

Ms. Horvat presented the Report.

#### Re: Report on Regulatory Sandbox for Innovative Technological Legal Services

It was moved by Ms. Horvat, seconded by Mr. Graham, that Convocation:

1. Approve the launch of a regulatory sandbox as a five-year pilot with the following features:
  - Approved participants will receive permission from the Law Society to serve consumers through innovative technological legal services while complying with requirements for risk-based monitoring and reporting.
  - The Law Society will determine whether, and under what conditions, participants may receive a permit to continue providing the services after their participation in the sandbox has ended.
  - Annual reports will be submitted to Convocation to enable consideration of possible regulatory changes
2. Adopt amendments to the Law Society's By-Laws, as set out at Tab 1.1.

Mr. Fagan moved, seconded by Ms. Shi, that the Technology Task Force Report currently before Convocation be referred to Convocation's Professional Regulation Committee for further study, the matters to be studied further there, after solicitations for input from the legal and paralegal professions at large, to include:

- a) What is in the true overall public interest in this matter?
- b) What might the LSO do to attempt to deter any unauthorized legal practice/provision of legal services via technology?
- c) Such further considerations as may be presented to the Professional Regulation Committee for further study.

Mr. Desgranges moved, seconded by Mr. Prill, that the motion be amended as follows:

That paragraph 1 be amended as follows:

That:

1. Subject to paragraphs 2, 3 and 4 below, Convocation approve the launch of a regulatory sandbox as a five-year pilot with the following features:
  - Approved participants will receive permission from the Law Society to serve consumers through innovative technological legal services while complying with requirements for risk-based monitoring and reporting.
  - The Law Society will determine whether, and under what conditions, participants may receive a permit to continue providing the services after their participation in the sandbox has ended.

- Annual reports will be submitted to Convocation to enable consideration of possible regulatory changes.

That paragraph 2 be added to the motion to read:

2. As of October 31, 2022, the pilot project shall be continued on a full cost-recovery basis (which may include grants from outside funding sources) such that no annual fees or other monies derived from Licensees shall be used to subsidize: (i) the ongoing operations of the sandbox or any derivative thereof, (ii) any staffing salaries, benefits or other costs associated with retaining any staff, data analysts, program managers, advisory councils or any other consultants of any nature whatsoever with respect to the operations of the sandbox or (iii) any additional costs associated with any additional internal or external resources that may be needed to support the sandbox project.

That paragraph 3 be added to the motion to read:

3. A detailed yearly financial report be presented to Convocation for consideration of the progress of the pilot project.

That paragraph 4 be added to the motion to read:

4. As soon as possible and at the latest, after the five-year pilot period after the completion of the five-year pilot project the LSO devolves itself of the responsibility of managing the sandbox project, the development or regulation of ITLS software and the approval or permitting of any other legal software whatsoever.

That paragraph 5 be amended as follows:

5. Convocation adopt amendments to the Law Society's By-laws as set out at Tab 1.1.

That Tab 1.1 be amended as to include paragraph 2:

1. For the purposes of the Act, By-law 16 shall be a temporary exemption from the Society's requirements with respect to the practicing of law or providing legal services and By-Law 16 shall expire and be automatically repealed with no further action on the part of the Society on the earlier of 5 years from the date this By-Law is brought into force or such other date as such other independent regulatory body is brought into existence for the purposes of approving or permitting such ITLS tools or programs.

So that the motion would now read:

That:

1. Subject to paragraphs 2, 3 and 4 below, Convocation approve the launch of a regulatory sandbox as a five-year pilot with the following features:
  - Approved participants will receive permission from the Law Society to serve consumers through innovative technological legal services while complying with requirements for risk-based monitoring and reporting.
  - The Law Society will determine whether, and under what conditions, participants may receive a permit to continue providing the services after their participation in the sandbox has ended.
  - Annual reports will be submitted to Convocation to enable consideration of possible regulatory changes.
2. That as of October 31, 2022, the pilot project shall be continued on a full cost-recovery basis (which may include grants from outside funding sources) such that annual fees or

other monies derived from Licencees shall not used to subsidize the: (i) the ongoing operations of the sandbox or any derivative thereof, (ii) any staffing salaries, benefits or other costs associated with retaining any staff, data analysts, program managers, advisory councils or any other consultants of any nature whatsoever with respect to the operations of the sandbox or (iii) additional costs associated with any additional internal or external resources that may be needed to support the sandbox project.

3. A detailed yearly financial report be presented to Convocation for consideration of the progress of the pilot project.
4. As soon as possible and at the latest, after the five-year pilot period after the completion of the five-year pilot project the LSO devolves itself of the responsibility of managing the sandbox project, the development or regulation of ITLS software and the approval or permitting of any other legal software whatsoever.
5. Convocation adopt amendments to the Law Society's By-laws as set out at Tab 1.1

And that Tab 1.1 would now read:

1. For the purposes of the Act, a person, including an individual, corporation or other entity, who is an approved participant in the Societies innovative technological legal services ("ITLS") sandbox program, or who has received a permit from the Society to provide an ITLS, and in each case is operating an ITLS tool or program in compliance with the Societies requirements, shall be deemed to not be practicing law or providing legal services with respect to the operation of that ITLS tool or program.
2. For the purposes of the Act, By-law 16 shall be a temporary exemption from the Society's requirements with respect to the practicing of law or providing legal services and By-Law 16 shall expire and be automatically repealed with no further action on the part of the Society on the earlier of 5 years from the date this By-Law is brought into force or such other date as such other independent regulatory body is brought into existence for the purposes of approving or permitting such ITLS tools or programs.

The Treasurer called for debate on the motion to amend.

The motion to amend was lost.

#### ROLL-CALL VOTE

Alford	For
Banning	Against
Braithwaite	Against
Brown	Against
Burd	Against
Charette	For
Chiumminto	Against
Cooper	Against
Corbiere	Against
Corsetti	Against
Desgranges	For
Epstein	Against

Fagan	For
Falconer	Against
Goldstein	Against
Graham	Against
Groia	Against
Horgan	Against
Horvat	Against
Klippenstein	For
Lalji	Against
Lau	Against
Lean	Against
Lesage	For
Lewis	Against
Lippa	Against
Lockhart	Against
Lomazzo	Against
Lyon	For
Marshall	Against
Merali	Against
Murchie	Against
Painchaud	Against
Parry	Against
Poliacik	Against
Pollock	For
Prill	For
Rosenthal	Against
Sellers	Against
Sheff	Against
Shi	For
Shin Doi	Against
Shortreed	Against
Spurgeon	Against
Troister	Against
Walker	Against
Wellman	Against
Wilkes	Against
Wilkinson	Against
Wright	Against

Vote: 10 For; 40 Against

The Treasurer called for debate on the Fagan/Shi motion.

The Fagan/Shi motion was lost.

ROLL-CALL VOTE

Alford	For
Banning	Against
Braithwaite	Against
Brown	Against
Burd	Against

Charette	For
Chiummiento	For
Cooper	Against
Corbiere	Against
Corsetti	Against
Desgranges	For
Epstein	Against
Esquega	For
Fagan	For
Falconer	Against
Goldstein	Against
Graham	Against
Groia	Against
Horgan	For
Horvat	Against
Klippenstein	For
Lalji	Against
Lau	Against
Lean	For
Lesage	For
Lewis	Against
Lippa	For
Lockhart	Against
Lomazzo	Against
Lyon	For
Marshall	Against
Merali	Against
Murchie	Against
Painchaud	Against
Parry	For
Poliacik	For
Pollock	For
Prill	For
Rosenthal	Against
Sellers	Against
Sheff	Against
Shi	For
Shin Doi	Against
Shortreed	Against
Spurgeon	Against
Troister	Against
Walker	Against
Wellman	Against
Wilkes	Against
Wilkinson	Against
Wright	Against

Vote: 17 For; 34 Against

The main motion carried.



## ROLL-CALL VOTE

Alford	Against
Banning	For
Braithwaite	For
Brown	Against
Burd	Abstain
Charette	Against
Chiumminto	Against
Cooper	For
Corbiere	For
Corsetti	For
Desgranges	Abstain
Epstein	For
Esquega	Abstain
Fagan	Against
Falconer	For
Goldstein	For
Graham	For
Groia	For
Horgan	For
Horvat	For
Klippenstein	Against
Lalji	For
Lau	For
Lean	For
Lesage	Against
Lewis	For
Lippa	Abstain
Lockhart	For
Lomazzo	For
Lyon	Against
Marshall	Against
Merali	For
Murchie	For
Painchaud	For
Parry	Against
Poliacik	For
Pollock	Against
Prill	Abstain
Rosenthal	For
Sellers	For
Sheff	For
Shi	Against
Shin Doi	For
Shortreed	For
Spurgeon	For
Troister	For
Walker	For
Wellman	For
Wilkes	For

Wilkinson For  
Wright For

Vote: 34 For; 12 Against; 5 Abstain

Mr. Adourian returned to Convocation.

## FINANCIAL UPDATE

Mr. Groia provided an update on the Law Society's financial situation for information.

## AUDIT AND FINANCE COMMITTEE REPORT

Mr. Groia presented the Report.

### Re: Law Society of Ontario Annual Financial Statements for the Year Ended December 31, 2020

It was moved by Mr. Groia, seconded by Mr. Poliacik, that Convocation approve the audited annual financial statements for the Law Society of Ontario for the financial year ended December 31, 2020, including the net inter-fund transfers listed in Note 14, which are as follows:

- \$1,519,000 from the Capital Allocation Fund to the Invested in Capital and Intangible Assets Fund representing assets capitalized during the year in compliance with the Society's accounting policies;
- \$156,000 from the Special Projects Fund to the General Fund to fund the facilities condition assessment, work related to the implementation of approved recommendations from the Challenges Faced by Racialized Licensees Working Group and maintenance of the Society's grounds, net of funding transferred to the Special Projects Fund to fund the next bench election; and
- \$100,000 from the lawyer General Fund to the Repayable Allowance Fund, as provided in the 2020 budget to fund the Repayable Allowance Program in the Licensing Process.

Carried

### *For Information*

- LAWPRO Audited Financial Statements for the year ended December 31, 2020
- LIRN Inc. Audited Financial Statements for the year ended December 31, 2020
- Investment Compliance Reports for the Quarter ended December 31, 2020
- In Camera Matters

## LAWPRO ANNUAL REPORT

Mr. Spurgeon presented the report for information.

## PROFESSIONAL REGULATION COMMITTEE REPORT

Ms. Shortreed presented the Report.

### Re: Amendments to the Rules of Professional Conduct – Definition of “Lending Client”

It was moved by Ms. Shortreed, seconded by Mr. Adourian, that Convocation approve the amendments to Rules 3.4-13 at Tab 4.1.1 (English) and Tab 4.1.2 (French), as detailed in this report and summarized as follows:

- That the definition of “lending client” in Rule 3.4-13 be amended to clarify those entities that qualify as “finance companies”.

Carried

It was moved by Ms. Lomazzo, seconded by Mr. Rosenthal, that Convocation approve the amendments to Rules 3.4-14 at Tab 4.1.1 (English) and Tab 4.1.2 (French), as detailed in this report and summarized as follows:

- That Rule 3.4-14 be amended to increase the amount of consideration from \$50,000 to \$75,000 for a mortgage or loan under which a lawyer may act for both borrower and lender.

Carried

Mr. Adourian, Mr. Esquega, Mr. Graham, Mr. Spurgeon and Ms. Walker abstained.

### Re: Amendments to the By-Laws – Mobility for Quebec Lawyers

It was moved by Ms. Shortreed, seconded by Ms. Horvat, that Convocation approve the motion at Tab 4.2.1, which amends By-Law 4 in order to permit lawyers from Quebec to practise in Ontario on the same basis as lawyers from all other Canadian provinces as detailed in this report.

Carried

### ROLL-CALL VOTE

Adourian	Abstain
Alford	Against
Banning	For
Braithwaite	For
Brown	For
Burd	For
Charette	For
Chiumminto	For
Corbiere	For
Corsetti	For
Desgranges	Against
Epstein	For
Esquega	For
Fagan	Against

Falconer	For
Graham	For
Groia	For
Horgan	Abstain
Horvat	For
Klippenstein	For
Lalji	For
Lau	For
Lean	Against
Lesage	Against
Lewis	For
Lippa	For
Lockhart	For
Lomazzo	For
Lyon	Against
Marshall	For
Murchie	For
Painchaud	For
Parry	Against
Poliacik	For
Pollock	Against
Prill	For
Rosenthal	For
Shi	Abstain
Shin Doi	For
Shortreed	For
Spurgeon	For
Troister	For
Walker	For
Wellman	For
Wilkes	For
Wilkinson	For
Wright	For

Vote: 36 For; 8 Against; 3 Abstain

*For Information*

- 2020 Annual Report of the Complaints Resolution Commissioner

REPORTS FOR INFORMATION

TRIBUNAL COMMITTEE REPORT

The Treasurer highlighted the report on the proposed amendments to the Law Society Tribunal Rules of Practice and Procedure.

TRIBUNAL COMMITTEE AND EQUITY AND INDIGENOUS AFFAIRS COMMITTEE REPORTS

Benchers raised questions and offered comments on the information reports from the Tribunal Committee and the Equity and Indigenous Affairs Committee.

IN PUBLIC

REPORTS FOR INFORMATION ONLY

EQUITY AND INDIGENOUS AFFAIRS COMMITTEE REPORT

- Report of the Discrimination and Harassment Counsel for July 1, 2020 to December 31, 2020
- In Camera Item
- Human Rights Monitoring Group Intervention (Myanmar)

TRIBUNAL COMMITTEE REPORT

- Proposed Amendments to the Law Society Tribunal Rules of Practice and Procedure
- Law Society Tribunal Quarterly Statistics for the period from October 1, 2020 to December 31, 2020

LAWPRO ANNUAL REPORT

IN CAMERA REPORT

CONVOCATION ROSE AT 3:47 P.M.

Confirmed in Convocation this 27<sup>th</sup> day of May 2021.

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Teresa Donnelly,  
Treasurer