



**Law Society**  
of Ontario

**Barreau**  
de l'Ontario

# **GOVERNANCE PRACTICES AND POLICIES**

**ADOPTED BY CONVOCATION AND EFFECTIVE  
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# **LAW SOCIETY OF ONTARIO**

## **GOVERNANCE PRACTICES AND POLICIES**

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## PART 1: GOVERNANCE FRAMEWORK OF THE LAW SOCIETY

### Section 1: The Role of the Law Society

1. The Law Society of Ontario, established by the *Law Society Act* (“the Act”), regulates the practice of law and the provision of legal services in Ontario. According to the Act, a function of the Law Society is to ensure that:
  - a. all persons who practise law in Ontario or provide legal services in Ontario meet standards of learning, professional competence and professional conduct that are appropriate for the legal services they provide; and
  - b. the standards of learning, professional competence and professional conduct for the provision of a particular legal service in a particular area of law apply equally to persons who practise law in Ontario and persons who provide legal services in Ontario.
2. The Law Society is a corporation without share capital, governed by a decision-making body (Convocation) which is composed of elected, appointed and *ex officio* benchers. The Chair of Convocation is the Treasurer, who is the president and head of the Law Society. The Chief Executive Officer, under the direction of Convocation, manages the affairs and functions of the Society.
3. The Law Society is required to carry out its functions, duties and powers with regard to the following principles (from section 4.2 of the Act):
  - a. The Society has a duty to maintain and advance the cause of justice and the rule of law.
  - b. The Society has a duty to act so as to facilitate access to justice for the people of Ontario.
  - c. The Society has a duty to protect the public interest.
  - d. The Society has a duty to act in a timely, open and efficient manner.
  - e. Standards of learning, professional competence and professional conduct for licensees and restrictions on who may provide particular legal services should be proportionate to the significance of the regulatory objectives sought to be realized.



4. In keeping with the statutory principles above, Convocation is committed to governing the practice of law and the provision of legal services in a manner that will
  - a. achieve a reduction of barriers created by racism, unconscious bias and discrimination;
  - b. achieve better representation of Indigenous licensees, racialized licensees and licensees from all equality seeking groups in the legal professions; and
  - c. advance reconciliation, acknowledging a collective responsibility to support improved relationships between Indigenous and non-Indigenous peoples in Ontario and Canada.
5. The Law Society's authority to regulate is a delegated authority from the government of Ontario through the Act. In fulfilling its self-regulatory mandate, the Law Society regulates the practice of law and the provision of legal services, including those licensed to do so, in the public interest.

## **Section 2: Principles of Law Society Governance**

6. These principles are the foundation for governance of the Law Society:
  - a. Convocation must govern in the public interest;
  - b. The structure for governance must enable varied perspectives, abilities and backgrounds to be represented at Convocation;
  - c. Decisions made by Convocation are to be the product of careful, thoughtful analysis and review;
  - d. Convocation is to make decisions that are free from conflict of interest, bias or improper influence;
  - e. Convocation is to apply best practices for its governance;
  - f. Convocation decision-making processes are to be consistent, transparent and informed by input from relevant committees, working groups and/or task forces as established by Convocation, and as required, through a process of engagement with stakeholders;



- g. Convocation will govern so as to maintain the confidence of the public and the professions;
- h. Convocation decision-making will be guided by a Strategic Plan developed with input from Convocation, management of the Law Society and those affected by the Plan, and that will be renewed on a regular basis;
- i. Convocation acknowledges that the appointment of lay benchers to Convocation by the Lieutenant Governor in Council on recommendation of the Attorney General for Ontario ensures that additional competencies and perspectives from the public are represented at Convocation.

### **Section 3: Responsibilities of Convocation**

- 7. The benchers in Convocation are the board of directors of the Law Society and govern the affairs of the Law Society.
- 8. Convocation is responsible for ensuring that the Law Society's mandate is fulfilled and that the Law Society carries out its legal obligations.
- 9. Convocation is to govern the affairs of the Society effectively and efficiently, guided by a Strategic Plan it adopts for each bencher term.
- 10. Convocation is responsible for establishing policies for the governance of the legal professions in Ontario, including standards of learning, conduct and professional competence.
- 11. Convocation may establish and appoint the members of committees it requires to fulfill its governance role, but must not establish more committees than it needs for that purpose. All committees must have a mandate. Committees are to assist Convocation in setting policy on ongoing matters which further the core mandate and responsibilities of the Law Society.
- 12. In addition to committees, Convocation may establish task forces it requires to fulfill its governance role for time-limited specific policy initiatives.
- 13. Convocation is to ensure the integrity and effectiveness of the Law Society's adjudicative function through the Law Society Tribunal.

14. Convocation must be proactive while preserving the capacity to react appropriately to unforeseen challenges and issues.

## **PART 2: GOVERNANCE PROCESS AND DECISION-MAKING**

### **Section 1: Convocation Process**

15. Convocation, which is the meeting of benchers, is to exercise its responsibilities in accordance with the principles by which it is required to perform its functions, as set out in the Act.
16. Convocation is committed to transparency of its process, including a live webcast of the public portion of the meeting and the availability of a transcript and minutes of the public portion of the meeting.
17. Convocation is to be governed by the rules of procedure for Convocation as set out in Part V of [By-Law 3](#).
18. The Treasurer is the president of the Law Society and is responsible for setting and managing the agenda for Convocation.
19. To the extent possible, the Treasurer is to utilize a consent agenda for matters required for decision by Convocation.
20. The Treasurer may impose such time limits for presentation of reports and discussion at Convocation as he or she sees fit, including time allotments for speakers, and benchers are required to observe them.
21. The Treasurer and benchers are to maintain the confidentiality of matters discussed at Convocation when Convocation meets in the absence of the public (*in camera*). Where Convocation determines that matters discussed in the absence of the public may be disclosed publicly, benchers may refer to them publicly.
22. Subject to the Treasurer's advice, reports to Convocation for information are to be taken as read and will not be presented.

### **Section 2: The Treasurer**

23. As set out in the Act, the Treasurer is the president and the head of the Law Society.



24. The Treasurer is responsible for the strategic leadership of the Law Society and overseeing the development for Convocation's approval of the strategic priorities for the Law Society in consultation with benchers and senior management.
25. The Treasurer is responsible for chairing Convocation.
26. In consultation with committee chairs and Law Society management, the Treasurer is to coordinate the work and responsibility of committees and task forces to ensure policy issues are assigned to appropriate committees.
27. The Treasurer is the public representative of the Law Society and the spokesperson for the Law Society on matters of policy.
28. The Treasurer is to recommend to Convocation for appointment all individuals as members of committees, task forces and external boards or other organizations, and is to ensure that recommended appointees reflect an appropriate level of diversity on each committee, task force and in external appointments.
29. The Treasurer is responsible for receiving the report of the CEO on Law Society operations and as chair of the Compensation Committee, fulfilling the obligation of that Committee to evaluate the performance of the CEO on an annual basis. The Treasurer is to work with the CEO to ensure the alignment of operations with the Strategic Plan as approved by Convocation and oversee the annual performance plan for the CEO.
30. The Treasurer should have the following attributes and competencies:
  - a. strong facilitation skills;
  - b. demonstrated ability to encourage thoughtful decision-making, nurture collaborative relationships and foster confidence and trust;
  - c. the ability to chair meetings effectively, to ensure all points of view are heard and to lead discussion to a clear and timely conclusion;
  - d. strong communication skills;
  - e. excellent judgment;



- f. deep understanding of the major issues facing the regulation of the legal profession in Canada;
- g. ability to see both the short term and the longer term implications of any policy or operational issue;
- h. a commitment to openness, inclusion and transparency;
- i. understanding of the requirements of effective governance; and
- j. a willingness to commit the time required to the role during his or her term.

### **Section 3: Benchers**

- 31. As directors, the benchers are responsible for governing the affairs of the Law Society.
- 32. In their capacity as directors of the Law Society and in exercising their powers and discharging their duties to the Law Society, benchers are required to
  - a. act honestly and in good faith with a view to the best interests of the Law Society, and
  - b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 33. In all matters relating to their role as members of Convocation and its committees and task forces, benchers are to act solely in the public interest and to have regard to the principles mentioned in paragraph 3 above.
- 34. Benchers are to exercise their responsibilities as governors of the Law Society through stewardship, policy-making and adjudicative/regulatory functions:
  - a. In their stewardship role, benchers are to fulfill their responsibility through direction to the CEO that recognizes the CEO's responsibility to manage the affairs and functions of the Society and the responsibility of the benchers to govern the affairs of the Society;
  - b. As policy-makers, benchers are required to set standards, make rules and By-Laws and adopt policies to meet the objects described in the Act;
  - c. If and as members of the Law Society Tribunal, benchers are to exercise adjudicative functions pursuant to the Act, regulations under the Act, and in accordance with the Law Society's Tribunal Rules of Practice and Procedure,





- the Adjudicator Code of Conduct and other instruments governing the role of the adjudicator;
- d. If appointed to fulfill certain other statutory decision-making offices, for example, as members of the Proceedings Authorization Committee or as summary disposition benchers, benchers are required to exercise sound judgment and discretion.
35. Benchers may contribute to Law Society governance in numerous ways including as follows:
- a. Benchers are appointed by Convocation as chairs and vice-chairs of committees and task forces;
  - b. Benchers are appointed by Convocation as members of committees and task forces;
  - c. Benchers are appointed by Convocation as members of the Law Society Tribunal;
  - d. Benchers are appointed by Convocation to fulfil certain statutory functions and to serve on various external boards and organizations that include representatives of the Law Society.
36. Benchers are to hold themselves to the highest standards of integrity and trust in carrying out their responsibilities in the public interest, and must abide by the Bencher Code of Conduct.
37. Benchers must clearly distinguish between their governance role and the role of Law Society management, who are responsible under the leadership of the Chief Executive Officer for operational implementation of Convocation policy.
38. Benchers are to:
- a. be familiar with Law Society structure, mandate and governance policies and relevant legislation and jurisprudence;
  - b. attend orientation on taking office as a bencher;
  - c. attend continuing bencher development sessions as provided during their

term of office; and

- d. ensure that they have sufficient time to commit to the role of benchers, including taking into account necessary travel time as required.

## **Section 4: Committee and Task Force Process**

### Committees and Task Forces

- 39. The following committees are established under the Act:
  - a. Compensation Fund Subcommittee
  - b. Paralegal Standing Committee
  - c. Proceedings Authorization Committee
- 40. The following standing committees of Convocation are established under By-Law 3, which includes their mandates:
  - a. Audit and Finance Committee
  - b. Access to Justice Committee
  - c. Equity and Indigenous Affairs Committee
  - d. Professional Development and Competence Committee
  - e. Professional Regulation Committee
  - f. Strategic Planning and Advisory Committee
  - g. Tribunal Committee
- 41. In addition to standing committees, other committees are established to support the work of Convocation, including the Compensation Committee.
- 42. Task forces will be established by Convocation from time to time for specific policy projects and other time limited tasks.

### General

- 43. Committees and task forces are to adhere to their mandates as established by Convocation and may vary same only with the approval of Convocation.
- 44. Committees and task forces are to identify all reasonable policy options and implications to inform Convocation's decisions. Committees and task forces do not establish policy but assist Convocation in doing so.
- 45. All task forces must have clearly articulated terms of reference and a sunset

clause.

46. Committees and task forces must not perform operational/administrative work.
47. In cases where their mandate affects the work or responsibilities of committees or other task forces, task forces should consult with those committees or task forces before submitting their final report to Convocation.
48. Committees and task forces meet in the absence of the public (*in camera*).
49. Committees may establish working groups for discrete, time limited issues that will benefit from the focus of a smaller group of committee members. The Chair with the committee's agreement is to establish the membership of the working group and the timeline for its report to the committee.
50. The provisions in this section of the Policy applicable to committees apply with necessary modifications to working groups of committees.

#### Role of the Chair

51. The Chair of a committee or task force is responsible for setting and managing the agenda for the meeting.
52. The Vice-Chair(s) of a committee or task force support the Chair and assume the role of the Chair in the Chair's absence.
53. The Chair is required to manage the work of the committee or task force within the scope of its mandate.
54. The Chair is to ensure that the matters on the agenda for a particular meeting are appropriate for the time available for the meeting and should strive to ensure that the time limitation established for the meeting is observed.
55. The Chair is to ensure that planning for the meeting's agenda takes into account the time needed by Law Society management to adequately and appropriately prepare materials for the meeting.
56. A plan and timetable for the work of their committee should be established on an annual basis in consultation with committee members, management and the Treasurer.



57. The Chair is responsible for ensuring that
- materials for committee deliberations are appropriate for their purpose and include an appropriate level of detail to permit informed discussion;
  - reports to Convocation are provided at regular intervals;
  - matters for Convocation's decision include a motion that is clear in its meaning and purpose;
  - reports include an appropriate level of detail to permit informed decision-making; and
  - reports include, where appropriate, a range of options for each matter recommended for approval together with the implications thereof.
58. The results of committee and task force meetings reported to Convocation are public unless the committee or task force determines otherwise in accordance with Convocation's policy on confidentiality.

### **PART 3: CONVOCATION'S RELATIONSHIP WITH MANAGEMENT**

#### **Section 1: Chief Executive Officer (CEO) of the Law Society**

59. In accordance with the Act and By-Law 2, under the direction of Convocation, the CEO is responsible for the day-to-day management and co-ordination of all aspects of the operation, administration, finance, organization, supervision and maintenance of all Law Society activities.
60. All authority and accountability of Law Society management to Convocation is through the authority and accountability of the CEO.
61. The CEO reports to Convocation. Convocation instructs the CEO through the Treasurer.
62. The CEO is the public representative of the Law Society and the spokesperson for the Law Society for management and operations.

#### **Section 2: Role of the CEO**

63. The CEO provides leadership to the Law Society's programs and operations and ensures their effective contribution to meeting the objectives set out in the Strategic Plan. In particular, the CEO:



- a. ensures that the programs and services offered by the Law Society contribute to its mission and reflect the Strategic Plan; and
  - b. ensures that Convocation has opportunities to consider the continuing relevance of the Strategic Plan in light of trends and other developments.
64. The CEO manages the resources of the Law Society. In particular, the CEO:
- a. Develops and presents the annual budget to the Audit and Finance Committee and ensures that actual revenues and expenses are in line with the budget approved by Convocation;
  - b. Ensures the provision of administrative and policy support for Convocation and all committees;
  - c. Determines overall staffing requirements of the Law Society and selects, appoints and oversees the performance of senior management. The CEO determines their remuneration, nurtures their development and ensures appropriate succession planning for senior positions;
  - d. Sets the tone of the Law Society, fostering a positive results-oriented organizational culture and promoting a philosophy of teamwork;
  - e. Establishes a healthy and safe work environment and a sound human resources management regime;
  - f. Implements a performance management process for all employees;
  - g. Ensures that all employees are appropriately trained to carry out the responsibilities of their positions;
  - h. Terminates the employment of individuals when necessary using appropriate and legally defensible procedures;
  - i. Ensures the soundness of accounting practices and financial systems; and
  - j. Ensures that the Law Society complies with all legal obligations and legislation covering taxation and related financial matters.
65. The CEO supports the work of Convocation and its committees and ensures



effective implementation of policy decisions. In particular, the CEO:

- a. Collaborates with the Treasurer in the development of agendas for meetings of Convocation;
  - b. Works closely with Convocation in the periodic review of the Law Society's vision for the future and in the development and periodic updating of the Strategic Plan;
  - c. Ensures the development and timely distribution of materials for Convocation decision-making, including policy proposals on important issues;
  - d. Provides regular financial reports on operations, revenues, expenditures and cash position of the Law Society;
  - e. Ensures that an orientation program is provided for new members of Convocation and that ongoing bench development through continuing education about their roles is provided; and
  - f. Identifies and evaluates risks to the organization (people, property, finances, reputation and image) and implements measures to mitigate risks.
66. The CEO develops and maintains positive external relationships to advance the organization's interests at home and abroad. In particular, the CEO:
- a. Builds a broad base of understanding for the work of the organization amongst the profession, government officials, key stakeholders, the media and the public;
  - b. Builds and nurtures collaborative relationships with stakeholders, partners and others; and
  - c. Takes part in events as appropriate to promote the reputation of the Law Society and improve awareness of its mission and programs.

### **Section 3: CEO Performance Expectations and Review**

67. As directed by Convocation, and in accordance with an annual performance plan

agreed to between Convocation, through the Treasurer, and the CEO, the CEO is expected to achieve specified results as articulated in the Strategic Plan, monitor progress on results and report regularly on operational implementation of the Strategic Plan.

68. The Compensation Committee, in consultation with Convocation, is to carry out a CEO performance review based on the performance plan on an annual basis, and such review will include a self-assessment by the CEO.
69. The results of the performance review are to be reported to the CEO and Convocation for discussion in the absence of the public.

#### **PART 4: STRATEGIC PLANNING CYCLE**

70. The Law Society is to engage in a strategic planning exercise following the election of benchers and approve a Strategic Plan by the end of the election year.
71. The Strategic Plan is to assist Convocation in determining the initiatives and projects to be undertaken in the bencher term and in identifying the policy agenda for the work of standing or other committees, task forces and working groups.

##### **Section 1: Role of the Strategic Planning and Advisory Committee**

72. The Strategic Planning and Advisory Committee is responsible for management of the strategic planning exercise which includes a strategic planning meeting of benchers following each bencher election to prepare for Convocation's consideration and approval a Strategic Plan for the bencher term.
73. Through the Strategic Planning and Advisory Committee, Convocation approves its priorities and is to receive periodic reports on the progress on the priorities.
74. Two years into the bencher term, the benchers are to reconvene in a meeting to review the Strategic Plan. This will include an assessment of its progress and determination of any changes or adjustments that are required to the Plan as a result of developments or events that may reasonably affect the integrity of the Plan for the remaining two years of the bencher term.
75. The Treasurer is to provide oversight in the management of the Strategic Plan and may consult with the CEO to obtain information from operations for this purpose.

**Section 2: Role of the CEO and Management**

76. The CEO, together with the Law Society's Senior Management Team, is responsible for informing benchers on the operational (including financial) implications of the strategic planning during its formation and two years into the bencher term.
77. The CEO will monitor the progress of the implementation of the Strategic Plan and report regularly to the Treasurer and Convocation on its progress.

**PART 5: BENCHER ORIENTATION AND PROFESSIONAL DEVELOPMENT****Section 1: Orientation Program**

78. Immediately following each bencher election, all benchers are required to attend an orientation program which will include, but is not limited to, information about:
- a. the Law Society's governance and organization structure
  - b. The roles and responsibilities of benchers
  - c. The roles and responsibilities of management
  - d. The Law Society budget
  - e. Convocation, committees and task forces
  - f. The Law Society Tribunal
  - g. Bencher professional development
  - h. Strategic planning
  - i. The Law Society's commitment to equality, diversity and inclusion
  - j. The Law Society's commitment to Indigenous cultural competence.

**Section 2: Bencher Professional Development Program**

79. Benchers are required to attend various professional development sessions throughout the bencher year that are designed to orient, educate and equip benchers for their governance responsibilities.
80. Bencher attendance is monitored and is to be reported to the Treasurer, who will take appropriate steps to ensure bencher attendance at the sessions.

**PART 6: CONVOCATION AND BENCHER EVALUATION**

81. Convocation is committed to periodically reviewing and considering its



effectiveness in carrying out its responsibilities.

82. As part of this commitment to ongoing assessment and improvement, benchers are to complete an annual evaluation in a form provided by the Law Society on the effectiveness of Convocation, the results of which will be compiled and reported to Convocation in the aggregate, without attribution.
83. The Treasurer will determine the action, if any, to be taken in response to the annual evaluation respecting the effectiveness of Convocation in carrying out its responsibilities.
84. Benchers are committed to self-reflection on board process and effectiveness.
85. As part of this commitment, each bencher is required to complete an annual self-reflection survey in a form provided the Law Society on their effectiveness as a bencher, the results of which will be provided to the Treasurer for review and, as required, discussion between the Treasurer and the bencher.

## **PART 7: COMPLIANCE**

### **Section 1: Agreement**

86. The Treasurer and benchers agree to comply with the Governance Practices and Policies, which incorporates the Bencher Code of Conduct at [Appendix A](#), and commit to exercising diligence in fulfilling their roles and duties and meeting the standards for governance in the Governance Practices and Policies.
87. The Treasurer and each bencher are required complete the Declaration of Adherence in the form provided in [Appendix B](#) to the Governance Practices and Policies upon election or appointment as a bencher.
88. Benchers are encouraged to seek to address matters of compliance with the Governance Practices and Policies among themselves, where appropriate, as respectful and timely dialogue is encouraged as a way to deal with these matters. Benchers may also seek the assistance of the Treasurer or an appropriate neutral bencher colleague to discuss and deal with an issue.



## **APPENDIX A: Benchers Code of Conduct**



Law Society  
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### **BENCHER CODE OF CONDUCT**

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- III. Principles

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## PART 1 INTRODUCTION

### I Purpose and Application

1. The Law Society of Ontario Benchers Code of Conduct (the “Code”) sets out the ethical responsibilities of the Law Society’s benchers. As a regulator of the conduct of professionals, the Law Society recognizes a corresponding obligation on the part of the benchers to conduct themselves with the highest degree of ethical behaviour and integrity.
2. Benchers conduct should support the fulfillment of the Law Society’s mandate and maintain public confidence in the Law Society. Benchers adherence to the Code helps to foster a culture of honesty, integrity and accountability at the Law Society.
3. The Code applies to all Law Society benchers, including the Treasurer. The Code applies to the following areas of benchers responsibility: as members of Convocation, committees, task forces, working groups and related boards. Benchers who are Law Society Tribunal members are also subject to the [Adjudicator Code of Conduct](#).

### II Definitions

4. In the Code,

**Benchers** means elected, appointed, ex officio, emeritus benchers and includes ex officio and emeritus Treasurers;

**Ethics Lead** means the Treasurer of the Law Society;

**Harassment** means engaging in a course of vexatious comment or conduct that is known or ought reasonably to be known to be unwelcome;

**Law Society** means the Law Society of Ontario;

**Treasurer** means the currently elected Treasurer/President of the Law Society;

**Tribunal** means the Hearing Panel and the Appeal Panel of the Law Society Tribunal;



**Sexual Harassment** means an incident or series of incidents involving unwelcome sexual advances, requests for sexual favours, or other verbal or physical conduct of a sexual nature

- a. when such conduct might reasonably be expected to cause insecurity, discomfort, offence, or humiliation to the recipient(s) of the conduct;
- b. when submission to such conduct is made implicitly or explicitly a condition for a professional services;
- c. when submission to or rejection of such conduct is used as a basis for any employment decision (including, but not limited to, allocation of files, matters of promotion, raise in salary, job security, and benefits affecting the employee); or
- d. when such conduct has the purpose or the effect of interfering with a person's work performance or creating an intimidating, hostile, or offensive work environment.

**Management** means an individual or individuals employed by the Law Society of Ontario;

**CEO** means the Chief Executive Officer of the Law Society of Ontario, appointed by Convocation.

### III Principles

5. As stewards and governors of the Law Society, benchers are held to high standards of ethical conduct. In carrying out their responsibilities, benchers are to observe the following principles:
  - a. Benchers must not act for personal or third-party gain;
  - b. Benchers commit to carrying out their duties with diligence and in good faith;
  - c. Benchers must adhere to the spirit and letter of the laws of Canada, Ontario and the policies and procedures of the Law Society, including the Code;
  - d. Benchers must arrange their professional and personal affairs in a manner that will bear close public scrutiny to prevent conflicts of interest from arising;
  - e. Benchers must act and be seen to act in accordance with the values and principles within the Code;
  - f. Benchers are to seek advice, as appropriate, on their responsibilities for adherence to the Code.



## **PART 2                      BENCHER CONDUCT**

### **I            Professionalism**

6. Benchers are to carry out all bencher-related duties in the public interest, must act professionally and ethically and are to hold themselves to the highest standards of integrity and trust in carrying out their responsibilities.
7. Benchers should cultivate flexibility, open-mindedness and an understanding that with good faith and integrity, benchers can come to different conclusions on the Law Society matters that they deal with.
8. Benchers are to conduct themselves in a way that contributes to a respectful, inclusive and safe work environment that is free from violence, discrimination and harassment. Interactions with management, fellow benchers and the public are to be courteous and respectful.
9. Benchers must not engage in conduct that constitutes discrimination, harassment or sexual harassment towards bencher colleagues, management or any other person connected with a bencher's duties.
10. As holders of a public office, benchers should be aware that that their conduct outside of their bencher duties may have a negative impact on the reputation of the Law Society. As such, benchers must not engage in harmful or criminal conduct in their other activities.
11. Benchers must clearly distinguish between their governance role and the role of Law Society management, who are responsible under the leadership of the Chief Executive Officer for operational implementation of Convocation policy.
12. Benchers are to:
  - a. prepare appropriately for and regularly attend Convocation, meetings of committees, task forces and working groups of which they are members;
  - b. attend meetings of external bodies to which they are assigned or appointed;  
and
  - c. observe the rules of procedures for Convocation found in By-Law 3.



## **II Confidentiality**

13. Committee and task force meetings are held in the absence of the public and are confidential. Some portions of Convocation are also held in the absence of the public and are confidential. Benchers are required to maintain the confidentiality of materials for and the deliberations of meetings or portions of meetings that are held in the absence of the public and to not comment publicly on matters that have been considered in the absence of the public.
14. With respect to committees and task forces, this obligation applies to the extent that such materials or deliberations are not included in the committee's or task force's public report to Convocation. Further, the chair of a committee or task force when presenting a public report to Convocation or a bencher who attended the committee or task force meeting who speaks to the report at Convocation may provide required context or clarification about the committee's or task force's work or process that occurred during a meeting that results in the report. Benchers should be mindful of their obligations respecting confidentiality if they comment publicly about a particular issue that is before a committee or task force.
15. Benchers are often provided with confidential documents or information, electronically or in other formats. Benchers must not share, copy (other than for personal use), transmit or disclose any materials or information that they receive in their capacity as a bencher that is confidential, sensitive or proprietary to the Law Society.
16. Where formerly confidential information is released to the public by Convocation, benchers may refer to this information subsequent to any such release by Convocation.
17. Benchers must not use confidential information for personal gain or any improper purpose.
18. Benchers must not seek out confidential information from management that is not required for their bencher work.

## **III Whistleblowing**

19. Benchers should encourage disclosure of wrongdoing at the Law Society to ensure that the Law Society abides by its Business Conduct Policy.



#### **IV Avoiding Improper Use of Influence**

20. Benchers must not use their positions in an improper way to further their private interests or those of associates, friends or relatives. Benchers must not use, or attempt to use, their authority or influence for the purpose of intimidating, threatening, coercing, commanding or influencing management with the intent of interfering with management's duties or another person's interests, including the duty to disclose improper activity.
21. Benchers must refrain from influencing or interfering in the award of external contracts or offers of employment at the Law Society to their partners, firms, associates or family members. It is the role and responsibility of Law Society management to follow fair, transparent and defensible processes for the award of Law Society contracts and the recruitment of employees.

#### **V Public Statements**

22. The spokesperson for the Law Society is the Treasurer for policy issues and the CEO for operational issues, or their designates. Where benchers are not so designated, they should make it clear in any public statement that they are not speaking for the Law Society but in their own capacity.

#### **VI Relationship with Management**

23. Under the direction of the CEO of the Law Society, who is accountable to Convocation, management supports the operations of the Law Society. In their relationship with members of Law Society management, benchers must be respectful of management's role and their professional responsibilities.
24. No bencher shall attempt to induce a member of the Law Society management to engage in partisan political activities or subject such member to threats or discrimination for refusing to engage in such activities.

#### **VII Use of Law Society Resources**

25. Benchers must not use, or permit the use of, Law Society facilities, equipment, supplies, services, management or other resources for activities other than the business of the Law Society. Nor must any bencher obtain personal financial gain from the use or sale of Law Society-developed intellectual property (for example, inventions, creative writings and drawings), computer programs, technical



innovations, or other items capable of being patented, since all such property remains exclusively that of the Law Society.

## **VIII Political Activity**

26. Benchers must observe a boundary between their role as governors and political activity. Benchers must not use property of the Law Society (including materials, management's time, technology, proprietary material and confidential information) for political or partisan purposes including when running for office as an elected bencher.

## **IX Benchers in the Law Society's Regulatory Process**

27. Benchers who are licensees who are the subject of a conduct, capacity or competence application before the Law Society Tribunal shall withdraw from all activities giving rise to a conflict of interest as a bencher as a result of the application until those proceedings are formally concluded, including any appeals.
28. A bencher who is a licensee whose license is suspended following a finding of professional misconduct or conduct unbecoming is not permitted to act as a bencher as of the date of the order suspending the license or as of the date of the final appeal order with respect to the suspension and for the duration of the suspension.
29. A bencher who is a licensee whose license is suspended as a result of an interlocutory suspension order is not permitted to act as a bencher as of the date of the order and for the duration of the suspension.
30. A bencher who is a licensee whose license is suspended as a result of a summary order under sections 46 to 49 inclusive of the *Law Society Act* is not permitted to act as a bencher as of the date of the order. If the bencher fails within three months of the date the suspension begins to take the action that will end the suspension, he or she is not permitted to act as a bencher for the duration of the suspension.



## **PART 3                      CONFLICTS OF INTEREST**

### **I                      Introduction**

31. As directors, benchers can be expected to have conflicts between their roles and other interests from time to time. Managing conflicts fairly, effectively and transparently serves the public interest. Avoiding conflicts of interest contributes to confidence by the public and the profession that both policy and adjudicative decision-making is being made free from external or improper interest, favour or bias.

### **II                      Benchers Serving on Committees and in Convocation**

32. Benchers are to identify material conflicts between their personal and/or professional responsibilities or interests and matters for deliberation in committee and/or in Convocation. In considering whether there is a conflict, benchers should ask themselves whether or not a well-informed, reasonable member of the public would conclude that their decision-making could be influenced by duties owed to others or to personal interests. In doing so, the focus should be on actions, not on motives. Conflicts of interest should be considered not just from the bencher's own perspective but also from the perspective of licensees, stakeholders and the public whose confidence in the Law Society must be maintained.
33. Benchers should not participate in discussion of or decision on a matter where the bencher or the bencher's firm acts for a client whose interests will be significantly affected by Convocation's decision, or where the bencher or the bencher's firm is, through the professional relationship with the client, in possession of confidential information related to the issue under consideration which may tend to influence the bencher's decision on the matter.
34. Where a bencher is an employee, the bencher should not participate in the discussion of or decision on a matter where the bencher's employer has a significant interest, which is distinct from the interests of the professions at large, in a matter before Convocation, or where the bencher, because of the employment relationship, is in possession of confidential information pertaining to the issue under consideration which may tend to influence the bencher's decision on the matter.



35. Upon recognizing a conflict, the benchers are to declare the conflict and remove themselves from the consideration or discussion of the matter related to the conflict.
36. A benchers who is a member of the Professional Regulation Committee or the Proceedings Authorization Committee shall not also be a member of the Tribunal Committee.
37. Benchers are encouraged to discuss potential conflicts with the Ethics Lead or with experienced and neutral colleagues whenever there is a question in the mind of the benchers as to whether they ought to withdraw from a discussion, a vote, or both.

### **III Benchers and Regulatory Functions**

38. Benchers must not:
  - a. act for licensees before the Law Society Tribunal;
  - b. act for the Law Society or a licensee as counsel in the matter of a Law Society complaint, audit or investigation;
  - c. provide written or oral evidence as a character witness in support of a party before the Law Society Tribunal unless the party demonstrates that the inability to put such evidence before the Panel would unfairly prejudice the party, in accordance with s. 63 of the Adjudicator Code of Conduct;
  - d. provide written or oral expert evidence for a party before the Law Society Tribunal unless the party demonstrates that the inability to put such evidence before the Panel would unfairly prejudice the party; or
  - e. act as a supervisor or mentor of a licensee who is in the Law Society's regulatory process.
39. It is not a breach of the Code for members of a benchers firm to act for a licensee with respect to a Law Society complaint, audit or investigation or to appear as counsel before the Law Society Tribunal, provided there is no actual conflict of interest.



40. It is not a breach of the Code for members of a benchers firm to represent the Law Society on a matter or before the Law Society Tribunal provided there is no actual conflict of interest and they are chosen through a process for the selection of outside counsel that includes appropriate and specific selection criteria.
41. Benchers who are members of the Proceedings Authorization Committee shall recuse themselves from consideration of a matter before the Committee in circumstances where their decision-making on a matter before the Committee could be influenced by duties owed to others or to personal interests.
42. A benchers or a benchers firm may act for the Lawyers' Professional Indemnity Company ("LawPRO") on a matter provided there is no conflict of interest and they are chosen through an independent process for the selection of outside counsel.

#### **IV Outside Activities**

43. Benchers are to arrange their outside affairs, external appointments and other responsibilities to provide sufficient time to carry out their Law Society duties and attend meetings as required under By-Law 3.
44. Where a particular outside activity places a benchers in a conflict between his or her duties as a benchers and that outside activity on an ongoing basis, the benchers should consider resigning as a benchers or withdrawing from the outside activity to resolve the conflict.

#### **V Acceptance of Gifts and Benefits**

45. Benchers may not accept gifts, benefits or hospitality connected to their work as benchers with the exception of the following:
  - a. attendance at meetings, dinners, receptions or continuing professional development sessions hosted by legal organizations, associations or other Law Societies, where the benchers is attending as part of his or her role as a benchers, as an invited speaker, or to represent the Treasurer; and
  - b. nominal gifts which are received as an incident of protocol.



## **VI Post-Term Responsibilities**

46. Upon a person ceasing to be a bencher or becoming an emeritus Treasurer or an emeritus bencher who has no engagement with the Law Society, for a period of one year, the person is not permitted to engage in any of the following:
- a. Appearing as counsel for a licensee before the Law Society Tribunal;
  - b. Acting as counsel for a licensee in Law Society regulatory matters;
  - c. Appearing as a character witness or an expert witness before the Law Society Tribunal as described in paragraph 36; and
  - d. Acting as a supervisor or a mentor for a licensee who is in the regulatory process.

## **PART 4 COMPLIANCE**

47. The Treasurer is the Ethics Lead for Convocation and may be consulted for advice by benchers concerning compliance with the Code.
48. It is the responsibility of each bencher to hold herself or himself accountable for complying with the Code.
49. Benchers also have a responsibility to hold each other accountable for complying with the Code.

### **I Referral of Issue**

50. A person who has information suggesting that a bencher has not complied or is not complying with the Code may refer the information in writing to the Treasurer.
51. The Treasurer shall notify the bencher who is the subject of the issue disclosed in the information (“the subject bencher”) and provide them with the information.
52. The subject bencher shall be given an opportunity to provide a written response to the issue to the Treasurer.

### **II Role of the Treasurer**

53. Upon receipt of the response from the subject bencher or if no response is provided, the Treasurer shall determine the appropriate action and may:
- a. Conclude his or her review of the issue and
    - i. take no action;

- ii. caution the subject benchers about the issue;
  - iii. require an apology from the subject benchers to those affected by conduct related to the issue;
  - iv. require an undertaking from the subject benchers with respect to conduct related to the issue;
  - v. advise the subject benchers on any other steps to be taken to remedy or resolve the issue; or
- b. Where he or she reasonably believes that it is in the interests of fairness and the integrity of the Law Society's governance process to do so, refer the issue to an independent third party investigator for review and investigation with appropriate terms of engagement for the investigation.

### **III Treasurer's Report to Convocation**

54. Where the Treasurer concludes his or her review with any of the steps set out in paragraph 53 a. ii. through v., he or she shall report the matter to Convocation.
55. The Treasurer's report to Convocation shall form part of the public record of Convocation.

### **IV Investigator's Report**

56. Where the Treasurer refers the issue to an investigator, the investigator shall provide a written report to the Treasurer upon completing the investigation.
57. Based on the investigator's report, the Treasurer may:
- a. Conclude the review of the issue and provide a report to Convocation as described in paragraph 54; or
  - b. Determine that the issue should be referred to Convocation for the purpose of determining compliance with the Code.

### **V Referral for Determination and Role of Convocation**

58. The Treasurer may refer an issue to Convocation for a determination of whether the Code has not been complied with.
59. The referral shall be in writing and the issue shall be considered and determined by at least a quorum of Convocation in the absence of the public.



60. The Law Society's rules of practice and procedure apply, with necessary modifications, to the consideration of the issue by Convocation. Where the rules of practice and procedure are silent with respect to a matter of procedure, the *Statutory Powers Procedure Act* applies to the consideration of the issue by Convocation.
61. After considering the issue, Convocation shall determine whether or not the Code has been complied with and shall provide written reasons for its decision.
62. Following the preparation of its decision and reasons, Convocation shall provide the decision and reasons to the subject bencher.
63. Where Convocation determines that the Code has not been complied with by the subject bencher, Convocation may
  - a. reprimand the subject bencher, or
  - b. suspend for a period of time certain rights and privileges of the subject bencher.
64. The decision of Convocation under this part is final.
65. Convocation shall report publicly on the issue once it has been concluded pursuant to paragraph 63.



## APPENDIX B: Declaration of Adherence



Law Society  
of Ontario

Barreau  
de l'Ontario

### LAW SOCIETY OF ONTARIO BENCHER DECLARATION OF ADHERENCE

I acknowledge that as a member of Convocation:

1. I am aware of my obligations as a bencher of the Law Society of Ontario under the *Law Society Act* and agree to abide by the Act, the By-laws, the rules of conduct (if a licensee) and the policies applicable to members of Convocation.
2. In my capacity as a director of the Law Society, I am to act honestly and in good faith and exercise the requisite standard of care, diligence and skill.
3. I have read and am familiar with the Law Society's Governance Practices and Policies, including the Bencher Code of Conduct, and agree to abide by the Policies including the Code.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_