



GOVERNANCE POLICIES

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Charlottetown, Prince Edward Island

TABLE OF CONTENTS

	Page
INTRODUCTION.....	5
Part 1 - Mission, Vision, Values	6
1. Mission	6
2. Vision.....	6
3. Values	6
4. Deliverables	6
Part 2 –Governance Structure and Relationships in the Law Society of Prince Edward Island	8
1. Law Society of Prince Edward Island Governance Model.....	8
2. Council	9
2.1 Description	9
2.2 Election/Appointment to Council	9
2.3 Council Roles.....	9
2.4 Collective Council Duties	10
2.5 Individual Council Member Duties.....	12
3. Executive Committee of Council.....	14
a) Role of the President.....	14
b) Role of Past President	15
c) Role of the Vice-President	15
d) Secretary-Treasurer.....	15
4. Council/Staff Relationship.....	19
a) Guidelines.....	19
5. Committees	20
a) Establishment	20
b) Review	21
c) Membership	21
d) Duties.....	21
e) Quorum.....	22
f) Majority Decision.....	22
g) Procedures.....	22
h) Committee Work and Authority	22
i) Committee Meetings	22
j) Role of Committee Chairs	22
Part 3 - Council Governance Policies.....	24

1. Council Meetings.....	24
a) General	24
b) Agenda	24
c) Agenda Format	25
d) Electronic Meetings.....	26
e) In-Camera Sessions.....	26
2. Council Decision-Making Guidelines	28
a) Decision-Making Principles	28
b) Recording of Council Decisions	28
3. Public Access to Council Meetings and Information.....	29
3. Public Attendance at Council Meetings:	31
a) Request for Public Attendance at Council Meeting	31
b) Procedure for Declaring a Meeting Open to the Public or Member of the Society	31
c) Agenda Items and Documents that are Usually Restricted	31
d) Rules for Attending Council Meetings	32
4. Media Access to Law Society Hearings.....	33
a) Introduction	33
b) Audio Recordings of Hearings by the Media	33
c) Exhibits	33
5. Meeting of the Law Society Membership.....	34
a) Annual General Meeting	34
b) Special General Meeting.....	34
6. Expenses.....	35
a) Expenses	35
b) Specific expenses will be reimbursed as follows:	35
7. Confidentiality.....	36
a) Purpose	36
b) Application	36
c) General Requirements	36
d) Mobile, Computing Devices and Email.....	37
e) Contravention.....	37
8. Conflict of Interest	38
a) Conflict of Interest Guidelines	38
b) Council Duties.....	40
c) Determining whether a Conflict of Interest Exists.....	42

9. Council Strategic Planning	43
10. Action List to Assist Council with Annual Planning Cycle.....	44
11. Council Orientation and Development.....	45
12. Council Member Vacancy Appointment.....	46
a) Introduction	46
b) Purpose	46
c) Scope.....	46
d) Assessment Criteria	46
e) Appointment Process	49
13. Reserve Funds Management	52
a) Introduction	52
b) Purpose	52
c) Accountability.....	52
d) Reserve Fund Targets	52
e) Use of the Reserve Funds	52
f) Policy Review.....	53
14. Call to Action Policy	54
APPENDIX - A.....	55

INTRODUCTION

The Law Society of Prince Edward Island (“the Society”) functions as the regulatory body for the practice of law in Prince Edward Island. The Society is a body corporate under the *Legal Profession Act*. The Society operates in accordance with the *Legal Profession Act* and the Regulations of the Law Society of Prince Edward Island under that Act (“Regulations”).

Pursuant to the Legal Profession Act (“the Act”) the objects of the Society are:

1. to uphold and protect the public interest in the administration of justice;
2. to establish standards for the education, professional responsibility and competence of its members and applicants for membership;
3. to ensure the independence, integrity and honour of the society and its members;
4. to regulate the practice of law; and
5. to uphold and protect the interests of its members.

The policies that follow will provide guidance to the Society in meeting its obligations to the public and its members under the Act and Regulations. If there is a conflict between a policy and a provision in the Act and/or Regulations, the provision of the Act and/or the Regulations prevail.

Part 1 - Mission, Vision, Values

1. Mission

Building confidence in the legal profession by developing a skilled and invested legal profession and ensuring fair and effective regulation that is in the best interests of the profession and the public.

2. Vision

To be the influential and trusted voice that promotes the profession, through transparency, good governance, self-regulation and access to justice.

3. Values

Trust is critical to what we do in the interests of the public and our members. We will build trust by:

Communication - we are committed to timely, responsive, honest and respectful communication with the legal community, the public and with each other.

Inclusion - listening to individuals and developing cultural awareness and acceptance of diversity to enable everyone to be their true selves.

Integrity - have an uncompromising and consistent commitment to professional values and principles by being fair, ethical and accountable.

Respect - treating everyone with consideration, dignity and professionalism.

Teamwork – we work together in a supportive, respectful, and fun way, valuing everyone's contributions.

4. Deliverables

Acting within the legislative mandate of the *Legal Profession Act* and Regulations (the Act and Regulations), the Law Society will work to achieve the following deliverables:

1. Lawyers are qualified on entry to the profession.
 - a) Applicants possess the knowledge and skills required to competently provide legal services.
 - b) The knowledge and skills required to become competent are articulated.
 - c) Applicants are of good moral character to be admitted to the practice of law.
 - d) Consideration of applicants to become articled clerks or members of the Society complies with legislated requirements and national standards, if any, adopted by the Council.
2. Lawyers provide legal services competently after the call to the Bar and are ethical and of

good moral character in the practice of their profession.

- a) Lawyers maintain the knowledge and skills required to practice law competently and at the same time develop the management skills that are necessary for the practice of law.
 - b) The knowledge and the legal and management skills required to practice law competently are articulated.
 - c) Lawyers take responsibility for maintaining their own competence.
 - d) Continuing professional development that is relevant and of appropriate quality is available.
 - e) Resources provided by the Society are available to lawyers to assist them in maintaining competence.
 - f) Incompetent lawyers who cannot or will not, within a reasonable amount of time or effort, become competent in the legal services they provide, are restricted from practicing.
- 3. The investigation and disposition of matters relating to non-compliance with the Society's Code of Professional Conduct (Code), Act and Regulations are thorough, timely and fair.
 - 4. To the extent permitted by law, the Society conducts its business in a manner that is transparent.
 - 5. The legal profession is independent of government in a manner which best preserves and promotes the rule of law.
 - 6. Legal services are reasonably available to the public. The Society demonstrates a commitment to improving access to justice through policies and initiatives that enhance the public's access to legal information.
 - 7. The public are protected from financial loss arising from dishonest, incompetent or negligent lawyers.
 - a) With respect to the Reimbursement Fund, reimbursement will be timely, efficient and fair to claimants who have sustained pecuniary losses because of a member's misappropriation or wrongful conversion of the claimant's money received by the member in their capacity as a lawyer.
 - b) The members of the Society, required by legislation to be insured, will receive professional liability claims coverage through a comprehensive Policy of Insurance.
 - 8. The legal profession will reflect the diversity of Prince Edward Island.
 - a) There is an absence of systemic barriers to entry into the Society and practice within the profession in Prince Edward Island.
 - b) Lawyers will treat with respect the dignity and worth of all persons, without discrimination on the basis of any of the grounds noted in the Code.

Part 2 –Governance Structure and Relationships in the Law Society of Prince Edward Island

1. Law Society of Prince Edward Island Governance Model

The Law Society of Prince Edward Island (“the Society”) practices a leadership model that enables the Society to fulfill its legislative mandate and engage in good governance practices directed by policy.

This model provides for Society stewardship by maintaining clear separation between governance and management, with the Law Society of Prince Edward Island Council (“Council”) focusing on strategic leadership for the organization, and management focusing on developing options that provide Council with a full background of information, a range of options and the implications of each option. The Secretary-Treasurer working with Society employees is then responsible for making the policies operational. In addition, the committee structure, legislative mandate and terms of reference are clearly outlined articulating the role of Council and the roles/relationship of Society employees to fulfill the requirements of the Act.

2. Council

2.1 Description

The Law Society of Prince Edward Island Council ("Council") manages the affairs of the Society and is the board of directors of the Society [section 6 the *Legal Profession Act* ("Act")].

The Society is governed by a Council consisting of ten (10) members of the Society and two (2) individuals appointed from the public by the Lieutenant Governor in Council. The ten (10) members of the Society include the Secretary-Treasurer who is employed by Council and serves as an officer of Council with the other officers of the Society, namely the President, Vice President, and Past President. All members of Council, except the Secretary-Treasurer, shall be elected at the annual general meeting. Council meets approximately eight (8) times each year. Special meetings may be held as directed by the Act.

Council is the governing body of the Society and must ensure that the Society carries out its purpose and duties as outlined in the Act and as provided for here.

2.2 Election/Appointment to Council

The Nominating Committee following the Council Member Appointment Policy [Membership Policies] and considering the assessment criteria in section 12 of this Policy, recommends to the membership candidates for the positions of President and Vice-President and Council Members of the Society who will be elected at the Annual General Meeting of the Society each calendar year and take office the first day of July following the Annual General Meeting to serve a term of one year. The election procedure is set forth in the Act at section 7(2).

2.3 Council Roles

a) Directors

The Society is a statutory corporation and thus the role of Council is analogous to the directors of a business corporation or a non-profit corporation. Council members owe a fiduciary duty to the Society. The fiduciary duty requires Council members to act honestly, in good faith, and with a view to the best interests of the Society. The best interests of the Society are defined by the Act to include the public interest.

This role is sometimes in conflict with the perception of Council members as elected representatives of a constituency or as representing various interests. It is important that Council has the perspective of diverse groups to aid with the decision-making process; Council should consider diverse views but where there is a conflict between member interests and the public interest, the public interest must prevail, given the Society's responsibility as a self-regulating body.

b) Adjudicators

Council also can serve in a quasi-judicial capacity. Council approves admission of members and appoints Committees that sit as administrative tribunals in the discipline of

members. In the exercise of this role, Council accepts that it must act in the public's interest.

c) Policy Makers

Council must ensure the Society meets its legislative mandate by making rules, policies and rulings for the guidance of the legal profession of PEI in Prince Edward Island. Council must ensure the Secretary-Treasurer enforces compliance with the Act, Regulations and the Society's policies.

2.4 Collective Council Duties

a) Legislative

The Council must ensure that the Society acts within the authority and mandate set out in the Act including:

- i. to act in the public interest;
- ii. to regulate the legal profession in PEI and to govern the members in accordance with the Act and Regulations;
- iii. to protect the public by assuring the integrity, knowledge, skill, proficiency and competence of members: and
- iv. to uphold and protect the interests of its members.

Council accomplishes many of its legislative duties by developing Regulations and policies pursuant to section 55 of the Act including Regulations respecting:

- v. prescribing the qualifications of articled clerks;
- vi. regulating the admission and membership of lawyers;
- vii. fixing the fees paid annually to the Society;
- viii. investigating and administration of complaints against lawyers and articled clerks;
- ix. maintaining a discipline process for lawyers and articled clerks;
- x. monitoring trust accounts;
- xi. maintaining errors and omissions insurance for members;
- xii. maintaining programs to improve the public's access to justice;
- xiii. prescribing a code of conduct and providing rulings;
- xiv. prescribing and enforcing standards of competency;

- xv. regulating advertising;
- xvi. regulating the practice of law by members of other bars in Canada, in Prince Edward Island;
- xvii. ensuring continuing professional development; and
- xviii. maintaining a compensation fund for misappropriation or wrongful conversion.

b) Governance

Council's policy-making role, including guidance of the strategic planning process and performance monitoring, is separate from the responsibility for the day-to-day management of the Society. The responsibility for the day-to-day management of the Society resides with the Secretary-Treasurer who leads the Society in achieving Council-approved directions, reporting to Council and recommending new initiatives to Council.

Council shall:

- i. develop, approve and monitor the strategic objectives, preparing governance policies to facilitate strategic objectives, and evaluating and measuring progress towards and achievement of strategic objectives;
- ii. establish measures of organizational performance and monitor organizational performance continuously;
- iii. hire and oversee the performance of the Secretary-Treasurer;
- iv. provide advice, counsel and support to the Secretary-Treasurer;
- v. approve the Society's annual activity plan;
- vi. supervise the Society's finances including:
 - a. approving the Society's annual budget;
 - b. ensuring there is a policy on reserve funds,
 - c. receiving regular financial reports from the Secretary-Treasurer;
 - d. reviewing and approving auditing and accounting principles and practice; and
 - e. appointing the auditors pursuant to section 14 of the Act;
- vii. promote and practice effective governance and evaluate their own effectiveness;
- viii. approve terms of reference for committees and task forces, ensuring those terms of reference are current, relevant and that volunteers are appropriately engaged;
- ix. develop, implement and monitor governance policy to oversee the work of the

- Society and Council inclusive of Council's Code of Professional Conduct;
- x. oversee the Society's management development and succession planning;
 - xi. provide oversight of the Society's risk management; and
 - xii. appoint representatives to standing committees and ad hoc committees of the Society or other organizations pursuant to Regulation 6.

2.5 Individual Council Member Duties

Each individual Council member shall exercise the following responsibilities and duties.

a) Duty of Loyalty

Each Council member shall:

- i. at all times act in compliance with the Act, Regulations and Society policies;
- ii. exercise authority only as a whole, i.e. no individual Council member can act with the authority of Council unless specifically delegated to do so by Council;
- iii. support and champion decisions made by Council;
- iv. positively support the work of the Society and advocate for its interests; and
- v. exercise vigilance for and declare any apparent, real or personal conflict of interest in accordance with the Council Conflict of Interest Policy.

b) Duty of Due Diligence

Each Council member shall:

- i. attend all meetings, unless approved by Council;
- ii. come prepared for meetings and strive to manage time effectively;
- iii. update skills and awareness of trends affecting the administration of justice, the legal profession and the risks facing the Society;
- iv. attend or participate in special events, including the annual general and mid-winter meetings;
- v. ensure that all funds are expended efficiently, economically and for the best interest of the Society.

c) Conduct of Council Members

Each Council member shall:

- i. engage in open, frank and honest conversation offering personal perspectives and opinions on issues that are the subject of Council discussion;

- ii. treat fellow Council members with respect and consideration;
- iii. not conceal any relevant information or matter;
- iv. avoid rancor and bitterness, and make no disparaging remarks about other Council members or their opinions, but reserving the right to make honest and respectful criticism;
- v. seek innovative solutions and challenge the boundaries of professional regulation;
- vi. follow through with commitments;
- vii. participate on Council committees and task forces, as assigned;
- viii. refrain from discussing the confidential business of the Society at home, on the street, in the office, or anywhere else in accordance with the Council Confidentiality Policy;
- ix. maintain the integrity, confidence, and dignity of the Society; and
- x. comply with the Conflict of Interest Policy.

3. Executive Committee of Council

- 3.1 The Executive Committee is composed of the Officers of the Society. Section 7(1) of the Act states that the Officers of the Society consist of the President, Past President, Vice-President, Secretary-Treasurer and such other members as approved by Council.
- 3.2 The Secretary-Treasurer and one member of the Executive Committee have signing authority on behalf of the Society.
- 3.3 The Executive Committee assists Council in carrying out the work of the Society and takes on work assigned or delegated by Council.

Procedures for Election of President and Vice-President

The Nominating Committee, following the Council Member Appointment Policy, recommends to the membership candidates for the positions of President and Vice-President of the Society who will be elected at the Annual General Meeting of the Society each year and take office the first day of July following the Annual General Meeting to serve a term of one year. The election procedure is set forth in the Act at section 7(2).

a) Role of the President

The role of the President includes the responsibilities set out in the Act and Regulations. The election of President is governed by section 7(2) of the Act and the President serves for a 1-year term. The President is an officer of the Society [s. 7 Act] and a member of the Executive Committee [s. 3, page 15]. The President should work closely with and consult the Secretary-Treasurer on matters of business.

The President provides leadership to the Society by:

- i. chairing Council meetings, the Executive Committee and the Annual General & Special Meetings, including the Mid-Winter Meetings in accordance with commonly accepted practices of a Chair and any rules adopted by the Council [Regulation 4].
- ii. establishing the agenda for meetings, with the assistance of the Secretary-Treasurer;
- iii. ensuring Council business and behaviour (both as a whole and with respect to individual members) is consistent with Council policies and the Regulations;
- iv. addressing Council behaviour and conduct that is not consistent with the policies and Regulations;
- v. attending Society committee meetings as an *ex officio* member;
- vi. representing the Society at meetings with organizations having an interest in the practice of law and administration of justice;
- vii. overseeing the Society's relationship with its volunteers, including committee chairs and members;
- viii. ensuring there is an appropriate orientation and mentoring for the Vice-President;

- ix. speaking on behalf of the Society; and
- x. delegating any of the above where authorized and necessary.

b) Role of Past President

The former President at the end of their term as President shall, unless exceptional circumstances exist, assume the role of Past President. The term of Past President is 1 year. The Past President shall act in an advisory capacity to Council and will serve on committees as required.

c) Role of the Vice-President

The election of the Vice-President is governed by section 7(2) of the Act. The Vice-President assists the President in performing the duties of office as delegated or as required and is a member of the Executive Committee [s. 3, page 15] and an officer of the Society [s. 7 Act]. The Vice-President shall consult and work closely with the President to achieve the Society's purpose and the Council's objectives.

d) Secretary-Treasurer

The Secretary-Treasurer is an employee of the Society and must also be a member of the Society. The relationship between Council and the Secretary-Treasurer is built through trust, candor, respect and honest communication.

1. The Secretary-Treasurer is appointed by Council and is responsible for:
 - i. achieving the legislative mandate and goals of the Society within the guidelines established by Council;
 - ii. managing and coordinating all Society operations; and
 - iii. enabling the Council to fulfill their governance and policy roles.

The Secretary-Treasurer is the only employee of the Society who is directly accountable to the Council. The Secretary-Treasurer works closely and consults with the President on matters of Society business but is accountable to the collective assembly of Council and has full access to the collective assembly of Council. No individual member of Council or a Council committee has authority over the Secretary-Treasurer, or the resources assigned to the Secretary-Treasurer, except to the extent that Council as a whole has so authorized. The Secretary-Treasurer has the responsibility and authority to provide information and assistance to individual Council and committees.

2. Council is responsible for establishing:
 - i. expectations for the Secretary-Treasurer's performance; and
 - ii. limitations on the Secretary-Treasurer's authority.

The Secretary-Treasurer shall not cause or allow any practice, activity, decision or organizational circumstance which is imprudent or violates the Act, Regulations, other applicable legislation, Society policies, professional ethics or commonly accepted

business and management practices.

3. There are executive expectations of the Secretary-Treasurer. These expectations allow Council to promote accountability and foster flexibility, innovation and creativity in the Society staff to benefit the Society's purpose and to exercise appropriate staff control through the Secretary-Treasurer. They protect the well-being of the Society from risk while encouraging staff to improve processes and identify new responses to the needs of the Society in a controlled manner.

i) *Policy*

- a. The Secretary-Treasurer shall ensure that all policies necessary for the operation and management of the Society are created, kept current, documented and followed.
- b. The Secretary-Treasurer shall ensure consistency within the Act and Regulations and shall ensure that subsequent amendments do not create conflicts.

ii) *Strategic Direction and Planning*

The Secretary-Treasurer shall:

- a. facilitate Council development and approval of a current Strategic Plan that sets the strategic direction for the Society;
- b. facilitate development of an Activity Plan for the successive year, which plan shall be consistent with the Strategic Plan and developed with the input of Council, the Executive Committee, committee Chairs and senior staff; and
- c. develop and regularly update an action item list that shall, at each meeting, be submitted to Council for review in conjunction with an update on the activities planned.

Council provides high-level strategic direction and monitors the progress of strategic objectives.

iii) *Supervision and Treatment of Staff*

The Secretary-Treasurer is responsible for managing, supervising, directing and assessing the performance of Society staff and ensuring there is regular feedback regarding performance for all employees.

The Secretary-Treasurer shall ensure:

- a. working conditions for employees of the Society are fair, dignified, safe and in compliance with applicable legislation, employment contracts, professional ethics and best business and management practices;
- b. there is appropriate succession planning in place for the Secretary-Treasurer and senior staff;

- c. there are designated employee backups for all staff; and
- d. appropriate cross-training within the organization.

iv) *Finances*

Prior to May 15th of each year, the Secretary-Treasurer shall ensure an annual budget is presented to Council for approval.

The Secretary-Treasurer will ensure:

- a. expenditures are made in compliance with the budget;
- b. appropriate signing authorities and banking resolutions are current and complied with;
- c. tax payments and other government-required remittances and other deductions are current;
- d. there always are sufficient funds to meet current obligations in a timely manner;
- e. receivables, including discipline repayments, are addressed in a timely manner;
- f. cash and funds are handled in accordance with accepted accounting standards; and
- g. compliance with the Investment Policy.

The Secretary-Treasurer may reallocate items within the approved budget and will report to the Executive Committee and/or Council.

Employment, compensation and benefits of employees, consultants and contract workers shall accord with approved budgets and shall not jeopardize the public image or the fiscal integrity of the Society.

v) *Litigation Policies*

The Secretary-Treasurer shall instruct counsel on behalf of the Society on all matters in which the Society is a party to litigation or to judicial or quasi-judicial proceedings except as otherwise provided for in the Regulations (i.e. Complaints & Discipline).

vi) *Strategic Alliances*

The Society's relationships with individuals and organizations involved in the administration of justice and the governance of the legal profession are critical to achievement of its strategic goals. The Secretary-Treasurer shall play a vital role in developing, nurturing and enhancing the quality and extent of these various relationships for the benefit of the Society.

vii) *Public Relations and Reputation Management*

Together with the President, the Secretary-Treasurer is the person primarily

responsible for the public image of the Society and shall present that image in a credible way so as to advance the Society's legislative mandate, purpose, strategic direction and values.

viii) *Performance Evaluation*

The Secretary-Treasurer shall participate in performance reviews as required with the Human Resources Committee or other committees as directed by Council.

4. Council/Staff Relationship

Introduction

Although the Secretary-Treasurer and Council work collaboratively and Council has the ultimate authority, the Secretary-Treasurer is responsible for supervising the Society staff. The following principles outline the relationship between Council, the Secretary-Treasurer and staff of the Society.

a) Guidelines

The Secretary-Treasurer is the connection between the Council and the Society staff. The Secretary-Treasurer is authorized to retain and terminate staff and establish staff policies without consulting Council provided they are done in accordance with the law and are consistent with Council policies. The Secretary-Treasurer and the staff may make operational decisions and develop activities provided they are consistent with Council policies.

Only the Secretary-Treasurer may assign and delegate staff to advise and support Council and Council committees. The role of staff shall be clearly defined in the terms of reference of the committees. Council and committee members should be aware that the staff do not work for the Chair or committee members; the staff report to the Secretary-Treasurer and may work with Council as directed by the Secretary-Treasurer.

5. Committees

Committees are essential for the division of labour in any organization. In some cases, Society committees are authorized by policy or Regulation to make decisions, and in other cases, the committee must bring recommendations to the Council for approval.

a) Establishment

The following standing committees have been established pursuant to section 6 of the Regulations. Terms of reference have been prepared for each committee (see appendix A).

- i) Annual & Midwinter Meeting Committee (revoked August 11, 2025, pending survey review)
- ii) Articling and Admissions Committee
- iii) Call to Action Committee
- iv) Continuing Legal Education Committee
- v) Credentials Committee
- vi) Discipline Committees
- vii) Discipline Policies and Procedures Committee
- viii) Ethics Committee
- ix) Executive Committee
- x) Equity, Diversity and Inclusion Committee
- xi) Family Law Committee
- xii) Health and Wellness Committee
- xiii) Law Foundation Committee
- xiv) Legislation Committee
- xv) Library/Education Resource Centre Committee
- xvi) Nominating Committee
- xvii) Real Property/Registry Committee
- xviii) Scholarship Committee

In addition, Council may create ad hoc committees to address unplanned issues or to achieve a specific goal. Ad hoc committees operate within specific time frames and often require members with particular expertise to solve a specific problem.

To ensure efficient use of Society resources, including staff and volunteer time, Council should consider the following prior to establishing new committees, whether standing or ad hoc:

- a. whether the matters to be considered by the proposed committee are appropriate for Council consideration (i.e. are they policy issues or other issues which require Council determination pursuant to the Act or are they operational issues appropriately determined by management?)
- b. whether the matters to be considered by the proposed committee could reasonably be considered directly by Council, with consideration to:
 - i. requirements for specific expertise and other options available for obtaining that expertise; and
 - ii. the volume and complexity of the matters to be considered.
- c. whether the matters to be considered by the proposed committee could reasonably be considered by an existing committee, with consideration to:
 - i. requirements for specific expertise and other options available for obtaining that expertise; and
 - ii. the volume and complexity of matters to be considered.
- d. whether the delegation of decision making regarding certain matters to a committee is necessary for a specific reason (e.g. operational efficiencies, conflicts).

b) Review

On an annual basis and prior to the appointment of committee members, consideration should be given by Council with input from the Secretary-Treasurer as to whether any existing committee has fulfilled its mandate and is no longer necessary or, with consideration to the criteria set out in section *a) Establishment*, should be dissolved or restructured and any resulting recommendations advanced for Council consideration.

c) Membership

In the case of all committees other than the Executive Committee and ad hoc committees of Council, members are appointed to committees by the President and the Secretary-Treasurer as approved by Council annually and are effective September 1. A committee member holds office until being removed from office by the President. The President or Secretary-Treasurer are ex officio members of each committee.

The Chair of the committee shall be selected by the President and the Secretary-Treasurer. If the Chair is unable or unwilling to act, the members of a committee shall choose one of their members to perform the duties of Chair.

d) Duties

A committee shall, in addition to the duties assigned to it by its terms of reference and the Regulations, perform any duties assigned by Council.

e) Quorum

At a meeting of any committee, quorum is constituted by a majority of the committee members being present. In determining whether a quorum exists, the President's or Secretary-Treasurer's membership shall be counted only if the President or Secretary-Treasurer is an active member of the committee.

f) Majority Decision

A committee may act by majority decision.

g) Procedures

Unless the Council determines to the contrary, a committee may set its own practice and procedures.

h) Committee Work and Authority

Council will determine the terms of reference for each committee, which outline the work of each committee, and the authority delegated to the committee. As necessary, each committee will develop additional terms of reference to govern the work of the committee, which will be approved by the Council. The terms of reference shall be reviewed by all committee members at least annually.

Council may delegate to committees any task or responsibility, including the ability to develop policies and procedures and make decisions that do not require Council approval. Committees should report to Council on matters requiring Council approval in accordance with the committee's terms of reference. Committee items requiring Council approval should be referred to the Secretary-Treasurer, along with a written report, recommendation and formal resolution, so they may be placed on the Council agenda.

Committees should provide input into the Society's priorities, strategic objectives and budget as requested by Council. In addition to the duties required, each committee should consider a work plan that outlines work projects the committee will undertake during the current year which relate to the current Strategic Plan.

i) Committee Meetings

Meetings of any committee shall be at the call of the Chair or the Secretary-Treasurer. Society staff will provide administrative support to all committees as requested and approved by the Secretary-Treasurer.

Committee agendas, deliberations, materials and Minutes are confidential, and members of committees shall not disclose the subject matter or nature of committee discussions or committee materials or notes, unless specifically authorized by Council to do so.

j) Role of Committee Chairs

The primary role of the Chair is to preside over committee meetings and facilitate discussion. The general duties are as follows:

- i. approving the meeting agendas in collaboration with assigned staff;
- ii. ensuring the committee fulfills its duties as outlined by its terms of reference;
- iii. chairing meetings in accordance with commonly accepted practices of a Chair;
- iv. ensuring committee business and behaviour (both as a whole and with respect to individual members) is consistent with Council policies and directions;
- v. addressing Committee behaviour and conduct that is not consistent with Council policies and directions;
- vi. overseeing and guiding the work of the committee;
- vii. understanding how work comes onto committee agendas, how the work moves forward, and the respective responsibility associated with completion of the work of the committee, by both committee members and staff;
- viii. making specific decisions as authorized by Council and/or the Regulations;
- ix. annually leading the evaluation of the committee terms of reference and making suggestions for improvement; and
- x. reporting to Council.

Additional Chair duties related to specific committees shall be outlined in the terms of reference.

Part 3 - Council Governance Policies

1. Council Meetings

a) General

Meetings of Council as a whole are typically held eight times each year as scheduled at the beginning of a new Council year.

b) Agenda

The agenda shall guide the order of business conducted at the meeting of Council and will reflect and be in keeping with the mandate and role of Council inclusive of both legislative and governance accountabilities.

The agenda shall be managed in accordance with the following principles:

- i. Council shall maintain control of their own agenda;
- ii. agenda items shall always relate to the Council's roles and accountabilities;
- iii. effort will be made to circulate the agenda to the Council one (1) week prior to the meeting;
- iv. a Council member may have a matter added to the agenda with the approval of a majority of the other Council members;
- v. Council delegates to the President the authority to fill in the details of meeting content using the agenda format in (iii) below as a guideline; and
- vi. the agenda shall be prepared jointly by the President and the Secretary-Treasurer.

c) Agenda Format

**Meeting of the Council of
the Law Society of Prince Edward Island
January 20, 2025
4:00 p.m. at Law Society Office
119 Kent St, Suite 300 Charlottetown**

- 1. Attendance and Welcome**
- 2. Approval of Agenda**
- 3. Approval of Minutes**
(a) Meeting of _____, 202__ (*attached*)
- 4. Business Arising Not Otherwise Covered**
(a) action items (*attached*) - S/T
(b) summary of electronic approvals/motions since December meeting (*attached*)
– S/T
- 5. Finance**
(a) Financial Statements to _____, 202__ (*attached*) – S/T
- 6. Secretary-Treasurer's Report**
(a) Discipline Report and Inquiry Summary (*attached*) – S/T
(b) ED Activity updates - (i)
(ii)
- 7. Committees Work/Updates**
(a)
(b)
- 8. Approvals**
(a)
(b)
- 9. Federation of Law Societies**
(a)
- 10. Other Business**
(a)
(b)
- 11. Opportunity for In-Camera**
- 12. Close Meeting**

Next meeting Monday, _____, 202__

Law Society - 119 Kent Street, Suite 300, Charlottetown, PE

d) Electronic Meetings

1. Council may conduct meetings by joining together two or more locations by any means of communication which permits all persons participating in the meeting to participate.
 - i. Council may hold a meeting by teleconference or video conference where it would not be reasonable or practical to convene an in-person meeting.

The Process where meeting is by teleconference:

 - (a) A roll call should be taken at the beginning to establish quorum.
 - (b) Council should identify themselves before speaking.
 - (c) Voting shall be done by roll call to ensure all votes are heard and tallied.
 - ii. The Council may approve a motion by e-mail where it would not be reasonable or possible to convene an in-person, videoconference or teleconference meeting.
 - (a) The President on the recommendation of the Secretary-Treasurer shall have the authority to determine:
 - i) whether it is appropriate to vote on a motion in the circumstances; and
 - ii) the adequate amount of notice for the motion.
 - (b) Upon determining that a motion should proceed to an electronic vote, the Secretary-Treasurer shall send an e-mail to all Council members, which:
 - i) Describes the motion to be determined and, where possible, the draft motion to be voted upon;
 - ii) Requests that all Council reply that they are either:
 - a. prepared to vote on the motion; or
 - b. opposed to vote on the motion;
 - iii) if a quorum of Council opposes voting on the motion electronically, the Secretary-Treasurer shall include the motion on the agenda for the next meeting of Council.
2. A record of Motions passed by electronic, or telephone voting, shall be kept by the Secretary-Treasurer.

e) In-Camera Sessions

1. Currently accepted principles of good governance provide that Council and Society committees should hold in-camera sessions only as required. In-camera means Council or committee meetings without staff or members of the public in attendance.

These sessions are usually used as follows:

- i) to provide an opportunity for Council or the committee to discuss particularly sensitive matters within the jurisdiction of Council or the committee;
 - ii) to provide a forum in which the Council or committee members who are reticent or reluctant to speak may indicate this and seek advice on the appropriate way to raise issues of concern;
 - iii) to allow Council an opportunity to discuss staff performance;
 - iv) to assess the success of the meeting and the materials provided in support;
 - v) to allow Council to discuss the performance and compensation of the Secretary-Treasurer;
 - vi) to provide an opportunity for Council to discuss sensitive internal Council governance matters; and
 - vii) in the case of internal and external auditors, to safeguard the independence of those officers by providing direct access to Council without members of the administration in attendance.
2. Not all matters that individual Council members wish to raise are appropriate to discuss in an in-camera session. These sessions are not designed as a forum to raise personal agendas, to revisit decided agenda items, or to revisit an item that has been presented by management without management being brought back to speak to it. The Chair must determine the appropriateness and relevance of issues raised in-camera and provide opportunities for all Council members to contribute meaningfully to the discussion.
3. There are usually two stages to an in-camera meeting:
- i) The first is a session involving all Council and the Secretary-Treasurer; and
 - ii) The second is an in-camera session involving only the Council.
4. Articulating a list of items to be discussed in each stage of an in-camera meeting is difficult, as Council may have to determine whether it is appropriate or necessary to have the Secretary-Treasurer present in the circumstances. The President must ensure that in-camera sessions remain focused on appropriate items and do not digress into areas that should be discussed in the presence of management.
5. An appointed Council member shall keep a record of the discussion, and any decisions made. Minutes of a meeting, or part of a meeting, held in-camera are confidential and must not be disclosed or distributed outside those entitled to attend.
6. If any business is to be conducted or motions carried at an in-camera session, the minute-taker should be invited to return to the meeting to record the decision(s) for the minutes, and the item should be included in a confidential addendum to the minutes and brought to the next meeting of the Council for approval.

2. Council Decision-Making Guidelines

a) Decision-Making Principles

A broad range of ideas increases the potential for informed decisions. Council members shall respect contributions to the discussion and encourage other members to present their views.

Council endeavors to make decisions by consensus. Where this is not possible, decisions will be made by majority vote, unless otherwise required. Council acts collectively; once a decision has been made, it becomes the position of the Society.

Only the President and the Secretary-Treasurer are authorized to communicate decisions to the public on behalf of the Society. Council members shall refrain from critical public discussions about the actions or submissions of other Council members.

b) Recording of Council Decisions

Council Minutes will capture the nature of discussions at meetings. Except for the names of the mover and seconder of motions, comments will not be attributed to individual Council members unless it is necessary to do so. The method of decision-making will be noted as consensus or majority vote. In the case of a vote, the record will reflect the results of votes, but names will not be attributable to votes unless a member requests that their individual vote be recorded.

The record of decisions will be contained in the approved minutes of the meeting and will be circulated to members as soon as they are available.

3. Public Access to Council Meetings and Information

1. Council has an obligation to protect the confidential interests of the Society and as such, Council meetings shall be closed to the public where:

(a) the matters to be considered at the meeting are:

- i. related to negotiations between the Society and other external organizations or the government;
- ii. may reasonably be expected to prejudice, interfere with or adversely affect relations between the Society and another law society or other organization;
- iii. relate to lawyers' insurance;
- iv. involve Society personnel;
- v. contain information that is subject to solicitor-client privilege; or in any other instance where privacy outweighs the public interest; or
- vi. relate to an investigation prior to a member being charged.

(b) opening the meeting to the public:

- i. may prejudice, interfere with or adversely affect the investigation or prosecution of a complaint;
- ii. could deprive a person of a fair hearing or impartial adjudication;
- iii. could reveal investigative techniques or procedures currently in use or likely to be used;
- iv. could harm an investigation;
- v. could harm the security of the Society or an individual;
- vi. could breach the confidence of an individual or organization;
- vii. could be injurious to the enforcement of the Act or the Regulations;
- viii. could be injurious to the Society in the conduct of existing or anticipated legal proceedings;
- ix. could disclose the identity of a confidential source of information or disclose information furnished by that source with respect to an investigation or hearing;
- x. could disclose a confidence of the Council, including:
 - a. records created to present advice, proposals, recommendations, analyses or policy options to the Council or any Council committees;
 - b. records of consultations among Council on matters that relate to the making

of Council decisions or the formulation of Society policy, or records that reflect those consultations;

- c. records that contain briefings to the Council in relation to matters that are before, or are proposed to be brought before, the Council any Council committees or are the subject of consultations
- xi. could disclose financial information in which the Society has a proprietary interest or a right of use and that has monetary value;
- xii. could disclose consultations or deliberations involving officers or employees of the Society or a Council;
- xiii. may reasonably be expected to prejudice the use or results of audits; or
- xiv. may threaten the safety or the physical or mental health of an individual.

2. Council can also refuse to give access to:

- i. positions, plans, procedures, criteria or instructions developed for the purpose of contractual or other negotiations by or on behalf of the Society, or considerations that relate to those negotiations;
- ii. information, the disclosure of which could reasonably be expected to interfere with contractual or other negotiations of the Society;
- iii. plans that relate to the management of personnel or the administration of the Society and that have not yet been implemented;
- iv. contents of draft legislation, Regulations or amendments to the Code;.
- v. information, including the proposed plans, policies or projects of the Society, the disclosure of which could reasonably be expected to result in disclosure of a pending policy or budgetary decision;
- vi. information, the disclosure of which could reasonably be expected to prejudice the economic interest of the Society;
- vii. information, the disclosure of which could reasonably be expected to result in an undue benefit or loss to a person;
- viii. information, the disclosure of which could reasonably be expected to:
 - a. result in financial loss or gain to;
 - b. prejudice the competitive position of; or
 - c. interfere with the contractual or other negotiations of; a third party;
- ix. documents that were prepared by or for counsel for the Society in relation to a matter involving the provision of advice or other services by legal counsel; or

- x. documents that contain correspondence between an agent of the Society or legal counsel for the Society and any other person in relation to a matter involving the provision of advice or other services by the agent or legal counsel.

3. Public Attendance at Council Meetings:

a) Request for Public Attendance at Council Meeting

A member of the Public or Law Society may apply to the Society through the Secretary-Treasurer seeking permission to attend a meeting of Council. The application shall state the purpose for which attendance is sought and be provided at least 14 days prior to the meeting for which attendance is requested.

b) Procedure for Declaring a Meeting Open to the Public or Member of the Society

Prior to or at the outset of a meeting that is open to the public, the Chair shall ask Council whether there are any agenda items that should not be open. At this time, or any other time during the meeting, on a motion by any Council member, a simple majority vote may direct that:

- i) an agenda item be moved from the open agenda to the closed agenda, or vice-versa;
- ii) any document be excluded from public access;
- iii) the Council impose conditions on the release of a document; or
- iv) the Chair declare the meeting closed.

Once Council has fixed the agendas for both the open and the closed meetings and designated documents excluded from public access, the Chair may convene the open or the closed meeting and advise anyone present of any changes made to the draft agenda for the open session.

c) Agenda Items and Documents that are Usually Restricted

Council should consider limiting access to the following regularly occurring agenda items and documents:

- i) Minutes of Society committee meetings;
- ii) Council discussions relating to:
 - a. the appointment of individuals to external organizations as representatives of the Society;
 - b. Funding applications;
 - c. applications for filling a Council vacancy.

d) Rules for Attending Council Meetings

Council may consider opening a meeting of Council, or any portion of it, to the public.

- i) Anyone wishing to attend a Council meeting:
 - a. should provide notice of attendance to the Secretary-Treasurer to ensure proper facilities are booked;
 - b. will not be permitted to use audio or video recording devices or communication devices during the meeting;
 - c. shall not speak, unless invited by the Chair;
 - d. must observe and obey all rulings of the Chair; and
 - e. shall leave the meeting if any part of the meeting is declared closed to the public.

4. Media Access to Law Society Hearings

a) Introduction

Formal inquiries are, unless the formal inquiry panel rules otherwise, open to the public pursuant to subsection 60(7) of the Regulations. As the “public” includes the media, the Society has adopted the following policy in the interest of promoting accurate media reporting on matters that result in formal inquiries.

b) Audio Recordings of Hearings by the Media

The media are allowed to make their own audio recording of hearings, on the express condition that the recording will not be broadcast live or after the fact. The purpose of allowing the recording is to assist the reporter in ensuring accuracy of their story.

c) Exhibits

In all hearings before formal inquiry panels, the Chair of the panel may allow a member of the public or the media to access exhibits. Where an Agreed Statement of Fact is filed as an exhibit in a hearing, the Society may share it with the media or post it online without its attached exhibits without special permission from the Chair of the panel. Any documents that are shared with the media or posted online shall be edited to anonymize witness and/or complainant names.

All publication of material by the Society or provision of material to the media must be governed by the sections of the Act, the Regulations and the Code designed to protect solicitor-client privilege. Likewise, steps should be taken to avoid publication of material or provision of material to the media where preventing the disclosure of intimate financial or personal matters outweighs the desirability of a wholly open hearing.

5. Meeting of the Law Society Membership

a) Annual General Meeting

i) Purpose

Pursuant to section 11 of the Act, an Annual General Meeting of the Society shall be held at a place and time designated by Council. The purpose of the Annual General Meeting is to report to the membership on the operations and management of the Society since the last Annual General Meeting.

ii) Notification

The Annual General Meeting of the Society is held on Prince Edward Island and takes place in June of each year at a time and place as determined by the Council. Members of the Society are notified at least 10 days before the date set for the Annual General Meeting and are provided with:

- a) written notice of the date, time and place of the meeting;
- b) notice of any proposed resolutions or regulation amendments received by the Secretary-Treasurer;
- c) unaudited financial statements of the Society's most recently completed fiscal year and information as to how to obtain copies of the audited financial statements.

iii) Omission(s)

The accidental omission to give notice of the meeting to any member, or the non-receipt of the notice, does not invalidate anything done at the meeting.

b) Special General Meeting

Special general meetings, including the Mid-Winter Meeting, of the Society may be held in accordance with section 12 of the Act.

6. Expenses

a) Expenses

All reasonable expenses incurred by Council in the performance of their duties are to be reimbursed by the Society in accordance with the following requirements:

- i) the prescribed expense sheet should be completed monthly to assist staff in the timely reimbursement of expenses, and be in accordance with the approved budget;
- ii) Executive Committee members with Society credit cards shall submit receipts monthly;
- iii) all claims shall include actual receipts;
- iv) all expense sheets and credit card receipts will describe the nature of the expense so that staff can make the proper allocation in the general ledger;
- v) all claims for expenses shall note any portion of the expense which is personal; and
- vi) the Executive Committee may review all expense sheets filed to ensure compliance.

b) Specific expenses will be reimbursed as follows:

- i) **Meals:** All meals taken while on Society business, together with the expense of meals for others that Council may be dealing with on Society business during mealtimes, are reimbursed in full. Meal costs must be stated separately from hotel charges to allocate the correct HST.
- ii) **Travel:** Automobile travel is reimbursed at current government mileage rates as determined from time to time. Actual cost of regular economy commercial air travel will be reimbursed unless otherwise agreed to and in unusual circumstances such as availability of reasonable flights. Transportation by taxi, parking costs, and other incidental costs are reimbursed by the Society.
- iii) **Accommodation:** Accommodation costs are reimbursed.
- iv) **Special Costs:** Occasionally, special meetings are held with neighbouring law societies and occasionally meetings are held outside of Canada. The cost reimbursement in these situations should be dealt with by way of special resolution by Council. Where the expenses are perceived as being part holiday, Council may decline to pay all costs.
- v) **Disbursements:** Council may claim reimbursement of the actual cost of all disbursements, including photocopying, postage, courier charges and telephone charges.
- vi) **Publication of Expense Policy:** The membership should be made aware of this expense policy prior to each election.

7. Confidentiality

a) Purpose

Council members, committee members and all other Society volunteers have a duty to maintain confidentiality with respect to all matters that come into their knowledge or possession while exercising a power or performing their duties as a Council member, a committee member, or in the course of volunteering with the Society; and must take reasonable steps to ensure this information is not improperly used or disclosed.

b) Application

This policy applies to Council, committee members and any other individual representing or doing work for the Society, (collectively hereafter referred to as “the member”) whether paid or through voluntary service. This policy creates an ongoing obligation which will continue to apply to such member’s work for the Society during the period of the work and continues after their duties have ended.

c) General Requirements

1. A member undertakes to refrain from publicly providing any information or discussing any matter expressed in Council or committee meetings, except where:
 - i) the facts are already in the public domain and are authorized by the Council for discussion;
 - ii) council agrees that the matter can be shared;
 - iii) the matter is one of general principle (i.e. principles of penalty, recognized ethical and professional standards) where confidential information about an individual matter would not be disclosed;
 - iv) in response to a specific request by any Council member, the Council authorize the discussion or release of information; and
 - v) as required by law.
2. A member must not disclose information confidential to the Society to family, friends, colleagues or others and must not use information for their own advantage or for the gain or advantage of others.
3. Any member who is uncertain about responding to an inquiry should raise the matter before Council or, if this would cause unreasonable delay and the matter is urgent, the member should contact the Secretary-Treasurer or the President.
4. On many occasions the issues discussed by Council or committees will generate debate prior to a decision being reached. Once a decision is reached, members should limit their comments to the decision per se and to the principles governing that decision. Members must not discuss the varying opinions of other members and, in particular, should not discuss their own opinion if this differs from the decision reached by Council or the committee.

5. A member will not solicit or engage in public interviews with the media, or agencies, governmental or otherwise, with respect to issues involving Council, committees or matters before either. Council should refer the media or any agencies requesting information to the Secretary-Treasurer.
6. A member will not engage in discussion or activities which undermine the goals or the public perception of Council or the Society. Council may be contacted by lawyers or members of the public who wish to express views on general or specific matters that have been reported in the media. In these situations, the response of all Council members shall be governed by these guidelines. Where appropriate, an offer can be made to bring the concerns to the attention of Council for information and discussion purposes. In appropriate circumstances, Council may then direct that a response be made or a position stated.
7. A member shall properly secure the source or location of any confidential information in their possession or control and return any confidential information in their possession or control to the Society promptly upon ceasing to be a member or at the request of the Society.

d) Mobile, Computing Devices and Email

A member may have possession of or access to confidential materials on mobile computing devices, such as laptop computers, tablets, or smartphones. These must be treated with the same security mindedness as paper materials and not leave the member's possession and control. The loss of such devices must be immediately reported to the Society.

e) Contravention

Contravention of this policy by a member will be reviewed by Council, which may, by resolution passed by two-thirds of Council voting on the resolution, result in a reprimand from the President, for the first contravention of the policy and may result in the member being removed from Council or the committee for any subsequent contravention of policy.

8. Conflict of Interest

This policy is intended to assist Council members, committee members and other Society volunteers (hereinafter collectively “member(s)”) to discharge their duties with integrity while acting for the Society.

a) Conflict of Interest Guidelines

i) *Member Responsibilities:*

- a. Be independent and impartial;
- b. Act with honesty and integrity;
- c. Exercise vigilance for and declare any apparent or real personal conflict of interest, including self-interest, outside pressure, expectation of reward, or fear of criticism, in accordance with the *Code of Professional Conduct* and this Policy;
- d. Act at all times in the public interest rather than in the interests of particular constituencies or members; and
- e. Perform duties and transact the affairs of the Society in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Council.

ii) *Definition of Conflict of Interest*

- a. A conflict of interest refers to personal, occupational or financial considerations that may affect, or appear to affect, a member's objectivity, judgment or ability to act in the best interests of the Society.
- b. The personal interests of immediate family members or close personal or business associates of a member are considered to also be the personal interests of the member.
- c. A perceived or apparent conflict of interest may exist when a reasonable, well-informed person has a reasonable belief that a member has a conflict of interest, even if there is no real conflict.
- d. Full disclosure, in itself, does not remove a conflict of interest.

iii) *No Pecuniary Benefit*

- a. No member shall directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards intended to influence the activities or affairs of the Society.
- b. Members may give or receive modest gifts or hospitality as a matter of general and accepted business practice.
- c. Notwithstanding anything herein, members may receive reimbursement for reasonable expenses incurred by them in the performance of their duties or payment of honorariums as approved by the Executive Committee of Council.

- d. The pecuniary interests of immediate family members or close personal or business associates of a member are considered to also be the pecuniary interests of the member.

iv) *Transactions that may benefit a Member or Member's Associate(s)*

- a. It is in the Society's interest to obtain competent and cost-effective legal services from practitioners whose skills, training and experience are appropriate to the task. The Society may retain the services of a member or a member's firm, with the approval of the Executive Committee.
- b. A member should not participate in any way in a decision to retain the services of the member's firm.
- c. The Society does not pay a preferential rate for legal services to a member's law firm.
- d. Any business entity in which a member has a substantial financial interest should not transact business with the Society other than for legal service.
- e. A member shall not have any involvement in the hiring, supervision, evaluation, promotion, remuneration or firing of a family member, business associate, or friend.

v) *Accepting Appointment to Boards or Committees of Other Organizations*

A member should not join a board of directors or a committee of an organization whose objectives may be in conflict with those of the Society, including but not restricted to an organization whose purpose is to promote the interests of lawyers with the exception of the Canadian Bar Association. It is important that the Council be, and be seen to be, independent of any such organization.

vi) *Appearing as Counsel*

- a. A lawyer in a member's firm should not appear personally on behalf of a member in any proceeding that relates to the work of the Society or one of its committees.
- b. A member should not appear before the courts on behalf of a member or the Society in a discipline or Funding matter.
- c. Lawyers in a member's firm may represent members or the Society, but the member concerned should not participate in any decision relating to that representation.

vii) *Appearing as a Witness*

- a. A member should not voluntarily testify as a character witness in a Society proceeding unless, due to the particular facts of the situation, the member's refusal to do so would unfairly prejudice the case.
- b. A member who gives evidence in court on a matter of legal ethics should make clear

to all parties and to the court that the member speaks to their own understanding of matters in issue and is not a spokesperson for the Society.

b) Council Duties

i) Policy Decisions

A Council member should not participate in a policy decision of Council or of a committee of the Society when the member has a conflict of interest, including but not restricted to the following:

- a. The member or the member's firm represents a client whose interests will be significantly affected by the decision;
- b. The member or the member's firm has obtained, through a solicitor-client relationship or an employment relationship, confidential or privileged information that may influence the person's decision on the matter; or
- c. The member's employer has a significant interest in the decision that is distinct from the legal profession as a whole.

ii) Participation in Formal Inquiry, Investigation Committee and Council Hearings

- a. Care should be exercised to avoid situations in which there may be an appearance of a conflict of interest, bias in relation to discipline, or Funding proceedings. A Council member should not participate in an investigation, a Formal Inquiry, or Council hearing process when the council member has a conflict of interest. A Council member who is in doubt about a situation should discuss the matter with the President or the Chair of the relevant committee.
- b. Before agreeing to serve on an investigation committee, a Discipline Committee, a Formal Inquiry Panel, or on any other Council hearing process, a council member should consider whether they or any lawyer in their firm is associated in the practice of law or has a personal, business or professional relationship with the respondent, applicant or claimant, or counsel for any party which would constitute a conflict of interest.
- c. A Council member should not participate in a decision of a Discipline Committee, Formal Inquiry Panel or any other Council hearing process if the Council member or someone in the Council member's firm gives evidence in the proceeding.

iii) Previous Involvement in a Discipline Matter

A Council member should not sit on the Discipline Committee that hears a formal complaint if the Council member was exposed to details relating to the formal complaint in their capacity as a Council member of the Investigation Committee, Competency Committee, Ethics Committee or a Competency Review Committee.

iv) *Complaints involving Council Members*

a. *Adversarial Relationship – General Guidance*

Generally, at each stage of the complaints process under this part, the Executive Committee should consider whether the complaint places the Council member(s) involved in an adversarial relationship with the Society and if so, the President or other relevant authority may revoke, on the recommendation of the Executive Committee, any appointments to Society committees or ask a Council member to take a leave of absence from serving as a Council member pending completion of the investigation, hearing, disposition of penalty or sentence, as the case may be.

b. *Complaint*

Where the Society receives a complaint against a Council member other than the President or the Secretary-Treasurer, which complaints are dealt with pursuant to section 58 of the Regulations

- i) The complaint shall be referred to the Executive Committee who will make a recommendation to Council as to whether the complaint should be sent for investigation;
- ii) The Council member is encouraged to consult with the Executive Committee to seek guidance on whether the Council member should voluntarily resign from certain Council activities pending completion of the investigation; and
- iii) If the Council member opts not to voluntarily resign despite guidance from Executive Committee to do so, the Executive Committee may recommend to Council that the Council member be asked to take a leave of absence as provided in part (a) above.

c. *Investigation*

If Council on its own or on the recommendation of the Executive Committee, determines that a complaint should be investigated, Council shall appoint a special investigator who shall follow the process specified in sections 58 and 59 of the Regulations.

d. *Formal Inquiry*

- i) Where a formal inquiry has been issued against a Council member, the Council member should refrain from attending any Council or Society committee meetings, and from taking part in any Council or Society committee work or policy decisions that would place the Council member in a conflict of interest.
- ii) Council may allow the Council member to continue some or all Council duties, if the Council member's continued participation does not constitute or be seen as constituting a conflict of interest.

e. Finding of Conduct Unbecoming

- i) Where a finding of conduct unbecoming is made against a Council member, the Executive Committee or other applicable committee Chairs, shall review the complaint and having reviewed the matter with Council, may revoke any appointments to Society committees and recommend that Council revoke any appointments to external committees.
- ii) The Executive Committee may ask the Council member to resign or take a leave of absence from serving on Council for any period of time the Executive Committee deems appropriate.

c) Determining whether a Conflict of Interest Exists

- i) A Council member, committee member, or Society volunteer (collectively “member(s)”) should disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Society or its committees deal with the matter at issue.
- ii) In situations involving a conflict of interest, a member
 - a. is encouraged to consult informally with the Executive Committee to seek guidance; and
 - b. may seek a ruling on the matter by Council.
- iii) When a ruling is sought, Council may require any Council member concerned in the matter to:
 - a. leave the meeting;
 - b. remain in the meeting to inform Council, but not otherwise participate in the debate or decision; or
 - c. abstain from voting.
- iv) Other members who are aware of a real, potential or perceived conflict of interest on the part of a fellow member should raise the issue for clarification, first with the member in question and, if still unresolved, with the Secretary-Treasurer.

9. Council Strategic Planning

1. A Strategic Plan defines an organization's strategy, goals and priorities; in other words, where it wants to go and how it will get there. The Society's Strategic Plan provides:
 - i. direction and focus;
 - ii. a framework for decision-making and policy development;
 - iii. greater accountability; and
 - iv. an articulation of how the Society protects the public interest.
2. The Society Strategic Plan enables the Society to evaluate challenges against previously identified objectives and for efficient allocation of finite resources.
3. A close nexus exists between governance and the Strategic Plan. Council drives the development, formulation, implementation and continued monitoring of the Strategic Plan. This is accomplished by ensuring:
 - i. relationships, roles and responsibilities are clearly defined through good governance practices and Council policies and procedures;
 - ii. there is a system in place for Council orientation, education and evaluation; and
 - iii. the Council members have the information they need to perform their monitoring function.
4. Council shall engage in a strategic planning exercise every three (3) years or as determined by Council.
5. Council shall frequently refer to its current Strategic Plan to ensure Council decisions remain consistent with the current Strategic Plan.

10. Action List to Assist Council with Annual Planning Cycle

1. Each year, the Secretary-Treasurer shall maintain an action list for Council's review, which includes, information and status updates for:
 - a) orientation for new Council members;
 - b) projects as approved by Council, including budget monitoring and approval;
 - c) education related to the Society's purpose, such as presentations relating to the external environment, demographic information, exploration of future perspectives, presentations by advocacy groups and staff;
 - d) review of and reporting on the Society's governance policies by Council;
 - e) receipt of monitoring reports and receipt of reports from committees;
 - f) receipt of reports from committees in accordance with their terms of reference; and
 - g) Council governance assessment evaluation.
2. Council shall review the current Strategic Plan annually and with input from the Secretary-Treasurer will set priorities for the year. Council will consider:
 - a) the accomplishments of the organization and progress made in achieving the strategic goals and priorities for the past year;
 - b) the environmental scan (compiled by the Secretary-Treasurer and Council) of the new developments and factors which may present opportunities and challenges for the Society related to achieving its mandate, vision and mission now and into the future; and
 - c) any issues from the Strategic Plan for which no work has been planned.
3. The above work results in a set of priorities to be accomplished by the Society in the next 1-3 years and the areas of focus for the Society's operating plan. Occasionally, this work may result in amendments to the Strategic Plan. Council will confirm the Society's strategic position, and the newly established priorities are then used to build the next business plan.
4. The last step of the business planning portion of the cycle is to develop the budget, based on the priorities that have been identified. The business plan drives the budget.

11. Council Orientation and Development

1. The Society recognizes that continual updating of skills and awareness of new issues are vital to a Council member's contribution. Therefore, it is expected that:
 - a) new Council members shall receive an orientation to ensure familiarity with the Society's purpose, structure and issues, and the process of governance;
 - b) candidates for Council shall be provided with information that clearly outlines the role of Council and the necessary qualifications and expectations of Council; and
 - c) Council members shall have opportunities for training and education to enhance their governance capabilities.
2. Council shall, each year, consider the establishment of a budget amount for Council in-service training. Prior approval by the Executive Committee is required for any Council member to be sponsored in an in-service training event. The Executive Committee will base their decision on the following:
 - a) the in-service training must relate directly to the Council member's role;
 - b) out-of-province travel for in-service training will be approved only by exception and when not available in province;
 - c) based on its decision as to the value of the proposed in-service training to the Society, the Executive Committee may approve:
 - i) payment of registration fees only;
 - ii) registration fees and expenses only; or
 - iii) fees, expenses and per diem.
3. Council members who are sponsored to attend an in-service training event may be asked to report to Council.

12. Council Member Vacancy Appointment

a) Introduction

The Council constitutes the governing body of the Law Society and are responsible to ensure that the mandate of the Law Society is carried out effectively.

The Council is made up of members of the Law Society, and members of the wider public (Public Representatives) appointed by the Lieutenant Governor in Council after consultation with the Law Society.

Section 7 of the Act provides Direction on Council Composition and Subsection 8(2) of the Act, provides for the dismissal and replacement of any member of Council who is a member of the Society.

b) Purpose

The purpose of this document is to outline the principles and processes that will be used in the appointment of members of the Law Society to fill Law Society member vacancies as noted, the appointment of Public Representatives is governed by Section 7(c) of the *Act*.

c) Scope

This document applies to the Council, the Nominating Committee, Law Society Administration and any third-party contractor that may be engaged to assist with the process of recruitment, assessment, recommendation and selection of candidates to fill Law Society member vacancies on Council.

d) Assessment Criteria

i) Principles

The Law Society recognizes the importance of a diverse Council with a strong balance of skills, knowledge and experience needed to effectively advance the Law Society's public interest mandate. This objective is furthered by ensuring that the process used to appoint Council members is competency-based, transparent, fair and promotes diversity.

The following principles apply to the recruitment, assessment, recommendation and selection of members to fill Council member vacancies:

1. **Competence:** appointments will be based on merit and only those candidates whose knowledge, skills and experience meet the current and anticipated future needs of the Law Society will be appointed.
2. **Transparency:** the appointment process will be open and transparent to Law Society stakeholders.
3. **Fairness:** the appointment process will be objective, impartial and applied consistently to all candidates at every stage.
4. **Diversity:** the appointment process will strive to increase and complement the

diversity of the Board such that it reflects the population of Prince Edward Island.

ii) *Diversity*

The Law Society and the public it serves will benefit from a board comprised of individuals with a diverse set of knowledge, skills, experiences and perspectives. Applications will be encouraged from equity-seeking groups. This includes candidates who are Indigenous, women, persons with disabilities, from racialized groups, 2SLGBTQIA+ individuals, and others who hold unique and complex lived experiences.

Additionally, although not determinative, consideration will be given to geographical diversity.

As the opportunity to appoint the best qualified candidates is increased when a diverse group of candidates applies, proactive measures will be taken to encourage and attract applicants from diverse backgrounds.

iii) *Qualifications*

Individual members appointed to fill Council member vacancies will possess the following qualifications:

- a. Understanding of the role of the Law Society, its public interest mandate and the regulatory framework for the practice of law in Prince Edward Island.
- b. Understanding of and commitment to the Law Society's Values and Strategic Goals.
- c. Commitment to public service.
- d. Integrity (high level of ethics, honesty and accountability) and a commitment to the standards of conduct set out in the Law Society [Code of Professional Conduct](#).
- e. Adaptability (ability to adjust to respond to changing circumstances and needs)
- f. Objectivity (ability to make decisions without bias and based on the best available evidence and information).
- g. Social Awareness (ability to consider and understand the perspective of other individuals, groups and communities).
- h. Self-awareness (ability to recognize and reflect on personal strengths, limitations and potential biases and a commitment to continuous growth and learning).
- i. Strong interpersonal communication skills (ability to contribute to respectful and meaningful discussion of issues in a team environment).

iv) *Additional Considerations*

While no individual candidate is expected to have knowledge, skills and experience in all areas, and the Law Society provides ongoing training, the following qualifications will be

considered beneficial:

- a. Professional Regulation: knowledge and experience respecting the role of professional regulators and best practices in professional regulation.
- b. Governance: knowledge and experience respecting the role and responsibilities of boards, board members and good governance practices.
- c. Financial Oversight: knowledge and experience with the analysis of financial statements, assessment of financial health and sustainability of organizations, assessment of budget in light of resources, priorities and strategic goals, and investments and investment strategies.
- d. Risk Management: knowledge and experience with the identification, assessment and treatment of organizational risk based on the analysis of best available data and information.
- e. Strategic Planning and Performance Measurement: understanding and experience with strategic thinking, priority identification, and effective performance measurement.
- f. Stakeholder Engagement: knowledge and experience with the identification of stakeholders, prioritization for engagement, relationship building, and effective communication and consultation.
- g. Policy Making: knowledge and experience with policy development and decision making based on objective principles and best available data and information.
- h. Regulatory/Strategic Objectives: knowledge, skills and experience that will inform effective decision making in relation to the following Law Society regulatory and strategic objectives:
 - i. Professional Competence (consideration will be given to achieving a diverse range of practice expertise)
 - ii. Professional Ethics including Practice Management (consideration will be given to achieving a diverse range of practice expertise)
 - iii. Equity, Diversity & Inclusion
 - iv. Truth & Reconciliation
 - v. Access to Justice including Access to Legal Services
 - vi. Professional Wellness

Lived experience as a member of an equity-seeking group will also be considered an asset.

v) *Eligibility*

To consider eligibility of a Law Society member to serve on Council, section 7 of the Act shall be followed.

1. Noting, individuals appointed to fill Law Society member vacancies on Council

must:

- a. Be members of the Law Society.
 - b. Maintain their principal place of practice or employment in Prince Edward Island, or if an inactive or retired member, resides in Prince Edward Island.
 - c. Be available and committed to fulfill the obligations of a Council.
2. Shortlisted candidates will be asked to provide:
- a. A named based criminal record check.
 - b. Consent to release regulatory history from any professional regulatory bodies, including law societies.
 - c. Disclosure of any other matter which may have the potential of undermining public confidence in the Society.
3. The existence of a minor or dated criminal, regulatory or other matter in an applicant's history is not a determinative factor. All information provided by applicants will be considered, including information as to how an applicant has conducted themselves since moving on from any past criminal, regulatory or other difficulties.

e) Appointment Process

Where a Council member vacancy occurs, the Nominating Committee will make a recommendation to Council regarding whether the vacancy should be filled. Where a decision is made to fill a vacancy, the Nominating Committee is responsible for the recruitment, assessment and recommendation of candidates to fill the vacancy.

i) Decision to Appoint

In determining whether a vacancy should be filled, consideration will be given to the following:

- a. the timing of the vacancy and whether an appointment is practicable given its proximity to the next Council member election;
- b. the size of the Council, including whether an appointment is required to comply with the Act and whether an appointment is required to adequately meet the obligations of the Board; and
- c. The needs of Council, considering the overall diversity, knowledge, skills and experience of the Council based on an analysis of the most recent assessment of the existing Council as compared to the Assessment Criteria.

ii) Recruitment of Candidates

Vacancies to be filled will be advertised on the Law Society website as well as other

appropriate media to promote a transparent recruitment process and encourage a diverse candidate pool. Additionally, outreach to groups that may assist in recruiting candidates will occur.

iii) *Assessment*

Candidates will be assessed in line with the published Assessment Criteria only. In assessing candidates, consideration will be given to information provided by candidates, information flowing from due diligence activities conducted by the Nominating Committee, and any first-hand knowledge and experience of the Nominating Committee with candidates that are specifically relevant to the assessment criteria, including other roles/appointments within the Society's purview.

Detailed records of assessment will be kept at each stage of assessment which will include:

- a. An initial assessment of all applications against the Assessment Criteria.
- b. The development of a shortlist of all reasonable candidates based on the initial assessment.
- c. An interview of shortlisted candidates utilizing an interview guide to ensure consistency in the interview process.
- d. Due diligence in relation to each candidate under consideration for recommendation, including:
 - i. Reference checks/confirmation of credentials
 - ii. Criminal record check
 - iii. Regulatory history check
 - iv. Social media search
 - v. Exploration of Conflicts
 - vi. Request to disclose and exploration of any other matter with potential to undermine public confidence

iv) *Recommendation*

The Nominating Committee will recommend candidates for appointment to the Board supported by a report that includes:

- a. The process used to advertise the vacancy and outreach to specific groups;
- b. The total number of applications and the total number of candidates interviewed;
- c. The interview guide used;
- d. A completed assessment matrix for shortlisted candidates that includes the

rationale for the recommendation of candidates vis-à-vis the Assessment Criteria and identified needs of the Board; and

- e. Any other relevant information resulting from due diligence.

v) Appointment of Candidates

Following appointment by Council, all shortlisted candidates will be informed as to whether they have been selected to serve on Council. The Secretary-Treasurer will contact each successful candidate to welcome them and to discuss onboarding.

13. Reserve Funds Management

a) Introduction

The Council constitutes the governing body of the Law Society and is responsible for the oversight of its financial affairs.

b) Purpose

The purpose of the Reserve Funds Management Policy is to establish consistent principles and guidelines for the maintenance, management and accounting of the Operating, Insurance and Reimbursement Reserve Funds of the Law Society of PEI ("Society").

The Reserve Funds are key elements of the Society's long-term fiscal strategy to promote and maintain financial stability and flexibility, mitigate risk and provide for strategic opportunities. The Reserve Funds are intended to position the Law Society to respond to situations such as a sudden increase in expenses and/or one-time unbudgeted expenses, an unanticipated shortfall in revenue, unusual or catastrophic events including unforeseen discipline hearings, court interventions, retroactive insurance levies, insurance deductibles and other such events that would otherwise cause fluctuations in the Practice, Insurance and/or Reimbursement fees and levies. The Reserve Funds can also provide for approved major capital expenditures and the ability to take advantage of strategic opportunities for the Society in the future.

c) Accountability

The Secretary-Treasurer of the Law Society maintains overall responsibility for the management of the Reserve Funds and shall ensure that the appropriate accounting systems, financial oversight and adherence to policy are maintained. Healthy reserve levels are essential to ensuring the Society is effectively able to carry out its legislative mandate.

d) Reserve Fund Targets

The target minimum total Operating Fund reserve is equal to 6 months of the average annual operating expenses of the Operating Fund for the prior 3 fiscal years.

The target minimum total Insurance Fund reserve is \$2,240,000 - \$2,800,000 as recommended by the Society's actuary.

The target minimum total Reimbursement Fund reserve is equal to the aggregate limit amount of \$500,000 under the Society's Trust Protection Indemnification Policy plus the average annual operating expenses of the Reimbursement Fund for the prior 3 fiscal years.

e) Use of the Reserve Funds

In conjunction with approval of the annual budget, the Secretary-Treasurer of the Law Society may identify the need for access to the Reserve Funds and will seek approval from Council as part of the annual budget process or as circumstances arise throughout the year.

Council may approve the utilization of the excess funds to support operational and strategic work of the Law Society, including the funding of:

- a) Operational deficits;
- b) Capital projects;
- c) Educational programs;
- d) Reduction of fees for the next fiscal year.

Any decision of Council related to the use of the Reserve Funds shall consider the current financial position of the Law Society as well as the Reserve Fund targets.

If any of the Reserve Funds fall below the minimum target, then Council may budget for an annual surplus to restore the Fund balances to the minimum target within 3 fiscal years.

f) Policy Review

This policy shall be reviewed every 3 years.

Scheduled Review – March 2026

14. Call to Action Policy

In keeping with the spirit and intent of the 2015 Report of the Truth & Reconciliation Commission of Canada (TRC), including the 94 Calls to Action, the Law Society of Prince Edward Island (“the Society”) acknowledges it has an obligation to meaningfully address the Calls to Action and to promote reconciliation, which is a long-term and ongoing process of interaction between the Society and Indigenous Peoples. To that end, and in accordance with its legislative mandate, the Society is committed to the following:

- 1.1 Maintain a standing Call to Action Committee responsible for advising on the implementation of the Call to Action #27 set forth by the TRC, as follows:

We call upon the Federation of Law Societies of Canada to ensure that lawyers receive appropriate cultural competency training, which includes the history and legacy of residential schools, the United Nations Declaration on the Rights of Indigenous Peoples, Treaties and Aboriginal rights, Indigenous law, and Aboriginal-Crown relations. This will require skills-based training in intercultural competency, conflict resolution, human rights and anti-racism.

- 1.2 Appoint a Council member to the Call to Action Committee each year to act as a liaison between Council and the Call to Action Committee.
- 1.3 Engage and collaborate with Indigenous Peoples, the public and the legal profession to respond to Call to Action #27.
- 1.4 Assist the Call to Action Committee in its planning, development and promotion of educational and skill-based training opportunities for members of the legal profession and Bar Admission Course that address the topics as outlined in the Call to Action #27 and encourage the involvement of Indigenous Peoples in decision-making, planning and content creation thereof.
- 1.5 Assist members of the legal profession in identifying biases and gaps in knowledge regarding Call to Action #27.
- 1.6 Identify and implement methods to foster inclusion of Indigenous Peoples and Mi'kmaq and other Indigenous culture at the Society and its events to encourage diversity and reconciliation.
- 1.7 Provide Law Society Council and staff with opportunities and encouragement to participate in training deemed useful to meet the goals of this Policy.
- 1.8 Seek and receive feedback and recommendations from the Call to Action Committee, members of the legal profession, students and staff to measure progress and to ensure accountability regarding Call to Action #27.

[Approved by Council on June 8, 2020]

APPENDIX - A

COMMITTEES TERMS OF REFERENCE

1. ANNUAL & MID-WINTER MEETING:

This committee is tasked with organizing the events surrounding the Annual and Mid-Winter meetings. The Committee is responsible for selecting the location and dates for these events, providing support for the meetings and Continuing Professional Development (“CPD”), and scheduling and organizing the social functions which surround them.

2. ARTICLING & ADMISSIONS/BOARD OF EXAMINERS:

This committee, the membership of which includes the Bar Admission Course Coordinator, develops standards and procedures for the development of a potential member from the level of newly graduated law student until they are prepared for admission as full members of the Law Society. The Committee also acts as the Board of Examiners as necessary.

3. CALL TO ACTION COMMITTEE:

The Call to Action Committee will assist Council in meeting the objectives of the Call to Action Policy.

4. CONTINUING LEGAL EDUCATION:

In 2009, the CBA commenced delivery of the continuing legal education (also known as continuing professional development) program in PEI. The committee is tasked with developing the subject-matter, either from its own sources or by the direction of Council, and organizing at least four CPD sessions during each year. The membership of this committee includes the Legal Education Coordinator and CBA Executive Director.

5. CREDENTIALS COMMITTEE:

This Committee is populated by Past Presidents of the Law Society and may be called upon to examine the character and fitness of applicants for admission to the Society in appropriate circumstances.

6. DISCIPLINE:

Established pursuant to the Regulations and comprised of six members and two public representatives one on each of two committees; each committee carries out investigations and formal hearings into complaints against members.

7. DISCIPLINE POLICIES & PROCEDURES:

This committee establishes policies and procedures to be used in the internal process for dealing with complaints against members. It makes recommendations to Council for changes to the statute and/or Regulations as they pertain to the discipline process.

8. EQUITY, DIVERSITY, AND INCLUSION:

This committee monitors and informs Council on issues related to equity, diversity and inclusion in the legal profession and the justice system in PEI. It explores and makes recommendations to Council on actions to be taken regarding equity, diversity and inclusion within the legal profession and justice system in PEI.

Specific Committee Responsibilities

- a) Create standards and policies related to anti-racism, equity, diversity, inclusion and accessibility.
- b) Monitor issues affecting anti-racism, equity, diversity, inclusion and accessibility in the legal profession and justice system in PEI and make recommendations to Council and the CLE Committee regarding education and awareness training for members as it relates to anti-racism, equity, diversity, inclusion and accessibility.
- c) Review data from members related to anti-racism, equity, diversity, inclusion and accessibility and use this to inform recommendations to Council regarding the development of any resources or educational materials.
- d) Attend to any other such matters as may be referred to it.

9. EXECUTIVE COMMITTEE OF COUNCIL

The Executive Committee is composed of the Officers of the Society. Section 7(1) of the Act states that the Officers of the Society consist of the President, Past President, Vice-President, Secretary-Treasurer and such other members as approved by Council.

The Secretary-Treasurer and one member of the Executive Committee have signing authority on behalf of the Society.

The Executive Committee assists Council in carrying out the work of the Society and takes on work assigned or delegated by Council.

10. ETHICS:

The Ethics Committee provides advice to members individually and as a group, on issues of a general ethical nature and reviews the Society's Code of Professional Conduct and recommends any changes that the Committee feels necessary.

11. FAMILY LAW:

The Family Law Committee was established as a standing committee of Council in 2024. The committee's primary mission is to provide advice on proposed legislation, make suggestions for changes to existing legislation with the goal of improving the experience of members of the public involved in family law processes. The committee may also take steps to strengthen the family law Bar on Prince Edward Island including promotion of wellness and collegiality.

12. HEALTH & WELLNESS: TBD

13. LAW FOUNDATION:

The purpose and composition of the board of the Law Foundation are found in Part 7 of the *Legal Profession Act*.

1. The Foundation has the power to establish and maintain a fund and use the proceeds of the fund for the purposes of:
 - (a) legal education, legal research and law reform;
 - (b) editing and printing decisions of the Court of Appeal, Supreme Court and Provincial Court of Prince Edward Island;
 - (c) the promotion of legal aid.
2. The Foundation derives its revenues primarily from the interest earned on members' trust accounts.
3. The Foundation is administered by a board of governors consisting of five members comprised as follows:
 - (a) the Minister of Justice and Public Safety and Attorney General or the Minister's appointee; and
 - (b) one person, not a member of the Society, representing the public at large, appointed by the Lieutenant Governor in Council for a term of up to three years; and
 - (c) five members of the Society appointed by Council.

14. LEGISLATION:

This committee, with advisory assistance from the Legislative Counsel of the province of PEI, is tasked with monitoring the legislation program of government and review any proposed statute or amendment that has ramifications for the legal profession and also monitor the procedures used to ensure that the laws of the province are readily available to the profession. Periodic reviews of the *Legal Profession Act* and the Regulations are also the responsibility of this committee.

15. LIBRARY/EDUCATION RESOURCE CENTRE:

The Library/Education Resource Centre Committee's mandate is:

- (a) oversee completing the decommissioning of the Law Libraries;
- (b) in conjunction with the Director of Public Education and Professional Development ("Director"), generally oversee the operation of the Education Centre located at the Society office;
- (c) provide direction and assistance to the Director in the building and delivery of education programs for the public to address the mounting challenges concerning access to justice;
- (d) provide direction and assistance to the Director in the preparation and submission of budgets for approval by the Society and the Law Foundation;
- (e) report in writing as required to the Society, the Law Foundation and/or Council on the operations of the Centre;
- (f) consider and investigate funding sources for the Centre's operations; and
- (g) otherwise support the Centre and Director to further the Society membership and public interests outlined herein, generally and as directed by Council.

16. NOMINATING COMMITTEE:

Made up of the Past President, the President and a member selected by the membership at the Annual Meeting of the Society, this committee is responsible with putting forward at the Annual Meeting a slate of nominees for Council and for the officer positions in Council.

17. REAL PROPERTY/REGISTRY:

This committee is responsible for making recommendations to Council regarding the mechanism and procedures employed in the province for the effecting and recording of various transactions involving real estate. They may be required to provide input on changes to the registry system at the request of government or Council and may recommend changes.

18. SCHOLARSHIP:

This committee decides on the recipients of the annual Law Society scholarship(s) and makes recommendations to Council for changes to the program.