



NOVA SCOTIA BARRISTERS' SOCIETY

Council Governance Policies

Amended to May 20, 2011



NOVA SCOTIA BARRISTERS' SOCIETY

PART I

Council Policy 1

NAME OF POLICY	Council's Governance Responsibilities		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>Legal Profession Act S.3(1), 4(1), 6(1)</i>		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed	Revised

- 1.1 Council is the governing body of the Society and must ensure that the Society carries out its purpose.
- 1.2 Council members fulfil three primary governance roles:
 - 1.2.1 Council members as self-regulated professionals protect the public interest;
 - 1.2.2 Council members act as directors of a corporate body; and
 - 1.2.3 Council members bring the perspective of the districts that elect them or the entities that appointed them.

Council members protect the public interest:

- 1.3 By striving for excellence in regulation and the highest levels of ethical and competence standards from members, Council ensures that the Society carries out its various functions in the public interest.
- 1.4 Protection of the public is both a traditional concept for the regulation of the legal profession and is also now enshrined in the *Legal Profession Act*, as the purpose of the Society.

Council members as directors of a corporate body:

- 1.5 Council members owe a fiduciary duty to the Society similar to the duty owed by

directors to a corporation. As such, Council members, when exercising any role arising from being a member of Council, must be honest, faithful, and loyal to the Society.

Council members bring the perspective of those who elected or appointed them:

- 1.6 Whether elected or appointed, Council members must make informed decisions when exercising their vote. Council members should consider the viewpoints expressed by members of the Society, including the viewpoints of the members of their constituencies or the entities that appointed them. They should listen to, but are not bound by these perspectives. If a Council member reacts to a particular constituency or advocates on behalf of the profession at the expense of the public interest, that member challenges the mandate of the Society.
- 1.7 Council members, in fulfilling each of their governance responsibilities, must demonstrate leadership in both their Council and committee activities, and recognize, at all times, the paramountcy of the public interest.

This policy is adapted from the report of the Governance Task Force, approved by Council in July 2006.

Council Policy 2

NAME OF POLICY	Council's Roles		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>Legal Profession Act S. 4(1), 4(2), 6(1)</i>		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed	Revised

- 2.1 Council shall govern the Society and manage its affairs, and may take any action consistent with the Act that it considers necessary to fulfill its legislated mandate.
- 2.2 Council will provide effective stewardship and strategic leadership for the Society by:
 - 2.2.1 ensuring that the legislated purpose of the Society is carried out;
 - 2.2.2 ensuring the ongoing relevance of the Society's purpose; and
 - 2.2.3 interpreting the legislative purpose when defining the scope of the Society's activities.
- 2.3 In accordance with Council Policy 5, Council exercises its authority only as a whole. No individual can act with the authority of Council unless specifically delegated to do so by Council.
- 2.4 To fulfill its role and its governance responsibilities, Council shall:
 - 2.4.1 set the Society's strategic directions following periodic review;
 - 2.4.2 approve the Society's annual activity plan;
 - 2.4.3 approve the Society's annual budget, a policy on reserve funds, and receive regular financial reports from the Executive Director;
 - 2.4.4 promote and practice effective governance and evaluate its own effectiveness;
 - 2.4.5 perform all functions assigned to it by the *Legal Profession Act*, the Society's regulations and these policies;
 - 2.4.6 oversee the development of standards that the Society is required to develop pursuant to Section 4 of the *Act*;
 - 2.4.7 appoint and receive reports from committees, task forces and representatives to outside bodies as required;
 - 2.4.8 ensure that the terms of reference for committees and task forces are current and relevant and that volunteers are appropriately engaged in order to assist Council in carrying out its role;
 - 2.4.9 hire and oversee the performance of the Executive Director;
 - 2.4.10 be fully informed, through briefings and ongoing dialogue with the stakeholders, of the trends affecting the administration of justice and the legal profession and the risks facing the Society;
 - 2.4.11 approve an external relations policy and a communications policy; and
 - 2.4.12 engage the membership with regard to the work of the Society.

Council Policy 3

NAME OF POLICY	Council's Values		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>Legal Profession Act S. 6(1), 6(2)</i>		
Approved by Council November 21, 2008, amended January 23, 2009, amendments approved April 24, 2009.	Effective November 21, 2008	Reviewed	Revised

3.1

Commitment to Excellence

We strive for excellence in all aspects of our work. We adopt appropriate and best policies, procedures and practices and we promote excellence in the profession.

Fairness

We operate fairly and impartially apply our policies, procedures and practices.

Respect

We treat all persons with dignity regardless of their circumstances. We listen, consider and seek to understand other points of view.

Integrity

We approach our work in an ethical, honest and principled fashion.

Visionary Leadership

We actively seek out and assess what is happening provincially, nationally and globally that affects the regulation of the legal profession. We anticipate and respond to a rapidly changing environment and have the courage to initiate change.

Diversity

We promote equality and encourage the profession to embrace the value of diversity. We are inclusive and supportive of women and men from diverse backgrounds, cultures, practice environments and life experiences.

Accountability

We are open, transparent and objective in our independent governance and regulation of the profession. We know that with independence comes responsibility; we demonstrate to those who are affected by what we do that we act in accordance with our mandate.

Council Policy 4

NAME OF POLICY	Council's Governing Style		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	None		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 2010	Revised

4.1 Council will govern with a style which emphasizes:

- 4.1.1 a pro-active, forward, outward vision;
- 4.1.2 encouragement of diversity of viewpoints;
- 4.1.3 strategic leadership;
- 4.1.4 clear distinction of Council and staff roles; and
- 4.1.5 collective decision-making.

4.2 This will be accomplished by:

- 4.2.1 directing its energies towards the Society's purpose;
- 4.2.2 guiding and inspiring Society thinking and behaviour through the provision of and adherence to clearly stated policies;
- 4.2.3 fostering a sense of group responsibility towards excellence and self-discipline in matters including attendance, decision-making principles, and respect for identified roles;
- 4.2.4 encouraging members of the Society to become engaged in Society endeavours such as committees, legal education, and the Annual Meeting;
- 4.2.5 ensuring that the work of Council and the Society is communicated to the membership and to appropriate outside stakeholders; and
- 4.2.6 regularly assessing its process and performance.

4.3 Council's proceedings will be governed by [*Bourinot's Rules of Order*](#).

4.4 When exercising adjudicative powers, Council members shall behave in a judicial manner.

Council Policy 5

NAME OF POLICY	Code of Conduct		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	Nova Scotia Barristers' Society Regulations 2.8.1, 2.8.2		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed	Revised

- 5.1 Council members shall at all times act in compliance with all Council Policies.
- 5.2 Council expects ethical and businesslike conduct of itself and its members. Council works to set the policies and strategic direction for the Society. Council members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 5.3 Council members must be loyal to the purpose of the Society and adhere to the conflict of interest policy in Council Policy 10. This accountability supercedes any conflicting loyalty such as that to advocacy or interest groups, individual members, or membership in other organizations. It also supercedes the personal interests of any member.
- 5.4 Those members of Council who serve, by virtue of their employment or office, must declare if their obligations to their employer or their office possibly or actually conflict with their accountability as a member of Council and unless otherwise determined by Council, shall absent themselves from Council decision making on any matter affected by possible or actual conflict.
- 5.5 Council members shall respect the confidentiality which is applicable to Council's deliberations or materials in accordance with Council Policy 6.
- 5.6 Individual Council members shall not exercise authority over the Executive Director or employees of the Society.
- 5.7 Council members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith.
- 5.8 Council is committed to effective decision making. Once a decision has been made, it becomes the position of the Society.
 - 5.8.1 Council will endeavour to make decisions by consensus. A consensus decision is one that is acceptable to all, provided that a variety of points of view have been

reasonably considered. Where this is not possible, decisions will be made by majority vote unless otherwise required.

- 5.8.2 Council will encourage and provide an atmosphere conducive to the respectful expression of different viewpoints and perspectives since a broad range of ideas increases the potential for more informed and effective decisions. Members shall respect each member's contribution to the discussion and encourage each other to present their views.
 - 5.8.3 Council members have an obligation to ensure that their opinions and views are expressed appropriately.
 - 5.8.4 Council members have an obligation not to undermine the decisions of Council. However, Council members may, in good faith, challenge or question a decision of Council by use of appropriate processes designed to have the decision reconsidered or challenged in an appropriate forum.
 - 5.8.5 Council members shall refrain from critically discussing in a public forum the actions or submissions of specific Council members.
- 5.9 Council members acknowledge and appreciate that all members are volunteers and, as such, time is at a premium. Members shall strive to manage time effectively and agree to come prepared in advance for meetings. Council members will be familiar with the Council meeting materials which are pre-circulated.
- 5.10 Should a member of Council obtain employment with the Society, he or she must resign from Council.
- 5.11 A member of Council who is not present for three consecutive meetings of Council is deemed to have resigned from Council, unless Council otherwise determines.
- 5.12 A member of Council who is convicted of professional misconduct, conduct unbecoming or incompetence under Part 3 of the *Act* shall be deemed to have resigned from Council.

Council Policy 6

NAME OF POLICY	Openness, Transparency & Confidentiality		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	None		
Approved by Council January 25, 2008	Effective July 2008	Reviewed	Revised

- 6.1 Subject to 6.2, Council meetings are open to all members of the Society. Attendance at meetings does not create a right for non-Council members to participate. Persons who are not Council members may not address Council unless permitted to do so by the Chair.
- 6.2 The Chair determines whether matters are to be held *in camera*. Where matters are held *in camera* or Council determines that information is to be kept confidential, attendees at Council meetings will abide by such determinations.
- 6.3 Council agendas will be posted on the Society’s website at the time they are provided to members of Council.
- 6.4 Unless required to be kept confidential by Council policy or by determination of the President, or unless subject to solicitor/client privilege, Council material relating to matters subject to a Council vote will be posted on the Society’s website in advance of the meeting at which the vote will take place.
- 6.5 Upon request, unless material is required to be kept confidential or unless subject to solicitor/client privilege, the Executive Director may make available, other Council materials, to a member of the Society either in attendance at or following Council meetings.
- 6.6 Minutes of Council meetings:
- 6.6.1 will capture the nature of discussions at Council meetings;
 - 6.6.2 except for the names of the mover and seconder of motions and the name of the person introducing the matter to Council, will not attribute comments to individual members unless it is necessary to do so in order that a reader can clearly understand the nature of the debate;
 - 6.6.3 will reflect the results of votes, but names will not be attributable to votes unless a member requests that an individual vote be recorded or Council approves a recorded vote on a resolution; and
 - 6.6.4 once approved by Council, will be posted on the Society’s website.

Council Policy 7

NAME OF POLICY	Council Monitoring and Performance		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	None		
Approved by Council January 25, 2008	Effective TBD	Reviewed	Revised

- 7.1 Council shall regularly educate itself and monitor its own performance and effectiveness in its various areas of responsibility by agreed upon performance criteria.
- 7.2 Council monitoring is focused on Council as a whole, not on individual members. Evaluation mechanisms for individual Council members, such as self-evaluation or peer evaluation, may be implemented but results will not be shared beyond the individuals involved.
- 7.3 Council recognizes that continual updating of skills and awareness of new issues are vital to a member's contribution to Council. Therefore, it is expected that:
- 7.3.1 new Council members shall receive an orientation to ensure familiarity with the Society's purpose, structure and issues, and the Council's process of governance;
 - 7.3.2 candidates for Council membership shall be provided with information that clearly outlines the role of Council and the necessary qualifications and expectations of Council members; and
 - 7.3.3 Council members shall have opportunities for training and education to enhance their governance capabilities.

Council Policy 8

NAME OF POLICY	Council Agenda and Planning Calendar		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	None		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 2010	Revised July 16, 2010

- 8.1 Council shall maintain control of its own agenda.
- 8.2 Agenda items shall always relate to Council’s role.
- 8.3 Subject to 8.2 members of Council may have a matter added to a Council agenda.
- 8.3 The Agenda shall be prepared jointly by the President and the Executive Director. Council delegates to the President the authority to fill in the details of meeting content.
- 8.4 The Executive Director shall prepare, for Council approval, a twelve-month planning calendar, which includes, but is not limited to, scheduled times for:
 - 8.4.1 orientation for new Council members;
 - 8.4.2 development of an annual activity plan and long term plan, including budget monitoring and approval;
 - 8.4.3 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;
 - 8.4.4 monitoring of Council’s compliance with Council’s Governance policies;
 - 8.4.5 monitoring of the Executive Expectations policy and compliance by the Executive Director;
 - 8.4.6 receipt of monitoring reports and receipt of reports from committees;
 - 8.4.7 receipt of reports from committees in accordance with their terms of reference
 - 8.4.8 Council evaluation; and
 - 8.4.9. for years during which there will be an election, a schedule for the election process which will include dates for notifying members of the election, dates for posting of information that persons considering running for Council should have, and the posting of election dates, including an orientation for new Council members.

Council Policy 9

NAME OF POLICY	Conflict of Interest		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	None		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 2010	Revised April 25, 2008

- 9.1 Council will conduct all of its affairs to the highest standards of ethical and lawful behaviour.
- 9.2 A Council member shall not use her or his position with the Society for any improper purpose.
- 9.3 Council members will avoid all situations in which their personal interests or duties to their clients conflict or might conflict with their duties to the Society.
- 9.4 Council members who find themselves in an actual or potential conflict of interest shall so declare and absent themselves from both the discussion and vote on the matter before Council.
- 9.5 Council members who declare their actual or potential conflict of interest are included in determining a quorum.
- 9.6 Council members who declare an actual or potential conflict of interest will be noted in the Minutes by name.

Acting Against the Society

- 9.7 The following people will not represent a party adverse in interest to the Society or a member of the Society in a civil action, if the matter is defended by the Lawyers' Insurance Association of Nova Scotia:
 - 9.7.1 all members of the Executive Committee;
 - 9.7.2 lawyers in the firms of the members of the Executive Committee, if the member of the Executive Committee has any actual knowledge of the matter from the Society, unless the parties to the action consent to the firm's representation;
 - 9.7.3 all members of Council, who have actual knowledge of the matter from the Society, and their firms, unless the parties to the action consent to the firm's representation.¹

Council Policy 10

NAME OF POLICY	Conflict Resolution		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	None		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed	Revised

- 10.1 Council members bring diverse views on issues to Council debates. Constructive disagreements among Council members are encouraged in a well-functioning Council. They can be managed by following generally accepted rules of procedures and the encouragement of good listening skills. However, should disagreements result in serious conflict which is not constructive, or where issues become personal in nature, the President is responsible for managing such conflicts.

Council Policy 11

NAME OF POLICY	Society Relationships with Other Organizations		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	To be inserted		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 2010	Revised July 16, 2010

- 11.1 Council shall ensure that the Society’s interests are represented to governments, government agencies and other relevant organizations.
- 11.3 The Executive Director shall identify other organizations with which the Society requires good working relationships in order to achieve its goals. The Executive Director will establish mechanisms for maintaining open communication with these organizations and receiving regular reports regarding the substance of the linkages. Such mechanisms may include, but are not limited to:
- 11.3.1 inviting representatives of those organizations to Council meetings;
 - 11.3.2 meeting jointly with others on occasion;
 - 11.3.2 requesting the Officers to meet with representatives of these organizations; and
 - 11.3.3 requesting the Executive Director to establish linkages at a staff level, and to report on areas of mutual interest and activity.



NOVA SCOTIA BARRISTERS' SOCIETY

PART II

Council Policy 12

NAME OF POLICY	The President		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>Legal Profession Act S. 8</i>		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed	Revised July 16, 2010

- 12.1 The President provides leadership to the Society by:
- 12.1.1 upholding the purpose of the Society;
 - 12.1.2 ensuring the integrity of Council's processes and policies;
 - 12.1.3 representing the Society at meetings with organizations having an interest in the practice of law and administration of justice in the province, such as County Bar Associations, AJEFNE, CBA, LIANS, senior provincial and federal justice officials, the courts, the Public Prosecution Service, Nova Scotia Legal Aid and other organizations as may be identified by the President, the Executive Director, or Council;
 - 12.1.4 overseeing the Society's relationship with its volunteers including committee Chairs and members;
 - 12.1.5 ensuring that the Society properly plans for the future in accordance with policies for planning established by Council; and
 - 12.1.6 monitoring Council's activities respecting the strategic plan and the Annual Activity plan.
- 12.2 The President works closely and consults with the Executive Director on matters of Council business but has no authority to supervise or direct the Executive Director.
- 12.3 The President works closely with the Vice-Presidents to achieve the Society's purpose and Council's objectives.
- 12.4 The President will ensure that there is an appropriate orientation for the Second Vice-President.

- 12.4 The President represents the Society to the membership and outside bodies and stakeholders and serves as a member of the Judicial Council of Nova Scotia, when required to do so. The President is the only member of Council, other than the Executive Director, authorized to speak on behalf of the Society, unless other persons are authorized, by either the President or the Executive Director.
- 12.5 The President shall ensure Council's business and behavior (both as a whole and with respect to individual members) is consistent with its own policies and rules and those properly imposed upon it. In particular the President shall ensure:
- 12.5.1 Council agendas will only include appropriate items; and
- 12.5.2 deliberations will be fair, open and thorough but also efficient, timely, orderly, kept to the point, and guided by Council Policies.
- 12.6 The President shall reasonably interpret Council policies when exercising authority and making decisions.
- 12.7 The President, assisted by the vice-presidents, shall oversee the Society's relationship with all volunteers to ensure that their efforts are directed and effective to enhance the tasks they have undertaken.¹
- 12.8 The President may attend meetings of any committee, except the Hearing Committee, and fully participate in the discussions of the committee but shall not have a vote.
- 12.9 The President is the Chair of Council and the Executive Committee and shall:
- 12.9.1 set the agenda for meetings with the assistance of the Executive Director and input from members of Council
- 12.9.2 chair meetings in accordance with commonly accepted practices of a Chair and any rules of procedure adopted by Council;²
- 12.9.3 ensure that there is an appropriate orientation process in place for those individuals elected or appointed to Council; and
- 12.9.4 ensure that Council evaluates its work and the work of committees through a regular evaluation process.

1 See Council Policy 16.22

2 See Council Policy 4

Council Policy 13

NAME OF POLICY	The Vice-Presidents		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>Legal Profession Act S. 8(4), 8(5).</i>		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 2010	Revised July 16, 2010

- 13.1 The Vice-Presidents act in the place of the President as prescribed by the regulations.

- 13.2 The Vice-Presidents assist the President by assuming a progressive degree of leadership in the Society commensurate with their time in office and the issues delegated to them by the President or Council.

- 13.3 The Vice-Presidents shall consult and work closely with the President to achieve the Society's purpose and Council's objectives.

- 13.4 The Vice-Presidents assist the President in overseeing the management of volunteers and ensuring that their efforts are well directed and effective to achieve the tasks they have undertaken.

- 13.5 The Vice Presidents may be appointed as full members of any Society committee, other than the Hearing Committee and may attend meetings of any committee, even though not an appointed member, in which case they may fully participate in the discussions of the committee but shall not have a vote.

Council Policy 14

NAME OF POLICY	The Executive Committee		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	Nova Scotia Barristers' Society Regulation 2.9.1(e)		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 2010	Revised July 16, 2010

- 14.1 The Executive Committee plays an important role in assisting Council in carrying out the work of the Society. In addition, the Executive takes on work assigned or delegated to by Council.
- 14.2 Under the leadership of the President, the Executive Committee generally assists the President and Vice-Presidents by:
- 14.2.1 assessing issues to be presented to Council;
 - 14.2.2 ensuring matters are ready and appropriate for Council consideration;
 - 14.2.3 providing guidance to the Executive Director and Council;
 - 14.2.4 monitoring the Long-Term Plan and the Annual Activity Plan;
 - 14.2.5 ensuring that Council evaluates its work and the work of committees through a regular evaluation process;
 - 14.2.6 assisting in overseeing the management of volunteers; and
 - 14.2.7 assisting Council in overseeing the work within the authority of the Executive Director, in order to promote the accountability of the Executive Director to Council.
- 14.3 The Executive Committee shall ensure there are minutes of its meetings which shall be provided to Council, after they have been approved.

Council Policy 15

NAME OF POLICY	Volunteers		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS			
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 2010	Revised July 16, 2010

- 15.1 Volunteers play an important role in assisting Council to carry out the work of the Society. Overseeing the relationship of volunteers with the Society is a shared responsibility of the elected leadership and the senior staff.
- 15.2 Council shall:
- 15.2.1 encourage an environment in which volunteer participation with the Society is fostered and volunteers are appropriately engaged in their roles.
 - 15.2.2 ensure that there is a communication plan to profile the opportunities for volunteer participation in the work of the Society;
 - 15.2.3 monitor, through the President and Executive Committee, the fulfillment of volunteer expectations and volunteer management to ensure that volunteer efforts are directed and effective to enhance the tasks they have undertaken;
 - 15.2.4 ensure that there is an appropriate policy with regard to the treatment of volunteers by staff;
 - 15.2.5 as required receive reports from committees and periodically review the rationale and policy reasons for committees' terms of reference, size, and composition, , as well as their effectiveness;
 - 15.2.6 ensure that there is an orientation process for new Council members, committee Chairs, and committee members in place to inform volunteers about the work of the Society and the responsibilities associated with the work they have agreed to undertake;
 - 15.2.7 ensure that there is a process in place to clearly convey to volunteers an appreciation for the work they do on behalf of the Society.

Council Policy 16

NAME OF POLICY	Role and Expectations for Committees and Chairs		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>Legal Profession Act S. 4(1), 4(2)</i>		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 2010	Revised July 16, 2010

In this policy, “Committee” includes a Task Force and Working Group appointed by Council or the Executive Director

16.1 The role of committees is not to establish policy but to assist Council in doing so. Policy consists of the written principles and rules established by Council in the furtherance of the objectives of the Society, the governance of the Society, the regulation of the legal profession or to carry out the role of Council. Only policies approved and adopted by Council shall have the weight of the authority of Council.

16.1.1 Each committee will have approved terms of reference to govern the work of the Committee.

16.1.2 The terms of reference shall be reviewed with all committee members at the outset of each year, and also periodically assessed as to their relevance to the work of the Committee.

16.1.3 Committees shall report regularly as set out in the Committee’s Term of Reference

16.1.4 If advising Council, committees shall identify reasonable policy options and implications, to assist Council in making policy decisions.

16.1.5 Council may explicitly delegate to a committee any task or responsibility of Council, including the ability to develop policies or procedures, which may not require Council’s express approval, but the content of which shall be reported to Council

16.1.6 Committees may annually provide input into the Society’s priorities and strategic objectives. Committees should assist Council in achieving the objectives and outcomes of the Strategic and Annual Activity Plans. Council and Committees should communicate regularly, as set out in the Committee Terms of Reference, about this shared contribution to the Society’s purpose.

16.1.7 A Committee that serves a liaison function shall ensure that there is in place mechanisms to obtain input from the profession and to share the results of its work with the profession

Role of Chair³

- 16.2.1 Chairs should reflect on the work of their committees, and should meet as required with the senior staff person responsible for the work of the committee.
- 16.2.2 Chairs should measure the progress of the work of the committee and ensure members are clear as to what is expected of them. Meeting times should be regularly scheduled, and attendance kept.

Volunteer/Staff Relations

- 16.3 Committee members should understand appropriate involvement with staff, and inappropriate contact or requests. Committee members should be aware that staff do not work for the Chair or Committee members.

Volunteer/Council Relations

- 16.4 Committees should be aware of the relationship with Council in its work- what responsibility exists for reporting and when. Committee members should understand the context for the work of the Committee within the twelve-month calendar, Annual Activity Plan, and the Strategic Plan of Council.

Committee Agendas

- 16.5 Committee chairs and senior staff share responsibility for setting meeting agendas. Committee members should understand how work comes onto committee agendas, how work moves forward, and the respective responsibility associated with completion of the work of the committee, by both committee members and staff.

Code of Conduct for Committee Members

- 16.6 The Chair of each committee expects ethical and businesslike conduct of its members. Committee members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 16.7 Individual committee members shall not exercise authority over the Executive Director or other individual employees of the Society.
- 16.8 Committee members are accountable to exercise the powers and discharge the duties of their position honestly and in good faith.
- 16.9 Committees are committed to effective decision making. Once a decision or recommendation has been made, it becomes the position of the committee.

³ This should be read in conjunction with Council Policy 15.2.6.

- 16.10 Committees will endeavor to make decisions by consensus. A consensus decision is one that is acceptable to all provided that a variety of points of view have been reasonably considered. Where this is not possible, decisions will be made by majority vote.
- 16.11 Committees will encourage and provide an atmosphere conducive to the respectful expression of different viewpoints and perspectives since a broad range of ideas increases the potential for more informed and effective decisions. Members shall respect each member's contribution to the discussion and encourage members to present their respective views.
- 16.12 Committee members have an obligation to ensure that their opinions and views are expressed appropriately.
- 16.13 In order that the ability of a committee to work effectively is not undermined, committee members will refrain from discussing the actions of specific committee members outside of meetings.
- 16.14 Committee members acknowledge and appreciate that all members are volunteers and, as such, their time is at a premium. As much as possible, meeting dates shall be scheduled as part of the 12 month calendar, but other matters may necessitate additional meetings. Members strive to manage time effectively and agree to come prepared for meetings. Committee members will be familiar with the pre-circulated committee meeting materials.
- 16.15 Should a member obtain employment with the Society, he or she is deemed to have resigned from a committee.
- 16.16 A member of a committee who does not participate in three consecutive committee meetings is deemed to have resigned from that committee, unless the Chair otherwise determines.
- 16.17 A member of a committee who is convicted of professional misconduct, conduct unbecoming, or incompetence under Part 3 of the Act shall be deemed to have resigned from a committee.
- 16.18 Committee work will vary as to when it is appropriate to seek non-committee member input, and the Chair will be responsible, together with staff, to ensure the distinction is made clear to all committee members.

Confidentiality

- 16.19 Committee meetings are not open to members of the Society:
- 16.20 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 to do so by the committee.

16.21 Despite 16.20, unless required to be kept confidential, or subject to solicitor/client privilege, upon request, the Executive Director may release committee materials and minutes to members of Council.

Communication with President-Managing Committee Issues

16.22 It is appropriate for any committee member to discuss any concerns with regard to committee work with the President or the Executive Director. The President will periodically discuss committee work with each committee chair, and with the Executive Director to identify how the committee work can be further supported or improved. The President will assist where possible in ensuring the needs of the committees are appropriately addressed.

Council Policy 17

NAME OF POLICY	Executive Director		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>Legal Profession Act S. 9(1), 7(2), 10(2), 14(1), 20(2), 40(2) Regulations 1.2, 2.1.1, 2.1.2, 2.1.3, 2.1.4, 2.1.5, 2.2.2, 2.5</i>		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed	Revised

- 17.1 The Executive Director is the Chief Executive Officer of the Society.
- 17.2 The Executive Director is the sole employee of Council, which is the only body that can employ, direct, terminate, discipline, or change the conditions of employment of the Executive Director. Only decisions of Council are binding upon the Executive Director.
- 17.3 The Executive Director works closely and consults with the President on matters of Council business.
- 17.4 Council will give direction to limit the latitude the Executive Director may exercise in the scope of her or his employment through establishment of executive expectations as set out in Council Policy 18.
- 17.5 The Executive Director shall reasonably interpret the Act, Regulations, and Council Policies when exercising authority and making decisions.

Council Policy 18

NAME OF POLICY	Executive Expectations of the Executive Director		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS			
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 2010	Revised July 16, 2010

Introduction

18.1 Executive expectations are a mechanism which allows Council to exercise appropriate staff control, promote accountability and foster flexibility, innovation and creativity to benefit the Society’s purpose. They protect the well-being of the Society from risk while encouraging staff to improve processes and identify new responses to needs of the Society in a controlled manner.

General Requirements

18.2 The Executive Director is the chief executive officer of the Society and under the direction of the Council shall be responsible for the management and coordination of all phases of the operation, administration, finances, organization, supervision and maintenance of all activities of the Society

18.3 The Executive Director shall perform all the functions and duties normally associated with the office of chief executive officer, including

- (a) putting into effect all policies and procedures established by Council or a committee acting under its authority;
- (b) counseling and assisting Council and any committee in the development, adoption, implementation and advancement of the various activities of the Society;
- (c) engaging employees of the Society and directing such personnel in the ongoing administration of the approved policies and programs;
- (d) executing documents on behalf of the Society;
- (e) performing such other functions and duties as may be assigned by Council

18.4 The Executive Director 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.

- 18.5 The Executive Director shall ensure that all policies necessary for the operation and management of the Society are created, kept current, documented and followed. Such policies shall be in compliance with applicable legislation, professional ethics and best business and management practices.
- 18.6 The Executive Director shall ensure consistency within the *Legal Profession Act* and Regulations and shall ensure that subsequent amendments do not create conflicts.

Treatment of Employees

- 18.7 The Executive Director shall ensure that 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.
- 18.8 The Executive Director shall ensure there are regular performance reviews conducted for all employees in accordance with the Society's performance review policies and procedures.

Strategic Plan

- 18.9 The Executive Director shall facilitate Council's development and approval of a current Strategic Plan that sets the strategic direction for Council and the Society.

Annual Activity Plan

- 18.10 The Executive Director shall ensure that Council considers and approves the Annual Activity Plan for the successive Council year, which plan shall be consistent with the Strategic Plan and developed with the input of the Officers, Council members, the Executive Committee, committee chairs and senior staff.

Planning Calendar

- 18.11 The Executive Director shall develop and regularly update ,a twelve-month planning calendar which shall, at each meeting, be submitted to Council, for its review in conjunction with an update on the Annual Activity Plan.

Finances

- 18.12 Prior to March 31 of each year, the Executive Director shall ensure that an annual budget is presented to Council for approval in April which budget shall:
- 18.12.1 allocate resources which do not deviate substantially from broadly stated organizational goals and priorities;
 - 18.12.2 correspond with the priorities and objectives of the Annual Activity Plan and Strategic Plan;
 - 18.12.3 contain credible projections of revenues and expenses;

- 18.12.4 separate capital and operational items;
 - 18.12.5 disclose planning assumptions, risk factors and cash flow projections; and
 - 18.12.6 contain expenditures which do not exceed forecasted revenues.
- 18.13 The Executive Director shall provide regular written reports to the Finance Committee on the Society's financial situation which specifically advise of any material change in assumptions or expected deviation in projected revenue or expenditures (material means variances from budget that are greater than 5 per cent or \$10,000.00). Current reports shall be provided to Council at each meeting.

Litigation Policies

- 18.13.1 The Executive Director shall instruct counsel on behalf of the Society in all matters in which the Society is a party to litigation or to judicial or quasi-judicial proceedings and is not represented by its insurer.
- 18.13.2 In hearings conducted under Part 3 of the *Legal Profession Act*, the Executive Director shall instruct Counsel for the Society in accordance with the approved Professional Responsibility Policies. The Executive Director's authority to do so may be delegated to the Director of Professional Responsibility.
- 18.13.3 Any participation by the Society in litigation or in judicial or quasi-judicial proceedings in which it is an applicant, appellant, intervener or plaintiff, must be authorized by the Executive Committee, which shall also set out the scope of the Society's role in the matter.
- 18.13.4 In matters where the Society, its employees, Council or committee members are named as a defendant or a responding party in litigation or in judicial or quasi-judicial proceedings, the Executive Director must
 - (a) advise the Executive Committee as soon as practicable;
 - (b) report to the matter to LIANS as soon as practicable for a determination of whether the matter is covered by the terms of the insurance policy and report the results to the Executive Committee;
 - (c) if the matter is not covered by LIANS, retain and instruct counsel for the Society, its employees, Council or committee members, and provide direction with respect to the nature and scope of the Society's role in the matter, in consultation with the Executive Committee as practicable;
 - (d) report to the Executive Committee on the status of the matter from time to time.
- 18.13.5 The Executive Director shall advise Council of litigation matters at the next meeting of Council following commencement of the Society's involvement.

18.14 The Executive Director shall ensure that:

- 18.14.1 expenditures are made in compliance with the budget but the Executive Director may reallocate between items in the budget within guidelines provided by the Finance Committee;
- 18.14.2 appropriate signing authorities and banking resolutions are kept current;
- 18.14.3 tax payments and other government-required remittances and other deductions are current at all times and shall so certify to the Finance Committee as part of each monthly written report;
- 18.14.4 there always are sufficient funds to meet current obligations in a timely manner;
- 18.14.5 receivables, including discipline repayments, are addressed in a timely manner; and
- 18.14.6 cash and funds are handled in accordance with applicable standards.

Asset Protection and Risk Management

18.15 The Executive Director shall ensure both the tangible and intangible assets of the Society are adequately protected and maintained and are not subject to unnecessary risk.

18.16 In particular the Executive Director shall ensure:

- 18.16.1 property and equipment are properly maintained and not subject to improper wear and tear or to unauthorized access;
- 18.16.2 there are proper plans in place to replace depreciated assets;
- 18.16.3 intellectual property, information and files are properly protected from loss, theft, or significant damage;
- 18.16.4 there is adequate insurance protection against theft, fire and casualty losses;
- 18.16.5 there is adequate liability insurance protection for the Society, its employees and volunteers working on behalf of the Society;
- 18.16.6 there is a current technology plan for the Society, together with current information technology policies;
- 18.16.7 information systems are properly maintained and appropriate backups exist for all electronically stored information; and
- 18.16.8 legislative requirements for records' retention, confidentiality, privacy and freedom of information are met.

Support & Communication

18.17 The Executive Director shall support Council, the Officers and all volunteers in their work, through both leadership and administrative support.

18.18 In particular, the Executive Director shall ensure:

- 18.18.1 there is full communication with the Executive Committee and Council on all relevant matters either at the Executive Committee or Council meetings or

- between Executive Committee or Council meetings, which communication shall contain appropriate information to allow members to be adequately informed of the issues;
- 18.18.2 written monitoring reports, required by Council, shall be provided in a timely, accurate, and understandable fashion;
 - 18.18.3 Council is informed of relevant trends, significant issues, adverse media coverage, significant internal or external changes and any other information that might reasonably impact Council policy or the reputation of the Society;
 - 18.18.4 Council is informed if, in the Executive Director's opinion, Council fails to comply with its own policies, or if there has been conduct which is detrimental to the relationship between the Executive Director and Council;
 - 18.18.5 official Council communications such as minutes and Council packages are distributed in a timely manner with the goal being that they be distributed no later than one week prior to Council meetings;
 - 18.18.6 Council deliberations are informed by appropriate staff, volunteer and external points of view on issues and options;
 - 18.18.7 appropriate briefing information and support is provided to the Officers to assist them in carrying out their duties, including their presentations to the public or members;
 - 18.18.8 Council and the Officers are assisted in overseeing the engagement of volunteers; and
 - 18.18.9 within available resources, there is appropriate staff support for volunteers.

Membership and Public Relations

- 18.19 Together with the President, the Executive Director 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 purpose, strategic direction and values
- 18.20 In particular, the Executive Director shall ensure:
 - 18. 20.1 there are accurate and effective communications strategies and practices in place both with members of the Society and with the public;
 - 18. 20.2 there is an effective public relations strategy in place;
 - 18. 20.3 that information regarding Council decisions is readily available to members of the Society and the public; and
 - 18. 20.4 employees or volunteers, unless specifically authorized, do not make public presentations on matters of Council policy.

Compensation and Benefits

- 18.21 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.
- 18.22 In particular, the Executive Director shall:
- 18.22.1 not change his/her own compensation and benefits or receive benefits outside of the approved compensation plan; and
 - 18.22.2 ensure that compensation and benefits, included in the budget, do not substantially deviate from the geographic or professional market in Halifax.

Back-Up and Cross-Training

- 18.23 The Executive Director shall ensure:
- 18.23.1 there is appropriate succession planning in place for the Executive Director and senior staff;
 - 18.23.2 there are designated employee backups for all senior staff; and
 - 18.23.3 there is appropriate cross-training within the organization to ensure that in the event of the absence of a critical employee, the work of that person can be carried on by others at least on an interim basis.

Strategic Alliances

- 18.24 Because the Society's relationship 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, and because the Executive Director plays a vital role in developing, nurturing and enhancing the quality and extent of these various relationships for the benefit of the Society, the Executive Director shall ensure:
- 18.24.1 external relationships, with organizations having an interest in the practice of law and administration of justice in the province, such as County Bar Associations, AJEFNE, CBA, LIANS, senior provincial and federal justice officials, the courts, the Public Prosecution Service, Nova Scotia Legal Aid and other organizations as may be identified by the President, the Executive Director, or Council, are developed and maintained with maximum effectiveness;
 - 18.24.2 opportunities for the development of new external relationships and partnerships are identified;
 - 18.24.3 there are meetings between the Society and the organizations noted in article 18.24.1 and Council is advised how this work benefits the Society.

Appointments of Liaison Committees and members of Outside Bodies

- 18.25.1 Upon request for the Society to appoint liaison committees, representatives and board members to external bodies, the Executive Director, in consultation with the Executive

Committee, will assess whether such representation is appropriate within the Society's purposes and current priorities.

- 18.25.2 The Executive Director, will appoint the required representatives.
- 18.25.3 The Executive Director will ensure that Council makes the appointments if it is required to do so.
- 18.25.4 If the Executive Director is to make the appointment, Council shall be advised in writing of the names of the intended appointees, before the appointments are made.
- 18.25.5 The Society's appointee shall provide information reports as appropriate, to be determined by the Executive Director at the time of appointment.
- 18.25.6 These liaison committees and outside bodies include:
- Canadian Lawyers' Insurance Association Advisory Board**
 - Federal Judicial Appointments Advisory Committees
 - Federation of Law Societies Council**
 - Law Foundation of Nova Scotia**
 - Law Reform Commission of Nova Scotia**
 - Lawyers' Insurance Association of Nova Scotia**
 - Legal Information Society of Nova Scotia (LISNS)
 - Nova Scotia Land Surveyors – Board of Examiners
 - Nova Scotia Legal Aid Commission**
 - Provincial, Judicial Appointments Advisory Committees
 - QC Appointments, Advisory Committee
 - Small Claims Court Adjudicators
 - Statutory Costs and Fees Committee
 - The Courthouse Standards Committee
 - The Indigenous Blacks and Mi'kmaq Initiative
 - The Judicial Council of Nova Scotia
 - Law Courts User's Committee
 - Court Liaison Committees (Court of Appeal, Supreme Court (Civil, Criminal and Family)) Family Court, and Provincial Court)
 - Government Liaison Committees (Department of Justice, Service Nova Scotia and Municipal Relations, and their sub-committees)
 - The Civil Procedure Rules Committee
- 18.26.1 The Executive Director shall ensure that the relationships required by Council Policy 11 are properly facilitated and that there is the required reporting to Council.

***Appointment required to be made by Council*

Council Policy 19

NAME OF POLICY	Public Representatives on Council		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	Regulation 2.6		
Approved by Council November 21, 2008	Effective November 21, 2008	Reviewed	Revised

- 19.1 Council shall appoint Public Representatives pursuant to regulation 2.6.1 following a public call for applications in a transparent process administered by the Nominating Committee.
- 19.2 The Society shall maintain a general position description and skills matrix for Public Representatives which shall be available to persons who are interested in serving as Public Representatives
- 19.3 In fulfilling the Society’s purpose, the public interest must always be paramount. The Public Representatives, in serving the Society, assist in ensuring this purpose is met.
- 19.4 In addition to the role and responsibilities that they share as members of Council, including serving on committees, Public Representatives shall:
- 19.4.1 consider how the public perspective and interest can be brought to bear in the work of Council;
 - 19.4.2 make recommendations to Council on how the public interest can be better served in the work of the Society;
 - 19.4.3 prepare for publication in the Annual Report a summary of their work and perspective as members of Council;
 - 19.4.4 make recommendations to Council on any external communications, including with the public or government that may serve to further the public interest in the work of Council and the Society
 - 19.4.5 periodically review and provide comment on
 - (i) how effectively the expectations of the Public Representatives are being met, and
 - (ii) the involvement in the Society of persons who are not members, and make recommendations to the Council about the effectiveness of the means by which the public perspective and skills are utilized in the governance of the Society.