



NOVA SCOTIA BARRISTERS' SOCIETY

Council Governance Policies

Amended to September 27, 2019

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PART 1

Council Policy 1 – Council’s Governance Responsibilities

NAME OF POLICY	Council’s Governance Responsibilities		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>LPA s.3(1), 4(1), 6(1)</i>		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 21, 2017	Revised July 21, 2017

- 1.1 Council is the governing body of the Society and must ensure that the Society carries out its purpose to uphold and protect the public interest in the practice of law through the LPA, the Regulations, the Regulatory Objectives and the Strategic Framework.¹
- 1.2 While Council members bring the perspectives of the districts in which they practise, their fiduciary duty as members of the governing body is to the Society as a whole.
- 1.3 Protection of the public interest in the practice of law is both a traditional concept for the regulation of the legal profession and the purpose of the Society under the *Legal Profession Act*.
- 1.4 Council ensures that the Society fulfils its purpose by striving for excellence in regulation of the profession, promoting the highest standards of competence and ethical conduct of lawyers and striving for equity, diversity and inclusion within the profession.
- 1.5 Council members owe a fiduciary duty to the Society similar to the duty owed by directors to a corporation. Accordingly, Council members, when exercising any role arising from being a member of Council, must be honest, faithful and loyal to the Society.
- 1.6 Council receives advice from the Executive Director and from committees of the Society to inform its decisions, but always retains the power and duty to exercise its discretion in its decision making in accordance with its own assessment of the purpose of the Society and the public interest in each decision.
- 1.7 Council members must make informed decisions, and should consider the views of members of the Society. However, they are not bound by these perspectives and must at all times exercise their judgment independently, in good faith, and consistent with the Society’s purpose of protection and promotion² of the public interest in the practice of law. Council members must not make decisions in the interests of particular constituencies or advocates on behalf of the profession at the expense of the public interest.
- 1.8 Council members are expected to demonstrate leadership in their Council and committee activities, and in communication with lawyers.
- 1.9 Council acts collectively and when a decision is made by Council, Council members must communicate it and explain it to members of the Society.
- 1.10 Only the President and the Executive Director are authorized to communicate with the public on behalf of the Society concerning actions of Council.

¹ This will be amended again on the passage of the legislative changes to include “promote the cause of justice and the rule of law.”

² And promotion is to be added in the LPA package.

Council Policy 2 – Council’s Roles

NAME OF POLICY	Council’s Roles		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>LPA s. 4(1), 4(2), 6(1)</i>		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 21, 2017	Revised July 21, 2017

- 2.1 Council governs the Society and manages its affairs, and may take any action consistent with the Act, the Regulations and the Regulatory Objectives that it considers necessary to fulfil its purpose.
- 2.2 Council provides effective stewardship and strategic leadership for the Society by:
 - 2.2.1 ensuring that the legislated purpose and Regulatory Objectives of the Society are 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 fulfil its role and its governance responsibilities, Council must:
 - 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 and a policy on reserve funds, and receive regular financial reports from the Executive Director;
 - 2.4.4 ensure that the Society has in place appropriate risk management structures that address operational and regulatory risks;
 - 2.4.5 promote and practise effective governance and evaluate its own effectiveness;
 - 2.4.6 perform all functions assigned to it by the *Legal Profession Act*, the Regulations made under the *Legal Profession Act* and these policies;
 - 2.4.7 oversee the development of standards that the Society is required to develop pursuant to Section 4 of the Act;
 - 2.4.8 appoint and receive reports from committees, task forces and representatives to outside bodies as required;
 - 2.4.9 ensure that the terms of reference for committees, task forces and working groups are current and advance the Society’s strategic directions, and that those involved in committees and otherwise are appropriately engaged in order to assist Council in carrying out its role;
 - 2.4.10 hire and oversee the performance of the Executive Director;
 - 2.4.11 be fully informed, through regular briefings and ongoing dialogue with equity-seeking groups, of the issues affecting the administration of justice and the legal profession and the risks facing the Society, and Council will use that information to develop initiatives and partnerships that have as an objective the improvement of the administration of justice where the Society can effectively use its resources to respond to identified issues and needs; and
 - 2.4.12 approve a strategic engagement and communication policy that addresses the Society’s relationships with the profession, justice sector stakeholders and the public.

- 2.5** To seek to improve the administration of justice, Council must:
- 2.5.1** identify and seek to eliminate barriers to entry to the legal profession for members of equity-seeking groups;³
 - 2.5.2** encourage and facilitate continuing membership in the Society of lawyers from equity-seeking groups;
 - 2.5.3** encourage and facilitate access to leadership roles within the profession and the Society from members of equity-seeking groups; and
 - 2.5.4** identify ways in which the Society can address needs of economically disadvantaged groups.

³ 'Equity-seeking groups include women, Aboriginal peoples, racialized peoples, persons with disabilities and persons seeking equality on the basis of their sexual orientation and gender identity.

Council Policy 3 – Council’s Values

NAME OF POLICY	Council’s Values		
APPLICABLE SECTIONS OF THE LEGAL PROFESSION ACT AND REGULATIONS	<i>LPA s. 6(1), 6(2)</i>		
Approved by Council November 21, 2008, amended January 23, 2009, amendments approved April 24, 2009, June 17, 2016	Effective November 21, 2008	Reviewed May 23, 2014, June 2016	Revised June 17, 2016

3.1 VISION

The Society is the independent, trusted and respected regulator of the legal profession. Acting in the public interest, we provide leadership, value and support to a competent, ethical, inclusive and engaged legal profession.

We enable the legal profession to enhance access to justice and uphold the rule of law.

3.2 VALUES

3.2.1 Commitment to excellence

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

3.2.2 Fairness

We operate fairly and impartially. We are proactive, principled and proportionate.

3.2.3 Respect

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

3.2.4 Integrity

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

3.2.5 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.

3.2.6 Diversity

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

3.2.7 Accountability

We are open, transparent, objective and fiscally responsible in our independent governance and regulation of the profession.

Council Policy 4 – Council’s Manner of Governance

NAME OF POLICY	Council’s Manner of Governance		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT AND REGULATIONS</i>	None		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 21, 2017	Revised July 21, 2017

- 4.1 Council governs in a manner that emphasizes:
- 4.1.1 a proactive, forward, outward vision;
 - 4.1.2 encouragement of diversity of viewpoints;
 - 4.1.3 strategic leadership;
 - 4.1.4 clear distinction of Council, committee and staff roles; and
 - 4.1.5 collective decision making;
- 4.2 by
- 4.2.1 directing its energies toward the Society’s purpose;
 - 4.2.2 guiding and inspiring Society thinking and behaviour through the provision of and adherence to clearly stated policies and a Strategic Framework;
 - 4.2.3 fostering a sense of group responsibility toward 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;
 - 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 are governed by *Bourinot’s Rules of Order*.
- 4.4 When exercising adjudicative powers, Council members must behave in a judicial manner.

Council Policy 5 – Code of Conduct

NAME OF POLICY	Code of Conduct		
APPLICABLE SECTIONS OF THE LEGAL PROFESSION ACT AND REGULATIONS	<i>Society Reg. 2.8.1, 2.8.2</i>		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 21, 2017	Revised July 21, 2017

- 5.1 Council members must always 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 must 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 9. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, individual members, or membership in other organizations. It also supersedes the personal interests of any member.
- 5.4 Council members must respect the confidentiality that is applicable to Council's deliberations or materials in accordance with Council Policy 6.
- 5.5 Individual Council members must not exercise authority over the Executive Director or employees of the Society.
- 5.6 Only the President and the Executive Director are authorized to communicate with the public on behalf of the Society. Generally the President speaks concerning actions of Council and the Executive Director addresses matters relating to regulation of the profession and other activities of the Society, but between them they may agree on who is best to address a specific matter.
- 5.7 Council members are accountable to exercise their 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 endeavours 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 encourages and provides 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 must 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 must 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 Council members are making a voluntary contribution to governance of the Society and, as such, time is at a premium. Members strive to manage time effectively and agree to come to meetings prepared and to be familiar with the pre-circulated Council meeting materials.

- 5.10** Should a member of Council obtain employment with the Society, they must immediately resign from Council.
- 5.11** A member of Council who is not present for three meetings of Council in a Council year (between June – June) is deemed to have resigned from Council, unless Council otherwise determines.
- 5.12** A member of Council who is found guilty of professional misconduct, conduct unbecoming or professional incompetence or found to be incapacitated under Part 3 of the Act is deemed to have resigned from Council.
- 5.13** During an election for members of Council or Second Vice-President, Council members who endorse a particular candidate will not purport to do so on behalf of the Society or Council.
- 5.14** 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 and communication skills. Council members strive to avoid issues becoming personal in nature; however, should disagreements result in serious conflict that is not constructive, the President is responsible for managing such conflicts.

Council Policy 6 – Openness, Transparency and Confidentiality

NAME OF POLICY	Openness, Transparency and Confidentiality		
APPLICABLE SECTIONS OF THE LEGAL PROFESSION ACT AND REGULATIONS	None		
Approved by Council January 25, 2008	Effective July 2008	Reviewed July 21, 2017	Revised July 21, 2017

- 6.1** Subject to 6.2, Council meetings are open to the public. 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 President.
- 6.2** The President recommends if matters are to be held *in camera*. Where, following a motion of Council, matters are held *in camera* or Council determines that information is to be kept confidential, attendees at Council meetings must abide by such determinations.⁴
- 6.3** Unless material is required to be kept confidential or is subject to solicitor/client privilege, Council agendas and materials will be posted on the Society’s website after they are provided to members of Council.
- 6.4** Minutes of Council meetings:
- 6.4.1** will capture the nature of discussions at Council meetings;
 - 6.4.2** 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;
 - 6.4.3** 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
 - 6.4.4** will be posted on the Society’s website after they have been approved.

⁴ The GNC will develop a policy on how minutes of matters decided *in camera* are maintained. President recommends and it is up to Council to agree, by majority vote? Policy on what is *in camera*? Staffing, contracts, legal advice, other?

Council Policy 7 – Council Evaluation and Performance

NAME OF POLICY	Council Evaluation and Performance		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	None		
Approved by Council January 25, 2008	Effective January 28, 2008	Reviewed July 21, 2017	Revised July 21, 2017

- 7.1 Council must regularly evaluate its own performance and effectiveness in its various areas of responsibility by agreed-upon performance criteria.
- 7.2 Council evaluation is focused on Council performance as a whole and its compliance with policies.
- 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 candidates for Council membership will be provided with information that clearly outlines the role of Council and the necessary qualifications and expectations of Council members; and
 - 7.3.2 new Council members must receive an orientation to ensure familiarity with the Society's purpose, structure, strategic priorities and process of governance;
 - 7.3.3 there will be an ongoing mentoring program for new members of Council; and
 - 7.3.4 there will be ongoing opportunities for training and education to enhance their governance capabilities.
- 7.4 Evaluation of Council members, such as self-evaluation or peer evaluation, may be implemented but results relating to individual members will not be shared beyond the individual member of Council, the person responsible for the evaluation and the Officers.
- 7.5 Retiring Council members will participate in an exit interview with the President and First Vice-President at the time their term on Council ends. The purpose of the exit interview is to learn about the Council member's experience on Council for purposes of enhancing the quality of Council's future work.

Council Policy 8 – Council Agenda and Planning Calendar

NAME OF POLICY	Council Agenda and Planning Calendar		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>LPA s. 6(2)</i>		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 21, 2017	Revised July 21, 2017

- 8.1 Council maintains control of its own agenda.
- 8.2 Agenda items must 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 is 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 must prepare for Council approval, a 12-month planning calendar that 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 a budget to support the approved activity plan and the Society's Regulatory Objectives;
 - 8.4.3 education related to the Society's purpose and Regulatory Objectives;
 - 8.4.4 review of and reporting on Council's Governance policies by the Governance and Nominating Committee;
 - 8.4.5 monitoring of Council Policy 18 (Expectations of Executive Director) and compliance by the Executive Director;
 - 8.4.6 receipt of operational monitoring reports;
 - 8.4.7 receipt of work plans and reports from committees that accord with their terms of reference and the approved strategic priorities, as appropriate;
 - 8.4.8 Council evaluation; and
 - 8.4.9 in years during which there will be an election, a schedule for the election process that 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.

Council Policy 9 – Conflict of Interest

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 21, 2017	Revised July 21, 2017

- 9.1 Council conducts all of its affairs to the highest standards of ethical and lawful behaviour.
- 9.2 Council members must not use their positions with the Society for any improper purpose.
- 9.3 Council members 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 are in an actual or potential conflict of interest must 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.
- 9.7 Council members must not represent a lawyer or law firm in a matter where the lawyer's or law firm's conduct is subject to a complaint, investigation or other proceedings under Part 3 of the *Legal Profession Act*.
- 9.8 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:
 - 9.8.1 a member of the Executive Committee;
 - 9.8.2 lawyers in their firms the member of has any actual knowledge of the matter from the Society, unless the parties to the action consent to the firm's representation; and
 - 9.8.3 a member of Council who has actual knowledge of the matter that is the subject of the civil action from his or her involvement in the Society, unless the parties to the action consent to the firm's representation.

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Council Policy 11 – Elected Council Member Vacancies

NAME OF POLICY	Elected Council Member Vacancies		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>Society Reg. 2.5.6</i>		
Approved by Council January 21, 2016	Effective January 21, 2016	Reviewed	Revised

- 11.1** In the event of a vacancy in any District or At Large Council position, or if the number of candidates nominated in any District or At Large election is less than the number of lawyers to be elected to Council, following receipt of advice from the Governance and Nominating Committee, Council may
- (a) call a byelection to fill the vacancy,
 - (b) appoint a practising lawyer from the District in the event of a District vacancy, or
 - (c) if lasting no longer than six months, leave the vacancy.

Byelection

- 11.2** Unless otherwise determined by Council, a byelection should be held to fill a Council vacancy where the Council seat would otherwise remain vacant for a period exceeding 12 months.
- 11.3** Where a byelection is called, Council must establish and publicize the dates for the call for nominations for the byelection, and for the election date. Council must allow a minimum of two weeks for nominations to be received and a minimum of two weeks for the electoral campaign following the close of nominations. Balloting for a byelection must remain open for a minimum of 72 hours.
- 11.4** The newly elected lawyer becomes a member of Council immediately upon election, or together with a newly elected Council, as applicable.
- 11.5** In conducting the election, all of the applicable election regulations should be applied with whatever modification may be necessary in the circumstances.

Appointment

- 11.6** Where Council makes an appointment, that lawyer should take office upon appointment or together with a newly elected Council, as applicable, and Council must decide the effective date of the appointment at the time of the appointment.

Orientation

- 11.7** A newly appointed or elected Council member should participate in an orientation to the governance policies and work of Council within two weeks of being elected or appointed, unless Council orientation is scheduled otherwise to coincide with the commencement of a new Council term. The President is responsible to ensure the orientation is scheduled and delivered, with the support of the other Officers and Executive Director.

PART II

Council Policy 12 – The President

NAME OF POLICY	The President		
APPLICABLE SECTIONS OF THE LEGAL PROFESSION ACT AND REGULATIONS	<i>LPA s. 8</i>		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 21, 2017	Revised July 21, 2017

- 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 and leaders having an interest in the practice of law and administration of justice in the province, such as County Bar Associations, AJEFNE, CBA, 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 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 Framework 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.
- 12.5** 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 the Act, the Regulations, the President or the Executive Director.
- 12.6** The President ensures 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 must ensure:
- 12.6.1** Council agendas will only include appropriate items; and
 - 12.6.2** deliberations will be fair, open and thorough but also efficient, timely, orderly, kept to the point and guided by Council Policies.
- 12.7** The President must reasonably interpret Council Policies when exercising authority and making decisions.
- 12.8** The President, assisted by the Vice-Presidents, oversees the Society's relationship with all volunteers to ensure that their efforts are directed and effective to enhance the tasks they have undertaken.⁵

⁵ See Council Policy 16.22

- 12.9** The President may attend meetings of any committee, except the Hearing Committee, and fully participate in the discussions of the committee but does not have a vote.
- 12.10** The President is the Chair of Council and the Executive Committee and:
- 12.10.1** sets the agenda for meetings with the assistance of the Executive Director and input from members of Council;
 - 12.10.2** chairs meetings in accordance with commonly accepted practices of a Chair and any rules of procedure adopted by Council;⁶
 - 12.10.3** ensures an appropriate orientation process is in place for those individuals elected or appointed to Council;
 - 12.10.4** ensures Council evaluates its work and the work of committees through a regular evaluation process; and
 - 12.10.5** regularly reports to Council and to the profession on matters that are relevant to Council's governance of the Society.

⁶ See Council Policy 4

Council Policy 13 – The Vice-Presidents

NAME OF POLICY	The Vice-Presidents		
APPLICABLE SECTIONS OF THE LEGAL PROFESSION ACT AND REGULATIONS	<i>LPA s. 8(2), 8(4), 8(5).</i>		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 21, 2017	Revised July 21, 2017

- 13.1** The Vice-Presidents act in the place of the President as prescribed by the Act and the Regulations, and when requested to do so by the President.
- 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 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 ensure 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 do not have a vote.

Council Policy 14 – The Executive Committee

NAME OF POLICY	The Executive Committee		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	Society Reg. 2.9.1(e)		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 21, 2017	Revised July 21, 2017

- 14.1** The Executive Committee is composed of the Officers, the Executive Director and such other members as approved by Council.
- 14.2** The Executive Committee assists Council in carrying out the work of the Society. In addition, the Executive takes on work assigned or delegated by Council.
- 14.4** Under the leadership of the President, the Executive Committee generally assists the President and Vice-Presidents by:
- 14.4.1** assessing issues to be presented to Council;
 - 14.4.2** ensuring matters are ready and appropriate for Council consideration;
 - 14.4.3** providing guidance to the Executive Director and Council;
 - 14.4.4** monitoring the Strategic Framework and the Annual Activity Plan;
 - 14.4.5** ensuring that Council evaluates its work and the work of committees through a regular evaluation process;
 - 14.4.6** assisting in overseeing the management of volunteers; and
 - 14.4.7** 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.
- 14.4** Minutes of Executive Committee meetings are to be provided to Council after Executive Committee approval.

Council Policy 15 – Honorariums for Society Officers and Public Representatives

NAME OF POLICY	Honorariums for Society Officers and Public Representatives		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>LPA s. 8, 7(e)</i> <i>Society Reg. 2.8.7</i>		
Approved by Council March 15, 2019	Effective March 15, 2019	Reviewed	Revised

15.1 Officers of the Society

The role of the Officers of the Society is spelled out in the Council policies. They take on increasing responsibility as they move through the offices and they assume greater degrees of leadership, culminating in the office of the President. The time commitment for both attendance at Society and related functions is significant. The time commitment for the Officers is significant including preparation time and travel with the latter being particularly onerous for those living outside of HRM. The extent of this time commitment takes away from the individual Officer's practice or personal time. Regardless of which area it affects, the costs are significant.

15.2 Remuneration of the Officers

In October 2012, Council approved a motion to amend the Honorarium paid to the Officers in the amount and to which Officers would receive remuneration.

15.3 Officers Honorariums

The Officers are entitled to receive honoraria annually in the amounts of:

15.3.1 President - \$60,000;

15.3.2 Vice-President - \$30,000;

15.3.3 Second Vice-President - \$15,000

15.4 Honorarium - Travel Stipends

Officers who live and work outside of Halifax (HRM) or live and work more than 50 km from the Society Office, are entitled to receive an additional amount of remuneration of honorarium to recognize the additional travel time required to attend at meetings and other Society related functions. This additional honorarium will be treated the same as Officer honorariums for payment and tax purposes noted in this policy. The travel stipend is paid to the Officer in the amounts of:

15.4.1 President - \$5,000;

15.4.2 Vice-President - \$2,500;

15.4.3 Second Vice-President - \$1,250

15.5 Depending on the nature of their practice and/or employment contract, Officers may be required to have the honorarium paid to their employer.

15.6 Honorarium payments are pro-rated and calculated based on the number of months completed by the Officer in each position. Payments will be made in quarterly instalments, unless alternate arrangements have been requested. Officers leaving their position during the Council year will only receive a pro-rated portion of their Honorarium.

15.7 The Officers' Honorarium payments have been deemed to be subject to Canada Pension Plan (CPP) deductions. As such, the Society will withhold and remit both the Employer (The Society) and Employee (Officer) portions to the Canada Revenue Agency (CRA).

15.8 The Society will provide a Statement of Remuneration Paid (T4) to the Officers in accordance with CRA's requirements. It is the Officer's responsibility to ensure that income tax requirements be met in relation to Honorarium payments.

15.9 Public Representatives Honorarium

Public Representatives are entitled to a \$200 honorarium per day for attendance at Council and/or committee meetings either in person or via teleconference.

15.10 If a committee and Council meet on the same day, a public representative receives an honorarium for only one meeting. The same applies if a Public Representative attends two or more Society meetings on the same day.

15.11 Public representatives are required to submit an expense claim to the Society in order to be remunerated for meetings attended. It may be appropriate for the Honorarium to be paid to the Public Representative's employer if requested.

15.12 The Society will provide a Statement of Pension, Retirement, Annuity and Other Income (T4A) to the Officers in accordance with CRA's requirements. It is the Officer's responsibility to ensure that income tax requirements be met in relation to Honorarium payments.

Council Policy 16 – Role and Expectations for Committees and Chairs

NAME OF POLICY⁷	Role and Expectations for Committees and Chairs		
APPLICABLE SECTIONS OF THE LEGAL PROFESSION ACT AND REGULATIONS	<i>LPA s. 4(1), 4(2)</i>		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed July 21, 2017	Revised July 21, 2017

- 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 have the weight of the authority of Council.
- 16.2** Committee members are appointed for two-year terms⁸ by Council. Terms may be amended or renewed by Council, bearing in mind the need to balance experience levels of committee members with the ongoing need for new members, and other factors. Unless extraordinary circumstances exist, no committee member may be appointed for a term longer than six consecutive years.
- 16.3** Each committee will have approved terms of reference to govern the work of the committee.
 - 16.3.1** The terms of reference must be reviewed with all committee members at the outset of each committee term, and also periodically assessed as to their relevance to the work of the committee.
- 16.4** Each committee must have a work plan that outlines the issues the committee is undertaking during the current term, whether assigned by its terms of reference or Council or undertaken by the committee on its own initiative.
 - 16.4.1** Committee work plans should relate to the Regulatory Objectives and the current Strategic Framework.
 - 16.4.2** Work plans are to be submitted to Council for its approval in January.
 - 16.4.3** Committees should report to Council on matters required to be addressed by the committee's terms of reference and the progress of its work plan in June.
- 16.5** If advising Council, committees should identify reasonable policy options and implications, to assist Council in making policy decisions.
- 16.6** Committees should annually provide input into the Society's activity plan.
- 16.7** Committees should assist Council in achieving the objectives and outcomes of the Strategic Framework 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.
- 16.8** Council may explicitly delegate to a committee any task or responsibility of Council, including the ability to develop policies or procedures that may not require Council's express approval, but the content of which will be reported to Council.
- 16.9** Committees should, when appropriate, provide input into the Society's strategic priorities and objectives. Committees should assist Council in achieving the objectives and outcomes of the Strategic Framework 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.
- 16.10** A committee that serves a liaison function should have mechanisms to obtain input from the profession and to share the results of its work with the profession.
- 16.11** **Role of Chair**

⁸ Commencing in January 2019

- 16.11.1** Chairs should reflect on the work of their committees and meet as required with the senior staff person responsible for the work of the committee.
- 16.11.2** 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.
- 16.11.3** At the end of each term, committee Chairs should thank members of committees for their participation. If it is the end of the committee term, such letters should note if the member's term is ending or if another is to be served.

Committee member/staff relations

- 16.12** 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.

Committee member/Council relations

- 16.13** 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 12-month calendar, Annual Activity Plan and Strategic Framework.

Committee agendas

- 16.14** Committee chairs and assigned 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.

- 16.14.1** Committee agendas should advance the Society's Regulatory Objectives, the Strategic Framework, the committee's Terms of Reference and its work plan.

Code of Conduct for committee members

- 16.15** The Chair of each committee expects ethical and businesslike conduct of its members. Committee members exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 16.16** Individual committee members must not exercise authority over the Executive Director or other individual employees of the Society.
- 16.17** Committee members are accountable to exercise the powers and discharge the duties of their position honestly and in good faith.
- 16.18** Committees are committed to effective decision making. Once a decision or recommendation has been made, it becomes the position of the committee.
- 16.19** Committees 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.
- 16.20** 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 must respect each member's contribution to the discussion and encourage members to present their respective views.
- 16.21** Committee members have an obligation to ensure that their opinions and views are expressed appropriately.
- 16.22** 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.
- 16.23** Committee members acknowledge and appreciate that all members are volunteers and, as such, their time is valuable. 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.

- 16.24** Should a member obtain employment with the Society, he or she is deemed to have resigned from all committees prior to commencing work.
- 16.25** 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.
- 16.26** A member of a committee who is convicted of professional misconduct, conduct unbecoming or incompetence under Part 3 of the Act is deemed to have resigned from a committee.
- 16.27** 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.
- 16.28** Members of a committee will not purport to speak on behalf of the committee or the Society if they endorse a candidate in a Society election.

Confidentiality

- 16.29** Absent an invitation, Committee meetings are not open to members of the Society.
- 16.30** Committee agendas, deliberations, materials and minutes are confidential and members of committees must not disclose the subject matter or nature of committee discussions or committee materials or notes, unless specifically authorized to do so by the committee.
- 16.31** Despite 16.23, unless they are 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

- 16.32** 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.

¹ This should be read in conjunction with Council Policy 15.2.6

Council Policy 17 – Executive Director

NAME OF POLICY	Executive Director		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>LPA s. 9(1), 7(2), 10(2), 14(1), 20(2), 40(2)</i> <i>Society Regs 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 May 23, 2014	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 must reasonably interpret the Act, Regulations and Council Policies when exercising authority and making decisions.

Council Policy 18 – Executive Expectations of the Executive Director

NAME OF POLICY	Executive Expectations of the Executive Director		
APPLICABLE SECTIONS OF THE LEGAL PROFESSION ACT AND REGULATIONS	<i>LPA s. 9(1), 7(2), 10(2), 14(1), 20(2), 40(2)</i> Society Regs 1.2, 2.1.1, 2.1.2, 2.1.3, 2.1.4, 2.1.5, 2.2.2, 2.5		
Approved by Council January 25, 2008	Effective January 25, 2008	Reviewed May 23, 2014	Revised May 23, 2014

Introduction

18.1 Executive expectations are a mechanism that 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 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) counselling 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; and
- (e) performing such other functions and duties as may be assigned by Council.

18.4 ??

18.4.1 The Executive Director shall not cause or allow any practice, activity, decision or organizational circumstance that is imprudent or violates the Act, Regulations, other applicable legislation, Society policies, professional ethics or commonly accepted business and management practices.

18.4.2 The Executive Director must participate in the annual performance review that is prescribed by CP 19.

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 and safe, and in compliance with applicable legislation, employment contracts, professional ethics and best business and management practices.

18.8 The Executive Director shall ensure that regular performance reviews are 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 12-month planning calendar that shall, at each meeting, be submitted to Council for its review in conjunction with an update on the Annual Activity Plan.

Finances

- 18.12** In March of each year, the Executive Director must present an annual budget to Council for approval, together with three-year projections, which budget shall:

- 18.12.1** allocate resources that 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 Framework;
- 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 that 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 that 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 five per cent or \$10,000.00). Current reports shall be provided to Council at each meeting.

Litigation policies

- 18.14** 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.

- 18.14.1** 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.
- 18.14.2** 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.
- 18.14.3** 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; and

(d) report to the Executive Committee on the status of the matter from time to time.

18.14.5 The Executive Director shall advise Council of litigation matters at the next meeting of Council following commencement of the Society's involvement.

18.15 The Executive Director shall ensure that:

18.15.1 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;

18.15.2 appropriate signing authorities and banking resolutions are kept current;

18.15.3 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;

18.15.4 sufficient funds are always available to meet current obligations in a timely manner;

18.15.5 receivables, including discipline repayments, are addressed in a timely manner; and

18.15.6 cash and funds are handled in accordance with applicable standards.

Asset protection and risk management

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

18.17 In particular, the Executive Director shall ensure that:

18.17.1 property and equipment are properly maintained and not subject to improper wear and tear or to unauthorized access;

18.17.2 proper plans are in place to replace depreciated assets;

18.17.3 intellectual property, information and files are properly protected from loss, theft or significant damage;

18.16.4 the Society has adequate insurance protection against theft, fire and casualty losses;

18.17.5 the Society has adequate liability insurance protection for the Society, its employees and volunteers working on behalf of the Society;

18.17.6 the Society has a current technology plan, together with current information technology policies;

18.17.7 information systems are properly maintained and appropriate backups exist for all electronically stored information; and

18.17.8 the Society meets legislative requirements for records retention, confidentiality, privacy and freedom of information.

Support and communication

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

18.19 In particular, the Executive Director shall ensure that:

18.19.1 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;

18.19.2 written monitoring reports, required by Council, shall be provided in a timely, accurate and understandable fashion;

18.19.3 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;

- 18.19.4 Council is informed if, in the Executive Director's opinion, Council fails to comply with its own policies, or if there has been conduct that is detrimental to the relationship between the Executive Director and Council;
- 18.19.5 official Council communications such as minutes and Council packages are distributed in a timely manner, with the goal of distribution no later than one week prior to Council meetings;
- 18.19.6 Council deliberations are informed by appropriate staff, volunteer and external points of view on issues and options;
- 18.19.7 appropriate briefing information and support are provided to the Officers to assist them in carrying out their duties, including their presentations to the public or members;
- 18.19.8 Council and the Officers are assisted in overseeing the engagement of volunteers; and
- 18.19.9 within available resources, volunteers have appropriate staff support.

Membership and public relations

- 18.20 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.
- 18.21 In particular, the Executive Director shall ensure that:
 - 18.21.1 accurate and effective communications strategies and practices are in place, both with members of the Society and with the public;
 - 18.21.2 an effective public relations strategy is in place;
 - 18.21.3 information regarding Council decisions is readily available to members of the Society and the public; and
 - 18.21.4 employees or volunteers, unless specifically authorized, do not make public presentations on matters of Council policy.

Compensation and benefits

- 18.22 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.
- 18.23 In particular, the Executive Director shall:
 - 18.23.1 not change his/her own compensation and benefits, or receive benefits outside of the approved compensation plan;
 - 18.23.2 ensure that compensation and benefits included in the budget do not substantially deviate from the mean salary for similar positions in the Halifax market; and
 - 18.23.3 ensure that employees use their vacation entitlement without carrying over vacation time from one year to the next, other than what is allowed by the Society's human resources management policies.

Backup and cross-training

- 18.24 The Executive Director shall ensure that:
 - 18.24.1 appropriate succession planning is in place for the Executive Director and senior staff;
 - 18.24.2 all senior staff have designated employee backups; and
 - 18.24.3 appropriate cross-training exists within the organization so 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

- 18.25** Because 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, 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 that:
- 18.25.1** external relationships are developed and maintained with maximum effectiveness 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, provincial and federal justice departments, 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;
 - 18.25.2** opportunities for the development of new external relationships and partnerships are identified; and
 - 18.25.3** there are meetings between the Society and the organizations noted in article 18.24.2, and Council is advised how this work benefits the Society.

Appointments of liaison committees and members of outside bodies

- 18.26** Upon request for the Society to appoint liaison committees, representatives and board members to external bodies, the Executive Director, in consultation with the Governance and Nominating Committee, will assess whether such representation is appropriate within the Society's purposes and current priorities.
- 18.26.1** 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.
 - 18.26.2** The Executive Director will appoint the required representatives.
 - 18.26.3** The Executive Director will ensure Council makes the appointments if it is required to do so.
 - 18.26.4** The Society's appointee shall provide information reports as appropriate, to be determined by the Executive Director at the time of appointment.
 - 18.26.5** These liaison committees and outside bodies include:
 - Canadian Lawyers' Insurance Association Advisory Board** Advisory Committee on Judicial Appointments – Federal.
 - Federation of Law Societies of Canada Council**
 - Law Foundation of Nova Scotia**
 - Law Reform Commission of Nova Scotia**
 - Lawyers' Insurance Association of Nova Scotia** Board of Directors
 - Legal Information Society of Nova Scotia (LISNS)
 - Nova Scotia Legal Aid Commission**
 - Provincial Judicial Appointments Advisory Committee
 - QC Appointments Advisory Committee
 - Small Claims Court Adjudicators Advisory Committee
 - Statutory Costs and Fees Committee
 - The Indigenous Blacks and Mi'kmaq Initiative Advisory Council
 - The Judicial Council of Nova Scotia
 - Government Liaison Committees (and their subcommittees)
 - The Nova Scotia Civil Procedure Rules Committee

Court Liaison Committee

18.27 Court Liaison Committees support effective liaison between the Society, members of the Society and the courts by, among other things, identifying policy and other issues relating to the administration of justice, and recommending means for addressing these issues.

18.27.1 Appointments by the Society to Court Liaison Committees must be made by the Executive Director, in consultation with the Governance and Nominating Committee.

18.27.2 The Executive Director shall ask the Court Liaison Committees to provide periodic reports to Council, through the Executive Director, with respect to their work.

18.27.3 The Executive Director may ask the Court Liaison Committees to consider issues that would assist with furthering the purpose, the regulatory objectives and strategic plan of the Society.

Administration of justice

18.28 The Executive Director shall ensure that Society regulations are regularly reviewed to identify any that impact access to legal services, and that Council is informed of the result of each such review, with options as appropriate to address any identified regulation or gap in regulation.

***Appointment required to be made by Council*

Council Policy 19 – Executive Director Performance Evaluation

NAME OF POLICY	Executive Director Performance Evaluation		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>None</i>		
Approved by Council May 2013	Effective May 2013	Reviewed May 23, 2014	Revised

- 19.1** This policy governs the annual performance evaluation process for the Executive Director of the Nova Scotia Barristers' Society ("Society"). It should be read in conjunction with Council Policy 18, Executive Expectations for the Executive Director.
- 19.2** The Executive Director is the chief executive officer of the Society and also functions as the Society's chief operating officer. The Executive Director functions under the direction of Council. With Council's express permission and delegation, components of the Executive Director's annual performance evaluation process as set out in this Policy will be exercised by the Society's Officers.
- 19.2.1** The Executive Director is required to participate in an annual performance evaluation process as outlined in this policy;
- 19.2.2** Reporting back by the Executive Director to Council at each Council meeting on progress being made on the achievement of the goals referred to in paragraph 1;
- 19.2.3** Quarterly meetings between the President and First Vice-President and the Executive Director to review progress being made on the achievement of the goals referred to in paragraph 2.1;
- 19.2.4** An annual assessment by Council (and others, as may be deemed necessary by Council) of the Executive Director's performance (*see Council's Executive Director Performance Review Tool attached as Appendix 2*);
- 19.2.5** A self-assessment by the Executive Director of his own performance (*see Executive Director Evaluation Tool attached as Appendix 1*); and
- 19.2.6** A final meeting at the end of the performance year (May) between the President and First Vice-President to provide feedback to the Executive Director based on the annual evaluations submitted by members of Council (and others, if solicited) and to provide the Executive Director with Council's conclusions surrounding the achievement of the goals referred to in paragraph 1.
- 19.3** The President and First Vice-President shall meet with the Executive Director in June of each year, shortly after the Society's Annual General Meeting. The purpose of the meeting is to establish performance goals for the Executive Director to achieve in the course of the Society's pending calendar year.
- 19.3.1** Council will have input into the goals to be achieved by the Executive Director in the course of the Society's pending calendar year. It is the responsibility of the President and First Vice-President to obtain Council's input with respect to goals to be achieved by the Executive Director and it will be the President's and First Vice-President's duty to communicate Council's input to the Executive Director;
- 19.3.2** The goals must follow the template in Appendix 1;
- 19.3.3** All goals must be agreed upon by Council and the Executive Director. In the event of any disagreement by the Executive Director with respect to any specific goal, the President and First Vice-President will bring the issue back to Council for discussion. It is expected that Council will act reasonably when determining whether any specific goal should be achieved by the Executive Director in any given year;
- 19.3.4** The goals must be SMART (specific, measurable, attainable, realistic and timely);

- 19.3.5** Once the goals have been agreed upon, the President, First Vice-President and Executive Director shall sign and date the Executive Director Performance Goals document; and
- 19.3.6** A copy of the signed Executive Director Performance Goals document will be provided to Council.
- 19.4** The President, First Vice-President and Executive Director must meet quarterly to review the Executive Director's progress on the achievement of the performance goals.

 - 19.4.1** It will be incumbent upon the Executive Director to advise the President and First Vice-President if any difficulties or obstacles are being encountered in the achievement of any specific goal. The President and First Vice-President, on the advice of Council, retain the discretion to make changes to the goals throughout the performance year if any change is deemed necessary.
 - 19.4.2** The President and First Vice-President shall provide informal feedback to the Executive Director at these meetings as to their impressions of his/her performance and must relay to the Executive Director any feedback they may have received from Council. The Executive Director will be expected to act and respond reasonably to that feedback and be prepared to address the actions he or she has taken at a subsequent meeting.
 - 19.4.3** Continuity and consistency amongst the Officers from one year to the next is an important aspect of the Executive Director performance evaluation process and as such, both the President and First Vice-President must attend all performance-related meetings with the Executive Director.
- 19.5** Beginning in September of each year, the Executive Director must report at every Council meeting on the progress being made on the achievement of each of the performance goals. The Executive Director's reports to Council may be oral or written, or part orally and part in writing. In the event that the Executive Director's progress on the achievement of any of the performance goals has been impeded, for any reason, the Executive Director's report must highlight the impediment and any remedial action he or she has taken to achieve the goal. In the event that the Executive Director determines that any given goal will not be achievable, the Executive Director must advise Council of this and the reason why it cannot be achieved at the first reasonable opportunity.

 - 19.5.1** The President and First Vice-President must advise Council at the first reasonable opportunity in the event they form the opinion for any reason that the goals the Executive Director is supposed to achieve in any Council calendar year may require amendment; and
 - 19.5.2** At the first reasonable opportunity, the President and First Vice-President must report to Council (either orally or in writing) on the occurrence and outcome of any meetings with the Executive Director in relation to the Executive Director's activities and performance evaluation process.
- 19.6** In April of each year, Council must decide who, in addition to Council members, may be requested or required to complete an assessment of the Executive Director's performance in the prior year. Without limiting the generality of the foregoing, others who may be requested or required to complete an assessment of the Executive Director's performance in the prior year may include the Society's directors and senior representatives of other stakeholders in the Society's general functions and operations.

 - 19.6.1** Assessments should be completed by Council (and others, as determined) and by the Executive Director in the first week of May (Appendix 2);
 - 19.6.2** To better effect the process of the Executive Director's annual performance evaluation, Council, at its own discretion exercised reasonably, may retain the services of a human resources consultant or other professional to assist with the assessment process;
 - 19.6.3** In the event that further information is required to provide a more effective annual evaluation of the Executive Director, the Society's Officers are entitled to access all completed evaluations and to conduct supplementary interviews with any evaluator or assessor they deem appropriate;
 - 19.6.4** Completed assessments will be identifiable to the Society's Officers, however, the names of the individual assessors will be kept confidential and accessible only by the Society's Officers and by any human resources consultant or other professional engaged to assist with any annual review; and

- 19.6.5** The Executive Director will complete a self-assessment (*Appendix 1*) and provide a copy thereof to the President and First Vice-President.
- 19.7** In the latter part of May, the President and First Vice-President will meet with the Executive Director to discuss the assessments submitted by members of Council and others (if any), to review the Executive Director's self-assessment and to determine whether the Executive Director has achieved the annual performance goals in the manner set out in this Policy.
- 19.7.1** Part of this discussion should be focused on looking forward to the next performance year and identifying potential new goals for that year; and
- 19.7.2** The President must provide a brief written report to Council summarizing the results of the feedback session with the Executive Director.
- 19.8** The Executive Director must maintain his own performance review file.
- 19.8.1** The President must maintain a separate file with all original documents and notes relating to the Executive Director's performance evaluation process. The President's separate file must be passed from President to President so long as the Executive Director's annual evaluation as set out in this Policy remains in force. The President's separate file must at all times be accessible to the then current Officers of the Society but must otherwise remain confidential.
- 19.8.2** Council, at its own discretion exercised reasonably, may engage a human resources consultant or other professional to assist with any aspect of the Executive Director's performance evaluation process.
- 19.8.3** All individuals performing tasks on behalf of the Society with respect to the Executive Director's annual performance evaluation process must be required to enter into written undertakings at the time of their respective engagements that they will keep all related information confidential, saving and excepting information that may be required by the Society's Officers or Council to be disclosed to them.

Council Policy 19 – Appendix 1
Executive Director Performance Goals

1. Budget goal
2. Human resources goal
3. Communications
4. Emerging issues
5. Supporting Council and the Executive
6. Development goal
7. Other

Signature: _____ Date: _____
Executive Director, Nova Scotia Barristers' Society

Signature: _____ Date: _____
President, Nova Scotia Barristers' Society

Council Policy 19 - Appendix 2

EXECUTIVE DIRECTOR PERFORMANCE REVIEW

Part A: Organizational Responsibilities

<p>1. Mission/vision</p> <p>How satisfied are you that the Executive Director has a clear understanding of the mission and vision of the organization, and plays a key role in translating that vision into realistic action?</p> <p>Very satisfied Satisfied Unsatisfied Cannot assess</p> <p><i>Please comment:</i></p>
<p>2. Achievement of specific annual priorities or goals</p> <p>How satisfied are you that the Executive Director has accomplished the annual priorities or goals set by Council for the performance period?</p> <p>Very satisfied Satisfied Unsatisfied Cannot assess</p> <p><i>Please comment:</i></p>
<p>3. Strategic leadership – human resources</p> <p>How satisfied are you that the Executive Director has selected and developed qualified staff, built morale amongst staff and volunteers and encouraged best practices?</p> <p>Very satisfied Satisfied Unsatisfied Cannot assess</p> <p><i>Please comment:</i></p>
<p>4. Program effectiveness</p> <p>How satisfied are you that the Executive Director has appropriate knowledge of the operations of the Society and demonstrates leadership in finding efficiencies where possible?</p> <p>Very satisfied Satisfied Unsatisfied Cannot assess</p> <p><i>Please comment:</i></p>
<p>5. Fiscal responsibility</p> <p>How satisfied are you that the Executive Director manages the resources of the Society well and demonstrates fiscal responsibility?</p> <p>Very satisfied Satisfied Unsatisfied Cannot assess</p> <p><i>Please comment:</i></p>

6. Financial Management

How satisfied are you that the Executive Director is knowledgeable regarding financial matters and has established a system that allows for accurate accounting and informed financial decision-making?

Very satisfied

Satisfied

Unsatisfied

Cannot assess

Please comment:

7. Operations management

How satisfied are you that the Executive Director has in place suitable systems, policies and processes for accounting, personnel, office space, information technology and risk management?

Very satisfied

Satisfied

Unsatisfied

Cannot assess

Please comment:

Council Policy 20 – Public Representatives on Council

NAME OF POLICY	Public Representatives on Council		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	Society Reg. 2.7		
Approved by Council November 21, 2008	Effective November 21, 2008	Reviewed July 21, 2017	Revised July 21, 2017

- 20.1** Public Representatives are to be appointed by Council based on a recommendation from the Governance and Nominating Committee following a public call for applications and a transparent process.
- 20.2** In appointing Public Representatives, Council ensures that they represent diverse communities and perspectives.
- 20.3** The Society must maintain a general position description and skills matrix for Public Representatives, which must be available to persons who are interested in serving as Public Representatives.
- 20.4** In fulfilling the Society's purpose, the public interest must always be paramount. The Public Representatives, in serving the Society, assist in ensuring that this purpose is met.
- 20.5** In addition to the roles and responsibilities they share as members of Council, including serving on committees, Public Representatives:
- 20.5.1** consider how the public perspective and interest can be brought to bear in the work of Council;
 - 20.5.2** make recommendations to Council on how the public interest can be better served in the work of the Society;
 - 20.5.3** prepare for publication in the Annual Report a summary of their work and perspectives as members of Council; and
 - 20.5.4** 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 Council about the effectiveness of the means by which the public perspective and skills are used in the governance of the Society.

Council Policy 21 – Member of the Council of the Federation of Law Societies of Canada

NAME OF POLICY	Member of the Council of the Federation of Law Societies of Canada		
APPLICABLE SECTIONS OF THE <i>LEGAL PROFESSION ACT</i> AND REGULATIONS	<i>None</i>		
Approved by Council November 23, 2012	Effective Nov. 23, 2012	Reviewed July 21, 2017	Revised July 21, 2017

- 21.1** As a member of the Federation of Law Societies of Canada, Council, on the recommendation of the Governance and Nominating Committee, appoints one member to the Federation’s Council.
- 21.2** Acting in the public interest, the Mission Statement of the Federation of Law Societies of Canada articulates the following commitments of the organization:
1. Bringing together Canada’s law societies to enhance open and transparent governance of an independent legal profession in Canada, and to set national standards and harmonize provincial and territorial rules and procedures;
 2. Promoting the cause of justice and the Rule of Law;
 3. Providing a forum for the exchange of information of mutual interest to Canada’s law societies;
 4. Undertaking national initiatives on behalf of Canada’s law societies;
 5. Speaking nationally and internationally on behalf of Canada’s law societies;
 6. Informing the public, governments and members of the legal profession about the role, responsibilities and activities of the Federation of Law Societies of Canada and of Canada’s law societies; and
 7. Sharing the expertise of Canada’s law societies to contribute to the development of effective regulation of an independent legal profession around the world.
- 21.3** The Federation Council member’s term commences on November 15th each year.
- 21.4** In recommending a person for the position, the Governance and Nominating Committee will consider the following:
- 21.4.1** The Federation Council member must have a detailed understanding of regulation of the legal profession and demonstrate a willingness to remain connected to the issues of regulation at the Society level, even if he or she is no longer actively undertaking that work;
 - 21.4.2** The Federation Council member should have demonstrated leadership in the Society or elsewhere, for example, by having served in a senior office;
 - 21.4.3** The Federation Council member must have a commitment to effective and timely communication with the Society through its Executive Director, the Officers and Council to assist the Society in considering the issues being addressed by the Federation and, where appropriate, communicating the Society’s perspective on those issues;
 - 21.4.4** The Federation Council member must demonstrate a willingness to learn about new matters on the national agenda, and to participate in both Federation Council and committee work that may differ from work they have done previously at the Society;
 - 21.4.5** The Federation Council member must be able to dedicate the time required to prepare for and attend Federation Council and committee meetings, to attend Nova Scotia Barristers’ Society Council meetings and provide periodic reports to Council;
 - 21.4.6** The Federation Council member must demonstrate an ability to collaborate with both the Society’s and the Federation’s leadership in order to contribute to the issues being considered by the Federation; and

- 21.4.7** The Federation Council takes a national perspective on issues and candidates for the Federation Council member' position would benefit from having experience with pan-Canadian bodies that deal with issues of import across the country.
- 21.5** The Federation Council member will regularly attend Nova Scotia Barristers' Society Council meetings, participate in discussions at those meetings and report as required on Federation matters. Federation Council members are *ex officio* and non-voting.
- 21.6** The Society will support its Federation Council member and provide time on Council agendas for consideration of Federation matters, through providing timely responses to matters requiring Society input and considering, in a timely way, national initiatives that require Society approval.
- 21.7** The Federation Council member is expected to serve for three or four years to provide adequate time to become fully efficient and effective in the Federation's work. It is anticipated that if the Federation Council member assumes an officer position at the Federation, that may require a longer term.
- 21.8** When possible, the Society will decide upon a successor member of the Federation Council at least six months before expiry of the incumbent's term to allow for appropriate orientation, attendance at one or two Federation Council meetings and other necessary transition into the position.
- 21.9** At the end of their term, the retiring Federation Council member will participate in an exit interview with the President and First Vice-President of the Society. The purpose of the exit interview is for the Society leadership to learn about the Federation Council member's experience on the Federation Council for purposes of enhancing the Society's work with and within the Federation.