



AGENDA
2021-22 ANNUAL GENERAL MEETING
Draft Minutes

Location: Aqsarniit Hotel and Conference Centre, Iqaluit, Nunavut; and remote virtual access was provided through Clear Picture.

Date and time: Thursday June 16, 2022; 6:00 PM ET

In attendance: Erinma Abara, Thomas Ahlfors, Sarah Arngna'naaq, Stephanie Boydell, Rohan Brown, Koovian Flanagan, Ted Hopkins, Jennifer Hunt-Poitras, Rebecca Louis, William Lu, Gregory Lyndon, Sandra MacKenzie, John MacLean, Denford Madekufamba, Bruce McRae, Mia Manocchio, Philippe Plourde, Merrilee Rasmussen, Lauren Shadley, Gloria Song, Graham Steele, Susan Switch, Norman Tarnow, Sarah White. LSN special counsel: Sacha Paul. LSN staff: Nalini Vaddapalli, CEO; Adeltrudes de Belen, Administrator; Romy Leclerc and Kishra Dawabi-Ahlfors, Project & Policy Coordinators. Clear Picture Moderators: Brent Baker, Dirk Gerhardt and Cameron Watson.

1. Assembly and Welcome by President, Lauren Shadley – Chair of the meeting

- Instructions for the use of the online platform by Clear Picture Moderator.
- Chair proceeds to the first agenda item.

2. Approval of Agenda.

- **Motion to adopt the agenda.** Moved by Merrilee Rasmussen and seconded by William Lu. Motion carried.

3. Former President's Report – Sandhya Chari

- Chair asks the floor for a motion to adopt the report unless there is a concern regarding the report that needs to be discussed.
- **Motion to adopt the (former) President's report.** Moved by William Lu and seconded by Mia Manocchio. Motion carried.

4. Treasurer's Report – William Lu

a) Presentation of [Audited 2021 Financial Statements](#):

- Financial statements audited by EPR Yellowknife Accounting Professional Corporation.
- Revenues have increased in 2021 compared to the year 2020. However, the revenues have not increased in pace with the expenses.
 - o Partly due to updating of the critical online infrastructure to cater the growing membership. This is expected to slow down in the coming years.
- In 2021, there is a deficit of \$66,000 compared to the surplus in 2020 of \$29,482.
 - o Expenses on setting up the online infrastructure.
 - o Increased advertising for positions and in compliance with government regulations. This also includes advertisements for the Law Foundation public representative.
 - o AGM and special meetings were moved online which contributed to an increase in the expenses. ClearPicture has provided the virtual platform for the AGM as recommended by other law societies.
 - o Program expenses includes the Government of Canada projects which the Law Society has received funding from (2019-2024).
 - o Equipment and office expenses. Used to improve office workstations while at the same time making efficient use of resources. CEO works from the boardroom.
 - o Rent has also increased as part of a negotiated rental agreement led by past President.
 - o Salaries have increased as per a standard cost of living increase. Due to the increased demands of a growing membership, part-time staff and casual staff have been hired.
- Hesitations in terms of increasing membership fees especially during the pandemic and taking inflation into consideration; this concern will have to be revisited in the future.

- Revenues in terms of investment income has increased from \$5,518 to \$28,858.
 - o Partially due to transferring the accounts during Fall 2020 to RBC Dominion Securities.
 - o Increase in membership revenues from \$575 hundred thousand in 2020 to \$599 hundred thousand in 2021.
- Cash and cash equivalents of the Law Society is sufficient to cover the total liabilities despite some deficit. Overall, the Law Society is in a good financial position. The aim for the upcoming year is to limit the growth of expenses and growing the revenues which could result in the increase of membership fees in the future. However, the Law Society can face unforeseeable challenges and matters that require professional fees and additional staff support which would necessarily impact the overall financial year.

Question Raised on Treasurer’s Report

- Question from member GS: The financial statements available for download were “draft” and unsigned by the auditor and the executive. Have the statements been finalized and signed?
- Answer: Yes, the financial statements were signed by myself (William Lu) and Secretary Mia Manocchio signing for President Lauren Shadley.

Motion to adopt the 2021 LSN audited financial statements. Moved by Erinma Abara and Seconded by Rohan Brown. Motion Carried.

b) Appointment of Auditor for 2022

Motion to Appointment EPR Yellowknife Accounting Professional Corporation as Auditor for the LSN in 2022. Moved by William Lu and seconded by Norman Tarnow. Motion carried.

5. Standing Committee’ Chair Reports:

- Majority of the reports are found in the consent agenda portion.
- a) Discipline – Nalini Vaddapalli (on behalf of Shayne Kert)
 - The Committee is largely composed of resident members with support from long-standing members of the Committee. To assist with the work of the

resident members, Ms. Sara Siebert has been retained to develop a [handbook](#) for investigators which would hopefully be done by the end of the year with in-house online tools.

- One outstanding matter from 2020 that resulted in *advice and direction*; two other remaining matters that concluded without any sanctions under the LPA.
- Three new complaints were filed in 2021: two concluded with no further action; one still ongoing.
- In early 2022, two new matters were received and are still ongoing.
- To streamline the discipline complaints in an efficient manner as well as minimizing email exchanges, the Law Society has invested in a new software management called Wrike.
 - o Allows the LSN designated staff and Deputy Secretary, Committee members, counsels, and involved parties to communicate and exchange documents in a secured and organized manner.
 - o Structured to meet the National Discipline Standards.
- Overhaul of the Legal Profession Act
 - o Includes important changes in the discipline process such as a designated fitness to practice-related process as an alternative process to address a member's struggles as well as increased options for the Discipline Chairperson to meet the different realities arising from the nature of a complaint and concerns of the parties. Currently, there exist only three possible outcomes under s. 24.1 of the Legal Profession Act.
- No questions or comments.

b) [Legal Ethics and Practice](#) – Erinma Abara

- **Revision of the mandatory reading list**
 - o A second round of [Consultation](#) of the membership was launched further to the June 2021 AGM. Members were invited to share their feedback and comments.

- Finalized a comprehensive and meaningful framework that would allow an applicant to complete a combination of readings that are directly tied to areas of the law of one’s practice, fundamentals of Nunavut laws, regulations, and materials that speak to Inuit traditional laws.
- **Revision of the [Nunavut Code of Conduct](#)**
 - Housekeeping recommendations (i.e., correcting grammatical and typographical errors) and substantive recommendations were based on the FLSC’s Model Code and Manitoba’s Code of Professional Conduct.
 - Updated the Nunavut Code by using gender-inclusive language; first jurisdiction to do so.
 - Two clauses that are *not supposed to be included*:
 - 3.1-2 Commentary 10A is not adopted and does not form part of the Code.
 - 3.2-8 Commentary 2 will read only that “this Rule speaks of conduct that is fraudulent, criminal or illegal” and the following sentence reading “such conduct includes acts of omission” is not adopted and does not form part of the Code.
- No questions or comments.

Motion to adopt the Nunavut Code of Professional Conduct with the abovementioned exceptions. Moved by Mia Manocchio and seconded by Rohan Brown. Motion voted on and carried after the presentation of MAC. Ten votes in favor, three abstentions.

c) [Membership and Admissions](#) – Rohan Brown

- Review of applications on a bi-weekly basis instead of every three weeks to ensure better workflow for the MAC members and allows for a quicker response to applicants.
- Membership statistics:
 - Non-resident membership increased dramatically to 15% from 2021.

- Streamlining of the application process.
 - o Online application is available for all types of applications
 - o Managed student-at-law applications that generally included a number of rotations/assignments which caused some challenges to ensure all required paperwork was submitted, in particular when changes in principals occurred
- Review of the Nunavut Statutes Examination
 - o Principia Assessments Ltd and senior member of the Nunavut bar SS as Project Manager for LSN
 - o First round of exam took place on May 21, 2022; made available in French and Inuktitut as requested by the examinee.
 - o Recognized the efforts of senior members of the Nunavut bar JB, CB and BM in drafting questions and validating the exam based on training delivered by Principia Assessments.

Question Raised on MAC Report

- Question from member PP: What is a “challenging student-at-law application”? What has the MAC done to address such challenges? What has MAC provided to assist the students [students-at-law – SAL] regarding such application? Who else in the Law Society is responsible of assisting the student?
- Answer by MAC Chair: The application form contains all the information that the SAL needs to fill out. If a SAL is seeking to split their articles [rotations/assignments], then they need to indicate that in the form. If they have any questions about anything they would reach out to the LSN staff first to seek clarification on any point. MAC does not directly interact with any SAL applicants typically. MAC only deals with the applications that we receive and if there is any point of concern or clarification, we might go back to them. It would be the LSN staff who would deal directly with the SAL with any questions or concerns. If the applicant has element that may be outside of the scope of the LSN staff then the CEO would take the lead. Challenging SAL applications are ones where there is not unanimity among the MAC members that the applicant should

- be admitted for one or more reasons (i.e., articles were not completed or fulfilled only a part of the requirements, concerns expressed by their principals).
- Question from member SB: What support is being given to SAL for incomplete Articling Plan?
 - Answer by MAC Chair: It would be up to the LSN support staff who would deal with any questions or concerns from SAL applicants. The support staff might potentially refer some questions to the MAC or delegate the application to the CEO who would take the lead.
 - Comment from member TA: Technical difficulties regarding the information provided on the website; concerns about SAL who have some challenges in following procedures and completing their forms including putting their articling plan together. This gives rise to a level concern of being able to help or assist their clients.
 - Response from member SB: In situations where articling plans are being rejected because they are too similar from one applicant to another, in that case, what is the MAC doing about that? If the articling plan complies with the basic requirements, it is not a good enough reason to deny the SAL's application. What guidance does the MAC give the SAL at that point?
 - Answer by CEO : No articling plan was rejected by the MAC or the LSN. Some plans were asked to be clarified especially in terms of supervision for a particular rotation, and where the SAL is going to article. Articling plans that were put forward were not rejected per se. The challenge that came about is that a number of them were incomplete articling plans which created confusion as to the actual articling of the SAL. The LSN has received information about SAL starting their articling rotations or assignment without prior notice to the LSN. The LSN has tried to bridge those gaps by following up through emails and phone calls, reaching out to both principals and students to clarify their articling plans.
 - A Notice in regard to SAL approvals and articling process will be issued next month. The Notice will also remind of the need to submit the necessary SAL paperwork for approval

before the SAL can start their article. This is to prevent circumstances where SALs have already left their employer to begin a new rotation or assignment without prior notice to the LSN. The LSN strives to make sure that the SAL are well supported to avoid breakdown in relationships between principals and SALs and prevent SALs from being penalized when they eventually apply for membership without all of the approved paperwork from their articles. The overarching goal of the required mid-term and final evaluations is to ensure the articling journey is progressing well and be available to assist both or separately the SAL and principal.

- Response by MAC Chair: Supports the CEO's clarifications.
- Comment from member PP: That is not the information received from a number of SAL and not the decision they understood from the MAC was. There might be a break in communication between what is communicated to the SALs and what the MAC means. That is not an issue of the SAL not understanding what is going on. There is work to be done for the MAC to ensure that they support the SAL better.

d) Rules Committee – Thomas Ahlfors

- Overview of the Committee's mandate
- Effectivity of the CLE Amendments: January 1, 2022; members should report for the renewal of their membership application in 2023.
- Three proposed Rule Amendments (see Agenda item #6)
 - o The Committee has not identified any issues with the proposed resolutions.
- No questions or comments.

6. Rules of the LSN – Amendments – Romy Leclerc, LSN project and policy coordinator

- **Resolution A: Change of Membership Status**
 - o Clarifies the process of withdrawal, resignation, and cessation of practice with consistent terminology throughout the Rules.

- Form R.1 applies in three circumstances:
 - When a member wishes to cease their practice in Nunavut and resign from the Law Society.
 - When a member wants to change their practice from active to inactive.
 - When a member wishes to cease their private practice
- Failure to submit the form: secretary sends a notice of failure to comply requiring the member to submit the form within 30 days.
 - Failure to comply with the 30-day deadline will prompt the member's license to be suspended or the matter will be referred to the Chair of the Discipline Committee.
- No questions asked.

Motion to adopt Resolution A. Moved by Merrilee Rasmussen and seconded by William Lu. Motion carried and Resolution A adopted. Ten votes in favor, one abstention.

- **Resolution B:** [Electronic Signatures](#)

- Goal is to facilitate the use of electronic signatures for the various LSN forms.
- A standard text box will be added in the different forms.
- No questions asked.

Motion to adopt Resolution B. Moved by Merrilee Rasmussen and seconded by William Lu. Motion carried and Resolution B adopted. Twelve votes in favor.

- **Resolution C:** [Amendments to the Rules to Form J](#)

- Application for admission as a member by a SAL.
- The new form would be more coherent and in line with the other LSN forms.

Motion to adopt Resolution C. Moved by Merrilee Rasmussen and seconded by William Lu. Motion carried and Resolution C adopted. Eleven votes in favor.

7. Nunavut Lawyers Assistance Program - John MacLean

- Overview of the NuLAP
 - Provides confidential psychiatric counselling and volunteer peer support to every active resident member, articling student, law student, and their immediate family in the territory for up to four hours per matter per year.
 - Confidential and independent from the Law Society.
 - Fully funded by the Canadian Bar Association – Nunavut Branch.
 - Number to call is printed at the back of the Law Society card: 1-877-498-6898.
 - Services are provided through the Alberta Lawyers Assistance Program; more resources available on their website.
- Possibility of in-person workshop on Compassion Fatigue and Resiliency which was postponed due to COVID-19.
- Wellness membership counts toward CPD; Law Society of Newfoundland and Labrador has a 2-hour free online program which could be credited.

8. [Overview of new Continuing Legal Education Policy](#) - Romy Leclerc, LSN project and policy coordinator

- Effective January 2022, CLE reporting will be required for 2023 membership renewal period due on January 31, 2023.
- Highlights:
 - One hour devoted to professional responsibility and ethics.
 - One hour devoted to cultural competency.
 - Scope of cultural competency includes content that engages with the broader questions of culture and differences to increase awareness and understanding of diversity and inclusion as well as providing lawyers with a set of skills, behaviors, attitudes, and knowledge that enable them to provide services that are appropriate to a diverse range of clients.

- Series of CLE events by LSN included Inuit Societal Values, History of Afro-Canadians, and Prevention of Harassment and Discrimination in the Workplace (with Disability Rights).
- LSN website has more information on CLE.
 - Live CLE events and recordings available online and LSN's YouTube channel.
 - Features will be added to the member's portal: accessing own CLE report throughout the year, adding and saving CLE events in relation to the CLE policy categories to facilitate renewal of membership.
- Development of a list of CLE activities that are recognized. Each category has a maximum number of eligible hours.
 - To ensure that each member has a balanced and diverse approach to the CLE requirements.
 - Three of the categories (i.e., invited speaker for a law-related event, coaching or judging a moot court, teaching a course) are given a different ratio (1:2) where one hour of the said activity is credited as two CLE hours to reflect the time used to prepare for such activity.

9. Overview of final Mandatory and Supplemental Reading Lists – Nalini Vaddapalli

- In the 2021 AGM, the membership had requested for a second opportunity to provide feedback on both reading lists.
- [Mandatory Reading List](#) overview provided by LEPC Chair, Erinma Abara, under section 5.b).
- [Supplemental List](#) includes a wide range of readings, videos and films of Inuit history and culture.

- Mandatory Reading List will be in force starting September 1, 2022, for new applicants applying for membership; new applicants and members will be encouraged to familiarize themselves with the Supplemental List.

Question Raised on the Reading Lists

- Question from member BM: Need to include federal statutes considering that some practicing lawyers who do not practice routinely in Nunavut attend regulatory proceedings under exclusively federal jurisdiction. The feedback was provided during the second round of consultation – federal laws that only apply in Nunavut (i.e., Surface Rights, Waters Act, Project Assessment Act). The Mandatory Reading List does not include any federal statutes. The reading list of the Northwest Territories and Yukon recognize federal statutes and require them to applicants who join their jurisdiction. These statutes are relevant in the context of Nunavut considering that there is no devolution. There is federal legislation that would not otherwise be a part of a lawyer’s competence where they reside in places like Alberta or Ontario, even the Northwest Territories. There is an expectation that they would be competent in those pieces of legislation to practice. Can the CEO or any member of the Committees help me understand why these federal statutes are not required by the Law Society for admission to the Nunavut bar?
- Answer by CEO: Comments were noted in the consultation summary. However, nothing prevents the Law Society from revisiting the member’s comments. The overarching goal is for the Mandatory Reading List to be specific to Nunavut when lawyers are transferring from one jurisdiction to another (Territorial Mobility Agreement). The comment is noted for the record and shall be brought back to the Executive to reconsider in light of the member’s comments shared today. I shall circle back to the member in due course. The Law Society has also hired an external counsel with a mandate to review the Mandatory Reading List to ensure the List’s accuracy and to incorporate any changes.

10. Executive Election Results (Acclaimed)

- Erinma Abara and Keith Cruz are announced as new members of the Executive.

11. 2021 Neil Sharkey Volunteer Award Recipient – Nalini Vaddapalli

- John MacLean is the 2021 recipient of the Neil Sharkey Volunteer Service Award for his contributions made to the Law Society. He has been a longstanding dedicated member to the profession and to various organizations.
- John has been a member of the Nunavut Bar since 2010. He was part of the Executive Committee for four years, including as President; John also sat on the Nunavut Branch Executive of the Canadian Bar Association for a number of years and has been the representative for the Nunavut Lawyers' Assistance Program taking over from past recipient, Margaret Hollis. As a dedicated and tireless Executive member, he facilitated the advancement of many projects and initiatives; he put into action his leadership role for several complex files and his commitment to the Nunavut Law Program. John brought the membership together for roundtable discussions to ensure the Law Society could support the students, including how the Law Society can facilitate and mentor students. Passionate about mental health of lawyers, students, and members of the legal community, John is always on the lookout to finding more ways to provide support and relevant training.
- It is pleasure to hand over an Inuit print from renowned Pangnirtung artist Andrew Qappik. A donation to a local charity of John's choice will be made on his behalf.

Response from John MacLean:

- Appreciate the award received today. Recalls coming to Nunavut planning to stay for five years but has stayed for twelve fruitful and productive years.

12. Nunavut Law Foundation Chair Report – Sarah Arngna’naaq

- Financial statements were delivered Nalini Vaddapalli on behalf of the Law Foundation Chair.
- Law Society provides administrative support to the Foundation in managing their limited funds for ten years.
- Membership levies have been fairly steady, with a slight growth.
- Investments were transferred from ScotiaMcLeod to RBC Dominion Securities. Although not as significant as the Law Society’s, there is some growth, and the new financial partnership has been welcomed given that there is one-on-one support and advice from RBC Dominion Security.
- Awards and grants were not as significant as the previous year due to COVID-19. There has been a lot of time and effort invested in 2022 using social media and hiring an external consultant to help disseminate the information on the different awards and grants.
- The professional fees are essentially the audit. This is with regards to the RFP from two years ago to try to reduce the overall audit fees of the Law Society and the Law Foundation which ultimately reduced the Law Foundation’s annual audit costs. This is a welcome outcome that allows revenues to go back to the communities and support students enrolled in law programs or law-related studies.
- The Law Foundation continues to support students from the Nunavut Law Program cohort and articling students who apply for grants.
- The Law Foundation is still in a very solid financial position. The excess revenues may seem a high due to the catching up brought about by COVID-19. Hopefully, there will be more funds spent going out to the communities and students in 2022.
- No questions.

Motion to adopt the 2021 Audited Financial Statements. Moved by Merrilee Rasmussen and seconded by Mia Manocchio. Motion carried and statements adopted. Eight votes in favor, no abstention.

Motion to appointment EPR Yellowknife Accounting Professional Corporation as Auditor for the Nunavut Law Foundation in 2022. Moved by Norman Tarnow and seconded by Merrilee Rasmussen. Motion carried.

Note: The Motion to appoint the Nunavut Law Foundation 2022 Auditor was brought to the table and voted on after the discussions of the member Motion.

- **[Notice to the Profession](#) regarding the Interest on Lawyer Trust Accounts and s.57(2) of the Legal Profession Act (LPA)**
 - The membership fee structure has a mandatory trust account levy of a hundred dollars that has been in effect for about fifteen years. This is because the private resident bar has been quite limited over the years and the revenues from trust accounts have been less than five dollars annually.
 - In ensuring that non-resident members of the private bar would be able to give back to the territory by having a designated trust account, as required by the LPA, where their Nunavut monies would be deposited.
 - s.57(2) has never been enforced. The Law Foundation has decided to provide notice to the profession of the enforcement of the said provision. This also gives the Law Foundation the authority to seek from the Nunavut private bar to have a designated Nunavut trust account, whether in Nunavut or in their home jurisdiction. The LPA does not require a specific location for the account to be open.
 - Deadline for compliance: January 31, 2024; the Notice presented at this AGM allow sufficient time to the Nunavut private bar before sanctions will be imposed.
 - Eventually, the Law Society will no longer be able to provide that direct support to the Law Foundation. This is a unique scenario that does not exist in any other Canadian jurisdiction or elsewhere for that matter.

The Law Foundation would have to hire their own third-party consultant and project manager which will be a significant cost.

- No questions.

13. Other business

a) Member Motion – Thomas Ahlfors

- Issue of quorum and conflict of interest of the Executive Committee. Same issue was raised last year with most members of the Executive Committee coming from the Government of the Nunavut, while this year members are mostly from the Legal Services Board of Nunavut.
- Concern on how conflict of interest is being managed and whether there is a specific policy for that.
- Motion to require the Executive Committee to develop a written policy on real and apparent conflicts of interests.
- Specifically on questions that relate to their employer or requests that come to the Law Society from their employer and how does the Executive Committee react to such.
- If three of the members of the Executive Committee have to recuse themselves because their employer is significantly involved in the question/matter, what is the procedure that is followed then if the Law Society has to take the question/matter into consideration especially when there is no quorum?
- Deadline proposed in the Motion: no later than the next AGM.

Questions/Comments raised on the Member Motion

- Comment from member JM: I have seconded this motion. I have been on the Executive Committee for four years and there have been the occasional situations where one of us has to step out because it is a little too close to home. There has never been a real situation where we lost quorum but there were situations where we come very close. It is also a good governance practice to

have such a policy in place, just so there is a remedy and a process that is built in. It is also important to remember that when you are elected to the Executive Committee, you are not elected as a delegate of your particular employer. You are not elected to share your comments on behalf of your employer. You are there because you are on the Executive Committee and the Executive's constituency is the public, and to ensure that the Law Society is acting in the public interest. As part of the public protection mandate and public interest mandate, the Member's Motion makes a lot of sense. It gives the Executive Committee a year to present a document to the rest of the membership for consideration. would recommend adoption.

- Comment from President LS : Acknowledges the concerns raised. The Executive Committee has taken steps to look into the issue since last year's AGM and is very cognizant of these concerns. An update will be provided during next year's AGM. The Executive Committee has been doing its due diligence and will continue to do so as it takes some time. Can this item [Member motion] be an item that does not have to be a motion but an ongoing item the Executive Committee will be continuously working on?
- Question from member GL : For years there has been conflict of interest, whether real or apparent. What is precipitating some formal procedure now that is different from what was done in the past informally? Except for the issue of quorum?
- Answer from member JM : In my tenure on the Executive Committee, if there was a conflict and we were discussing a matter, we moved in camera. During those times when we met in-person, we would leave the boardroom and sit in the other room. When meeting virtually, we left the matter at the end of the agenda so that the person concerned would sign out when it was time to discuss it. Having a public member was helpful because she represents the public and allows the opportunity to bring a different perspective and other concerns which can help break a tie when voting. The reason I am recommending a policy is

because it is a good governance item to have rather than leave it to the ad hoc, as and when required, discretion of the current Executive Committee. There is a motion on the floor that has been moved and seconded. It has to be voted on. Otherwise, another person can bring a separate motion to table. It cannot be tabled at the discretion of the Chair.

- Comment from President LS: Thank you to JM for sharing his own experience and views as a former member of the Executive Committee.

Motion to adopt the Member Motion. Moved by Sarah Arngna'naaq and seconded by Merrilee Rasmussen. Motion carried. Seven votes in favor, two votes against, and one abstention.

14. Adjournment. Motion to adjourn @ 8:12pm ET. Moved by William Lu and Seconded by Mia Manocchio. Motion Carried.

Consent Agenda

- 15.** Law Society Chief Executive Officer's Report
- 16.** Access to Justice, Law Society Representative Report
- 17.** Federation of Law Societies of Canada, Council Report
- 18.** Nunavut Legal Services Board, Law Society Representative Report
- 19.** Approval of 2020-21 AGM Minutes