Law Society of Ontario | Barreau de l'Ontario

TAB 6
Report to Convocation
November 27, 2025

Governance Review Task Force

Committee Members
Genevieve Painchaud (Co-Chair)
Peter Wardle (Co-Chair)
Pam Hrick (Vice-Chair)
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Rebecca Durcan
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William McDowell
Kevin Ross
Stephen Rotstein
Sonia Ouellet
Mark Surchin
Matthew Wilson

Purpose of Report: Information

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Administrative Processes and Convocation Oversight –

O'Connor Recommendations and the Treasurer's Action Plan – Final Report

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Issue

This report from the Governance Review Task Force (the "Task Force") provides Convocation with details of the work undertaken by the Task Force to complete items in its mandate, particularly in respect of recommendations made by the Hon. Dennis O'Connor and in the Treasurer's Action Plan.

Context

On March 5, 2025, Convocation was presented with a report and legal opinion from the Hon. Dennis O'Connor, which related to the compensation of the Law Society's former Chief Executive Officer (CEO) and the process by which it was determined (the O'Connor Report).[1] The O'Connor Report included nine recommendations consistent with best practices for not-for-profit governance that are set out below.

On March 20, 2025, the Treasurer presented an Action Plan in respect of Law Society administrative processes and Convocation oversight (the Action Plan).[2] The Action Plan asked the Task Force to consider the implementation of by-law amendments and develop policy responses to the issues identified by Mr. O'Connor.

On April 24, 2025, the Task Force recommended that Convocation adopt a three-stage process to address the recommendations made by Mr. O'Connor and the issues identified in the Action Plan.[3] At that meeting, Convocation completed Stage One of that process, including adopting amendments to the Task Force's Terms of Reference to include overseeing the implementation of the O'Connor Report and the items of the Action Plan and reporting to Convocation on those matters.

As part of the Law Society's ongoing governance review and response to the recommendations made by the Hon. Dennis O'Connor, Dr. Richard Leblanc was retained to provide governance expertise to Convocation and the Task Force, including providing advice on implementing the items in the Task Force's plan to address the issues identified by Mr. O'Connor and in the Action Plan.

The Task Force created five working groups[4] to effectively advance its significant mandate and continued its work through the spring and into the fall. Updates and actionable items were reported to Convocation from the Task Force in May, June, September, and October 2025.[5]

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[1] The O'Connor Report is available here.
[2] An overview of the Treasurer's Action Plan is available here.
[3] See the Governance Review Task Force report to Convocation, April 24, 2025 here.
[4] The five Working Groups are: O'Connor+ Working Group, Salary Disclosure Working Group, Bencher Code of Conduct Working Group, Broader Governance Reform Working Group, and Stakeholder Working Group.
[5] In May, Convocation received an oral update. See the Governance Review Task Force reports to Convocation, June 25, 2025 here, September 25, 2025 here, and October 28, 2025 here.

O’Connor Recommendations

Mr. O’Connor’s report included nine recommendations, which are detailed below, along with implementation actions taken by the Law Society. Some of the information that follows has previously been provided to Convocation in Task Force updates.

Recommendation #1: Ensure that all LSO committees, standing or otherwise, have accurate, easily accessible, and up to date Terms of Reference, including the committee mandate, responsibilities and authorities; responsible staff liaison(s) and their duties etc. These should be contained in a manual along with all other policies of Convocation.

> **This recommendation has been implemented:** All Benchers have access to a Committee Manual, which sets out the mandate or terms of reference for the Law Society committees, working groups and tasks forces, a list of staff members and their committee responsibilities, and a copy of the *Governance Practices and Policies*. This information is housed in the Resource Centre on the Diligent Boards platform. In addition, the meeting materials for each committee, working group, or task force now include a copy of the applicable mandate or terms of reference.
>
> Committee mandates have updated as required, with the exception of the Audit and Finance Committee and the Equity and Indigenous Affairs Committee, which will review and update their respective mandates in the new year.

Recommendation #2: Draft a document outlining the role, responsibilities and authorities of the LSO Treasurer for inclusion in the Convocation manual.

> **This recommendation has been implemented:** In October 2025, Convocation approved a Treasurer position description, which was drafted by the Task Force with the assistance of Dr. Leblanc. This new position description consolidates existing authorities and responsibilities of the Treasurer, which have historically been set out in multiple sources including the *Law Society Act*, the Law Society’s by-laws, and the *Governance Practices and Policies*.
>
> This new position description will be added to the *Governance Practices and Policies*, will serve as a foundational document for Law Society Treasurers, and will provide guidance and direction to Convocation in respect of the Treasurer’s authorities and responsibilities going forward.

Recommendation #3: Clarify ultimate internal responsibility for interpretation of LSO’s governing documents and governance matters, particularly in the circumstance where the issue relates to the authority of the Treasurer or CEO.

> **This recommendation has been substantially implemented with additional working continuing:** In September and October 2025, Convocation approved position descriptions for the Treasurer, the CEO, and the Secretary. These position descriptions clarify the authorities and responsibilities of these roles, including

providing that the Corporate Secretary is the primary internal resource for all governance matters.

The Task Force recommends that as the primary resource on Law Society governance, the Corporate Secretary is to be consulted at first instance on the interpretation of governance documents, including governing legislation, and governance matters at the Law Society for members of Convocation and Law Society management and employees.

Where legal analysis or interpretation is necessary in advising on matters of governance, the Office of General Counsel should be consulted, either by the Corporate Secretary or directly as circumstances may require, particularly when more complex governance-related questions arise that implicate law or legal principles or where questions arise about the meaning of governing legislation.

In early 2026, the Task Force will bring forward for Convocation's approval amendments to the *Governance Practices and Policies* to reflect this process to ensure it is clear and accessible going forward.

Recommendation #4: Regularize and memorialize the process of retention and location of documents by the Corporate Secretary, Human Resources, the Treasurer and Archives, particularly in the circumstance where the issue relates to CEO compensation or other sensitive/confidential issues. Consider whether it is appropriate for Benchers to have easy access to Convocation minutes, transcripts and materials dating back as far as is practicable.

This recommendation has been implemented: The minutes and transcripts of Convocation are governed by Part V of By-Law 3. The Corporate Secretary is responsible for preparing and maintaining Convocation minutes (both public and in camera), while transcripts are prepared by a qualified court reporter. Public minutes and transcripts going back to 1988 are available on the LSO website. The position description approved by Convocation in September 2025 also requires the Corporate Secretary to take all reasonable steps to ensure benchers have access on Diligent Boards to agendas, minutes, and reports for Convocation with a five-year lookback. In camera records involving sensitive matters, such as CEO appointments, are sealed and password-protected, with access controlled by the Treasurer's office.

All Convocation records are transferred to the LSO Corporate Records and Archives department ("Archives"), which is part of the Professional Development & Competence division. Archives is responsible for the records management and archives functions for the Law Society. Records that are deemed highly confidential are transferred to Archives either sealed or password protected or are maintained in another department (for instance in Human Resources or Finance in respect of certain employment records, depending on their nature).

Archives provides research and file retrieval assistance to staff, and coordination and support for the Law Society's information and records management program, including

the maintenance of the records retention schedule and administration of off-site record storage services. Archives' services are easily accessible to staff and widely used as a key tool in the Law Society's policy development process. In July 2025, all staff who support benchers in their decision making received training from Archives to ensure a clear understanding of how to retrieve corporate documents, in particular those relating to Convocation and its committees, task forces, and working groups.

Documents related to recruitment, hiring and termination of all LSO employees are securely maintained by the Human Resources Department. These include records relating to the terms of the CEO's employment, such as compensation. The Finance Department has access to some employee records and documentation to support the administration of the employee payroll, pension and benefits remittances and other obligations such as reconciliations and legislative annual returns. The Director of Human Resources is the primary contact for documentation about CEO compensation for the applicable committee.

Recommendation #5: Regularize and memorialize the process for the rare circumstance where the LSO Treasurer needs to enter into an agreement (e.g., to retain external counsel).

This recommendation has been implemented: A review of current practices for when the Treasurer may enter into agreements on behalf of the LSO (e.g., to retain external counsel) was conducted following the receipt of Mr. O'Connor's report. This review confirmed that such situations typically arise when Convocation decisions require execution by the Treasurer, such as the CEO's employment contract or resolutions related to LAWPRO. Most operational contracts, including most legal retainers, are negotiated by the CEO or other senior executives, with oversight from the Office of General Counsel in accordance with established financial and operational policies.

Clarity in this respect is now included in the Treasurer position description, which specifies that the Treasurer may enter into agreements in order to fulfil responsibilities consistent with the scope of authority that is granted to the Treasurer by Convocation, the Law Society's by-laws, and/or the *Law Society Act*, or to assist Convocation in fulfilling its functions. The position description also clarifies the Treasurer's signing authority consistent with the Signing Authority Policy, which is approved by Convocation at regular intervals.

Recommendation #6: Regularize and memorialize LSO committee processes, including creation of an annual committee workplan and estimated number and timing of meetings, minute-keeping, circulation of agendas and materials, ability to access historical materials, etc.

This recommendation has been substantially implemented with additional work continuing: The Law Society's *Governance Practices and Policies* address the committee process, including the responsibilities for chairs to manage and plan meetings, such as the establishment of an annual plan and timetable. As is noted

below, the Task Force will consider revisions to various aspects of the *Governance Practices and Policies,* including descriptions of chair and vice-chair responsibilities, and will make recommendations to Convocation in early 2026.

LSO committees meet according to an established schedule, while working groups and task forces create their own meeting schedules. Benchers are notified of meeting dates and times through invitations sent via email and kept on a global bencher calendar and in Diligent Boards.

Support to the majority of committees, working groups, and task forces is provided by the Policy, Equity and External Relations Division, which provides logistical advice and support, research, analysis, strategic advice and secretarial support. Certain other committees may be staffed by other LSO departments as appropriate (for instance, the Finance Department provides support to the Audit and Finance Committee). Details about staff support for specific committees, task forces, and working groups is set out in the Committee Manual.

Committee materials are posted for Benchers prior to each committee meeting on Diligent Boards, which also includes an archive of past agendas and materials. The Archives are accessible for all Benchers. Going forward, committee orientation will ensure that Benchers are aware of archived materials and that they are more accessible to all Benchers. The Corporate Secretary position description contemplates ensuring that Benchers have access to committee materials with a five-year look-back.

Most committees create workplans for each year, if not beyond, and staff will be supporting chairs or co-chairs to ensure this process is undertaken in early 2026 for all committees, task forces, and working groups.

Committee decisions and deliberations are currently memorialized in “Decision and Direction” summaries, which are included in each meeting’s Committee materials. The Task Force has directed staff to draft procedures and practices to effectively memorialize committee, working group, and task force meetings and deliberations through the adoption of standardized agendas and minutes for all committees, task forces, and working groups of Convocation. Agenda and minutes templates will be brought to the Task Force early in the new year to support rolling out this approach in February 2026. In early 2026, the Task Force will bring forward for Convocation’s approval amendments to the Governance Practices and Policies to reflect these enhanced governance practices.

Recommendation #7: Ensure that Benchers and the Treasurer receive copies of relevant governance materials and annual governance training, including with respect to:

- The appropriate oversight role of a board of directors;
- The appropriate role of a board of directors in CEO performance management and compensation;

- The process for identifying and dealing with actual, potential and perceived conflicts of interest;
- The role of the Treasurer (Chair) and all Benchers (Directors) in ensuring adherence to fiduciary duties, including a culture of good governance;
- Discharging fiduciary duties in the context of reliance on Staff.

This recommendation has been substantially implemented with additional work continuing: At the beginning of each four-year term, Benchers receive extensive orientation training and materials, including relevant by-laws, the *Governance Practices and Policies*, minutes and transcripts of Convocation and current and archived Convocation materials and agendas. In particular, the *Governance Practices and Policies* address many of the issues highlighted by Mr. O'Connor in this recommendation. For instance, Part 1 details principles of Law Society governance and the responsibilities of Convocation, including the oversight role of the Board, while Part 2, “Governance Process and Decision Making”, addresses Convocation processes, the duties, responsibilities, and obligations of the Treasurer and Benchers, as well as committees and task force processes.

As part of the May 2023 Bencher orientation following that year’s election, Benchers received comprehensive information about committees, committee mandates, the role of committees and LSO governance, current issues and the general meeting schedule. The materials used for Bencher orientation remain available to Benchers on Diligent Boards. Policy committees received additional orientation in June 2023 at their committee meetings as a follow up to this broader orientation.

In addition to these existing resources, Dr. Leblanc provided a governance training session in conjunction with September's meeting of Convocation, and Benchers received additional training on best practices in good governance at the Bencher retreat in October.

The ongoing work of the Bencher Code of Conduct Working Group includes further addressing, identifying, and dealing with actual, potential, and perceived conflicts of interest.

The Task Force is recommending that the Bencher Orientation Policy and Professional Development Program Policy contained in the *Governance Practices and Policies* be reviewed and updated in early 2026, and that an annual training plan that includes continuing governance education be presented to Convocation.

Recommendation #8: Ensure that succession planning for key roles includes a robust transition plan and adequate support for individuals new to a role.

This recommendation has been substantially implemented with additional work continuing: The position descriptions for Treasurer, CEO, and Corporate Secretary, which have been approved by Convocation, all include requirements for succession planning for those roles. The CEO position description also includes

responsibilities in respect of ensuring that there are effective emergency and permanent succession plans for other members of management. The Treasurer's position description includes similar responsibilities in respect of succession planning for Committee and Task Force chairs and other members, as well as individual Benchers. These plans will be developed over the coming months and reported to Convocation for information or approval as required.

In addition, the mandate for the Human Resources and Compensation Committee provides for the review of the temporary and permanent succession plan for the CEO and senior management executive employees who report directly to the CEO.

At a staff level, a project is underway to develop a more structured and sustained succession planning program that will include a talent management component. The program will aim to produce and identify high potential leaders through a competencies framework, leadership training, mentorship and sponsorship, and performance management. A talent management professional has been hired in the Human Resources department to assist with this project, including designing a framework for succession planning. Short term succession plans for senior management positions will now be updated annually.

Recommendation #9: Encourage staff to seek out internal assistance or external counsel when they are unsure of legal advice.

This recommendation has been implemented: Staff have regular access to competent legal advice through the OGC. In May, the Acting CEO reached out to all Law Society staff with a spotlight on the work done by the OGC, noting in particular their work supporting Law Society divisions, including in the provision of legal advice and opinions, contract drafting, review and negotiation, information access and privacy matters, and legislative drafting.

Law Society staff also have access to Clearview Connects, an external, secure, third-party reporting system that allows employees to confidentially or anonymously report concerns about non-compliance, misconduct, or issues that could harm the organizations reputation. Access to Clearview Connects forms part of the Law Society's Business Conduct Policy, is included in new hire orientation, and will be included in the rotation of featured resources on the Law Society's intranet to maintain ongoing awareness.

Implementation of the Action Plan

The Action Plan included key changes to improve governance and strengthen accountability at the Law Society. The Task Force was charged with two items, which are detailed below.

Item #1: Bringing by-law amendments to Convocation to clearly define the role of the Compensation Committee and specify that changes to the CEO's compensation must be approved by Convocation.

> **This item has been completed:** In April 2025, Convocation approved an amendment to the Law Society's By-Law 2 to explicitly provide that Convocation shall determine the terms and conditions of the CEO's employment, including all financial compensation to be paid.[6]
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> In October 2025, Convocation approved amendments to the Law Society's By-Law 3 to establish a new Human Resources and Compensation Committee. This standing committee's mandate provides clear authority for the Committee with respect to reviewing the salary and all other remuneration, including benefits, for both the Law Society Chief Executive Officer and the Corporate Secretary. The mandate also clearly and unambiguously provides that any changes to the remuneration of those two officers will be recommended to Convocation for ultimate approval.

Item #2: Recommending broader reforms, such as a review of the Bencher Code of Conduct, developed in consultation with a governance expert, to ensure confidence in Law Society decisions and operations.

> **Work is ongoing to address this item:** As Convocation was advised in September, the Task Force has created a Bencher Code of Conduct Working Group. That Working Group continues to review the Bencher Code of Conduct and will provide recommendations to the Task Force to address any issues or gaps that require attention, and will consider broader reforms if necessary, prior to seeking approval from Convocation.
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> In addition, the Task Force continues to consider broader governance reforms and additional work in furtherance of it's mandate, which may include consideration of the following:
>
> - A standing governance committee to ensure appropriate governance oversight and guidance to assist Convocation.
> - An annual evaluation process for Convocation, committees and task forces, as well as their chairs and vice-chairs, and individual Benchers, established with the incoming Corporate Secretary.
> - Professional development and training for Benchers, including specific training for chairs and vice-chairs.
> - Position descriptions for committee and task force chairs and vice-chairs, to provide clarity about those roles and their corresponding responsibilities.

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[6] See By-Law 2 section 43(2). See also Governance Review Task Force report to Convocation, April 24, 2025 here.

- Enhancements to governance leadership at Convocation, such as creating a Vice-Treasurer position and/or an Executive Committee to allow for succession planning for the Treasurer and the sharing of the significant workload that is currently housed exclusively with the Treasurer.
- Review of, and amendments as necessary to the *Governance Practices and Policies*, including to incorporate the position descriptions for the Treasurer, CEO, and Corporate Secretary, and to avoid repetition and ensure there are no inconsistencies.
- Providing more easily accessible information on the Law Society's website about the mandate of each committee, task force, and working group struck by Convocation.

Next Steps

The Governance Review Task Force will continue to update Convocation as it progresses with its ongoing work and will bring matters forward to Convocation for approval or for information as appropriate.