Transition Board

Agenda

Meeting Date: October 21, 2024

Meeting Time: 12:00 (lunch) call to order at 13:00

Meeting Type: In person

Meeting Location: Law Foundation Board Room
(675 Hastings St W, Vancouver BC V6B 1N2)

Members:

Bruce LeRose (Chair)	
Johanne Blenkin	Lindsay LeBlanc
Brian Dybwad	Scott Morishita
Elizabeth Kollias	Scott Simpson

Item	Responsible	Time
1.0 Approval of Agenda	Decision	2
2.0 Issues arising from Transition Provisions		
2.1 Conflict of Interest Policy [LPA 223(4)] Attachment: 02.1	Discussion	30
2.2 Discussion/planning for engaging person responsible for managing transition [LPA 223(5)] Attachment: 02.2	Discussion	20
2.3 Board appointment(s) to Indigenous Council [LPA 224(1)(c) Attachment: 02.3	Action-Members	15
2.4 Establish remuneration and expense policy [LPA228 (2)] Attachment: 02.4	Action-Members	15
3.0 Roles, Function, Engagement, and Communication Attachment 03.0		
4.0 Governance		
4.1 Policies and Procedures Attachment 04.1	Discussion	30
5.0 Meeting Logistics		
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Transition Board

Conflict of Interest Policy

To:	Transitional Board
Purpose:	Discussion and Direction
From:	Advisory Committee
Date:	October 21, 2024

Issue

1. The *Legal Professions Act*, s.223(4) requires that the transitional board must establish a conflict of interest policy.

Background

2. The *Act* directs that the transitional board consist of seven directors, with four appointments by the Benchers of the Law Society, one appointment by the directors of the Notaries Society, one appointment by the BC Paralegal Association and one appointment by the Lieutenant Governor in Council, to be made within 2 months after section 223 comes into force.

3. The *Act* does not impose any conditions or process on the selection of the appointees apart from the requirement that one of the Bencher appointments must be Indigenous.

4. The *Act*, s. 223(7) provides that the Law Society and the Society of Notaries Public must cooperate with the transitional board in the exercise of its powers and the performance of its duties.

5. The *Act*, s. 225 provides for the establishment of an advisory committee to advise the transitional board and the transitional Indigenous council consisting of the executive director of the Law Society or designate, the executive director of the Notaries Society or designate, the executive director of the Law Foundation or designate and an employee of the government appointed by the Attorney General to act as a liaison between the government and the advisory committee.

6. While s.13 of the *Act*, not yet proclaimed, provides for the removal of a director if the director contravenes the oath of office or the code of conduct for directors after reasonable notice to the director, the board considers the circumstances sufficiently serious to justify the director's removal. However, there is no similar authority in the transitional provisions.

Discussion

7. As structured by the transitional provisions of the *Act*, there is expected to be significant interaction and cooperation among the transitional board, the transitional Indigenous council, the advisory committee, the transition manager,

the Law Society, the Notaries Society and the Law Foundation. The interaction is unlikely to be without conflict in terms of the interests of the entities affected by the intended amalgamation and the duties and loyalties owed by those individuals involved with the transition.

8. For the purpose of developing a policy for the board, the board might consider, comment, and provide direction to the advisory committee on the following suggestions:

9. The policy should recognize that conflicts of interest arise as a result of the equitable principle whose roots lie in the general standards, namely loyalty, good faith and avoidance of a conflict of duty and self-interest. (Can. Aero v. O'Malley, 1973 CanLII 23 (SCC), [1974] SCR 592 and R. v. Edwards, 2024 SCC 15)

10. The policy could address both a conflict between the duties owed and self-interest (a conflict of duty and interest) as well as a duty owed that may conflict with another duty owed (a conflict of duty and duty).

11. A director may have a conflict of duty and interest where the director has a personal interest, either pecuniary or non-pecuniary, not shared by others, in the outcome of a decision. When such a conflict of interest arises, the policy might require that the director disclose the conflict of interest to the board and refrain from voting on and not participate in the consideration or discussion of the decision giving rise to the conflict.

12. A director may have a conflict of duties when their duties as a director conflict from time-to-time with their duties to another organization. When such a conflict of duty arises, the policy might require that the director disclose the conflict of duty to the board but might be allowed to participate in the consideration or discussion of the decision giving rise to the conflict.

13. A director should be required to take care to avoid the perception of a conflict of interest or a conflict of duty. When a perceived conflict of interest or duty may exist with respect to a decision, the policy might require that the director consider whether continued participation in any decision-making is consistent with their duties as a director.

14. The board should establish an oath of office that contains an obligation to avoid conflicts of interest and conflicts of duties, that includes a commitment to act in the public interest, and directors should be required take the oath.

Next Steps

15. Based on the thoughts and comments of the board, the advisory committee will draft a conflicts of interest policy for consideration by the board at its next meeting.

Transition Board

Engaging the transition manager

To:	Transitional Board
Purpose:	Discussion
From:	Advisory Committee
Date:	October 21, 2024

Issue

1. The provisions in the *Legal Professions Act* for the transition from the operation of the former Acts to the operation of the *Act* establish a complex regime involving the transitional board, the transitional Indigenous council, the advisory committee, the person appointed to manage the transition as well as the Law Society, Notaries Society and Law Foundation.

2. To avoid duplication and to ensure a clear understanding of who is expected to do what and with whom, the board needs to consider at a minimum addressing the relationship and interaction between the person to be appointed to manage the transition and the board, the Indigenous council, the advisory committee, the staff of the Law Society, Notaries Society and Law Foundation. The relationship with the staff of the three organizations is particularly important considering the expectation that the transition manager will be the first CEO of Legal Professions BC.

Background

3. The *Legal Professions Act* provides the following:

4. the transitional board has the powers necessary to prepare for and facilitate the transition from the operation of the former Acts to the operation of the *Act*[1].

5. the transitional board must appoint a person responsible for managing the transition from the operation of the former Acts to the operation of the *Act.*

6. before appointing a person to that position, the transitional board must consult the transitional Indigenous council[2].

7. the establishment of an advisory committee for the purpose of advising the transitional board and the transitional Indigenous council on the transition from the operation of the former Acts to the operation of this *Act*[3].

8. that the Law Society and the Society of Notaries Public must cooperate with the transitional board in the exercise of its powers and the performance of its duties under this section[4];

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[1] Legal Professions Act [SBC 2024] CHAPTER 26, s.223(3)
[2] Legal Professions Act [SBC 2024] CHAPTER 26, s.223(5) & (6)
[3] Legal Professions Act, s.225
[4] Legal Professions Act, s. 223(7)

9. that the board must appoint a person to manage the transition but does not direct how or when that appointment must be made other than to provide that the Indigenous council must be consulted before making the appointment[5]; and

10. it is expected that the person appointed by the board to manage the transition from the former Acts to the operation of the Act will become the first chief executive officer of the regulator[6].

Discussion

11. To date, the advisory committee has coordinated the initial steps of establishing communication with and among the board, proposing a process for selecting the chair and implementing that process, assisting with the creation of an agenda for the first meeting of the board and facilitating that first meeting.

12. These steps are reasonably consistent with the mandate of the advisory committee to assist the board with the transition and in effect having the advisory committee act as the secretariat to the board. However, they have necessarily involved the members of the advisory committee providing administrative support through the efforts of the appointed members of the advisory committee and some of the staff at the Law Society, the Notaries Society and the Law Foundation.

13. On an ongoing basis, the *Act* contemplates the cooperation of the Law Society and the Notaries Society with the board in the exercise of its powers and the performance of its duties. As it is expected that the current staff of the Law Society and Notaries Society will become the staff of Legal Professions BC on the amalgamation date and have the responsibility for implementing both the *Legal Professions Act* and the first rules, the board will not be surprised that those staff have considerable interest in the structure, authority and duties of Legal Professions BC and they are a source of considerable knowledge and experience in regulating lawyers and notaries public.

14. In discussing when and how to appoint the transition manager, the board might consider the following questions:

    a) As the transition manager is expected to be the first chief executive officer of Legal Professions BC, how does the board see the skills, knowledge and experience appropriate to managing the transition relative to the skills,

[5] Legal Professions Act, s.223(5)
[6] Act, s.231 not yet in force

knowledge and experience it might expect in the person who will be the first CEO?

b) As the board should expect that it will take several months to conduct an appropriate search for a person to fill the transition manager and first CEO position, how does the board see the continuation of the work of the board and the Indigenous council in the interim?

15. While the *Act* requires the appointment of a transition manager, does that person have to be appointed early during the transition period or would it be better to have the transition manager in place towards the latter part of the period to facilitate the final transition steps and establish themselves as the first CEO?

16. Is the transition manager expected to hire staff and establish a secretariat to assist the transition manager in managing the transition from the operation of the former Acts to the operation of this *Act*?

a) If so, how does the board see the relationship, interaction and authority of the transition manager in regard to the advisory committee and the staff of the Law Society, Notaries Society and Law Foundation?

b) Does the board see that the transition manager must necessarily be willing to be the first CEO?

Transition Board

Appointment(s) to the Indigenous Council

To:	Transitional Board
Purpose:	Discussion and Decision
From:	Advisory Committee
Date:	October 21, 2024

Issue

1. Section 224 (1) of the *Legal Professions Act* establishes a transitional Indigenous council consisting of the following members, all of whom must be Indigenous persons:

    a) 3 members appointed by the BC First Nations Justice Council;

    b) 1 member appointed by Métis Nation British Columbia; and

    c) 1 or 2 members of the transitional board (the board) appointed by the transitional board.

2. The BC First Nations Justice Council and Métis Nation British Columbia have made their appointments, but the board has not yet appointed 1 or 2 of its members to the transitional Indigenous council (the council)

Background

3. In addition to the requirement that appointees to the council must be Indigenous persons, there is also the requirement in s. 224(3) that a person who, for disciplinary reasons, is suspended or prohibited from practising law must not be a member of the council.

4. Of the seven members of the board, only Lindsay LeBlanc and Brian Dybwad identify as Indigenous persons.

5. Neither Lindsay LeBlanc, KC nor Brian Dybwad is currently suspended or prohibited from practising law.

Discussion

6. The options available to the board are:

    a) Appoint no one. Although this option is not contemplated by the legislation, unlike the appointment opportunity provided to the First Nations Justice Council and Métis Nation British Columbia, there is no opportunity for the Attorney General to appoint members after a merit-based process if the board does not appoint 1 or 2 members. Given the requirement in s.226 that the board and the council must collaborate to develop the first rules and the first rules may not be made unless they are first approved by the council, the duplication of participation in the rule-making by the two members of the board appointed to the council may be a source

of conflict between the board and council. In addition, neither of the eligible members of the board may be willing to take up the additional responsibility of participating on the Indigenous council.

b) Propose to appoint one or two members. In providing the board with the opportunity to make 1 or 2 appointments, it may have been the legislative intent to facilitate the mandated collaboration between the board and the council on the first rules. While the *Act* contemplates the board appointing only one member to the council, if the board is satisfied that on balance the participation of board members on the council is better than not appointing anyone, there seems little reason not to propose the appointment of both members of the board to the Indigenous council.

c) If the board proposes to appoint two members to the Indigenous council, the board may wish to seek the Indigenous council's views before finalizing the appointment.

Recommendation

7. While joint meetings between the board and the council may be a more effective means for collaborating on the first rules, on balance, the participation of two board members on the council may surface issues and provide for an informal means of resolving them that may be more difficult with the full board and council meeting together. The advisory committee therefore recommends that the board propose to appoint the two eligible directors to the council subject to reaching out to the Indigenous council.

Policy

Transitional Board, Indigenous Council, and Advisory Committee Expense Reimbursement and Remuneration Policy

October 2024

1 Policy

1.01 As a member of the transitional board, the transitional Indigenous council, and/or the advisory committee you are entitled to be remunerated and reimbursed for reasonable expenses incurred in the performance of your duties under the *Legal Professions Act*.

2 Purpose

2.01 The purpose of this Policy is to:

a) Provide guidance with respect to what are and are not reimbursable expenses.
b) Assist the Law Society and the Notaries Society, which have joint responsibility for paying the operational costs.
c) Outline the required supporting documentation to ensure sufficient back-up is provided for annual audit and CRA compliance purposes.

3 Scope

3.01 This Policy applies to all current board and council members, and to members of the advisory committee when performing their duties under the *Legal Professions Act*.

4 Responsibility

4.01 Board, council, and committee members are responsible for:

a) Following this policy when requesting reimbursement for expenses.
b) Submitting, in a timely manner, all original detailed receipts (not credit card receipts alone) along with a completed expense reimbursement claim form (Appendix A) setting out the necessary information to allocate the expenses to the particular business undertaken. Electronic submission is preferred.
c) When applicable, board, council, and committee members are expected to

apportion expenses between business related to their duties under the *Legal Professions Act* and any other business connected to those expenses.

d) The advisory committee is responsible for providing guidance as necessary to board and council and committee members regarding appropriate types and levels of expenses.

4.02 The advisory committee is responsible for approving exceptions to this Policy, where the Policy guidelines are exceeded due to extenuating circumstances and communicating those decisions to the entity responsible for issuing the payment.

5 Allowable expenses

5.01 Travel

a) The following are reimbursable travel expenses related to the performance of duties under the *Legal Professions Act*:

(i) Airfare

(ii) Ferries

(iii) Airport fees

(iv) Public transportation costs

(v) Parking

(vi) Taxi or ride share fares, including gratuity, to and from, airport, hotel or residence

(vii) Use of a personal vehicle for business travel will be reimbursed on a per kilometer basis at the current automobile allowance rate prescribed by the Canada Revenue Agency.

b) Flights under 6 hours should be booked as Economy Class. Flights of more than 6 hours, if no coupons are available to upgrade to Executive Class, may be booked as Business Class when travelling on official Legal Professions BC business.

5.02 Accommodation

The following are reimbursable accommodation expenses related to the performance of duties under the *Legal Professions Act*:

a) Where an overnight stay in Vancouver is necessary, hotel accommodation will be reimbursed for a standard single room equivalent at one of the pre-approved hotels at the negotiated rates. Please follow the instructions on the

corporate hotel listing to ensure the Legal Professions BC corporate rate is obtained.

b) Appendix B contains further details on corporate hotel rate information and will be updated and published by the Law Society of BC periodically.
c) Hotel expenses will be covered for one night per meeting day, unless flight schedules or ground transportation do not permit earlier travel, or if the scheduled timing of the meeting or event requires arrival the night before the meeting.

5.03 Meals and Beverages

The following are reimbursable meal and beverage expenses related to the performance of duties under the *Legal Professions Act*:

a) Reasonable meal and beverage costs incurred while travelling or performing duties under the *Legal Professions Act*. If a meal is already provided (breakfast, lunch or dinner), additional meal or beverage costs should not be claimed for these meals.
b) Original detailed restaurant meal receipts including details on meals and beverages purchased, must be submitted along with the expense reimbursement claim. The names of all individuals in attendance, that are included in the reimbursable cost of the meal, must be listed on the expense claim or written on the back of the original receipt.
Daily Limit for Board Member Meals and Beverages - You will be reimbursed up to a maximum of $110 per day for meal and beverage costs, inclusive of tips and tax, which are incurred while travelling or performing duties under the *Legal Professions Act*.

For individual meals during a day, the limits are divided as follows:

Breakfast = $25
Lunch = $35
Dinner = $50

c) The daily limit amount includes breakfast, lunch and dinner. For all meals other than group meals, you must pay for your meals separately and submit individual meal and beverage expense receipts. Daily meals and beverages costs will be reimbursed only based on receipted amounts, up to the maximum daily limit.
d) At group meals, reasonable meals and beverages costs will be reimbursed, and the most senior director or Indigenous council member in attendance should pay for the group meal. A group meal is any meal or dinner at which there are six or more directors or Indigenous council member attendees.
e) The cost of any alcoholic beverages will not be reimbursed.

5.04 Child Care and Dependent Adult Care

a) Reasonable child care and/or dependent adult care expenses incurred during the hours of scheduled board or Indigenous council meetings or while performing duties under the *Legal Professions Act* and during the time taken to travel to and from such meetings will be reimbursed, where they are in addition to what would normally be incurred by you.
b) You should indicate the number of hours and hourly rate and attach receipts to the Expense Claim Form.

5.05 Other Reimbursable Expenses

Reimbursement will be made for other reasonable miscellaneous expenses incurred in performing duties under the *Legal Professions Act* including:

a) Communication costs such as fax, long distance telephone charges, teleconferences and cellular phone usage.

b) Administration costs such as postage and courier.

In an effort to reduce the impact on the environment, we encourage the reduction of photocopying and printing wherever possible. If you are unable to view the meeting materials in an electronic format, a printed hard copy can be provided upon request.

6 Remuneration

6.01 Only Directors and Indigenous council members are eligible to receive per diems for attending meetings related to the performance of duties under the *Legal Professions Act* are entitled to receive $500 for every full day and $250 for every half-day during which they attend any meeting or other event. Meetings and events over 4 hours will be considered a full day.

6.02 In addition, directors and Indigenous council members are entitled to receive a travel per diem of $500 for travel to and from home for the day the travel takes place.

6.03 T4's/T4A's will be issued for all per diems that are paid during the year.

7 Submission of expense claims

7.01 Submission of Expense Claims

a) Original detailed receipts and boarding passes must be submitted with a completed Expense Claim Form. The Expense Claim Form may be submitted electronically along with scanned receipts to XX@XX

b) The Expense Claim Form should include the purpose for incurring the expense(s).

c) Receipts supporting a business meal should indicate the reason for the business meeting and the names of those in attendance. Original detailed receipts must be submitted along with the expense reimbursement claims.
d) Claims for reimbursement should be submitted on a monthly basis.

Appendix A - Board Member expense claim form

Sample claim form shown below. Electronic submission is preferred.

Notes:
(1) One event per form.
(2) Fill in the shaded areas.

Event Date	
Event Description	
Place of Event	
Name of Airline	
Name of Hotel	

DESCRIPTION		**NET**	**GST**	**TOTAL**
Meals & Entertainment (60025)		0.00	0.00	0.00
Airfare (60010)		0.00	0.00	0.00
Hotel (60015)		0.00	0.00	0.00
Taxi Fare (60010)		0.00	0.00	0.00
Parking (60010)		0.00	0.00	0.00
Ferry (60010)		0.00	0.00	0.00
Car Rental (60010)		0.00	0.00	0.00
Car Mileage (60010)	(To/From) km @ $0.63/km	0.00	0.00	0.00
Telephone (60040)		0.00	0.00	0.00
Photocopying/Fax (60040)		0.00	0.00	0.00
Courier/Postage (60040)		0.00	0.00	0.00
Per Diem (62205)	None	0.00	0.00	0.00
Per Diem (62205)	None	0.00	0.00	0.00
Per Diem (62205)	None	0.00	0.00	0.00
Per Diem (62205)	None	0.00	0.00	0.00
Other:		0.00	0.00	0.00
Other:		0.00	0.00	0.00
TOTAL		$0.00	$0.00	**$0.00**

Name of Payee _____

Signature of Payee _____

Approval _____

DM4538233

Appendix B - Corporate hotel rates

The following is a list of hotels, rates and discount codes which directors should consider first in booking accommodation while performing the duties of the transitional board.

Classification	Chair	Vice Chair	Member
Level 1	705	585	500
Level 2	760	645	525
Level 3	850	730	585
Level 4	935	820	675
Level 5	1055	935	760

https://www2.gov.bc.ca/assets/gov/british-columbians-our-governments/government-finances/treasury-board-directives/tbd1-24-remuneration-guidelines-for-appointees-to-administrative-tribunals.pdf

1. Meal/Per Diem Allowances

(1) Meal/per diem reimbursement when traveling on the employer's business will be in accordance with Treasury Board Orders and Directives at the following rates:

Effective April 1, 2024									
Employee Group	Full Day $	Half Day $	Breakfast Only $	Lunch Only	Dinner Only $	B&L Only $	L&D Onl	B&D Onl	Incidental Only $
I	60.61	N/A	14.58	16.87	29.16	31.45	46.03	43.74	N/A
II	63.75	N/A	25.50	25.50	35.25	37.00	46.75	46.75	15.00
III	66.75	33.50	26.25	26.25	36.00	40.25	50.00	50.00	15.00

2. Private Vehicle Allowance

(1) Where a private vehicle is used on the employer's business, reimbursement shall be: Effective April 1, 2024 – $0.63 per km

(2) The distance allowance does not apply when using leased, rental or government vehicles.

(3) Actual transportation toll charges may also be claimed.

Transition Board

Roles, Functions, Engagement, and Communication

To:	Transitional Board
Purpose:	Discussion and Direction
From:	Advisory Committee
Date:	October 21, 2024

Issue

1. The provisions in the *Legal Professions Act* for the transition from the operation of the former Acts to the operation of the *Act* establish three bodies that are responsible for implementing or assisting in the transition process: the transitional board, the transitional Indigenous council, and the advisory committee.

2. The board, the Indigenous council and the advisory committee should have a clear understanding of their roles, requirements, engagement and communication among themselves and with others who may be necessary participants or interested parties in the transition process.

Background

3. The *Act* provides that the board has the powers necessary to prepare for and facilitate the transition from the operation of the former Acts to the operation of the *Act*. The *Act* also assigns the following specific responsibilities:

    a. appoint a person responsible for managing the transition from the operation of the former Acts to the operation of this *Act* and must consult with the Indigenous council regarding that appointment;

    b. collaborate with the Indigenous council to develop the first rules of the board;

    c. appoint, after a merit-based process, a transitional tribunal chair;

    d. establish rates for remuneration and reimbursement of the operational costs and remuneration of the members of the board and the Indigenous council; and

    e. become the first board upon amalgamation of the Law Society and the Notaries Society.

4. The *Act* provides that the role of the Indigenous council is set out in s.30 of the *Act* as that role relates to the transition from the operation of the former Acts to the operation of this Act. Specifically:

    a. advise, and work in collaboration with, the board, the chief executive officer, the person appointed under section 22 (1) and the tribunal chair on any matter relating to the implementation of the United Nations Declaration on the Rights of Indigenous Peoples in the context of the regulation of the practice of law in British Columbia, including the incorporation of Indigenous legal traditions and Indigenous practices into the practices and procedures of the regulator and of the

tribunal and the systemic challenges faced by Indigenous persons that require investigation and action by the regulator;

b. advise on any matter which, under the *Act*, requires consultation with the Indigenous council, any matter referred to the Indigenous council by the board or the chief executive officer;

c. participate in the regulator's strategic planning processes,

d. advise the board on the appointment of Indigenous members of the licensing committee, the discipline committee and the tribunal, and

e. exercise the approval powers conferred on the Indigenous council by this Act.

5. The *Act* provides that the purpose of the advisory committee is to advise the transitional board and the transitional Indigenous council on the transition from the operation of the former Acts to the operation of this Act and the first rules of the board.

6. While the responsibilities, roles and purposes of each of the three bodies are set out in the *Act* and in some cases the *Act* mandates interaction between the bodies, the manner of engagement between and communication among the bodies is left to be decided. In addition, the engagement and communication of each of the bodies and their members with others is also left to be decided.

Discussion

7. Given the complex engagement and interaction among the three bodies mandated by the *Act*, the board may wish to consider and discuss the following questions:

   a. What direction does the board want to give with respect to its general engagement and communication with the organizations that appointed the directors? For example, the board may wish to provide a regular collective update to the appointing bodies on progress with its responsibilities either in the form of minutes or a more general report.

   b. Would the board want to make some or all of its issues and decisions available to the public and the professions through publication on a transition website?

   c. How does the board see its collaboration and engagement with the Indigenous council? In keeping with the equal responsibility for the first rules, would the board consider joint meetings with the Indigenous council as the most effective way to reach consensus on the first rules?

d. Is the board content to have the advisory committee provide support for its meetings as it has done for the first meeting? If not, how would the board want to have its administrative and preparatory work done?

e. Although s.33 of the *Act* is not in force, as provided in that section, does the board want to permit members of the Indigenous council to attend and speak at any meeting of the board, including a meeting, or part of a meeting, that is closed to the public?

f. Should the members of the advisory committee be entitled to attend board meetings? Should any others? For example, those staff of the Law Society and the Notaries Society who may be engaged in preparing for the amalgamation?

Transition Board

Governance practice, policies, and procedures

To:	Transitional Board
Purpose:	Discussion - Governance practice, policies, and procedures
From:	Advisory Committee
Date:	October 21, 2024

Issue

1. The transitional provisions of the *Legal Professions Act* do not include governance policies and procedures. Although the *Act* does provide some direction for the Board post amalgamation, there are no such provisions for the transitional board.

Background

2. As an entity without any formal structure, the directors are encouraged to consider matters related to governance. This would include meeting decorum, but also practical matters related to the records of the transitional board. A separate memo is included regarding matters related to conflict of interest.

Discussion

3. Meetings: There are various approaches to rules of order with Robert's Rules of Order likely being the most common. The formality of Robert's is often impractical but the principles of decision making (consensus and majority) should be generally accepted.

   The following is a list of preliminary questions to consider. Very clearly this list could be much longer and topics a meeting all of its own.

4. Will the transition board act in accordance with the provisions of the *Act* not yet proclaimed where they provide guidance on the conduct of the board?

   a) The Chair, as a director is entitled to vote, is the chair entitled to a second vote in the event of a tie or does the motion fail?

   b) Are there matters for which a greater percentage than 50%+1 is required and if so, what might those be?

   c) Records including recordings of meetings may be subject to information requests, what are the thoughts on publication of records and recording of meetings?

5. In the spirit of openness and transparency, consideration should be given to streaming meetings. Are there any concerns with respect to this?

6. In the spirit of openness and transparency, Minutes of meetings should be made available to the public and other stakeholders. This can be done through various ways including a website on the lpatransition.ca domain. Are there any concerns with respect to this?

There may be significant interest from appointing agencies and others with the potential for seeking to influence a decision. Other than the Conflict of Interest policy, is there other guidance for members reporting back to appointing agency?

Recommendation

7. Provide direction to the Advisory Committee with respect to the questions above and the extent to which the directors wish that formal written policies be developed?