

## LPBC Transitional Board and Transitional Indigenous Council

### Joint Meeting

#### Agenda

Meeting Date: March 18, 2026

Meeting Time: 9:00 AM – 4:00 PM PST

Meeting Location: Society of Notaries Public of BC: 700-625 Howe St, Vancouver, V6C 2T6

#### Attendees:

##### **Board Members**

Bruce LeRose KC (Chair)	Elizabeth Kollias
Johanne Blenkin	Scott Simpson
Jeevyn Dhaliwal KC	Sarah Westwood KC
Katrina Harry KC	

##### **Indigenous Council Members**

John Borrows	Andrea Hilland KC
Christina J. Cook KC	Carly Teillet

##### **Advisory Committee Members**

Paul Craven	Josh Paterson KC
John Mayr	Adam Whitcombe KC

##### **Participants and Attendees:**

Michael Johnston	Legal Advisor to the Indigenous Council
Jaxxen Wylie	Legal Advisor to the Indigenous Council
Cary Ann Moore	Legislative Counsel
Jamie Maclaren KC	Legal Advisor to the BC Paralegal Association
Jared Friedman	Project Management
Lindsey Ogilvie	Project Management
Maddie Holm-Porter	Project Support

#	Discussion Points	Lead	Est. Start Time	Est. Time	Materials
1	Welcome and Acknowledgements	Board Chair	9:00AM	5 min	
<b>Consent Agenda</b>					
2	February 9, 2026 Meeting Minutes	Board Chair	9:05 AM	5 min	Draft Minutes
3	Approve Paralegal Committee	Board Chair	9:10 AM	5 min	Consent Resolution
<b>Updates</b>					
4	Update from the Project Director	Project Director	9:15 AM	5 min	
<b>Discussion/Decision</b>					
5	Part 9 – Indemnification	Cary Ann Moore	9:20 AM	45 min	Briefing Note Draft Rules
6	Part 10 – Custodianships	Cary Ann Moore	10:05 AM	30 min	Briefing Note Draft Rules
<b>Break</b>			10:35 AM	15 min	
7	Part 14 – Business Structures	Cary Ann Moore	10:50 AM	45 min	Briefing Note Draft Rules
8	First Review Code of Professional Conduct (Introduction, 1.1, 2.1, 3.1)	Adam Whitcombe	11:35 AM	25 min (cont. after lunch)	Briefing Note LS Response Draft Code
<b>Lunch</b>			12:00PM	60 min	
9	Continued Code of Professional Conduct	Adam Whitcombe	1:00 PM	30 min	
10	Updates to the Code of Conduct	Adam Whitcombe	1:30 PM	15 min	Updated Draft Code
11	<b><i>In-Camera</i></b> (Transitional Board and Transitional Indigenous Council only)				

# SLR Board and Indigenous Council

## Minutes of Meeting

Meeting Date: February 9, 2026  
Meeting Time: 9:30  
Meeting Type: Hybrid  
Meeting Location: Law Foundation of BC

### Board Members in Attendance:

Bruce LeRose, KC (Chair)	Elizabeth Kollias
Johanne Blenkin	Scott Simpson
Jeevyn Dhaliwal, KC	Sarah Westwood, KC
Katrina Harry, KC	

### Indigenous Council Members in Attendance:

John Borrows	Andrea Hilland, KC
Christina J. Cook, KC	Regrets: Carly Teillet

### Advisory Committee Members in Attendance:

John Mayr	Adam Whitcombe, KC
Josh Paterson, KC	Paul Craven

### Participants and Attendees:

Michael Johnston	Legal Advisor to the Indigenous Council
Jaxxen Wylie	Legal Advisor to the Indigenous Council
Cary Ann Moore	Legislative Counsel
Jamie Maclaren KC	Legal Advisor to the BC Paralegal Association
Jared Friedman	Project Management
Lindsey Ogilvie	Project Management
Maddie Holm-Porter	Project Support

### Observers:

Name	Organization	Name	Organization
Alan Treleaven	Director, SNPBC	Marny Morin	Staff, SNPBC
Avalon Bourne	Staff, LSBC	Michael Lucas KC	Staff, LSBC
Barbara Buchanan KC	Staff, LSBC	Michael Mulhern	Staff, LIF
Carrie Robinson	Staff, LSBC	Michèle Ross	Bencher, LSBC
Claire Marchant	Co-ED, LSBC	Nicole Smith	Bencher, LSBC
Derek LaCroix KC	Co-ED, LAPBC	Rosina Jagore	Staff, BCPA

Name	Organization	Name	Organization
Greg Sexton	Staff, LSBC	Sara Hopkins	Bencher, LSBC
Jeanette McPhee	CFO, LSBC	Shanti Reda	Staff, LSBC
Jeff Hoskins KC	Staff, LSBC	Sherry Small	Staff, LSBC
Kerry Simmons KC	ED, CBABC	Su Forbes KC	COO, LIF
Kerryn Holt	COO, LSBC	Terry Becker	Okanagan College
Lesley Small	Senior Director, LSBC	Thomas Spraggs KC	President, LSBC

### **1.0 Welcome and Acknowledgements**

The meeting was called to order at 9:31 am.

The Chair welcomed the Board, Indigenous council, and members of the Advisory Committee and delivered a territorial acknowledgement.

### **2.0 Approval of Minutes from the previous meeting**

The January 12, 2026 meeting minutes were approved.

### **3.0 Update from the Project Director**

The Cascadia Partners project director delivered a brief update on rules and Code of Professional Conduct development progress and process, as well as updates on activities of the Communications and Hiring committees.

### **4.0 Rules – Updated Table of Contents & Alignment to the Act**

The Legislative Counsel introduced the updated draft Table of Contents for discussion:

- The Legislative Counsel noted that the table presented was developed in June 2025 and had not been updated to reflect board guidance provided since that time.
- The Transition Team expressed interest in receiving briefing notes to accompany the draft rules, outlining the relevant powers and permissions under the Act, as well as summarizing guidance and direction from previous discussions to provide context and support review of the rules.
- The Transition Team also requested a consolidated document capturing Board direction and guidance to complement the formal meeting minutes and ensure that prior decisions are clearly tracked.

### **5.0 Code of Professional Conduct – Approach**

The Advisory Committee introduced the Code of Professional Conduct for discussion:

- As agreed by the Board at the May 14, 2025 board meeting, the draft Code of Professional Conduct will be based on the Model Code of Professional Conduct developed by the Federation of Law Societies of Canada.
- The Advisory Committee explained the process for developing the Code of Professional Conduct, which will closely mirror the process for developing the draft rules, including consultation with partner groups (e.g., SNPBC, LSBC, BCPA).

## **6.0 Work Plan Updates – Rules Drafting & Code of Professional Conduct**

The Project Management team introduced the updated workplan, revised to align with the amended amalgamation timeline, highlighting the following:

- The draft rules and Code of Professional Conduct will be developed over 12 months, from January to December 2026, with a six-month public consultation planned to begin in January 2027.
- The draft rules will be developed in two phases, with the first seven parts of rules developed from January to June 2026, and the remaining seven parts to be developed from July to December 2026.
- Development of each part of draft rules and the Code of Professional conduct will include consultation with partner agencies – the Law Society of BC, Society of Notaries Public of BC, and the BC Paralegal Association.

Discussion by the Transition Team included:

- The Transition Team requested that the workplan be updated to specify why certain policy papers were deferred and to indicate when they will be brought back to the board for discussion, including:
  - Discipline – Alternative Resolutions: To be discussed in conjunction with the draft rules in April 2026
  - Licensing and Enrolment – Scopes of Practice: Deferred pending finalization of the regulated paralegal scope of practice
  - Licensing and Enrolment – Mobility: Deferred until draft rules are complete to facilitate discussion with the National Federation of Law Societies of Canada
- It was also noted by the Transition Team that the Licensing and Enrolment – Pathways to Licensure policy paper was presented at the October 2025 board meeting but did not address the scope of practice for regulated paralegals, as that work was still in development. This topic will be revisited during the presentation of the draft rules.
- The Transition Team requested the opportunity to provide suggestions for organizations to be engaged during the public consultation period.

## **7.0 Transitional Board – Code of Conduct**

The Advisory Committee introduced the policy paper and led the discussion respecting establishing a Code of Conduct for the transitional board. The paper presented several questions for consideration:

- a) Does the transition team wish to adopt a proposed Code of Conduct for itself?
  - It was noted that the Act does not require the Transitional board to have a Code of Conduct, though the board of the new regulator must establish one within three months of amalgamation
  - The Transition Team agreed to adopt a Code of Conduct, subject to the following amendments:
    - Excluding the Oath of Office; the Transition Team agreed to defer the development of the Oath of Office to the board of the new regulator
    - Amending the core principles to include access to justice, protection of the public, and reconciliation, to align with Section 7 of the legislation
- b) If not, does the transition team want to develop a code of conduct for the first board prior to the amalgamation date?
  - N/A
- c) Does the Indigenous council want or expect that the proposed code of conduct and oath of office should apply to the members of the Indigenous council?
  - The Indigenous council indicated they would consider establishing a separate Code of Conduct that would harmonize with the Code for the transitional board and also address aspects specific to their mandate
- d) What are the transition teams' thoughts or concerns with the attached code of conduct?
  - The transitional board expressed interest in hearing from the transitional Indigenous council regarding potential ethical standards that could be incorporated into the Code of Conduct.

## **8.0 Regulated Paralegal Scope of Practice**

- In early 2024, the Attorney General established an external working group to develop a proposed scope of practice for regulated paralegals. The working group published their draft recommendations for public consultation in January 2026.
- The Working Group Chair, Lisa Trabucco, attended the board meeting to participate in a general discussion of the draft recommendations and respond to questions from the Transition Team.

## **9.0 In Camera Session**

# **Transitional Board and Transitional Indigenous Council**

Whereas:

The transitional board and the transitional Indigenous council recognize that the new regulator will be responsible for regulating all legal professionals, including regulated paralegals. As paralegals will become a newly regulated profession in B.C., this responsibility includes, but is not limited to, establishing licensing and educational requirements for regulated paralegals.

To support this mandate, the transitional board and transitional Indigenous council approved establishing a Paralegal Committee composed of the following members:

- Elizabeth Kollias
- Christina J. Cook, KC
- Scott Simpson
- Sarah Westwood, KC

Therefore:

The transitional board and the transitional Indigenous council hereby ratify and authorize the establishment of the Paralegal Committee with the purpose of supporting the development of regulation and licensing requirements of the paralegal profession.

# Transitional Board and Transitional Indigenous Council

## Briefing Paper – Draft Rules

### Part 9 - Indemnification

**To:** Transitional Board  
Transitional Indigenous Council

**Purpose:** Discussion

**Date:** March 18, 2026

# I. Background

- 1. The indemnification program provides protection for licensees against certain professional liability claims and helps ensure that losses involving trust money are compensated. The transitional board and transitional Indigenous council considered a policy paper on indemnification at its June 2025 meeting.<sup>1</sup>
- 2. The draft rules establish a framework for professional liability indemnification and trust protection indemnification for licensees, including requirements to maintain coverage, payment of indemnity fees, exemptions, reimbursement of certain payments, and the confidentiality of indemnity claims.

# II. Transitional board and transitional Indigenous council discussion

- 3. At its June 2025 meeting, the transitional board and transitional Indigenous council considered a policy paper on indemnification and insurance, together with written responses from the Legal Advisors to the transitional Indigenous council and the BC Paralegal Association. The discussion explored options for structuring indemnification under the new regulator, including the desire for a unified indemnification program applicable across the regulated legal professions.

# III. Legislative authority

Rule	Legislative authority
[9-1-X Indemnification definitions]	<b>143 Rules respecting indemnification</b>  (1) The board <b>may</b> make rules respecting indemnification.
9-1-1 Indemnification coverage	<b>134 Professional liability indemnification</b>

<sup>1</sup> LPBC Transitional Board and Transitional Indigenous Council Joint Meeting Agenda, [Item 9 – Indemnity and Insurance](#) (June 2025).

Rule	Legislative authority
	<p>The board <b>may</b> maintain a professional liability indemnification program and may use the indemnity fees for that purpose.</p> <p><b>135 Trust protection indemnification</b></p> <p>(1) The board <b>must</b> maintain a trust protection indemnification program and may use the indemnity fees for that purpose.</p>
<p><b>9-1-2</b> Application for indemnification coverage</p>	<p><b>143 Rules respecting indemnification</b></p> <p>(1) The board <b>may</b> make rules respecting indemnification.</p>
<p><b>9-1-3</b> Indemnity fees</p>	<p><b>137 Indemnity fees</b></p> <p>(1) The board <b>may</b> establish</p> <p>(a) the indemnity fee for each class of licensee, and</p> <p><b>143 Rules respecting indemnification</b></p> <p>...</p> <p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>...</p> <p>(b) permitting licensees to pay the indemnity fee by instalments on or before the date by which each instalment of the indemnity fee is due;</p>
<p><b>9-1-4</b> Exemptions</p>	<p><b>143 Rules respecting indemnification</b></p> <p>...</p>

Rule	Legislative authority
	<p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>...</p> <p>(c) exempting a class of licensees from the requirement to maintain professional liability indemnification, trust protection indemnification or any other type of indemnification or from payment of all or part of the indemnity fee;</p>
<p><b>9-1-5</b> Effect of failure to reimburse</p>	<p><b>139 Reimbursement to regulator</b></p> <p>Subject to the rules, a licensee <b>must</b> not practise law if</p> <p>(a) the regulator has, on behalf of the licensee,</p> <p style="padding-left: 40px;">(i) paid a deductible amount under the professional liability indemnification program in respect of a claim or potential claim under that program, or</p> <p style="padding-left: 40px;">(ii) made an indemnity payment under the trust indemnification program in respect of a claim under that program, and</p> <p>(b) the licensee has not reimbursed the regulator for the payment under paragraph (a) by the date that the indemnity fee or an instalment of that fee is due.</p>
<p><b>9-1-6</b> Confidentiality of indemnity claims</p>	<p><b>66 Rules respecting disclosure in public interest</b></p>

Rule	Legislative authority
	<p>The board <b>may</b> make rules authorizing the chief executive officer to disclose to the public certain information relating to a licensee, trainee or law firm if the chief executive officer is satisfied that it is in the public interest to do so.</p> <p><b>143 Rules respecting indemnification</b></p> <p>(1) The board <b>may</b> make rules respecting indemnification.</p>

## Drafting notes

### 9-1-X Indemnification definitions

- As mentioned at the outset of the draft rules and highlighted, definitions are drafted last and are based on an assessment of their need followed by a decision on where best to locate them in the rules.
- The definitions provided under 9-1-X are an example for the transitional board and transitional Indigenous council to demonstrate how the definitions may be used for this topic to provide shorter, easier to amend rules that allow for flexibility in the operation of the indemnity program.

### 9-1-1 Indemnification coverage

- This rule establishes the core obligation that licensees who are not exempt must maintain indemnification coverage through the regulator’s indemnification program.
- The rule requires payment of the applicable indemnity fee as a condition of maintaining coverage.

- The rule also establishes an obligation on licensees participating in the indemnification program to be bound by the terms and conditions of the indemnification policy, providing the regulator the option to pursue disciplinary outcomes for a breach of a rule if the licensee does not comply with the indemnification policy.

## **9-1-2 Application for indemnification coverage**

- This rule establishes the administrative process for obtaining indemnification coverage.
- The rule requires a licensee to submit an application in the prescribed form and pay the applicable indemnity fee, mirroring other application processes found throughout the rules.
- The rules are drafted using the phrases “prescribed forms” and “fees as set out in Schedule [X]”.
- There are benefits to this drafting choice:
  - Rules are shorter, easier to follow, with the details being contained in the prescribed forms.
  - Forms are easier to alter and if using this drafting method, do not require a rule amendment.
  - Having the fees set out in a schedule provides transparency and allows the transitional board and transitional Indigenous council to establish fees for different licensees, as well as classes of licensees (e.g. full-time and part-time practice, or classes by types of practice, such as not-for-profit).
  - The transitional board and transitional Indigenous council may choose to have the schedule reflect policy decisions respecting fees, providing more flexibility in adding, distinguishing or adjusting the fees.
- The rule allows licensees to change or terminate indemnification coverage, recognizing that coverage status may change during the year, for example, through changing jobs.
- The rule requires the chief executive officer to confirm that the licensee is authorized to practise law and is not subject to restrictions that would make the licensee ineligible for coverage, ensuring that indemnification coverage is granted only to eligible and authorized licensees, providing an extra check to protect the public.

### 9-1-3 Indemnity fees

- This rule requires licensees to pay their indemnity fees in accordance with the annual fee requirements, which will be set out in Part 5 of the rules.
- Like the notes above respecting the use of a schedule, the rule confirms that the transitional board and transitional Indigenous council have authority to set different indemnity fees depending on the type of licence or class of licensee.
- This rule provides flexibility for the transitional board and transitional Indigenous council to establish appropriate fee structures reflecting differences in practice type, risk profile, or regulatory status.

### 9-1-4 Exemptions

- This rule establishes the circumstances in which a licensee is not required to maintain indemnification coverage or pay the indemnity fee.
- Establishing automatic and potential exemptions in a rule is a drafting choice, the main benefit is reducing administrative requirements on licensees who do not require indemnification based on the indemnification program's risk assessment.
- As drafted, this rule automatically exempts licensees who are not engaged in the practice of law, including non-practising licensees and licensees whose licences are suspended.
- The rule also allows certain licensees to apply for an exemption when practising exclusively in an in-house capacity (for example, government counsel, corporate counsel, or similar roles) and not providing legal services to the public.
- The rule also permits exemptions when a licensee maintains mandatory indemnification coverage in another Canadian jurisdiction that is comparable and extends to practice in British Columbia.
- Subrules (4) to (6) are subject to the national mobility agreement and future negotiations with the legal regulators in the other Canadian jurisdictions.

- “Canadian legal advisor” is currently a defined term in the existing national mobility agreement with the Law Society.

### **9-1-5 Effect of failure to reimburse**

- This rule addresses the situation when the regulator makes payments under the indemnification policy on behalf of a licensee.
- The rule requires the licensee (and any additional indemnified covered party, if applicable) to reimburse deductible amounts or other sums required under the indemnification policy.
- In addition, the rule requires payment of any indemnity surcharge that may apply following an indemnity payment.
- It also provides that when an indemnity payment arises from trust protection coverage, the licensee must reimburse the regulator in full for the amount paid.
- This rule also allows the chief executive officer to extend payment deadlines or waive reimbursement obligations in extraordinary circumstances, providing flexibility in the administration of this rule.

### **9-1-6 Confidentiality of indemnity claims**

- This rule is a general rule establishing that information relating to indemnity claims or potential claims is confidential.
- This rule is similar to forthcoming rules respecting the confidentiality of other processes of the regulator, such as the complaints process.
- The rule authorizes the chief executive officer to disclose information in limited circumstances necessary for the administration and resolution of indemnity claims, including disclosure to parties involved in investigating or defending the claim.
- The rule also permits disclosure to additional indemnified covered parties when necessary for the handling of the claim.

- Under the rule, the regulator may disclose limited information about a claim if the claim has become public in order to correct inaccurate or misleading information.
- The rule provides additional disclosure authority for trust protection claims, including publication of information when dishonest appropriation has been established.
- Given the structure of the indemnification program under the regulator, this rule allows disclosure within the regulator for regulatory purposes such as investigation, discipline, custodianship, or communications.
- The rule also permits the regulator to provide information to law enforcement when the information may constitute evidence of an offence.

## **IV. Next steps**

4. Following the advice and recommendations provided by the transitional board and transitional Indigenous council, staff will return with the revised draft rules and briefing paper for discussion and decision at a future date

# LEGAL PROFESSIONS BC RULES

## PART 9 – INDEMNIFICATION

[Definitions are drafted last – the below rule is to indicate the potential use of definitions for this Part, but the exact wording and the location of these definitions (i.e. at the start of the overall rules, this part or in a rule) will be determined based on an evaluation of the recurrence of the words or phrases throughout the rules.]

### Indemnification definitions

#### 9-1-X In this Part

“**indemnification coverage**” means coverage provided to a licensee under the indemnification program established under these Rules;

“**indemnification policy**” means the policy or policies issued or maintained in connection with the indemnification program;

“**indemnification program**” means

- (a) the professional liability indemnification program,
- (b) the trust protection indemnification program, and
- (c) any other indemnification program established under these Rules;

“**indemnified covered party**” means a licensee or other person or entity entitled to indemnification coverage under the indemnification policy.]

### Indemnification coverage

9-1-1 (1) A licensee who is not exempt under these Rules must

(a) maintain indemnification coverage provided by the regulator through the indemnification program, and

(b) must pay the applicable indemnity fee under [Rule 9-1-2].

(2) A licensee is bound by and must comply with the terms and conditions of the policy provided by the indemnification program under subrule (1).

### Application for indemnification coverage

# LEGAL PROFESSIONS BC RULES

**9-1-2** (1) A licensee who is not exempt under these Rules must apply for indemnification coverage by delivering to the chief executive officer

- (a) an application for indemnification coverage in the prescribed form, and
- (b) the applicable indemnity fee as specified in Schedule [X].

(2) A licensee may apply to change or terminate the indemnification coverage applicable to the licensee by delivering to the chief executive officer

- (a) an indemnification coverage change application in the prescribed form, and
- (b) any additional indemnity fee as specified in Schedule [X].

(3) The chief executive officer must not grant indemnification coverage under subrule (1) or (2) unless satisfied that

- (a) the licensee is authorized to engage in the practice of law, and
- (b) the licensee is not subject to any limit or condition that would make the licensee ineligible for indemnification coverage under these Rules.

## Indemnity fees

**9-1-3** (1) A licensee must pay the applicable indemnity fee in the amount and in accordance with Rule [5-4-X].

(2) The board may set different indemnity fees for different

- (a) licences, or
- (b) classes of licensees.

## Exemptions

**9-1-4** (1) A licensee is exempt from the requirement to maintain indemnification coverage and to pay the applicable indemnity fee if the licensee is

- (a) exempt under subrule (2), or
- (b) not engaged in the practice of law, other than persons practising law under section 38(1)(d) of the Act, anywhere as a licensee, including if the licensee is

## LEGAL PROFESSIONS BC RULES

- (i) a non-practising licensee,
- (ii) a licensee whose licence is suspended, or
- (iii) a person who, for disciplinary reasons, is suspended or prohibited from practising law in another jurisdiction.

(2) A licensee may apply in the prescribed form for an exemption from the requirement to maintain indemnification coverage and to pay the applicable indemnity fee if the licensee

(a) is employed by or seconded to

- (i) a federal, provincial, territorial, or municipal government or a Crown corporation,
- (ii) a corporation, partnership, society or association that does not provide legal services to the public,
- (iii) a trade union or similar organization, or
- (iv) a regulatory body, and

(b) is not engaged in the practice of law, other than providing legal services to that employer or a related organization as defined in the indemnification policy or providing pro bono legal services.

(3) The chief executive officer must not grant an exemption under subrule (2) if the licensee engages in the practice of law in any way other than as described in that subrule.

(4) A licensee may apply in the prescribed form for an exemption from the requirement to maintain indemnification coverage and to pay the applicable indemnity fee if, in the other Canadian jurisdiction, the licensee maintains mandatory indemnification coverage in that jurisdiction that

(a) is comparable in coverage and limits to the indemnification coverage required under these Rules, and

(b) extends to the licensee's practice in British Columbia.

(5) A [Canadian legal advisor] may apply in the prescribed form for an exemption from the requirement to have indemnification coverage and to pay the applicable indemnity fee.

## LEGAL PROFESSIONS BC RULES

(6) On an application under subrule (5), the chief executive officer must grant the exemption if satisfied that the [Canadian legal advisor] maintains mandatory indemnification coverage in that jurisdiction that

(a) is comparable in coverage and limits to the indemnification coverage required under these Rules, and

(b) extends to the [Canadian legal advisor's] practice in British Columbia.

### Effect of failure to reimburse

**9-1-5** (1) On demand, a licensee and additional indemnified covered party must pay in full to the regulator any of the following amounts paid under the indemnification policy on behalf of the licensee:

(a) a deductible amount;

(b) any other amount that the licensee is required to repay or reimburse under the indemnification policy.

(2) If an indemnity payment has been made under the indemnification policy on behalf of a licensee, the licensee must

(a) pay the indemnity surcharge required under Schedule [X] for each year in which the licensee is required to pay an indemnity fee and is not exempt from that fee, and

(b) if the payment was made under the indemnification policy for trust protection coverage, reimburse the regulator in full, on demand, for all amounts paid.

(3) The chief executive officer may, in the chief executive officer's discretion,

(a) extend the time for a licensee to reimburse an amount referred to in subrule (1) or (2),

(b) extend the time for a licensee to pay an indemnity surcharge referred to in subrule (2),  
or

(c) in extraordinary circumstances, waive all or part of a payment referred to in this rule.

### Confidentiality of indemnity claims

**9-1-6** (1) Unless permitted by this rule, the regulator must not disclose any information or records associated with a claim or potential claim.

## LEGAL PROFESSIONS BC RULES

(2) The chief executive officer may, in the chief executive officer's discretion, do any of the following:

(a) disclose information about a claim or potential claim with the consent of the licensee to whom the claim or potential claim relates;

(b) disclose information or records about a claim or potential claim to a person or entity involved in the administration, investigation, defence, or resolution of the claim or potential claim;

(c) disclose information or records about a claim or potential claim to an additional indemnified covered party as defined in the indemnification policy;

(d) if a claim or potential has become known to the public, disclose

(i) the existence of the claim or potential claim,

(ii) its subject matter,

(iii) its status, including, if the claim or potential claim is closed, the general basis on which it was closed, and

(iv) any additional information necessary to correct inaccurate or misleading public information.

(3) In the case of a claim or potential claim under the indemnification policy for trust protection coverage, despite subrule (2), the chief executive officer may do any of the following:

(a) publish the name of a licensee or former licensee and the circumstances of a claim or potential claim if a tribunal or court has found that the licensee or former licensee dishonestly appropriated money or other property of a claimant;

(b) disclose the name of a licensee or former licensee and the circumstances of a claim or potential claim if

(i) the dishonest appropriation is known to the public,

(ii) the claim or potential claim arises from conduct addressed in written reasons of a tribunal or court, or

(iii) the relevant facts are not disputed or are admitted by the licensee or former licensee;

## **LEGAL PROFESSIONS BC RULES**

(c) disclose to any department of the regulator any information or records for the purposes of investigation, discipline, custodianship, communications, or other regulatory functions;

(d) deliver to a law enforcement agency any information or records obtained through the indemnification program that may be evidence of an offence.

# Transitional Board and Transitional Indigenous Council

## Briefing Paper – Draft Rules

### Part 10 - Custodianships

**To:** Transitional Board  
Transitional Indigenous Council

**Purpose:** Discussion

**Date:** March 18, 2026

# I. Background

1. Custodianships are a statutory tool under the *Legal Professions Act* (the ‘Act’) that allows the regulator to apply to the courts for an appointment of a custodian to take control of a law practice when necessary to protect clients. The transitional board and transitional Indigenous council discussed custodianships at the March 2025<sup>1</sup> and September 2025<sup>2</sup> board meetings.
2. The draft rules for Part 10 support the oversight of custodianships by clarifying cooperation duties, reporting requirements to the indemnification program and conflict of interest protections, and by ensuring custodianships are administered in a manner that is transparent, timely and proportionate to the risk of harm to the public posed by the practice, in accordance with section 7(d) of the Act.

# II. Transitional board and transitional Indigenous council discussion

3. In March 2025, the transitional board and transitional Indigenous council considered a policy paper on custodianships that looked at which aspects of custodianship administration need to be addressed in the rules, and which might be better addressed through policy or future guidance. The transitional board and transitional Indigenous council provided direction to develop rules requiring a licensee to cooperate with a custodianship, requiring custodians to report potential indemnification claims, permitting or limiting custodians from acting for clients of the law practice subject to the custodianship order, and providing limited public notice of custodianships through the regulator’s registry. The transitional board and transitional Indigenous council also discussed that further work is required on questions such as whether licensees should be required to maintain succession plans and

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<sup>1</sup> See LPBC Transition Board and Transition Indigenous LP Council Joint Meeting Agenda, [Item 6 – Custodianships](#) (March 2025).

<sup>2</sup> See LPBC Transitional Board and Transitional Indigenous Council Joint Meeting Agenda, [Item 10 – Custodianships](#) (September 2025).

whether rules should prescribe specific requirements for licensees to assist in a future custodianship order, such as password storage.

4. In September 2025, the transitional board and transitional Indigenous council also considered a policy paper from the Legal Advisors to the Indigenous council. The discussion at that meeting emphasized the importance of transparency, client protection and culturally informed processes when a custodianship involves an Indigenous licensee or clients. The overall direction was that rules should permit the regulator to consult with the Indigenous council and the employee appointed under section 22 of the Act when appropriate. In addition, the transitional board and transitional Indigenous council supported further post-amalgamation work with the Indigenous council to develop guidance on intercultural competency in custodianships and to explore models for custodianship administration, including the potential use of in-house custodians or referral systems that ensure Indigenous clients have access to culturally competent legal services.

### III. Legislative authority

Rule	Legislative authority
<p><b>10-1-1</b> Duty to cooperate</p>	<p><b>27 General rule-making authority of board</b></p> <p>(1) The board <b>may</b> make any rules that it considers necessary or advisable for the performance of the duties of the regulator under section 6 (1) [<i>duties of regulator</i>].</p>
<p><b>10-1-2</b> Report of possible claim</p>	<p><b>84 Rules respecting complaints and investigations</b></p> <p>...</p> <p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>...</p> <p>(c) specifying the circumstances and manner in which a licensee or trainee must make a report to the regulator respecting another licensee, trainee or law firm;</p>

Rule	Legislative authority
<p><b>10-1-3</b> Restrictions on custodian</p>	<p><b>27 General rule-making authority of board</b></p> <p>(1) The board <b>may</b> make any rules that it considers necessary or advisable for the performance of the duties of the regulator under section 6 (1) [<i>duties of regulator</i>].</p>
<p><b>10-1-4</b> Notice of custodianship order</p>	<p><b>66 Rules respecting disclosure in public interest</b></p> <p>The board <b>may</b> make rules authorizing the chief executive officer to disclose to the public certain information relating to a licensee, trainee or law firm if the chief executive officer is satisfied that it is in the public interest to do so.</p>

## IV. Drafting notes

### 10-1-1 Duty to cooperate

- This rule establishes a clear and enforceable obligation on a licensee or law firm to cooperate with a custodianship, and although the Act sets out the powers of the custodian, this rule establishes what cooperation looks like from a licensee perspective.
- The rule supports the protection of clients, as well as property, documents and information once a custodianship order is made.
- Note that Section 144 of the Act provides a definition of “property” for Part 10.
- The use of “promptly” allows for flexibility for timelines with the application of this rule.
- The phrases “access credentials” and “electronic data” are noted for potential definitions and will likely be applicable across the rules, which will be drafted last.
  - The intent in this rule is for the duty to cooperate with a custodianship to include providing passwords, PINs, or similar, to the custodian so that they may access any online property, documents and information.

- The transitional board and transitional Indigenous council considered mandating that all licensees provide an accessible list of passwords and similar access credentials but decided not to pursue this for amalgamation date.
  - As an interim measure, his rule establishes a mandatory requirement for licensees or law firms subject to a custodianship order to provide those access credentials, which is particularly helpful for custodianships for disciplinary reasons.

## **10-1-2 Report of possible claim**

- This rule ensures that any potential or actual claims identified during a custodianship are reported to the indemnification program if not already reported by the licensee.
- A duty to report as a custodian ensures that the indemnification program at least has notice of any actual or potential claim against a licensee or law firm, regardless of the status of the licensee or law firm’s indemnification coverage.
- As legal professionals, all custodians are subject to any other mandatory duty to reports to the regulator created by the rules or the code of professional conduct, and this rule does not alter any of those other mandatory reporting duties but creates an additional one on legal professionals acting as custodians (whether regulator or external) to ensure reporting to the indemnification program.

## **10-1-3 Restrictions on custodian**

- This rule prevents any conflict of interest during and after a custodianship order.
- The rule prohibits the custodian (whether regulator or external) from acting in client matters previously handled by the licensee, subject to the exception for doing so in section 147(c) of the Act.
- One benefit for regulator custodians is that this rule demonstrates to the client that the custodian is not permitted to act for the client beyond what is necessary under the custodianship order.

- The rule also prohibits the custodian from bidding on or acquiring all or part of the law practice to avoid a private benefit gained from a regulatory appointment (which applies more to an external custodian than a regulator one).
- The rule also creates a discretion for the chief executive officer to “approve otherwise”, which provides flexibility should extenuating circumstances arise when it may be desirable for a custodian to continue to act for a client or bid on a law practice following the end of the custodianship order.

### **10-1-4 Notice of custodianship order**

- This rule authorizes the discretionary publication of key information when a custodianship order is made.
- The rule helps to promote transparency in the custodianship process as directed by the transitional board and transitional Indigenous council, while still allowing for a case-by-case judgment should circumstances arise when discretion in publication is preferred.

## **V. Next steps**

5. Following the advice and recommendations provided by the transitional board and transitional Indigenous council, staff will return with the revised draft rules and briefing paper for discussion and decision at a future date.

# LEGAL PROFESSIONS BC RULES

## PART 10 – CUSTODIANSHIPS

### Duty to cooperate

**10-1-1** (1) A licensee or law firm that provides legal services through a licensee whose practice is the subject of a custodianship order must fully and promptly cooperate with the custodian.

(2) Without limiting subrule (1), a licensee or law firm whose practice is subject to a custodianship order must promptly

(a) deliver to the custodian any property, documents and information reasonably required to carry out the custodianship, and

(b) provide all keys, access credentials and other information necessary to enable the custodian to locate, access, copy and control any property, documents or information of the practice, including electronic data, wherever stored.

### Report of possible claim

**10-1-2** If the licensee has not already done so, the custodian must report in writing to the indemnification program

(a) any act, omission or other circumstance arising from the licensee's practice of law that could reasonably be expected to give rise to a claim or legal proceeding against the licensee, and

(b) any claim or legal proceeding against the licensee arising from the licensee's practice of law of which the custodian becomes aware.

### Restrictions on custodian

**10-1-3** Unless the chief executive officer approves otherwise, a custodian must not

(a) while acting as custodian, act for a client in any matter in which the licensee acted, except as permitted under section 147(c) of the Act, or

(b) before or after being discharged as custodian, bid on or acquire all or part of the licensee's or law firm's practice.

### Notice of custodianship order

## **LEGAL PROFESSIONS BC RULES**

**10-1-4** When a custodianship order is made, the chief executor officer may publish, in a form the chief executive officer considers appropriate, the following information:

- (a) the name of the licensee or law firm who is the subject of the custodianship order;
- (b) the name and contact information of the custodian;
- (c) the reasons for the custodianship order.

# Transitional Board and Transitional Indigenous Council

## **Briefing Paper – Draft Rules**

### **Part 14 - Business Structures**

**To:** Transitional Board  
Transitional Indigenous Council

**Purpose:** Discussion

**Date:** March 18, 2026

## I. Background

1. Part 14 of the draft rules set out the framework governing the business structures through which licensees may practice law, including law firms, law corporations, limited liability partnerships, and alternative business structures. The transitional board and transitional Indigenous council discussed the topic of business structures at its November 2025 meeting.<sup>1</sup>
2. The rules establish the authorization of certain business structures, and streamline the requirements for permits, reporting, and internal review of decisions. The aim is to ensure appropriate oversight of business structures in a manner that protects the public while remaining proportionate and administratively efficient.

## II. Transitional board and transitional Indigenous council discussion

3. At its November 2025 meeting, the transitional board and transitional Indigenous council discussed the approach to business structures under the rules, in the context of approaching the regulation of business structures in the same manner for all legal professions. With respect to law firms, the transitional board and transitional Indigenous council supported maintaining the existing requirement for law firms to register, in order to preserve continuity and consistency following amalgamation. For law corporations and limited liability partnerships, the discussion emphasized the need for clear and consistent permitting requirements across all the legal professions, with particular attention to providing clear guidance for legal clinics and not-for-profit lawyers.
4. The discussion also addressed the approach to alternative business structures. The transitional board and transitional Indigenous council supported establishing a process that would allow alternative business structures to be authorized on a case-by-case basis. Related questions raised by the Legal Advisors to the transitional Indigenous council included whether the chief executive officer should be empowered to authorize alternative

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<sup>1</sup> LPBC Transitional Board and Transitional Indigenous Council Joint Meeting Agenda, [Item 5 – Licensing & Enrolment – Business Structures](#) (November 2025).

business structures that may arise from structures created under Indigenous laws or by Indigenous persons, however that consideration was deferred to a later date.

### III. Legislative authority

- For Division 1, the rule making powers for law firms, law corporations and limited liability partnerships are combined in this table as we have streamlined the rules for these topics. Each section of the Act respecting the rules for these topics includes a permissive “may make rules respecting...”, followed by suggested rule topics in subsection (2). The table specifies any of the detailed, suggested topics, but in general, the authority to make the rule rests in the subsection (1) “may make rules respecting...” permission across this division.

Rule	Legislative authority
<b>Division 1 – Law firm, law corporation and limited liability partnership</b>	
<b>14-1-1</b> Authorization of limited liability partnership	<b>196 Rules respecting limited liability partnerships</b> ... (2) Without limiting subsection (1), the board <b>may</b> make rules as follows: (a) authorizing licensees and law corporations to carry on the practice of law through limited liability partnerships;
<b>14-1-2</b> Certification of name	<b>194 Rules respecting law firms</b> ... (2) Without limiting subsection (1), the board <b>may</b> make rules as follows: (a) requiring a law firm to register with the regulator or to obtain a permit from the regulator; (b) establishing procedures for the application, issuance and renewal of permits required under paragraph (a);

Rule	Legislative authority
	<p><b>195 Rules respecting law corporations</b></p> <p>...</p> <p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>(a) establishing procedures for the application, issuance and renewal of law corporation permits;</p> <p>...</p> <p>(d) respecting names and the approval of names by which the following may be known, be incorporated or practise law:</p> <p><b>196 Rules respecting limited liability partnerships</b></p> <p>...</p> <p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>...</p> <p>(b) establishing requirements, limits and conditions for licensees and law corporations to carry on the practice of law through limited liability partnerships.</p>
<p><b>14-1-3</b> Application for permit</p>	<p>Same as above, and:</p> <p><b>194 Rules respecting law firms</b></p> <p>...</p> <p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>...</p>

Rule	Legislative authority
	(c) requiring a law firm to designate a practising licensee to act as a contact person for the law firm and requiring the law firm to provide the licensee's name and contact information;
<p><b>14-1-4</b> Issuance of permit</p>	<p><b>194 Rules respecting law firms</b></p> <p>...</p> <p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>(a) requiring a law firm to register with the regulator or to obtain a permit from the regulator;</p> <p>(b) establishing procedures for the application, issuance and renewal of permits required under paragraph (a);</p> <p><b>195 Rules respecting law corporations</b></p> <p>...</p> <p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>(a) establishing procedures for the application, issuance and renewal of law corporation permits;</p> <p>...</p> <p>(d) respecting names and the approval of names by which the following may be known, be incorporated or practise law:</p> <p><b>196 Rules respecting limited liability partnerships</b></p> <p>...</p>

Rule	Legislative authority
	<p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>...</p> <p>(b) establishing requirements, limits and conditions for licensees and law corporations to carry on the practice of law through limited liability partnerships.</p>
<p><b>14-1-5</b> Limits or conditions on permit</p>	<p>Same as above, and</p> <p><b>195 Rules respecting law corporations</b></p> <p>...</p> <p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>...</p> <p>(c) authorizing the chief executive officer to impose limits or conditions on a law corporation permit issued or renewed under this Part;</p>
<p><b>14-1-6</b> Change of name</p>	<p><b>194 Rules respecting law firms</b></p> <p>...</p> <p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>(a) requiring a law firm to register with the regulator or to obtain a permit from the regulator;</p> <p>(b) establishing procedures for the application, issuance and renewal of permits required under paragraph (a);</p>

Rule	Legislative authority
	<p>(c) requiring a law firm to designate a practising licensee to act as a contact person for the law firm and requiring the law firm to provide the licensee's name and contact information;</p> <p><b>195 Rules respecting law corporations</b></p> <p>...</p> <p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>(a) establishing procedures for the application, issuance and renewal of law corporation permits;</p> <p>...</p> <p>(d) respecting names and the approval of names by which the following may be known, be incorporated or practise law:</p> <p><b>196 Rules respecting limited liability partnerships</b></p> <p>...</p> <p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>...</p> <p>(b) establishing requirements, limits and conditions for licensees and law corporations to carry on the practice of law through limited liability partnerships.</p>
<b>14-1-7</b> Change of information	Same as above.
<b>14-1-8</b> Cancellation of permit	<p><b>194 Rules respecting law firms</b></p> <p>...</p>

Rule	Legislative authority
	<p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>...</p> <p>(b) establishing procedures for the application, issuance and renewal of permits required under paragraph (a);</p> <p><b>195 Rules respecting law corporations</b></p> <p>...</p> <p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>...</p> <p>(b) establishing procedures for the cancellation of law corporation permits;</p> <p><b>196 Rules respecting limited liability partnerships</b></p> <p>...</p> <p>(2) Without limiting subsection (1), the board <b>may</b> make rules as follows:</p> <p>...</p> <p>(b) establishing requirements, limits and conditions for licensees and law corporations to carry on the practice of law through limited liability partnerships.</p>
<p><b>14-1-9</b> Permit Review Committee</p>	<p><b>9 Powers and duties of board</b></p> <p>...</p> <p>(3) The board <b>may</b> establish committees to assist the board.</p>

Rule	Legislative authority
<b>14-1-10</b> Review of chief executive officer decision	<b>27 General rule-making authority of the board</b>  (1) The board <b>may</b> make any rules that it considers necessary or advisable for the performance of the duties of the regulator under section 6 (1) [ <i>duties of regulator</i> ].
<b>14-1-11</b> Public disclosure and disclosure of information	<b>66 Rules respecting disclosure in public interest</b>  The board <b>may</b> make rules authorizing the chief executive officer to disclose to the public certain information relating to a licensee, trainee or law firm if the chief executive officer is satisfied that it is in the public interest to do so.
<b>Division 2 – Alternative business structures</b>	
<b>14-2-1</b> Authorization of alternative business structures	<b>197 Rules respecting alternative business structures</b>  (1) The board <b>may</b> make rules respecting business structures other than a sole proprietorship, a law corporation or a partnership, through which the business of the practice of law is carried out.

## IV. Drafting notes

### Division 1 – Law firm, law corporation and limited liability partnership

- The rules must follow the definitions as provided for by the Act.
  - Accordingly, given the definition of “law firm”, this part of the rules was drafted using “law firm” as the entity to place the obligations or restrictions upon, in addition to those on the chief executive officer or regulator.
- Originally, the drafting for law firms, law corporations and limited liability partnerships was approached with separate rules for each business structure.

- However, there was great overlap in both the policy rationale and processes, so the draft rules now reflect a streamlined process that only differentiates between the three structures when necessary.
- The draft rules require permits for law firms, as well as the usual law corporations and limited liability partnerships.
  - Permitting law firms allows for more possibilities under the Act to become applicable (for example, section 122(5) allows the Tribunal to issue a \$5,000,000 fine against a law firm, compared to \$250,000 against a licensee).
  - Law firm permits are not intended to be an onerous undertaking, and instead, once operationalized, may be as straightforward as ticking a box and providing some information through an online form or portal.
  - An additional benefit of law firm permits is that it allows the regulator to match each licensee to the actual law firm they work for in a registry.
  - Cancellation of a law firm permit does not impact the individual licensees' ability to practice law.

### **14-1-1 Authorization of limited liability partnership**

- This rule establishes the circumstances in which licensees and law corporations may practice through a limited liability partnership.
- The Act requires a rule to authorize this type of business structure.
- The rule mirrors the current approach to limited liability partnerships taken by the Law Society and allows for participation by licensees, law corporations, and members of regulated legal professions in other Canadian jurisdictions.
- At least one partner must be authorized to practice law in British Columbia, which is important in establishing a regulatory nexus to the business structure.

### **14-1-2 Certification of name**

- This rule requires that a law firm must receive a name certificate from the chief executive officer before the law firm, law corporation or limited liability partnership may use the name.
- The rule ensures names are not confusing or misleading to the public and comply with marketing and advertising rules under the code of professional conduct.
- The rule also includes additional statutory naming requirements for law corporations and limited liability partnerships.
- The rule establishes a straightforward administrative decision process when the chief executive officer either issues or declines the certificate, and if declined, requires the chief executive officer to provide notice.
- For law firms, this is a new requirement if comparing to the existing regulatory approach, but in terms of protecting the public from confusing or misleading names, there is not a strong policy distinction as to why that requirement should only apply to law corporations and limited liability partnerships but not law firms.
- Transitional rules may be necessary to ensure a smooth transition for both existing law firms as well as existing notary corporations and notarial limited liability partnerships.

### **14-1-3 Application for permit**

- This rule requires law firms to obtain a permit from the chief executive officer before practising through a law firm, law corporation or limited liability structure.
- The rule establishes the core application requirements, including the prescribed form and payment of fees, mirroring the application processes found throughout the rules (for further details on the use of prescribed forms and the schedule, please see the briefing notes for Part 9 – Indemnification, Rule 9-1-2).
- The rule also requires law firms to designate a practising licensee contact person, ensuring a clear point of contact with the regulator.
- There are also additional documentation requirements for law corporations and limited liability partnerships based on the *Business Corporations Act* and *Partnership Act*.

- Like the name approval rule before it, this rule provides for the chief executive officer to issue or decline a permit, with written notice to the law firm if declined.

#### **14-1-4 Issuance of permit**

- This rule establishes when a permit becomes valid and effective.
- The rule specifies the circumstances in which a permit ceases to be valid, including cancellation or voluntary surrender.
- The rule also includes additional provisions for law corporations, addressing situations if ownership eligibility requirements are no longer met.
- As currently drafted, the rules for business structures do not require annual renewal, so the permits do not expire unless cancelled or surrendered.

#### **14-1-5 Limit or conditions on permit**

- This rule authorizes the chief executive officer to impose limits or conditions on a permit.
- In keeping with the transitional board and transitional Indigenous council's discussion for the rules for amalgamation date, this rule provides a flexible regulatory approach by allowing oversight in appropriate circumstances.
- The rule also places an obligation on the law firm to comply with any imposed limits or conditions.

#### **14-1-6 Change of name**

- This rule establishes the process for changing the name of a law firm, law corporation, or limited liability partnership.
- The rule requires compliance with the name certification requirements before a name change may occur, ensuring consistency in the naming process for anticipated changes.

- The rule also prevents a business structure from applying to change its name under the *Business Corporations Act* or *Partnership Act* without first obtaining the regulator's approval.
- The rule mirrors the language of the other permit application rules (Rules 14-1-2 and 14-1-3).

### **14-1-7 Change of information**

- This rule requires a law firm to notify the chief executive officer of changes to previously submitted permit information.
- In lieu of a permit renewal requirement or an annual reporting requirement to the regulator, this rule ensures that the regulator maintains current and accurate records relating to business structures.
- In essence, it is a duty to report a change of information (not just the business structure name) to the regulator (e.g. law firm may choose to change their designated contact person or business location).
- A duty to report a change of information reduces unnecessary reporting by law firms and unnecessary collection of data by the regulator when compared to a permit renewal requirement or annual reporting requirement.

### **14-1-8 Cancellation of permit**

- This rule authorizes the chief executive officer to cancel a permit in specified circumstances, including professional misconduct, incompetence, non-compliance with regulatory requirements, or reliance on false or misleading information.
- These circumstances mirror those found in the Act, including sections 71(2), 198, and 207.
- The rule provides for procedural fairness by requiring written notice and an opportunity for the law firm to make submissions before cancellation.

- The rule allows the chief executive officer to issue or vary limits or conditions instead of cancelling the permit, which provides flexibility in the regulatory response proportionate to the risk.
- The rule also permits a law firm to request voluntary cancellation of their permit, which is needed for situations such as winding up a practice.

## **14-1-9 Permit Review Committee**

- Note: this rule and Rule 14-1-10 is a policy choice proposed as rules for the transitional board and transitional Indigenous council.
- The issue is that under the Act, there is no review mechanism for permit decisions made by the chief executive officer.
- Both the Law Society and Notaries Society have a review process, either performed by a committee or the board.
- On average, the Law Society currently only performs reviews of a decision for law corporations and limited liability partnerships, with only a few asking for a review each year.
- The Act does not envision the Tribunal performing a review role for these types of decisions.
- If the transitional board and transitional Indigenous council want a review mechanism for the chief executive officer's decisions respecting business structure permits, there are two main options for amalgamation date:
  - Establish a committee to perform these reviews, which has the benefit of a neutral third-party review, but has administrative and operational costs.
  - Do not establish a review mechanism, which then means that the review is completed through the judicial review process, placing a greater burden on the applicant for review, but reducing administrative and operational costs for a limited amount of reviews performed each year.

- If the judicial review option is preferred, then Rules 14-1-9 and 14-1-10 are not required.
- If proceeding with a review by committee, then this rule requires the board to establish a Permit Review Committee to review decisions of the chief executive officer under this Division, including declining to issue a certificate for a name, a permit for a business structure, issuing one with limits or conditions, or cancelling a permit.
- The rule establishes committee membership composition requirements, including public and Indigenous representation and representation from each legal profession.
- The committee membership requirements mirror those of the Discipline and Licensing Committees as set out in the Act, restricting director involvement in the regulatory decision-making process but also providing for a regulator supported but independent review.

### **14-1-10 Review of chief executive officer decision**

- If the transitional board and transitional Indigenous council prefer a review by a committee, then this rule provides a mechanism for a law firm to request review of a chief executive officer decision under this Division.
- The rule requires the application for review to be made within 30 days of receiving the decision, mirroring a similar timeframe for applications to the Tribunal under the Act.

### **14-1-11 Public disclosure and disclosure of information**

- This rule addresses two topics: the disclosure required by business structures to the public, and the disclosure of information by the regulator to the public.
- The rule states that law corporations and limited liability partnerships must clearly disclose their business structure when providing legal services to the public.
- The rule also allows the regulator to use and disclose certain information about law firms, law corporations and limited liability partnerships when consistent with the Act and the rules.

- The goal is to allow the regulator to provide specific information that may be disclosed to the public, supporting transparency and public confidence, such as business contact information.
- The rule also provides permission to the chief executive officer to notify the Registrar of Companies if a law corporation or limited liability partnership is not maintaining compliance with the *Business Corporations Act* or *Partnership Act*.

## **Division 2 – Alternative business structures**

- The rule respecting alternative business structures is currently separated into its own division, as alternative business structures are currently distinctive from the processes required for law firms, law corporations and limited liability partnerships.

### **14-2-1 Authorization of alternative business structures**

- This rule allows the chief executive officer to authorize alternative business structures that do not otherwise comply with the Division 1 business structure rules.
- The rule provides a case-by-case authorization mechanism, reflecting the policy direction of the transitional board and transitional Indigenous council to allow flexibility while the regulatory framework evolves following amalgamation date.
- In essence, this rule is a codification of an innovation sandbox and allows authorizations to be issued subject to limits or conditions, enabling regulatory oversight.
- Unlike the rules respecting law firms, law corporations or limited liability partnerships, there are no procedural fairness or internal review mechanisms established for alternative business structures within the rules.
- Given the novelty of these structures, the regulator needs greater power to ensure protection of the public, however, the decision to vary or cancel a permit for an alternative business structure is still subject to judicial review, which carries with it procedural and administrative fairness considerations.

## **V. Next steps**

5. Following the advice and recommendations provided by the transitional board and transitional Indigenous council, staff will return with the revised draft rules and briefing paper for discussion and decision at a future date

# LEGAL PROFESSIONS BC RULES

## PART 14 – BUSINESS STRUCTURES

### Division 1 – Law firm, law corporation and limited liability partnership

[The Act provides the following definition of “law firm” which will apply throughout the rules:

**"law firm"** means a sole proprietorship, law corporation, partnership or any other business structure, arrangement or legal entity through which one or more licensees practise law;]

#### Authorization of limited liability partnership

**14-1-1** (1) A licensee or law corporation may practise law through a limited liability partnership only if

- (a) the limited liability partnership is registered under the *Partnership Act*, and
  - (b) the licensee or law corporation and the limited liability partnership comply with the *Partnership Act*, the Act and these Rules.
- (2) Each partner in a limited liability partnership must be
- (a) a licensee or law corporation authorized to practise law in British Columbia,
  - (b) a member of a regulated legal profession in another Canadian jurisdiction,
  - (c) a law corporation holding the equivalent of a permit under the law of the Canadian jurisdiction in which it practises, or
  - (d) a person participating in the partnership in another Canadian jurisdiction as permitted in that jurisdiction.
- (3) At least one partner in a limited liability partnership must be
- (a) a licensee authorized to practise law in British Columbia, or
  - (b) a law corporation holding a permit under the Act.

# LEGAL PROFESSIONS BC RULES

## Certification of name

**14-1-2** (1) A law firm, law corporation or limited liability partnership must not use a name unless the chief executive officer issues a certificate under this rule.

(2) The chief executive officer must not issue a certificate unless satisfied that the proposed name

(a) is not the same as, and does not closely resemble, the name of another law firm, law corporation or limited liability partnership holding a valid registration or permit in a way that is likely to confuse or mislead the public, and

(b) complies with the marketing and advertising requirements under the [code of professional conduct].

(3) For a law corporation, in addition to the requirements under subrule (2), the chief executive officer must not issue a certificate unless the proposed name includes one of the following phrases:

(a) “law corporation”;

(b) “law ULC”;

(c) “law unlimited liability company”.

(4) For a limited liability partnership, in addition to the requirements under subrule (2), the chief executive officer must not issue a certificate unless the proposed name complies with section 100 of the *Partnership Act*.

(5) On receiving an application under this rule, the chief executive officer must

(a) if satisfied that the proposed name complies with this rule, issue a certificate, or

(b) decline to issue a certificate.

(6) The chief executive officer must notify the law firm, law corporation or limited liability partnership in writing of the decision.

## Application for permit

**14-1-3** (1) In order to practise law as a law firm, law corporation or limited liability partnership, a law firm must apply to the chief executive officer for a permit.

## LEGAL PROFESSIONS BC RULES

(2) The law firm must deliver to the chief executive officer

(a) a permit application in the prescribed form, and

(b) the applicable fee as specified in Schedule [X].

(3) For a law firm permit, in addition to the requirements under subrule (2), a law firm must designate at least one practising licensee to act as the law firm's contact person and must deliver to the chief executive officer, in the prescribed form, the name and contact information of the designated licensee.

(4) For a law corporation permit, in addition to the requirements under subrule (2), a law firm must deliver to the chief executive officer a true copy of the certificate of incorporation issued by

## LEGAL PROFESSIONS BC RULES

the Registrar of Companies and any other certificates showing a change in the company's name or status.

(5) For a limited liability partnership permit, in addition to the requirements under subrule (2), a law firm must deliver to the chief executive officer a copy of the registration statement that the partnership intends to file under the *Partnership Act*.

(6) On receiving an application under this rule, the chief executive officer must

- (a) if satisfied that the permit application complies with this rule, issue a permit, or
- (b) decline to issue a permit.

(7) The chief executive officer must notify the law firm in writing of the decision.

### Issuance of permit

**14-1-4** (1) A permit is valid from the effective date shown on the permit unless it ceases to be valid under subrule (2).

(2) A permit ceases to be valid if

- (a) it is cancelled under Rule [14-1-8], or
- (b) the licensee surrenders the permit to the chief executive officer.

(3) If the permit is for a law corporation, in addition to subrule (2), a permit ceases to be valid if

- (a) a licensee who is a voting shareholder of the law corporation dies or otherwise ceases to be authorized to practise law, and the articles of the law corporation do not provide for the immediate and automatic disposition of that person's shares to another eligible licensee or licensees, or
- (b) another law corporation that is a voting shareholder of the law corporation ceases to be registered as a company under the *Business Corporations Act* or ceases to hold a valid

## LEGAL PROFESSIONS BC RULES

law corporation permit, and the articles of the law corporation do not provide for the immediate and automatic disposition of the other law corporation's shares.

### Limits or conditions on permit

**14-1-5** (1) When issuing a permit, the chief executive officer may impose limits or conditions on the permit.

(2) A law firm must comply with any limits or conditions imposed under this rule.

### Change of name

**14-1-6** (1) In order to change the name of a law firm, law corporation or limited liability partnership, a law firm must apply to the chief executive officer for a permit.

(2) The name certification requirements in Rule [14-1-2] apply, with the necessary changes, to an application under this rule.

(3) A law firm must not apply to change the name of a law firm, law corporation or limited liability partnership unless the chief executive officer has issued a certificate for the proposed name.

(4) A law firm must deliver to the chief executive officer

(a) a permit application in the prescribed form, and

(b) the applicable fee as specified in Schedule [X].

(5) On receiving an application under this rule, the chief executive officer must

(a) if satisfied that the permit application complies with this rule, issue a permit, or

(b) decline to issue a permit.

(6) The chief executive officer must notify the law firm in writing of the decision.

(7) A permit issued under subrule (5)(a) is valid from the effective date shown on the permit unless it ceases to be valid under Rule [14-1-4, subrule (2) or (3)].

### Change of information

## LEGAL PROFESSIONS BC RULES

**14-1-7** If there is any change to the information most recently provided to the chief executive officer in a permit application, a law firm must provide the information in the prescribed form.

### **Cancellation of permit**

**14-1-8** (1) The chief executive officer may cancel a permit if the chief executive officer is satisfied that

(a) while providing legal services, the law firm, law corporation or limited liability partnership does anything that, if done by a licensee, would constitute

(i) professional misconduct or conduct unbecoming a professional, or

(ii) practising law incompetently,

(b) the law firm, law corporation or limited liability partnership no longer meets the requirements under the Act or these Rules,

(c) the law firm, law corporation or limited liability partnership has failed to comply with a limit or condition imposed on the permit, or

(d) the permit was issued based on false, misleading or incomplete information.

(2) Before cancelling a permit under subrule (1), the chief executive officer must

(a) give the law firm written notice of the proposed cancellation and the reasons for it, and

(b) provide the law firm with a reasonable opportunity to make written submissions.

(3) After considering any submissions received, the chief executive officer may

(a) cancel the permit,

(b) impose or vary limits or conditions on the permit instead of cancelling it, or

(c) take no further action.

(4) A law firm may initiate a request to cancel a permit by delivering a cancellation application to the chief executive officer in the prescribed form.

(5) On cancellation of a permit under this rule, the permit ceases to be valid.

# LEGAL PROFESSIONS BC RULES

## Permit Review Committee

**14-1-9** (1) The board must establish a Permit Review Committee for the purpose of reviewing a decision of the chief executive officer under this Division.

(2) The Permit Review Committee must include the following members:

(a) at least one member of the public;

(b) at least one Indigenous person, who may be a licensee or a member of the public;

(c) for each legal profession, at least one person licensed to practise that legal profession.

(3) A director is not eligible to be appointed as a member of the Permit Review Committee until 1 year after the date the person ceases to be a director.

(4) The board must appoint a chair of the Permit Review Committee from among its members.

(5) The chair of the Permit Review Committee may appoint panels to conduct reviews of the chief executive officer's decision under this Division.

(6) A panel must consist of at least 3 members, one of whom must be licensed to practise the same legal profession as the law firm's designated licensee.

# LEGAL PROFESSIONS BC RULES

## Review of chief executive officer decision

**14-1-10** A law firm may apply to the Permit Review Committee for a review of a decision of the chief executive officer under this Division no later than 30 days after the date the decision is received by the law firm.

## Public disclosure and disclosure of information

**14-1-11** (1) A law corporation or limited liability partnership that provides legal services to the public must clearly disclose, on all media, that the legal services are provided through a law corporation or limited liability partnership.

(2) The regulator may

(a) use information and records for purposes consistent with the Act and these Rules, and

(b) disclose the following information to any person on request:

(i) the name of a law firm, law corporation or limited liability partnership;

(ii) the contact information of the place of business of a law firm, law corporation or limited liability partnership;

(iii) whether the law firm, law corporation or limited liability partnership holds a valid permit;

(iv) whether a licensee practises through the law firm, law corporation or limited liability partnership;

(v) whether a law corporation is a voting shareholder of another law corporation.

(3) The chief executive officer may notify the Registrar of Companies if the chief executive officer becomes aware that a law corporation or limited liability partnership has failed to maintain compliance with the requirements of the *Business Corporations Act* or *Partnership Act*.

## Division 2 – Alternative business structures

### Authorization of alternative business structures

## **LEGAL PROFESSIONS BC RULES**

**14-2-1** (1) Despite any other rule in this Part, the chief executive officer may authorize a business structure that does not otherwise comply with this Part to practise law, on a case-by-case basis.

(2) A person seeking an authorization under this rule must apply to the chief executive officer in the prescribed form.

(3) An authorization under subrule (1) may be issued subject to any limits or conditions the chief executive officer considers appropriate.

(4) An authorization under this rule may be varied or cancelled by the chief executive officer.

# Transitional Board and Transitional Indigenous Council

## **Briefing Paper – Draft Code of Professional Conduct**

### **Parts 1.1 – 3.1**

**To:** Transitional Board  
Transitional Indigenous Council

**Purpose:** Discussion

**Date:** March 18, 2026

# Introduction

1. As this report provides the first opportunity for the transitional board and the transitional Indigenous council to review and comment on a proposed code of professional conduct (CPC) for Legal Professions BC, the following are some general comments about the process and the background to the proposed CPC.
2. In September 2025, the transitional board and the transitional Indigenous council provided direction on several issues relating to the development of the CPC. In particular, the transitional board and the transitional Indigenous council directed that the Model Code developed by the Federation of Law Societies of Canada should be used as a template for the new Code of Professional Conduct. However, the transitional board and the transitional Indigenous council noted that because the Model Code is limited on Indigenous content there will need to be regard for substantial redrafting of Indigenous-specific material throughout the commentaries and in new sections for coherence with the Guiding Principles and to facilitate the role of the Indigenous Council. In addition, the transitional board and the transitional Indigenous council directed that the regulator should have universal standards across licensees that would include a minimum standard that has regard for the Guiding Principles and is developed with the Indigenous Council and their legal advisors.
3. The FLSC Model Code was developed to harmonize the rules of conduct across all Canadian law societies. This harmonization was particularly important as a result of the ability for lawyers entitled to practice in one Canadian jurisdiction to practice in another. Nevertheless, as the preface to the Model Code notes *“The Code of Conduct was drafted as a national code for Canadian lawyers. It is recognized, however, that regional differences will exist in respect of certain applications of the ethical standards. Lawyers who practise outside their home jurisdiction should find the Code useful in identifying these differences.”*
4. The adoption of the Model Code as the template for the future CPC was not intended to exclude any particular ethical or professional standard that might apply only to notary public licensees or to regulated paralegal licensees or to any future professions that may be recognized. The Society of Notaries Public has a statement of Principles & Guidelines for Ethical & Professional Conduct that currently governs the conduct of notaries public and is consistent with the guidance provided in the Model Code. The BC Paralegal Association also has a Code of Ethics which sets out the expectations for the conduct of paralegals and is also consistent with the guidance in the Model Code. Where there may be differences between the current expectations of lawyers, notaries public and paralegals based on the implementation of the Model Code or the individual codes of the notaries public and

paralegals, the expectation is that the consultation process will highlight these for the consideration of the transitional board and the transitional Indigenous council.

5. The Act provides more comprehensive direction on regulatory requirements and functions than the current Legal Profession Act or Notaries Act. In some cases, the government has taken language from the current Law Society rules and incorporated it into the Act. In others, the additional direction is the result of a different governance structure from that of the Law Society or the Society of Notaries Public, the regulation of more than one legal profession and the language necessary to support these differences. In general, the language used in the CPC should align with that used in the Act and rules. For example, in order to align the language of the CPC with the Act and rules, the proposed CPC uses the terms “licensee” and “licensees” in place of “lawyer” and “lawyers.”
6. Finally, it is worth noting that the development of the CPC is an iterative process (as it is with the rules) in which consultation plays a significant role as laid out in the project plan. Not only will the transitional board and the transitional Indigenous council and interested parties be consulted during the development of the CPC but, as the transitional board and the transitional Indigenous council have determined, there will be a considerable period of public consultation following the transitional board and the transitional Indigenous council’s approval of the penultimate version of the CPC. It is expected that this process will ensure that on amalgamation day, there is in place at least a workable CPC for licensees.

## History

7. The transition over more than a century from an unwritten understanding of appropriate conduct of barristers and solicitors to a formal written code of professional conduct for licensees enforceable by a regulatory authority is worth a brief review.
8. The adoption in 1921 of the Canons of Legal Ethics, which relied heavily on the American Bar Association’s 1908 Canons of Professional Ethics, was the beginning of Canadian Bar Association’s engagement with setting out professional conduct expectations.
9. In 1970, the Law Society developed and published a Professional Conduct Handbook which was intended to guide and assist the members in meeting and maintaining proper standards of professional conduct. In 1974 the CBA replaced the Canons with a more detailed Code of Professional Conduct.

10. With the adoption of the Model Code of Professional Conduct by the Council of the Federation in 2009, the CBA Council approved a resolution to discontinue the CBA Code once no Canadian law society continued to rely upon it.
11. On January 1, 2013 the Code of Professional Conduct for British Columbia fully replaced the Professional Conduct Handbook as the governing document concerning professional responsibility for BC lawyers. Today, the Model Code of Professional Conduct has been implemented in whole or in part by all law societies except the Chambre des notaires in Quebec.
12. With introduction of the Legal Professions Act and its requirement that the board establish a CPC, a requirement not in the Notaries Act and only in the case of exempt persons under the Legal Profession Act, the expected conduct of those who provide legal advice and assistance has transitioned from a shared culture of acceptable conduct to a regulatory requirement.

## Authority

13. As the transitional board and the transitional Indigenous council are aware, section 70 of the Act requires that the board establish a CPC for licensees. The Act also provides in section 71 that *“A licensee, law firm or trainee must practise law in accordance with the following ... (b) the code of professional conduct.”* The definitions in section 68 make it clear that *“professional misconduct”* includes conduct that constitutes a marked departure from the standards of professional conduct established ... in the code of professional conduct. Similarly, *“professional conduct violation”* means an act that contravenes the code of professional conduct in a manner that does not constitute professional misconduct or conduct unbecoming a professional. While the preface to the Model Code states that *“A breach of the provisions of the Code may or may not be sanctionable ...”* the Act does make it clear that a failure to meet the standard of conduct established by the CPC may result in sanctions.
14. It is worth noting that the Act also provides in section 13 that the board may remove a director if the director is a licensee and the director contravenes the CPC.

## Commentary

15. The Model Code provides guidance about professional conduct both through explicitly stated rules and through commentary on those rules. The Law Society’s implementation of the Model Code also includes four appendices.

16. The preface to the Law Society implementation of the Model Code states:

*The Code is divided into three components: rules, commentary and appendices. Each of these components contain some statements that are mandatory, some that are advisory and others with both mandatory and advisory elements. Some issues are dealt with in more than one place in the Code, and the Code itself is not exhaustive of lawyers' professional conduct obligations. In determining lawyers' professional obligations, the Code must be consulted in its entirety and lawyers should be guided in their conduct equally by the language in the rules, commentary and appendices. Mandatory statements have equal force wherever they appear in the Code.*

17. The mandatory nature of the commentary is reflected in recent Law Society Tribunal decisions.

18. In *Yen (Re)*, 2023 LSBC 2, the review panel relied upon the commentary to rule 3.2-7 in concluding that the hearing panel was correct in finding that the Respondent's actions with respect to the first allegation in the citation constituted professional misconduct. Similarly, in *Barker (Re)*, 2025 LSBC 4, the panel noted that *"The Citation does not expressly refer to rule 3.2-7 of the Code. Rather, the Citation reflects the wording of the commentary to section 3.2-7 that existed at the time. The Panel agrees with the Law Society that the rule's commentary has equal force as the substantive rule of the Code."*

19. While the precise precedential value of regulatory decisions by the Law Society tribunal and the Notaries Society remains to be decided by the post-amalgamation Tribunal, it would be reasonable for the transitional board and the transitional Indigenous council to assume that pre-amalgamation decisions will have some impact on how the CPC is applied.

## Proposed Code Provisions

### Definitions

It is likely that the definitions will have to be reconciled with the terms used in the CPC rules and commentary as these are reviewed, considered and approved by the transitional board and the transitional Indigenous council this year. However, there are some suggested revisions to the definitions provided in the Model Code.

1. The definition of "associate" in the Model Code and in the Law Society implementation includes reference to a "a non-lawyer employee of a multi-discipline practice providing services that support or supplement the practice of law". While the current Law Society

rules provide for the conditions in which a multi-disciplinary practice is permitted, the new Act (section 197) provides for rules respecting business structures other than a sole proprietorship, a law corporation or a partnership, through which the business of the practice of law is carried out. With respect to alternatives to the traditional law firm structure, the recommendation is to leave it to the new board to permit alternative business structures on a case-by-case basis.

2. There are 30 references to “non-lawyer” in the Model Code which will become “non-licensure”. We should consider using the phrase “a person other than a licensee” in the place of either term. While the phrase is longer, it avoids the connotation and categorization that the term “non-lawyer” or “non-licensure” implies.
3. The Law Society implementation of the Model Code includes a definition of “disclosure”. “disclosure” means full and fair disclosure of all information relevant to a person’s decision (including, where applicable, those matters referred to in commentary in this Code), in sufficient time for the person to make a genuine and independent decision, and the taking of reasonable steps to ensure understanding of the matters disclosed;” There are 53 references to “disclosure” in the Model Code. While the definition is appropriate in some cases, there are instances in both the Model Code and the Law Society’s implementation of the Model Code where the definition does not really apply. For example, both the Model Code and the Law Society’s implementation of the Model Code refer to an inadvertent disclosure in the commentary to rule 3.3-1 which does not fit well with the disclosure definition. The Law Society of Alberta includes a definition of disclosure in its implementation of the Model Code but other Canadian law societies do not. While a hearing panel may apply the definition when appropriate and ignore it when it is not, the recommendation is not to include the definition.
4. The Law Society implementation includes a definition of interprovincial law firm. “interprovincial law firm” means a law firm that carries on the practice of law in more than one province or territory of Canada” The only time the phrase “interprovincial law firm” occurs in the Model Code is in the definition. The recommendation is not to include the phrase in the CPC.
5. The definition of “law firm” in the Model Code is both not definitive (“includes”) and is also not in line with the definition in the Act. The recommendation is that the CPC include a definition of “law firm” that is consistent with the definition in the Act.
6. The definition of “lawyer” in the Model Code is not consistent with the definition of “lawyer” in the Act. While there may be no need to differentiate among the professions

with respect to professional conduct, the recommendation is to import the definitions for “lawyer”, “notary public” and “regulated paralegal” from the Act.

7. The definition of “lawyer” in the Model Code includes a law student. This is convenient in that it aligns the expected conduct of law students or trainees under the new Act with the expectations for licensees in the CPC without having to reference them specifically. However, in many cases, the expected conduct of trainees does not necessarily align with the expected conduct of licensees. For example, if the definition of “licensee” includes “trainees”, then rule 3.2-3 would require that *“Although a trainee may receive instructions from an officer, employee, agent or representative, when a trainee is employed or retained by an organization, including a corporation, the trainee must act for the organization in exercising their duties and in providing professional services.”* As noted above, section 71 does provide that *“A ... trainee must practise law in accordance with the following ... (b) the code of professional conduct.”* The recommendation is to add “and where applicable, a trainee.” to the definition of “lawyer.” The alternative is to use the phrase “licensee and trainee” wherever the term “lawyer” occurs in the Model Code.
8. The definition of “tribunal” and the use of that term throughout the Model Code encompasses all of the agencies listed in the definition. However, as the transitional board and the transitional Indigenous council will be aware, the Act establishes a tribunal to conduct hearings under Part 8 of the Act. Including the Act’s definition of “tribunal” may not be necessary but if it should become apparent that reference to the “tribunal” established by s. 95 of the Act is required, the recommendation is that the definition be that provided for in the Act and the term “Tribunal” be used to differentiate it from the definition of “tribunal.”

## **Rule 2.2-2**

1. This rule speaks to the role of licensees in preserving the reputation of the legal professions and more generally advancing its goals, organizations and institutions. While an argument can be made that *“a duty to uphold the standards and reputation of the legal professions and to assist in the advancement of its goals, organizations and institutions”* is not inconsistent with the role that licensees play within society generally, the mandatory nature of this rule and its extension to institutions other than the regulator are worth consideration by the transitional board and the transitional Indigenous council.

## Canons of Legal Ethics

1. The Law Society implementation of Model Code incorporates the Canons of Legal Ethics. As noted in the Law Society's implementation of the Model Code, a version of the Canons has formed part of the Code of Professional Conduct of the Law Society of British Columbia since 1921. Inclusion in the Law Society implementation of the Model Code is said to be both for their historical value and for their statement of general principles that underlie the rules in the code. The Law Society is the only Canadian law society to incorporate the Canons of Legal Ethics into its implementation of the Model Code.
2. The Law Society believes that the implementation of the Model Code by Legal Professions BC should retain the Canons of Legal Ethics. The attached paper from the Law Society sets out the Law Society's view.

## Competence

1. While the current Legal Profession Act and the Notaries Act reference "incompetent" and "competent", neither of the current Acts provide a definition of either term. However, the Legal Professions Act does provide a definition of incompetently. As defined in section 68 "*incompetently, in relation to the practice of law, means in a manner that demonstrates either of the following:*
  - (a) deficiencies, in any of the following, that give rise to a reasonable apprehension that the quality of service to clients of a licensee or law firm may be significantly adversely affected:*
    - (i) the knowledge, skill or judgment of the licensee or law firm;*
    - (ii) the attention to the interests of clients of the licensee or law firm;*
    - (iii) the records, systems or procedures of the professional business of the licensee or law firm;*
    - (iv) other aspects of the professional business of the licensee or law firm;*
  - (b) a health condition that prevents a licensee from practising law with reasonable skill and competence*
2. The Model Code does not define "incompetently" but it does define a "competent lawyer" as a "*lawyer who has and applies relevant knowledge, skills and attributes in a*

*manner appropriate to each matter undertaken on behalf of a client and the nature and terms of the lawyer's engagement ...*" The definition then goes on to list eleven distinct attributes of the competent lawyer.

3. While the definition of "incompetently" in the Act and the requirements and attributes of a "competent licensee" in the CPC are similar, they approach the question of competence from two different directions. The interaction between the statutory definition in the Act and any rules made in relation to practising "incompetently" may have some consequence for the CPC rules and commentary on the issue of competence. The recommendation is to accept the Model Code provisions for now and make changes post-amalgamation if the two approaches create issues in the investigation and prosecution of licensees.

## Appendix A

1. The Law Society implementation of the Model Code provides in the commentary 2.1 to rule 3.1-2 that *"For a discussion of the correct procedure in swearing an affidavit or taking a solemn declaration, see Appendix A to this Code."* There are four appendices to the Law Society implementation of the Model Code not included in the Model Code: Appendix A – Affidavits, Solemn Declarations and Officer Certifications; Appendix B – Family Law Mediation; Appendix C – Real Property Transactions and Appendix D – Supervision of Paralegals.
2. Appendix A provides that a lawyer must not swear an affidavit or take a solemn declaration or witness the execution of an instrument by an individual under the Land Title Act unless certain specific requirements are met. The commentary runs to six pages. The Notaries Society's Principles & Guidelines for Ethical & Professional Conduct contain similar directions regarding the preparation and swearing of documents, although not as detailed as those in Appendix A.
3. In *Singh (Re)*, 2020 LSBC 1, the hearing panel noted that *"Affidavit evidence is to be sworn according to the procedure set out in Appendix A. These requirements exist for good reason. Many of our interlocutory processes are conducted with efficiency and expedience by using affidavits as opposed to oral evidence. We must strongly censure any conduct that threatens the reliability of that method of producing evidence."*
4. A review of Appendix A will occur in conjunction with the other appendices later this year. For now, the recommendation is to include commentary 2.1 to rule 3.1-2 in the CPC.

## Opinions

1. Commentary 8 to rule 3.1-2 specifies directions regarding expressing an opinion. The Model Code includes the following sentence in commentary 8 not included in the Law Society's implementation: A lawyer should only express his or her legal opinion when it is genuinely held and is provided to the standard of a competent lawyer. The requirement that the opinion meet the standard of a competent lawyer seems unobjectionable and capable of evaluation. However, the requirement that the opinion be "genuinely held" references an internal state of mind of the lawyer providing the opinion which may not be easily discerned. The recommendation is to revise the sentence to require only that a lawyer should express their opinion when it is provided to the standard of a competent lawyer.

## Proposed Code of Professional Conduct for Legal Professions BC

**To:** Transitional Board  
Transitional Indigenous Council

**Purpose:** Feedback on draft Code of Professional Conduct

**From:** Law Society of British Columbia

**Date:** March 4, 2026

The Law Society provides this response pursuant to its obligation to cooperate with the transitional board under section 223(7) of the *Legal Professions Act* and without prejudice to the Law Society's position in its ongoing constitutional challenge to the *Legal Professions Act*, SBC 2024 c. 26.

## Purpose

1. The Law Society received the first sections of the draft *Code of Professional Conduct* for the Legal Professions of BC on February 24, 2026 (the “LPBC Code”) and was directed to provide feedback by March 4, 2026.
2. The draft Code for the new Legal Professions BC (“LPBC”) does not include reference to the Legal Canons, currently in the *Code of Professional Conduct for BC* (the “Code”), at sections 2.1-1 – 2.1-5. The Law Society believes that the Legal Canons should be included in the new LPBC Code and this brief memorandum explains why.

## Significance of the Legal Canons

3. The Law Society Benchers developed the *Code* based on the Federation of Canadian law societies model code (the “Model Code”). The Model Code does not contain the Legal Canons. When the Benchers created the *Code*, they decided to retain the Legal Canons, noting they were adopted in British Columbia in 1921. In addition to their historical significance, the Benchers’ view at the time was that the rules in the Legal Canons provide a general overview of professional conduct and should be preserved.
4. The Law Society notes that the Legal Canons (specifically rules 2.1-1 – 2.1-5 of the *Code*), have formed the basis for allegations and findings of misconduct against lawyers, in the same manner as other provisions of the *Code*. In the Law Society’s view, not including the Legal Canons in the LPBC Code would be akin to not including other essential *Code* rules (such as the prohibition against acting in a conflict of interest), and does not make sense. The rules set out in the Legal Canons, like the other *Code* rules, are an integral part of the expected conduct of lawyers in British Columbia, and would apply to all categories of legal professionals under the new *Legal Professions Act*.
5. The following is a list of hearing panel cases from the past three years alone in which lawyers were alleged to, and or found to have committed professional misconduct, on the basis of having contravened the Legal Canons:

### 2023

Ganzert (Re), [2023 LSBC 4](#), rule 2.1-3(h).

Sahota (Re) [2023 LSBC 8](#), rules 2.1-3(b) and 2.1-4(b).

Macdonald Weiser (Re) [2023, LSBC 10](#), rule 2.1-3(b), in four allegations.

Linde (Re), [2023 LSBC 13](#), rule 2.1 in two allegations, rules 2.1-1(a) in five allegations.

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Dungate (Re), [2023 LSBC 44](#), rule 2.1-4(b) in two allegations.

Klaassen (Re), [2023 LSBC 27](#), rule 2.1-4.

Vining (Re), [2023 LSBC 35](#), rule 2.1-2.

Macdonald Weiser (Re), [2023 LSBC 32](#), 2.1-3(b) in two allegations

Guo (Re), [2023 LSBC 49](#), rule 2.1-1

## **2024**

Mills (Re), [2024 LSBC 35](#), rule 2.1-3

Weiser (Re), [2024 LSBC 18](#), rule 2.1-3 in two allegations

## **2025**

Pannu (Re), [2025 LSBC 23](#), 2.1-4(b) in two allegations.

Marriott (Re), [2025 LSBC 5](#), rule 2.1-3, 2.1-2, and 2.1-5 in two allegations

# **Manner in which Hearings Panels have relied upon the Legal Canons**

6. The Legal Canons set out lawyers' general duties to the state, to courts and tribunals, to clients, other lawyers and to themselves. These important ethical principles are not necessarily reproduced elsewhere in the *Code*. Hearing panels have expressly relied upon them for the following:
  - a. setting out the standard of conduct expected of lawyers in performance of their professional obligations: *Mcleod (Re)*, [2019 LSBC 33](#), paras [70](#), [71](#).
  - b. reflecting the critical role of the lawyer in the legal system: [2022 LSBC 24](#), para. [33](#).
  - c. confirmation of the position of a lawyer as an officer of the court and the lawyer's time-tested duty to the court, including the obligation of candour: *May v. Law Society of British Columbia*, [2023 BCCA 218](#), para. [4](#).

7. In addition to setting out the above, general duties, the Law Society has successfully used the Legal Canons in discipline proceedings where a Charter value is raised to balance the relevant Charter value with the Law Society’s public mandate and objectives: *Harding (Re)*, [2013 LSBC 25](#), paragraphs [80-84](#), and [98-107](#), but specifically:

[80] In light of Doré, in discipline proceedings in which a Charter value is raised, the [Martin] test for professional misconduct must now be broadened to read:

The test is whether the facts as made out disclose a marked departure from that conduct the Law Society expects of its members, having properly balanced the relevant Charter value with the Law Society’s public mandate and objectives; if so, it is professional misconduct.

[...]

[98] The Panel recognizes the Respondent’s expressive rights and duty to speak his mind freely and independently in representing his client and advancing her case, the public’s interest in that *Charter* value, and that proper respect for these expressive rights may involve disciplinary bodies tolerating a degree of discordant criticism that does not go beyond mere rudeness and discourtesy.

[99] It also recognizes that the **Law Society’s Canons of Legal Ethics** requiring the Respondent, in his relations with other lawyers, to be candid, fair, courteous, and to refrain from all offensive personalities, may constitute a restriction on those expressive rights. **[emphasis added]**

8. Hearing panels have also determined that the Legal Canons provide guidance and meaning to the Law Society’s overarching mandate of regulating in the “best interests of the public”: *Gouden (Re)*, [2021 LSBC 7](#), para. [48](#).
9. Finally, the Canons are used by hearing panels to confirm how integrity is at the heart of the services lawyers provide to the public, and how lawyers play an essential role in how society conducts business, settles disputes, interacts with the state, and ensures respect for the rule of law: *Pelletier (Re)*, [2023 LSBC 47](#), paras. [8 & 9](#).

***The Courts regularly use the Legal Canons when describing the general ethical obligations of lawyers***

10. In addition to hearing panels, the courts have similarly referenced the Legal Canons when deciding matters related to lawyer misconduct. In a decision issued last week, *R. v. Puttonen*, [2026 BCSC 320](#), the Supreme Court of British Columbia referenced the Legal Canons when referring to a lawyer’s obligations to the court, paras. [7 & 8](#).

11. The British Columbia Court of Appeal has referenced the importance of the Legal Canons on numerous occasions. See for example, in *McLeod v. Law Society of BC*, [2021 BCCA 299](#):

[35] As explained in the Introduction to the *BC Code*, lawyers are expected to respect and follow the law but “more than mere technical proficiency is expected of them.” The Introduction also states that “[w]hile the Code should be considered a reliable and instructive guide for lawyers, the obligations it identifies are only the minimum standards of professional conduct expected of members of the profession”. Chapter 2 of the *BC Code* sets out the Canons of Legal Ethics which are intended as a general guide for lawyers. The canons were adopted by the Law Society in 1921. In *Doré v. Barreau du Québec*, [2012 SCC 12](#), at para. 62, the Court observed that all of the codes of ethics governing the legal profession in Canada contain similar language regarding the duty to be courteous and act in good faith.

[36] Rule 2.1-4 of the *BC Code* sets out the obligations of a lawyer to other lawyers:

(a) A lawyer’s conduct toward other lawyers should be characterized by courtesy and good faith. Any ill feeling that may exist between clients or lawyers, particularly during litigation, should never be allowed to influence lawyers in their conduct and demeanour toward each other or the parties. Personal remarks or references between lawyers should be scrupulously avoided, as should quarrels between lawyers that cause delay and promote unseemly wrangling.

[...]

(c) A lawyer should avoid all sharp practice and should take no paltry advantage when an opponent has made a slip or overlooked some technical matter. A lawyer should accede to reasonable requests that do not prejudice the rights of the client or the interests of justice.

12. Similarly, in *May v. Law Society of British Columbia*, [2023 BCCA 218](#), the Court opined:

[4] A lawyer’s duty to the court is time-tested and vital to the legal profession’s role in the administration of justice. The Canons of Legal Ethics became embedded in the *Code of Professional Conduct for British Columbia* in 1921. The *Code*, in turn, is endorsed by the legal profession through its governing professional body, the Law Society. It confirms the position of a lawyer as an officer of the courts. In *McLeod v. Law Society of British Columbia*, [2021 BCCA 299](#) [*McLeod 2021*], Mr. Justice Butler explained the *Code*’s importance:

[34] The Law Society is a self-governing professional body continued under the *LPA*. It is given a broad mandate under s. 3 of the *LPA* to uphold and protect the public interest in the administration of justice in the province: *Party A v. Law Society of British Columbia*, [2021 BCCA 130](#) at paras. 33–34. The professional obligations of a lawyer in British Columbia are outlined in the *BC Code* which is published under the authority of the Benchers of the Law Society for the guidance of lawyers.

[35] As explained in the Introduction to the *BC Code*, lawyers are expected to respect and follow the law but “more than mere technical proficiency is expected of them.” The Introduction also states that “[w]hile the Code should be considered a reliable and instructive guide for lawyers, the obligations it identifies are only the minimum standards of professional conduct expected of members of the profession”. Chapter 2 of the *BC Code* sets out the Canons of Legal Ethics which are intended as a general guide for lawyers. The canons were adopted by the Law Society in 1921. In *Doré v. Barreau du Québec*, [2012 SCC 12](#), at para. 62, the Court observed that all of the codes of ethics governing the legal profession in Canada contain similar language regarding the duty to be courteous and act in good faith.

13. Finally, paragraph 80 of *Harding (Re)*, [2013 LSBC 25](#) (referenced above at paragraph seven), was cited with approval in at least two British Columbia Court of Appeal decisions – *LSBC v. Harding*, [2022 BCCA 229](#) and *Vining v. LSBC*, [2025 BCCA 337](#). Given the recent Supreme Court of Canada case of *Commission scolaire francophone des Territoires du Nord-Ouest v. Northwest Territories (Education, Culture and Employment)*, [2023 SCC 31](#), in which the court determined that Charter values need to be considered in administrative law decisions even if not expressly raised by the parties, the Law Society believes it is important to ensure the Legal Canons are included in the new LPBC Code as a counterbalance against a respondent’s Charter rights.
14. In conclusion, the Legal Canons form an important part of the history of professional regulation in British Columbia and are relied upon by hearing panels and courts to this day. They are not necessarily replicated by other provisions of the *Code* or Model Code, and should be included in order not to adversely affect the years of jurisprudence reflecting their importance to expected standards of conduct. The Law Society believes it is in the interests of all three legal professions that they are replicated in the new LPBC Code.

## 1.1 DEFINITIONS

1.1-1 In this Code, unless the context indicates otherwise, “associate” includes:

- (a) a lawyer who practises law in a law firm through an employment or other contractual relationship; and
- (b) a non-lawyer employee of a multi-discipline practice providing services that support or supplement the practice of law;

“client” means a person who:

- (a) consults a lawyer and on whose behalf the lawyer renders or agrees to render legal services; or
- (b) having consulted the lawyer, reasonably concludes that the lawyer has agreed to render legal services on his or her behalf. and includes a client of the law firm of which the lawyer is a partner or associate, whether or not the lawyer handles the client’s work.

### Commentary

[1] A lawyer-client relationship may be established without formality.

[2] When an individual consults a lawyer in a representative capacity, the client is the corporation, partnership, organization, or other legal entity that the individual is representing;

## 1.1 Definitions

1.1-1 In this Code, unless the context indicates otherwise, “associate” includes a lawyer-licensee who practises law in a law firm through an employment or other contractual relationship;

~~and~~

~~(b) a non-lawyer employee of a multi-disciplinary practice providing services that support or supplement the practice of law;~~

“client” means a person who:

- (a) consults a licensee-lawyer and on whose behalf the lawyer-licensee renders or agrees to render legal services; or
- (b) having consulted the lawyer-licensee, reasonably concludes that the lawyer-licensee has agreed to render legal services on their behalf and includes a client of the law firm of which the lawyer-licensee is a partner or associate, whether or not the lawyer-licensee handles the client’s work.

### Commentary

[1] A lawyer-licensee-client relationship may be established without formality.

[2] When an individual consults a lawyer-licensee in a representative capacity, the client is the corporation, partnership, organization, or other legal entity that the individual is representing.

[3] For greater clarity, a client does not include a near-client, such as an affiliated entity, director, shareholder, employee or family member, unless there is objective evidence to demonstrate that such an individual had a reasonable expectation that a lawyer-client relationship would be established.

*A “conflict of interest” means the existence of a substantial risk that a lawyer’s loyalty to or representation of a client would be materially and adversely affected by the lawyer’s own interest or the lawyer’s duties to another client, a former client, or a third person.*

*“consent” means fully informed and voluntary consent after disclosure*

*(a) in writing, provided that, if more than one person consents, each signs the same or a separate document recording the consent; or*

*(b) orally, provided that each person consenting receives a separate written communication recording the consent as soon as practicable;*

*“law firm” includes one or more lawyers practising:*

*(a) in a sole proprietorship;*

*(b) in a partnership;*

*(c) as a clinic under the [provincial or territorial Act governing legal aid;*

[3] For greater clarity, a client does not include a near-client, such as an affiliated entity, director, shareholder, employee or family member, unless there is objective evidence to demonstrate that such an individual had a reasonable expectation that a ~~lawyer~~licensee-client relationship would be established.

*A “conflict of interest” means the existence of a substantial risk that a ~~lawyer’s~~licensee’s loyalty to or representation of a client would be materially and adversely affected by the ~~lawyer’s~~licensee’s own interest or the ~~lawyer’s~~licensee’s duties to another client, a former client, or a third person;*

*“consent” means fully informed and voluntary consent after disclosure*

*(a) in writing, provided that, if more than one person consents, each signs the same or a separate document recording the consent; or*

*(b) orally, provided that each person consenting receives a separate written communication recording the consent as soon as practicable;*

*“law firm” ~~includes one or more lawyers practising:~~*

*~~(a) in a sole proprietorship;~~*

*~~(b) in a partnership;~~*

*~~(c) as a clinic under the Legal Services Society Act, SBC 2002, c30;~~*

*~~(d) in a government, a Crown corporation or any other public body; or~~*

*(d) in a government, a Crown corporation or any other public body; or*

*(e) in a corporation or other organization;*

*“lawyer” means a member of the Society and includes a law student registered in the Society’s pre-call training program;*

*“limited scope retainer” means the provision of legal services for part, but not all, of a client’s legal matter by agreement with the client;*

*“Society” means the Law Society of < province or territory >;*

~~*(e) in a corporation or other organization*~~ *means a sole proprietorship, law corporation, partnership or any other business structure, arrangement or legal entity through which one or more licensees practise law;*

~~*“lawyer” means a member of the Society and includes a law student registered in the Society’s pre-call training program;*~~ *means a person who (a) is authorized under this Act to practise law as a lawyer, or (b) is a non-practising lawyer; and where applicable, includes a trainee.*

*“limited scope retainer” means the provision of legal services for part, but not all, of a client’s legal matter by agreement with the client;*

*“notary public” means a person who (a) is authorized under this Act to practise law as a notary public, or (b) is a non-practising notary public;*

*“regulated paralegal” means a person who is authorized under this Act to practise law as a regulated paralegal;*

*“regulator” means Legal Professions British Columbia established under the Legal Professions Act;*

*“tribunal” includes a court, board, arbitrator, mediator, administrative agency or other body that resolves disputes, regardless of its function or the informality of its procedures.*

*“trainee” means a person enrolled under this Act in training to practise law as a license;*

*“tribunal” includes a court, board, arbitrator, mediator, administrative agency or other body that resolves disputes, regardless of its function or the informality of its procedures.*

*“Tribunal” means the Legal Professions Tribunal established under section 95 of the Legal Professions Act.*

## 2.1 INTEGRITY

*2.1-1 A lawyer has a duty to carry on the practice of law and discharge all responsibilities to clients, tribunals, the public and other members of the profession honourably and with integrity.*

### Commentary

[1] Integrity is the fundamental quality of any person who seeks to practise as a member of the legal profession. If a client has any doubt about his or her lawyer’s trustworthiness, the essential element in the true lawyer-client relationship will be missing. If integrity is lacking, the lawyer’s usefulness to the client and reputation within the profession will be destroyed, regardless of how competent the lawyer may be.

[2] Public confidence in the administration of justice and in the legal profession may be eroded by a lawyer’s irresponsible conduct. Accordingly, a lawyer’s conduct should reflect favourably on the legal profession, inspire the confidence, respect and trust of clients and of the community, and avoid even the appearance of impropriety.

[3] Dishonourable or questionable conduct on the part of a lawyer in either private life or professional practice will reflect adversely upon the integrity of the profession and the administration of justice. Whether within or outside the professional sphere, if the conduct is such that knowledge of it would be likely to impair a client’s trust in the lawyer, the Society may be justified in taking disciplinary action.

## 2.2 Integrity

*2.2-1 A lawyer-licensee has a duty to carry on the practice of law and discharge all responsibilities to clients, tribunals, the public and other members of the professions honourably and with integrity.*

### Commentary

[1] Integrity is the fundamental quality of any person who seeks to practise as a lawyer-licensee. If clients have any doubt about their lawyer’s-licensee’s trustworthiness, the essential element in the true lawyer-licensee-client relationship will be missing. If integrity is lacking, the lawyer’s-licensee’s usefulness to the client and reputation within the profession will be destroyed, regardless of how competent the lawyer-licensee may be.

[2] Public confidence in the administration of justice and in the legal professions may be eroded by a lawyer’s-licensee’s irresponsible conduct. Accordingly, a lawyer-licensee’s conduct should reflect favourably on the legal profession, inspire the confidence, respect and trust of clients and of the community, and avoid even the appearance of impropriety.

[3] Dishonourable or questionable conduct on the part of a lawyer-licensee in either private life or professional practice will reflect adversely upon the integrity of the profession and the administration of justice. Whether within or outside the professional sphere, if the conduct is such that knowledge of it would be likely to impair a

<p>[4] Generally, however, the Society will not be concerned with the purely private or extra-professional activities of a lawyer that do not bring into question the lawyer’s professional integrity.</p> <p>2.1-2 A lawyer has a duty to uphold the standards and reputation of the legal profession and to assist in the advancement of its goals, organizations and institutions.</p> <p><b>Commentary</b></p> <p>[1] Collectively, lawyers are encouraged to enhance the profession through activities such as:</p> <p>(a) sharing knowledge and experience with colleagues and students informally in day-to-day practice as well as through contribution to professional journals and publications, support of law school projects and participation in panel discussions, legal education seminars, bar admission courses and university lectures;</p> <p>(b) participating in legal aid and community legal services programs or providing legal services on a pro bono basis;</p> <p>(c) filling elected and volunteer positions with the Society;</p> <p>(d) acting as directors, officers and members of local, provincial, national and international bar associations and their various committees and sections; and</p>	<p>client’s trust in the <a href="#">lawyerlicensee</a>, the <a href="#">Society-regulator</a> may be justified in taking disciplinary action.</p> <p>[4] Generally, however, the <a href="#">Society-regulator</a> will not be concerned with the purely private or extra-professional activities of a <a href="#">lawyerlicensee</a> that do not bring into question the <a href="#">lawyerlicensee</a>’s professional integrity.</p> <p>2.2-2 A <a href="#">lawyerlicensee</a> has a duty to uphold the standards and reputation of the legal professions and to assist in the advancement of its goals, organizations and institutions.</p> <p><b>Commentary</b></p> <p>[1] Collectively, <a href="#">lawyerlicensees</a> are encouraged to enhance the profession through activities such as:</p> <p>(a) sharing knowledge and experience with colleagues and <a href="#">students trainees</a> informally in day-to-day practice as well as through contribution to professional journals and publications, support of <del>law school and other</del> <a href="#">legal educational institution</a> projects and participation in panel discussions, legal education seminars, <del>bar admission</del> <a href="#">licensing</a> courses and university lectures;</p> <p>(b) participating in legal aid and community legal services programs or providing legal services on a pro bono basis;</p> <p>(c) filling elected and volunteer positions with the <a href="#">Societyregulator</a>;</p> <p>(d) acting as directors, officers and members of local, provincial, national and international <del>bar-professional</del> associations and their various committees and sections; and</p>
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(e) acting as directors, officers and members of non-profit or charitable organizations.	(e) acting as directors, officers and members of non-profit or charitable organizations.
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### 3.1 COMPETENCE

#### Definitions

3.1-1 In this section,

“Competent lawyer” means a lawyer who has and applies relevant knowledge, skills and attributes in a manner appropriate to each matter undertaken on behalf of a client and the nature and terms of the lawyer’s engagement, including:

- (a) knowing general legal principles and procedures and the substantive law and procedure for the areas of law in which the lawyer practises;
- (b) investigating facts, identifying issues, ascertaining client objectives, considering possible options and developing and advising the client on appropriate courses of action;
- (c) implementing as each matter requires, the chosen course of action through the application of appropriate skills, including:
  - (i) legal research;
  - (ii) analysis;
  - (iii) application of the law to the relevant facts;
  - (iv) writing and drafting;
  - (v) negotiation;

### 3.1 Competence

#### Definitions

3.1-1 In this section

“competent licensee” means a lawyer-licensee who has and applies relevant knowledge, skills and attributes in a manner appropriate to each matter undertaken on behalf of a client and the nature and terms of the lawyer’s-licensee’s engagement, including:

- (a) knowing general legal principles and procedures and the substantive law and procedure for the areas of law in which the lawyer-licensee practises;  
(a.1) understanding and complying with the licensee’s scope of practice;
- (b) investigating facts, identifying issues, ascertaining client objectives, considering possible options and developing and advising the client on appropriate courses of action;
- (c) implementing as each matter requires, the chosen course of action through the application of appropriate skills, including:
  - (i) legal research;
  - (ii) analysis;
  - (iii) application of the law to the relevant facts;
  - (iv) writing and drafting;
  - (v) negotiation;

<p>(vi) alternative dispute resolution;</p> <p>(vii) advocacy; and</p> <p>(viii) problem solving;</p> <p>(d) communicating at all relevant stages of a matter in a timely and effective manner;</p> <p>(e) performing all functions conscientiously, diligently and in a timely and cost-effective manner;</p> <p>(f) applying intellectual capacity, judgment and deliberation to all functions;</p> <p>(g) complying in letter and spirit with all rules pertaining to the appropriate professional conduct of lawyers;</p> <p>(h) recognizing limitations in one’s ability to handle a matter or some aspect of it and taking steps accordingly to ensure the client is appropriately served;</p> <p>(i) managing one’s practice effectively;</p> <p>(j) pursuing appropriate professional development to maintain and enhance legal knowledge and skills; and</p> <p>(k) otherwise adapting to changing professional requirements, standards, techniques and practices.</p> <p><b>Competence</b></p> <p>3.1-2 A lawyer must perform all legal services undertaken on a client’s behalf to the standard of a competent lawyer.</p>	<p>(vi) alternative dispute resolution;</p> <p>(vii) advocacy; and</p> <p>(viii) problem solving;</p> <p>(d) communicating at all relevant stages of a matter in a timely and effective manner;</p> <p>(e) performing all functions conscientiously, diligently and in a timely and cost-effective manner;</p> <p>(f) applying intellectual capacity, judgment and deliberation to all functions;</p> <p>(g) complying in letter and spirit with all <b>Code</b> rules pertaining to the appropriate professional conduct of <del>lawyers</del><u>licensees</u>;</p> <p>(h) recognizing limitations in one’s ability to handle a matter or some aspect of it and taking steps accordingly to ensure the client is appropriately served;</p> <p>(i) managing one’s practice effectively;</p> <p>(j) pursuing appropriate professional development to maintain and enhance legal knowledge and skills; and</p> <p>(k) otherwise adapting to changing professional requirements, standards, techniques and practices.</p> <p><b>Competence</b></p> <p>3.1-2 A <u>lawyer-licensee</u> must perform all legal services undertaken on a client’s behalf to the standard of a competent <u>lawyer-licensee</u>.</p>
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Commentary

[1] As a member of the legal profession, a lawyer is held out as knowledgeable, skilled and capable in the practice of law. Accordingly, the client is entitled to assume that the lawyer has the ability and capacity to deal adequately with all legal matters to be undertaken on the client’s behalf.

[2] Competence is founded upon both ethical and legal principles. This rule addresses the ethical principles. Competence involves more than an understanding of legal principles: it involves an adequate knowledge of the practice and procedures by which such principles can be effectively applied. To accomplish this, the lawyer should keep abreast of developments in all areas of law in which the lawyer practises.

[3] In deciding whether the lawyer has employed the requisite degree of knowledge and skill in a particular matter, relevant factors will include:

- (a) the complexity and specialized nature of the matter;
- (b) the lawyer’s general experience;
- (c) the lawyer’s training and experience in the field;
- (d) the preparation and study the lawyer is able to give the matter; and

Commentary

[1] As a ~~member of the legal profession, a lawyer~~[licensee](#) is held out as knowledgeable, skilled and capable in the practice of law. Accordingly, the client is entitled to assume that the ~~lawyer~~[licensee](#) has the ability and capacity to deal adequately with all legal matters to be undertaken on the client’s behalf.

[2] Competence is founded upon both ethical and legal principles. This Code rule addresses the ethical principles. Competence involves more than an understanding of legal principles: it involves an adequate knowledge of the practice and procedures by which such principles can be effectively applied. To accomplish this, the ~~lawyer~~[licensee](#) should keep abreast of developments in all areas of law in which the ~~lawyer~~[licensee](#) practises.

[\[2.1\] For a discussion of the correct procedure in swearing an affidavit or taking a solemn declaration, see Appendix A to this Code.](#)

[3] In deciding whether the ~~lawyer~~[licensee](#) has employed the requisite degree of knowledge and skill in a particular matter, relevant factors will include:

- (a) the complexity and specialized nature of the matter;
- (b) the ~~lawyer’s~~[licensee’s](#) general experience;
- (c) the ~~lawyer’s~~[licensee’s](#) training and experience in the field;
- (d) the preparation and study the ~~lawyer~~[licensee](#) is able to give the matter; and

<p>(e) whether it is appropriate or feasible to refer the matter to, or associate or consult with, a lawyer of established competence in the field in question.</p> <p>[4] In some circumstances, expertise in a particular field of law may be required; often the necessary degree of proficiency will be that of the general practitioner.</p> <p>[4A] To maintain the required level of competence, a lawyer should develop an understanding of, and ability to use, technology relevant to the nature and area of the lawyer’s practice and responsibilities. A lawyer should understand the benefits and risks associated with relevant technology, recognizing the lawyer’s duty to protect confidential information set out in section 3.3.</p> <p>[4B] The required level of technological competence will depend on whether the use of understanding of technology is necessary to the nature and area of the lawyer’s practice and responsibilities and whether the relevant technology is reasonably available to the lawyer. In determining whether technology is reasonably available, consideration should be given to factors including:</p> <ul style="list-style-type: none"> <li>(a) The lawyer’s or law firm’s practice areas;</li> <li>(b) The geographic locations of the lawyer’s or firm’s practice; and</li> <li>(c) The requirements of clients.</li> </ul> <p>[5] A lawyer should not undertake a matter without honestly feeling competent to handle it, or being able to become competent without undue delay, risk or expense to the client. The lawyer who proceeds</p>	<p>(e) whether it is appropriate or feasible to refer the matter to, or associate or consult with, a <a href="#">lawyer licensee</a> of established competence in the field in question.</p> <p>[4] In some circumstances, expertise in a particular field of law may be required; often the necessary degree of proficiency will be that of the general practitioner.</p> <p>[4.1] To maintain the required level of competence, a <a href="#">lawyer licensee</a> should develop an understanding of, and ability to use, technology relevant to the nature and area of the <a href="#">lawyer licensee</a>'s practice and responsibilities. A <a href="#">lawyer licensee</a> should understand the benefits and risks associated with relevant technology, recognizing the <a href="#">lawyer licensee</a>'s duty to protect confidential information set out in section 3.3 (Confidentiality).</p> <p>[4.2] The required level of technological competence will depend upon whether the use or understanding of technology is necessary to the nature and area of the <a href="#">lawyer licensee</a>'s practice and responsibilities and whether the relevant technology is reasonably available to the <a href="#">lawyer licensee</a>. In determining whether technology is reasonably available, consideration should be given to factors including:</p> <ul style="list-style-type: none"> <li>(a) the <a href="#">lawyer licensee</a>'s or law firm's practice areas;</li> <li>(b) the geographic locations of the <a href="#">lawyer licensee</a>'s or law firm's practice; and</li> <li>(c) the requirements of clients.</li> </ul> <p>[5] A <a href="#">lawyer licensee</a> should not undertake a matter without honestly feeling competent to handle it, or being able to become competent without undue delay, risk or expense to the client. The <a href="#">lawyer licensee</a></p>
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<p>on any other basis is not being honest with the client. This is an ethical consideration and is distinct from the standard of care that a tribunal would invoke for purposes of determining negligence.</p> <p>[6] A lawyer must recognize a task for which the lawyer lacks competence and the disservice that would be done to the client by undertaking that task. If consulted about such a task, the lawyer should:</p> <ul style="list-style-type: none"> <li>(a) decline to act;</li> <li>(b) obtain the client’s instructions to retain, consult or collaborate with a lawyer who is competent for that task; or</li> <li>(c) obtain the client’s consent for the lawyer to become competent without undue delay, risk or expense to the client.</li> </ul> <p>[7] A lawyer should also recognize that competence for a particular task may require seeking advice from or collaborating with experts in scientific, accounting or other non-legal fields, and, when it is appropriate, the lawyer should not hesitate to seek the client’s instructions to consult experts.</p> <p>[7A] When a lawyer considers whether to provide legal services under a limited scope retainer the lawyer must carefully assess in each case whether, under the circumstances, it is possible to render those services in a competent manner. An agreement for such services does not exempt a lawyer from the duty to provide competent representation. The lawyer should consider the legal knowledge, skill, thoroughness and preparation reasonably necessary for the representation. The lawyer should ensure that the client is fully informed of the nature of the arrangement and clearly understands the scope and limitation of the services. See also rule 3.2-1A.</p>	<p>who proceeds on any other basis is not being honest with the client. This is an ethical consideration and is distinct from the standard of care that a tribunal would invoke for purposes of determining negligence.</p> <p>[6] A <a href="#">lawyerlicensee</a> must recognize a task for which the <a href="#">lawyerlicensee</a> lacks competence and the disservice that would be done to the client by undertaking that task. If consulted about such a task, the <a href="#">lawyerlicensee</a> should:</p> <ul style="list-style-type: none"> <li>(a) decline to act;</li> <li>(b) obtain the client’s instructions to retain, consult or collaborate with a <a href="#">lawyerlicensee</a> who is competent for that task; or</li> <li>(c) obtain the client’s consent for the <a href="#">lawyerlicensee</a> to become competent without undue delay, risk or expense to the client.</li> </ul> <p>[7] The <a href="#">lawyerlicensee</a> should also recognize that competence for a particular task may require seeking advice from or collaborating with experts in scientific, accounting or other non-legal fields, and, when it is appropriate, the <a href="#">lawyerlicensee</a> should not hesitate to seek the client’s instructions to consult experts.</p> <p>[7.1] When a <a href="#">lawyerlicensee</a> considers whether to provide legal services under a limited scope retainer the <a href="#">lawyerlicensee</a> must carefully assess in each case whether, under the circumstances, it is possible to render those services in a competent manner. An agreement for such services does not exempt a <a href="#">lawyerlicensee</a> from the duty to provide competent representation. The <a href="#">lawyerlicensee</a> should consider the legal knowledge, skill, thoroughness and preparation reasonably necessary for the representation. The <a href="#">lawyerlicensee</a> should ensure that the client is fully informed of the nature of the arrangement and clearly understands the scope and</p>
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<p>[7B] In providing short-term summary legal services under Rules 3.4-2A – 3.4-2D, a lawyer should disclose to the client the limited nature of the services provided and determine whether any additional legal services beyond the short-term summary legal services may be required or are advisable, and encourage the client to seek such further assistance.</p> <p>[8] A lawyer should clearly specify the facts, circumstances and assumptions on which an opinion is based, particularly when the circumstances do not justify an exhaustive investigation and the resultant expense to the client. However, unless the client instructs otherwise, the lawyer should investigate the matter in sufficient detail to be able to express an opinion rather than mere comments with many qualifications. A lawyer should only express his or her legal opinion when it is genuinely held and is provided to the standard of a competent lawyer.</p> <p>[9] A lawyer should be wary of providing unreasonable or over-confident assurances to the client, especially when the lawyer’s employment or retainer may depend upon advising in a particular way.</p> <p>[10] In addition to opinions on legal questions, a lawyer may be asked for or may be expected to give advice on non-legal matters such as the business, economic, policy or social complications involved in the question or the course the client should choose. In many instances the lawyer’s experience will be such that the lawyer’s views on non-legal matters will be of real benefit to the client. The lawyer who expresses views on such matters should, if necessary and to the</p>	<p>limitation of the services. See also Code rule 3.2-1.1 (Limited scope retainer).</p> <p>[7.2] In providing short-term summary legal services under Code rules 3.4-11.1 to 3.4-11.4 (<a href="#">Short-term summary legal services</a>), a <a href="#">lawyerlicensee</a> should disclose to the client the limited nature of the services provided and determine whether any additional legal services beyond the short-term summary legal services may be required or are advisable, and encourage the client to seek such further assistance.</p> <p>[8] A <a href="#">lawyerlicensee</a> should clearly specify the facts, circumstances and assumptions on which an opinion is based, particularly when the circumstances do not justify an exhaustive investigation and the resultant expense to the client. However, unless the client instructs otherwise, the <a href="#">lawyerlicensee</a> should investigate the matter in sufficient detail to be able to express an opinion rather than mere comments with many qualifications. A <a href="#">lawyerlicensee</a> should only express <del>his or her</del><a href="#">their</a> -legal opinion when it is genuinely held and is provided to the standard of a competent <a href="#">lawyerlicensee</a>.</p> <p>[9] A <a href="#">lawyerlicensee</a> should be wary of <del>providing unreasonable</del> <del>bold</del> <del>and</del> <del>or</del> over-confident assurances to the client, especially when the <a href="#">lawyerlicensee</a>’s employment <a href="#">or retainer</a> may depend upon advising in a particular way.</p> <p>[10] In addition to opinions on legal questions, a <a href="#">lawyerlicensee</a> may be asked for or may be expected to give advice on non-legal matters such as the business, economic, policy or social complications involved in the question or the course the client should choose. In many instances the <a href="#">lawyerlicensee</a>’s experience will be such that the <a href="#">lawyerlicensee</a>’s views on non-legal matters will be of real benefit to the client. The <a href="#">lawyerlicensee</a> who expresses views on such matters should, if necessary and to the extent necessary, point out any lack of</p>
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extent necessary, point out any lack of experience or other qualification in the particular field and should clearly distinguish legal advice from other advice.

[11] In a multi-discipline practice, a lawyer must ensure that the client is made aware that the legal advice from the lawyer may be supplemented by advice or services from a non-lawyer. Advice or services from non-lawyer members of the firm unrelated to the retainer for legal services must be provided independently of and outside the scope of the legal services retainer and from a location separate from the premises of the multi-discipline practice. The provision of non-legal advice or services unrelated to the legal services retainer will also be subject to the constraints outlined in the rules/by-laws/regulations governing multi-discipline practices.

[12] The requirement of conscientious, diligent and efficient service means that a lawyer should make every effort to provide timely service to the client. If the lawyer can reasonably foresee undue delay in providing advice or services, the client should be so informed.

[13] The lawyer should refrain from conduct that may interfere with or compromise his or her capacity or motivation to provide competent legal services to the client and be aware of any factor or circumstance that may have that effect.

[14] A lawyer who is incompetent does the client a disservice, brings discredit to the profession and may bring the administration of justice into disrepute. In addition to damaging the lawyer's own reputation and practice, incompetence may also injure the lawyer's partners and associates.

experience or other qualification in the particular field and should clearly distinguish legal advice from other advice.

[11] In ~~a multi-disciplinary practice~~ an alternative business structure, a lawyerlicensee must ensure that the client is made aware that the legal advice from the lawyerlicensee may be supplemented by advice or services from a non-lawyerperson who is not a licensee. Advice or services from ~~non-lawyer~~ members of the law firm unrelated to the retainer for legal services must be provided independently of and outside the scope of the legal services retainer and from a location separate from the premises of the multi-disciplinary practice. The provision of non-legal advice or services unrelated to the legal services retainer will also be subject to the constraints outlined in the Law Society Rules and Code rules governing multi-disciplinary practices.

[12] The requirement of conscientious, diligent and efficient service means that a lawyerlicensee should make every effort to provide timely service to the client. If the lawyerlicensee can reasonably foresee undue delay in providing advice or services, the client should be so informed.

[13] The lawyerlicensee should refrain from conduct that may interfere with or compromise the lawyerlicensee's capacity or motivation to provide competent legal services to the client and be aware of any factor or circumstance that may have that effect.

[14] A lawyerlicensee who is incompetent does the client a disservice, brings discredit to the profession and may bring the administration of justice into disrepute. In addition to damaging the lawyerlicensee's own reputation and practice, incompetence may also injure the lawyerlicensee's colleagues.

[15] Incompetence, Negligence and Mistakes - This rule does not require a standard of perfection. An error or omission, even though it might be actionable for damages in negligence or contract, will not necessarily constitute a failure to maintain the standard of professional competence described by the rule. However, evidence of gross neglect in a particular matter or a pattern of neglect or mistakes in different matters may be evidence of such a failure, regardless of tort liability. While damages may be awarded for negligence, incompetence can give rise to the additional sanction of disciplinary action.

[15] Incompetence, negligence and mistakes – This Code rule does not require a standard of perfection. An error or omission, even though it might be actionable for damages in negligence or contract, will not necessarily constitute a failure to maintain the standard of professional competence described by this Code rule. However, evidence of gross neglect in a particular matter or a pattern of neglect or mistakes in different matters may be evidence of such a failure, regardless of tort liability. While damages may be awarded for negligence, incompetence can give rise to the additional sanction of disciplinary action.

# Transitional Code of Conduct (DRAFT)

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# Introduction

The purpose of this Code of Conduct is to establish clear expectations for the behavior and responsibilities of the members of the board. By adhering to this Code, board members ensure the integrity, accountability, and effectiveness of their role in preparing for and facilitating the transition from the operation of the former Acts to the operation of the Legal Professions Act. The Code also helps to promote a culture of trust, respect, and professionalism among board members.

## Core Principles

**Integrity:** Board members must act honestly and in good faith, prioritizing support for the process for transitioning to the new Legal Professions BC over personal interests.

**Accountability:** Board Members are accountable for their actions and decisions to each other.

**Transparency:** Decisions and operations must be conducted openly whenever possible, ensuring the trust and confidence of the public and those who will be regulated under the *Legal Professions Act*.

**Respect:** Board members should engage respectfully with others, fostering a collaborative and inclusive environment.

**Equity and Diversity:** Board members are expected to consider diversity, equity and inclusion in all decision-making processes and organizational policies.

Access to Legal Services: Board members are expected to ensure that the actions of Legal Professions BC are guided by the principle of facilitating access to legal services.

Reconciliation: Board members are expected to ensure that the actions of Legal Professions BC advance reconciliation with Indigenous peoples and the implementation of the United Nations Declaration on the Rights of Indigenous Peoples.

Remove Barriers: Board members are expected to ensure that Legal Professions BC takes steps to identify, remove or prevent barriers to the practice of law in British Columbia that have a disproportionate impact on Indigenous persons and other persons belonging to groups that are under-represented in the practice of law.

Regulating Practice: Board members are expected to ensure that Legal Professions BC regulates the practice of each legal profession in a manner that is transparent, timely, and proportionate to the risk of harm to the public posed by the practice.

# Scope, Compliance and Enforcement

## Application

This Code of Conduct applies to all board members. By adopting and adhering to this Code of Conduct, and signalling the same by signing the Statement of Understanding and Agreement, board members commit to upholding the highest standards of governance and conduct in all organizational activities and decisions as set out in this Code of Conduct.

## Complaint Against a Director<sup>1</sup>

If a board member is notified that a complaint has been opened against them by the regulatory body responsible for the regulation of that board member, the board member must promptly disclose the fact of the complaint to the Chair.

On being made aware of a complaint against a board member, the Chair must consider whether to ask the board member to provide information about the nature and seriousness of the complaint and to consider any information provided by the board member about the complaint. If the Chair seeks and obtains information about the complaint, the Chair must determine whether nature and seriousness of the complaint in light of any information provided by the board member requires bringing the complaint to the attention of the board.

Should the Chair determine that the complaint is of a sufficiently serious nature to warrant notifying the board, the board must consider whether to prohibit the board member from exercising the powers and performing the duties of a director until the disposition of the complaint.

## Removal of Director<sup>2</sup>

If a board member:

- a. contravenes their oath of office or this Code of Conduct;
- b. becomes bankrupt; and

the board may remove the director if, after reasonable notice to the director, the board considers the circumstances sufficiently serious to justify the director's removal.

## Oath of office

~~Board members are expected to swear or affirm the following oath of office before taking office and signify their commitment by signing a copy of the oath.~~

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<sup>1</sup> Based on s.14 of the Legal Professions Act

<sup>2</sup> Based on s.13 of the Legal Professions Act

~~I, \_\_\_\_\_, will abide by the Legal Professions Act and its regulations, and the policies approved by the transitional board, and in the performance of my duties as a member of the board, I will act always in the public interest and in accordance with the laws of the Province of British Columbia and the laws of Canada, including the Constitution, which recognizes and affirms the Aboriginal and treaty rights of First Nations, Inuit and Métis peoples.~~

## Roles and Responsibilities

Each board member is expected to act with integrity, participate actively, and fulfill their specific roles and commitments and to keep themselves informed about the transition process and their role in the process and make decisions based on informed judgment.

Board members are expected to support collective decisions, even if they personally disagreed during discussions.

The board as a whole is responsible for the organization's governance and strategic direction.

The board has a collective responsibility to make decisions that support the transition from the operation of the former Acts to the operation of the Legal Professions Act, evaluating the progress towards the amalgamation provided for in s.5 of the *Legal Professions Act* and ensuring that stakeholders are engaged where appropriate and kept aware of progress.

## Fiduciary Duties

Board members must act with the level of care, diligence, and skill that a reasonably prudent person would exercise in similar circumstances. This includes staying informed about the organization's activities, attending meetings, and actively participating in decision-making processes.

Board members are responsible for ensuring the implementation of the transition remains consistent with the *Legal Professions Act* and any regulations.

## Ethical Standards

Board members must act with honesty and integrity in all their dealings on behalf of the organization.

This includes:

- a. Ensuring that their actions are guided by the best interests of the organization rather than personal interests.
- b. Upholding the organization's reputation and maintaining trust with stakeholders.

Avoiding any conduct that could undermine the integrity of the board or the organization.

Board members are expected to:

- a. Be truthful and transparent in communications and decision-making.
- b. Avoid deceptive or misleading practices, even in challenging circumstances

## Conflicts of Interest and Duty

What constitutes a conflict of interest and duty?

Directors may experience a conflict of duty and interest or of interest and interest where the director has a personal interest, either pecuniary or non-pecuniary, not shared by others, in the outcome of a particular decision or in fulfilling their duty to the prepare for and facilitate the transition from the operation of the former Acts to the operation of the new Act.

A conflict may be:

- a. Actual, where a direct conflict where a board member's decisions or actions could result in personal gain or benefit.
- b. Potential, where a conflict could arise in the future based on a board member's roles, relationships, or activities.
- c. Perceived, where it appears that a board member's interests might impair their objectivity, even if no actual conflict exists.

### Disclosure

If a conflict of interest and duty arises, whether actual, potential or perceived, the director should disclose the conflict of interest to the board.

Disclosures should be made in writing and recorded in the meeting minutes.

### Assessment of Conflicts

The board must review any conflict disclosed to assess the severity and implications of the conflict. The assessment should consider whether the conflict impairs the director's ability to act in the organization's best interests.

### Resolution of Conflicts

If the board concludes that a conflict impairs the member's ability to act in the organization's best interests, the board may require the director to:

- a. Recuse themselves from discussions and votes related to the matter or circumstance creating the conflict; or

- b. Resign from the board if the conflict is ongoing and cannot be mitigated.

The consideration and conclusion should be documented and made known to the director to ensure accountability.

## Review and Training

The transitional board should regularly review the conflict of interest and duty policy and provide training to directors to ensure understanding and compliance.

## Confidentiality

Board members have a duty to protect the confidentiality of information that is made available to them in confidence and not to disclose the information unless required to do so by law. Information expected to be kept confidential should be clearly identified as such prior to it being made available.

## Commitment to a Diverse, Equitable, Inclusive and Respectful Environment

We all have a right to work and associate in a respectful, professional environment free from discrimination, harassment, violence and retaliation and where the well-being of all is safe guarded, equity, diversity and inclusion is encouraged and welcomed, it is safe to discuss what is working and not working, and inappropriate or disrespectful behaviour is not tolerated.

Board members are expected to foster an equitable, diverse, inclusive and safe environment that reflects the organization's values.

This commitment includes:

- a. Supporting equity, diversity and inclusion in board composition and staff;
- b. Promoting policies and practices that advance equity, diversity and inclusion and remove systemic barriers.

## Review

The board should review this Code of Conduct at least annually to ensure that it continues to reflect the conduct and compliance expected of board members.

## Acknowledgment and Commitment

Board members will acknowledge and agree to abide by this Code of Conduct by signing a Statement of Understanding and Agreement.

## Appendices

*Conflict of Interest Disclosure Form\**

*Statement of Understanding and Agreement template (for signature) \**

*\* to be drafted following adoption by the board*

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