

Board Relations Guideline

February 21, 2019

Amended Sep2019/Apr2023/Feb2025

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The Board Relations Guideline has been developed by the Benchers to govern their relationships and work together as Benchers. This guideline will be reviewed annually by the incoming President at the February Board meeting.

Relationship Norms

We will:

- a. Contribute ideas and solutions.
- b. Recognize and respect the differences in personal style.
- c. Be flexible and respect the collaborative relationship among Benchers and between the Benchers and the staff.
- d. Strive to achieve the best possible outcomes.
- e. Treat Benchers, staff and invited guests as equal partners in discussions, while recognizing the Board's ultimate authority to determine policy and strategic direction.
- f. Recognize our obligation to our mandate to spend the time expected of us to assemble on issues of strategy and policy; not personality attributes, personal styles or individual values.
- g. Personally support, promote and protect a leadership culture that celebrates the value of diversity in perspectives.
- h. Recognize that personal disputes that sometimes can arise between individuals have no place in the activity of the Board.
- i. Refrain from initiating or participating in conversations focused on the personal characteristics of any individual.

Conflict-Management Norms

We will:

- a. Respect one another.
- b. Not interrupt one another.
- c. Acknowledge valid points made by meeting members.
- d. Not dismiss any relevant and reasonable idea without exploring it.
- e. Build upon each other's ideas.
- f. Not make personal attacks on one another.
- g. Encourage effective dialogue before decision-making by:
 1. Asking questions that encourage exploration rather than declaring positions prematurely.
 2. Signify whether a statement is fact or opinion by:

- i. Using the preface “We know” when stating fact; followed by citation of the source
 - ii. Using the preface “I think” or “I believe” when stating an opinion; followed by explanation of the reasons for the perception
 - iii. Using the preface “I feel” to indicate personal discomfort, satisfaction or pride in the way in which discussion is proceeding
- h. Every Benchers shares responsibility to call for the President to declare a “pause” in discussion to reflect on Board process if discussion is heated, inappropriate or going in circles.

Decision Making Norms

We will:

- a. Strive to make decisions by consensus.
 - 1. We try to clearly develop options in advance
 - 2. We evaluate options in a fact-based manner
 - 3. We test for consensus giving everyone a voice
 - 4. We will practice active listening with all speakers
 - 5. We do not stay silent if we cannot support a decision; we at least register our unease and take time to reflect and assess other facts
 - 6. We will not repeat a position multiple times in different ways
 - 7. We do not make decisions outside of the boardroom
- b. We have achieved consensus if everyone at the meeting can support the decision – even if they would not have selected it on their own. Consensus does not equate to unanimity. Everyone at the meeting should feel they were part of the decision and own it.
- c. If deemed appropriate by the Chair, the Benchers can test for consensus by summarizing the position and asking for a 5 point scale of agreement:
 - 1. *I really like it!*
 - 2. *I can live with it.*
 - 3. *I like it, but 1-2 changes are required.*
 - 4. *I like it, but MANY changes are required.*
 - 5. *I really don't like it!*

If EVERYONE gives a rating of 1 or 2 you have consensus. If not, explore what changes are required to reach consensus, rather than using an abstention, which should only ever be used sparingly.

- d. Once the Chair determines any applicable consensus exercise has concluded, whether consensus has been fully achieved, make decisions by formal vote
- e. Once a decision has been made, we will speak with one voice and respect the decision taken.

Communication Norms

- a. Benchers, committee members and task force members will use the CEO/Executive Director as the first and primary source of communication about issues, events or activity related to the organization's operations, both internally and externally.
- b. Benchers, committee members and task force members will use the President as the primary source of communication about issues, events or activity related to Board process or policy.
- c. We will abide by our spokesperson rules as set out in the Communication Department's Media Request Protocol.
- d. We will not let issues fester – timely, direct conversation with the CEO/Executive Director, the President or the President-Elect, as applicable, will be used to discuss concerns.
- e. We will each carefully read meeting materials/notifications/ new materials/ issue briefings to maintain our understanding of the Law Society and its policy positions.
- f. Our Bencher role will govern our statements, behavior, and interaction with others at all times in relation to the organization's operations.

Preparation Norms

- a. Meeting agendas and materials will be sent out sufficiently in advance of a meeting to ensure a reasonable amount of time to review.
- b. Benchers will be notified of unavoidable exceptions to this rule as soon as they are known.
- c. Benchers and members of Committees and Task Forces will have completed assigned tasks and come to each meeting prepared to act on agenda items.

Attendance Norms

- a. Benchers will make reasonable efforts to attend Bencher meetings in person.

- b. When feasible, Law Society administration will provide reasonable accommodation for virtual attendance at a Benchers meeting when a Benchers is unable to attend in person but is otherwise available to attend the meeting.
- c. Attendance at committee and task force meetings is governed by the *Benchers Videoconferencing Policy*, which establishes that “The Benchers commit to videoconferencing as the default means to attend committee and task force meetings remotely”.
- d. If a Benchers is unable to attend a scheduled board, committee or task force meeting or other function, the Benchers will notify, as appropriate, any one of the CEO/Executive Director, President, committee Chair or senior staff person as soon as possible prior to the meeting.
- e. If unable to attend a scheduled board, committee or task force meeting or other function, the Benchers will share their views on the meeting materials, if any, solely with the board, committee or task force meeting Chair in advance of the meeting so that Chair can share their views with the participants of the meeting.

Meeting Norms

- a. We will:
 - 1. Be on time for the meeting.
 - 2. Always sync our iPad before the meeting starts to avoid unnecessary delays during the meeting.
 - 3. Devote our whole attention to business during meetings, refraining from engaging in outside work during meetings/on-line searches/emails, etc. – or side-bar conversations.
 - 4. Put our phones away during the meeting.
- b. Each meeting will have an Agenda prepared by the President in consultation with the Executive Committee. The agenda will be posted at least one week in advance of each meeting.
- c. Minutes will be kept of each meeting and posted as soon as possible after each meeting.
- d. The quality of information in minutes is the responsibility of Benchers. Benchers have a responsibility to review draft minutes within the prescribed deadlines and advise the applicable Chair of any needed revisions.
- e. Regularly scheduled Board meetings will conclude with an in-camera session at the end of the meeting, without the CEO/Executive Director present.

- f. Regularly scheduled Audit Committee meetings will conclude with an in-camera session at the end of the meeting, without the Chief Financial Officer present.
- g. In-camera sessions will follow the *In Camera Guideline For Benchers and Audit Committee Meetings*, as approved by the Benchers.