

Board Governance Protocol

October 2026

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Board Governance Protocol

Benchers are expected to conduct themselves in a manner that supports effective governance, respectful collaboration, and public confidence in the Law Society of Alberta (Law Society). The President-Elect will review this protocol with the Benchers at the first Board Meeting of each year.

In this protocol, the following terms are used:

- **Board** means the Benchers of the Law Society of Alberta.
- **Chair** means:
 - **President** for any Board Meeting (or President-Elect if unavailable)
 - **Committee Chair** for any Committee or Working Group Meeting (or Vice-Chair if unavailable); or
 - Another Bencher appointed to chair a Meeting.
- **Executive Director** refers to the Law Society's Executive Director and Chief Executive Officer.
- **Governance Team** refers to the Supervisor, Governance and the Governance Coordinator.
- **Meeting** refers to any Board, Committee, or Working Group Meeting.
- **Staff** means the staff of the Law Society of Alberta, including executive leadership team members and Executive Director.

1. Attendance

Benchers are expected to attend all Meetings and will:

- Notify the Chair and Governance team as soon as they become aware of any scheduling conflict that will result in absence, late arrival, or early departure from any Meeting.
- Make reasonable efforts to attend Board Meetings in-person. Where in-person attendance is not possible, Benchers are expected to notify the Chair and Governance team and to attend by video conference with their camera on.
- Attend all virtual Meetings with their camera on. If circumstances require a Bencher to turn off their camera, as a courtesy, the Bencher should advise the Chair in advance or as soon as reasonably possible.
- Ensure, when attending virtually, that they are in a private space using a secure internet connection, where Meeting discussions cannot be overheard.

- When unable to attend a Meeting, Benchers are encouraged to provide their views on the Meeting materials to the Chair in advance, who will share those views with the broader group during the Meeting.
- Not record Meetings by any means, including audio, video or screen capture.
- Not use artificial intelligence or other electronic tools to attend Meetings, record Meetings, or take notes on their behalf.

2. Advance Preparation

Benchers will prepare for Meetings in advance and will read all materials posted to BoardBooks or otherwise circulated prior to Meetings.

3. Participation

Benchers will participate meaningfully in Meetings and will:

- Comply with the Conflict of Interest Policy.
- Contribute ideas and solutions at Meetings, and raise questions and concerns during the Meeting, to ensure:
 - Each Bencher participates in reasoned decision-making during Meetings and with the benefit of fulsome discussion and debate,
 - Each Bencher approaches issues before the Board without predetermined outcomes or positions, and
 - Decision-making can be properly minuted for record keeping and risk purposes.
- Engage in meaningful debate and dialogue within Meetings, while ensuring that each Bencher has the opportunity to participate and contribute, by:
 - Accepting direction from the Chair or Vice-Chair that a particular point has been made and need not be repeated, if that Bencher has spoken at least twice to the point within the Meeting;
 - Providing feedback or input at the request of the Chair or Vice-Chair on a particular item, if that Bencher has yet to speak to it.
- Refrain from lobbying or engaging in private advocacy with Benchers outside of Meetings, whether in writing or in other ways, about matters that will be discussed at a forthcoming Meeting. This ensures each position on a matter is discussed and debated among Benchers as a group and within the Meeting structures described by this protocol.
- Foster and respect the collaborative relationship among Benchers, and between Benchers and Staff.

- Treat Benchers, Staff, and invited guests as equal partners in discussions, while recognizing the Board's ultimate authority to determine policy and strategic direction and the Staff's expertise and responsibility for operations.
- Focus exclusively on Meeting business during the Meetings and manage external interruptions, including by using out-of-office messages, silencing notifications, and addressing urgent matters during breaks.
- Register a decision on every motion when the roll is called. If abstaining, the Bencher must state the reason, including any conflict of interest.

4. Communication

Benchers will communicate through appropriate channels and will:

- Communicate about material or time sensitive matters directly with the Executive Director, the President about Board matters, or the appropriate member of the executive leadership team.
- Communicate with the Chair regarding proposed agenda additions. In the case of an agenda item for a Board Meeting, the President may consult with the Executive Committee of the Board to determine whether or not a matter should be added to an agenda. The Chair will then communicate the decision about whether an item is added to a Meeting agenda to the Bencher who proposed it.
- Comply with the *Media Request Protocol* and not communicate directly with the media regarding Law Society business or policy, and instead direct all such inquiries to the Executive Director to ensure a coordinated and consistent response.
- Be mindful always of what information is confidential and only share non-confidential information about the Law Society, or the business of or before the Law Society, with the profession or members of the public more broadly.
- Ensure use of approved Key Message documents when communicating with members of the profession on significant or sensitive Law Society matters.
- Inform and educate members of the profession about the role of Benchers and the Law Society, and the purpose of the Law Society to regulate in the public interest.

5. Conflict Management

Benchers will manage conflict constructively and respectfully and will:

- Allow others to speak without interruption.
- Refrain from personal attacks.
- Encourage effective dialogue by asking exploratory questions and distinguishing fact from opinion.

- Request a brief recess from the Chair when needed to restore composure or clarify procedures.
- Raise concerns about conflict with the Chair.

6. Decision-making

Benchers will strive for consensus-based decision-making and will:

- Record all decisions by voting on motions.
- Respect Board decisions once made.
- Advise the Committee Chair in advance of a Board Meeting if they intend to change their position on a recommendation from that Committee to the Board, when that Bencher supported the recommendation at Committee. For greater clarity, a Bencher is free to make a different decision at a Board Meeting than at Committee on the same issue, having had the benefit of discussion and debate at the Board Meeting. Notifying the Committee Chair in advance, when the intention is formed prior to a Board Meeting, permits the Chair to elect whether to remove an agenda item from a Meeting or cancel a Meeting, as the case may be.

7. Meeting Procedure

Benchers will follow governance best practices and acknowledge their shared responsibility, along with Staff, to ensure that:

- Each Meeting has a Chair.
- An agenda is circulated in advance of each Meeting.
- Each Meeting concludes with an *in camera* session, during which Staff leave and Benchers discuss matters that cannot be addressed in Staff presence.
- Motions are used to record decisions, with a roll call vote taken for each motion during Meetings.
- Minutes are prepared for all Meetings, excluding *in camera* sessions.

8. Community Conduct

Benchers acknowledge their stature in the community, and the respect inherent in such position, and will:

- For Lawyer Benchers, uphold the standards expected of all Alberta lawyers, as set out in the *Code of Conduct*.
- For all Benchers, ensure that their conduct supports and upholds the Law Society's policy, strategic positions and governance. For greater clarity, this does not preclude

a Benchers from holding or expressing personal views about matters separate from the Law Society, including legislative or political matters.

- When asked, make efforts to participate in community and professional events in their capacity as Benchers, including swearing-in ceremonies, speaking engagements, educational events, and like-events. Benchers provide notice to the Executive Director of their attendance at such events when attending in their Benchers capacity.
- Notify the Executive Director of the community and professional events to which they are invited to represent the Law Society as a Benchers, so the Law Society can provide key messages or support, and so the Law Society maintains awareness of the stakeholders who are actively engaged in the Law Society through Benchers.

9. External Board Appointments

When appointed by the Law Society to an external organization's board of directors, Benchers will:

- Respect that such appointments are at the pleasure of the Board and may be terminated by the Board at any time.
- Share this protocol with chair of the board of the organization at the commencement of their appointment.
- Report at each Board Meeting on the work occurring at the organization and any key decisions made by the organization.
- Report to the President, President-Elect and Executive Director immediately upon material events occurring at the organization (including but not limited to key staff departures, significant changes to board composition, financial irregularities, concerns about the organization's status as a going concern, material litigation, and any issue that may draw media attention) and key decisions made by the organization where such decisions impact the Law Society.
 - When such matters are addressed *in camera* at the organization, the Benchers representative will request permission of the chair of the board of the organization to confidentially disclose the information to the President, President-Elect, and Executive Director, and that such information may be shared with the Board on a confidential basis if necessary.
 - If such permission is withheld, and the matter may significantly impact the Law Society, compromise the Benchers's fiduciary obligations to the Law Society, or compromise the Benchers's obligation to act in the public interest, the Benchers will resign from the external board and notify the President, President-Elect, and the Executive Director immediately.
 - If such permission is withheld, but the matter will not significantly impact the Law Society, and will not compromise the Benchers's fiduciary obligations to the Law Society or the public interest, the Benchers may remain on the external board but

must advise the President, President-Elect and Executive Director that the organization is managing material events in a confidential manner, but that none of the events significantly impact the Law Society or the public interest, and that the Bencher remains confident in their ability to discharge their fiduciary obligations to both organizations concurrently.

10. Compliance

- The President will address non-compliance directly with a Bencher with a view to ensuring effective governance, respectful collaboration, and public confidence in the Law Society.
- In the absence of the President, or if the President's conduct may be in contravention of this protocol, the President-Elect will address non-compliance with this protocol. If neither the President or President-Elect can address an issue, the Executive Committee will discuss and select the members to manage the issue.