GOOD GOVERNANCE POLICY

The Board of Governors of the Law Commission of Ontario is directed by the following principles of good governance: integrity, excellence, transparency, efficiency and accountability.

This policy and the LCO Foundation Agreement establish the Good Governance requirements of the LCO Board.

I. BOARD DUTIES, MEMBERSHIP AND OPERATIONS

Duties of Board

1. The Board is the final decisionmaker and policymaker of the LCO and shall oversee the affairs of the LCO.

2. The Board's duties include, among others necessary to satisfy the Board's functions, making final decisions about the research agenda and projects and final reports; overseeing the LCO's operations including the strategic plan, organizational policies and annual budget; and hiring, setting the terms of employment and reviewing the performance of the Executive Director. (Foundation Agreement s.11)

3. The Board's decision-making is governed by the best interests of the LCO.

4. The Board shall, on or before June 1 each year, approve a budget for the following year that shall include projected expenditures for the second and third ensuing fiscal years and submit it to the LCO's ongoing funders.

5. The Board shall provide the parties to the Foundation Agreement an annual report. (Foundation Agreement s. 32 (a and b))

6. The Board shall review the LCO's operations for consistency with the Strategic Plan and review the Strategic Plan annually to ensure that it remains current and realistic. The Board shall develop succession plans for Board membership and for the position of Executive Director.

7. The Board may delegate any of its powers to committees composed of its members. (Foundation Agreement s. 12)

Membership

8. Members of the Board are selected because they bring appropriate skills and expertise to the Board.

9. Each of the "partners" to the Foundation Agreement establishing the LCO, after consultation with the Chair, shall appoint a member to the Board. The partners include:
    a. The Law Foundation of Ontario.
    b. The Law Deans of Ontario (other than Osgoode Hall Law School).
    c. Osgoode Hall Law School.
    d. The Ministry of the Attorney General.
    e. The Law Society of Ontario.
    f. One additional member shall be representative of the judiciary.

10. The Board may appoint other members to the Board. (Foundation Agreement s. 6).

11. The Executive Director of the LCO is a non-voting member. (Foundation Agreement s. 31)

12. The members as a group should reflect the English and French character of the Ontario justice system and "should be broadly representative of the regional and cultural diversity" of Ontario. (Foundation Agreement s. 7(d))

13. Board members are expected to:
    a. Be committed to the objectives in the Foundation Agreement,
    b. Bring their expertise to bear in discussions as appropriate.
    c. To contribute on a regular basis to Board discussions.
    d. To evidence strong listening and communication skills.
    e. To act with integrity and professionalism.
    f. Be collaborative and respectful of staff and other board members.
    g. To bring the perspective of their appointing body to the Board while being committed to the best interests of the Law Commission of Ontario.
    h. To be available on a reasonable basis to assist in the development of the LCO.

Chair and Vice-Chair of the Board

14. The Board shall elect a Chair to preside over meetings.

15. The Chair shall be selected based on a record of high professional achievement and commitment to law reform; strong leadership skills; interest in operational issues; ability to make the required time commitment; and excellent interpersonal skills. (Foundation Agreement s. 9)

16. The Chair is to ensure that meetings run effectively, with the opportunity for adequate discussion of an issue within the time scheduled for the meeting.

17. The Board may elect a Vice-Chair to assist the Chair, selected on the same criteria as the Chair. The Vice-Chair has two main duties:
    a. Performs the duties of the Chair when the Chair is not available; and
    b. Provides support and advice to the Chair and other board members.

Conflict of Interest

18. A Board member whose association with any organization may give rise to a conflict or perceived conflict with respect to decisions to be made by the LCO Board shall advise the Board at the meeting at which the decision is to be made at the latest and shall recuse herself or himself from that portion of the Board's proceedings.

19. While Board members are generally encouraged to discuss the LCO with third parties, it is inappropriate for members to meet with third parties whose intent

they believe is to lobby the member to take a particular position in relation to a project document or other matter that comes before the Board for decision or consideration. Third parties are individuals or organizations other than organizations appointing members of the Board. For clarity, this provision does not prohibit a member who is appointed pursuant to the LCO Foundation Agreement from discussing matters with the organization appointing him or her.

Length of Appointment

20. All appointments to the Board are for three years. (Foundation Agreement, s. 7).

21. Board members may be reappointed to the Board in the same or a different capacity at the Law Commission of Ontario. (Foundation Agreement, s. 7 (a) and (b)). The expectation is that members serve a maximum of two terms, but members can be extended at the discretion of the Chair, subject to Board approval.

Resignation

22. A member who wishes to resign shall notify the Chair and, if applicable, the body that appointed them writing and the resignation shall be effective when the body appointing him or her receives the notification or the time specified in the notification, whichever is later. (Foundation Agreement s. 7(c))

Attendance at Meetings

23. The Chair determines when the Board meets and shall establish a regular meeting schedule annually and may schedule special meetings as required.

24. Board members are expected to attend at least 75% of regularly scheduled meetings, in person or by conference call or other means agreed upon by the Chair and the member, subject to exceptional circumstances. The Chair has the discretion to ask members who fail to satisfy this requirement to resign from the Board.

25. The quorum for conducting business at Board meetings requires half of the members of the Board to be present at the meeting in person, by telephone or online. (Foundation Agreement ss 14 and 15)

***In Camera* Portion of Meetings**

26. Time shall be reserved at each meeting for an *in camera* portion of the meeting. The Executive Director and the Executive Officer who serves as secretary to the Board) shall be absent for this portion of the meeting.

Evaluation of the Board

27. The members of the Board shall evaluate the performance of the Board every two years using a Survey of Board Performance approved by the Board.