

Ethics and Lawyer Independence Advisory Committee

Terms of Reference

April 2026

Mandate

The Ethics and Lawyer Independence Advisory Committee (“Committee”) supports the Law Society of British Columbia in fulfilling its public interest mandate by identifying and considering issues of professional responsibility, ethics, the rule of law, and lawyer independence, and by developing advice and recommendations for consideration by the Benchers.

The work of the Committee is primarily carried out through four subcommittees. The subcommittees are established to conduct focused analysis on the *Code of Professional Conduct for British Columbia* (the “Code”), bring forward recommendations for consideration by the Committee as a whole, and provide ethical and policy advice and recommendations to the Benchers on matters relating to the ethical conduct of lawyers.

The Committee also monitors, identifies, considers and advises the Benchers on issues relating to the rule of law and lawyer independence.

The Committee and subcommittees may also be tasked by the Benchers or the President with additional work that falls within the broader mandate of ethics, lawyer independence, and the rule of law.

Composition

The President appoints a Chair and, where applicable, a Vice-Chair for each of the four subcommittees. ‘The Committee as a whole’ refers collectively to these four subcommittees. While the President does not appoint a singular Chair for the Committee, the Chairs and Vice-Chairs of the subcommittees function to ensure coordination, governance and decision-making.

The Committee is primarily comprised of Benchers and Life Benchers, and should, where possible, include an appointed Bencher. Usually, at least two lawyers who are not Benchers are

appointed across the Committee. Composition of the Committee should reflect best practices for diversity.

Meeting Practices

1. The Committee and the subcommittees operate in a manner consistent with the Benchers' Governance Policies.
2. The Committee and the subcommittees meet as required in order to fulfill their responsibilities and carry out their respective mandates and meetings may take place in-person, in hybrid form, or virtually.
3. Where meetings are convened for the Committee as a whole, the meeting will be Chaired or moderated by one of the subcommittee Chairs, determined on an ad hoc basis, and having regard to the purpose of the meeting and the availability of participants.
4. In addition to regular meetings, the Chairs and Vice-Chairs of the subcommittees may meet on an as-needed basis throughout the year to discuss time-sensitive, coordinating or decision-making matters.
5. In addition to regular meetings, the Chairs and Vice Chairs of the subcommittees will meet as necessary to consider and, if appropriate, make recommendations on matters relating to the rule of law and lawyer independence.
6. For any meeting convened under these Terms of Reference, a quorum constitutes at least half of the members of the group to be convened.
7. Subcommittees do not have independent decision-making authority. Subcommittees are responsible for conducting analysis and developing advice and draft recommendations within their assigned mandates. Formal advisory recommendations are endorsed by the Committee when acting collectively through the Chairs and Vice-Chairs of the subcommittees. In doing so, it is expected that the Chairs and Vice-Chairs have consulted their respective subcommittees.
8. Decisions of the Committee are usually reached by consensus, but in circumstances where consensus cannot be achieved, the Committee will vote on issues. Any disputes in process are resolved in accordance with the Law Society Rules with reference to the latest edition of Robert's Rules of Order (Newly Revised).
9. The Committee or the subcommittees may, from time to time, invite guests or subject-matter experts to attend meetings.

Accountability

The Committee is accountable to the Benchers. The Committee makes proposals for change to the Code to the Benchers, who have final responsibility for changes to the Code.

The Benchers are responsible for any decision-making on matters assigned to the Committee, unless the Benchers have delegated, where permissible, specific tasks to the Committee that are to be discharged by the Committee. If a matter relating to the Committee's mandate arises that the Committee believes requires immediate attention by the Law Society, the Committee will advise the Executive Committee.

Reporting Requirements

The Committee will bring matters to the Benchers for approval or for their attention as needed, or in accordance with the terms of a specific task that the Benchers have assigned to the Committee.

Duties and Responsibilities

1. The Committee's duties and responsibilities are advisory in nature.
2. The Committee maintains communications with the Federation of Law Societies of Canada's Standing Committee on the Model Code of Professional Conduct (the "Standing Committee"), observes developments in the Model Code, and makes recommendations to the Benchers concerning contemplated amendments to the Code.
3. The Committee considers ethical issues referred for its review by the Benchers or by the Executive Committee or that might arise through consultations from the Standing Committee. In some cases, the Committee considers issues raised by individuals and it may, where appropriate, issue ethics opinions for the purpose of providing guidance to lawyers.
4. The Committee is also responsible for reviewing and, where appropriate, making recommendations for updates to the annotations to the Code, either by issuing opinions to stand as annotations or by reviewing case summary annotations at the request of staff.
5. The Committee, through the Chairs and Vice Chairs, monitors, considers and advises on matters relating to the rule of law and lawyer independence so that the Law Society can ensure:
 - its processes and activities preserve and promote the preservation of the rule of law and the independence and effective self-governance of lawyers;

- the legal profession and the public are properly informed about the meaning and importance of the rule of law and how a self-governing profession of independent lawyers supports and is a necessary component of the rule of law. The Committee may develop the means by which the Law Society can effectively respond to those issues. This can either be to keep the Benchers informed of key matters, to assist in setting policy, or to recommend that specific action be taken by the Benchers; and
 - it develops means to be able to respond to issues that might affect the public interest in the independence of lawyers and rule of law.
6. The Committee is responsible for discharging any specific tasks that the Benchers delegate to the Committee.
 7. The Committee must discharge all work in a manner consistent with the Law Society's mandate to protect the public interest in the administration of justice.

Staff Support

Staff support to the Committee and its subcommittees may be provided by staff lawyers or senior policy analysts from the Policy Department and practice advisors from the Practice Advice Department. Where appropriate, staff support may also include managers from either department or elsewhere within the Law Society.

Staff provide policy, legal, and administrative support, including facilitation, research, and drafting support, as appropriate. Staff support is provided subject to available capacity and Law Society priorities, as determined by the Law Society's senior leadership. The scope, sequencing, and timing of work will be determined in consultation with staff and subject to direction from senior leadership.

Subcommittees and their Chairs do not have authority to direct staff to work outside agreed priorities, scope or timelines, without approval from senior leadership. Staff are not responsible for decisions or recommendations adopted by the Committee.