



**LAW COMMISSION OF ONTARIO
COMMISSION DU DROIT DE L'ONTARIO**

Board of Governors

**GOOD GOVERNANCE
POLICY**

BOARD OF GOVERNORS

Good Governance Best Practices

In this document, “Board” refers to the Board of Governors of the Law Commission of Ontario.

PREAMBLE

While initially applying to corporations and therefore concerned with their obligations to shareholders (for example), good governance concepts and principles are also usefully applied to non-profit boards and the boards of public interest institutions. “Governance” refers to the activities, procedures and policies that dictate or guide the institution in achieving its objectives or mandate and to the relationships among the various actors comprising the institution. It is now widely accepted that “good governance” by boards of directors includes an assessment of how well the board performs its duties.

The Board of Governors of the Law Commission of Ontario has identified as integral to the LCO’s activities a number of values with a direct relationship to the principles of good governance: integrity, excellence, transparency, efficiency and accountability, in particular. It is therefore appropriate that the LCO Board of Governors establish its own best practices of corporate governance. The LCO’s Foundation Agreement already addresses some of the issues that would be included in corporate governance best practices; however, there are other areas that the Agreement does not address that the Board considers should also be included.

The first part of this document sets out the governance best practices for the Board of Governors; the second part sets out the governance requirements; and the third is a survey to evaluate Board performance.

GOVERNANCE BEST PRACTICES

1. Members of the Board are selected because they bring appropriate skills and expertise to the Board.
2. The Board’s composition reflects the regional and cultural diversity of Ontario and bilingual nature of the Ontario justice system.
3. Members treat their participation on the Board seriously, as reflected in their attendance at, preparation for and participation during meetings and their willingness to take reasonable responsibilities outside the meeting requirements.
4. There is a minimum attendance requirement for members.
5. Members ensure that they have sufficient information to make an informed decision about project selection, formation of policy, approval of the budget and other matters within the Board’s responsibilities.
6. The Board’s decision-making is governed by the best interests of the Law Commission of Ontario.
7. Members evidence good listening and communication skills.
8. Members are respectful of each other and of staff, but do not hesitate to be constructively critical and ask questions when appropriate.
9. The members collaborate to find innovative solutions to difficult problems.
10. The Chair ensures that meetings run effectively, with the opportunity for adequate discussion of an issue within the time scheduled for the meeting.
11. Each meeting includes an *in camera* portion which the Executive Director and the Executive Director’s Executive Assistant do not attend.

12. The Board's relationship with the Executive Director is one of mutual trust and respect.
13. The Board has succession plans for its membership, its Chair and the LCO's Executive Director.
14. The Board's, Chair's and Executive Director's performances are assessed annually.

BOARD DUTIES, MEMBERSHIP AND OPERATIONS

Duties of Board

The Board is the final decision-maker and policy-maker of the Law Commission of Ontario and shall manage and conduct the affairs of the LCO.

More specifically, 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; making connections with the private bar and Canadian and international law reform bodies; and hiring, setting the terms of employment and reviewing the performance of the Executive Director. (Foundation Agreement s.7(1))

The Board shall, on or before June 1 each year, prepare a budget for the following year and submit it to the Attorney General, Osgoode Hall Law School, the Law Society and the Law Foundation that shall include projected expenditures for the second and third ensuing fiscal years. The Board shall obtain approval of the budget each year and approval in principle of the projected expenditures. (Foundation Agreement s.18(1) and (2))

The Board shall provide the parties to the Foundation Agreement an Annual Report. (Foundation Agreement s.19)

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.

The Board may delegate any of its powers to committees composed of its members. (Foundation Agreement s.7(2))

Membership

Each of the "partners" to the Foundation Agreement establishing the Law Commission of Ontario shall appoint a member to the Board. The partners are the Law Foundation of Ontario, the Law Deans as a group (other than the Dean of Osgoode Hall Law School), Osgoode Hall Law School, the Ministry of the Attorney General and the Law Society of Upper Canada; one additional member shall be representative of the judiciary. The Board may appoint other members to the Board. (Foundation Agreement s.4(1) The Executive Director of the LCO is a non-voting member. (Foundation Agreement s.13(3))

The members as a group should reflect the bilingual character of the Ontario justice system and “should be broadly representative of the regional and cultural diversity” of Ontario. (Foundation Agreement s.4(7))

Board members are expected to be committed to law reform, to bring their expertise to bear in discussions as appropriate, to contribute on a regular basis to Board discussions, to act with integrity, to bring the perspective of their appointing body to the Board while being committed to the best interests of the Law Commission of Ontario and to be available on a reasonable basis to assist in the development of the LCO, including making contacts on behalf of the LCO.

Chair of the Board

The Board shall elect a Chair to preside over meetings, selected on the basis of a record of high professional achievement and commitment to law reform; strong managerial and leadership skills; interest in operational issues; ability to make the required time commitment; and excellent interpersonal skills. (Foundation Agreement s. 5)

In the absence of the Chair, the Board may elect an Acting Chair to carry out the Chair’s duties. (Foundation Agreement s.5)

The Chair shall be assessed annually by the members of the Board.

Length of Appointment

Under the Foundation Agreement, certain initial appointments are for two years (the members appointed by the Ontario Law Deans, the Ontario Ministry of the Attorney General and the judiciary) and others for three years (the members appointed by the Law Foundation of Ontario, Osgoode Hall Law School and the Law Society of Upper Canada). Subsequently, appointments are to be for three years. (Foundation Agreement, s.4(2))

Board members may be reappointed to the Board or may be appointed in another capacity at the Law Commission of Ontario. (Foundation Agreement, s.4(3))

Resignation

A member who wishes to resign shall notify the Chair of the Board and the body that appointed him or her in 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. 4(5))

Attendance at Meetings

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

Board members are expected to attend at least 75% of the 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 quorum for conducting business at Board meeting requires half of the members of the Board. (Foundation Agreement s.8(3))

***In Camera* Portion of Meetings**

Time shall be reserved at each meeting for an *in camera* portion of the meeting. The Executive Director and the Executive Director's Executive Assistant who serves as Secretary to the Board shall be absent for this portion of the meeting.

Evaluation of the Board

The members of the Board shall evaluate the performance of the Board annually, using the Survey of Board Performance approved by the Board.



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SURVEY OF BOARD PERFORMANCE

This survey provides an opportunity for members of the Board of Governors to assess the performance of the Board. Only the Chair of the Board will see individual responses and will discuss each member's evaluation of the Board with the member. The Chair will report the comprehensive results to the Board.

The Board's performance as a whole will be published on the LCO's website and comments of assistance to the Executive Director will be communicated to the Executive Director.

Please check in each case whether you "strongly agree," "agree," "disagree" or "strongly disagree" with or are unable to express an opinion about each of the statements below as follows: 5. Strongly Agree; 4. Agree; 3. Neutral; 2. Disagree; 1. Strongly Disagree.

Please and add any explanatory or other comments in the box provided.

I. Board Responsibilities

	5	4	3	2	1
The Board's mandate is clear.					
The Board's responsibilities are clear.					
The quality and delivery of meeting materials allow Board members to prepare adequately for meetings.					
The Board receives sufficient information to enable it to make decisions about project selection and policy matters.					
The Board receives sufficient information to enable it to make decisions about the budget.					
The Board devotes an appropriate division of time between making strategic and policy decisions and operational decisions.					
The division of responsibilities between the Board and the Executive Director is clear.					
The Research Advisory Board is helpful to the Board's decision-making about project selection.					

Please add comments or explain any of your answers to Issue I above:

II. Board Operations and Effectiveness

	5	4	3	2	1
The Board has the right number of members.					
The members bring an appropriate mix of expertise and skills to enable the Board to operate effectively.					
The Board's membership is sufficiently regionally and culturally diverse.					
The Board sufficiently reflects the bilingual nature of the Ontario justice system.					
The Board gives sufficient consideration to succession planning for Board members.					
All members use their skills and expertise effectively in carrying out the Board's responsibilities.					
The Board is prepared to change its decisions to meet changing circumstances when appropriate.					
At this stage in the LCO's development, four regular meetings a year are sufficient for the Board to operate effectively.					
Board meetings are conducted in an atmosphere of mutual trust and respect.					
Members are constructively questioning of proposed actions to obtain necessary information to make a decision.					
Members are prepared to challenge in a constructive manner positions taken by or comments made by other members.					
Members assist the Chair in the running of the meetings.					
The Board gives sufficient consideration to succession planning for the Chair.					

Please add comments or explain any of your answers to Issue II above:

III. The Chair's Effectiveness

	5	4	3	2	1
The Chair runs meetings effectively.					
The Chair raises appropriate issues with the Board in a timely manner.					
The Chair keeps the interests of the LCO in the forefront of discussions.					
The Chair is able to diffuse any conflict that arises during meetings.					
The Chair proposes innovative suggestions for addressing difficult issues.					
The Chair is respectful of the mutual roles and responsibilities of the Board and the Executive Director.					

Please add comments or explain any of your answers to Issue III above:

IV. Board and Executive Director Relationship

	5	4	3	2	1
The relationship between the Board and the Executive Director is a productive one exercised in the best interests of the LCO.					
The Board has sufficient information about the activities of the Executive Director to determine whether the Executive Director is fulfilling her responsibilities on an on-going basis.					
The Executive Director provides sufficient information to the Board for it to make appropriate decisions.					
The Executive Director responses to the Board's questions are helpful.					
The Board's communications with the Executive Director are clear.					
The Board gives sufficient consideration to succession planning for the Executive Director position.					

Please add comments or explain any of your answers to Issue IV above:

V. Individual Satisfaction

	5	4	3	2	1
I feel that my contribution to the Board's discussions and decision-making is valued.					
I feel my time is well utilized at meetings.					
I believe that my interactions with other Board members are productive for the Board's decision-making and for creating a positive atmosphere at meetings.					
I am able to balance my representation of a partner with acting in the best interests of the LCO.					

Please add comments or explain any of your answers to Issue V above:

Please assist in making the LCO the most effective organization it can be by taking the time to answer the following questions.

***What has been the most positive aspect of your experience as a Board member?
(For members appointed prior to the launch of the LCO in September 2007, please restrict your answer to the period since the launch.)***

How would you rate the efficiency of the Board overall?

What changes, if any, would you like to see in the Board's operation or arising from any of the questions in this survey?

What is the most important challenge facing the LCO in the next 12 months?
