

The Advocates' Society

Policy Statement On Nominations to Board and Executive

The Advocates' Society By-law sets out the basic requirements for composition of the Board (36 members, between 12 – 18 from outside of Toronto, so 18 – 24 from inside Toronto). It also establishes a nominating committee and the procedure for the election of directors and officers.

This policy statement does not alter these requirements in any way. Rather, it is provided to ensure that the nominations process is transparent as possible while still permitting the Nominating Committee the requisite flexibility in its work.

Board Nominations

Section 5.20 (c) (ii) of the By-law provides:

The objective of the Nominating Committee in making its own nominations for the position of Director ... shall be to ensure that the Board of Directors will represent to the extent possible the composition and aspirations of the members of the Corporation from time to time.”

The By-law therefore does not specify the balance of members from each judicial region outside Toronto, the size of firms from which members are to be drawn, the nature of the potential member's practice, year of call, gender, membership type or any other specific consideration. Nonetheless, these generally are some of the characteristics reviewed by the Nominating Committee, together of course with the qualifications of the individuals themselves. This process is by necessity a fluid task, akin to the challenges of cabinet-making in a federal parliamentary system.

As well, the Nominating Committee seeks to ensure that there is always significant representation on the Board of senior prominent counsel, that the geographic distribution of Board members is appropriately mixed, and that the selection of the Board membership reflects the diversity of practice areas of the Society's membership.

Although some large firms often have members on the Board due to the significant number of Society members in those firms, no firm has an automatic entitlement to a place on the Board.

Suggestions and lobbying from firms with respect to nominations to the Board of Directors are to be treated as advisory only, and are subject to the Society's overriding authority to reject such proffered candidates on any grounds. Firms, and particularly larger firms, should be encouraged to suggest two or three of their members rather than only one candidate.

There is no prohibition against multi-lawyer representation from one firm, but the Nominating Committee generally follows these guidelines:

- (a) Except in special circumstances, there should be no multi-lawyer representation from one firm in the same city;
- (b) Special circumstances where multi-lawyer representation from one firm in the same city may include a situation where a member of the Executive Committee is also from the same firm in the same city (in any such case, the Executive Committee member should play no role in the nominations process as it relates to such additional person until the Nominating Committee Final Report comes forward to the Executive Committee for approval for presentation to the Board); and
- (c) The Society should be alert to ensure that multi-city firms do not dominate the Board or detract from efforts to attract members and Board members from small firms both inside and outside of Toronto.

Executive Nominations

The Nominating Committee is also required to select the officers of the Society. Since the intended succession is set out in the By-law, usually the decision to be made by the Nominating Committee is who to nominate as Secretary. That person will in the normal course eventually become President, having worked through all the other executive positions.

The Nominating Committee gives substantial weight to the wishes of the current executive in making this choice, since members of the Executive must work together over a period of several years. The Committee's primary concern is the qualities the individual will bring to the eventual position as President, although it will also take into account other factors such as the nature of the person's practice, geographic location, prior experience in TAS affairs and so on.