



Canadian Lawyers Liability Assurance Society

2023/2024 Renewal Application for  
Excess Professional Liability Insurance

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This application is made by the undersigned member (the “Firm”) of the Canadian Lawyers Liability Assurance Society (“CLLAS”) for issuance by CLLAS to the Firm of policies of professional liability insurance.

**Note:** *The policies applied for are “claims made” policies and only provide coverage for claims first made against the Insured during the policy period.*

Please answer **ALL** questions. Where space to answer is insufficient, attach a separate sheet.

1. Name of Firm (Named Insured):

2. Address of principal office:

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

3. Address, phone, and fax numbers of other office(s):

4. Management or service companies, date(s) established, and services provided:

5. Is the Firm a multi-disciplinary partnership (“MDP”) ? ☐ yes ☐ no

If “yes”, provide date MDP was established and name the non-lawyer partners and their respective disciplines.



6. Since last year's CLLAS application, has the name of the Firm been changed, or has any firm merged into the Firm? If so, give full particulars (including the number of lawyers merged into the Firm in each such situation) unless previously provided.

7. Attached, as Appendix A, is a list of the Firm's predecessor firms resulting from mergers since July 1, 1987. Is the list complete?

☐ yes      ☐ no

If "no", please provide update.

Note: A predecessor firm is one a) which has undergone dissolution; and b) in which more than 50% of the partners and employed lawyers became partners and employed lawyers of the Firm.

8. Please complete Appendices B and C to provide the following details as of February 15<sup>th</sup>, 2023:

- a) Number of lawyers (including partners, employed lawyers, counsels/of counsels, and lawyer consultants).
- b) Number of patent & trademark agents (who are not lawyers).
- c) Number of other non-lawyer consultants.
- d) Number of paralegals.
- e) Number of other employees.
- f) If applicable, the number of lawyers who are not partners, employed lawyers, counsels/of counsels, or lawyer consultants of the Firm who, directly or indirectly, provide services to professional corporations which are partners of the Firm. Please identify such individuals and professional corporations as requested in Appendix B.

Note: A common professional corporation structure is one where the lawyer remains a partner of the firm but the firm contracts with a professional corporation to provide the services of the partner to the firm via the professional corporation. Those lawyers would be accounted for in a) above. Question f) is intended to address an alternative structure whereby the professional corporation itself is a partner of the firm and it contracts directly or via another professional corporation with a lawyer to provide professional services.



9. Please show the Firm's practice split by indicating the approximate percentage of billings for the following areas of law:

	<u>This Year</u>	<u>Last Year</u>
a) Corporate and Commercial Law	%	%
b) Criminal Law	%	%
c) Family Law	%	%
d) Intellectual Property (inc. in regulatory)	%	%
e) Labour Law (inc. in litigation)	%	%
f) Litigation	%	%
g) Real Estate	%	%
h) Securities Law	%	%
i) Tax Matters	%	%
j) Wills, Estates, Trust	%	%
k) Other (please specify)	%	%

10. Have any of the lawyers, or non-lawyer consultants listed in Appendices B and C, or former lawyers, or former non-lawyer consultants of the Firm been the subject of disciplinary proceedings, suspended, or disbarred from practice since last year's CLLAS application?

☐ yes      ☐ no

If "yes", please provide full details:

11. Attached, as Appendix D, is a description of the "Associated Firms" and "Umbrella Firms" which are identified in the Associated Firm Endorsement (Endorsement No. 1) of the current CLLAS Primary Policy. Please verify and update where appropriate and advise CLLAS of any anticipated changes.
12. Canadian law society programs may restrict coverage if Professional Services are provided outside of Canada or if the Professional Services relate to non-Canadian law. The CLLAS Primary Policy also excludes, coverage for lawyers providing Professional Services from a U.S. office, as well as the practice of non-Canadian law. Please provide details of such services in Appendix E.
13. Attached, as Appendix F, is a schedule of claims and notices which have been given to the applicable law society and CLLAS as of December 31, 2022. Please verify and provide any changes in status. All known claims or notices that are not on the schedule, including those reported to any underlying insurance carrier, should be reported up to the date of this application. **Notices on this application are not considered proper notice of a claim.**

If applicable, CLLAS will also require an update on claims of your predecessor firms which were reported prior to any merger which are paid or currently reserved in excess of \$500,000.



Note: All claims or notices require the following details: name of lawyer, name of claimant, date claim reported, error date, date claim closed (if applicable), a brief description of the claim including damages sought, amount paid (legal & indemnity, and amount reserved (legal & indemnity).

14. Will the Firm purchase coverage under the CLLAS optional excess layer?

☐ yes ☐ no

If "yes", please indicate preferred limit option:

☐ \$10M xs \$160M ☐ \$20M xs \$160M  
☐ \$30M xs \$160M ☐ \$40M xs \$160M  
☐ \$50M xs \$160M ☐ \$60M xs \$160M

If the Firm currently purchases \$60M xs \$160M under the optional excess layer, will the Firm purchase coverage under the CLLAS second umbrella layer (\$30M xs \$250M)?

☐ Yes ☐ No

15. Under Appendix G, please provide a full description of the Firm's most current risk management policies and procedures or, if appropriate, an update to your response to Appendix G of last year's renewal application.

16. Please complete Appendix H to provide underwriting information with respect to cyber liability.

17. Please attach, with Appendix I, a copy of the Firm's 2023 Professional Liability Insurance Application and Exemption Form submitted to LawPro.

The undersigned hereby declares that the above statements and particulars, including those set forth in Appendices A through I, are true and that no material facts have been omitted, suppressed or misstated and that this application, which is deemed to include the information from any previous applications completed by the Firm for CLLAS, shall be the basis of each of the insurance contracts with CLLAS.

Signature: \_\_\_\_\_

*(Must be signed by a Partner of the Firm)*

Name of Signatory: \_\_\_\_\_

*(Who shall be the designated contact person between CLLAS & the Firm as respects this insurance.)*

Date: \_\_\_\_\_

**EXHIBIT “ 1”**  
**OFFICES OF McMILLAN LLP**

McMillan LLP  
2700-1000 Sherbrooke St. W.  
Montreal, QC H3A 3G4  
Phone: (514) 987-5000  
Fax: (514) 987-1213

McMillan LLP  
Suite 2000, 45 O’Connor Street  
Ottawa, ON K1P 1A4  
Phone: (613) 232-7171  
Fax: (613) 231-3191

McMillan LLP  
Brookfield Place, Suite 4400  
Bay Wellington Tower  
181 Bay Street  
Toronto, ON M5J 2T3  
Phone: (416) 865-7000  
Fax: (416) 865-7048

McMillan LLP  
TD Canada Trust Tower  
421 7th Avenue S.W.  
Suite 1700  
Calgary, ALB T2P 4K9  
Phone: (403) 531-4700  
Fax: (403) 531-4720

McMillan LLP  
1500 Royal Centre  
1055 West Georgia St.  
Vancouver, BC V6E 4N7  
Phone: (604) 689-9111  
Fax: (604) 685-7084

McMillan LLP  
3502 Tower 2, Lippo Centre  
89 Queensway  
Hong Kong  
Phone: (852) 3101-0213  
Fax: (852) 3585-1233

**McMillan LLP**  
**Corporate and Service Entities**  
**March 1, 2022**

<b>Name of Entity</b>	<b>Date Established</b>	<b>Service Provided</b>	<b>Officers</b>	<b>Directors</b>
6390064 Canada Inc.	May 10, 2005	General partner of MServices LP	Brett Stewart – President Carl De Vuono – Secretary	Carl De Vuono Brett Stewart
6390676 Canada Inc.	May 11, 2005	General partner of 7686943 Canada LP	Brett Stewart – President Carl De Vuono – Secretary	Carl De Vuono Brett Stewart
M B Holdings Corporation	December 20, 2002	Holds Toronto office lease	Brett Stewart – President Carl De Vuono – Secretary	Carl De Vuono Brett Stewart
M B Services Corporation	February 1, 1991	Former service corporation that holds some old fixed assets	Brett Stewart – President Carl De Vuono – Secretary	Carl De Vuono Brett Stewart
MServices Limited Partnership (formerly MB Services Limited Partnership)	December 10, 1998	Administrative services entity for McMillan LLP	n/a	n/a
McMillan Alberta Holdings Inc.	March 27, 2009	Holds lease for Calgary office	Brett Stewart – President Carl De Vuono – Secretary	Carl De Vuono Brett Stewart
Menrose Management	February 1, 1987	Holds lease for Montreal office; former administrative	Brett Stewart – President	Carl De Vuono

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<b>Name of Entity</b>	<b>Date Established</b>	<b>Service Provided</b>	<b>Officers</b>	<b>Directors</b>
Services Inc.		services entity for McMillan LLP	Carl De Vuono – Secretary	Brett Stewart
Lang Michener	January 14, 2011	Partnership between 7686943 Canada Limited Partnership and 7686960 Canada Inc.	n/a	n/a
LML&S Services Inc.	June 27, 1990	Acts as B.C. Attorney for Service for extra-provincially registered companies, as well as escrow agent in commercial transactions	Brett Stewart – President Carl De Vuono – Secretary Tom V. Theodorakis – Vice-President	Carl De Vuono Brett Stewart
Double India Holding Company Limited	April 28, 1993	Holds the Vancouver office lease	Brett Stewart – President Carl De Vuono – Secretary	Carl De Vuono Brett Stewart
1055 Corporate Services Ltd.	March 4, 2004	Acts as Incorporator (and first shareholder) for BC companies when expedited incorporation required	Brett Stewart – President Carl De Vuono – Secretary	Carl De Vuono Brett Stewart
7686943 Canada Inc.	October 27, 2010	Ottawa tenant	Brett Stewart – President Carl De Vuono – Secretary	Carl De Vuono Brett Stewart
7686960 Canada Inc.	October 27, 2010	Holds a nominal interest in Lang Michener on behalf of McMillan LLP	Brett Stewart – President Carl De Vuono – Secretary	Carl De Vuono Brett Stewart

<b>Name of Entity</b>	<b>Date Established</b>	<b>Service Provided</b>	<b>Officers</b>	<b>Directors</b>
7686943 Canada Limited Partnership	November 1, 2010	Holds substantially all of McMillan's interest in Lang Michener	n/a	n/a
Lang Michener Management Corp.	February 1, 1994	Former administrative services entity for Lang Michener	Brett Stewart – President Carl De Vuono – Secretary	Carl De Vuono Brett Stewart
McMillan Holdco Inc.	November 3, 2016	General Partner of McMillan Vantage Holdings LP; holds 50% interest in MV Consulting Services Inc. (formerly, McMillan GR Inc.)	Tim Murphy – President	Tim Murphy
McMillan Vantage Holdings LP	November 14, 2016	Holds 50% interest in McMillan Vantage Policy Group LP	n/a	n/a
MV Consulting Services Inc. (formerly, McMillan GR Inc.)	November 3, 2016	General Partner of McMillan Vantage Policy Group LP  General Partner of MV Communications Services LP	Tim Murphy – Managing Director  Richard Mahoney – Managing Director  Mark Resnick – Managing Director  Robyn Osgood – Managing Director and COO	Tim Murphy  Richard Mahoney  Mark Resnick  Robyn Osgood



<b>Name of Entity</b>	<b>Date Established</b>	<b>Service Provided</b>	<b>Officers</b>	<b>Directors</b>
McMillan Vantage Policy Group LP	November 14, 2016	Services include government relations and communications	n/a	n/a
MV Communications Services LP	March 23, 2021	Communications services	n/a	n/a

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# APPENDIX A

## Predecessor Firms

### Name of Firm

McMillan LLP

Note: A predecessor firm is one a) which has undergone dissolution; and b) in which more than 50% of the partners and employed lawyers became partners and employed lawyers of the Firm.

<u>Name</u>	<u>Merger Date</u>	<u>Notes (If any)</u>
McMillan Binch		
McMillan Binch LLP		
Mendelsohn s.e.n.c.	May 1, 2005	
McMillan Binch Mendelsohn LLP		
Thackray Burgess Professional Corporation (TB) *	May 1, 2009	
Blanie & Company (predecessor firm of TB)		
Evans Higa Burgess (predecessor firm of TB)		
Lang Michener LLP	January 1, 2011	
Lang Michener (changed to LLP in October 2003)		
Lang Michener Lawrence & Shaw		
(Lang Michener's former name in Toronto, Mississauga and Western Canada)		
Lang Michener Honeywell Wotherspoon		
(Lang Michener's former name in Ottawa)		
Lang Michener Lash Johnston		
Smith, Shaver		
Honeywell, Wotherspoon (Ottawa)	April 1, 1990	
Lawrence & Shaw (Vancouver)	June 7, 1989	
Lash, Johnston	June 8, 1986	
Lang Michener Cranston Farquharson & Wright		
Robertson Ward Suderman (Toronto)	May 1, 1990	

# APPENDIX B

Active Members of the Firm as of February 15, 2023

Name of Firm  
McMillan LLP

Updated as of (Enter Date):  
February 15, 2023

	CANADA					
	<u>B.C.</u>	<u>Alberta</u>	<u>Ontario</u>	<u>Quebec</u>	<u>Nova Scotia</u>	<u>Other Provinces</u> (Please specify, change heading)
a) No. of Lawyers <sup>/1</sup>	34	13	143	23		
b) No. of Patent & Trademark Agents <sup>/2</sup>	0	0	1	1		
c) No. of Non-lawyer Consultants <sup>/3</sup>	7	0	28	2		
d) No. of Paralegals	23	5	31	11		
e) No. of Other Employees	69	17	247	39		
f) No. of lawyers who are not employees of the Firm who, directly or indirectly, provide services to professional corporations which are partners of the Firm <sup>/4</sup>	25	7	44	3		

OUTSIDE OF CANADA <sup>/5</sup>				
<u>U.S.</u>	<u>China</u>	<u>South Africa</u>	<u>Other Countries</u> (Please specify, change heading)	<u>Other Countries</u> (Please specify, change heading)
	0			
	0			
	0			
	0			
	2			
	0			

/1 Including partners, employed lawyers, counsels/of counsels and lawyer consultants

/2 These are not lawyers.

/3 Please complete Appendix C if individuals are reported under this category

/4 Lawyers reported here should not be included under a).(See note at Question 8.f) of the application.;

/5 Please complete Question 3 of Appendix E to provide further information on lawyers reported under these columns

**Please attach a list of the lawyers reported under a) above, showing in each case their full name, date of call, date joined the Firm and, if applicable, date became partner.**

**Please attach a list of the names of the individuals reported under f) above, together with the names of the professional corporations to which they provide services.**

**If underlying insurance is purchased outside any Canadian mandatory law society program for lawyers, please provide full details under Appendix E, Question 4.**

If members of the Firm, either alone or with others, engage in the conduct of any profession or business other than the practice of law (e.g. financial management, mortgage brokering or other consulting; underwriting or brokering of securities or investment banking activities; real estate appraisal; actuarial analysis) either directly or indirectly as an agent, employee or partner of any organization, please provide full particulars such as percentage of practice other than Law.

## APPENDIX C

Active Non-Lawyer Consultants Of The Firm As Of February 15, 2023  
(Excluding Patent & Trademark Agents)

**Name of Firm**  
McMillan LLP

**Updated as of (Enter Date):**  
February 15, 2023

**SECTION A**

[illegible]

/1 If underlying insurance is purchased, please complete Section B.

/2 Please complete this column only for individuals who are not acting under the supervision of a lawyer and for that portion of time the individual is not acting under the supervision of a lawyer.

# APPENDIX C

Active Non-Lawyer Consultants Of The Firm As Of February 15, 2023  
(Excluding Patent & Trademark Agents)

Name of Firm

McMillan LLP

Updated as of (Enter Date):

February 15, 2023

## SECTION B

Please provide the following details on the underlying insurances purchased and attach a copy of the policies:

Type of Exposure:	Misc. Professional Liability
Insurance Carrier:	Chubb Insurance Company of Canada
Policy Number:	8207-4107
Period of Insurance:	November 13, 2022 - November 13, 2023
Retroactive Date:	
Limit (Per Claim):	\$2,000,000
Limit (Aggregate):	\$2,000,000

Type of Exposure:	
Insurance Carrier:	
Policy Number:	
Period of Insurance:	
Retroactive Date:	
Limit (Per Claim):	
Limit (Aggregate):	

# APPENDIX D

## "Associated Firms" and "Umbrella Firms"

### Name of Firm

McMillan LLP

1	The Named Insureds under the CLLAS policies are McMillan LLP; McMillan S.E.N.C.R.L., s.r.l.; McMillan Binch Mendelsohn LLP; McMillan Binch LLP; Mendelsohn s.e.n.c.
2	McMillan Vantage Policy Group LP and <b>MV Communications Services</b> Prefix Legal LLP are added as Additional Insureds.
3	The Firm has offices in Toronto, Ottawa, Vancouver, Calgary, Montreal and Hong Kong.
4	On May 1, 2005, McMillan Binch LLP merged with Mendelsohn s.e.n.c. to form McMillan Binch Mendelsohn LLP.
5	On May 28, 2008, McMillan Binch Mendelsohn LLP changed its registered business name to McMillan LLP and McMillan S.E.N.C.R.L., s.r.l. in Quebec.
6	On May 1, 2009, McMillan LLP completed a transaction with Thackray Burgess Professional Corporation of Calgary where the Firm employed certain former Thackray Burgess lawyers and certain other lawyers from that firm became partners at the Firm. While the two firms were not formally merging, for the purpose of insurance, CLLAS considers this as a merger and recognizes Thackray Burgess as a predecessor firm.
7	On January 1, 2011, McMillan LLP and Lang Michener LLP merged and operates under the name McMillan LLP.
8	McMillan Binch LLP had formed a national association with two other law firms, Bull, Housser & Tupper of Vancouver and Surrey and Byers Casgrain of Montreal. The national association brought the three firms together for the purpose of providing enhanced levels of service to clients in Canada.
9	McMillan Binch LLP also formed an international partnership with the same two law firms in 1990. This international partnership was known as McMillan Bull Casgrain and was formed for the purpose of practising Canadian law outside Canada.
10	In 1993, McMillan Bull Casgrain entered into an association with the Hong Kong firm of Robert W.H. Wang & Co. The association was later terminated.
11	The McMillan Bull Casgrain association ended on January 31, 2000.
12	There is an endorsement on the policy with respect to McMillan Bull Casgrain to cover possible claims relating to the period during which the partnership was in operation.
13	Coverage is provided to Thackray Burgess Professional Corporation and its predecessor firms, namely Blanie & Company and Evans Higa Burgess.
14	Coverage is also provided to Lang Michener LLP and its predecessor firms, namely Lang Michener; Lang Michener Lawrence & Shaw; Lang Michener Honeywell Wotherspoon; Lang Michener Lash Johnston; Smith, Shaver; Honeywell, Wotherspoon; Lawrence & Shaw; Lash, Johnston; Lang Michener Cranston Farquharson & Wright and Robertson Ward Suderman.

# APPENDIX E

## Professional Services Provided Relating to Non-Canadian Law & Professional Services Provided In the U.S. & Outside of Canada

Name of Firm

McMillan LLP

Updated as of (Enter Date):

February 15, 2023

### 4 Other Insurance

For the exposures identified in Questions 1, 2 and 3 above, please provide details of specific insurance protection (e.g. coverage provided for a non-Canadian office or by a non-Canadian law society) as well as a copy of the policies.

Type of Exposure:	#1 Professional Liability
Insurance Carrier:	Price Forbes & Partners Limited
Policy Number:	B0507NM22000222
Period of Insurance:	July 1, 2022 - July 1, 2023
Retroactive Date:	
Limit (Per Claim):	\$450,000
Limit (Aggregate):	\$50,000

Type of Exposure:	#2 Professional Liability
Insurance Carrier:	Lloyds through Beazley Limited
Policy Number:	W0550423PNPS
Period of Insurance:	February 19, 2023 - February 18, 2024
Retroactive Date:	
Limit (Per Claim):	30,000,000HKD
Limit (Aggregate):	20,000,000HKD

Type of Exposure:	
Insurance Carrier:	
Policy Number:	
Period of Insurance:	
Retroactive Date:	
Limit (Per Claim):	
Limit (Aggregate):	

Type of Exposure:	
Insurance Carrier:	
Policy Number:	
Period of Insurance:	
Retroactive Date:	
Limit (Per Claim):	
Limit (Aggregate):	

# APPENDIX F

Schedule of Claims and Notices As of December 31, 2022

**Name of Firm**

McMillan LLP

**Updated as of (Enter Date):**

December 31, 2022

Please attach separately



# APPENDIX G

## Risk Management Policies and Procedures

### Name of Firm

McMillan LLP

Please provide a full description of the Firm's most current risk management policies and procedures or, if appropriate, an update to your response to Appendix G of last year's renewal application.

### Please attach separately

1. A list of risk management policies was set forth in the 2012/2013 application.
2. In 2015 the Firm put in place an Anti-Corruption Policy which was further updated in July 2022
3. In 2017 the Firm put in place a Mobile Device Policy (further updated in June 2021) to address the protection and maintenance of firm information asset:
4. In 2017 the Firm put in place the following 3 Policies:

# APPENDIX H

## Cyber Liability

COMMENTS:

### Name of Firm

McMillan LLP

### 1 Personnel Enter Yes or No

a) Do you have a Chief Security Officer or Chief Information Security Officer or equivalent? Yes

If “no”, who within the Firm is responsible for the management of and compliance with the Firm’s Security Policies?

b) Do you have a Chief Privacy Officer or equivalent? Yes

If “no”, who within the Firm is responsible for the management of and compliance with the Firm’s Privacy Policies?

### 2 Protection Enter Yes or No

a) Do you use encryption tools to enhance the integrity and confidentiality of confidential information? Yes

\*Based on risk and where appropriate

If you use encryption tools, in which scenarios is data encrypted? (Check all statements that you believe are applicable.)

- Data at rest Yes  
- Data in transit Yes

- Data transferred to removable media (laptops, CD’s, backup tapes, USB devices, etc.) Yes

Encrypted USB drives are provided to the business; exceptions may be made based on business or client requirements

- None of the above

b) Do you use and regularly update industry-standard antivirus software? Yes

c) Do you install the latest software updates to reduce security vulnerabilities? Yes

d) Do you require that passwords be a minimum length and contain alpha and numeric characters? Yes

e) Do you require that passwords be regularly updated? Yes

f) Do you check to make sure that no spyware or adware resides on your computers? Yes

g) Do you use and regularly update industry-standard firewall protection systems to prevent unauthorized access to internal networks and computer systems? Yes

h) Is the data on your servers encrypted? Yes

i) Is the data on your desktop and laptop computers encrypted? Yes

\*full encryption on laptops. We continue to roll out desktop encryption

j) Is the data on your mobile devices encrypted? Yes

\*data on firm mobile devices is encrypted

k) Have predesignated computer system/application access rights and privileges been set for all authorized users? Yes

l) Is there hourly or daily automatic backup of documents and emails? Yes

m) Is there hourly or daily automatic backup of your firm-wide tickler system and/or your lawyers’ own personal tickler systems? Yes

n) Are backups stored off-site at a secure location? Yes

o) Do you use software that can be used to wipe laptops and mobile devices clean if they are misplaced or stolen? Yes

p) Do you use software that can detect unauthorized transfers of personal information and unauthorized copying of files? No

q) Do you use a metadata scrubber on documents that you transmit to clients or third parties such as opposing counsel? Yes

\*in most cases for the email channel

r) Has the firm implemented multi-factor authentication for remote access to firm systems? Yes

### 3 Incident Report Enter Yes or No

Do you have a written network security incident response plan? Yes

If “yes”:

a) Does it include alternative options should a critical third party outsourcing provider’s operations be incapacitated? Yes

\*critical providers for information security have mature business continuity arrangements

b) Does it include procedures to alert your clients that their data may have been compromised? Yes

### 4 Policies Enter Yes or No

# APPENDIX H

## Cyber Liability

COMMENTS:

### Name of Firm

McMillan LLP

- a) Do you maintain a comprehensive information security and privacy policy that is updated and enforced on a continuous basis?
- b)
- Do you advise your lawyers of the risks of using unencrypted email?
- c) Does your firm advise your lawyers of the dangers of metadata?
- d) Do you purchase insurance other than CLLAS coverage to protect you in the case of privacy breaches?
- e) Do you purchase insurance other than CLLAS coverage to protect you in the case of cyber-attacks?

Yes

Yes

Yes

Yes

Yes

\*the firm enabled automatic email encryption with recipients that support it SMTP (Simple Mail Transfer Protocol) TLS. For sending large files, employees have Citrix fileshare available that uses HTTPS for transferring files