

Canadian Lawyers Liability Assurance Society

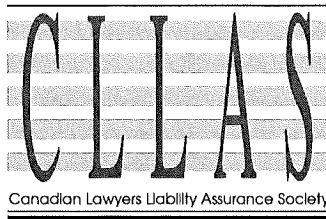
2023/2024 Renewal Application for
Excess Professional Liability Insurance

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.

No

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?

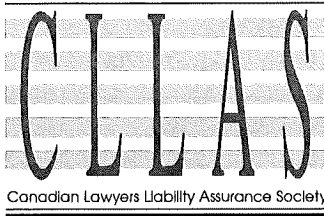
☒ yes ☐ no

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 15th, 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:

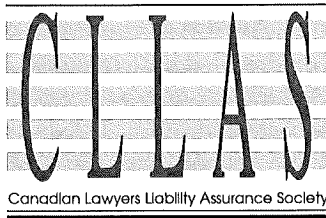
	<u>This Year</u>		<u>Last Year</u>	
a) Corporate and Commercial Law	54.70	%	56.70	%
b) Criminal Law	0.00	%	0.00	%
c) Family Law	0.00	%	0.00	%
d) Intellectual Property	0.20	%	0.40	%
e) Labour Law	0.10	%	0.10	%
f) Litigation	19.90	%	22.40	%
g) Real Estate	5.30	%	6.20	%
h) Securities Law	0.00	%	0.00	%
i) Tax Matters	4.5	%	2.60	%
j) Wills, Estates, Trust	0.00	%	0.00	%
k) Other (please specify)	15.40	%	11.70	%
BL2, ADM				

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.**
See Scheduel "B" attached

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: _____

Graham Smith

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

Date: _____

February 26, 2024

APPENDIX B
Active Members of the Firm as of February 15, 2024

Name of Firm
#REF!
Updated as of (Enter Date):
February 15, 2024

	CANADA										OUTSIDE OF CANADA ^{/5}				
	B.C.	Alberta	Ontario					Quebec	Nova Scotia	Other Provinces (Please specify, change headline)	U.S.	China	South Africa	Other Countries (Please specify, change headline)	Other Countries (Please specify, change headline)
			Current Year	Current Year	Prior Year	Prior Year	Change								
a) No. of Lawyers ^{/1}															
Partners (no PC's)			43		37										
Associates			56		61										
Consultants			18	117	15	113	4								
b) No. of Patent & Trademark Agents ^{/2}				0		0	0								
c) No. of Non-lawyer Consultants ^{/3}				7		7	0								
d) No. of Paralegals				17		17	0								
e) No. of Other Employees				0		0	0								
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 ^{/4}				71		74	-3								
			212		211										

/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, 2024
(Excluding Patent & Trademark Agents)

Name of Firm
#REF!

Updated as of (Enter Date):
February 15, 2024

SECTION A

[illegible]

APPENDIX C

Active Non-Lawyer Consultants Of The Firm As Of February 15, 2024
(Excluding Patent & Trademark Agents)

Name of Firm

#REF!

Updated as of (Enter Date):

February 15, 2024

/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.

SECTION B

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

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 “G” – Risk Management Policies and Procedures

The following is a list of firm policies and procedures under the category of risk management copied from the firm’s intranet.

Risk Management Policy and Procedures – Anti-Corruption

Risk Management Policy and Procedures – Audit Inquiry

Risk Management Policy and Procedures – Client-Matter Intake and Conflict Searches

Risk Management Policy and Procedures – Client, Third Party and Website Privacy

Risk Management Policy and Procedures – Confidentiality and Trading Securities

Risk Management Policy and Procedures – Directorship - Letter to Corporation re Limitation of Directorship Role

Risk Management Policy and Procedures – Directorship Approval Form

Risk Management Policy and Procedures – Directorships

Risk Management Policy and Procedures – Documents to be Filed on SEDAR with Redacted Information

Risk Management Policy and Procedures – e-Signatures

Risk Management Policy and Procedures – Employee Departures

Risk Management Policy and Procedures – Ethical Walls

Risk Management Policy and Procedures – File Closing

Risk Management Policy and Procedures – Investments and Opportunities

Risk Management Policy and Procedures – Legal Opinions

Risk Management Policy and Procedures – Ownership Enquiry - Prospectus and Information Circulars

Risk Management Policy and Procedures – Search Warrants

Risk Management Policy and Procedures – Service of Documents

Risk Management Policy and Procedures – Tax Opinions

The Firm also has policies and procedures touching on various risk management issues under the categories of Human Resources, Technology and Finance. Specific Policies can be provided upon request.

APPENDIX H

Cyber Liability

Name of Firm

#REF!

1	Personnel	Enter Yes or No
a)	Do you have a Chief Security Officer or Chief Information Security Officer or equivalent?	No
	If "no", who within the Firm is responsible for the management of and compliance with the Firm's Security Policies?	
	Director, Technology is responsible for management of and compliance with security policies	
b)	Do you have a Chief Privacy Officer or equivalent?	No
	If "no", who within the Firm is responsible for the management of and compliance with the Firm's Privacy Policies?	
	Chief privacy officer is iManaging Director. Emails to privacyofficer@goodmans.ca are delivered to the mailbox of the Managing Director and two partners, one of whom is General Counsel.	
2	Protection	Enter Yes or No
a)	Do you use encryption tools to enhance the integrity and confidentiality of confidential information?	Yes
	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.)	
	- 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
j)	Is the data on your mobile devices encrypted?	Yes
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

APPENDIX H

Cyber Liability

Name of Firm

#REF!

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
r)	Has the firm implemented multi-factor authentication for remote access to firm systems?	Yes
s)	Are security controls consistent across the entire firm?	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?	No
b)	Does it include procedures to alert your clients that their data may have been compromised?	Yes
4 Policies		Enter Yes or No
a)	Do you maintain a comprehensive information security and privacy policy that is updated and enforced on a continuous basis?	Yes
b)	Do you advise your lawyers of the risks of using unencrypted email?	Yes
c)	Does your firm advise your lawyers of the dangers of metadata?	Yes
d)	Do you purchase insurance other than CLLAS coverage to protect you in the case of privacy breaches?	Yes
e)	Do you purchase insurance other than CLLAS coverage to protect you in the case of cyber-attacks?	Yes