



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	%	%
e) Labour Law	%	%
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: March 1, 2023

## Schedule A

Goodlaw Services Limited Partnership created December 21, 1995, is an independent limited partnership that has been providing non-legal management services including accounting, facility, human resources, library and technology services, including staffing to Goodmans LLP.

Goodlaw Management Inc., created June 24, 1981 holds the primary lease on the Goodmans LLP premises and rents the space to Goodmans LLP.

Goda Incorporators Inc., created July 29, 1983 is the corporate vehicle Goodmans LLP uses as a corporate agent. Typically, Goda is used where the firm is reflected in government, OSC or SEC filings as an address of record for clients.

## APPENDIX A

## Predecessor Firms

Name of Firm

Goodmans 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.

[illegible]

APPENDIX B

Active Members of the Firm as of February 15, 2023

B01-07

Name of Firm  
Goodmans LLP

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

	CANADA								OUTSIDE OF CANADA <sup>/5</sup>						
	B.C.	Alberta	Ontario				Quebec	Nova Scotia	Other Provinces (Please specify)	U.S.	China	South Africa	Other Countries (Please specify)	Other Countries (Please specify)	
				Current Year	Prior Year	Change									
a) No. of Lawyers <sup>/1</sup>															
Partners (no PC's)			37		36										
Associates			61		59										
Consultants			15	113	11	106	7								
b) No. of Patent & Trademark Agents <sup>/2</sup>				0		0	0								
c) No. of Non-lawyer Consultants <sup>/3</sup>				7		8	-1								
d) No. of Paralegals				17		18	-1								
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 <sup>/4</sup>				74		79	-5								
	211				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, 2023

(Excluding Patent & Trademark Agents)

Name of Firm

Goodmans LLP

Updated as of (Enter Date):

February 15, 2023

SECTION A

[illegible]



# APPENDIX C

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

Name of Firm

Goodmans LLP

/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

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:	
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 D

## "Associated Firms" and "Umbrella Firms"

### Name of Firm

Goodmans LLP

1	The Named Insured under the CLLAS policies prior to January 1, 2001 was Goodman Phillips & Vineberg, formerly Goodman & Goodman, a partnership constituted under the laws of Ontario.
2	The Firm had changed its name from Goodman & Goodman to Goodman Phillips & Vineberg effective March 6, 1995 and practised under that name from its office in Toronto until January 1, 2001.
3	Phillips & Vineberg of Montreal also practised under the name of Goodman Phillips & Vineberg for the same period.
4	These two firms had entered into an arrangement with Freeman & Company of Vancouver in 1989 and formed an international partnership and national affiliation known as Goodman Freeman Phillips & Vineberg. In 1993, Freeman & Company dissolved and the partnership continued to operate under the name of Goodman Phillips & Vineberg.
5	Goodman Phillips & Vineberg (Ontario) and Goodman Phillips & Vineberg (Montreal) maintained offices in Vancouver, New York, Paris, Singapore, Hong Kong and Beijing. Vancouver and Hong Kong each have local partners. Exposures not covered by the Associated Firm Endorsement for Goodman Phillips & Vineberg (Ontario) were covered by the policies arranged for Goodman Phillips & Vineberg (Montreal), e.g. the New York office.
6	Effective January 1, 2001, the Named Insured was amended to Goodmans LLP, a partnership constituted under the laws of Ontario with (i) Goodmans, a partnership constituted under the laws of British Columbia, and (ii) Goodmans, a partnership registered under the laws of Hong Kong and their predecessor firms being added as Additional Named Insureds.
7	Effective January 1, 2001, Fong & Ng (former associated firm of the international partnership in Hong Kong) is being recognized as an associated firm of the umbrella firm Goodmans, a partnership registered under the laws of Hong Kong.
8	On February 1, 2001, Goodman Phillips & Vineberg in Montreal merged with Davies, Ward & Beck and operates under the name of Davies Ward Phillips & Vineberg LLP. The international partnership dissolved on the same day.
9	On May 10, 2001, Goodman Phillips & Vineberg LLP, upon receipt of permission from the Law Society of Hong Kong, changed its name to Goodmans LLP.
10	On December 31, 2005, Goodmans' Hong Kong office was closed.
11	The Firm currently has an office in Toronto. All the lawyers in the Vancouver office joined MacPherson Leslie & Tyerman LLP on January 1, 2015 and that office closed on the same date.
	There is an endorsement on the policy in respect of: a) the previous international partnerships and national affiliations; and b) Goodmans, a partnership registered under the laws of Hong Kong, to cover possible claims relating to the period during which they were in operation.

## APPENDIX E

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

**Name of Firm**  
Goodmans LLP

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

## 1 Professional Services Provided by Canadian Lawyers Relating to Non-Canadian Law

Please provide the following information on lawyers primarily resident in Canada who provide Professional Services relating to non-Canadian law (not including those which are incidental to the practice of Canadian law). Please only report on lawyers with more than 5% of docketed time in this category.

[illegible]

## 2 Professional Services Provided by Canadian Lawyers from a U.S. Office

Please provide the following information on lawyers primarily resident in Canada who provide Professional Services part time in an office or branch of the Firm located in the United States. Please only report on lawyers with more than 5% of docketed time in this category.

[illegible]

For lawyers practicing both Canadian and Non-Canadian Law, please provide a split between Canadian and Non-Canadian. Note that in cases where a split is not available, a 50% 50% split will be assumed.

### 3 Professional Services Provided by Offices Outside of Canada

Please provide the following information on all lawyers reported in Appendix B under the “Outside of Canada” column.

[illegible]

# APPENDIX E

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

<b>Name of Firm</b>	<b>Updated as of (Enter Date):</b>
Goodmans LLP	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:	
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):	


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



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## Policies and Procedures

### Risk Management

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- [Risk Management Policy and Procedures – Audit Inquiry](#)
- [Risk Management Policy and Procedures – Client-Matter Intake and Conflict Searches](#)
- [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](#)
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- [Risk Management Policy and Procedures – Service of Documents](#)
- [Risk Management Policy and Procedures – Tax Opinions](#)
- [Risk Management Policy and Procedures – Third Party Privacy](#)

# APPENDIX H

## Cyber Liability

### Name of Firm

Goodmans LLP

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

Goodmans LLP

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
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