



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.

Not applicable

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	62.70	%	60.30	%
b) Criminal Law	0.00	%	0.00	%
c) Family Law	0.00	%	0.00	%
d) Intellectual Property	2.35	%	2.90	%
e) Labour Law	1.49	%	1.00	%
f) Litigation	15.48	%	15.70	%
g) Real Estate	2.84	%	1.80	%
h) Securities Law	4.12	%	9.77	%
i) Tax Matters	1.79	%	1.93	%
j) Wills, Estates, Trust	1.66	%	1.04	%
k) Other (please specify)	7.57	%	5.56	%
Regulatory and miscellaneous				

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

Date: March 1, 2023

## **CLLAS 2023-2024 Renewal Application**

Question 3: Torys LLP – Other offices:

1114 Ave. of the Americas  
23rd Floor  
**New York, NY, USA** 10036.7703  
(P) 212-880-6000

525-8th Avenue S.W.,  
46th Floor  
**Calgary, Alberta**  
T2P 1G1  
(P) 403-776-3700

1 Place Ville-Marie  
Suite 2880  
**Montreal, Quebec**  
H3B 4R4  
(P) 514-868-5600

1871 Hollis Street  
Suite 200  
**Halifax, Nova Scotia**  
B3J 0C3  
(P) 902-720-3500

## APPENDIX A

### Predecessor Firms

## Name of Firm

Torys 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

Name of Firm

Torys 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, change heading)	U.S.	China	South Africa	Other Countries (Please specify, change heading)	Other Countries (Please specify, change heading)
a) No. of Lawyers <sup>/1</sup>	0	27	214	10	19	0	51				
b) No. of Patent & Trademark Agents <sup>/2</sup>	0	0	1	0	0	0	0				
c) No. of Non-lawyer Consultants <sup>/3</sup>	0	0	1	0	0	0	0				
d) No. of Paralegals	0	4	29	1	3	0	3				
e) No. of Other Employees	0	26	406	11	4	0	21				
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>	0	18	58	4	0	0	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**  
Torys 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**

Torys 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:	
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

Torys LLP

[illegible]

# APPENDIX E

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

**Name of Firm**  
Torys 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.

Name of Lawyer	Province the Canadian Lawyer is based out of	Location of Office (Non-Canadian)	% of Docketed Time Relating to Non-Canadian Law
See attached			

### 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.

Name of Lawyer	Province the Canadian Lawyer is based out of	Location of Office (Non-Canadian)	% of Docketed Time in the U.S. Office
		U.S.	
		U.S.	
		U.S.	
		U.S.	
		U.S.	
		U.S.	

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.

Name of Lawyer	Location of Office (Country Only)	# of Lawyers Practice 100% Canadian Law	# of Lawyers Practice 100% Non-Canadian Law	# of Lawyers Practice both Canadian & Non-Canadian Law	Canadian (%)	Non- Canadian (%)	Total (100%)
	United States	6 - David Chaikof, Brody Appotive, Shane Thomas, Winnie Hu, Victoria Lechner-Sung, Liam Pedersen	39	6 - Don Bell, Tara Mackay, Michele Cousens, Michael Portner Gartke, Shu Jie (Michele) Qu, Ali Harkness			0%
							0%
							0%
							0%
							0%

# APPENDIX E

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

Name of Firm

Torys LLP

Updated as of (Enter Date):

February 15, 2023

							0%
							0%

### 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:	CLLAS International
Insurance Carrier:	Columbia Casualty/Berkshire Hathaway/Indian Harbor/Aspen Insurance/Underwriters at Lloyds
Policy Number:	592420538
Period of Insurance:	July 01, 2022 to July 01, 2023
Retroactive Date:	
Limit (Per Claim):	\$30,000,000
Limit (Aggregate):	\$30,000,000

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):	

**Supplement to Appendix E (2023-2024)**

**(As of February 15, 2023)**

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

<b>Name of lawyer</b>	<b>Location</b>	<b>% time docketed</b>
Cheryl Reicin	<b>Toronto</b>	100%
Shannon Gotfrit	<b>Toronto</b>	50%
Bernard Kwasniewski	<b>Toronto</b>	20% to 30%
Michael Amm	<b>Toronto</b>	15%
Ricco Bhasin	<b>Toronto</b>	40%
Josh Lavine	<b>Toronto</b>	5%
Konata Lake	<b>Toronto</b>	40%
Josh Van Deurzen	<b>Toronto</b>	25%
Yolande Dufresne	<b>Toronto</b>	10%
Mark Morrison	<b>Toronto</b>	100%
Stephanie Gabor	<b>Toronto</b>	10%

# APPENDIX F

Schedule of Claims and Notices As of December 31, 2022

**Name of Firm**

Torys LLP

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

December 31, 2022

Please attach separately with the email

# APPENDIX G

## Risk Management Policies and Procedures

### Name of Firm

Torys 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**

## APPENDIX G

### RISK MANAGEMENT POLICIES AND PROCEDURES

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Name of Firm: Torys LLP

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

Our risk management policies and procedures include the following:

1. The firm has a Risk Management Committee, a General Counsel, an Assistant General Counsel, a Risk Management Law Clerk and a Risk Management Assistant to implement and oversee its risk management policies and procedures and to recommend new initiatives. The objective is to adopt best practices in all of our offices.
2. Before a file can be opened, all relevant names must be searched against a computerized data base. A pdf of the results of the search is sent by email to the lawyer requesting the new file. He or she is required to confirm that they have reviewed the search and that there is no conflict or that necessary consents have been obtained. To the extent that the search results in "hits" on confidential matters, a member of the Risk Management Committee is informed and is responsible for clearing any conflict issues relating to the confidential matters. The members of our Risk Management Committee are available to discuss and to assist in resolving contentious or difficult conflicts issues.
3. We have a customized electronic matter intake system. The system incorporates law society KYC requirements. Among other things, the electronic system requires: (i) confirmation that conflicts have been cleared; (ii) a description of the new matter including the roles of the various parties; (iii) confirmation that an engagement letter has been sent or will be sent imminently; and (iv) information about the area of law involved and who will be the supervising lawyer. If the proposed new matter is for a new client, the lawyer must answer several questions regarding the proposed client's financial suitability and its reputation generally, and that information will be reviewed by a member of the Risk Management Committee who will approve or deny the request to take on the proposed new client. Clients to whom we have not docketed time in 12 months are treated as new clients.
4. We require that engagement letters be prepared for each new matter unless an exemption is received from the Risk Management Committee. We have developed standard form letters that identify the client, describe the nature of the matter, list the parties who have been searched for conflict purposes, identify any



conflict issues, include consents as necessary, include provisions to address joint engagements as necessary, etc. Our Standard Terms and Conditions are included in a Schedule A. Members of the Risk Management Committee are available to assist lawyers with drafting their engagement letters.

5. Consent of the firm's managing partner, in consultation with the Risk Management Committee, is required before a lawyer is permitted to accept any outside directorship. The organization on whose board the lawyer/director proposes to sit must acknowledge that the person is serving as director in their personal capacity and not as a representative of Torys and that that person will not be providing legal advice to the organization. While we encourage our lawyers to sit on boards of not for profit entities, they are discouraged from sitting on boards of for profit entities and those requests are ordinarily denied.
6. We have an extensive system of internally generated legal memoranda.
7. Each new lawyer is assigned a senior mentor and a junior mentor for their first three years at the firm. Associate lawyers continue to have a mentor until they are admitted to the partnership.
8. We have an extensive in-house program of orientation and continuing education. This consists of a structured set of programs for new lawyers and periodic firm-wide presentations on topics of current interest/importance. This is under the overall supervision of the Director of Legal Learning and Professional Resources.
9. We periodically hold similar firm-wide training sessions on matters specifically related to risk management. These sessions are mandatory. Examples include sessions on conflicts of interest, information technology and risk with an emphasis on confidentiality, cyber security and the perils of mobile devices, and a session on the management of material undisclosed information and trading in securities.

Our lateral hires also receive training upon their arrival at the firm through a structured set of programs. That training includes a session with one of the lawyers in the General Counsel's office.

We also hold training sessions for our legal practice assistants on various subjects including file opening and audit inquiries.

10. In 2020, given the sudden and firmwide transition to working from home, we held training sessions and issued frequent communications regarding the particular challenges associated with remote work. These emphasized cyber security risks but also recognized other risks, including proper supervision, isolation and/or siloed practice, appropriate delegation and professional development. These communications continued throughout 2021 and 2022. We anticipate they will become a regular feature of our training as we transition to a hybrid workplace.

11. Designated partners act as workload coordinators in various departments (e.g. corporate, litigation) to ensure that new work is distributed evenly among junior lawyers and that no lawyer is overloaded with work in relation to his or her peers.
12. Associates are reviewed annually to, among other things, identify potential problem areas and ensure that the associate is developing at the appropriate pace.
13. Partners are reviewed annually. One element of the review examines their interaction with junior lawyers on files they are supervising to ensure that proper leadership and guidance is being given. The process includes upstream feedback pursuant to which the junior lawyers are asked to assess the partners' performance in these areas.
14. Partner compensation is based on an assessment of each partner's overall contribution to the firm and not on a formula basis. The assessment takes into account team building behaviour, professional competence, business and practice building, client responsibility, thought leadership, development of other partners and associates, financial contribution, file responsibility and management, firm responsibilities, practice management, collegiality, firm reputation building, market factors, and overall effort, commitment and accomplishment. The firm does not track "origination credits".
15. The various practice groups within the firm (e.g. tax, litigation, intellectual property, M&A) hold regular meetings to give all members of the group a chance to keep up-to-date on their area of practice.
16. Our lawyers practice as members of a larger team and not as sole practitioners within the firm. We make a conscious effort to ensure that there are no "silos." The majority of our matters are large matters staffed by many lawyers.
17. The firm maintains a limitation reminder system. When a file is opened or a matter received which involves a potential limitation period, a form must be completed. This information is then entered in our electronic limitation system and periodic reminders are sent to the lawyers involved.
18. Each client has a designated client relationship partner and each matter has a responsible lawyer and a billing lawyer (in appropriate cases, one lawyer can fill all three positions).
19. At least two partners must review opinions of any complexity.
20. A research partner is available to consult on complex opinions.
21. Our General Counsel handles all claims reporting and is available to discuss circumstances that could result in a claim. She reports all claims and reportable circumstances.
22. We have a dedicated team of librarians and the latest on-line research facilities available in-house.
23. All trades in publicly-held securities by employees of the firm and, in certain cases, their families must be pre-approved by the firm. This is intended to reduce

the possibility of trades being made in circumstances where the firm is in possession of material undisclosed information concerning the issuer whose securities are being traded.

24. The firm has a whistleblower policy. It notes that each firm member owes a duty to the firm – and not to any individual – and an obligation to report any concerns. Reports will be treated confidentially and there will be no adverse consequences to the person making the report (provided it is bona fide). Reports may also be made anonymously.
25. All employees are required to acknowledge familiarity and compliance with the firm's Code of Conduct on an annual basis. The code of conduct includes all firm policies that touch upon ethical or professional responsibilities, including the policy on confidentiality, sexual harassment, securities trading, serving as a director, anti-corruption, etc.
26. In 2004, 2010, 2015, and most recently in 2020 the firm hired an external consultant to conduct a risk management audit of the firm. We were very pleased with the results of the most recent audit.

# APPENDIX H

## Cyber Liability

### Name of Firm

Torys 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
	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
	- None of the above	No
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

Torys LLP

p)	Do you use software that can detect unauthorized transfers of personal information and unauthorized copying of files?	Yes
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?	Yes
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