



Canadian Lawyers Liability Assurance Society

2024/2025 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?

☐ yes ☐ no

If "yes", please attach details (including the number of lawyers merged into the Firm in each such situation).

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, 2024:

- 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

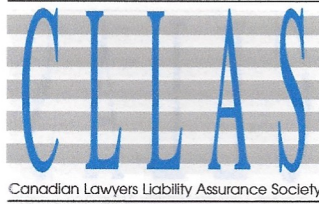
If "yes", please attach details.

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, 2023. 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. Does the Firm wish to purchase CLLAS optional excess coverage? If so, please select desired options:

☒ \$60M xs \$160M

(\$60 xs \$100M coverage is required to purchase this option)

☒ CLLAS second umbrella coverage \$30M xs \$250M

(\$60M xs \$160M coverage is required to purchase this option)

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 2024 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:

David Morritt

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

Date:

March 1, 2024

Predecessor Firms

Osler, Hoskin & Harcourt LLP

[illegible]

APPENDIX B

Active Members of the Firm as of February 15, 2024

Name of Firm
Osler, Hoskin & Harcourt LLP

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 heading)	U.S.	China	South Africa	Other Countries (Please specify, change heading)	Other Countries (Please specify, change heading)
a) No. of Lawyers ^{/1}	45	85	364	84			5				
b) No. of Patent & Trademark Agents ^{/2}			5								
c) No. of Non-lawyer Consultants ^{/3}		1	4								
d) No. of Paralegals	11	5	38	20							
e) No. of Other Employees	46	67	586	90			3				
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}											

/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
Osler, Hoskin & Harcourt LLP

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

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, 2024
(Excluding Patent & Trademark Agents)

Name of Firm

Osler, Hoskin & Harcourt LLP

Updated as of (Enter Date):

February 15, 2024

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

Osler, Hoskin & Harcourt LLP

1	The Named Insured under the CLLAS policies is Osler, Hoskin & Harcourt LLP with Osler, Hoskin & Harcourt, a U.K. organized partnership with former offices in London (UK), Hong Kong and Singapore being added as an additional Named Insured
2	Osler, Hoskin & Harcourt merged with Herridge, Tolmie on February 1, 1986, MacDonald & Ferrier on July 1, 1986 and Rogers, Rogers, Moore on March 1, 1988.
3	The Firm has Canadian offices in Toronto, Ottawa, Montreal, Calgary, Vancouver and in New York City (through a separate State of New York organized partnership of the same name)
4	The Firm formed an international partnership on January 1, 1991, known as Osler Renault Ladner, with Ogilvy Renault of Montreal and Ladner Downs of Vancouver which provided legal services to both Canadian clients with interests in the United States, Europe and the Far East and clients based in such areas doing business in Canada.
5	Effective December 31, 1993, Ladner Downs withdrew and the partnership continued under the name of Osler Renault
6	Effective March 31, 1996, Ogilvy Renault ceased to be a partner of Osler Renault
7	Effective April 1, 1996, Osler Renault changed its name to Osler, Hoskin & Harcourt and the former offices of Osler Renault in London, Hong Kong and Singapore became offices of Osler, Hoskin & Harcourt, the U.K. organized partnership. The Singapore, Hong Kong and London offices were closed on December 31, 1996, June 30, 1998 and July 31, 1999 respectively.
8	There is an endorsement on the policy with respect to Osler Renault Ladner and Osler Renault to cover possible claims relating to the period during which the partnerships were in operation.
9	Coverage is also provided to the predecessor firms to Osler, Hoskin & Harcourt, namely, Herridge, Tolmie, MacDonald & Ferrier and Rogers, Rogers, Moore.

APPENDIX E

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

Name of Firm

Osler, Hoskin & Harcourt LLP

Updated as of (Enter Date):

February 15, 2024

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
Joyce Bernasek	ON	Toronto	15%
Sarah Greenwood	ON	Toronto	5%
Michael Innes	ON	Toronto	5%
Lynne Lacoursiere	ON	Toronto	25-30%
Gary Marshall	ON	Toronto	10%
Ryan Unruch	ON	Toronto	20-30%
Niko Veilleux	QC	Montreal	10%
Diana Yeung	ON	Toronto	50%

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%)
Chan, Gawain	USA	1					0%
Comerford, Jason	USA			1	80%	20%	100%
Doherty, Terence	USA	1					0%
Lando, Rob	USA			1	75%	25%	100%
							0%
							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

Osler, Hoskin & Harcourt LLP

Updated as of (Enter Date):

February 15, 2024

							0%
							0%
							0%
							0%
							0%
							0%
							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:	Lawyers Professional Liability Coverage
Insurance Carrier:	Columbia Casualty Company (20%) - LEAD Berkshire Hathaway Internaitonal Insurance Limited (20%) Indian Harbor Insurance Company (16.5%) Aspen Specialty Insurance Company (16.5%) Underwriters at Lloyds, London (17%) Markel Specialty (10%)
Policy Number:	592420510 - LEAD
Period of Insurance:	July 1, 2023 - July 1, 2024
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):	

APPENDIX F

Schedule of Claims and Notices As of December 31, 2023

Name of Firm

Osler, Hoskin & Harcourt LLP

Updated as of (Enter Date):

December 31, 2023

Please attach separately

APPENDIX G

Risk Management Policies and Procedures

Name of Firm

Osler, Hoskin & Harcourt 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

Osler, Hoskin & Harcourt LLP

Errors and Omissions – Risk Management

Osler, Hoskin & Harcourt LLP (“**Osler**” or the “**Firm**”) manages the risk of errors and omissions on the part of its legal professionals through a number of different initiatives.

Responsibility for Professional Liability Risk Management

Osler appointed Sivan Fox, a lawyer with over 25 years experience, to serve as General Counsel for the Firm as well as Chair of an Ethics & Conflicts Committee (the “**Committee**”), consisting of the Chair and two other senior partners. The General Counsel, supported by the Committee, has overall responsibility for risk management and ethical and professional responsibility matters, including general oversight and administration of the Firm’s policies that relate to risk or professional matters (see *Risk Management Policies and Procedures* below). In January 2024, Deric Mackenzie Feder joined the Firm as Assistant General Counsel, and supports the risk management and oversight responsibilities of the Office of the General Counsel. Terry Burgoyne, the former General Counsel of Osler retired on December 31, 2022, but remains as General Counsel Emeritus of Osler and is available to provide ongoing support and advice to the General Counsel.

Osler also has appointed a senior partner, David Morritt, to be responsible for the management of all claims and possible claims against the Firm. He is consulted on all possible claims and advises on all required reports. He also monitors and reviews all filings made in respect of any claims. David also serves on the board of CLLAS. He and our General Counsel also attend various sessions dealing with risk management put on by CLLAS and other external organizations.

Risk Management Policies and Procedures

The Firm has an umbrella Quality Assurance Policy setting out general standards and expectations and a number of other policies and procedures to address specific areas of risk. These other policies and procedures include:

- Policy on Engagement Letter and Client Service Terms
- Policy on Rendering Legal Opinions
- Procedures relating to conflict clearances
- Policy on Acting as Directors, Officers, Trustees or Business Persons
- Policy on Insider Trading
- Confidentiality Policy
- Policy for Reporting Violations of the Law and Breaches of Duty (Up the ladder reporting)
- Errors and Omissions Policy
- Policy on Internet and Email Use
- Policy on Ethical Walls
- Social Media Policy
- Password Policy
- Acceptable Use of Technology Policy and various other information securities policies
- Respect at Work Policy

- Privacy Policy
- Policy Relating to the Operation of Trust Accounts
- Whistleblowing Policy
- Client Identification and Verification Guidelines
- Guidelines Relating to Generative Artificial Intelligence

The Firm conducts an annual certification process, requiring all legal professionals and staff to confirm that they have complied with the key quality assurance policies during the past year.

Work Intake

The Firm has enhanced its Client Screening Guidelines and now requires that a World check search be conducted for all new non-Canadian clients of the firm.

Osler has a rigorous conflict clearing system to help identify any potential client conflicts before new clients, new matters or new lawyers are taken on.

The Firm has a set of standard Client Service Terms, required to be provided to all clients. The Terms address common service terms. In addition, an engagement letter is required to be sent out to clients on the opening of all new matters (other than matters that are purely internal to the client, when engagement letters are encouraged but not required).

The Firm's Billing Management Policy identifies the circumstances in which a monetary retainer is required to be obtained from a client.

Communication and Training on Risk Management

Osler periodically holds firm-wide mandatory training sessions for lawyers and staff on various risk management issues. All of Osler's policies are available on the Firm's intranet in English and French, fully searchable, and available by topic and by role.

Training sessions are held for in-coming articling students and summer students each year, and a refresher session is held with new first year associates when they return in September of each year.

All new staff are provided with copies of all relevant policies when they arrive and are directed to the supplemental resources available on the intranet.

The Firm offers an annual training program on risk management for all partners (and often associates, depending on the content). The Firm also conducts an annual training program for new partners on risk management.

General Training

The Firm has a full-time lawyer in the role of Chief Talent Officer (the "CTO"). The CTO is responsible for providing on-going continuing legal education for all legal professionals, in all offices. A broad range of substantive legal programs are provided in-house on a regular basis. The Firm is an Accredited Provider for professional development programs in Ontario and B.C.

Lawyers also attend continuing legal education programs provided by external organizations, including the local law societies, the local Canadian Bar Association organization (e.g., the Ontario Bar Association) and others.

Lawyers are required to track their own continuing professional development, but the Firm has put systems in place to assist them to ensure they are meeting their mandatory requirements.

Osler also regularly provides practice-oriented training programs, including programs on:

- researching skills
- the Rules of Professional Conduct
- trust accounting
- time and practice management
- docketing
- negotiations
- presentation and communication skills.

In addition to formal programs, each department and practice group holds regular meetings of all members to discuss developments in the law, practice points and other issues that help ensure legal professionals keep up to date in their areas of practice.

Resources

The Firm has an extensive law library, with “branches” in each office. The library provides access to an extensive collection of legal resources both in hard copy and on-line.

Each department and practice group has identified case reports and digests, journals, newsletters and other periodicals relevant to its practice area, which are circulated regularly to all members of the department to assist them in keeping up to date in developments in their areas.

Each department has developed model precedents and checklist to assist lawyers in preparing up-to-date documents and effectively managing files and transactions. Each department also collects and shares sample documents to provide lawyers with current information on industry practices and trends. The Firm also subscribes to various external precedent resources.

Supervision

A responsible partner is assigned to each client file. The work of all articling students, law clerks and associates is supervised by a more senior lawyer, to the extent appropriate in each circumstance. All students and associates are encouraged to ask questions whenever they are unsure of their instructions or direction.

Tickler System

The Firm uses a centralized tickler system to keep track of limitation periods and other critical dates. The IP department uses InProtech to track critical dates.

Personal Management

Osler has an employee assistance program available to all legal professionals to help them deal with personal or work-related stress. The Firm subsidizes membership at local fitness organizations for students and associate lawyers to assist them in gaining a balanced lifestyle and deal with stress.

Administrative Support

Osler has well organized administrative departments under the direction of subject area professionals, to provide support and procedures in their areas of service, including Records Management, Information Services, Finance & Accounting, Human Resources, and Marketing and Client Development.

February 2024

APPENDIX H

Cyber Liability

Name of Firm

Osler, Hoskin & Harcourt 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	
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
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
s)	Are security controls consistent across the entire firm?	Yes

APPENDIX H

Cyber Liability

Name of Firm

Osler, Hoskin & Harcourt LLP

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