



## Timeline and History of Negotiations & Discussions regarding the future of LibraryCO

2013	Appointment of LISS Committee by Treasurer Conway to look at future of county law library system. A strong signal is sent by the Law Society that they are demanding “significant reform” though their specific concerns with the system are not formally stated except to say they don’t feel the system is capable of modernizing and that greater accountability for the funds provided is needed.
Fall 2014	<p>Receipt of the LISS Report</p> <p>Shareholders (CDLPA and TLA) were brought to a meeting and we are given an ultimatum by the Law Society to terminate LibraryCo and begin “transition” to a new governance model. This new model would have removed CDLPA and TLA as shareholders of LibraryCo and made the entity a division of the Law Society.</p> <p>CDLPA resisted this move and insisted on the creation of a “Transition Committee” that would consist of members of the LibraryCo Board with a mandate to build on LISS and create a transition plan.</p> <p>Our proposal to maintain LibraryCo for the time being is accepted and the work of the reconstituted LibraryCo Board and Transition Committee commences.</p>
2015 – 2016	Transition Committee meets regularly, but makes no significant progress toward consensus on a plan.
Spring/Summer of 2015	Law Society representatives on the Transition Committee insist that qualitative and quantitative data on library system use and future need is required to inform the work of the Transition Committee and satisfy the demands of Convocation for evidence-based policy making. This is resisted at first by the CDLPA/FOLA representatives as a duplication of effort and a waste of time, but Treasurer Minor insists. A process to procure an external consultant is initiated. In the meantime, the work of the Transition Committee grinds to a halt while the study is conducted.
Fall of 2015	Procurement process is undertaken which results in retention of Phase 5 Consultant.



Winter of 2016	Phase 5 is retained; the Transition Committee (including FOLA representatives) brief Phase 5 and provide input to the survey design.
Spring/Summer of 2016	Phase 5 work is undertaken, including survey done in August 2016. This work took significantly longer to conduct than initially planned.
September 2016	The Audit & Finance Committee of the Law Society rejects the first LibraryCo draft budget and, in particular, its request for a 2% budget increase for 2017 on the premise that LibraryCo Transition Committee has not made progress toward a viable reform plan.
October 2016	LibraryCo Chair Dirk Derstine and Transition Committee Chair Derry Millar personally appeal to Audit & Finance Committee and Treasurer Paul Schabas to overturn this decision and approve a 2% increase to LibraryCo for 2017.
October 4, 2016	Treasurer Schabas writes LibraryCo, FOLA and TLA to state that it will approve a 2% increase for 2017 but that future budgets would not be approved unless and until a Transition Plan for reform of LibraryCo is developed.
October 12, 2016	FOLA and TLA respond to Treasurer Schabas's letter dispelling errors of fact and perception contained in his letter to us, and re-commit to supporting the development of a viable reform plan by the Transition Committee.
October/November 2016	FOLA and TLA engage in an effort to contact every Benchers and to ensure our side of the story is understood. Most Benchers express general support for the library system, but also urge FOLA and TLA to agree to the Law Society's insistence on certain provisions for accountability and governance reform.
October 2016	<p>Phase 5 report is provided to LibraryCo Board and Transition Committee, but a decision is made by the LibraryCo Board that the full report will not be released publicly.</p> <p>Phase 5 report largely confirms what FOLA already knows and believes about the system:</p> <ul style="list-style-type: none"><li>• System is highly valued by those who use it;</li><li>• Staff are seen as greatest asset in the system</li><li>• System is underutilized and many lawyers don't fully appreciate or understand the breadth of service already available</li></ul>



	<ul style="list-style-type: none"><li>• Investment is needed to introduce new services and meet demands of lawyers into the future</li><li>• Opportunities for reform and revitalization exist in the system, but report is largely silent on important matters of governance.</li></ul>
November 2016 Plenary	Permission is received by FOLA from LibraryCo Board to brief Plenary on high-level contents of Phase 5 Report. FOLA ED, Mike Ras provides summary.
November 2016 Plenary	Plenary considers and unanimously passes a motion calling for Law Society to reinstate the “Library Levy” on lawyers’ annual statement and mandates FOLA to make this, among other matters, a negotiating point in the ongoing negotiation over the future of LibraryCo.
November and December 2016	Transition Committee meets to consider Phase 5 and begin to map out a plan. December meeting is cut short and progress inexplicably stalls again.
December 2016	FOLA writes to the Law Society expressing frustration with the delays in the work of the Transition Committee.
Late December 2016	Law Society CEO Robert Lapper replies to suggest a meeting of the Shareholders to “lay all the cards on the table” and provide direction to the Transition Committee. FOLA and TLA agree to this meeting and set out to schedule it.
January 30, 2017	Meeting of Shareholders takes place and Law Society signals in the course of discussion – no paper was exchanged - that: <ul style="list-style-type: none"><li>• The entity known as “LibraryCo” should be dissolved and the operations moved internally to the LSUC so it can “justify where we’re putting our money”.</li><li>• That LibraryCo is an “expensive and unnecessary corporate structure”.</li><li>• The Law Society will provide assurance that their intent is not to strip money out, but is looking to build a “rationalized” system.</li><li>• They express an interest in the “Practice Resource Centre” model.</li><li>• Their interest is in “integration of a centralized management system for both the county law library system and Great Library”.</li><li>• It wants to support us in our defence of the “space” against incursions by other court services that are looking for space in courthouses across Ontario.</li></ul>



	<p>FOLA responds that:</p> <ul style="list-style-type: none"><li>• The PRC model is not aspirational; it is reality today in most county law “libraries” across Ontario and only thing holding us back is more funding.</li><li>• FOLA and the Associations it represents could not concede to hand over governance to a division of the Law Society because without that shareholder protection and influence, our voice and the influence of the front-line bar on the operations of county law libraries will be lost.</li><li>• We fail to understand how the “system” would function better than it does today as an “in-house” division of the Law Society as opposed to a properly resourced “LibraryCo”.</li></ul> <p>All sides agreed that:</p> <ul style="list-style-type: none"><li>• The support of “centralized” system management would be beneficial to the entire operation (and was always the intent of LibraryCo), but we have different views of that model.</li><li>• If the Law Society can assure FOLA that it is not intending to cut funding, then there is enough basis to continue discussion.</li><li>• Another meeting of the Shareholders should take place as soon as possible and at that meeting a formal exchange of positions should take place.</li></ul>
<p>February 28, 2017  March 3, 2017</p>	<p>FOLA and TLA received the first written proposal from the Law Society that proposes the development of LIRN – Legal Information Resource Network.</p> <p>A document is circulated to us with a condition of confidentiality because the Law Society feels there are elements that deal with human resources at the Law Society (in particular the staff of the Great Library).</p> <p>Shareholders met March 3<sup>rd</sup> to discuss the LIRN proposal #1</p> <p>LIRN Proposal #1 calls for:</p> <ul style="list-style-type: none"><li>• Dissolving the LibraryCo entity</li><li>• Rebranding services provision and supports as “Legal Information and Resource Network – LIRN” with mandate to:<ul style="list-style-type: none"><li>○ Provide improved access to legal information for all licensees</li><li>○ Support a “robust range of services targeted at the expressed needs of licensees”</li></ul></li></ul>



	<ul style="list-style-type: none"><li>○ Continue to ease the financial burden of access to legal information by providing and leveraging legal information and competence development options</li><li>○ Eliminate duplication in the provision of legal information and resources</li><li>○ Improve the provision of high quality legal information and competence supports</li><li>○ Provide opportunities to increase licensee interaction with colleagues that will support the maintenance and enhancement of competence.</li></ul> <ul style="list-style-type: none"><li>● The network to be led by a new Director-level employee of the Law Society, reporting to the Executive Director of Professional Development &amp; Competence of the Law Society.</li><li>● All workflow for the network staff will be refocused only on legal information and resources provision and services.<ul style="list-style-type: none"><li>○ Staff will not receive salary from the LIRN to engage in activities that support the local law association’s business or administrative work.</li><li>○ Staff in the network will report to the Director on any and all workflow related to the provision of legal information, legal resources and law library services, but staff will remain employees of the local association.</li></ul></li><li>● The “Library levy” would become the “competence levy”.</li><li>● The Administrative Services Agreement will no longer be necessary because the operations would be accounted for as a division of the Law Society.</li><li>● The Reserve fund would be transferred and utilized as a <i>Quality Improvement Investment</i></li><li>● If and when staff leave the network, through attrition or otherwise, the network (ie. LIRN Director) will determine the need for a replacement.</li></ul> <p><i>Note: We saw this provision as a direct threat to staffing levels, especially in smaller centres, but also in larger centres with multiple staff, because the LIRN Director could, in this proposal, unilaterally decide staffing levels, hours of operation, etc.</i></p> <ul style="list-style-type: none"><li>● The LibraryCo Board would be replaced by an “Advisory Group” with “two or three” FOLA and TLA representatives of the proposed ten-person group.</li></ul>
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	<p><i>Note: FOLA and TLA would be relegated to “advisors that could be ignored” instead of shareholders.</i></p> <ul style="list-style-type: none"><li>• A key deliverable in the first 18 months would be to review the allocation of funds to each location in the network.</li></ul> <p>Our response:</p> <ul style="list-style-type: none"><li>• Our strongest objections were to the parts of the proposal to make the “shareholders” an advisory group <u>and</u> to the idea that all control over future staffing would be made by the LIRN Director, but that the employment relationship would remain with the Association creating a conflicting interest.</li><li>• We agreed to meet again to continue the discussion.</li></ul>
March 9, 2017	FOLA Board met to consider “LIRN Proposal #1” and the Board instructed Executive Director Mike Ras to create “talking points” to allow the Regional Representatives to brief Presidents on regional calls.
March 22, 2017	“Talking Points” were distributed to Regional Representatives and regional conference calls were conducted between March 24 and April 5 <sup>th</sup>
April 3, 2017	<p>Shareholders Meeting takes place</p> <p>FOLA identifies those areas in the LIRN Proposal #1 that it believes could work and those areas that are unworkable for FOLA and its members.</p> <p>Primary point of contention is noted as the proposed governance framework (which, in the proposal, would eliminate FOLA and TLA as shareholders). The issue of staff transfer was not “on the table” at this point.</p> <p>Agreement is reached at the end of this meeting to continue discussions and the Law Society commits to re-working its proposal to account for FOLA and TLA’s concerns.</p>
April 6, 2017	FOLA Board meeting
April 13, 2017	<p>PRC Committee Conference call.</p> <p>PRC Committee is given a verbal briefing on the current state of negotiations. (Utilizing the “Talking Points” memo) and feedback is received from the members of the PRC Committee. Primary feedback given is that more details are needed.</p>



<p>April 17, 2017 April 24, 2017</p>	<p>2<sup>nd</sup> LIRN Proposal is received by FOLA &amp; TLA.</p> <p>The document is titled <i>"LIRN Proposed Structure &amp; Implementation Plan"</i></p> <p>Shareholders meet to discuss on April 24.</p> <p>2<sup>nd</sup> LIRN Proposal calls for:</p> <ul style="list-style-type: none"><li>• Appointment of a skills-based board with accountability to the members</li></ul> <p><i>Note: This was a major concession for the LSUC because it maintained the existing shareholder structure and therefore influence of FOLA and local associations in the operation of the system. It also maintained the separate corporate structure, which the Law Society has consistently told us was "expensive" and unnecessary (and which we disputed).</i></p> <p><i>We also immediately recognized the skills-based Board idea as an improvement, if the composition of this Board can be done right, because a skills-based, expert Board would have competence that is not always held by volunteer lawyers.</i></p> <ul style="list-style-type: none"><li>• The hiring of a Senior Manager for LIRN with reporting responsibility to the Board and shareholders, and mandate to work with local associations.</li><li>• The transfer of employment relationships of the current staff from the law associations to the LIRN<ul style="list-style-type: none"><li>○ Activity to commence with an analysis of workflows for all staff to understand the portion of that workflow that supports legal information and the portion that supports law association activities</li><li>○ Once that ratio is established, agreements will be developed between LIRN and law associations related to proportional application of the staff person's time with LIRN supporting the legal information work and law associations supporting the staff salary related the rest</li><li>○ Staff to continue receiving the same employment income, benefits and other supports as they are receiving now</li><li>○ Staff will report to the senior manager or LIRN and/or his/her designate with dotted line back to the law association</li><li>○ Workflow agreements are to be general indicators and will be flexible.</li></ul></li></ul>
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	<p><i>Note: We immediately (and strenuously) objected to this part of the proposal and noted that this was unworkable. We expressed this objection by pointing out all the ways that it would be extremely complicated to implement, especially for larger associations and also that it was an unnecessary complication. The Law Society insisted that this direct employee relationship was essential to have to give the new LIRN Senior Manager the tools they will need to build a “system” and have staff accountable to them to direct change and transformation.</i></p> <p><i>We offered a counter-proposal/idea that would keep the employee status as is with the local association, but add some kind of negotiated performance contract tied to funding held by the LIRN Corporation and the local association.</i></p> <p><i>Against our objections and advice, the LSUC insisted on presenting this idea to FOLA members for its reaction and we agreed to present it without overt bias against it so an honest reaction could be elicited (and you did!)</i></p> <p><i>We were also supportive of the assurances around staffing levels, salary/benefits and the role of Associations in the hiring of staff and did not want to lose that momentum.</i></p>
May Plenary	<p>FOLA and Law Society presented the proposal in its current form for the information of members and stated repeatedly that it was “not a deal”.</p> <p>We also stated in the in-camera session following the presentation that we did not believe the employment transfer was workable. We received other feedback at Plenary and many of these ideas were incorporated into our next round of discussion.</p> <p>We noted at Plenary that we would continue dialogue over the coming months and return to the negotiating table with the Law Society after conducting a thorough consultation.</p> <p>At Plenary, in an attempt to demonstrate that we had made some progress at the negotiating table (after 4 years of reports to Plenary showing no progress) we noted that on all five of our major principles we had “checked the box” and received some degree of assurance that our concerns were being addressed. This was misconstrued as an endorsement of the entire package,</p>



	<p>but our intent was to show that we are moving in, what we believed, was a positive direction toward a workable solution.</p>
Post Plenary	<p>A slide deck was distributed that included an additional slide referring to a timeline. That slide was removed from the actual presentation at May Plenary. This slide was in an earlier draft but was never agreed to because the timeline was far too aggressive to be feasible and presumed acceptance of the proposal in current form by the Plenary delegates.</p> <p>FOLA also conducted four Ontario-wide conference calls with over 100 participants and has received written commentary from dozens of others, including many staff.</p> <p>The general consensus from these calls is that:</p> <ol style="list-style-type: none"><li>1. The staffing proposal is <u>unworkable</u> and <u>unacceptable</u> to Associations.</li><li>2. Much greater clarity is needed as to what the “success criteria” should be so that we are not simply delaying an inevitable conclusion by three years. We have to know what a new entity is working toward.</li><li>3. Other items of concern which were articulated in our memo of June 1<sup>st</sup></li></ol> <p>The calls also revealed that there were elements of the LIRN proposal such as the re-branding, the focus on “competence” and the skills-based board that had broad support, but on all of these points significant questions remained.</p>