

The Honourable Adelle Fruman, ICD.d

CURRICULUM VITAE

Adelle Fruman accepts appointments as an independent arbitrator and mediator and provides other litigation consulting and dispute resolution services.

Adelle served as a judge of the Court of Queen's Bench of Alberta and the Courts of Appeal of Alberta, the Northwest Territories and Nunavut for a total of 14 years. In private practice, Adelle specialized in corporate, commercial and securities law, acting primarily for companies in the mining, oil and gas and energy servicing industries. Adelle also served as senior internal legal counsel with a privately-owned multi-national group with real estate, land development and financial services operations.

ADR EXPERIENCE AND QUALIFICATIONS

- As a judge, Adelle adjudicated a diverse range of cases at both the trial and appellate level and participated in more than 400 reported judgments. The appellate cases included appeals from trial courts, as well as from administrative tribunals, including energy and securities regulators and municipal planning authorities.
- Both as a judge and as an independent mediator, Adelle has successfully resolved numerous cases in alternative dispute resolution proceedings. Adelle attended the Harvard University Mediation program, helped establish the court's judicial dispute resolution program and, for several years, instructed judges in alternative dispute resolution processes.
- As an independent arbitrator, Adelle has been appointed both to panels of arbitrators and as a sole arbitrator in a variety of disputes involving construction, energy, purchase and sale, corporate and commercial matters, and contractual and statutory interpretation. Adelle has been appointed to the Panel of Arbitrators for the International Center for Dispute Resolution (ICDR), the international division of the American Arbitration Association. She is also a member of the Western Canada Commercial Arbitration Society.
- Adelle has extensive commercial, contractual and securities law experience across a broad range of industries, including energy, real estate, land development, construction and financial services.
- As senior internal legal counsel, Adelle's responsibilities included risk identification and oversight of legal disputes and dispute resolution, providing input on strategy and recommending and implementing solutions.
- In addition to ADR, Adelle has assisted counsel in both trial and appellate matters and has conducted an independent investigation for a public authority.

ADELLE'S EXPERIENCE IN THE RESOLUTION OF DISPUTES INCLUDES:

COMMERCIAL DISPUTES

- Energy
- Corporate and commercial
- Securities
- Contractual interpretation and breach
- Construction and real estate
- Shareholder and partnership disputes
- Governance and directors and officers liability
- Dealer, financial services and investor claims
- Indigenous matters
- Employment
- Complex multi-party disputes

INSURED CLAIMS

- Personal injury
- Professional liability and disciplinary matters
- Medical negligence

REPRESENTATIVE JUDGMENTS

Alberta Energy Company Ltd. v. Goodwell Petroleum Corporation Ltd.

2003 ABCA 277, [2003] AJ No. 1207, <http://canlii.ca/t/1tfwx> (oil sands leases; lessee's right to produce initial gas-cap gas incidental to bitumen recovery)

Anderson v. Amoco Canada Oil and Gas

1998 ABQB 620, [1998] AJ No. 805, <http://canlii.ca/t/5q45> (oil and gas split title; whether entitlement to gas is determined under initial reservoir conditions or when production has begun; whether rule of capture applies)

UTI Energy Corp. v. Fracmaster Ltd.

1999 ABCA 178, [1999] AJ No. 675, <http://canlii.ca/t/5s7m> (well servicing company insolvency; challenge of sale process to restructure company and competing bids for assets)

369413 Alberta Ltd. v. Pocklington

2000 ABCA 307, [2000] AJ No. 1350, <http://canlii.ca/t/5rpp> (share transfer by corporation in breach of loan agreement; action against director and shareholder for intentionally inducing breach of contract)

LSI Logic Corporation of Canada, Inc. v. Logani

2001 ABQB 710, [2001] AJ No. 1083, <http://canlii.ca/t/518d> (corporate going private transaction; fair value proceedings; oppression)

Iverson v. Westfair Foods Ltd.

[1996] 7 WWR 520, 1996 CanLII 10363 (ABQB), <http://canlii.ca/t/28q4h> (oppression; valuation and forced sale of shares; whether entire shareholder group is bound as part of a class action)

Del Bianco v. Alberta Securities Commission

2004 ABCA 344, [2004] AJ No. 1222, <http://canlii.ca/t/1j13s> (conviction for securities violations; whether securities registration and prospectus requirements had been violated and sanction imposed was excessive)

Ironside v. Smith

1998 ABCA 366, [1998] AJ No 1225, <http://canlii.ca/t/5sh1> (whether private placement of securities was in violation of securities laws and agreement to split commissions was enforceable)

Enron Capital & Trade Resources Canada Corp. v. Blue Range Resource Corporation

2000 ABCA 239, 192 DLR (4th) 281, <http://canlii.ca/t/5rq1> (derivatives; whether long term natural gas supply contracts are eligible financial contracts that are not stayed in insolvency)

Heller v. Martens

2002 ABCA 122, [2002] AJ No. 638, <http://canlii.ca/t/dwb> (motor vehicle accident; failure to wear seatbelt; contributory negligence and apportionment of liability)

Vibert v. Stern

57 Alta LR (3d) 325, 1997 CanLII 14911, <http://canlii.ca/t/28qkr> (ABQB) (motor vehicle accident; dominant driver; foreseeability and presumption of acting reasonably)

Alberta (Workers' Compensation Board) v. Appeals Commission

2005 ABCA 276, [2005] AJ No. 1012, <http://canlii.ca/t/1tbmw> (traumatic brain injury; judicial review of decision ordering WCB to pay compensation; standard of review)

Crampton v. Walton

2005 ABCA 81, [2005] AJ No. 178, <http://canlii.ca/t/1jtpq> (raid of premises by police under search warrant; defences to action for assault)

K. C. v. College of Physical Therapists of Alberta

1999 ABCA 253, [1999] AJ No. 973, <http://canlii.ca/t/5s57> (discipline committee conviction for professional misconduct; scope of investigations; improper delegation of decision-making power)

Northwest Equipment Inc. v. Daewoo Heavy Industries America Corp.

2002 ABCA 79, [2002] AJ No. 327, <http://canlii.ca/t/5093> (lease of heavy equipment; personal property securities priorities and interjurisdictional rules)

PROFESSIONAL EXPERIENCE

- 2017 - Independent arbitrator, mediator and litigation consultant
- 2007 - 2016 General Counsel and Senior Vice President Law, Walton Global Investments Ltd.; formerly Executive Vice President Law, Walton International Group Inc. The Walton Group of Companies was a multinational, privately-owned group headquartered in Calgary, Alberta, with operations in Canada, the United States, Asia and Europe. The Group included both private and public real investment structures and its financial services operations included a mutual fund manufacturer, a mutual fund dealer and an exempt market dealer.
- 1998 - 2007 Justice of the Courts of Appeal of Alberta, the Northwest Territories and Nunavut
- 1993 - 1998 Justice of the Court of Queen's Bench of Alberta, a federal superior trial court
- 1978 - 1993 Associate and Partner of Atkinson McMahon, Barristers and Solicitors (now Field Law), Calgary, Alberta, specializing in corporate, commercial and securities law
- 1974 - 1978 Articling student and associate of Doheny, Mackenzie, Grivakes, Gervais and Lemoyne, Avocats, (now Borden Ladner Gervais), Montreal, Quebec

EDUCATION

- 2011 Directors Education Program, Rotman School of Management/ Haskayne School of Business/ ICD Corporate Governance College
- 1996 Mediation Program, Harvard University
- 1975 Bachelor of Civil Law, First Class Standing, McGill University
- 1974 Bachelor of Common Law, First Class Standing, McGill University
- 1971 Bachelor of Arts, Great Distinction, McGill University

MEMBERSHIPS AND PROFESSIONAL AFFILIATIONS

- 1979 - Law Society of Alberta
- 1976 - 1993 Barreau du Québec - Quebec Bar Association (inactive)
- 2018 - International Center for Dispute Resolution (ICDR) Panel of Arbitrators
- 2018 - Western Canada Commercial Arbitration Society
- 2018 - ADR Institute of Alberta / ADR Institute of Canada
- 2011 - Institute of Corporate Directors
- 1995 - International Association of Women Judges
- 1993 - Canadian Association of Superior Court Judges

LEADERSHIP POSITIONS

- 2004 - 2007 Chair, Alberta Courts Information Technology Committee
- 2002 - 2005 Chair, Judges Technology Advisory Committee of the Canadian Judicial Council
- 2002 - 2004 Chair, Court of Appeal Management Information System Committee
- 1995 - 1999 Director, Canadian Institute for the Administration of Justice
- 1993 - 1998 Co-chair, Court of Queen's Bench Education Committee
- 1993 - 1995 Director, Alberta Law Reform Institute
- 1990 - 1993 Chair, The Law Society of Alberta joint committee with the Institute of Chartered Accountants of Alberta concerning the practice of law and accounting

REPRESENTATIVE SPEAKING AND TEACHING CONTRIBUTIONS

“Resolving Securities-Related Disputes”, Canadian Bar Association Litigation and ADR Subsections, Calgary, 2018

“Privileged and Confidential – Protecting Legal Privilege in a Corporate Environment”, Walton Group of Companies, Calgary, 2013

“Registration Reform and the Exempt Market Dealer”, Walton Conference for Partners in Business, Dallas, 2010

“Appeal Procedures, Electronic Appeals and Appellate Advocacy”, Faculty of Law, University of Calgary, 2006

“Open Courts, Electronic Access to Court Records and Privacy”, Canadian Bar Association Research Lawyers and Privacy Law Subsections, Edmonton and Calgary, 2006

“Emerging Issues in Technology”, speaker and organizer, Seminar for Chief Justices, Chief Judges and Associates, Victoria, 2006

Judge-in-Residence, University of Calgary, Faculty of Law, 2005-2006

“Preparing for and Managing the Trial: Use of Technology” and **“Electronic Courts and What the Future Holds”**, speaker and organizer, Seminar on Managing the Trial Process, Vancouver, 2005

“Computer Monitoring: A Judicial Perspective”, Canadian Institute for the Administration of Justice Conference on Technology, Privacy and Justice, Vancouver, 2005; International Conference on Law via the Internet, Montreal, 2002

“Introduction to Judicial Dispute Resolution -- the Appeal of Appellate JDR’s”, Court of Appeal of Alberta Seminar on Appellate Judicial Dispute Resolution, 2005

“The Use of Electronic Appeal Documents at the Alberta Court of Appeal”, LESA seminar on E-appeals, 2004; Faculty of Law, University of Calgary, 2003

“Security of Judicial Information”, Canadian Judicial Council Presentation to Federal, Territorial and Provincial Deputy Attorneys General and Deputy Ministers of Justice, Ottawa, 2004

“A Day in the Life of a Canadian Judge: A Judge’s Perspective on Judicial Administration”, Judicial Administration Workshop, Shanghai, China, 2003

“An Introduction to Alternative Dispute Resolution in the Courts”, speaker and instructor, Seminar for New Federally Appointed Judges, 1997, 1998, 1999, 2000, 2001

Chair, Recent Developments in Corporate Law, Appellate Judges Seminar, 2000

“Alternative Dispute Resolution”, speaker and instructor, Graduate program to train members of the Chinese judiciary, Beijing, 2000

Member, joint steering committee, Project to train members of the Chinese judiciary, organized by the Canadian Institute for the Administration of Justice, McGill University and l’Université de Montréal, 1998-1999

“Dances with words, a trial judge’s perspective”, speaker and instructor, Judgment Writing Seminar for Canadian Judges, 1998, 1999

“Child Labour in North America”, speaker and chair of panel on child labour, International Association of Women Judges’ Conference, A New Vision for a Non-Violent World: Justice for each Child, 1998

“An Introduction to Judicial Dispute Resolution”, speaker and instructor National Judicial Institute, 1998

“Sharks don’t Mediate”, Health Law Subsection, Canadian Bar Association, 1997

“Judicial Pre-Trial Dispute Resolution”, Canadian Bar Association, Mid-Winter Meeting, 1996

Member of the Alberta Advisory Committee to Madam Justice Bertha Wilson’s Canadian Bar Association Task force on Gender Equality, 1992

“Special Considerations for the Lawyer Director”, speaker and chair of corporate panel, Canadian Bar Association, Alberta Branch, Midwinter Meeting 1990

Sessional lecturer teaching corporate finance and securities law, University of Calgary, Faculty of Law, 1979-80, 1980-81