

## **AGM 2021 Special Resolution**

# **A Motion to add Expertise & External Perspectives to the Board of Directors**

At a Board meeting earlier this year the ADRIA Board of Directors explored options for improving its strategic effectiveness and connectivity. The outcome of this discussion was a recommendation to add up to two appointed Board members for shorter, one-year terms. The required Bylaw changes now require membership approval before being implemented this Fall.

The addition of two appointed Directors will add specific expertise or important perspectives to the Board's deliberations and strategic work and, in some cases, help to balance the Board's composition. Having access to short-term expertise in a specific ADR sector will serve to advance strategic projects, and external perspectives will align the Board with the many communities we serve. Appointed Board members will not always be drawn from our current membership, but they would be committed to advancing ADR in Alberta.

The membership is encouraged to review and support the proposed bylaw changes (including some administrative changes), and to engage in the AGM discussion and vote when brought forward for approval.

### **Proposed Bylaw Changes**

**Proposed bylaw amendments are highlighted:**

## **4.2 COMPOSITION OF THE BOARD**

The Board consists of:

- a. A minimum of 5 and a maximum of 9 Directors, not including the Past President and ADRI National Representative, as determined by the Board from time to time who are elected by the Full Members of the Society, or as otherwise appointed pursuant to Article 4.8;
- b. the Society's immediate past president. If the past president is unable or unwilling to serve, the Board may, but is not required to, appoint another past president of the Society, and
- c. the ADRI National Director elected by the Full Members of the Society.
- d. Up to two (2) non-elected Directors appointed by the Directors then in office, with terms that end at the conclusion of the next AGM. Such Directors would be invited by the Board to offer subject matter expertise or skills that will advance ADRIA's strategic goals, or offer

external/public perspectives to better inform the Board. Such Directors can be re-appointed or elected to the Board in accordance with this article or other articles that detail the Directors' eligibility and term limits.

e. Executive Director(s) in a non-voting capacity

### **4.3 DIRECTOR QUALIFICATIONS**

1. The following may not serve as an Elected Director:

- a. an individual who is not a Full Member;
- b. an individual who has served as an elected or non-elected Director for 6 or more consecutive years ending within 3 years before the date of the election;
- c. an individual who is bankrupt; and
- d. an individual who has been removed as a Director.

Except as provided in this Section, retiring Elected Directors otherwise eligible for election to the Board may be re-elected to the Board.

2. Appointed Directors must meet the same qualifications as Elected Directors, and retiring Appointed Directors otherwise eligible for appointment to the Board may be reappointed to the Board.

### **4.4 NOMINATING COMMITTEE**

1. The Nominating Committee is established as a standing committee of the Society and consists of at least 1 Director and at least 2 other Full Members appointed by the Board.

2. The Nominating Committee will prepare annually for the Secretary a list of qualified nominees for election as Elected Directors and National Director, equal in number to the

number of Board vacancies to filled, and they will be deemed validly nominated for election to the Board. In order to regulate the Board's size and its succession planning, the Board has the authority and responsibility to prescribe the number of vacancies to be filled by the Nominating Committee each year, and the length of term for each approved vacancy.

3. The Nominating Committee will endeavour to maintain gender balance and a balance of members from different areas of the province that represent different groups, organizations or individuals using or promoting ADR, however, the primary factor to be considered will be competency and ability to meet the Society's needs.

4. The list of qualified nominees will be sent to each Full Member at least 45 days before the AGM.

5. The Nominating Committee may also be asked for recommendations to fill the Board's non-elected positions.