ADRIA BOARD MEETING MINUTES – Dec 8, 2012

Calgary Alberta

Attending: Director Attendance: Chuck Smith; Alex Paterson; Wendy Hassen; Jim Bancroft; Donald Goodfellow (joined the meeting at 11:45) **via telephone:** Deborah Howes Regrets: Joanne Munro; Irene Bonifacio **Executive Directors:** Pete Desrochers; Erika Deines;

Meeting commenced at 10:08 am and was terminated at 3:00 pm

#	Topic\Title	Action	Ref Materials
1	**WELCOME & AGENDA REVIEW**		
1.1	Deborah Howes attended the meeting briefly (via telephone) and was welcomed.	**MOTION**: Moved by Jim Bancroft that Deborah Howes be appointed to the ADRIA Board. Motion seconded by Alex Paterson. Approved Unanimously	
1.2	**Review of Agenda - addition of any items** One item was added – 6.1- update on the ADRIC Conference.	**MOTION**: Moved by Alex Paterson that the Agenda be accepted as amended Motion seconded by Alex Paterson. Approved Unanimously.	
2	**MINUTES OF PREVIOUS MEETING(S)**		
2.1	**Review & Adoption of Previous Board Meeting Minutes**	**MOTION**: Moved by Jim Bancroft that the Sept 22nd Board Meeting Minutes be approved. Motion seconded by Alex Paterson. Approved Unanimously	Sept/22/12 Minutes
2.2	**Review of Executive Committee Meeting Minutes**	The Meeting Minutes from the November 12, 2012 Meeting were accepted as Information	Nov//12 Meeting Notes
3.0	**ACTIONS ARISING FROM PREVIOUS MEETINGS (Old Business)**		
3.1	**Transition** – The following are items to clarify regarding transition – based on ED membership advice in consultation with accounting professionals : - Sept 1 2012 is the date ADRIA commenced operations (Financial records) - The target is to have ADRIA and AAMS completely separated by Dec. 31, 2012	**ACTION: Pete** to discuss AAMS service provision after December 31st with Don in order to ensure arrangements are made for separation and any service provision complies with Revenue Canada requirements.	Cash Flow September 2012 – Feb 2013 AAMs to ADRIA Draft Asset purchase agreement

	- Important to ensure proper accounting of all transactions between ADRIA and AAMS - Cash Flows from AAMS to ADRIA – loan payments will start January 1, 2013 - Regarding services being performed for AAMS by ADRIA, Accounting advice is that a management service agreement would not be acceptable to Revenue Canada. As a result AAMS must contract separately for services they require - Services provided by ADRIA staff to AAMS cannot be charged to AAMS for 2012 - It is suggested ADRIA cease performing work for AAMS Jan 1, 2013.		
3.1.1	Asset Purchase Agreement / Year end Cash flow / Charges to ADRIA for Pete's time Karen, Erika and Pete met with the Auditor on Dec 6th. Regarding the Asset value – all the intellectual property will remain with AAMS (ADRIA will be re-writing the courses so this will not be a concern regarding program delivery) Auditor advised that CRA requires book value if it is higher than the market value ($16,000) – so the cost to ADRIA of the purchase of all AAMS assets must be $25,138.14. ($9000 higher than outlined in the draft agreement tabled with the board) This is not an insignificant amount considering ADRIA's total operating budget. ***Question:*** Are there Materials AAMS might want to keep? Are there assets ADRIA does not need or want? It was clarified that legally AAMS is not required to purchase all AAMS Assets. While a schedule of items was not provided to the Board, it was clarified that the key assets ADRIA is interested in are the items purchased from Lethbridge University in spring 2012 – the value at that time was about $20,000.	MOTION: **Moved by Alex Paterson to authorize the ADRIA ED's to purchase all the Assets from AAMS outlined in Schedule A of the draft Asset agreement for an amount up to $25,138.14 by December 31, 2012. Seconded by Jim Bancroft Approved Unanimously**	APA Agreement, AAMS/ADRIA Cash flow

	Will it be better for both organizations for ADRIA to purchase all the assets of AAMS? Recognizing that there is a significant amount of these assets that are outdated, not useful and will leave the task of disposal to ADRIA. It is important that ADRIA and AAMS need to terminate the relationship by December 31, 2012 – AAMS does not have the infrastructure to manage asset storage or disposal.		
3.1.2	**Transition Budget**: The costs have been identified as $48,553.00. This should be the final accounting	Received as information	Transition Budget Sheet
3.1.3	**AAMS / ADRIA relations** It was noted that our ongoing relationship is important. (The AAMS Board had a meeting December 5th and can share their thoughts are about this with ADRIA – Don was not in attendance at the meeting at this time so item was deferred).	**ACTION** Agreed that this be an ongoing agenda item on both Boards	
	BREAK		
3.2	**Strategic Plan** The Draft Strategic Planning document prepared by the Executive Committee was reviewed. It was noted that the focus shift from Education to Membership (and Education within that context) will be important as a business model for ADRIA in the future and this will set priorities for Operational decisions in 2013.	MOTION : **Moved by Alex Paterson to accept this strategic plan and the directions identified in principle Seconded by Don Goodfellow Approved Unanimously** **ACTION** – Wendy will incorporate the comments into a draft and circulate to the Board for comments prior to finalizing the plan	Strategic Plan 2013-2015 dated December 2, 2012
3.2.1	**Draft ADRIA Budget 2013** The draft budget assumes a fiscal year of January – December. (**See 4.1 below)** A budget is important and must be developed for the upcoming period	**ACTION : ED's and Alex will prepare a revised ADRIA Budget for the next meeting based on the fiscal year determined**	Profit and Loss statement ADRIA Jan – Dec 2013

	It was noted that some of the assumptions in the draft budget were not accurate\realisti0c and need to be revised (Example – projected income for December did not capture all dollars anticipated in contract income)		
3.2.2	AAMS Inc	**AGREED** – this matter remains with the AAMS Board	
3.3	Ethics / Rosters / Referrals Deborah Howes and Wendy Hassen indicated some concerns with the draft and hoped to have an opportunity to review them	NOT DISCUSSED DUE TO TIME CONSTRAINTS - Deferred	Code of Ethics, Ethic & Discipline Com, Selection Process
3.4	GST Issue with ADRIC	NOT DISCUSSED DUE TO TIME CONSTRAINTS - Deferred	
3.5	Conference and AGM	Related to Fiscal Year Question noted in item 3.2.1	
4.0	**REPORTS**		
4.1	Financial Report ***Question***: Does ADRIA want to change its fiscal year? ADRIA operations started on Sept 1st – should this be the new fiscal year? Bylaws state fiscal year is December 31 or any other date approved by the Board and that the AGM must be in the first half of the calendar year. (A special membership meeting would need to be called to amend the Bylaws) This question was not anticipated by the Board at this meeting. There may be implications we are not aware of in changing the fiscal year which we need to research This is important as it impacts AGM and Budget planning	**MOTION: Moved by Don Goodfellow to change the fiscal year to Sept 1, 2012 – August 31. Seconded by Alex Paterson** Motion tabled to seek more information on pros and cons. **ACTION:** Erika will create a list of factors to consider in changing the fiscal year from Jan – December to Sept to August and provide to the Board by December 13th The Board will review and provide their views via e-mail. If appropriate a Board motion and vote can be completed through e-mail – by December 21st. Information provided and Motion Defeated	**November Financial Statements**
4.2	ED – Education Report	NOT DISCUSSED DUE TO TIME CONSTRAINTS – Deferred	

		Reports to be circulated to the Board	
4.3	ED – Membership Report	NOT DISCUSSED DUE TO TIME CONSTRAINTS – Deferred Reports to be circulated to the Board	
5.0	**NEW BUSINESS**	**ALL**	
5.1	ED Performance Review Process	NOT DISCUSSED DUE TO TIME CONSTRAINTS - Deferred	
5.1.1	Board Members – Appointment of Treasurer, Governance Committee, Nominations Committee -Irene has resigned the Treasurer post. Alex will accept that responsibility for the remainder of the year.	**MOTION: Moved by Wendy Hassen that Alex Paterson be appointed as Treasurer. Seconded by Donald Goodfellow;** **Approved Unanimously** Governance Committee and Nominations Committee NOT DISCUSSED DUE TO TIME CONSTRAINTS - Deferred	
6.0	**OTHER ITEMS** ADRIC Conference update	DEFERRED DUE to Time Constraints	
6.1	**Timing of ADRIA & AAMS Board meetings** An Executive Committee meeting was set for Feb 2 (see Executive Committee Meeting notes). It may be necessary for a Board meeting to be held as soon in the new year as possible to determine a budget and complete some of the unfinished business today . This will depend on the fiscal year question	**ACTION: Erika -** As soon as the Board has determined the fiscal year, Erika will canvas the Board for meeting dates within timeframes necessary to move forward.	
6.2	**ADRIC CONFERENCE**	NOT DISCUSSED DUE TO TIME CONSTRAINTS - Deferred	
7.0	**NEXT MEETING**	**TBA – See 6.1**	