ADRIA BOARD OF DIRECTORS MEETING MINUTES
HELD IN EDMONTON AT THE ADRIA OFFICES
ON SATURDAY, 13 DECEMBER 2014

Attending: Wendy Hassen, C.Med; Jim Bancroft; Joanne Munro, C.Med; Stan Galbraith; Dolores Herman, Q.Med; Mike Hokanson, Q.Med; Angela Boyes, Q. Med.; W. Donald Goodfellow, C.Arb; Chuck Smith, Q.Med.; Paul Conway and Truus Souman, Secretary.
Morning only: Tammy Borowiecki, Q.Med, Q.Arb; Jennifer Warren, Q.Med.
Regrets: Jeff Jessamine, Q.Arb.; Barrie Marshall.

MEETING COMMENCES: 8:44 a.m.

1.0 Welcome and Agenda Review

1.1 Welcome/Call to Order

The President, Wendy Hassen, welcomed the other board members as well as the Executive Director, Paul Conway, and Truus Souman, Executive & Membership Coordinator for ADRIA, acting as Secretary in Barrie's absence.
For the morning session Jennifer Warren, Manager Marketing and Communications and Tammy Borowiecki, Director Professional Development were welcomed to the meeting.

1.2 Review of Agenda Items and Addition of Any Items

Agenda accepted as distributed.

2.0 Minutes of Previous Meetings

2.1 Minutes September 27, 2014 (regular meeting)
2.2 Minutes October 20, 2014 (ED contract)
2.3 Minutes November 25, 2014 (MoU policy)

There was a discussion regarding the Minutes of October 20, 2014 and November 25, 2014: Motion which, when conducted outside of a regular board meeting, must be signed by all directors.

Action: Barrie to propose a *Bylaw change for 2015* to allow for on-line and teleconference Board proceedings.

BOARD MOTION: It is moved by Chuck and seconded by Michael, that the minutes of the meeting of September 27, 2014, be approved. Motion approved unanimously.

BOARD MOTION: Motion by Mike to approve the contract in the form presented in the minutes of October 20, 2014 (ED contract), seconded by Dolores. Motion approved unanimously.

BOARD MOTION: Motion by Dolores to accept the MoUs in the forms presented, seconded by Joanne. Motion approved. Jim Bancroft and Don Goodfellow abstained.

3.0 *In-Camera* Session (Noting that every meeting will have the option of an in-camera session, the Board agreed to conduct an in-camera session around 3:00 pm)

3.1 2014 Annual Report on Success Indicators

The Executive Director, Paul Conway talked about looking back before looking at the future. Four Strategic directions are discussed in detail, with reference to the success indicators crafted last January. Discussion ensued throughout the presentation, with some points noted below:

- Membership numbers have never been higher. The Board congratulated the staff on this significant achievement.

-We will soon start the process for a new roster selection process. As an example, check Lawyerlocate.ca.

- There was discussion regarding how to handle referrals. Do we need a process for this? Who do we refer the public to; there cannot be favouritism. This also relates to rosters. Members on a roster need to be qualified. Look at some other provinces how they handle referrals. Having a process in place will take up a lot of admin time, without any return. People go to the internet themselves to find an arbitrator or mediator.

-Tammy: Courses from ADRIC are not ready; several provinces do not provide courses because they have no office staff. Logistical issues are still posing a problem.

-What serves ADRIA? How does ADRIA serve the membership?

Action: Chuck to track changes re provincial condo regulations.

The Executive Director and the entire ADRIA staff was thanked for the presentation, and for the realistic and honest assessment of successes, failures and unresolved issues experienced in 2014.

3.2 Strategic Planning Session (SPS)

Report of the Strategic Planning Session held on September 27 with Rick Moyse was provided to the Directors.

3.2.1 ADRIA Strategic Direction and Draft Strategies – December 11, 2014.

Are the strategic directions still the same? Discussion ensued.

BOARD MOTION made by Stan re the 4th strategic direction: Amend to: 'Strengthen the long term sustainability of ADRIA'. Chuck seconded. Motion carried. Don opposed.

Strawman Strategies were presented for Board discussion. The ED and other members of the Board stressed the need for focus.

Strategy 1: The ED to suggest which group to approach as our next target (Operational plan).

Strategy 2: Practising members and also new members (strategy 3). If this strategy is not done well, this will affect number 7 and other strategies.

Suggestion: Forward our newsletter to non-members.

Clarification re QMed and QArb. Who goes for the Q designations? Is it for a primary or secondary practise? The public does not know the difference between the Q and C designation.

Strategy 7: As soon as they have the Q designation, many members stop and don't carry on to the C designation. It is a big hurdle to get the C designation. It is not automatic people continue for their Chartered designation. Maybe the Q is not a stepping stone. Promoting designations to whom?

BOARD MOTION by Joanne to adopt strategy 1-10 and to add 11: Promoting high standards, ethics and professional standards to be built into the strategies. Seconded by Angela. Motion carried.

3.3 Presentation Marketing and Communications Plan

Jennifer presented the Marketing and Communications plan. Discussion ensued.

Jennifer offered to do a short social media orientation for the Board of Directors.

Action: Consideration of:

Do we need to remove the 'A' in ADR? Does our Vision need to be revisited?

The directors expressed their approval for the recommended Key Messages, and appreciation on Jennifer's Marketing and Communications Plan.

4.0 Business Arising

4.1 MoUs with ADR Not-for-Profits & Charities

PMAST MoU signed

Organizations of interest for future MoUs

Paul updated the directors on the MoUs. MoU with PMAST was signed. Who should we focus on next? Suggestions: ARJA, AFMS, LESA.

Action: Mike will follow up with LESA.

4.2 ADRIC/ADRIA Insurance issues

Paul gave an update. We have switched to Marsh Edmonton from Aon, and although the price is slightly higher, we are fully covered and compliant with our lease obligations at Concordia

Paul also updated the Board on his work on the ADRIC National Insurance committee, which is seeking to improve the coverage offered by Marsh Toronto, improve customer service, and offer discounts for Chartered Practitioners.

4.3 2015 ADRIC Conference

Date: October 28, 29, 30, 2015 in Calgary. In addition to Dolores, ADRIA still needs to identify one or two other key representatives for the Regional Conference Committee, to sit jointly with the National Conference Committee.

2015 ADRIA Elections, AGM & Orientation

BOARD MOTION made by Stan: Schedule a Virtual AGM on an evening, with the date to be set early 2015, and with the Board orientation session the next day. Election to be done electronically. Seconded by Chuck. Motion carried. (Note – subsequent on-line polling with the Board has set the AGM date as Friday evening June 5th, with the Board Orientation session to follow on Saturday June 6th. Location TBC.)

Election plus voting is all done online. The members elected will be announced at the AGM.

Lunch: 12:15 – 12:45 pm

5.0 Bylaw and Policy updates

5.1 Complaints Policy/Dispute Resolution

Paul discussed recent feedback from the Affiliates, as he is exploring policies from other provinces and comparing with ours. Paul will email our Lawyer directors a clause from a policy asking for feedback. Our policies should be in line with other provinces, and be aligned with the National policy.

Action: Complaints Policy to come back in January.

5.2 Board Policy Review

-Editing to the positive

-ED Review Process

Stan has begun the process of editing the policies to the positive, and sought Board concurrence for this approach He explained that ADRIA operates under the Carver model, but that the Carver model does not necessitate strictly negative language The ED needs to function with sufficient autonomy to execute his/her Operational Plan, as a direct reflection of the Board's Strategic Plan. The Board needs regular reports, and the opportunity to approve or not approve of ADRIA direction and activities. Discussion ensued.

Re the ED evaluation, it was agreed that the ED performance monitoring dates need to be looked at, using the annual Board cycle (roughly April to April) as the evaluation timeframe. Different evaluation criteria needs to be embraced – specifically references to Strategic & Operational

planning, ED Competencies, self-evaluation, and feedback from various sources (Board, peers, staff).

BOARD MOTION by Joanne: ED performance to be performed prior to the AGM. Motion seconded and carried.

Action: Dolores and Wendy to return in January with further ED evaluation guidelines, including compensation considerations. Stan will incorporate same into the Board policies.

6.0 Reports

6.1 President

The President, Wendy Hassen, acknowledged that a lot of items had already been presented and discussed in the meeting. She reported re her attendance at the ADRIC Conference in Montreal in October. Our MoU with ADRIC is not up to date. Wendy would like to raise this topic with ADRIC at the next Presidents' Round Table. The MoU is on BoardSuite. Also compare ours and ADRIC's website to reduce duplication.

6.2 Executive Directors Report

The Executive Director summarized the contents of his report (posted on BoardSuite).
The ED also reported the ADC selected Adam Letourneau to replace Jim Willson. A letter of appointment will be forwarded to him. Paul also reported that with Jennifer on staff, the ADRIA newsletter now goes out monthly on the first Wednesday of the month (the submission deadline is the end-month prior).

6.3 Treasurer's Report

Mike Hokanson summarized the contents of his report (posted on BoardSuite).

-Revised cheque signing procedures are working well.

-2015 Budget was presented.

Last year's budget structure is fundamentally different than our 2015 budget.
At this moment there is more money in the bank than last year this time. AAMS loan is paid off. The structure of the budget is totally changed to make it clearer. One document provided to the

Directors is the Actual Baseline budget 2015. The other document is a reflection of our goals for 2015. Both documents are on BoardSuite.
Paul added some comments and also added additional details re the budget to his ED report.
It is prudent to budget for stability, but we strive to do better. We won't have conference income this coming year (although we still list the conference as an annual expense), and we need to spend money on a new website as a priority.

BOARD MOTION:
It is moved by Angela and seconded by Don, to accept the Treasurer's Report. Motion approved unanimously.

BOARD MOTION:
It is moved by Stan and seconded by Joanne, to accept the stable 2015 Budget and endorse the higher goal budget. Motion approved unanimously.

6.4 Governance Committee

Stan Galbraith recommended the formation of a Nomination Committee for the 2015 elections.. Angela and Paul accepted to join Stan and be part of the Nomination Committee.

BOARD MOTION made by Stan: That Stan, Angela and Paul are the Nomination Committee. The Committee has power to add to the committee if required. Seconded by Joanne. Motion carried.

See Bylaws for procedure.
Action item: Stan will craft wording regarding the election for the February newsletter. An early call for nominations and/or expressions of interest would be issued in January.
It was mentioned that an evaluation of the Board needs to be done yearly. Last year's evaluation will be put on BoardSuite.

6.5 Board Committees/Task Force

Joanne and Wendy reported on the Task Force. It is anticipated that the Task Force will deliver its recommendations in March or April 2015. The report of this Task Force is available on BoardSuite. They hope to have more in early 2015, notably in regard to the membership survey.

6.6 ADRIC Representative

Chuck Smith reported that the ADRIC minutes were put on BoardSuite. He touched on several items in the minutes.

-CEE credits of Ontario definitely influence the national credits.

-Membership categories across the country.

-Insurance issue. What about lawyers?

- ADRIC Board members to declare a conflict of interest and to sign a document.

7.0 New Business

No New Business items for this meeting.

8.0 Learning Opportunities

A training session on Social Media interaction will be scheduled for the Board (Jennifer).

9.0 Link to Membership, Events & Opportunities

9.1 Content of next 'On Board' – January 2015

-Kick off the year message.

-New strategic directions.

9.2 Invitations to Board Dinner January 30, 2015

With the Canadian BAR Association meeting in Edmonton end-January, can we move the January 2015 Board of Directors meeting to Edmonton? After discussion, this was approved. .

Dinner at La Boheme was requested for the Friday night.

Mike gives his regrets for the January meeting, he will be out of the country.

The April 17, 18, 2015 meeting will be in Calgary.

Who should we invite any guests to join the Board for dinner?

9.3 2014 Expired Full ADRIA members

This list contains the full members that did not renew in 2014. December not included, but will be updated at year-end for later reference.

9.4 Calendar Review

The dates on the agenda were reviewed, and Board members were encouraged to make an appearance at any such ADRIA and/or ADR activities.

10.0 Board of Directors Calendar

January 30 and 31, 2015 in Edmonton.

Opportunities to engage others for dinner or meeting? Recommendations?

11.0 Adjournment at 3:30 pm