ADRIA BOARD OF DIRECTORS MEETING MINUTES
HELD IN CALGARY
ON SATURDAY, OCTOBER 31, 2015

Attending: Stan Galbraith, C. Med; Wendy Hassen C. Med, C. Arb; Joanne Munro, C. Med; Alasdair MacKinnon C. Med.; Paul Conway (Executive Director); Chuck Smith, Q. Med; Michelle Simpson, C. Med., C.Arb.; Barrie Marshall, Q.C. (Secretary); and Dolores Herman, Q. Med;

Regrets: Mike Hokanson, Q. Med (Treasurer); W. Donald Goodfellow, Q.C., C. Arb.; Jeffery Jessamine, Q. Arb;

MEETING COMMENCES: 8:07 a.m.

Prior to addressing the formal agenda items, each member expressed his or her opinion respecting a highlight or highlights of the ADRIC conference.

Alasdair MacKinnon – "Good blend of programs"

Stan Galbraith – The President's round table caused him to believe that the organization has a sense of vision and enthusiasm for the successful conclusion of a Memorandum of Understanding.

Barrie Marshall – Learning, from the ADRIC/ADRIA dinner on Thursday evening, of the Quebec organization's ADR initiative regarding the construction industry in Quebec.

Joanne Munro – Excellent rich program.

Paul Conway – The "ADRIC Talks" programs were both informative and creative.

Wendy Hassen – The Memorandum of Understanding discussion was excellent but highlighted the fact that achieving an MoU will be a "bit of a journey" in that there are still many things to work through.

Dolores Herman – Found the ADRIC Board Members very high energy and committed to ADRIC's objectives. She found, however, that there could have been greater content on workplace issues in the conference program.

Michelle Simpson – Thoroughly enjoyed Dennis Edney's address on Friday afternoon but expressed concern about the fact that a physical gift was presented to him as opposed to a charitable donation being made on his behalf.

Stan Galbraith – Suggested that something should be done to express ADRIA's thanks to ADRIA staff and other volunteers who assisted with the conference. It was agreed, in this regard, that a personalized thank-you card would be sent to each of those individuals. Collectively, the Board agreed that the minutes should reflect that ADRIA expressed its thanks for the efforts of ADRIC in promoting and organizing the ADRIC Conference.

Formal Meeting Commences

1.0 Welcome & Agenda Review

1.1 & 1.2 Welcome/Call to Order & Review of Agenda Items and Addition of Any Items

The President, Stan Galbraith, opened the meeting and asked whether there would be any further items to the agenda. There were no such additions to the agenda.

BOARD MOTION:

It is moved by Barrie Marshall, and seconded by Stan Galbraith, to approve the agenda as amended. Approved unanimously.

2.0 Minutes of Previous Meeting(s)

2.1 September 18/19, 2015 (Board meeting)

2.2 October 13, 2015 (Board Discussion/Teleconference)

Michelle Simpson expressed some concern about the lack of reasons in the minutes from the Board's Conference call on October 13, respecting the selection of J. B. Isaacs as the ADRIA representative on the Arbitration Designation Committee. After some discussion, the Board Members agreed that the meeting minutes should not reflect the reasoning of the Board, although the wording "more appropriate candidate" might not be the best way to have expressed the selection of Mr. Isaacs.

BOARD MOTION:

It is moved by Joanne Munro, and seconded by Barrie Marshall, that the minutes of the meeting of September 18/19, 2015 be approved. Approved unanimously.

BOARD MOTION:

It is moved by Joanne Munro, and seconded by Barrie Marshall, that the minutes of the conference call of October 13, 2015 be approved. Approved unanimously

3.0 Declarations of Conflict of Interest

No member expressed having a conflict of interest respecting any of the agenda items.

4.0 Business Arising

4.1 Strategic Planning Session (SPS) – Success Indicators

New webpage – Vision, Mission & Values

The ED advised that the document "ADRIA Strategic Directions & Strategies – September 2015" had been updated to reflect the Board's discussions and agreement respecting the 9 strategies for 2016.

BOARD MOTION:

It is moved by Joanne Munro, and seconded by Michelle Simpson, to approve the "ADRIA Strategic Directions & Strategies – September 2015". Approved unanimously.

The ED then presented, for discussion, the staff's "proposed 2016 Success Indicators" and explained the rational behind the selection of these indicators.

Dolores Herman suggested adding the word "corporate" after "organizational" in the second bulleted item under the heading "Developing Revenue Streams".

Wendy Hassen stated that the success indicators should, if possible, be measures of outcomes as opposed to "outputs". She acknowledged that, while tracking may be difficult at times, it is

extremely important, for example, to track the nature and number of website hits and the number of initiatives ADRIA may have been invited by government in which to participate.

The ED pointed out that the number of calls received by ADRIA are not necessarily a proper success indicator given that, if the website is well designed and well used, there will be fewer phone calls to ADRIA.

#2 “Develop new revenue streams”, the ED will baseline 2015.

Michelle Simpson indicated that it would be important to ADRIA to know what efforts were most successful respecting this item.

#3 “Increase the value of ADRIA/ADRIC membership to new and practicing ADR professionals”, Stan Galbraith suggested that, when a member renews his or her membership, he/she should be given an opportunity to provide feedback on his/her satisfaction and that there should be open-ended questions provided to the memberships for a more fulsome feedback in this regard.

Wendy Hassen indicated that these measures of satisfaction will drive the Board’s actions.

Joanne Munro stated that there was a need for measuring what is done to drive satisfaction.

The ED suggested that any ADRIA survey should include questions about the level of satisfaction amongst ADRIA membership regarding ADRIC.

#4 “Increase the ADRIA’s Profile: Wendy Hassen stated that this needs to be a targeted effort. To this the ED responded that this is why the various organizations are listed.

Michelle Simpson stated that the Canadian Bar Association needs to be included.

Both Wendy Hassen and Michelle Simpson made the suggestion that there may need to be a marketing committee struck in this regard.

There was also some discussion regarding the need for a separate list of "Board operations" items.

ACTION ITEM:
The ED will prepare an operational plan identifying the division of roles and responsibilities of staff and Board members.

#5 "Promote charter designations, internally and externally". There was no discussion respecting this item.

#6 "Prove leadership to strengthen Alberta's ADR community". Michelle Simpson advised the Board of a comment that had been made to her during her participation in the discussions on the ADRIC Roster Development Committee that she should consider herself a national representative on the committee as opposed to an Alberta representative. This issue would be further discussed under agenda item 7.3.

#7 "Promote ADR training and the Q. designations as a valuable secondary qualification". There was no discussion respecting this item.

#8 "Maximize the potential of technology". Stan Galbraith suggested that any measurement in this regard should be a reflection of the use of available technology.

#9 "Adopt best business practices". There was no discussion respecting this item.

BOARD MOTION:
It is moved by Alasdair MacKinnon, and seconded by Barrie Marshall, to approve the list of Success Indicators as proposed and amended by the Executive Director. Approved unanimously.

4.2 MDC/ADC Committee member selection
Conflict of Interest discussion

BOARD MOTION:

It is moved by Joanne Munro, and seconded by Barrie Marshall, to accept J. B. Isaacs on the Arbitration Designation Committee and Cecile Schultz on the Mediation Designation Committee.

Michelle Simpson expressed concern regarding the lack of available information on conflicts of interest.

ACTION ITEM:

The terms of reference of these committees to be put up on the ADRIA website.

ACTION ITEM:

The December ADRIA newsletter should include information about what the Board has done to protect against conflicts of interest and otherwise exercise due diligence in committee membership selection.

4.3 ADRIA Logo confirmation

Concern was expressed about the lack of ADRIC consultation with the other regions and, otherwise "top down" direction from ADRIC on implementation and rules of use of the logo. ADRIA has, however, been advised that these rules are still in flux and under discussion.

The ED advised that he has personally expressed the Board's concerns in this regard. The Board agreed, however, that the concerns should likely be expressed in writing, but that it also be made clear that ADRIA definitely supports the initiative of having a national brand.

4.4 Societies Act review (ALRI)

The ED reported that the letter responding to the Alberta Law Reform Institute is nearly done and will be finalized in time for the November 17 conference call. Michelle Simpson offered to provide her comments regarding the language important to ADRIA.

The Board agreed that, when the letter sent, it should be sent to ADRIC and the other affiliates in keeping with the expressed desires of ADRIC and the affiliates to improve communications between those organizations.

4.5 Conference calls for Board of Directors

The next conference call will be on the November 17. The members agreed that the conference calls are a useful addition to Board operations in terms of moving agenda items forward but that it was important that these calls do not extend beyond one hour.

5.0 Bylaw and Policy Updates

5.1 Board Policy Review

The Board members discussed the latest version of the revised Board Policies.

ACTION ITEMS:

Stan Galbraith to prepare a further revised set of Board Policies reflecting the discussions and agreement amongst the Board members respecting those revisions.

Dolores Herman will ensure that the updated Vision and Mission are included in the Board Policies.

Dolores Herman will also review the monitoring dates with respect to the policies respecting the appropriateness of those monitoring dates.

BREAK

MEETING RESUMES

Regrets: Mike Hokanson, Q. Med (Treasurer); W. Donald Goodfellow, Q.C., C. Arb.; Jeffery Jessamine, Q. Arb; Barrie Marshall, Q.C. (Secretary)

6. Reports (*mandatory)

6.1 President

6.2 ED *

The ED presented his report: The ADRIA staff is focused on tightly controlling costs.

Michelle suggested a grant application for roster development, maybe to the Alberta Law Foundation.

ACTION ITEM:

Paul advised that ADRIA will develop an application for the AB Gaming Commission for a casino license.

ADRIA is runing a deficit of between $10,000 & 15,000.

_____ staging an Edmonton networking event on November 25.

Support to ADRIC conference was costly for ADRIA for both staff and volunteers. A debrief will be provided by ADRIC to ADRIA.

6.3 Treasurer's Report

The Treasurer's Report was presented.

BOARD MOTION:

Moved by Alasdair MacKinnnon, and seconded by Wendy Hassen, to adopt the ED and Treasurer's reports. Approved unanimously.

6.4 Governance Committee

Dolores Herman reported that a nominations committee needs to be formed.

6.5 Board Committees/Task Forces

Mediation Advocacy Task Force

Joanne Munro advised that the Task Force is currently working on a fifth draft. She is waiting for feedback from Task Force members, following which there will then be a Task Force meeting to finalize the report. The Task Force will then present the report at the January Board Meeting.

ADRIC/ADRIA MOU

Wendy Hassen reported that there will be a meeting in December to develop components to be included in the MOU.

The Board members agreed that it is appropriate to approach ADRIC's President to clarify the role of ADRIA representatives on ADRIC committees. It is the belief of ADRIA that the role of its representatives on ADRIC committees is to represent ADRIA's interests. There is a need for terms of reference to define these roles as well as the objectives of the committees. The Board will refer to this the MOU Committee for consideration.

7.0 New Business

7.3 Board ADRIC Committee Assignments

ACTION ITEM:

All Board members should review the list of ADRIC committees and decide which ones they would like to be involved in committees and then advise the Board in this regard at the January Board Meeting.

7.4 Evaluative ADR – tabled to next meeting.

7.5 AAMS Member on ADRIA Board - tabled to next meeting.

9.1 Content of next 'On Board'

Stan Galbraith will write an article for On Board thanking all the volunteers for their hard work at the ADRIC conference.

10 Calendar Review

The dates for the conference call and further Board Meetings, as listed in the agenda, were confirmed.

Meeting Adjourned: 3:00 p.m