ADRIA BOARD MEETING MINUTES -DRAFT

Friday/Saturday, January 11/12, 2013 Edmonton

Attending: Director Attendance: Alex Paterson; Chuck Smith; Deborah Howes; Irene Bonifacio; Joanne Munro; Wendy Hassen; **Executive Directors:** Pete Desrochers; Erika Deines

Regrets: Jim Bancroft; Don Goodfellow

Meeting commenced at 7:00 pm

#	Topic\Title	Action	Ref
1	**WELCOME & AGENDA REVIEW**	**Chair**	
1.1	Deb Howes was welcomed to the Board	MOTION: Moved by Deborah Howes to approve the agenda. Seconded by Joanne Munro. Approved Unanimously	
2	**MINUTES OF PREVIOUS MEETING(S)**	**Chair**	
2.1	Review & Adoption of Previous Board Meeting Minutes / identify previous agenda items not yet addressed	MOTION: Moved by Alex Paterson that the minutes be approved as amended, seconded by Irene Bonifacio. Approved Unanimously	Att 1-Dec 8 ADRIA Meeting minutes
2.1.1	Acceptance of email vote and motion to be included in previous minutes.		
3.0	**ACTIONS ARISING FROM PREVIOUS MEETINGS (Old Business)**	**ALL**	
3.1	**Governance Committee** • Chair & committee members to be determined • All Board members are up for re-election -this is ADRIA's first AGM • Information needs to be provided about how the Board operates for potential nominees **Board Evaluation** ***Question:*** *Board Evaluation - is this something we need to do this year?* • The Board needs a discussion about governance - roles and responsibilities of Executive members so they are clear • Board meeting support and preparation, roles of ED and President were discussed	MOTION: Moved by Joanne Munro that Deborah Howes be appointed at the Chair of the Governance Committee. seconded by Wendy Hassen Approved Unanimously MOTION: Moved by Deborah Howes that Alex Paterson, Pete Desrochers and Deborah Howes be appointed as the 2013 Board nominating Committee, seconded by Joanne Munro. Approved Unanimously Alex subsequently indicated time constraints prohibited him from taking on this task. MOTION– Moved by Deborah Howes that the Nominating committee will include Jim	Att#2 Gov Comm TOR

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	Nominating Committee - A nominating committee will need to be established as soon as possible. - The Committee will work from the bylaws & AAMS policies adopted by ADRIA	Bancroft (if he accepts this appointment) and if he does not, Chuck Smith will be appointed to the nominating committee. Seconded by Joanne Munro. Approved Unanimously MOTION: Moved by Deborah Howes that ED Membership is charged with obtaining the needed resources to appropriately prepare for and support Board meetings. Seconded by Wendy Hassen. Approved Unanimously	
	Reconvene 9:10 am	**Chair**	
3.2	**2013 ADRI Conference & AGM** • People in Calgary have indicated interest and a committee is in place to plan the Conference. • A later AGM given timing would be conference should be in late May or Early June • ED's have identified some people who may be potential speakers • The possibility of holding the AGM without a conference this year was discussed in previous Board meetings and it was determined that a Conference may not be realistic this year given our tight timeframes. • Consider announcing a conference date for 2014 at AGM - Exploring partners was identified as important and consistent with our strategic plan	MOTION: Moved by Joanne Munro that the AGM be held on Thursday May 23 or June 6th with remote access to various locations if possible which will include the business meeting and a social element\speaker as determined by the ED's\ committee. Seconded by Alex Paterson. Approved Unanimously **ACTION: ED's** - To explore venue. Etc. and select the date for 2013 AGM as soon as possible. - To explore an appropriate date for 2014 ADRIA AGM and conference and consider partnerships with other organizations such as Kara Stoke, HRIA for the 2014 and **report at the next Board meeting**	
3.3	**Treasurer's Report – 2012** 2012 budget for Sept 1-Dec 31(a 4 months) $28,000 deficit in 2012 identified -funded by loan with AAMS -for repayment in 2013. Private contracts revenue are less than projected. Work delayed to 2013 in part due to the transition to ADRIA and the need to rewrite contracts.	Report accepted as information	Att #3

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3.4	**2013 Draft Strategic Plan** A revised ADRIA Vision statement was discussed and agreed upon *ADRIA is the strongest and most vibrant Appropriate Dispute Resolution membership organization in Canada, recognized for advancing excellence in the profession and its professionals.* Success indicators \ targets determined **2013 Draft 2013 Budget.** The draft budget was discussed and the following items were identified that require further clarification\review: - Membership Administration Fees - AAMS Loan Repayment - Board expenses after Exploring holding Board meetings electronically and setting a 2013 Board schedule - Adjustments given success indicators	MOTION: Moved by Deborah Howes that the Strategic Plan changes discussed be adopted. Seconded by Joanne Munro Approved Unanimously MOTION – Moved by Deborah Howes that the budget be returned to the ED's for further work for approval at the next Board meeting. Seconded by Alex Paterson. Approved Unanimously	Att #4 Draft Plan Att #5A Revenue Streams Chart Att 5B Draft Budget
3.5	**ED Review Process**	MOTION: Moved by Deborah Howes that the review team proceed as outlined. Seconded by Joanne Munro. Approved Unanimously	Att#6A –B Process and Job Desc.
3.6	**Rosters – Selection Process & Committee Referrals** Amendments discussed: - Ensure Board\Committee members are not excluded from identifying ADR providers privately – policy applies to official ADRIA requests - Information supplied for Rosters and Referrals to be addressed separately **Ethics & Discipline –Procedures**	MOTION: Moved by Deborah Howes to approve the **Roster Selection Process** as amended. Seconded by Joanne Munro. Approved Unanimously. (Ethics and Discipline were not discussed)	Att#7 Draft Process
3.7	AAMS / ADRIA Relations – Rent and Resources fees to be charged to AAMS	MOTION: Deborah Howes moved to approve in principle that we will charge AAMS for services and ED's to negotiate an appropriate amount on behalf of the Board. Seconded by Alex Paterson. Approved Unanimously	Att#8 Service proposal

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4.0	**NEW BUSINESS**	ALL	
4.1	ED Education Report	**MOTION** Deborah Howes moved to accept the ED reports as information. Seconded by Joanne Munro. Approved Unanimously	Att#9 and 10 - ED Reports
4.2	ED Membership Report		
5.0	**BOARD CALENDAR REVIEW & UPDATE**		
5.1	Dates for future Board meetings were set - March 2-23 - May 23 or June 7 –AGM - June 21\ 22 - Sept 27-28 - Nov 22-23	**ACTION:** - ED's determine AGM date as soon as possible - ED's to consult with Calgary Board members to determine availability and determine if Calgary or Edmonton meeting location - Executive Committee will review and discuss the topic of Roles and Responsibilities	**Att 11** Board Calendar Template
8.0	**NEXT MEETING**	**ALL**	
	Date: **March 22-23** Time: TBA Location: TBA Items noted to discuss at the next Board meeting: - Budget - Nominating Committee Report ED Review - AGM Preparation	**ACTION:** ED Membership will check with Don and Jim Bancroft about availability prior to setting a meeting location (Calgary or Edmonton)	
	Parking Lot Items - The Following were identified as items for future discussion: - Ethics and Discipline Procedures - Roles\Responsibilities of Board (as a Governance Board) , Board Executive and the Executive Directors - Real Estate Council Roster (Ended in November 2012) - CAMVAP – how fits into our Strategic Plan – HR issues in the future - How requests for Referrals by ADRIA office staff are addressed - HRI Board member in future - Board Expense Coverage Policy (to be addressed in 2013 budget discussion)		
Meeting Terminated 2:45 pm			