ADR Institute of Canada, Inc.
Institut d'Arbitrage et de Médiation du Canada Inc.

In Person Board of Directors Meeting

ADR Institute of Canada
October 26, 2013
Intercontinental Conference Centre, Toronto

Present as indicated: X ; meetings missed ( )

Executive:

X Glen Bell
X Mary Comeau
X Derek Lloyd
X Jim Musgrave
X Jeffrey Smith

Directors:

X Stephen Antle
(1) Thierry Beriault
X Randy Bundus
X Andy Butt
X Michael Erdle
X Shawn Irving
X Jim McCartney
X David McCutcheon
X Paul McMullan
X Louise Novinger Grant
X Chuck Smith
(1) Karim Sunderji
X Anne Wallace

Staff:

X Mary Anne Harnick (Secretary)
X Janet McKay

1. Call to order The meeting was called to order at 9:00 a.m. **2. Welcome** President Jim Musgrave welcomed everyone, including incoming Directors Shawn Irving, Paul McMullan and Chuck Smith, and returning Director Anne Wallace.	ED to update and Board list and circulate.

3. Agenda Chuck Smith moved approval of the agenda. Seconded by David McCutcheon. **Motion Carried.** **4. Election of Officers** Randy Bundus moved, seconded by Bill Hartnett, approval of the 2013-14 Executive: Jim Musgrave President Glen Bell Vice President Derek Lloyd Vice President Mary Comeau Vice President Jeffrey Smith Treasurer Secretary Mary Anne Harnick **Motion carried.** **5. Board Minutes** Jim McCartney moved approval of the minutes of September 3, 2013**.** Seconded by Stephen Antle. **Motion Carried.** **6. Executive Minutes** The Executive minutes of September 26, 2012 were accepted as information**.** **7. Treasurer's Report** Treasurer Jeffrey Smith provided an update on the finances to date. There then followed a discussion on whether conference sponsors should be entitled to receive a list of conference attendees. It was agreed that the ED would make inquiries with outside counsel concerning how this might be accomplished without infringing privacy rules. **8. Executive Director's Report**	ED to solicit opinion from ADRIC's outside counsel and report to the Board, including any proposed updates to the ADRIC privacy policy.

a. Conference Detailed report to be provided. **b. Resolutions enacted by the Board:** **Resolution 2013-2:** **RESOLUTION TO APPROVE INCREASE IN COST OF LEASEHOLDS** The Board has approved the Executive's recommendation and agreed to increase the size of the existing ADRIC office by 438 square feet, with a resulting increase in monthly rent of $484.15 (all-in, including HST), subject to (a) ADRIO paying the same increased monthly rent, (b) the landlord covering the cost of all renovations at the landlord's sole cost, and (c) a lease amendment satisfactory in form to the President and the Executive Director. **Resolution 2013-3** **RESOLUTION RE: RECORDING OF CONFERENCE SESSIONS** The Board has approved the Executive's recommendation and agreed to proceed (on a "test basis" for 2013) with recording eight (8) sessions at the 2013 national conference, at an aggregate cost of $9,000 (including HST and one year of hosting), with these recordings to be priced, pre-sold at the conference and sold afterwards in various ways, subject to review and recommendations from the Executive Director based on this experience, well ahead of the 2014 national conference. **Resolution 2013-4** **RESOLUTION RE PURCHASE OF WEBCAM** The Board has approved the Executive's recommendation to split equally the cost of a $3,200 plus applicable taxes webcam with ADRIO. The ADRIC cost will therefore be $1,600.00 plus applicable taxes. **c. Training Task Force** All policies and forms have been approved by the Training Task Force. To date, members of the Task Force have reviewed the	Janet McKay to provide conference report for November 22 Executive meeting.

Mediation Course and provided feedback to ADRIA. The Arbitration Course and the two (2) Train-the-Trainer Courses have not yet been provided to the Task Force. **a. Elder Co-ordination Task Force** Our representative, Resa Eisen, has had a death in the family. The ED hopes to receive an update from her on the Elder Co-ordination Task Force for the next Board meeting	**ED to follow up on report for Elder Co-ordination Task Force.**
b. Toronto Commercial Arbitrators Society Morgan Horst has been asked to prepare a plan and quote for how we might perform the invoicing for TCAS. **c. Chartered Institute of Arbitrators** Doug Cutbush of The U.K. organization Chartered Institute of Arbitrators has inquired about the possibility of our doing administration for CIA when and if they open a Canadian Branch. It was suggested that CIA are, in fact, competitors and caution should be exercised with respect to providing administrative services. It was agreed that the question of developing a relationship with CIA should be referred to the Executive Committee.	**ED to research and provide recommendations to the Executive for consideration.**
d. Surveys To be discussed as part of the Strategic Plan. **e. Technology Improvements Including Online Applications** The ED provided a list of "tweaks" and estimated costs for each, required to customize the technology to perform ADRIC's administration more efficiently**.** Jeffrey Smith suggested that an IT professional should be added to the IT committee to assist with future planning.	**IT professional to be added to IT committee to help**

f. National C.Med and C.Arb Audit and Appeal Committees - to be appointed	**anticipate future needs.**
g. AIF Tax Return	
The accountants have reported that they are "trying to determine if it would be best for AIF to file the return under the Voluntary Disclosure Program." The accountants advise that "there are various benefits and risks from doing this". At the end of the day, the returns will be filed but they want to minimize any potential penalties or future liabilities the trust would be exposed to. ED continues to follow up on this matter.	**ED to continue follow-up with accountants.**
h. Marketing Committee	
Co-Chairs Jim McCartney and Bill Hartnett met to discuss developing a proposal for funds from AIF for the *ADR* Perspectives e-newsletter for corporate consumers, as suggested by the AIF trustees. The Co-Chairs indicated that they would work on a proposal once they were in receipt of quotes and cost estimates for the first year including marketing costs. ED agreed to provide these costs. Bill Hartnett reported that he is aware of senior practitioners interested in serving on the editorial board.	**ED to provide Marketing Co-Chairs with cost estimates and marketing costs for first year of e-newsletter.**
i. TCAS booth at ICCA Conference	
Follow-up with David McCutcheon.	**ED to follow up with David McCutcheon**
9. Regional Updates	
British Columbia Glen Bell advised that the Q.Arb is very popular in British Columbia, and has given e members a new reason to join. Ongoing initiatives in British Columbia include: • An ethics advisory panel • Expanded training programs as a result of the new Family Law Act	

• Creation of a Certified Family Arbitrators designation that has been granted to half a dozen members • Training in arbitration principles for parenting coordinators. **Alberta** Chuck Smith advised that Alberta has successfully navigated some rough waters and created the ADR Institute of Alberta, transferring all charitable activities to AAMS. A new board of directors was elected at the 2013 AGM, with Jim Bancroft as President. They have separate executive directors for each of AAMS and ADRIA. Strategic planning includes expanding into human resources and work on the National Training Programs. **Saskatchewan** Scott Siemens reported that turnover on the ADR Saskatchewan board has resulted in renewal, with increased leverage through Brenda Lesperance. ADR Saskatchewan has presented training sessions on facilitation that have led to increased membership. Current initiatives include: • Contract relationship with Metis to administer appeal program relating to Metis status • Consideration of a class of corporate members where employers may have multiple potential members • Developing relationship with Collaborative Law Association of Saskatchewan. **Manitoba** Paul McMullan reported on the work being done by the new board of the ADR Institute of Manitoba (or "**ADRIM**"). The new board is seeking a level of parity between arbitrators and mediators to ensure both communities are well served. ADRIM will select the administrative services they require from	

ADRIC. Derek Lloyd asked if the assets of AMIM would be transferred to ADRIM. While there have been some verbal assurances from the AMIM president that some $8,000 now with AMIM would be transferred to ADRIM, the outcome is uncertain.	
Jim McCartney moved and Bill Hartnett seconded a motion authorizing the Executive to provide ADRIM with $5,000 on receipt of a plan of action and budget from the ADRIM board. **Motion approved,** Paul McMullan abstaining**.**	**$5000 to be provided to ADRIM on receipt of plan of action and budget.**
Jim McCartney moved and Bill Hartnett seconded a motion to issue a demand for payment of the $8,000 from AMIM. **Motion approved,** Paul McMullan abstaining.	**Jim Musgrave to demand $8,000 from AMIM, worded as a reminder.**
After much debate, Jeffrey Smith moved, and Bill Hartnett seconded, a motion to continue the national fee holiday until July 1, 2014 and invoice members for 50% of the national fee from July 1 to December 31, 2014. **Motion carried** with 2 opposed and Paul McMullan abstaining.	**Manitoba members to be charged national fees for half year as of July 1, 2014.**
Ontario Michael Erdle reported that ADRIO membership (including associate, retired and student members) is now over 1000. Based on surveys and focus groups involving ADRIO members and others in the ADR Community, ADRIO has concluded that branding and increased awareness, not only of ADRIO but of ADR generally, is a priority.	
Ontario is working on a strategic plan. It was agreed that the Ontario and ADRIC strategic plans should be exchanged upon completion.	**ADRIO and ADRIC to exchange strategic plans upon completion.**
IMAQ David McCutcheon reported that the ADRIC/IMAQ relationship is very positive and there is tremendous potential for increased membership in Quebec.	

David McCutcheon moved, and Bill Hartnett seconded, a motion to approve the proposal memorandum and MOU between ADRIC and IMAQ provided in the Board Package. **Motion approved.** **ADR Atlantic** Andy Butt reported that ADR Atlantic has increase from 35 in 2007 to 100 last year at this time and is now at 125. The increase in fees has not had a negative impact on membership. ADR Atlantic currently has 45 members with designations and 25 applications to process. ADR Atlantic continues to draw people to various locations by providing strong professional activities with an increase in membership each time.	
10. Meeting Schedule and Winter Meeting in Toronto The meeting schedule was provided in the Board package. It was agreed that the winter meeting would take place in Toronto January 23-25, 2014. It was agreed that ADRIC 2014 would take place in Quebec.	**Winter Meeting dates: January 23-25, 2014.** **ED to open conversations with conference planning committee.**
11. Strategic Planning The Strategic Plan will be the principal topic at the January meeting.	
12. New By-Laws Randy Bundus moved, and Derek Lloyd seconded, a motion to approve the updated By-Laws in principle. **Motion approved**. Randy Bundus moved, and Derek Lloyd seconded, a motion to approve the articles of continuance. **Motion approved.**	**ED to work with Randy Bundus re plan for member approval of by-laws, filing notice of continuance etc.**
13. National Gold Standard Courses	

Anne Wallace expressed her thanks to Mary Satterfield, who chaired the Training Task Force in Ms. Wallace's absence, and who will continue to act as Co-Chair of the Task Force with Anne Wallace. ADRIC is in receipt of both the Mediation Course and the Arbitration Course, a mock-up advertisement to publicize the courses as they are given, and a Trainer's Workbook. The Training Orientation Manual is almost finished. Training forms and policies have been finalized and approved. The Training Orientation and advertising piece will be completed in the next few weeks. Regional affiliates will have to decide if the affiliate will deliver the programs, if the affiliate will license trainers to deliver the programs, or if the region wants to have the course delivered by an institutional trainer such as a university or community college. Next steps include completion of the following so that first delivery of courses can take place in late Spring 2014. • Communicating the availability of the courses to the regions so regions can publicize courses to members who may then apply to be trainers • Offer the mandatory Training Orientation, which will be available on-line at a specified time. It was suggested that courses offered by IMAQ should also be considered Gold Standard courses. **14. Arbitration Cases** Jim McCartney moved, and Bill Hartnett seconded, a motion not to allow administration of the National Arbitration Rules to be delegated to affiliates. **Motion approved**. ED will investigate ADRIC's ability to appoint an arbitrator within 24 hours in emergencies. The Board will then decide if it wishes to provide those services. **15. Adjournment**	**ED to communicate decision re delegation of administration to Rules Committee** **ED to determine if ADRIC has capacity to appoint**

The meeting adjourned at 2:00 p.m. ET.	**Arbitrator in 24 hours. ED will report to the Board.**