ADRIA BOARD OF DIRECTORS MEETING MINUTES
SATURDAY JANUARY 18, 2014
OFFICES OF DAVIS LLP - CALGARY

Attending: Jim Bancroft, Q.C.; Joanne Munro, C. Med; Wendy Hassen, C. Med; Dolores Herman, Q. Med; Deborah Howes, C. Arb; Stan Galbraith, C. Med; Barrie Marshall, Q.C.; Erika Deines.

Regrets: Chuck Smith, Q. Med; Don Goodfellow, Q.C., C. Arb; Mike Hokanson, LLB

MEETING COMMENCES: 8:35 a.m., January 18.

1.0 Welcome

The President, Jim Bancroft, welcomed the other Board Members, and the Executive Director, Erika Deines, to the meeting.

1.2 Review of Agenda Items and Addition of Any Items

The ED drew to the attention of the Board a list of individuals who had not renewed their memberships in 2013. It was agreed that a discussion should take place with respect to what, if any, Board action should be taken respecting these expired memberships. This was added as agenda item 5.2.3 as Retention of Members.

2.0 Minutes of Previous Meetings

Deborah Howes suggested that, in the future, that the meeting minutes reflect the discussion or rationale surrounding Board motions on policy or new initiatives so that Board members unable to attend a particular meeting have a greater understanding of the information and reasoning leading to Board Motions. The ED suggested that supporting information or reports contain a better rationale or explanation to aide absent board members and those looking at historical minutes. The Governance Committee suggested when the Board deals with a motion by email exchange or teleconference, the record of that business be treated as a separate set of minutes which are then ratified at the next Board meeting. For example, the "Terms of Reference" document for the ED Succession Planning Committee, item 4.5 from the meeting of November 22; the Board voted by email in December; the motion has to be properly minuted. As a "best

practice", the Board's meeting minutes should reflect the time when the Board goes into, and emerges from, an *"in camera"* session. All reports and other documents tendered for discussion at Board meeting should be dated.

ACTION ITEMS:

Secretary to prepare a new Board meeting minute respecting the email vote of the Board concerning the Terms of Reference for the ED Succession Planning Committee.

Secretary to include the time the Board goes into, and emerges from, *"in camera"* discussions.

All parties submitting documents and reports for consideration by the Board should ensure that such materials are properly dated.

BOARD MOTION:

It is moved by Dolores Herman, and seconded by Joanne Munro, to approve the minutes of the meeting of November 22/23, 2013. Approved unanimously.

3.0 Actions Arising from Previous Minutes (Old Business)

3.1 Board Policy Review

Stan Galbraith had previously agreed to conduct a review, and propose changes to the wording of, Board policies and, in particular, financial policies, so as to avoid placing the Executive Director and other staff in untenable situations, e.g., requiring the Executive Director and staff to achieve financial objectives which may be, due to circumstance, impossible to achieve or otherwise beyond the control of the Executive Director and staff. Mr. Galbraith's report, attached to these minutes, reflects the result of his review and his proposed revisions. Amendments suggested by Board members were as follows:

- Mr. Galbraith's proposed revision in item 1.1 of his report should be revised such that the words "not risking" are replaced by "avoiding".
- The proposed revision, in 1.3 of Mr. Galbraith's report, should be revised to include the words "related to finances" at the end of that proposed revision.
- The proposed revision in item 3.1 of Mr. Galbraith's report should be revised to replace "done" with "made" in the first line.

BOARD MOTION:

It is moved by Stan Galbraith, and seconded by Deborah Howes, to amend the Board policies as suggested in items 1, 2, and 3 of the report as amended by the revisions noted above. Approved unanimously.

BOARD MOTION:

It is moved by Wendy Hassen, and seconded by Joanne Munro, to refer items 4 and 5 in the report back to the Governance Committee for further review and consideration. Approved unanimously.

3.2 Complaints Policy

The revised draft Complaints Policy was presented. There was an extensive discussion by the Board respecting the objectives of the Board in designing this, or any, complaints policy. During this discussion the following issues were raised:

1. Does the Board want to follow its bylaws for member complaints respecting ADRIA's functions?
2. For professional conduct/competency complaints does ADRIA have a role or do such matters fall under ADRIC (relates to only members with or without designations)?
3. How should ADRIA be handling public complaints regarding ADRIA?
4. How should the Board deal with matters of member conduct, i.e. concerning breaches of the Code of Ethics and Conduct or the Board's Bylaws?
5. Does the Board first need to review and, if necessary, revise the standards to which members are currently held (e.g. ADRIC's Code of Ethics and Conduct which may, in some respects, be out of date)?
6. Is Bylaw number 8 still appropriate or does it need to be revised?
7. What is the ADRIA/ADRIC interface?
8. Whether an ADRIA policy should address a disciplinary process including sanctions.

Some agreement was achieved on certain issues:

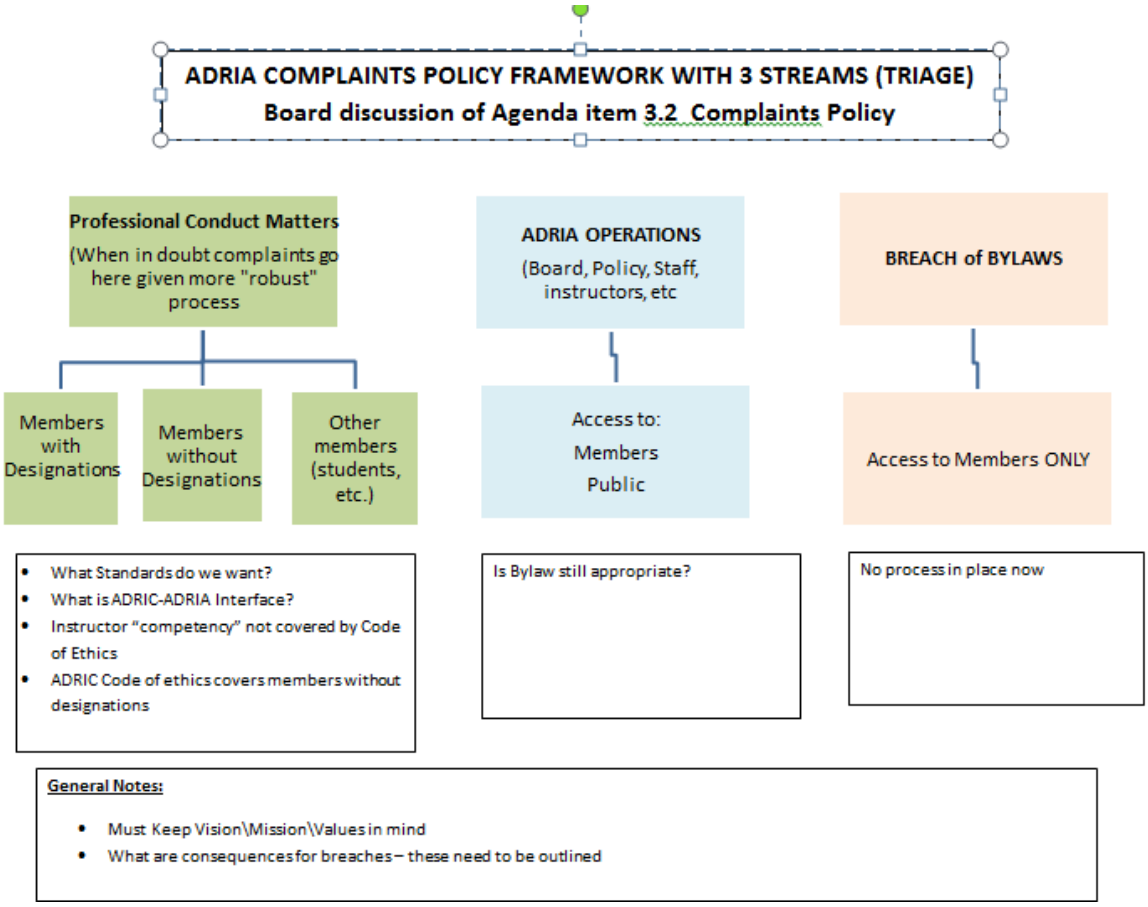
- Need to differentiate between membership and professional conduct issues.
- There needs to be an examination of a revision of Bylaw number 8 in conjunction with the drafting of any complaint policy.

- The ADRIC Code of Ethics and Conduct needs to be reviewed and revised.
- There are three possible types or "streams" of complaint:

  1. Conduct complaints concerning members with designation, members without designation, and students and others.

  2. Complaints concerning the functions of the Society.

  3. Complaints concerning breach of the Society's by-laws.
- There should be one policy, with the three streams as outlined above, with a "triage" process at the outset to determine which stream a complaint matter relates to and when there is doubt, the stream with the more "robust" policy should apply.
- ADRIA by-laws do permit complaints from members of the public. The by-laws will need to be updated to permit ADRIA to deal with conduct issues and impose sanctions.
- The Complaints Policy Committee needs to conduct a further review and consideration of the matters discussed by the Board.



BOARD MOTION:

It is moved by Deborah Howes and seconded by Stan Galbraith that the Complaints Policy Committee should move forward to design a policy which captures the three elements or streams of a proper complaint policy and to work with the Governance Committee on an appropriate bylaw amendment in time to be brought before the next Annual General Meeting, i.e. by April 30. Approved unanimously.

BOARD MOTION:

It is moved by Stan Galbraith and seconded by Deborah Howes that ADRIA request ADRIC to update its Code of Ethics and Conduct for its membership.

BOARD MOTION:

It is moved by Deborah Howes and seconded by Barrie Marshall that the above motion be tabled to the next meeting to permit Chuck Smith's input and a fulsome discussion of the matter. Approved unanimously.

3.3 ADRIA Designations Review

The Committee, Dolores Herman, Joanne Munro, and Mike Hokanson advised that, while no written report had been prepared, they, and Elaine Seifert and Tammy Borowiecki, had met and discussed the matter of the Q. Med designation in accordance with the Terms of Reference. They looked at different provincial standards regarding the Q. Med designation and they agreed on certain matters:

- They saw no need to change the existing 80 hour education requirement.
- While the ADRIC policy allows ADRIA to set higher qualification standards, ADRIA's goal should be to ensure standards that they are appropriate and not so stringent that they might send persons interested in obtaining the designation to other provinces.
- ADRIA should prepare and publish its list of courses and providers that the regional review committee has accepted as equivalent training for the Q. Med. And C. Med. Designation. New courses and providers can be added on an on-going basis.

The Committee recommends that, effective April 1, 2014, the standards for Q. Med. In Alberta consist of:

1. Two mock mediations with some definition around what a “mock” mediation is, that there be instructions for role players, and that the mock mediation will be supervised by a qualified Roster Reviewer (i.e. a Chartered Mediator from a roster of individuals with appropriate qualifications) OR
2. A formal assessment by a qualified assessor from an assessor roster (i.e. a roster of qualified assessors). Such an assessment would be more rigorous than a mock mediation and would remain effective for three years (which is the assessment used for the certificate program). Such assessments could be used as a step toward a C. Med designation. OR
3. Two actual mediations, paid or unpaid, with a 300 word report (as currently being done in Ontario and British Columbia). OR
4. Any combination of the above.

The Committee identified that they had discussed the need to identify areas of inconsistencies and confusion between the Q. Med and C. Med designations and the need to come up with language that is consistent and clear in the ADRIA Q. Med. and C. Med. information.

BOARD MOTION:

It is moved by Dolores Herman and seconded by Wendy Hassen that the report and recommendations of the Designations Committee be accepted with its recommendations respecting approval of the qualifications for the Q. Med designation effective as of April 1, 2014. Approved unanimously.

ACTION ITEM:

The adoption of the above qualifications are to be published for the membership in “On Board” following the Designations Committee being advised in this regard. The "On Board" will also note that a list of Accredited Courses that qualify for designations will be developed in the future and posted on the ADRIA web page.

3.4 AAMS/ADRIA Relations

Jim Bancroft reported that Eric McAvity is working on a revised Memorandum of Understanding ("MOU") AAMS and ADRIA. All agreed that there be a meeting between

AAMS and ADRIA to discuss the relationship before the MOU is finalized. The ED advised that it would be important to staff to have guidance, respecting ADRIA's use and application of resources, to have a clearer understanding as to what functions are truly those of ADRIA, and which are those of AAMS.

ACTION ITEM:

Jim Bancroft to propose to Eric McAvity the scheduling of a joint AAMS/ADRIA meeting to discuss the relationship between the two Boards and their respective areas of responsibility.

3.5 Director's and Officer's Insurance

This has been largely dealt with as reflected in the exchange of emails attached to these minutes.

ACTION ITEM:

ED to check on whether ADRIA's insurance covers instructors.

3.6 ED Report on New Operational Structure

The ED reported on the operational structure, set out in the document attached to these minutes and advised that the structure is currently incomplete. Deborah Howes inquired as to what ADRIA currently has in terms of privacy legislation compliance, e.g. a privacy officer and privacy policy.

BOARD MOTION:

It is moved by Deborah Howes and seconded by Joanne Munro that the action item 4.5 from the meeting minutes dated November 22/23 be carried forward and further discussed at the next meeting. Approved unanimously.

ACTION ITEM:

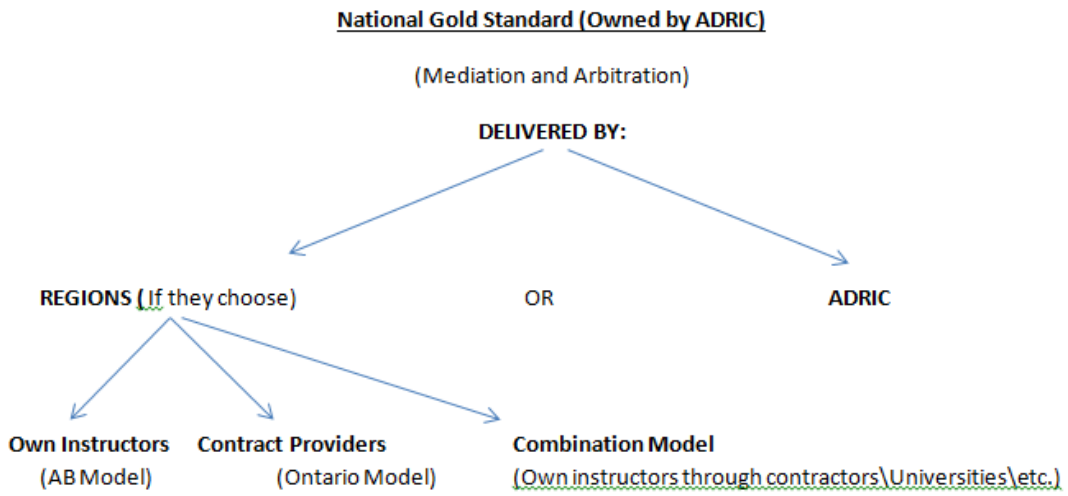
ED to address and report on the operational structure in the context of ADRIA's strategic plan with input from the Membership and Education Directors.

ACTION ITEM:

ED to prepare a report for the next Board meeting on what ADRIA is doing to comply with privacy legislation.

3.7 ADRIC Administration Policy for NGS Programs

Deborah Howes raised the issue as to whether ADRIA is merely facilitating the delivery or actually delivering training in accordance with the National Gold Standard Program designed by ADRIA for ADRIC and that there may be some lack of clarity in the Board Motion arising from items 5.2 and 7.1 from the minutes of the meeting of November 22/23. Discussion ensued respecting ADRIA's current involvement in training, ADRIA's Strategic Plan and its relationship with ADRIC in that regard.



BOARD MOTION:

It was moved by Dolores Herman and seconded by Wendy Hassen to reconsider Motion 7.1 from the November 22/23, 2013 Minutes (reproduced below) in relation to ADRIA's role in this Program.

> 7.1 Education Report
>
> The Professional Development Manager, Tammy Borowiecki, provided her Education Report, attached to these Minutes, and advised that ADRIA had been contracted to design a new Gold Standard 40 hour mediation program for ADRIC, that this program is being rolled out across Canada in 2014, and that ADRIA would like to incorporate this new program into its core mediation training.

BOARD MOTION:

It is moved by Joanne Munro, and seconded by Wendy Hassen, to approve the proposal in principle subject to a review of the revenue sharing arrangements. Approved unanimously.

BOARD MOTION:

It was moved by Deborah Howes and seconded by Wendy Hassen to table the motion to reconsider at the next meeting so as to allow the ED to provide a report, including a proposal on an Alberta model respecting training and delivery and revenue sharing respecting the National Gold Standard Program. Approved unanimously.

3.8 ADRIC Board Minutes

Board members will read these minutes, if they have not already done so.

3.9 Strategic Plan

3.9.1

The ED reviewed the success indicators respecting the previous Strategic Plan and what had been achieved in 2013. The achievements of ADRIA respecting the Strategic Plan are summarized in the column "Operational Plan 2013" in the Strategic Plan – As at January 12, 2013, attached to these minutes.

ACTION ITEM:

The ED to investigate the registration numbers outlined in the "Operational Plan 2013" item in item 3 (b) of the Strategic Plan.

3.9.2 Revised Strategic Plan with Success Indicators for 2014-2016.

The ED reported that she and staff came up with proposed success measures and proposed changes with respect to the wording of strategies in the Strategic Plan. There was also some discussion with respect to whether there should be a more formalized process of contacting persons whose membership had expired, in addition to Paul Conway's current practice of contacting such individuals, e.g. the use of a formal survey and the possible involvement of Board members in this process.

BOARD MOTION:

It is moved by Wendy Hassen and seconded by Stan Galbraith to accept the proposed Strategic Plan for 2014 – 2016 as presented, including the amendments as proposed by the ED and staff including the success indicators. Approved unanimously.

ACTION ITEM:

The Strategic Plan is to be published in "On Board" for the benefit of the membership.

3.10 Operational Plan 2014

Discussed at Agenda Item 3.6.

3.11 Dash Board

Tabled to next meeting.

4.0 Reports

4.1 Treasurer's Report

Tabled to next meeting.

4.2 Executive Director's Report

The ED discussed the matters raised in her report which is attached to these minutes.

4.2.1 Arbitration Designation Committee

Don Goodfellow, in his letter of the December 31, 2013, attached to these minutes, indicated that he was concerned that the current Designations Committee was not giving sufficient weight to the experience of persons applying for an experience equivalency to formal training in obtaining their Q. Arb. designation. The Board concurred that the ADRIC qualifications allow for an experience equivalency and that the Designations Sub-Committee should apply that equivalency if requested by qualified candidates.

ACTION ITEM:

Barrie Marshall to speak with the Chair of the Designation Sub-Committee, John Welbourn, to convey the Board's views respecting the practices of the Designations Committee in terms of the approval of the qualifications of applicants.

4.4.2 ADRIA Search and Appoint Fee Schedule

Tabled to the next meeting.

5.0 New Business

5.1 2014 Conference/AGM

The ED reported that a sponsorship letter had been prepared and invited input from Board members regarding potential sponsors. Barrie Marshall asked if a list of the previous sponsors could be provided.

ACTION ITEM:

The ED to send a copy of the sponsorship letter, and a list of previous sponsors, to Board members and to suggest a strategy with respect to the solicitation of potential sponsors for the AGM.

5.2.0 Board Governance Issues

5.2.1 Executive Director Succession

N.B. Discussions took place *in camera*. Jim Bancroft reported that the ED would not be seeking a further term and that interviews of Paul Conway and Tammy Borowiecki would be conducted in Edmonton on January 27. The goal is to transition to a new ED by the end of March or early April.

5.2.2 Board Member Terms

Deborah Howes advised that several Board members, namely Joanne Munro, Jim Bancroft, Chuck Smith, and Deborah Howes, are coming to the ends of their terms.

ACTION ITEM:

The Governance Committee reported that the call for nominations to the members must occur before the next Board meeting. The Governance Committee will recommend to the Board the names of members of a Nominating Committee and will ensure that such Nominating Committee

makes recommendations regarding nominations for new Board members by email before the April Board meeting. In addition the Governance Committee will review the nomination process and timeline and prepare the Board by-law changes for the next meeting.

5.2.3 Retention of Members

The Membership Director provided, through the ED, a list of expired memberships. There was a discussion of possible reasons for expired memberships and whether this should be of concern to ADRIA.

ACTION ITEM:

Board members should review the list and call those individuals they know to determine if those individuals intend to renew their memberships and, if not, determine why.

6.0 Round table Evaluation

The Governance Committee, through Dolores Herman, reported on the results of the Board Self Evaluation Survey. She advised that, with respect to the questions responded to, there were some areas reflecting difference of opinion between Board members.

ACTION ITEM:

Dolores Herman to prepare a summary of the results of the survey and to share those results with the Board.

MEETING ADJOURNED: 3:40 p.m., January 18, 2014