ADRIA BOARD OF DIRECTORS MEEING MINUTES
FRIDAY, NOVEMBER 22 AND SATURDAY NOVEMBER 23, 2013
CONCORDIA COLLEGE

Attending: Jim Bancroft, Q.C.; Chuck Smith, C. Med; Joanne Munro, C. Med; Don Goodfellow, Q.C., C. Arb; Wendy Hassen, C. Med; Mike Hokanson, LLB; Dolores Herman, C. Med; Barrie Marshall, Q.C.; Paul Conway; Tammy Borowiecki, Erika Deines, and Sharon Wilson.

Regrets: Deborah Howes, C. Med, and Stan Galbraith, C. Med

MEETING COMMENCES: 6:35 p.m., November 22.

1.0 Welcome

The President, Jim Bancroft, welcomed to the meeting the Designations Committee representative, Sharon Wilson, as well as the staff members, Paul Conway (Member Services Director), Tammy Borowiecki (Professional Development Manager), and Erika Deines (Executive Director).

2.0 Approval of Agenda

The agenda, as circulated, was approved.

3.0 Minutes of Previous Meetings

BOARD MOTION:

It is moved by Mike Hokanson, and seconded by Wendy Hassen, that the minutes of the previous meeting, namely those of the September 28, 2013, be approved. Approved unanimously.

4.0 Actions Arising from Previous Minutes (Old Business)

4.1 Policy on Q. Med Requirements

The Board was addressed by the Designations Committee representative, Sharon Wilson, respecting its proposed motion tabled at the last board meeting and was advised that this motion was now being withdrawn for further review. Following the departure of Ms. Wilson, the following motion was made:

BOARD MOTION:

It is moved by Joanne Munro, and seconded by Barrie Marshall, to strike a committee to conduct a review of the Q. Med designation including a representative of the Designations Committee with Terms of Reference to be prepared by Wendy Hassen (Terms of Reference, attached to these Minutes, were prepared overnight and the following individuals volunteered to serve on the committee: Joanne Munro, Mike Hokanson, and Dolores Herman). Approved unanimously.

4.2 Committee to Review Bylaw regarding ADRIA on ADRIC Board

BOARD MOTION:

It is moved by Dolores Herman, and seconded by Joanne Munro, that the report of the Governance Committee, dated September 30, 2013, attached to these minutes, be accepted with two revisions as follows:

- "offices" in Bylaw 6.1.2 should read "officers"
- Bylaw 6.1.5 shall read "The National Director shall not serve as an officer while serving as National Director" instead of "The National Director is not eligible to hold office while serving as National Director". Approved unanimously.

4.3 Complaints Policy

After some discussion, it was determined that further review and discussion was necessary and the matter was tabled to the next meeting.

ACTION ITEM:

Board members to review the Complaints Policy and advise Joanne Munro respecting any comments within two weeks.

4.4 Relationship with AAMS (Progress with agreement as per Action Item from September 28 meeting)

After some discussion it was determined that it would be prudent to obtain the comments of Erik McAvity respecting the Agreement of Cooperation (attached to these minutes) on behalf of AAMS.

Mike Hokanson is to solicit and obtain Eric McAvity's input and report back to the Board.

4.5 Executive Director's Succession Planning

After *in camera* discussions (during board meeting on the November 23), the following Action Item was agreed to.

ACTION ITEM:

The Executive Director to provide a report on the Executive Director's position and the new operational structure including the accuracy of the time commitments allotted to the job descriptions.

The report should reflect the views of the Member Services Director and the Professional Development Manager.

ACTION ITEM:

Wendy Hassen to do a "Terms of Reference" document for the Succession Planning Committee, which will be reviewed by the other board members and approved at a subsequent telephone board meeting.

4.6 Revised Schedule of Loan Payments to AAMS

The Treasurer, Mike Hokanson, reported that he had received from Donald Goodfellow, President of the AAMS, Mr. Goodfellow's letter of October 2, with an attached loan repayment schedule reflecting that the term of loan repayment was extended from 12 to 18 months. This letter is attached to these minutes.

4.7 Directors and Officers Insurance

The Executive Director confirmed that she had provided an e-mail (dated October 2, 2013, and attached to these minutes) to the Board confirming the insurance held through AON.

ACTION ITEM:

The Executive Director to obtain written confirmation from AON in this regard.

4.8 Condominium Act Review

Chuck Smith reported that he attended a meeting, convened by the Minister of Service Alberta, respecting a review of the *Condominium Property Act* in relation to dispute resolution issues. The Minister of Service, who attended the meeting, indicated that the Alberta Government is very interested in including ADR in the *Condominium Property Act.* Apparently there is a need for mediators with experience in condominium matters and there is likely a role for ADRIA to play in developing a roster of qualified mediators and providing the training that may be required in this regard.

4.9 Joint Action Forum

The Executive Director reported on this item in her report (see Item 5.2).

5.0 Acceptance of Reports

5.1 Treasurer's Report

BOARD MOTION:

It is moved by Barrie Marshall, and seconded by Chuck Smith, to accept the Treasurer's Report. Approved Unanimously.

5.2 Executive Director's Report

The Executive Director summarized the content of her Report, attached to these Minutes.

ACTION ITEM:

The Executive Director is to circulate a protocol amongst the Board members regarding the National Arbitration Training Program, which will then be the subject matter of a telephone board motion.

5.3 ADRIC Board Meeting Minutes – October 26, 2013

To be provided by Chuck Smith.

6.0 New Business

6.1 Memorandum of Understanding, Hekima College/Peace Campus

The Executive Director reported being approached by Dr. Elias Opongo, the Director of Hekima College in Nairobi, Kenya, respecting a possible partnering arrangement with ADRIC and ADRIA in developing a mediation program that would train professionals in Kenya. A copy of the letter is attached.

ACTION ITEM:

The Executive Director to obtain further information respecting the specific needs and requirements of Hekima College and to further discuss with ADRIC regarding its interest and possible participation.

7.0 Other Items

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.

7.2 Job Board

The Member Services Director, Paul Conway, recommended several changes to develop ADRIA's job board and employment opportunities for its membership. His proposal is attached to these minutes. Being an operational item, he will proceed with these job postings as part of ADRIA's communications strategy.

7.3 ADRIA Board Policy Review

Stan Galbraith has conducted a review of the language in board policies and provided his report in that regard, a copy of which is attached to these minutes. Further discussion of this item was tabled to the next meeting.

7.4 Membership Categories

The Membership Services Director, Paul Conway, provided recommendations with respect to new definitions and fee structure respecting the existing four ADRIA membership categories, namely, Full Membership, Associate Membership, Corporate Membership, and Affiliate Membership. His recommendations are set out in a report attached to these minutes.

BOARD MOTION:

It is moved by Wendy Hassen, and seconded by Mike Hokanson, to accept the amended language respecting membership categories and the revised pricing structure. Approved unanimously.

8.0 Budget

BOARD MOTION:

It is moved by Don Goodfellow, and seconded by Chuck Smith, to adopt the draft budget (January through December, 2014), attached to these minutes. Approved unanimously.

Strategic Planning

BOARD MOTION:

It is moved by Don Goodfellow, and seconded by Chuck Smith, to approve the strategic plan, as amended (attached to these Minutes), together with the revised "Vision" and "Mission Statement", subject to the staff providing proposed updated success indicators. Approved unanimously.

ACTION ITEM:

Board members to review the "Dashboard" materials prepared by ADRIA staff and provide comments to Paul Conway within two weeks.

MEETING ADJOURNED: 3:30 p.m. November 23.