ADRIA BOARD OF DIRECTORS MEETING MINUTES
HELD IN EDMONTON ON SATURDAY, JANUARY 31, 2015

Attending: W. Donald Goodfellow, C.Arb, Stan Galbraith; Wendy Hassen, C. Med; Chuck Smith, Q. Med; Barrie Marshall (Secretary); Joanne Munro, C. Med.; Paul Conway (Executive Director) and Truus Souman (Secretary).

Attending via Zoom: Dolores Herman, Q.Med.; Jeffery Jessamine, Q.Arb.

Regrets: Jim Bancroft; Angela Boyes, Q. Med.; Mike Hokanson, Q.Med.

MEETING COMMENCES: 8:45 a.m.

1.0 Welcome and Agenda Review

1.1 Welcome/Call to Order

The President, Wendy Hassen, opened the meeting by indicating that she had hoped to hold a session the previous evening on the Vision of the ADRIA . However, an insufficient number of the board members were able to attend the dinner and, accordingly, the visioning session was tabled. Wendy Hassen indicated that a vision statement for the Board that better captures ADRIA's goals, and relationship to and servicing of the needs of its community, is needed.

1.2 Review of Agenda Items and Addition of Any Items

It was agreed that item 3 (In-camera session) and 4.2 (Strategic & Operational Plans (Success Measures)) will be put over to the end of the meeting.

2.0 Minutes of Previous Meetings

2.1 Minutes of Meeting of December 13, 2014

There was some discussion of the fact that the Board Meeting Minutes (items 2.2 and 2.3) referred to in the December 2014 Board Meeting Minutes and approved by e-mail voting would be reintroduced and voted on again as it was identified that the current by-laws state that any motion, outside a Board meeting, needs to be signed by all directors (5.5 Voting, item 6).

ACTION ITEM:

Bylaw change proposal to be prepared by Barrie for the next Board of Directors meeting.

BOARD MOTION:

It is moved by Joanne Munro, and seconded by Chuck Smith, that the minutes of the meeting of December 13, 2014, be approved. Approved unanimously.

4.0 Business Arising

4.1 ADRIA Board Policy Review

4.1.1 Foundation Pieces

Stan Galbraith restated the mandate in the work that he has done regarding the Board policies. He advised that his objective was to project a positive tenor as opposed to a negative one. He also advised that he strived to add consistency and he wanted to ensure that the board policies addressed ADRIA's needs in relation to its foundational pieces. Mr. Galbraith gave a number of examples: e.g. adopting the language consistently throughout the policies of "Ends, Mission Outcomes and Guiding Principles".

Mr. Galbraith reminded us that, in the Carver model, the Board sets the policy and the limitations on the functioning of the Executive Director but that the ED deals with all operational matters. He stated that his approach to revising board policies was motivated by the belief that the use of positive language was more empowering and consistent with the Carver model. Other comments concerning the policies presented by Mr. Galbraith are as follows:

- the "General Executive Director Limitations" (policy type 2) were already consistent with the Carver model and should be left as is.

- the need to add something in the Board policies with respect to the skill set of the Executive Director. It was felt that this would, in fact, be appropriate but that this would be better dealt with under the evaluation segment of the policies.

4.1.2 Board Role in Budgeting/Financing

- page 8, item 7 – there was extensive discussion with respect to whether or not the Board should be approving the budget. Mr. Galbraith pointed out that the Carver model says that the Board does not approve the budget. However, it was recognized by several members of the Board that a form of Board oversight with respect to the process given the potential financial

liability of Board members. There appeared to be a consensus, however, that the Board should not be engaging in a review of the line items of the budget or its details. Dolores Herman indicated that if the Board feels constrained by the Carver model it should not be reluctant to move away from that model and be more engaged in terms of its budgetary oversight. Barrie Marshall indicated that the Board should continue to follow the Carver model and not approve the budget but that the budget should be reviewed in terms of its consistency with financial objectives of the Board. The ED pointed out that the "Business Unit Report" was one of the documents that he and the staff are preparing to provide the Board with more meaningful operational information as an example of a document that allows the Board to understand the financial operations of ADRIA. Don Goodfellow stated that, in his view, it is essential for the Board to approve, by motion, the budget and that it needs to be reviewed by the Board on an ongoing basis. Wendy Hassen stated that, while the Board does not ordinarily delve into the details of the budget, the Board should not be restricted from doing so if members so choose. Chuck Smith stated that what the Board does, in reviewing the budget, is to approve a financial plan based on the budget. Stan Galbraith proposed a process that permits, but does not mandate, the Board to delve into the details. There seemed to be a consensus of Board members with Mr. Galbraith's statements in this regard.

There was also some discussion about item 7, "Financial Planning". The current wording appears to fetter the ED from striving to increase revenues by more than 10%. It was agreed that this was certainly not the intention of the policy and that earning a greater amount of revenue was very much an appropriate objective for the ED. Chuck Smith indicated, however, that an issue might arise if revenues go up dramatically in a year as it might compromise ADRIA's not-for-profit status. It was agreed that the wording "without Board approval" is an effective way for the Board to ensure that it was monitoring both revenues and expenses in this regard.

Further discussion of the Board policies was tabled when it was determined that the latest version of Mr. Galbraith's draft policies had not yet been posted on BoardSuite.

4.1.3 ED Performance Review & Compensation

Wendy Hassen outlined the content of the draft policy prepared by Dolores Herman, Wendy Hassen, and the ED for sections 4 and 5 of the Board policies. She indicated that the recommendation is for a committee of two individuals. She stressed the importance of the committee obtaining input from Board members and staff, as well as other members, volunteers,

peers, and partners in the ADR community when felt necessary. Dolores Herman suggested that the evaluation committee reach out to the ADR community every two years to obtain feedback on the ED's performance.

Wendy Hassen questioned whether soliciting input from the staff should be mandatory. Chuck Smith indicated that it is important that there be a measure of flexibility in terms of the input the committee seeks out. Stan Galbraith pointed out that it was important that the draft policy be consistent with the other Board policies, the job description, and the ED's contract. It was agreed that the policy should set out the content of the ED's job description.

It was agreed that the deadline for assessment of the ED need not be 45 days prior to the AGM, provided it was done prior to the AGM. Mr. Galbraith stated that, while there was no need for a 45 day lead time, it was important that the process commenced 60 to 90 days prior to the AGM. Wendy Hassen indicated that the committee must have everything complete in time for the last Board meeting prior to the AGM.

ACTION ITEM:

To determine whether the term "deliverables" is a defined term in the ED's contract.

ACTION ITEM:

Wendy Hassen and Dolores Herman are to work with Stan Galbraith to revise the language in the policy and provide the revised policy at the next meeting.

4.1.4 Board Expenses Provisions

Discussions of this item included:

- the optics of a discrepancy between reimbursement policies for Board members and for staff.
- a comprehensive definition of what constitutes "reasonable" in relation to expenses.

A consensus emerged that item 1 of the policy 11 "Board Claims", be along the lines of "Director expenses typically include parking, mileage, conference costs, meals, and other expenses with prior approval from the Board at rates as determined by the Board."

ACTION ITEM:

ED to come up with suggested rates.

ACTION ITEM:

Item for next meeting will be to consider the expense form and modify or revise the current claim form.

4.2 Strategic & Operational Plans (success Measures) (Wendy/Stan/Paul)

Update & discussion.

4.3 2015 ADRIA Elections, AGM & Orientation

Stan Galbraith advised that there would be a different format this year since there would be no ADRIA conference in the spring because of the ADRIC conference in the fall. Mr. Galbraith advised that the AGM this year would be conducted by way of technology on June 5. Mr. Galbraith advised that ADRIA had contracted with a Mike Finch who has a video conferencing facility. The bulk of the Board members will be asked to gather at this facility with the remaining Board members to convene at a similar facility in Edmonton. Measures will be taken to allow for persons participating from other locals to connect remotely. The elections for new directors will take place prior to the AGM. In this regard, Mr. Galbraith advised that three current Board members terms expire this year, namely, Wendy Hassen, Dolores Herman and Barrie Marshall.

Mr. Galbraith also recommended a more structured approach to the selection of the president. An example would be the election of a president-elect/incoming president who would assume that position for a year and then step into the presidency the following year. It was agreed amongst the Board members that this was a good idea and that there should be some way to permit the incoming Board to participate in the selection of the incoming officers ahead of the AGM. An amendment would be necessary to make it clear that the Board could not choose the new president. Barrie Marshall suggested that the "president designate" position should be entitled "Vice-President". The ED expressed a concern that the Board locking itself into a specific protocol might create problems. For example, if the president designate/vice-president proved him or herself to be an unsuitable candidate for president. The Board, in any event, agreed that the nominating committee should be asking current Board members if they wish to stand as candidates for the position of president designate/vice-president.

4.4 2015 ADRIC Conference

The ED advised that there is a great deal of work to be done in February to deal with the ADRIC conference in the fall. Ms. Hassen stated that it is important for ADRIA to know exactly what it is that ADRIC expects ADRIA's role to be in the Conference and in preparing for the Conference. Chuck advised that the local office typically provides staff and administrative support.

ACTION ITEM:

The ED to send an e-mail to his counterpart at ADRIC and ask what ADRIC's committee expects ADRIA to do and suggest items that ADRIA would be prepared to take on. For example, ADRIA to request the mayor to speak at the conference and for ADRIA to assist in the organization of a western themed event.

5.0 Bylaw and Policy Updates

5.1 Complaints Policy/Dispute Resolution (Agenda item 4.3. from Nov. 22, 2013)

The ED has gathered the policies from the other Boards, including Ontario, the Atlantic Provinces, Saskatchewan, BC, and Manitoba. The ED advised there are many similarities between these various policies. The ED pointed out that there is still some missing parts to the complaints policy including a provision with respect to the appointment of legal counsel and whether or not there should be a right to impose a fine. Questions were asked if we need to have a waiver of other remedies included in the policy and whether a waiver creates legal ramifications. The ED questioned the need to have a resolution by a hearing committee approved by the Board. Don Goodfellow suggested that there should be a right of appeal to the Board from a decision by a hearing committee.

ACTION ITEM:

The ED and Joanne Munro to continue to work on the policy and present a policy to the Board at the next meeting.

Wendy Hassen indicated that there would be a need to review the policy with ADRIC to ensure that ADRIC endorses the sanctions imposed by ADRIA. As an example, she gave the situation where a designation is being withdrawn.

6.0 Reports

6.1 President

Wendy Hassen stated that she had nothing much to report. She raised the need for the Board to consider whether it should have its own operational plan, including specifics on how Board members might better further the objectives of ADRIA.

6.2 ED

The ED summarized the contents of his report available on BoardSuite.

6.3 Treasurer

Mike Hokanson was away on vacation and, accordingly, there was no Treasurer's Report currently available.

The Directors were provided with the ADRIA Balance Sheet per 31 December 2014 and the ADRIA Income Statement – Summary from calendar year 2014 (posted on BoardSuite).

Paul added some comments.

6.4 Governance Committee

Nomination Committee

Stan Galbraith advised that he had already delivered his report.

Board Self Evaluation

Dolores Herman reported that last year's results of the Board's self-evaluation are posted on Board Suite. She advised that they had used "Fluid Surveys", which was not the best suited and had certain limitations. The next Board self evaluation will be conducted with the use of "Survey Monkey". The survey will have two parts:

1. General questions regarding the business and work of the Board.
2. A section on Board member engagement.

It will be of a similar length to last year's survey. The objective of the self-evaluations will be to create a template that will be used to develop a baseline to work from in the future. Ms. Herman advised that there was less than full participation in last year's survey and she urged all Board members to participate in this year's survey. She advised that this year's evaluation will pay particular attention to the availability of timely and accurate management and financial

information. She also urged Board members to provide input on questions to be included in the survey. She will be providing the draft survey questions in early February and asked for an immediate response so the survey can be sent out later this month. Wendy Hassen commented regarding question 10, namely, "There is adequate feedback to directors about their contributions to the Board and committees by the chair of the Board and committees" which generated three "disagree" comments. She inquired as to the sort of feedback Board members want. Barrie Marshall suggested that the "disagree" comment was not necessarily a negative comment but rather simply a reflection of the fact that there was no formal feedback process currently in place. Galbraith agreed with this and advised that it would be most useful for members to have this feedback during their first year.

6.5 Board Committees/Task Forces

Mediation Advocacy Task Force

Joanne Munro summarized the responses that the task force had received from numerous parties which had been canvassed in that regard. Remarks were, however, confined to the responses received from Alberta respondents. In this regard, she advised that there were 111 persons who responded.

Some of the findings of were as follows:

- ADRIA is largely a profession of older people
- 29% of the respondents were lawyers and 80% were ADRIA members
- 86% would like to see more paid work
- 54% hold either a Q. Med. or C. Med. designation
- 30% charge between $150 and $249/hours and 7% charge more than $500/hour
- a number of respondents complained about the compensation paid by the government regarding the Small Claims Court mediation process ($75/session).
- many commented that a great number of unqualified individuals are providing services at discounted rates. Some suggested an advocacy role to be asserted by ADRIA, which would include for example, lobbying government for additional compensation.
- 70% of the respondents provide pro bono services.

Ms. Munro advised that the task force was currently collating its data and that the various volunteers on the committee were writing individual sections of the report. The report will likely be available in time for the AGM.

ACTION ITEM:

The Mediation Advocacy Task Force to strive to have its report available for the AGM.

6.6 ADRIC Representative

Chuck Smith advised that there had been no meeting since the last meeting but that ADRIC's various committees had been meeting on a regular basis.

7.0 New Business

7.1 Condo Report

Chuck Smith reminded the Board that he and Deborah Howes had participated with government representatives at the invitation of the government; in a meeting respecting the amendment of the *Condominium Property Act*. At this meeting the government had solicited the views of the ADRIA representatives respecting the incorporation of ADR into its new legislation. The draft *Condominium Property Amendment Act*, which has recently been released by the government, does include a dispute resolution process with a tribunal which will adjudicate upon disputes that arise in the context of condominium property. A pilot project, in this regard, will be launched in Edmonton and Calgary. Mr. Smith further advised that ADRIA had been recognized for its input into this process.

The Board felt it would be timely for ADRIA to assist the government in terms of establishing its tribunal and that ADRIA should approach the government to ask specifically how it could assist in this regard. Barrie Marshall suggested that ADRIA should specifically suggest to the government that ADRIA could provide valuable assistance by forwarding the names of ADRIA members as appropriate representatives on the tribunal. In this regard, it was agreed that Deborah Howes, with her background in dispute resolution and condominium property would be an ideal selection.

ACTION ITEM:

ED to make an initial contact with the government, contacts to be provided by Chuck Smith, to offer ADRIA's assistance with the establishment of the tribunal and inquire regarding other assistance the government might like to receive from ADRIA. The ED may then reach out to other Board members in this regard.

8.0 Learning Opportunities

Tabled to the next meeting. This matter will, however, be addressed in the Board self-evaluation process.

9.0 Link to Membership, Events & Opportunities

9.1 Content of next 'On Board' – February 2015

The next 'On Board' could be issued in early to mid March, however given the focus of the work at this meeting on policy, there may not be much of interest to report to members.

9.2 Invitations to Board Dinner April 17, 2015

There was discussion of moving the next meeting, currently scheduled for April 17 and 18, to April 24 and 25. Certain Board members, namely, Barrie Marshall and Don Goodfellow are currently unavailable for the 17/18th dates.

ACTION ITEM:

ED to send out a survey on availability of Board members for dates alternative to the current April 17/18 dates.

With respect to the dinner, which will take place on the Friday evening, it was agreed that (AFMS) and Deborah Novakowsky (ARJA) would be invited. It was also agreed that Bill Hartnett, the past president of ADRIC, should be invited because of his role regarding the ADRIC Calgary Conference.

3.0 In Camera Session (2:30 to 2:45)

4.2 Strategic & Operational Plans (Success Measures)

Ms. Hassen advised that there was insufficient time to deal with this topic adequately and accordingly it was tabled to the next meeting. She will send out a survey in the meantime to elicit input from the various Board Members. Ms. Hassen will also send out materials regarding an opportunity for brain storming among the members in regard to a new "Vision" for ADRIA.

THE MEETING ADJOURNED AT 3:00 PM.