ADRIA EXECUTIVE COMMITTEE MEETING

DRAFT Meeting Notes –June 15, 2012 (in camera June 21, 2012)

Participants : Joanne Munro; Irene Bonifacio; Chuck Smith; Wendy Hassen;

(Erika Deines; (Pete Desroches; Erica Soloman June 15th)

Call to Order: Chuck Smith 8:12 a:m

1) **Review of Agenda:** Chuck Smith

- Agenda order adjustments were made
- Noted that while the ADRIA Board needs to confirm creation of this committee. We will proceed to do business as needed.

2) **Review / Sign Resolutions from virtual meetings/ Sign Resignations** : Erica Solomon

- While this group can't approve the meeting minutes from the virtual meetings relating to ADRIA –the draft minutes for distribution to the members were shared and supported.
- A written resolution on important items(example, deeming members) will be signed by the Board members to confirm important issues and to be filed in the minute book.
- Clarified that the AAMS Policies are the ADRIA policies subject to updates to reflect vision, mission and values etc.

  ACTION: Erica and Wendy will work on updating the policies for the next Board meeting

- With the transition Don Goodfellow, Irene and Jim Bancroft will remain members of both organizations – ADRIA and AAMS . This will provide continuity.

3) **Business Arising from Previous Minutes: - None**

4) **New Business:** All

a) **Executive Director Presentations:** Pete Desrochers, Erica Deines (See Appendix A)

i) **Erika Deines:**

- A key part of the suggested strategy is to create sustainable resources through liaison with others and partnering
- Each area (Membership and Education) requires different skill sets
- Need appropriate resources so the ED's can bring in the work and an Education Director looks after the " hands on"
- Note: The proposal includes staffing with AAMS that this Board cannot determine without consulting with them

AGREED: Recommendation to the ADRIA BOARD: As we move into this transition process, we need to consult with the AAMS Board about decisions this group makes that will impact them. We need to obtain their input to ensure both organizations are moving forward together. One suggestion is to share meeting minutes between the organizations

ii) **Pete DesRoches:** (See Report Appendix B)

- Key is to be as transparent as possible and suggest operate "business as usual" transferring the status quo over to ADRIA and evolve into a new organization structure with one ED – perhaps in the next 12-18 months.
- Now have $250,000 in funds in the bank – we have come a long way in the last year.
- With the transition, the membership is up – people are volunteering and coming back – we have built a lot of bridges
- An immediate need is to have an office manager – this could be one of people that could do part-time administrative work to support Education

b) **AAMS / ADRIA Offices, Classrooms:** Pete Desrochers, Erika Deines (10 minutes)

Current Building:

- Has 3 empty floors so little concern about being given notice to vacate
- Lethbridge University offered heir projectors at a very reasonable cost and donating flip charts and other tables, etc. that is greatly appreciated. (Need to act on this soon)
- Have space on 2nd floor which would provide both offices and classroom space with minimal lease hold improvements.
- Concern is rental cost increase from$ 9 – $14 per square foot – to about $25.00 a square foot. With 144 square feet – costs will be increasing significantly.
- Concern regarding so many tenants leaving this building – what is the reason? Some suggest that many Edmonton landlords are anticipating a boom and don't want to lock themselves into lower rates – so taking a wait and see approach

Building near Hys Centre (111 Ave)

- Also 144 square feet and provides a classroom – less expensive - $16-17 a square foot
- Parking is available but same type of cost – public transportation may not be as good as present location
- Additional costs to move everything would need to be considered

ACTION: Erika\Pete – Prepare a cost benefit analysis with hard costs from landlords for the next Board Meeting

c) **Staffing/Budget Projections:** Pete Desrochers, Erika Deines

- Erika provided a handout outlining the potential staffing costs of the proposed model (See appendix C)
- The proposed staffing (for both AAMS and ADRIA) would mean about a $6000,00\month increase without consideration of added benefit costs
- It was noted that AAMS has had contract personnel assisting with a number of activities and those costs have not been considered as part of the costs of current operations
- The increased activity and revenue generation of AAMS in the past year requires additional ongoing human resources in order to continue into the future

ACTION: Irene\Erica\Pete to request a costing of contract personal for the same review period so a complete human resource cost comparison can be made in considering what a reasonable staffing budget for moving forward on the same growth path.

d) **AAMS Loan to ADRIA and other financing options:** Erica Solomon, Irene Bonifacio

- It is estimated that we need to cover operational costs of $35,000 per month plus capital costs and transitional costs.
- A bank account has been created for ADRIA with $10.000 allocated given contracts now made with ADRIA; memberships, etc. We need a transitional funding plan until revenue generation by ADRIA can resource operational requirements
- ***This decision needs to be made** by June 30th*

Options for Funding include:

- **AAMS Loan – Line of Credit:** UP to $100,000 with interest rate at market – right now .9% interest rate on GIC's. This does not account for the risk - so a higher rate may be needed to pass muster of CRA although no-one has been able to provide a definitive number. This option provides us some flexibility but will incur interest costs. This option would enable us to transition from AAMS to ADRIA as early as July 1st
- **No funding for now – delay move on September 1st** so income can accrue- This option may still not cover monthly costs (ADRIC contract will bring in about $30,000; Registration for courses another $40,000). Concern about delaying move to ADRIA in eyes of CRA.
- **AAMS contracts with ADRIA for services** (for next few years) and pay up front to give operating capital –example: expand community mediation in rural communities.

AGREED:

- **To fund as much as we can to minimize interest costs plus request a line of credit from AAMS to provide additional cash as needed.**
- To target a transition between July 1 and August 1st – actual date dependent upon notice requirements, etc.
- **To Recommend the Following Motion to the ADRIA Board of Directors:**

  That the AAMS Board be requested to provide a Loan as a line of credit to ADRIA of up to $100,000 at a commercially competitive interest rate.

ACTION: Erica will research the feasibility of having AAMS absorbing the cost of the interest of such loan as a transition cost

e) **ADRIA Finances:** Irene Bonifacio (10 minutes)

i) **Irene reported on AAMS finances** – as noted above, AAMS is in sound financial state (see attached separately)

f) **Project Manager Contract:** Erica Solomon (10 minutes)

The draft contract was supported – recommend to be signed by AAMS President

g) **Transition Update:** Erica Solomon (15 minutes)

- Erica submitted an updated project Management and Financial Plan (See attached separately)
- The membership transition (resignations from 471 AAMS members in all categories) has gone extremely well with only 39 members remaining with AAMS including Board members, staff, and instructors. This process has resulted in an increase in the number of members.
- The budget for the transition to be paid by AAMS is $60,000 – the actual expenses to date are $19,220.73 however these do not include retainer fees of $5000.00 to legal counsel.
- Human Resources:
  - When a decision is made regarding the timing of transfer, it is important to consider the need for notice requirements under the Employment Standards Code in order to permit notice of termination for AAMS and hiring into ADRIA. This will vary depending upon staff length of service
  - Benefits can transition for staff seamlessly from one organization to the other

- It is suggested that the **target time for staffing transition also be between July 1- August 1**
- Don Goodfellow AAMS President has asked for a delineation of roles and responsibilities between the organizations
- **Priority areas for the ADRIA Executive\Board include:**

  - The Board meeting to complete the deeming of members process
  - Recruiting additional Board members and a Treasurer for ADRIA
  - Discussion between the AAMS and ADRIA about ongoing relationship
  - Deciding the ED's and staffing for both organizations

(Executive Team members will undertake to review the report in more detail as the time did not permit a complete review)

ACTION: Chuck, Irene and Erica will ask to meet with Don to discuss some of these issues and the needs of both organizations as this process evolves

h) ADRIA Logo and Corporate Seal: Erica Solomon

The Board has decided to continue with the ADRIC Logo through an e-mail voting process – Erica will be working through the details with ADRIC

5) IN CAMERA SESSION: ROLES AND RESPONSIBILITIES:

- **Executive Positions**
- **Governance / Operations**
- **Executive Director Selection**
- **Transition Plan**

(In camera discussion was continued on June 21st 6:00 pm)

ACTION: Chuck and Joanne will consult with ED's and Erica Solomon on suggested approach and timelines for transitioning Staff and ED's to ADRIA and implementing a 1 ED structure for recommendation to the Board

11:15 AM – Board Calendar (5 minutes) - to be discussed at next Board Meeting [t]

11:20 AM – Next Board Meeting – July 13th :

11:35 AM – Meeting Terminated

APPENDIX A: Proposed Educational Activities by ADRIA – Erika Deines

BOARD OF AAMS	BOARD OF ADRIA	CAMVAP	ADR ALBERTA INC.
AAMS ED (.5)	**ADRIA ED (.6)**	**COORDINATOR**	-
<u>Fundraising/Grants:</u> Government grants (e.g., Alberta Gaming Commission and Casinos) <u>Bursary & Annual Award:</u> Education Bursary (similar to the CDM program /Alberta Environment) <u>Conference:</u> Charitable events as part of Conferences <u>Community Outreach:</u> Rural Neighborhood Mediation Centers (cost-sharing agreements with municipalities) Fairs & Booths <u>ADR Research Grant:</u> New developments in the field <u>Youth:</u> School programs (elementary to high school) Peer mediation programs <u>Annual Event Planning:</u> Gala evening Golf tournament	**Job description:** • Directs the day-to-day operations • Implements policy • Hires, trains, delegates, supervises, evaluates, and releases staff • Attends all board meetings, and is invited to all committee meetings • Acts as a consultant to the board and its committees See also separate detailed Job Description **ADRIA ED** **Task Area:** **Member Education**		

	ASSOCIATE MEMBERSHIP	CORPORATE MEMBERSHIP	AFFILIATE MEMBERSHIP	FULL MEMBERSHIP	GENERAL OPERATIONS
AAMS Staffing	CERTIFICATE PROGRAMS: - National Gold Standard Certificate Mediation - National Gold Standard Certificate Arbitration	40-hour blended Communi-cation in Negotiation Course as part of apprentice-ship/acade-mic/ professional programs (with a view to obtaining Q.Med. designation) Customized ADR Training (property of AAMS) **Accreditation of ADRIC Programs by trade & professional associations** (i.e. the Canadian Construction Association "Gold Seal" program)	MINI-CERTIFICATE PROGRAMS: - Consensus Decision Making - Conflict Mgmt. for HR Profession. - Restorative Practice & Circles - Oil and Gas Negotiation - Multiparty Mediation - Eldercare Mediation - and others **Accreditation of ADR Programs designed by Educators/Educational Institutes** (i.e. PULSE Institute) – this may be a shared Regional/National joint program (ADRIC/ADRIA)	Professional Development Seminars (under license with AAMS)	-Learner Services -Instructor support - Education Program Coordination
EXECUTIVE DIRECTOR **(.5)** Interaction with Board Public Relations Fundraising News On-Board	**EDUCATION DIRECTOR** Interaction with Board (liaise with the Board through the ED) Educational Management (supervise Manager Certificate Programs and Education Assistant, submit communication for newsletters) Financial Management (prepare annual budget, financial reports, marketing budget for advertising, information sessions, etc.)				

Events Coordinator **50 % Membership** Director for ADRIA	Legal Management (signing authority, enforce agreements/contracts, copyright issues) Contracts (Institutions, Instructors, Programs) Policies (appeals, complaints, performance reviews, forms) Collaboration with ADRIC on independent assessor rosters, educational program accreditation, educational requirements for designations Operational: Staff & Instructional Team – Performance Reviews
EXECUTIVE ASSISTANT Administrative assistance (to both Boards and both EDs) Record Keeping Office Rental Equipment Rental	**MANAGER CERTIFICATE PROGRAMS** Identify-Develop-Manage-Evaluate Certificate programs Accreditation (of instructors & certificate programs) Instructor & Program Coordination (annual course calendar) Customized ADR Training (group contracts) Reporting (cost/benefit analysis of programs, statistics, financial, monthly)
	EDUCATION ASSISTANT Registrar (learner enrolment and support) Instructor & Classroom preparation Record Keeping (transcripts, certificates, payment plans) Administrative Support (materials, equipment, invoicing) Education Website administration (updating courses)

Task Area: **Membership**					
	ASSOCIATE MEMBERSHIP	CORPORATE MEMBERSHIP	AFFILIATE MEMBERSHIP	FULL MEMBERSHIP	GENERAL OPERATIONS
AAMS Staffing					
EXECUTIVE DIRECTOR (.5) Interaction with Board Public Relations Fundraising News On-Board	**MEMBERSHIP DIRECTOR (.5)** Member Resources: Membership Categories Newsletters Rosters Insurance				

Events Coordinator **50 % Membership Director for ADRIA**	Events Calendar Designations User Resources: Professional Referrals Directory Outsourcing Rules & Codes: National Arbitration Rules National Mediation Rules Code of Ethics Code of Conduct Complaints Policy (Ombudsman) Networking: Interagency Meetings, Monthly Luncheons, Other ADR programs Advocacy: Alberta Justice Professions & Occupations
EXECUTIVE ASSISTANT Administrative Services (to both Boards and both EDs) Record Keeping Office Rental Equipment Rental	**MEMBERSHIP COORDINATOR** Membership – Applications/Renewals Designations – Applications/Renewals Directory – Applications/Renewals Newsletters – graphic design Website Updates
	BOOKKEEPER Staffing – Vacation Records, Payroll & Benefits A/P, A/R, Balance Sheets, etc. Preparation for annual Audit

OFFICE SPACE:

Maintain an office for core employees with the opportunity to telecommute.

Requirement:

Reception area (1 staff/intern)

Board room w/overhead projector

Lunch room w/table & chairs

3 offices for EDs and Education Director

Workstations for 4 staff: Manager Certificate Programs, Education Assistant, Membership Coordinator, Bookkeeper

Storage room / Equipment room (copier, etc.)

Library Room for books and DVD viewing

Optional:

Classroom fully equipped with whiteboard, LCD projector, computer, DVD/VCR (surplus sale – UofL)

30 student tables and chairs (donated by UofL)

2 Breakout Rooms /attached to classroom

2 round tables and 8 chairs (donated by UofL)

Staffing: (increase by 1.5)

AAMS Executive Director .5 & ADRIA Membership Director .5 = 1.0

AAMS Executive Assistant 1.0

ADRIA Executive Director .6

ADRIA Education Director 1.0

ADRIA Manager Certificate Programs 1.0

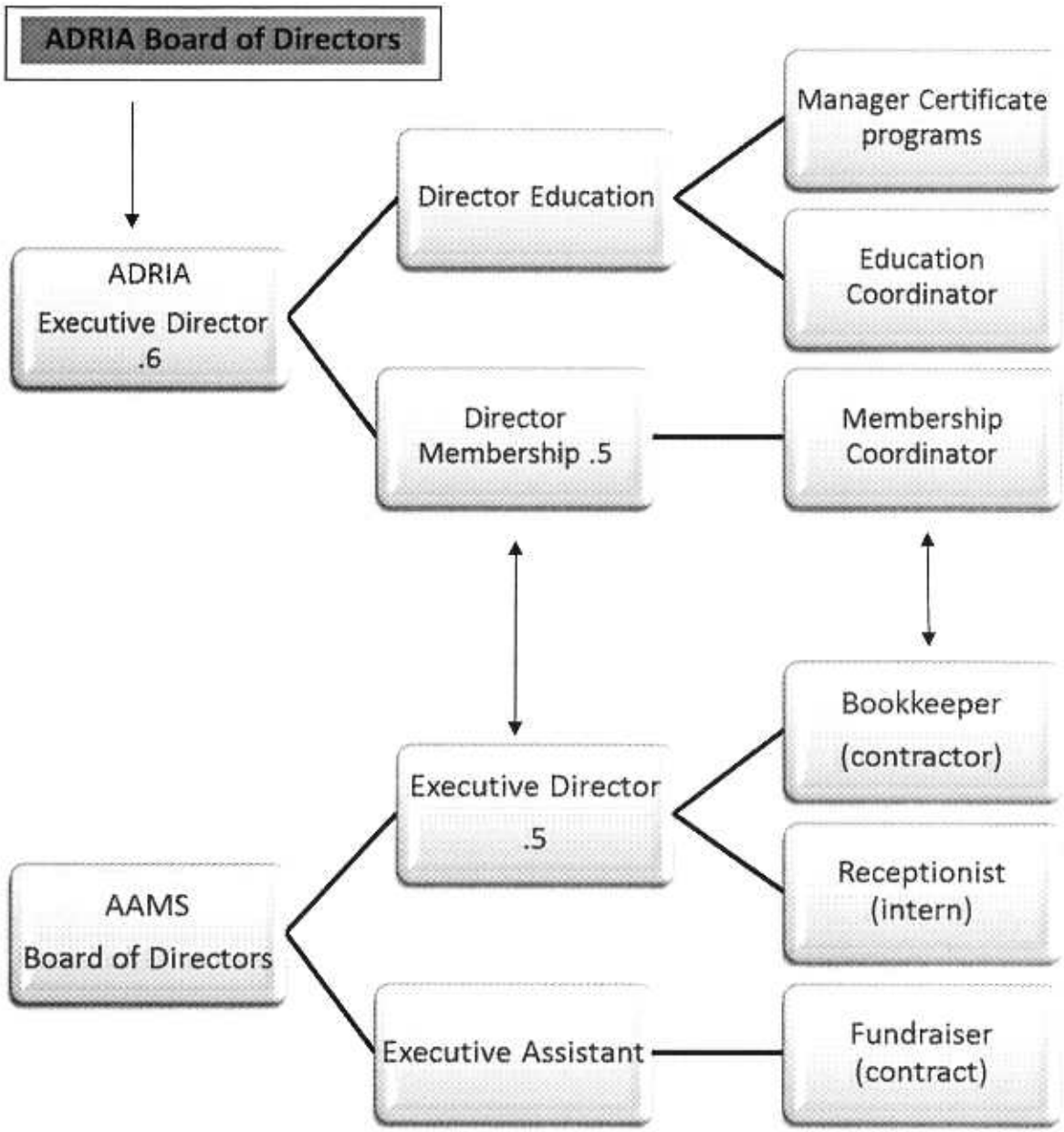
ADRIA Education Coordinator 1.0

ADRIA Membership Coordinator 1.0

ADRIA Receptionist (Intern/part/time)

AAMS & ADRIA Bookkeeper (contract/part-time)

AAMS full-time (1.0)	AAMS part-time (1.0)	ADRIA full-time (4.0)	ADRIA part-time (.5)
Executive Assistant	Executive Director .5	Education Director	Executive Director .6
		Manager Certificate Prg	Mbrship Director .5
		Education Coordinator	
		Membership Coordin.	
Contractors / Volunteers (Interns)			
			Receptionist (I)
	Bookkeeper (C)		Bookkeeper (C)


ADRIA Board of Directors
ADRIA
Executive Director
.6
Director Education
Manager Certificate programs
Education Coordinator
Director Membership .5
Membership Coordinator
Bookkeeper
(contractor)
Executive Director
.5
Receptionist
(intern)
AAMS
Board of Directors
Executive Assistant
Fundraiser
(contract)

APPENDIX B:

Possible Future Scenario for ADRIA

Management Structure Projection

May 22, 2012

Pete Desrochers

In March, 2012 the AAMS Board approved an overall structure for the ADR Institute of Alberta, or "ADRIA". There were three fundamental premises that were considered in the approval process:

First, ADRIA should be established with a vision toward the future, not merely structured to fit existing functions or existing staff.

Second, ADRIA is being incorporated as a membership society. Serving our members is the core component of any mission, vision, values, Board policies and management decisions.

Third, ADRIA's financial viability will, at least initially, depend largely upon revenues generated from education initiatives, until such time that membership programs create a stronger financial foothold and can more greatly contribute to ADRIA's self sufficiency. Such programs might include, but not be limited to: an expanded roster program, an expanded directory and directory services, networking functions, professional development projects, the development of community mediation programs, annual or semi-annual conferences, virtual services, and so on. At the moment, membership dues are insufficient to sustain the organization and its current infrastructure.

While the organizational chart that was presented to the Board at the March meeting in Calgary began to address some of these issues, no single approach to moving forward will easily find unanimous support. There will continue to be a quagmire of conflicting interests and obligations. By separating AAMS (the charity) from ADRIA, we are easing the immediate legal and CRA dilemmas. However the appropriate balance between the membership and educational aspects of the Society has been a longstanding issue; and that balance has yet to be found.

It is certainly not a question of whether Membership or Education is a more valued or more important component. To me, one cannot exist without the other within ADRIA, nor should either have to. The existing management and staff will most certainly be able to carry the former AAMS through the transition to ADRIA and maintain the expanded educational programs as part of member services in compliance with ADRIA incorporation. Operations and management will be able to carry on "as normal" in the eyes of ADRIA members and stakeholders.

However, examining the organizational chart will quickly reveal an imbalance in terms of office and Board responsibilities, with Membership shouldering the majority of these responsibilities. This does **NOT** mean that Membership staff or the Membership ED do more work than the Education staff or the Education ED. Rather, it means that the scope of membership services is broadening, while education is becoming more targeted.

Regardless of whether ADRIA conducts and/or brokers certification courses in mediation and arbitration, private contracts, professional development and industry-specific conflict management programs ... all

education will be given to members of ADRIA. Additional membership categories were developed so that there is a sufficient diversity of members to allow for training to anyone who needs or desire it.

Personal Observations of Current Scenario

- Everyone in the office is working hard to keep their heads above water. The transition from AAMS to ADRIA, along with uncertainties about the future is undoubtedly stressful. Nevertheless, the office staff, intern contract people and volunteers are all acting with poise and distinction. Trust and confidence in each other is still high and they should all be commended.
- There will soon be staff changes. Barring any adjustments to the existing plan, temporary and contract people will be leaving at the end of their respective terms, all of which end at various times during the summer. That means the office will revert back to one support staff member in each of Education and membership, along with the CAMVAP person and the part-time bookkeeper.
- Both EDs are confused as to whether they are (or should be) following ENS, or whether they are (or should be) following set job descriptions developed by themselves or by the Board. Neither ED is clear about the delineation of responsibilities and accountability between themselves and the Board.
- Both EDs are currently overburdened, but I believe this can be rectified fairly easily. I would personally categorize the demands placed on the EDs as falling into four general areas: 1) their respective ongoing Education/Membership duties 2) transition 3) Board requests/requirements 4) the need to do a disproportionate amount of their comparatively simple, but time-consuming administrative tasks.
- If the current EDs and staff are transitioned to ADRIA "as-is", it will continue to work into the near future. However I do not believe that ADRIA will be able to (or want to) sustain two Executive Director positions beyond the near term. It is also my opinion that neither ED will want to continue indefinitely under the existing circumstances.
- Whatever the Board decides in terms of the EDs, both of the current EDs have clear strengths, some areas that could use development and some administrative needs.
- The single biggest administrative need is for the addition of a professional Office or Administrative Manager.
- In terms of development, while both ED's have strong histories of leadership and management, it was not specifically as an Executive Director. There are institutes that specifically train Executive Directors. Such training would be good for both EDs, and a wise investment on everybody's part.
- The most likely long term scenario for ADRIA is having one Executive Director and one Senior Director. For example, there would be one Executive Director responsible for all aspects of the organization, but with a Director of Education to deal with that critical component of ADRIA. However, it could just as easily be that the overall Executive Director deals primarily with Education and there is a full time Director of Membership.
- It would be unwise to 'shelve' AAMS (the charity) until a later time or make it any less a priority.
- I do not believe that AAMS (the charity) and ADRIA should be (or even could be) developed independently of each other's strategic plans. Much of what AAMS will be able to do as a charity will

positively impact ADRIA. Additionally, some functions that are assumed ADRIA functions could well fall within the parameters of the charity. Advancing one without the other is counter-productive.

- Once the transition has been successfully completed, the next major issue will be negotiations with ADRIC. Negotiations will be considerably more intense than anticipated, but should remain amicable. Matters for resolution will include: GST, member dues, accounts payable, ADRIC and ADRIA vs. ADRIC and AAMS, Stickman logo, regional affiliation and the current education contract that is still under negotiation.

Recommendations

1) That the EDs and the current AAMS staff be transitioned to ADRIA at the appropriate time, and that a "business as usual" approach be taken for the short-to-near term.
2) That the two ED system remain in place, but that it be considered interim, with a focus on "evolving" to a single Executive Director.
3) That the Board move back to a single Executive Director management system as it becomes appropriate.
4) That there eventually be an overall Executive Director and a "Managing Director" of Education. The Managing Director would have near autonomy over the development of the Education programs, much as now, and be empowered to negotiate contracts and partnerships in a similar manner as today.
5) That a professional Office Manager or Administrative Manager be engaged as soon as possible.
6) That the parameters of the Office Manager position include Board administrative support.
7) That the Board drafts a job description, or job descriptions, for the Executive Director(s), or confirms that the ED(s) indeed work within the parameters of ENS.
8) That both current EDs be sent on an advanced Executive Director training program at the Executive Director Academy, in Colorado this fall. (information attached)
9) That the Board clarifies roles and responsibilities for itself and the EDs, and that this process includes input from both Executive Directors.
10) That the members of the ED Subcommittee each talk one-on-one to both of the Executive Directors prior to June 15, 2012.
11) That AAMS (the charity) not be isolated from ADRIA in consideration of ADRIA's short term and long term development.

Respectfully submitted,

Pete Desrochers

Appendix C: Cost of Permanent Staffing – current and Proposed

SALARIES

2010		2011		ADRIA 2012		AAMS 2012
Paula	4,756	Pete	5,000	Pete – Mbrship Director	1,735 (.4)	3,250 (.6) **ED**
Sylvia	2,512	Erika	4,000	Erika	3,250 (.6) **ED**	
Brenda	3,564	Brenda	3,913	Brenda	4,000	
Duncan	2,882	Duncan	3,205	Duncan	3,250	
Allie	2,750	Allie/Josie	2,949	Josie	3,000	
Karen	1,152	Karen	1,040	Karen	1,500	
				Educ. Director	2,400 (.6)	
				Certif. Program Coord.	2,000 (.6)	
				Executive Assistant		1,200 (.4)
	17,616		20,107		**21,135**	**4,450**

Legend:

Executive Director salary per annum		$ 65,000
CAMVAP Coordinator	"	$ 56,000
Membership Director	"	$ 52,000
Education Director	"	$ 48,000
Certificate Program Coordinator		$ 40,000
Membership Coordinator	"	$ 38,400
Student Officer	"	$ 36,000
Executive Assistant*	"	$ 36,000

(.4) – 2 days per week i.e. (Tues/Wed or Wed/Thur)
(.6) – 3 days per week i.e. (Wed/Thur/Fri - Mon/Tues/Wed)

*Executive Assistant to Board of Directors (possibly could do this for both Boards, AAMS and ADRIA)