APPROPRIATE DISPUTE RESOLUTION INSTITUTE OF ALBERTA (ADRIA)

BOARD MEETING MINUTES - July 13th 2012

Location: Edmonton - German-Canadian Cultural Center

Director Attendance: Chuck Smith; Alex Paterson; Joanne Munro; Irene Bonifacio; Wendy Hassen; Jim Bancroft (by telephone) Regrets: Donald Goodfellow; **Executive Directors:** Pete Desrochers; Erika Deines; **Transition Project Manager:** Erica Solomon

6:19 PM - CALL TO ORDER REGULAR BOARD MEETING (Chuck Smith)

1. **Confirmation of Agenda**

   Don Goodfellow was unable to attend given a sudden illness in the family. In Don's absence, the financial report on AAMS be tabled to a future time

2. **Minutes of the previous ADRIA Board meeting May 25, 2012**

   BOARD MOTION:

   Moved by Irene Bonifacio that the meeting minutes be approved. Motion seconded by Joanne Monroe. Approved Unanimously.

3. **AAMS Executive Directors' Reports (** See attachment A below**)**

   Reports were accepted as Information

4. **AAMS AGM Conference Committee Report / Debrief** – (Alex Paterson- Committee Chair)

   - Alex circulated the financial report from the AAMS conference in May (See attachment B) and a profit of $5,814.57 was generated

   - The Committee had a debrief session on July 9, 2012, reviewed the feedback received (28 respondents) and discussed possible recommendations for the next Conference plan. The speakers and sessions were very well received and the venue well supported

   - A key area the committee believes is essential to improve Conference organization and coordination is to develop a Terms of Reference which clearly identifies the roles and responsibilities of the committee. Board and staff and a budget allocation at the onset. The committee members indicated a willingness to volunteer on the planning committee for the next conference subject to these structures being put into place and the venue.

   - If a conference is to be planned for May 2013, the work must be started as soon as possible.

   ACTION: The 2012 AAMS conference planning committee will draft a Terms of Reference for the committee for submission to the ADRIA Board at its September meeting

- The board engaged in discussion about the conference being in Calgary next year and that given prior experience there may be significant interest in this in the Calgary community

- The ED's reported that they have made arrangements with Kara Stoke to promote her "People for People" conference October 1 and 2 2012 in return for arranging for a discounted rate for ADRIA members. This may be something to factor into the conference location being in Calgary (there are no mediation conferences in Calgary) It was noted that if ADRIA sponsorship of the conference was to be considered, this would be a policy matter that would need to be come to the Board, given no budget allocation and a policy may be needed given other organizations may solicit ADRIA for similar assistance.

- A question was raised regarding future conferences and whether these would be continued by ADRIA or by AAMS, or by ADRIA and AAMS in collaboration. This was identified as a positive opportunity to explore in future. It was noted that Alex would be available to follow up with and do a presentation about the conference to the AAMS Board

BOARD MOTION:

Moved by Alex Paterson that the $5000.00 profit from the 2012 AAMS conference be allocated as seed money for the next conference planning committee to work with, and that the ADRIA Board work with the AAMS Board in order to facilitate this allocation. Motion seconded by Joanne Monroe. Approved Unanimously.

ACTION: Wendy will contact Don as soon as possible on behalf of the Board to consult with him about the transition plan.

5. **ADRIA / AAMS Office Space Report** - (Erika Deines, Pete Desrochers)

- Two space options have been under consideration:
  - Kingsway Place - 111 Avenue near the Royal Alex Hospital (better office space)
    - 4100 square feet and $17.60 per square foot
  - Present Building - 2nd Floor (better classroom space)
    - 3100 square feet
    - 2 year lease
- Different regulations for classrooms require air circulation to a higher standard – neither of the proposed venues have this capacity – this would cost $20,000 in either venue.
- Other options may need exploration:

- HRIA is looking for office space in Edmonton and there is a possibility of ADRIA sharing space with them. Space used by University of Lethbridge classrooms which has required ventilation may be viable if it could be shared with other organizations.
- We are exploring other space in Calgary (University of Calgary) and moving some ADRIA staff permanently to Calgary may be another space solution.
- Other sites with better parking – ventilation.

- We are paying $2,300 \month now (to increase to $3,700.00 per month) for our current office space and $1800 per month for classroom space in Edmonton.
- Regarding timing, the Board expressed concern about the tight spaces at staff now and difficulty functioning. The ED's did not believe this was an immediate concern and staff could cope in the short term.

ACTION:

- A needs assessment will be provided by the ED's to outline pros and cons of space options in future (may be linked to the Transition plan). Either location is not ideal.
- **Alex Paterson** will work with the ED's as a resource on the rental search and the ventilation requirements for classrooms

6:35 PM – FINANCIAL REPORT / AAMS LOAN - (Don Goodfellow, Irene Bonifacio)

- Given the absence of Don Goodfellow – this item will be included in Erica Solomon's report

6:50 PM - Transition Report/ Update – (Erica Solomon)

- Erica provided a **Transition project Checklist** (See attachment C) which itemized all the tasks she has identified as remaining to complete the transition for both AAMS and ADRIA. Erica's contract will end on September 11th and priorization of these tasks will be important
- A key principle in moving through this process is to ensure that we all focus on the needs and interests of the members of ADRIA (the former members of AAMS)
- The 2 web sites are ready to go – banks and credit card processing are almost complete to registrations can come directly into the ADRIA account. Implementation to be August 1, 2012.
- There is a cost of $35.00 per month for continuing course registration capacity on the AAMS web site. This may be an unnecessary cost given AAMS has no immediate plans for offering courses. Other options are available should they wish to do so in future (example registrations through ADRIA web)

ACTION: Pete will consult with AAMS to determine their thoughts on this

- Board Policies need to be amended to address the Bylaws. The **definitions of membership categories** –is a top priority in order to facilitate memberships in ADRIA. Board approval of the definitions will be done through e-mail in upcoming weeks.

  ACTION: Erika will locate the categories that were proposed by a former AAMS committee

- The Loan Agreement was noted as a priority – pending signatures of Board members (ADRIA needs the support of AAMS Board to move this along to facilitate the move of staff, etc. to AAMS)

6. **AAMS / ADRIA – Presidents' Meeting Report**

   - Don Goodfellow (AAMS President) and Chuck Smith (ADRIA President) had a telephone meeting on July11th attended by Irene Bonifacio, Erica Solomon, Pete DesRochers and Erika Deines

   - The purpose of the meeting was to start talking about forming the relationship between AAMS and ADRIA (the 2 organizations)

   - Questions\concerns were raised about how the transition would be effected, the importance of administrative support for AAMS; the need for a re-organization and the importance of consulting with an employment lawyer to obtain advice regarding possible staffing options.

   - Subsequent to the meeting, Wendy Hassen forwarded the draft transition plan (see item 7 below) to Don for his comment and input. (*Unfortunately events made it impossible for Don to respond by the ADRIA Board meeting)*

7. **Transition Plan** – (Chuck Smith, Wendy Hassen, Joanne Munro)

   - A transition plan was tabled for the Board's approval by the Executive Committee (See attachment D)

   - The intent is for ADRIA to consult with AAMS through this process to ensure their needs are met

   BOARD MOTION:

   Moved by Alex Paterson that:

   The ADRIA Board accept this transition plan and proceed immediately with its implementation. Don Goodfellow (AAMS President) will be consulted as soon as possible and if there are any substantial changes proposed to the transition plan the ADRIA Board will hold a special meeting at its earliest opportunity to address them. Motion seconded by Joanne Monroe. Approved Unanimously.

8. Other items (Alex Paterson)

   - **Grievance process**: A number of concerns have been brought to Alex attention and it is important that members have access to a complaint process to ensure concerns are addressed.

ACTION:

- Alex /Erika to discuss the concerns and complaint processes
- Complaint processes within the ADRIA Board policy will be reviewed as part of the Policy updates currently underway (Joanne)

- **Education Committee:** A number of changes to credentialing requirements and programs seem to be occurring which raise questions or we are not aware of. Could the Board create an Education committee of instructors, Board and staff to be available to look at these matters?

  ACTION:

  PRESIDENT: to put ADRIA standing committees on the September meeting agenda and the matter of an Education Committee can be discussed at that time

9. Next meeting: September 8, 2012

Meeting Terminated: 9:35 pm

ATTACHEMENT A: **AAMS 2012 Conference Report**

Revenue	2012 Budget	2012 Actual	Varience	% of Budget
Sponsorships	20000	26000	6000	130.00
Registrations	48500	27065	-21435	55.80
Sub Total	68500	53065	-15435	77.47
Expenses				
Speaker Costs	17830	16896.29	-933.71	94.76
Entertainment (The Queen)	1500	1699.7	199.7	113.31
Graphics	0	913.5	913.5	
Printing	0	990.8	990.8	
Postage	0	113.84	113.84	
Swag & Gifts	4000	3711.86	-288.14	92.80
Credit Card Fees	400	693.27	293.27	173.32
Committee Related Expenses	1000	459.34	-540.66	45.93
Room Decorating	300	191.09	-108.91	63.70
Meals & Meeting Rooms	18750	15037.92	-3712.1	80.20
Audio Visual	3000	6542.82	3542.82	218.09
Background Music	500		-500	0.00
Sub Total	47280	47250.43	-29.57	99.94
Net Profit / (Loss)	21220	5814.57	-15405	27.40

Attachment B: **Future Transition Project Checklist** - July 13, 2012

#	Category	Task	ORG	Contact(s)	Status
1	Registration	BN & GST	ADRIA	Chuck?	BN application completed
2		Update Corporate Registrar re: Board Members/Officers	ADRIA/ AAMS	Wendy/ Jim M.	Awaiting new Board appointments (ADRIA treasurer)
3	House-keeping	Banking Authorities	ADRIA	Joanne	Still need one signature?
4		Establishing Website	ADRIA	Pete	Ready pending credit card authorization account and Bank's IT issue with merchant #
5		Board Policies	ADRIA	Joanne	Update entire Board Policy document by August 15 for review at following Board meeting (but member categories defined by August 1)
6		Corporate Seal and Logo	ADRIA	Wendy/ Chuck?	Logo to be decided first – currently using old AAMS look
7	Membership Transition	Second Deeming Process - Resolution	ADRIA	ADRIA Board/ Pete	July 13, 2012
8		Final Deeming Process – Resolution	ADRIA	ADRIA Board/ Pete	Next Board meeting – date?
9		Remaining members in AAMS - maintain vs. terminate - Policy?	AAMS	AAMS Board/ Pete	Decision – next Board meeting?
10		New Member Applications (Categories need to be drafted in Board Policies)	ADRIA	Chuck/ Joanne/Pete	August 1, 2012
11	Financial	Investment Policy	AAMS	Don/Jim B?	Awaiting approval of redlined version
12		Loan & Security	AAMS/ ADRIA	Don/Eric/ Jim M/Irene/ Wendy/ Chuck	Awaiting signatures and direction
13		Budget	ADRIA/ AAMS	Irene	Ongoing – most recent update: Yvonne's invoice
14	Relationship between	Functions, Division of Roles and Responsibilities	AAMS/ ADRIA	Pete/Erika/ Don/Chuck?	Awaiting direction

#	Category	Task	ORG	Contact(s)	Status
15	AAMS & ADRIA	Board Policies linking two organizations	AAMS/ ADRIA	Jim M/ Joanne?	Awaiting direction
16		Possible Service Contracts	AAMS/ ADRIA	Erika/Pete/ Don/Chuck	Awaiting direction
17	Personnel Transition	Consult Employment Lawyer	ADRIA/ AAMS	Don/Chuck/ Joanne/ Wendy?	2 leads: Craig Neuman with Neuman Thompson (733-6556) or Ian Smith with Miller Thompson 429-9702
18		Draft resignation letters	AAMS	Jim B?	Commenced drafting, awaiting direction
19		Draft Employment Offer Letters for EDs	ADRIA/ AAMS	Wendy/ Joanne/Don	Commenced drafting, awaiting direction
20		Draft Employment Offer Letters for Staff and contractors (service contractors, instructors, coaches)	ADRIA	Erika/Pete	Commenced drafting, awaiting direction
21	AAMS INC.	AAMS to sell at market price to ADRIA???	ADRIA/ AAMS	Pete/Eric/ Irene/Chuck	Awaiting direction
22		Transition staff to Brenda	ADRIA/ AAMS	Erika/Pete	Awaiting direction
23	Office and Classroom Lease	Assign/New lease with ADRIA	ADRIA/ AAMS	Erika/Pete	Awaiting direction
24	Tangible Property Transition	Office Equipment and Supplies	ADRIA/ AAMS	Erika/Pete/ Irene	Awaiting direction
25	Intellectual Property Transition	Course materials	ADRIA/ AAMS	Erika	Commenced drafting, awaiting direction
26		Contracts with Corporate Members and Affiliates	ADRIA	Erika	Commenced drafting, awaiting direction
27	Reorg.	Information Gathering	ADRIA	Wendy/ Joanne	Performed 3 interviews to date – ON HOLD
28		Provide a vision for org. structure supported by job descriptions and budget	ADRIA	Wendy/ Joanne	Unsure as to whether there will be time for this task

Attachment C: ED Reports

Education Report 2012 (until end of May) – Erika Deines

Registrations to Date

	2011	2012
Edmonton	314	212
Calgary	133	67

Cancellations to Date

	2011	2012
Edmonton	7	9
Calgary	14	8

Notes

Cancellations

- In June we had 2 cancellations in Calgary and 3 cancellations in Edmonton. In Edmonton we had to cancel our (old) Mediation Level II and the Mediation Case Development courses (individual course delivery format) but we were able to transfer the few students registered into our new 40 hour Mediation delivery model either in May or for the fall. The other course was a specialty course – Conflict Management in the Oil & Gas Sector. We know that there is interest in this course so we are re-scheduling for the fall. In Calgary we cancelled our Mediation Level II course (individual course delivery format) and a Mediation Skills Assessment Preperation Course due to low enrollment...

CDM Certificate Program

- The CDM program will be offered once a year (in the fall) from now on to ensure adequate class sizes. Both Cohorts in Edmonton and Calgary are done now and there has already been interest for the fall sessions. Certificates have been issued to all successful graduates.

Arbitration Certificate Program

- As the Arbitration program is more specialized we have decided to run it once a year in both Calgary and Edmonton. This is to ensure that we have a large enough class size, as we need enough students to move through the entire program. The Arbitration Program is running in both Calgary and Edmonton. Both cohorts in Edmonton and Calgary have completed Arbitration Level I, II & III. The Level III exams for both groups were handed in in June and have been sent out for marking (instructors have 45 days to return the exams). Both groups have finished the Program in June with Mediation/Arbitration: When & How to Use Both.

Conflict Management Certificate Program

- Our summer intensive version of these programs are held between May and September. The first program, the 40-hour version of Attuned Communication in Dispute Resolution began at the end of May - early June. The second program, Integrated Negotiation will follow in July in Calgary and in Edmonton.

ADRIC Courses

- The contract with ADRIC has been reviewed and the legal opinion received requires us to redraft the contract.
- Work on the two programs is in its final stages and will be distributed to other regions for review and input in July.

Other

- Annual course schedule for Edmonton and Calgary was finalized and made available for registration on the AAMS website.
- University of Lethbridge moved out of the building and donated two full sets of classroom furniture, whiteboards, flip charts, TVs and Video equipment to AAMS.
- Purchase of two full set-ups for electronic classrooms (podium, computer, ceiling mounted LCD projector, and ceiling mounted screen) for $7200 each; equipment is one year old.
- Temporary arrangements were made to continue using two classrooms on the 13th floor of the UofL building in Edmonton, on a month-to-month basis and until notice is given that the space has been rented to a new tenant.
- Sublease was arranged for the 13th floor classroom (when not in use) with the 'Attitude Boosters' Toastmasters group to hold their monthly meetings.
- Search for classrooms in Edmonton continues – met with NorQuest College to look at classroom
- Met with Athabasca University to discuss the possibility of integrating AAMS programs into some of Athabasca's academic programs. Discussions are ongoing.
- University of Lethbridge offered to check classroom space at their downtown campus in Calgary. We are in ongoing discussion.

- Search for (additional/larger) classrooms in Calgary – met with Robertson College located two doors from the North Calgary Business Centre and the AAMS office. Discussions are ongoing.
- Sublease was signed with PMAST (Peer Mediation and Skills Training) to provide PMAST with a business address, space for a filing cabinet and occasional use of our office.
- Community Mediation Calgary Society (CMCS) came to look at our Calgary office space as their current lease expires in August and they are looking to share space possibly.

Private Contracts

PHBIA

- This organization contracted ADRIA to make a proposal to design and deliver a communication/negotiation course, to be split between online and in-class delivery, for the new Residential Construction Site Manager program. Following this proposal, we met with PHBIA and they subsequently provided a contract which has been reviewed by AAMS legal counsel. The cost estimate for designing this course is $30,000. The delivery of the course is set for mid August 2012.

Agricultural Financial Service Corporation – Lacombe, AB

- This group has finished the Interest Based Negotiation Certificate in early June. This was the second program this organization completed, starting with the Certificate in Interpersonal Conflict Resolution.

Private Contract Enquiries:

- LINC – Learning Services Enhancement Edmonton Catholic Schools (this may possibly fit better with AAMS as public education project), Rosemary McMahon (training for staff)
- Alex Youth Support Specialist, Kendra Gall (training for staff)

Education Contractor duties:

- PHBIA proposal sent
- Started to look at PHBIA online requirements
- Practicum advisor application request sent to all C.Meds
- 3 specialty course brochures completed
- Editing and formatting specialty courses

- AAMS library – old items discarded, new items ordered
- Scoping out further specialty courses
- Equivalencies: 3 completed and 4 still under review
- Coordinated the start of CDM course revision
- Looked into government accreditation requirements for educational programs
- Katharina's goodbye!
- Feedback files for coaches and instructors

Membership Report - July 2012 – Pete Desrochers

The membership of ADRIA remains officially at 423, as we have not accepted new members or renewals since May. However that number is likely not absolute, as the remaining AAMS members have been sent their resignation letters in order to be deemed ADRIA members. There are also members whose memberships have recently come due, but who cannot yet renew.

There has been significant development on the web site and operational sites for both AAMS and ADRIA are ready, subject to finalizing several things with the bank and with the credit card payment procedures. Once this is complete, the new membership categories can take effect and members can renew / join on line. We expect this to happen next week.

Web site development will be ongoing, with new features being added, some of which will be revenue generating. The launching (or re-launching) of the websites does not mean either is the final product.

Although ADRIA does not yet have a GST number, we will begin charging GST and tracking it. Hopefully we will receive GST exemptions on educational courses; however membership and membership services will henceforth be subject to GST.

Signing authority for ADRIA currently rests with Joanne Munro and Alex Paterson. Until the Executive Directors become ADRIA staff, there is no staff signatory. So temporarily, Alex and Joanne will act as signatories, as required.

New synergies are arising in terms of rosters and member initiatives that will be both fun and revenue -generating. We will be working on these initiatives over the summer.

CAMVAP negotiations will commence, likely in late August. The existing contact with CAMVAP ends October 31,2012.

ATTACHMENT D: ADRIA STAFF and ED Organization Transitional Plan – Draft July 10, 2012

Target: Full implementation of a new organization structure, staffing plan and budget for ADRIA by December 31, 2012

Objectives:

1) Provide stability and protect the reputation of the organization during and after the transition from AAMS to ADRIA

2) Use a transparent, collaborative and consultative process involving stakeholders and staff to achieve a smooth transition to a new organization structure and ADRIA staffing model

3) Ensure the business of ADRIA gets done during the transition

4) Ensure ADRIA and AAMS collaborate and consider each other's resource needs during and after the transition

Oversight:

It is important for plan implementation and the activities of staff and Board members (ADRIA and AAMS) to be effectively coordinated during the transition from AAMS to ADRIA\AAMS and that issues arising and necessary adjustments be addressed in a timely and effective manner. In order to accomplish this, the following oversight and accountability framework is proposed:

- The Executive Committee (ADRIA) will be accountable for monitoring the implementation of this plan (and all transitional planning) on behalf of the ADRIA Board to ensure the objectives noted above are achieved. *Question- How do we reflect AAMS involvement here?*
- Joanne Munro and Wendy Hassen will together take the lead on behalf of the ADRIA Executive Committee (AAMS?) to coordinate this initiative which will include:
    - Working with and providing guidance to Erica Solomon (Transition Project Manager) on behalf of the ADRIA Board (AAMS?)
    - Working with and interfacing with ED's
    - Updating and consulting with other Executive Committee \AAMS? members on a regular basis and seeking their support and assistance as necessary.
- The ADRIA Executive Committee (AAMS?) will provide the ADRIA Board with regular reports on the progress of plan implementation

(ES: Erica Solomon EC: Executive Committee ED's: Erika Deines and Pete Desrochers)

Phase	Activities	Who	Target Timeline
	BOARD APPROVAL OF THE PLAN		July 13, 2012
Phase A: Planning and moving staff to the new organization ***"as is"*** while continuing to plan the new organization structure **July 13 – Aug. 31**	Identify clear roles, responsibilities and expectations of each ED during the transition – including [1]quality assurance strategy.	Joanne, Wendy, ED's	Present to Aug. 1
	Discussions and agreement reached with the AAMS Board to ensure the staffing plan to December 31, 2012 accommodates AAMS resourcing needs.	Irene, Chuck, Wendy, Joanne, Don	
	Create a clear ADRIA line by line budget for 2012 including amounts for total staffing to support anticipated operational activities to end 2012 (this includes anticipated growth and skill set requirements for staff) (AAMS?)	ED's, Joanne, Wendy, Irene Approved by EC and Board	
	ED's identify needs and contract additional (temporary) staff to ensure appropriate operational supports during the transition (including administrative support) to December 31, 2012 based on the 2012 budget (see above point) approved by the ADRIA Board (AAMS?)	E.D.'s	
	Appropriate contractual documents are prepared to support staffing arrangements	E.S.	
	Move staff to ADRIA (this includes appropriate discussions, and written	Joanne, Wendy,	July 15 – Aug 15

[1] The intent is for the ED's to have a clear division of labour while working collaboratively with the requirement for jointly signing off on plans and decisions regarding staffing, key budget matters, rental agreements, equipment expenditures etc.

Phase	Activities	Who	Target Timeline
	communications with staff –ED's to facilitate this move)	E.S. ED's	
	Finalize leasing arrangement for permanent ADRIA offices and classroom (consult with AAMS as to space requirements)	E.D.'s	July 2 – July 31
Phase B: Planning and Moving to a new structure with 1 ED **Start: July 2** **End: Oct. 15**	Monitor workloads\staffing during Phase A & B to inform planning	ED's and ES	Ongoing
	Conduct a Needs Assessment, review Organizational design –staffing options with a [2]1 ED model including the following:	**E.S Lead**	July 2 – Sept. 15
	• Consultation with ED's about preferences, strengths, where assistance/support is required	Joanne and Wendy	
	• Consultation with staff\ instructors\clients if required.	E.S.	
	• Reviewing job functions - level of activities - skills needed for Membership and Education (and AAMS)	E.S and ED's	

	• **A Report** submitted to the Executive Committee including:
	  ○ Options (a minimum of 2) for the ADRIA organizational structure and staffing complement to meet anticipated workloads – objectives
	  ○ A preliminary 2013 budget including any broad requirements for increased space/technology/staff. AAMS???
		E.S Lead – Joanne and Wendy
		
		(input by Ed's)	

[2] Initial review by the Executive Committee is that with the size of the organization, the importance of coordination and clear lines of accountability that a 1 ED organizational model for ADRIA is optimal. Other options may be considered in the event that this review process suggests otherwise.

Phase	Activities	Who	Target Timeline
	• A fair process for ED\staff movement into new positions is determined	E.S Joanne\ Wendy -ED input EC approve	Aug. 1 – Sept.1
	• **A proposed ADRIA Organizational Structure and <u>Budget for 2013</u> is submitted to and approved by the Board.**	EC recommend to ADRIA BOARD	September Board meeting
	• Job Descriptions, salary levels and HR policies are finalized • The staffing process is implemented and staff confirmed (Ideally Management/Leadership positions first and they coordinate remaining staffing)	ED's	Sept. 1 - Oct. 15
Phase C: New Organization Structure Implemented and in place for 2013 **Oct. 15 – Dec. 31**	• Staff in new positions • Communicate new Organization structure\ roles to members\ clients Coordinate with AAMS?	EC and Staff	By Dec. 31