ADRIA BOARD OF DIRECTORS MEETING MINUTES
HELD IN EDMONTON ON SATURDAY, APRIL 11, 2015

Attending: Jeffery Jessamine, Q.Arb; Dolores Herman, Q.Med; Wendy Hassen C.Med; Chuck Smith, Q.Med; Barrie Marshall, (Secretary); Stan Galbraith; Mike Hokanson, Q.Med (Treasurer) (afternoon only); and Paul Conway (Executive Director).

Attending via Zoom: Mike Hokanson, Q.Med (Treasurer) (portion of morning session) and Joanne Munro, C.Med (portion of morning session).

Regrets: W. Donald Goodfellow, C.Arb.; Jim Bancroft and Angela Boyes, Q.Med.

MEETING COMMENCES: 8:14 a.m.

1.0 Welcome and Agenda Review

1.1 Welcome/Call to Order

The President, Wendy Hassen, opened the meeting by advising that she had prepared materials to allow for a discussion among the Board members respecting the Vision for ADRIA and that this would take place later in the morning. The need for a new Vision statement for ADRIA had been discussed at the previous meeting.

1.2 Review of Agenda Items and Addition of Any Items

Wendy Hassen pointed out that ADRIC will be adopting a new logo and is considering a number of options in this regard. She will address this during her President's report. She also advised that progress had been made with respect to a review of ADRIC and Regions memorandum of understanding and that this would also be addressed in her report. It was agreed that, following approval of the previous meeting's minutes, the first agenda item dealt with would be 3.3 "Board Evaluation".

2.0 Minutes of Previous Meeting(s)

2.1 Minutes of Meeting of January 31, 2015

BOARD MOTION:

It is moved by Stan Galbraith and seconded by Dolores Herman that the minutes of the meeting of January 31, 2015 be approved. Approved unanimously.

3.0 Business Arising

3.3 Board Evaluation

Dolores Herman provided an overview of the evaluation process she conducted through the use of Survey Monkey. She advised that it has been sent out to all Board members but that only seven had responded. Barrie Marshall advised that he had not received Ms. Herman's communication in that regard and speculated that his communication may well have been screened by his firm's "anti-spam" software.

Ms. Herman advised that the responses to the survey were generally very positive. However, there were some areas requiring work:

- some responses indicated that financial information could and should be posted earlier and that a deadline for the posting of such information would be helpful in this regard.
- the fact that 85% of Board members "agreed", but only 14% "strongly agreed" that they were provided with sufficient opportunity to participate in Board initiatives and committees suggests that perhaps a need for a greater effort in this regard to allow for engagement of the Board members.
- the fact that only 52% of Board members agreed, and 42% disagreed, that they were being provided with adequate feedback on their contribution to the Board suggests that there needs to be better procedures in place to ensure that Board members are obtaining such feedback.

Mike Hokanson indicated that this is the first board of directors he has served on and the first time he has served as a Treasurer and that he would have liked to have received a greater feedback on the sort of job he was doing. He had, however, assumed that, if he was not doing a good job, he would have heard something in this regard.

Stan Galbraith commented that, since the Board was a relatively new one, proper feedback was important so as to allow the Board, and Board members, to better manage expectations.

Jeffery Jessamine commented that the "roles and responsibilities" of each director should be clearly spelled out in the By-Laws. While Wendy Hassen advised that the By-Laws do address this, Stan Galbraith commented that the "rules and responsibilities" aspect of the By-Laws may not fully address what each director is supposed to do. Dolores Herman stated that the feedback process does not need to be complicated and that an informal dialogue in this regard might be adequate and Joanne Munro agreed with this. Jeffery Jessamine suggested a checklist be prepared with respect to the rules and responsibilities of Board members.

Chuck Smith stated that feedback helps align the expectations of Board members and allows for adjustments to be made and that, moreover, lets each director know that he/she is appreciated for his/her contribution. A feedback mechanism also helps to identify if an issue, like lack of engagement, is identified. He agreed that the "roles and responsibilities" should be well defined. Feedback, if only on an informal basis, should be provided regularly.

Wendy Hassen complimented both Mike Hokanson and Stan Galbraith on the respective jobs they were doing and stated discussion of the feedback issue will be built into the orientation process.

Dolores Herman stated that the evaluation survey, in regard to opportunities to broaden knowledge base, only 70% agreed, and 14% strongly disagreed that such opportunities existed. She advised that there needed to be a further discussion as to what sort of training might be helpful to Board members in this regard.

Respecting Board orientation, 29% strongly agreed and 71% agreed that it was adequate.

Respecting participation in Board meetings, 86% strongly agreed and 14% agreed. Board members agreed that the reading of the materials posted on BoardSuite encouraged such participation.

ACTION ITEM:

The remainder of the Board members who had not yet responded to the survey should do so. Dolores Herman will then prepare a final report and deliver it at the AGM.

4.5 Complaint Policy

The ED advised that it is now using the policy. He reported that there had been no major changes in relation to page 1 of this version (Revision 3.2 April 2015) of the Interim Complaint Resolution Policy and pointed out that the third bulleted item on the page effectively reflected By-Law 8.4.

He further advised that there had been definitions added and that, on page 4, the sections entitled "Legal Counsel and Accompanying Parties" and "Documentation and Witnesses" had been added.

He further advised that the waiver of the right to go to court had been removed.

He also advised that with respect to pages 9 and 10, a great deal of latitude had been given to the Hearing Committee.

The ED also indicated that there needs to be a dialogue with the other Boards across Canada respecting greater uniformity of complaint policies.

Stan Galbraith stated that the complaints policy needs to address the scope of rights of appeal, i.e. whether or not a new hearing (a hearing de novo) or if the Appeal Committee could simply replace the Hearing Committee's decision with its own.

BOARD MOTION

It is moved by Barrie Marshall, and seconded by Stan Galbraith, that the Interim Complaint Resolution Policy be amended to add language to the definition of "Registrar" so as to provide that the Executive Director serve as Registrar in the absence of an appointed Registrar and that the word "council" be replaced with "counsel" on page 4 and otherwise be adopted. Approved unanimously.

ACTION ITEM:

Joanne Munro to work on an appeal process as well as develop a flowchart and a strategy for communication of the Policy to the membership.

2015 ADRIA Elections, AGM, and Orientation

The ED's reported that this is addressed at page 7 of his report. There will be no spring conference and that, on the 5th of June, there will be a virtual AGM. Locations in both Edmonton and Calgary have been set up for the holding of the virtual AGM. An on-line facility will also be in place for ADRIA members outside of Edmonton and Calgary to participate. Receptions, at the Edmonton and Calgary locations will take place at 5:00 p.m. with the AGM to be held at 6:00 p.m. There will be a wine and cheese at each of the Edmonton and Calgary locations after the AGM. Orientation for new Board members will take place the next day.

Stan Galbraith expressed a concern about voting and that, if there were any contentious issues, the moderator needs to be properly versed in procedures for voting and recording the vote. The ED advised that the moderator would be properly prepared in this regard.

The ED advised that the objective of holding the AGM in this fashion was that a proper link to the membership would be available to provide for a transparency and an opportunity for people participating remotely, via live streaming, to raise questions and have an opportunity to vote.

Wendy Hassen stressed the need to make it clear to people participating remotely regarding the applicable protocols. The ED advised that protocols were being prepared in this regard.

The Board agrees that the next "Onboard" should include an item that a special effort is being made this year to engage the membership outside of Edmonton and Calgary through the live streaming facility. The "Onboard" should also encourage the attendance of ADRIA membership at the ADRIC conference in October.

Respecting the position of National Director, Stan Galbraith reported that the Nominating Committee normally comes up with a slate for candidates for all vacant positions. The National

ADRIC Director's position is for a one year term. In the past, the National Director was appointed by the ADRIA Board. This position needs to be elected in order for ADRIC to keep its "not for profit" status. The nominating committee has developed criteria reviewing candidates to nominate for this position. The Board members agreed that the individual occupying the position of National Director needs to have a knowledge of the history and operations of ADRIA in order to effectively represent ADRIA's interests.

Stan Galbraith further advised that three positions on the ADRIA Board were up for renewal as follows:

- Dolores Herman – she has advised that she will stand for renewal.
- Barrie Marshall – he has advised that he will stand for renewal.
- Wendy Hassan – she advised that she will serve as past-president for a one year term.

There is, therefore, the need for a new Board member. There are two candidates in this regard, Alasdair MacKinnon, an ADR professional from Red Deer who recently served on the Board of AFMS. The second candidate is Michelle Simpson, a lawyer in Edmonton.

Chuck Smith will speak with Angela Boyes regarding her interest in continuing to serve as a Director on ADRIA.

The report of the Nominating Committee was accepted.

Further discussion then ensued with respect to the position of National Director. Chuck Smith has indicated his willingness to continue to serve in that position. However, Stan Galbraith pointed out that ADRIA has a six year limit on the number of years an individual may serve as a Director on the ADRIA Board. He questioned, however, whether this should preclude an individual serving additional time at National Director.

ACTION ITEM:

Wendy Hassen agreed to speak with ADRIC about this issue.

Chuck Smith stepped out of the meeting so as to allow the remaining Board members to discuss the issues surrounding his continued representation of ADRIA as a National Director on the ADRIC Board.

Wendy Hassen emphasized that the National Director position will have increasing importance as the relationship between ADRIC and the regional organizations, including ADRIA evolves. She stressed that it is important that the National Director communicate fully and effectively between the two Boards given that policy decisions being made by ADRIC inevitably affect the regions.

It was agreed that the Nominating Committee would nominate Chuck Smith as a candidate to the position of National Director.

BOARD MOTION:
It is moved by Dolores Herman, and seconded by Wendy Hassen, that the Board, under By-Law 4/6.11, appoint two scrutineers, Jeffery Jessamine and Tammy Borowiecki. Approved unanimously.

Stan Galbraith further advised that, regarding succession planning, he had nothing new to report on the procedure. He indicated that he had been approached to serve as the incoming President and that he has agreed to serve in this capacity. Barrie Marshall has agreed to serve a further term as secretary and Mike Hokanson has also agreed to serve a further term as treasurer. These position assignments will be proposed to the new Board after the election results on May 26.

There also needs to be a new Governance Committee chair.

Orientation will take place on the 6th of June.

3.4 2015 ADRIC Conference

This is addressed on the second last page of the ED's report.

Wendy Hassen questioned whether or not the program included something for arbitrators. The ED reported that this is included under a topic of "Commercial Applications".

4.2 By-Law Change

Barrie Marshall reported, as discussed at the January 31st meeting, that ADRIA's current By-Laws do not permit electronic voting. After some discussion of the draft motion that Barrie Marshall had prepared, appropriate wording was agreed to.

BOARD MOTION:

It is moved by Barrie Marshall, and seconded by Dolores Herman, that Article 5.5 of the ADRIA By-Laws be amended as follows:

- 5.5.2 should read "Subsections 5 and 6" as opposed to "Subsection 6"
- 5.5.6 should read "A resolution is valid as if passed at a Board meeting and effective as of and from the stated effective date of the resolution in the following circumstances:

1. The resolution is in writing and signed in one or more counterparts; or
2. The resolution is presented for, and voted on, electronically."

Approved unanimously.

3.2 Strategic and Operation Plans

The ED reported that this is still under review. To assist him in this review he suggested that each Board member complete the spreadsheet presented at the meeting.

ACTION ITEM:

Each Board member to complete the spreadsheet and provide same to the ED.

3.1 Visioning

The Visioning session was led by Wendy Hassen. Using the input she had received from the other Board members since the last meeting, she led a useful discussion on various criteria that make up vision statements for boards like ADRIA. That discussion gave rise to four Vision "categories". (See note prepared by Wendy Hassen below attached)

1. Dynamic and superlative value to the profession.
2. ADR is the first choice for conflict resolution.

3. The Alberta source for ADR.
4. No Albertan fears conflict

ACTION ITEM:

Wendy will draft some optional vision statements and circulate to the Board for their consideration.

4.1. By-Law and Policy Updates

Board policy review Stan Galbraith presented his revised policies. The following changes were discussed and agreed to:

- page 14 item 4.3 should read "demonstrating performance in all of the knowledge, skills and competencies necessary to successfully perform all the items listed in the job description of the Executive Director (the job skills). The Executive Director's job description will be attached to this Policy.

- page 15 item 2.C under "Annual Appraisal", should read "A review of the ED strengths and developmental opportunities in relation to ED Deliverables, ED's strategic direction and ED job skills....".

- item 6.1 Executive Director Compensation Review should read Executive Director Compensation takes into consideration the current geographic and comparable market conditions.

BOARD MOTION:

It is moved by Mike Hokanson, and seconded by Dolores Herman, to adopt Policy Type III as amended. Approved unanimously.

ACTION ITEM:

Respecting Policy Type II 5(ii), the ED and Stan Galbraith to consult respecting the proper wording of this Policy.

The balance of the Board's Policies will be voted on at the June meeting.

BOARD MOTION:

It is moved by Stan Galbraith and seconded by Barrie Marshall that Jeff Jessamine to be the Board designate to work with Wendy Hassen as the committee to conduct the ED performance evaluation. Approved unanimously

BOARD MOTION:

It is moved by Barrie Marshall and seconded by Chuck Smith to approve Policy Type IV.13 "Board Expense Claims" as amended as well as the proposed 2015 Board Expense Report and Policy. Approved Unanimously.

5.3 Treasurer's Report

Mike Hokanson presented his report and advised that the Board appears to be in strong financial shape. He advised scheduling Board meetings closer to the end of the month as opposed to the beginning so as to enable the Treasurer to have more current financial information available to the Board.

Wendy Hassen suggested, at the Orientation, the Bard may want to undertake a more complete review of ADRIA's core business and financial planning and performance.

5.2 ED's Report

The ED presented his report, posted on Board Suite. With respect to the Mediation Designation Committee, ADRIA is going to adopt the criteria of ADRIO and the Boards of the Atlantic provinces. In that regard, a candidate must present him or herself for assessment as part of the application process.

ACTION ITEM:

The Mediation Designation Committee to present a policy for presentation at the June meeting.

5.1 President's Report

Wendy Hassen reported that she met with Pete Wyndell of the Mediation Restorative Justice Centre (the "MRJC"). The MRJC is apparently looking to locate at Concordia. Mr. Wyndell is currently recruiting a number of new Board members to MRJC. The ADRIA may wish to consider inviting the MRJC Board members to meet the evening before one the Edmonton Board meetings.

Wendy Hassen also addressed the letter from Don Goodfellow on behalf of AAMS wherein Don Goodfellow advised that a formal MOU between AAMS and ADRIA might compromise the charitable status of AAMS. Wendy Hassen advised that (through e-mail) that ADRIA understood the concerns about entering into a formal MOU and would continue to work in a collaborative fashion with AAMS whenever it was mutually beneficial to do so.

Wendy Hassen also advised that she is part of a Task Force of the ADRIC/Regional Presidents Roundtable charged with reviewing the MOUs between the regions and ADRIC. The other Task force members are Kathryn Munn, President of ADRIO, and Scott Siemens, President of ADRIC and ADRSASK. With the exception of Manitoba and Quebec, most of the MOUs were developed in 1996 and are outdated. The Task Team is developing a recommendation for the April 29th President's Round Table Meeting to frame revised MOUs. This would include overarching principles, for example, consultation, collaboration, and self determination, and looking at this relationship between ADRIC and its regional organizations as more of a federation as opposed to a "parent/child" relationship. The target is a draft for review by Presidents Council at the October AGM – Wendy will keep the ADRIA Board updated on new developments.

Wendy Hassen updated Board members about the recent discussions with Scott Siemens, ADRIC President, about an ADRIC resolution for ADRIC policy for National program pricing. The resolution a recommended pricing of $1,500/student minimum charge, a "recommended" price of $1,850 ($2,500 is the rate ADRIC has supported previously and ADRIA is presently charging $3,000 for a 6 day program) ADRIA had not been consulting on this resolution and learned about it 1 day prior to the Board vote deadline. The vote was rushed as another region wanted a price determined to deliver the course at the end of April. The electronic vote has been

paused and the ADRIC Board will now review the resolution at the April 24th Board meeting. Wendy Hassen has suggested that more information should be provided to help make an informed decision and encouraged exploring creative solutions to meet all regions and ADRIC's needs.

ACTION ITEM:

Wendy Hassen will circulate to the Board the content of e-mails sent to Scott Siemens. Wendy Hassen, Chuck Smith, and the ED will continue to work together to ensure ADRIA's views are effectively represented at the ADRIC Board meeting on April 24.

11. In Camera Session (3:46 to 3:50)

12. OnBoard

We will work on an OnBoard that includes the AGM plans for trying technology to engage more of our members and the complaints policy.

THE MEETING ADJOURNED AT 3:50 PM.

Vision Brainstorm:

The following are Individual Board members vision statements of the future – grouped by Board members into themes to develop a common vision. The Vision Statement identified as most compelling (subject to further review) was *NO ALBERTANS FEAR CONFLICT*

Dynamic Superlative Value to the Profession	ADR IS THE FIRST CHOICE FOR CONFLICT RESOLUTION	THE ALBERTA SOURCE FOR ADR		No ALBERTAN FEARS CONFLICT
		WE ARE THE ONES TO CALL	Champions of ADR –	
Every dispute resolution practitioner of any kind will want to be a member. ADRIA's membership's in the thousands!!! A GOOD BALANCE BETWEEN SUPPLY AND DEMAND FOR PRACTITIONERS ***Our Members provide excellence in dispute resolution*** Arbitrators\Mediators have an abundance of work through proliferation of rosters - public & private sectors	ADRIA SUPPORTS Resolving Conflict BY GIVING ALBERTANS Appropriate Affordable Choices Every Albertan chooses ADR 1st ADR is the first choice in every possible sector - workplace, justice, commercial, family, etc **Going to court or engaging in litigation will be viewed as a last resort.** ***Collaborative conflict resolution is chosen over litigation 100 % of the time*** **ADRIA is the service provider for conflict resolution services to all Alberta Professional Organizations (LESA, the Law Society, Appega, AAA, the Accountants, College of Physicians and Surgeons, CAP, ABVMA. Etc)**	The public knows who ADRIA is and comes to ADRIA to find ADR professionals ADRIA Provides ADR Leadership, Expertise and Resources ***ADRIA sets the gold standard for dispute resolution and its members are chosen first for their professional conflict resolution skills*** The market place always seeks out ADR professionals with designations because they know it provides quality assurance ***Recognized as the premier organization associated with dispute resolution in Alberta/Canada*** **Recognized as the preeminent authority on dispute resolution in Alberta.**	Industry champion for promoting resolution rather than litigation Courts\Legal Community support & adopt mediation –now an integrated part of the justice and legal system in Alberta ADRIA's members seen by Albertans as a true alternative to court process respecting any and all types of dispute. **ADRIA's FOCUS is providing SERVICES RATHER THAN A TRAINING FACILITY** **ADRIA administers rosters for a variety of industries and groups and is the primary source for anyone looking for a dispute resolution practitioner.** ADRIA is known for its Innovation in the Field of ADR	**We have forged strong relationships with LESA & the Law Society** ***ADRIA is instrumental in creating peace on earth*** **WE HAVE cohesiveness nationally** ADRIA, ADRIC & all ADR regions have a powerful synergistic relationship that provides a powerful blend of services for our members **DRIC is now a joint venture of regional entities - SMALLER Regions HAVE joined the larger ones.**

Dynamic Superlative Value to the Profession	ADR IS THE FIRST CHOICE FOR CONFLICT RESOLUTION	THE ALBERTA SOURCE FOR ADR		No ALBERTAN FEARS CONFLICT
		WE ARE THE ONES TO CALL	Champions of ADR –	
	WE Bring People and Practitioners together Whether business or personal, people will express amazement whenever anyone has to go to court instead of resolving matters through ADR\ EVERY Albertan is provided affordable alternatives to litigation	WE HAVE Advanced Excellence in the Field of ADR Recognized for providing a valuable service to a broad spectrum of Alberta Society & alleviating pressure on the courts WE ARE the regulatory body for ADR professionals in AB - certification is required to provide mediation or arbitration services ADRIA has professional status as the governing body for ADR practitioners in Alberta. No one will even think of using an ADR professional in Alberta unless they are a member. ADRIA is the most robust and advanced organization in Canada, bringing the public solutions to achieving resolutions		