Minutes of the Meeting of the Board of Directors
of the ADR Institute of Alberta, held in Room CE203
Concordia University, Edmonton, Alberta, on June 4th, 2016

Present: Dolores Herman, QMed (President & Chair),
Barrie Marshall (Vice President),
Kevin Kelly, QArb, QMed (Treasurer),
John Welbourn, CArb (Secretary),
Gayle Desmeules, QMed (Director),
Joanne Munro, CMed (Director),
Michelle Simpson, CMed, CArb (Governance Committee Chair),
Stan Galbraith (Past President, PRT Rep)
Wendy Hassen, CMed (ADRIC Rep),
Paul Conway (Executive Director).

Not attending: Alasdair MacKinnon, CMed, QArb (Director),
Jeffrey Jessamine, QArb (Director).

Invited guest: Tammy Borowiecki, QMed, QArb (ADRIA Director Prof. Dev.)

1. Welcome & Agenda Review

1.1 Dolores Herman called the meeting to order at 8:10 a.m.

1.2 The proposed Agenda was reviewed. No additions or changes were requested. **Motion** to approve the Agenda. Passed unanimously (Marshall / Simpson).

2. Minutes of Previous Meeting(s)

2.1 **Motion** to approve the minutes of the meeting of April 2, 2016 and the teleconference meetings of April 12 and May 19, 2016. Passed unanimously (Munro / Simpson).

3. Declaration of Conflict of Interest

None were declared.

Board Orientation

Conducted *in camera*.

4. Business Arising (ADRIA)

4.1 2016 AGM (June 2, 2016)

Michelle Simpson noted that the 2015/16 deficit did not attract any adverse comment. The Executive Director felt the $7,000.00 loss was well explained by the treasurer. Stan Galbraith was pleased with the online format and suggested that the January, 2017 Board meeting might be held online. Gayle Desmeules pointed out an issue with the online voting which had been quickly resolved. She and Wendy Hassen appreciated the online format. Barrie Marshall expressed concern over low member turnout and offered his law firm's facilities for future meetings. The Executive Director suggested adding a speaker to the agenda for next year's AGM. Kevin Kelly concurred. Joanne Munro felt the meeting was too long. Dolores Herman attended at the Calgary location and noted an issue with hearing the speakers at the Edmonton location.

4.2 ADRIA Conferences and Learning Events

The Executive Director confirmed there will not be a 2016 conference. ADRIA collaborated to support the GOA Dispute Resolution Network (DRN) conference in Edmonton on June 15 and 16, and open the proceedings to all ADRIA members. A Fall Learning Event for Calgary is being explored, and discussions for 2017 events are developing. Calgary lunch meetings are held regularly - usually on the 2nd Tuesday of each month, excluding July and August.

4.3 Participating in Law Day Events

The Executive Director has contacted the Law Day Edmonton chair and will contact the provincial and Calgary chairs regarding ADRIA participation in future year's Law Days. He suggested mock arbitrations and mediations as possible contributions. Barrie Marshall suggested that AAMS should be consulted.

4.4 ADRIA Member Advertising Policy

The Executive Director requested development of a policy on the use of ADRIA resources to assist members in advertising 3rd party events. Michelle Simpson felt the matter was an operational issue and not a policy matter.

> **Action Item** – Michelle Simpson and the Executive Director to review ADRIA's current practice and policy, and recommend to the Board any proposed revision to the existing policy.

Lunch Break 11:35 a.m. to 12:10 p.m.

Joanne Munro did not attend the afternoon session.

Tammy Borowiecki delivered a Report on Professional Development & Education which is contained in the Executive Director's Report - June

2016 attached to these minutes as Appendix “A”.

Wendy Hassen recalled a discussion with a lawyer who considered the Harvard ADR program to be superior to the ADRIA offerings. Michelle Simpson suggested that the new marketing person should investigate why lawyers view the Harvard program as superior. Tammy Borowiecki pointed out that ADRIA continues to struggle with ADRIC's administrative protocols. For example, ADRIC wants ADRIA to order course materials 4 weeks in advance whereas ADRIA’s course enrollment #s are not certain until less than 2 weeks prior to a course commencing. She stated there are 10 to 15 other examples.

> **Action Item** – Executive Director to communicate with the ADRIC Executive Director to resolve the various difficulties encountered with the ADRIC Education Committee and assigned staff members.

4.5 ADRIA Course Monitoring Policy

Gayle Desmeules was not in favour of course monitoring because it creates a different class of student and therefore discomfort within the class. Michelle Simpson agreed having recently monitored a course that she had previously taken. Dolores Herman expressed the need for caution in allowing monitoring.

The consensus was that a Board member should pay the full cost of a course taken for accreditation. There was a suggestion that if a member had previously taken the course or one similar then only the cost per student of the course should be recovered from the member.

> **Action Item** – Executive Director to draft a policy for consideration by the Board regarding course monitoring by a Board member - what is it? how is it accessed? and at what cost to the Board member?

4.6 Definition and Pricing for Retired Membership Category

Executive Director suggested “retired” means no longer working. Stan Galbraith believes that retired members should be kept involved for mentorship. It was noted that ADRIC allows a retired person to keep a designation if that person remains a member of an affiliate. Should ADRIA charge a reduced membership fee for a retired person? Wendy Hassen pointed out the need to harmonize the definition of “retired” across the country.

> **Motion** - Executive Director to create a category for “retired member” who is not working, fully retired, and not carrying any mandatory liability insurance. The membership fee for the category will be $75.00 per year. Passed unanimously (Simpson / Hassen).

5. Bylaw and Policy Updates

5.1 Board Policy Review

Stan Galbraith presented for approval the draft ADR Institute of Alberta Board Policies containing all revisions suggested at the October, 2015 and April, 2016 Board meetings. He also provided a 'redline' copy of the document highlighting each revision and commenting on each suggested revision. Stan pointed out an additional revision required - to change the term ""FOIP" to "PIPEDA" in Policy Type: II, section 5.6 (page 6).

Motion - The proposed October, 2015 revisions to the Board Policies be approved and adopted. Passed unanimously (Marshall / Desmeules).

Motion - The proposed April, 2016 revisions to the Board Policies, including the amendment of the term ""FOIP" to "PIPEDA" in Policy Type: II, section 5.6 (page 6) be approved and adopted. Passed unanimously (Galbraith / Desmeules).

Action Item – Stan Galbraith will update the Board Policies to include these now adopted revisions and forward to Truus for posting on the website.

Action Item – Executive Director to ensure that only the most recent revision of the Board Policies bearing the revision date are posted on the website. The former versions of the Policies are to be archived.

Action Item – Stan Galbraith to review the Board Policies to determine if any further revisions may be required.

Action Item - the Governance Committee will review the complaints and any disciplinary policies and recommend revisions, if any, to the Board.

6. Reports

6.1 President

Stan Galbraith's report is contained in his Board of Directors Report presented to the 2016 Annual General Meeting.

6.2 Executive Director

The Executive Director's report is attached to these minutes as Appendix "A".

6.3 Treasurer

The financial statements to December 31, 2015 formed part of the Board of Directors Report to the AGM. The Balance Sheet to April 30, 2016 is attached as Appendix "B".

6.4 Governance Committee

No report.

6.5 Task Force Communications Strategy Committee

Executive Director reported that the initial process had taken a little longer than expected. Letters to the important players have gone out with the remainder to go in the next 10 days. More letters will be issued over the summer. He is hoping for feedback in July and to report to the Board at the September meeting. Barrie Marshall and Jim Bancroft will approach the Court of Queen's Bench for discussion and feedback on the White Paper. Dolores Herman emphasized consistency in terminology is important. The document should be referred to as either the "White Paper" or the "Advocacy Report", not both.

6.6 ADRIC Reports

Wendy Hassen indicated there wasn't a great deal to report. She circulated a diagram of the ADRIC committee structure and wants to ensure ADRIA representation in filling committee vacancies. Wendy will provide a full report in due course.

Michelle Simpson did not have anything to report regarding the Education Committee or the Rosters Committee.

Action Item – Executive Director to post minutes of the Presidents' Round Table meetings.

Action Item – Gayle Desmeules to meet with Wendy Hassen and Paul Conway to draft communication protocol policy to support efficient management of resources (relates to agenda item 7.2).

7. ADRIA / ADRIC - specific issues

7.1 Feedback to ADRIC / Affiliate MoU Task Force

Stan Galbraith had circulated a package of materials consisting of a Report to Presidents' Roundtable, MOU Task Force dated May 3, 2016, cover letter from Kathryn Munn, Brief History of ADRIC & the Regions,

and Draft Memorandum of Understanding: Background, Purpose and Objectives - V6: May 3, 2016 (the "MOU").

Wendy Hassen advised that she wanted the Board's comments on the MOU in order to respond to the Task Force by the suggested June 14 deadline. A lengthy, thoughtful discussion ensued which focused on the MOU, the Guiding Principles segment of the document, and in particular the initial principle entitled "National Scope". Concerns were expressed and ideas exchanged regarding the stated and the desired intent of this principle. A consensus was not achieved. However, the Board members agreed to give further consideration to the Guiding Principles and to discuss the matter further at the Board teleconference on June 14.

The meeting ended at 4:35 p.m.
Any remaining agenda items were briefly summarized or deferred until future meetings.