ADRIA BOARD OF DIRECTORS MEETING MINUTES
HELD AT CONCORIDA UNIVERSITY IN EDMONTON
ON FRIDAY/SATURDAY, SEPTEMBER 18/19, 2015

Attending (September 18 Session): Stan Galbraith; Wendy Hassen C.Med; Joanne Munro, C.Med; Paul Conway (Executive Director); Chuck Smith, Q.Med; Michelle Simpson, C. Med, CArb; W. Donald Goodfellow, C.Arb; Barrie Marshall, (Secretary); and Dolores Herman, Q.Med.

Regrets: Mike Hokanson, Q.Med, QArb (Treasurer); Alasdair MacKinnon, C.Med and Jeffery Jessamine, Q. Arb.

Attending (September 19 Session): Stan Galbraith; Wendy Hassen, C.Med; Joanne Munro, C.Med; Paul Conway (Executive Director); Chuck Smith, Q.Med; Michelle Simpson, C.Med, CArb; W. Donald Goodfellow, C.Arb; Barrie Marshall, (Secretary); Dolores Herman, Q.Med; Mike Hokanson, Q.Med, QArb (Treasurer) and Jeffery Jessamine, Q.Arb.

Regrets: Alasdair MacKinnon, C.Med.

MEETING COMMENCES: 5:22 p.m. (September 18)

1.0 Welcome and Agenda Review

1.1 & 1.2 Welcome/Call to Order & Review of Agenda Items and Addition of Any Items

The President, Stan Galbraith, opened the meeting and advised that there would be two items added to the agenda, at the request of Michelle Simpson and Don Goodfellow, respectively.

- 6.6 – ADRIC Roster Development Committee
- 7.5 – AAMS Member on the ADRIA Board

BOARD MOTION:

It is moved by Barrie Marshall, and seconded by Joanne Munro, to approve the agenda as amended. Approved unanimously.

2.0 Minutes of Previous Meeting(s)

2.1 Minutes of Meeting of June 6, 2015

BOARD MOTION:

It is moved by Chuck Smith, and seconded by Wendy Hassen, that the minutes of the meeting of June 6, 2015 be approved. Approved unanimously.

3.0 Declarations of Conflict of Interest

The ED stated that the origin of this agenda item was from ADRIC, recognizing that any potential conflicts respecting agenda items should be declared by Board members at the outset of any meeting. Michelle asked if her participation in the ADRIC Roster Development Committee was a conflict of interest. All agreed that it could pose a conflict in the future, but Michelle could recuse herself at any future meeting should the Board be considering a roster issue. All Board members confirmed that they had no conflicts of interest respecting any other agenda items.

4.0 Business Arising

4.1 Strategic Planning Session (SPS)

Stan Galbraith reminded the Board of the previous sessions in this regard and the excellent progress that had been made. The purpose of this meeting's session is to complete that process and finalize the Strategic Plan. He then turned the meeting over to Wendy Hassen.

Ms. Hassen began the session by summarizing the content of the document entitled "ADRIA Strategic Planning Session September 17 & 18, 2015 Background" included in the Board's agenda package. Ms. Hassen reminded the Board of the key areas of consideration and of the need for the Strategic Plan to be reviewed periodically as external forces applicable to ADRIA change.

One item that Ms. Hassen stated that has, as yet, had little discussion are the initiatives that Board Members themselves should be undertaking, in the form of a Board Operational Plan, in order to further the objectives of ADRIA and the needs of its membership. Board led initiatives

to date include the ADRIA Mediation Profession Advocacy Task Force, participation in the national ADR Presidents Roundtable, and participation in the National MOU Task Force.

Ms. Hassen then turned the meeting over to the ED who provided a summary of what ADRIA had achieved to date respecting the strategies. He referred the Board to the spreadsheet included with the Board's agenda package entitled "ADRIA Strategic Directions & Strategies – August 2015", which summarizes the goals and the strategies to achieve those goals and that this spreadsheet reflects the input of those Board Members who have prioritized the strategies and identified the goals that are furthered by each of the eleven strategies. An objective of the current meeting is to finalize that prioritization process.

Michelle Simpson questioned whether there might be too many strategies which could cause the Board to lose focus. Ms. Hassen pointed out in this regard that the Strategic Plan is a three-year plan and that over that three-year period some strategies will be emphasized over others at various times.

The ED also pointed out that, while the strategies may change, based on external forces, the goals should remain relatively static.

The ED then summarized the various accomplishments of the Board in relation to each of the strategies. These achievements are set out in the "ADRIA Strategic Planning…" PowerPoint.

Stan Galbraith voiced the sentiments of the Board in congratulating the ED and the ADRIA staff in what they had been able to achieve to date with respect to the Strategies and Goals.

Ms. Hassen then requested input from the Board Members regarding what each member was pleased and displeased about in terms of what the Board had been able to achieve respecting the Strategic Plan. The input of the Board Members is summarized in a summary table prepared by Ms. Hassen and attached to these minutes. These are, however, summarized below:

<u>Pleased</u>

- greater structure and focus

- being increasingly engaged by government to be on the selection panel for rosters.
- depth and extent of the strategic initiatives the ED and the ADRIA staff had been able to achieve.

Not Pleased

- "disconnects" with ADRIC, i.e. the need for greater communication and collaboration with ADRIC on issues.
- declining revenues
- the need for greater external focus in order to engage new ADR professionals
- ADRIC activities consuming an increasing amount of the ED's time.
- lack of recognition of the designations of ADR professionals and lack of work for people with designations.
- need to do a better job of establishing the business case for mediation.
- there needs to be a greater focus on arbitration
- the Board needs to be mindful of the fact that its mandate also includes investigators who practice a form of evaluative ADR

Ms. Hassen pointed out that the Board must ensure that the new "Vision" adopted at the last meeting does not now conflict with the "Mission" of ADRIA. She further stated that one objective for the Board at this session would be to examined the assumptions that provided the basis for the strategies previously agreed upon. The second choice Vision proposed by the Board in June was not recommended.

Ms. Hassen then asked the Board for further comment with respect to the "Vision". The ED pointed out, in this regard, that some of the staff were not keen on the wording of the new Vision, namely, "No Albertan Fears Conflict". He advised that the sentiment was that there might be some negative connotation to the Vision statement. Given that Jennifer would be speaking to the Board on Saturday, it was decided to consult further with her before voting.

MEETING ADJOURNED: 7:15 p.m. (September 18)

MEETING COMMENCES: 8:15 a.m. (September 19)

Recap of Friday Session

4.1 Strategic Planning Session (SPS) (cont'd)

Wendy Hassen did a quick recap of the matters dealt with during Friday evening's session. She then broke the Board up into two groups to discuss external and internal environmental forces impacting ADRIA. The results of those discussions are listed in the summary sheets prepared by Ms. Hassen following the meeting but are summarized below:

Top External Forces

1. Economic slowdown
2. Lack of support from the justice system, including non-enforcement of the mandatory ADR rule and the failure to adequately compensate Provincial Court mediators.
3. Public understanding of ADR.
4. Increasing demands being placed upon ADRIA Staff.

Top Internal Forces

1. The perception by some ADR professionals that the training provided to mediators may be inadequate giving rise to mediations being poorly done and that this may impact on the reputation of the profession.
2. Limited resources and lack of revenue.
3. Lack of definition of the membership, i.e. ADRIA must ensure that it embraces the full spectrum of ADR service providers.

Ms. Hassen then led the Board in a discussion of ADRIA's "Mission" statement. Don Goodfellow questioned whether it was appropriate to include the language "to our members" in the Mission statement given that ADRIA does provide a service to the public as well. Don further expressed the concern that by including reference to the public and the Mission statement ADRIA would be usurping the function of AAMS thus rendering redundant the purpose of AAMS.

BOARD MOTION:

It is moved by Barrie Marshall, and seconded by Michelle Simpson, that the Mission statement be amended such that it reads:

MISSION: To provide leadership and services in appropriate dispute resolution (ADR) to our members and to the public by:

- Fostering understanding of, and excellence in, negotiation, mediation, arbitration, and restorative practices;
- Supporting the viable practice of ADR in Alberta;
- Providing excellence in ADR professional development;
- Promoting the ethical use of ADR processes;
- Maintaining accreditation standards, accountability and designations for the ADR profession;
- Encouraging those practicing ADR to join our organization;
- Connecting Albertans with ADR resources and expertise.

Approved with one dissenting vote (from Don Goodfellow).

BOARD MOTION:

It is moved by Dolores Herman, and seconded by Wendy Hassen, to adopt "No Alberta Fears Conflict" as the Vision statement of ADRIA.

BOARD MOTION to amend:

It is moved by Michelle Simpson, and seconded by Joanne Munro, to amend the motion such that the Vision statement would read: "ADR – No Albertan Fears Conflict". Motion to amend failed.

The original motion was then approved unanimously.

Ms. Hassen then led the Board in a discussion of the "Strategic Directions (Goals)" and "Strategies".

The Board members felt that the "Strategic Directions (Goals)" were congruent with the "Mission" statement.

There was then extensive discussion regarding the adequacy of the "Strategies", i.e. whether any needed to be added or removed, and whether they are properly prioritized.

Two suggested new strategies, namely, lobbying on behalf of the ADR community and the need to evaluate and enhance the quality of education to mediators were felt to be success indicators as opposed to strategies. It was, however, agreed that it would be premature to add " explore a regulatory framework for ADR" as a strategy, and that numbers 8 and 9 in the current "Strategies", namely, "Engaging New ADR Practitioners" and "Promote High Professional Standards & Ethical Conduct" should be deleted as they are covered elsewhere.

Don Goodfellow specifically disagreed with the growing consensus that the strategy "promote ADR awareness with the general public, government and business sectors" should be listed as number one. Don felt that this was not a membership driven purpose, and renders AAMS redundant. He further expressed that the strategy of "increase the value of ADRIA/ADRIC membership to practicing ADR professionals" should be the main purpose and direction of ADRIA.

There was continued discussion about the strategies, including discussion of what was adequately covered by our Mission and Values, how advocacy should be addressed, and whether or not it was premature to include any mention of a regulatory framework for mediation/ADR. A final decision, it was decided, would be taken end-October in concert with a review of the proposed success indicators.

The Board provided, interim direction in regard to the strategies, dropping 8 & 9 (Engaging new practices, and promoting high professional standards & ethical conduct).
(ED note – in adopting this interim direction, and to respect certain aspects of the Board's discussion, #4 was amended to read "new and practising ADR professionals" and elevated to #2.)

No vote was taken as these will be further reviewed and finalized on October 31.

ACTION ITEM:

The ED will draft a set of proposed success indicators for the Board's consideration at the next meeting including suggestions on where Board Members, as volunteers or task force members, may assist in advancing these strategies.

4.2 Conference calls for Board of Directors

Stan Galbraith reminded the Board that it had agreed, at the June meeting, that conference calls should be regularly scheduled to deal with agenda items so as to alleviate the workload of the Board at its meetings. It was agreed that these conference calls would be scheduled for the second Tuesday of each month at 7:00 p.m. The first conference call in this regard will take place on October 13, at 7:00 p.m.

4.3 Social Media: Use and application to ADR matters

Jennifer Warren, ADRIA's marketing director, made an extremely enlightening presentation to the Board on social media, including LinkedIn, Twitter, and Facebook, and the various steps that she, and the ADRIA staff, are taking and will take to make better use of social media in terms of furthering the objectives of ADRIA and in enhancing its profile. She urged the Board members themselves to make use of social media in terms of promoting ADR and ADRIA.

5.0 Bylaw and Policy Updates

5.1 Board Policy Review

Tabled until the next in-person meeting.

6.0 Reports

6.1 President

Mr. Galbraith summarized the content of his written report. In particular, Mr. Galbraith spoke to some of the matters which had been addressed at the recent Presidents Roundtable meeting. He advised the Board that ADR professionals in Canada's three territories currently had no membership organizations and that it was agreed that the provincial organizations should assume responsibility for the territorial ADR professionals. In particular, ADRIA was asked to take on responsibility for the Northwest Territories. Some Board members suggested that ADRIA should consider taking on responsibility for all three Territories in this regard.

BOARD MOTION:

It is moved by Stan Galbraith, and seconded by Michelle Simpson, to:

1 Take on the Northwest Territories as a named affiliate

2. To express to ADRIC and the Presidents Roundtable that ADRIA would be willing to take on the remaining two territories as named affiliates as requested to do so and so designated.

Approved Unanimously

Mr. Galbraith also mentioned that it had been discussed at the Presidents Roundtable the need to establish an advocacy committee to consider appropriate methods of lobbying and advocacy on behalf of ADR professionals.

BOARD MOTION:

It is moved by Mike Hokanson, and seconded by Chuck Smith, that ADRIA supports the creation of an ADRIC advocacy committee and for ADRIA to provide a representative on such a committee subject to the availability of resources in that regard. Approved unanimously.

Regarding the ADRIA/ADRIC Memorandum of Understanding taskforce, Mr. Galbraith mentioned that the next meeting in this regard would take place on Friday morning of the ADRIC conference at 7:00 a.m. and that ADRIA Board members were invited to attend. Barrie Marshall, Dolores Herman, Wendy Hassen, Stan Galbraith, and the ED indicated that they would likely attend.

ACTION ITEM:

ED to send out an "Outlook" invitation to the Board, with a list of questions to be dealt with at the Friday morning workshop, for the Board members to either consider or provide written submissions respecting, prior to the meeting.

BOARD MOTION:

It is moved by Barrie Marshall, and seconded by Joanne Munro, that the President's report be accepted. Approved unanimously.

6.2 Executive Director

The ED summarized his report (as posted on the Board website).

BOARD MOTION:

It is moved by Mike Hokanson, and seconded by Joanne Munro, that the ED's report be accepted. Approved unanimously.

6.3 Treasurer

Mike Hokanson summarized his written report. He pointed out that it reflects financial information current to the end of August. He emphasized that there are grounds for concern, but not yet alarm, because of the fact that some of the revenues that have been forecasted are not coming to fruition. He pointed out that, in attempting to deal with these concerns the staff are scaling back some expenses. He stressed the need for ADRIA to ensure, and specifically requested the assistance of Board members in this regard, that the currently scheduled courses be fully subscribed in order to avoid cancellation of these courses and the refunding of fees.

BOARD MOTION:

It is moved by Dolores Herman, and seconded by Michelle Simpson, that the Treasurer's report be accepted. Approved unanimously.

6.4 Governance Committee

Dolores Herman did not present a written report but stated that, once the Board has had an opportunity to review the proposed amendments to the Board Policies, she and Ms. Simpson will consider what needs to be done next.

6.5 Board Committees/Task Forces

Joanne Munro summarized the content of her draft "White Paper" on the work of the Mediation Advocacy Taskforce. She specifically pointed out in this regard the concern that had been voiced by ADR professionals that the lack of quality of mediations being conducted by some mediators was perhaps a sign that the training that they had received was inadequate and that ADRIA may need to address this.

She said that the White Paper had been sent out to the other committee members for comment during the third week of August and that the next draft will reflect the comments of the other committee members. She requested that the members of the Board should also review the White Paper and provide any comments by October 1.

Ms. Munro indicated that, once all comments were in, the task force would then need to draft recommendations.

ACTION ITEM:
All Board members should review the White Paper and provide any comments to Ms. Munro by October 1.

6.6 ADRIC Representative

As a preliminary matter, the Board agreed that, henceforth, this agenda item will be entitled "ADRIC Reports" given that Michelle Simpson will also be delivering a report with respect to her participation on the ADRIC Roster Development Committee.

Chuck Smith advised that ADRIC met last Tuesday by way of a one hour conference call. He advised that, respecting the technology committee, ADRIC would not be proceeding at this time with the recommended system, but would check with ADRIA, and ADRAI on the system that they are using (WildApricot).

With respect to designations, Mr. Smith advised that ADRIC agreed that the experience in Alberta, with a number of people seeking designations was up (as contrasted with the situations in the other provinces where those numbers are declining), indicated that Alberta was doing something right and that ADRIC should attempt to learn from Alberta in this regard.

Respecting the logo, ADRIC has formally adopted the logo and is moving forward in terms of implementation. He advised that a letter would be going out to the affiliates requesting that those affiliates cease using the old logos.

ACTION ITEM:

Chuck Smith to check with ADRIC as to what steps, if any, ADRIC is doing to trademark the new logo.

BOARD MOTION:

It is moved by Mike Hokanson, and seconded by Barrie Marshall, to accept the report of ADRIC's representative. Approved unanimously.

ACTION ITEM:

Chuck Smith to submit written reports in the future.

7.5 ADRIC Roster Development Committee (new agenda item)

Michelle Simpson reported that she had just begun her participation in this committee. She advised that, in none of the materials which she had reviewed to date, was there any indication as to where the revenues from such a roster would go. She specifically raised the issue as to whether a portion of any such revenues should go to ADRIA given the efforts that ADRIA is putting in to the task of developing this roster.

ACTION ITEM:

Ms. Simpson will investigate what efforts or work is being, or has been, done respecting a conflicts policy and will further seek clarity on the extent to which Alberta can moved forward with its own roster development initiatives, given the ADRIC initiative in this regard.

7.0 New Business

7.1 Arbitation Act review (ULCC)

The Board's information package included a paper on the recommendations of the Uniform Law Conference of Canada respecting the harmonization of the Arbitration Acts in the various provinces. There was a brief discussion with respect to whether or not there was a need for further input from ADRIA on this committee. It was agreed that further participation was likely unnecessary given the amount of ADRIC and ADRIA representatives already involved.

7.2 Societies Act review (ALRI)

The ED advised that the ALRI is looking for a letter of support from ADRIA. He advised that written submissions had been received from Wendy Hassen and Michelle Simpson and that other Board members, including Barrie Marshall and Mike Hokanson, had participated in conference calls in this regard.

ACTION ITEM:

The ED to draft a letter to be submitted to the ALRI for their review and consideration of Board members.

7.3 Board Committee Assignments

Stan Galbraith advised that there are a number of opportunities for greater participation in ADRIC initiatives by way of participation on various ADRIC committees.

ACTION ITEM:

Stan Galbraith will reach out to other Board members respecting their participation on some of these committees before the end of October.

7.4 Evaluative ADR

Tabled until the next meeting.

7.5 AAMS Member on ADRIA Board (new agenda item)

Tabled until the next meeting.

8.0 Learning Opportunities

Board members were urged to register for the ADRIC conference.

9.0 Link to Members, Events & Opportunities

9.1 Content of next 'On Board'

It was agreed that an 'On Board' would be unnecessary respecting the content of the meeting.

9.2. Invitations to next Board Dinner(s)

There were no names presented in this regard, but the Board members would give further thought to potential invitees.

BOARD MOTION:

It was moved by Joanne Munro, seconded by Barrie Marshall, to adjourn the meeting. Approved unanimously.

MEETING ADJOURNED: 3:30 p.m.