# ADRIA BOARD MEETING MINUTES

**Saturday September 22, 2012 - Edmonton**

**Attending: Director Attendance:** Chuck Smith; Alex Paterson; Joanne Munro; Irene Bonifacio; Wendy Hassen; Jim Bancroft; Donald Goodfellow; **Executive Directors:** Pete Desrochers; Erika Deines;

| # | TOPIC\DISCUSSION | ACTION | Ref Doc |
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| 1 | **WELCOME & AGENDA REVIEW** | | |
| 1.1 | Meeting called to order: 8:41 am. | | |
| 1.2 | Review of Agenda Items and Items Added:<br>• Membership Policy – item 2.2 Executive Committee minutes<br>• ON BOARD – item 6. 2 | **MOTION**: Moved by Joanne Munro that the Agenda be accepted as amended Motion seconded by Alex Paterson. Approved Unanimously. | Agenda |
| 2 | **MINUTES OF PREVIOUS MEETING(S)** | | |
| 2.1 | Review & Adoption of Previous Board Meeting Minutes | **MOTION:** Moved by Joanne Munro that the July 13 meeting minutes be approved. Motion seconded by Irene Bonifacio. Approved Unanimously. | Att #1- July 13, 2012 meeting minutes |
| 2.2 | Review of Executive Committee Meeting Minutes | **MOTION:** Moved by Irene Bonifacio to approve the actions of the Executive Committee. Seconded by Wendy Hassen. Approved Unanimously | Att#2- Exec Committee Minutes Sept 7-12 |
| | **Executive Committee Motion – Approval of Membership policy**<br>- If someone is interested in but not currently practicing ADR, Is there a category that applies?<br>- Example: Suppliers or those interested in working with us – but not ADR providers? A Lawyer who wants to pursue ADR in their practice:<br>**Proposed Amendment:** – Add a bullet to the FULL and CORPORATE membership categories to include: ***to support the practice of ADR*** | **MOTION:** Moved by Jim Bancroft to approve the Membership policy with the proposed amendments. Seconded by Joanne Munro. Approved Unanimously<br>The Board extended thanks to those who assisted in developing this. | At table- draft Membership Policy |

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| 3.0 | **ACTIONS ARISING FROM PREVIOUS MEETINGS (Old Business)** | | |
| 3.1 | **TRANSITION** | | |
| 3.1.1 | **Transition Check List** | | Att 3-Transition checklist chart |
| | **TRANSITION BUDGET - Accounting:**<br><br>Anticipate the transition should be within the $60,000 budgeted – need to have appropriate accounting of this ( allocations to AAMS – ADRIA) | **ACTION: Pete and Irene to follow up with our Accountants to ensure our accounting is appropriate** | |
| | **TRANSITION BUDGET – ADRIC request for GST back payment of $2,600.00**<br><br>- We had an understanding with ADRIC that we would not allow the GST issue to get in the way of our work together during the transition<br>- Back paying GST to ADRIC remains an outstanding matter – the reorganization was triggered by investigating their concern about GST payments.<br>- Can we apply that same process – AAMS pay ADRIC for GST? No – because this is a payment for membership fees rather than a service. | **MOTION:** Moved by Donald Goodfellow that:<br>ADRIA authorize the President or his designate to negotiate a satisfactory resolution of the past GST issue with the following parameters:<br>- Assure ADRIA that the GST collection is in place ( Aug 23, 2012)<br>- We have spent $60,000 in order to restructure and address this issue<br>- May offer to pay for up to 50% of the amount ($1,300.00).Seconded by Joanne Munro. Approved Unanimously<br>( Alex Paterson abstained) | |
| | **COURSE OWNERSHIP AND LICENSING**<br>- The vision was to move all AAMS programs to ADRIA – but this is complex<br>- AAMS has\owns course modules that ADRIA may want to use in future<br>- AAMS education focus is the public - ADR 110 – introductory may be a good public education course for AAMS<br>- Some AAMS course modules are now available for licensing to Instructors – will that continue?<br>- ADRIA needs to discuss our focus: Whether the driver is developing and delivering education programs **OR** the | **ACTION**<br>1. **Erika to bring an overall strategy and business model proposal to the Board regarding the future of Education in ADRIA (For Exec Committee Review – Nov 17th)**<br><br>2. **ACTION: Erika and Pete to create a course list – what AAMS owns - and to review the course licensing issue and bring recommendations to the Board.** *(If we need to address prior to the next Board meeting – can canvas the board via e-mail)* | |

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| | driver is membership and we *facilitate* ADR education to develop\maintain ADR professionals.<br>- This will impact our business model | - | |
| | **SERVICE PROVISION BETWEEN AAMS AND ADRIA**<br><br>- Proposal in the summer was for Pete to have 4 days with ADRIA and 1 day with AAMS- never finalized<br>- If educational courses be done by AAMS – what is ADRIA's role and what amount of time is needed. (Could work out a percentage to use as reference) | ACTION:<br>Pete and Erika to continue to provide services to AAMS as required and to develop an estimate of time required for initial review by the Executive Team **November 17th**<br>AAMS LIAISON: IRENE volunteered to be the AAMS liaison for the ADRIA Transition Team | |
| 3.1.2 | **Service Agreement ADRIA/AAMS - Courses paid to AAMS and being delivered by ADRIA**<br>- Yvonne Chenier (legal counsel) recommended this approach to support actions to CRA – protect the Charitable Status of AAMS and to explain financial transactions from the AAMS to ADRIA<br>- An Addendum to include list of students with a reporting mechanism to confirm course completion or return funds for cancellation will be added<br>- $45,500.00 is the latest dollar amount to be transferred<br><br>ADRIA will charge GST to AAMS – then AAMS will file to recoup afterwards. | **ACTION: PETE will follow up with Signing of** the document by the Presidents of AAMS and ADRIA<br><br>**(target date: Sept 28th)** | |
| 3.1.3 | RELATIONSHIP WITH AAMS AND ADRIA<br>- It is important for AAMS and ADRIA to remain tied together and to develop and document that relationship<br>- May learn from Health foundations or our agreement with ADRIC | **ACTION** Pete to research and draft a charter or document for review by AAMS and ADRIC Boards at their joint meeting December 7th | |
| 3.2 | **ADRIA STAFF AND ED ORGANIZATION TRANSITIONAL PLAN**<br><br>The following was determined re: **The Plan** | ACTION<br>ED's will develop a document to outline their roles and responsibilities , priorities and budget | Reference Chart approved at the July |

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| | - The Board recognized and thanked the ED's for their many contributions and efforts during the last challenging year.<br>- We will continue with the 2 ED Model and postpone a review to March 2013 (6 mos.) with 3 interrelated areas to be addressed by the ED's :<br>1. **Clear Roles and Responsibilities** for the two ED's<br>2. **Budget** – 2013 budget with projected revenue and costs to for Board approval – to provide a plan with clear parameters to operate within.<br>3. **Priorities** – Identification by ED's of where they believe the priority areas are that they want to focus time and resources on.<br>This will provide the Board with a chance to evaluate the 2 ED model – assess ADRIA and AAMS needs and create a framework for annual performance- salary review for ED's | **Board Transition Team (Joanne and Wendy)** to act as a sounding board - to review and provide feedback<br><br>Irene will join the transition team as the liaison for AAMS.<br><br>*Timeline* to report progress at the Nov 17th EC meeting and review\approval at the December 7\8 Board meeting | 13th ADRIA Board Meeting - see Board meeting minutes page 13 |
| 3.2.1 | **Draft ADRIA Budget to December 31, 2012**<br><br>- The Budget prepared is conservative,<br>- It does not show that ADRIA has $48,000 cash in the bank as a starting point – which offsets the $15,000 deficit proposed<br>- Additional contract income anticipated but not included | | Att#4<br><br>Oct –Dec Budget |
| | **CAMVAP – budget shows income of $1000 and employee expenses of $12,500**<br>- **CAMVAP** Contract up for negotiation It is estimated that we lose $1000.00 month running this operation ( all expenses factored in)<br>- Every other province has the Better Business Bureau as the employer<br>- Other provinces not as busy – have part-time work | ACTION: Pete to explore the possibilities of negotiating an acceptable agreement with CAMVAP and to assess and minimize cost impacts should we terminate the agreement and keep the Board informed as negotiations progress. | |

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| | - Benefit to continue may be the ability to have an open roster – no success in the past in negotiating this<br>- We should not be operating a service that does not break even<br>- The economic consequences of an exit strategy need to be considered<br>- | | |
| | **ADRIC Conference – October 24-25 2012**<br>- The Budget is for 1 ED to attend<br>- Alex Paterson will attend as an ADRIC Board member – at cost of ADRICA<br>- With transition – beneficial for both ED's to attend<br>- AAMS may want to send someone but may not have the funds to do so<br>- Two attendees would increase the budget by $2500.00. | **MOTION:** Moved by Joanne Munro that we approve funding both ED's to attend the ADRIC conference with the understanding that costs will be contained as much as possible. .Seconded by Joanne Munro. Approved Unanimously | |
| | **APPROVAL OF THE OCTOBER – DECEMBER 2012 BUDGET** | **MOTION:** Moved by Wendy Hassen that we approve October – December Budget with noted changes. Seconded by Joanne Munro. Approved Unanimously | |
| 3.2.2 | **OFFICE SPACE** (OPTIONS )<br>- ED's are recommending that ADRIA negotiate a lease to move to the Stang Office condominium as soon as possible<br>- The net impact when comparing 2011 office and classroom costs of $54,000 with 2012 proposed of $60,000 – this would be affordable and give us all the space we need Thanks to Alex<br>NOTE: Erika is exploring subleasing space from the U of Lethbridge in Calgary (in the Bow Valley College facility) given current space is not working for us. | **MOTION:** Moved by Joanne Munro that the ED's have authority to negotiate space with the Stang Condo Office for a 5 year lease with a 5 year renewal and with a price of $13.00\sq. foot for the first 3 years and $ 14.00\sq. ft. for the remaining 2 years with a right of renewal .Seconded by Donald Goodfellow. Approved Unanimously<br><br>The Board would like to thank Alex Paterson for assisting with this process. | Att#5<br>Att# 5a Office space review and compariso ns |
| 3.3 | **ADRIA STANDING COMMITTEES**<br>- The draft Terms of reference are based on AAMS former terms of reference | **MOTION:** Moved by Joanne Munro that the Board approve the Terms of reference | Att#6<br><br>Draft |

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| | with the key change that Board orientation and process be moved from the Executive committee to the Governance Committee<br>- It is proposed that the Finance Committee TOR review wait until we have a new Treasurer.<br>- The Education Committee was an idea raised at the July 13 meeting – needs further review<br>- Ethics Committee was an ad hoc committee – did not get off the ground. Work being done ( Joanne, Wendy, ED's) on a new Complaints policy which is addressing some of the matters identified as work of the Ethics committee<br>- | for the Governance and Executive Committees. Seconded by Jim Bancroft. Approved Unanimously<br><br>( SEE PPROVED TOR's BELOW)<br><br>**ACTION: Executive Committee** to discuss the Ethics committee and other committees and bring a recommendation to the Board for their December 7th meeting. | board committee Terms of Reference |
| 3.4 | ***2013 ADRIA Conference***<br>- Alex and the committee have met and determined that given the present timelines a quality conference cannot be put together.<br>- The Committee is not prepared to put together a terms of reference – not sure if this will be an AAMS or and ADRIA initiative or both<br>- ADRIA must have an AGM in the first 6 months of the year – perhaps bring a keynote speaker in?<br>- If switch between centers – AGM set for Calgary (No dollars in the Oct – Dec) budget for conference\AGM costs such as hotel room bookings)<br>- Is there a possibility for starting to plan the Edmonton 2014 conference now? | **ACTION:**<br><br>ED's to develop a plan for the 2013 AGM with an educational component to be held in Calgary<br><br>Alex will talk to the 2012 committee about planning a conference for 2014 and report back to the Board | |
| **4.0** | **REPORTS** | | |
| 4.1 | Finance Committee Report<br>Received as information – not reviewed | | Separate emails |

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| 4.2 | ED – Education Report<br>Received as information – not reviewed | | Att#7a<br>Att#7b |
| 4.3 | ED – Membership Report<br>Received as information – not reviewed | | Att#8 |
| **5.0** | **NEW BUSINESS** | | |
| 5.1 | **ADRIA BOARD Policy Development**<br>- Reported that ADRIA policy needs to be reviewed along with formatting<br>- Erica Soloman has noted bylaw related policies that need to be addressed<br>- This work is to be a priority of the Governance Committee once formed<br>- | | |
| 5.1.1 | **Complaints Policy**<br><br>Joanne\Wendy\ED's have been working on a complaints policy – deemed to be a priority given important for members | | |
| 5.2 | **Board Recruitment / Treasurer Replacement**<br><br>- Jean Tice has been invited to fill the Treasurer role and is considering this<br>- Deborah Howes has indicated interest in becoming a Board member | ACTION: **Chuck Smith** to follow up with Jean Tice and advise the Board in 3 weeks<br><br>ACTION: **Pete and Chuck** to follow up with Deborah Howes asap and report back to the Board | |
| 5.3 | **Minutes / Agenda Formatting & Content**<br><br>- After exploring the possibility of an on-line repository for Board materials it was agreed that an e-mail with the Board materials may be a better option<br>- New Template seems to be OK | ACTION: Pete-Erika<br><br>Will explore methods to organize and transmit Board materials in the easiest way for Board use | |
| **6.0** | **OTHER ITEMS** | | |
| **6.1** | **ADRIA Response to Law Society Invitation for Comments**<br><br>- Law reform institute puts out discussion | ACTION: Pete to send out a note to ADRIA members advising of the paper and inviting them to input. | |

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| | papers on topics and invites anyone to submit presentations - Discussion paper # 24 has now requested input on the paper around Arbitration Act provisions<br>- AAMS Board may consider responding<br>- This is not something the ADRIA board thinks we should take a position on | | |
| 6.2 | **ON BOARD**<br>- Draft on Board was reviewed and supported with minor changes | ACTION<br>**Wendy** to get revisions to **Pete** who will arrange for the ON BOARD to be sent out | |
| 7.0 | **BOARD CALENDAR REVIEW** | | |
| 7.1 | **Timing of ADRIA & AAMS Board meetings** | | |
| 8.0 | **NEXT MEETING** | | |
| | Date: December 6 and 7 **( 6th Joint with AAMS)**<br>Time: 7th – 8:30 – 4:00<br>Location: Calgary - TBA | | |
| | **Executive Committee – November 17th** | | |
| 10.0 | **ADJOURN : 3:15 pm** | | |

## ADRIA EXECUTIVE COMMITTEE – APPROVED SEPTEMEBER 16, 2012

**Mandate:** The Executive Committee has primary responsibility for monitoring and addressing policy and other governance matters on behalf of the Board and providing support and guidance as appropriate to the Executive Directors. The Executive Committee has the authority to make emergency decisions on behalf of the Board as outlined in this Terms of Reference

**Responsibilities\Tasks:**

1. **Policy work.**
   - Carry out directions of the Board on policy matters.
   - Act on behalf of the Board on matters arising between Board meetings if necessary, with the responsibility to report actions to the board for ratification or further board action at the next meeting.
2. **Act as liaison to the Executive Directors**
   - Provide counsel, feedback, and support when needed regarding the affairs of ADRIA
   - Assist the Board with annual performance appraisal process of the Executive Directors in accordance with Board Policy.(4a-4)
   - Develop and implement a succession plan for the Executive Directors
3. **Coordinate the strategic planning process and plan monitoring**
   - Assist the Board in preparing for the annual strategic planning process
   - Monitors achievement of goals in the strategic plan and reports to the Board.
4. **Handle urgent issues.**
   - Resolve an emergency or organizational crisis (e.g., loss of funding or unexpected loss of chief executive).

**Duration of Committee:** Standing committee

**Chair of Committee:** Chairman of the Board

**Committee Membership:** President, Vice-President, Secretary, and Treasurer. Executive Directors will normally attend Executive Committee meetings in a support or advisory capacity

**Requirements for Staff Time:** Assist-in setting up phone conferences, preparation of meeting agenda's and reports and participates in Committee meetings.

**Budget Requirements:** Cost of Conference calls and travel to attend meetings.

**Reporting of Committee:** At every Board Meeting

## ADRIA GOVERNANCE COMMITTEE – APPROVED SEPTEMBER 22, 2012

**Mandate:**

The governance committee is responsible for overseeing the overall effectiveness of the Board and the implementation and operation of Board Policy.

**Responsibilities\Tasks of Committee:**

1. **Board Practice and Policy:** Monitor the application of Board policy and regularly review Board policy to determine effectiveness. This will include reviewing Board member practice issues such as participation, conflict of interest, and confidentiality. Recommend policy changes or improvements where needed.

2. **Board Effectiveness**: Develop, recommend and lead an annual Board performance assessment process and provide a report and recommendations to the Board. This will include an assessment of the effective operation of Board committees and relationships between the EDs and the Board.

3. **Board Recruitment:** In collaboration with the Board Chair and Executive Directors, annually assess the Board's size, composition, and competencies, determining if these are in line with strategic goals. Identify future Board recruitment needs for use by the nominating committee; and recommend the members of a Board Nominating Committee to the board annually.

4. **Board Leadership:** Lead Board Officer succession planning, including the nomination of future Board Officers

5. **Board Development:** Ensure the maintenance of Board records including Board member skills, interests, experience; Review and recommend Board orientation processes and areas and activities for Board development and training

**Duration of Committee:** Standing committee

**Chair of Committee:** Appointed by Board

**Committee Membership:** Chair and 2-3 additional members appointed by Board

**Requirements for Staff Time:** Assist in setting up phone conferences, participate in Committee meetings when requested, and review recommendations of Committee prior to presentation to the Board.

**Budget Requirements:** Cost of Conference calls and travel to attend Committee meetings.

**Reporting of Committee:** As requested by the Board and when Board action is required.