ADRIA BOARD OF DIRECTORS MEETING MINUTES
HELD IN CALGARY AT THE OFFICES OF DAVIS LLP
ON SATURDAY, SEPTEMBER 27, 2014

Attending: Wendy Hassen, C.Med; Jim Bancroft; Joanne Munro, C.Med; Stan Galbraith; Barrie Marshall; Dolores Herman, Q.Med; Mike Hokanson, Q.Med; Jeff Jessamine, Q.Arb.; Angela Boyes, Q. Med. and Paul Conway.

Regrets: W. Donald Goodfellow, C.Arb; Chuck Smith, Q.Med.

MEETING COMMENCES: 8:40 a.m., September 27, 2014

1.0 Welcome and Agenda Review

1.1 Welcome/Call to Order

The President, Wendy Hassen, welcomed the other board members as well as the Executive Director, Paul Conway, and the Strategic Planning facilitator, Rick Moyse.

1.2 Review of Agenda Items and Addition of Any Items

Paul Conway requested the removal of item 5.1 (Complaints Policy) from the Agenda. He expects to have it for discussion by the Board prior to the next meeting.

2.0 Minutes of Previous Meetings

2.1 Minutes of Meeting of June 21, 2014

BOARD MOTION:

It is moved by Jim Bancroft, and seconded by Joanne Munro, that the minutes of the meeting of June 21, 2014, be approved. Approved unanimously.

3.0 *In-Camera* Session (held during lunch break, 12:10 to 12:30)

3.1 Annual Strategic Planning Session (8:50 to 12:10)

4.0 Business Arising

4.1 MoU AAMS/ADRIA Relations

Mike Hokanson reported that he had not yet received any feedback from AAMS respecting the proposed MoU with AAMS as revised by ADRIA.

ACTION ITEM:

Mike Hokanson will send a letter to Don Goodfellow with a proposed MoU for consideration by AAMS.

4.2 ADRIC/ADRIA Insurance Issues

Paul Conway sits on the ADRIC National Insurance committee. Paul reported that at the last conference call, concerns were uniformly expressed with respect to ADRIA's insurance broker, Marsh, and the service and coverage issues which had been experienced. Specifically, Marsh does not seem to appreciate the full range of services provided by the membership and, moreover, is unable to obtain coverage at reasonable premiums for the membership. Accordingly, a list of those members requiring insurance coverage will be created with a view to putting a new request for proposals out to industry.

Mr. Conway also reported that ADRIA's coverage has come due. He indicated that he had not been happy with the service of AON in that regard. He has switched to another broker for 30 days and that broker will be going out to industry to come back with recommendations.

4.3 Terms of Reference for Regional (ADRIA) Designation Committees

Draft terms of reference for the Arbitration Designations Committee and the Mediation Designations Committee (available on BoardSuite) were discussed by Paul Conway. He advised that the drafts have been sent to the chairs of the respective committees each of whom have provided their comments.

BOARD MOTION:

It is moved by Mike Hokanson, and seconded by Dolores Herman, that the Terms of Reference for the Designation Committees be adopted. Approved unanimously.

4.4 Replacements for Jim Wilson

Paul Conway reported that two candidates for the Mediation Designations Committee had come forward, namely, Debby Schmidt, and Alasdair MacKinnnon, (resumes available on BoardSuite). The Board reviewed these resumes and a number of board members commented that each of the two candidates seemed equally qualified.

BOARD MOTION:

It is moved by Mike Hokanson, and seconded by Angela Boyes, that the issue of which of the two candidates be selected as the new Board member for the Mediation Designations Committee be determined by Paul Conway and the chair of the committee, Jan Souman.

Respecting the Arbitration Designations Committee, three candidates have come forward, namely, Michelle M. Simpson, James B. Isaacs, and Adam O. Letourneau (resumes are posted on BoardSuite). Once again the Board reviewed the resumes and concluded that all three candidates were well qualified. Paul Conway reported that the chair of the Arbitration Designations Committee was out of town and that a discussion of the three candidates would have to await his return.

5.1 Complaints Policy/Dispute Resolution

Paul Conway indicated that the policy would be circulated in for discussion at the next board meeting.

6.0 Reports

6.1 Presidents Report

The President, Wendy Hassen, reported that a telephone roundtable meeting between the presidents of the various organizations in BC, Ontario, Quebec, and Nova Scotia had taken place. During that meeting, various vehicles for sharing of information about what is going on in the various provinces were discussed. She further reported that that group would be getting together at the National Conference in Montreal in October. She further advised that the notes of the telephone roundtable meeting would be posted on BoardSuite.

6.2 Executive Directors Report

The Executive Director summarized the contents of his report (posted on BoardSuite).

The ED also reported on the participation in, and revenues from, professional development so far in 2014. In particular, he advised that profit was roughly double what had been predicted and that, while revenues were down, expenses were even more greatly reduced. A series of charts summarizing revenues and participation are available on BoardSuite.

ACTION ITEM:

Paul Conway will explore opportunities to advise members and partners that the space in the Calgary office is available to use for mediations.

ACTION ITEM:

Dolores Herman, Wendy Hassen and Paul Conway will consider possible opportunities for the involvement of ADRIA in the 2015 ADRIC Conference in Calgary and consultation with the ADRIC Organizing Committee in that regard. That group will come back with recommendations as to the involvement of ADRIA in that conference.

6.3 Treasurer's Report

Mike Hokanson reported that he, Karen Sommerfeld, and Paul Conway met with the auditor and obtained from the auditor a commitment to provide audited financial statements to the Board well in advance of the AGM.

Mr. Hokanson also reported that they discussed with the auditor the better presentation of financial information such that the two streams of revenues and expenses, namely, membership and education, will be better tracked in relation to each other.

Wendy Hassen made the inquiry as to whether, when unexpected budgetary matters arise, it is necessary to revise the budget. Mr. Hokanson replied that, as long as these are identified, explained, and then budgeted for in the next year, a revised budget should not be necessary during the course of the budget year.

Mr. Hokanson summarized his report by saying that ADRIA is in a better financial situation than last year. ADRIA must, however, be mindful of how easily such finances can turn around and of the need for ADRIA to continuously monitor its revenues and expenses.

During the course of the Treasurer's Report, Jim Bancroft reported that the financial situation of AAMS continues to be serious and that it is continuing to look for ideas on how to generate new revenue streams.

The Treasurer's Report is available on BoardSuite.

BOARD MOTION:

It is moved by Stan Galbraith, and seconded by Barrie Marshall, to accept the Treasurer's Report. Approved unanimously.

BOARD MOTION:

It is moved by Joanne Munro, and seconded by Stan Galbraith, that, subject to the auditor's approval, the board adopt the process and amend the relevant policies to reflect the recommendations in the Treasurer's Report respecting the cheque writing and approval process. Approved unanimously.

ACTION ITEM:

Wendy Hassen and Jim Bancroft both suggested that ADRIA remain open to discussions with AAMS about methods of revenue generation for AAMS (e.g. A casino date staffed by ADRIA personnel).

6.4 Governance Committee

Stan Galbraith reported that he is continuing to work on the policies and that he will have something for discussion by the Board at its next meeting. Mr. Galbraith also advised that the Nomination Committee will be struck at the next board meeting.

6.5 Board Committees/Task Force

Joanne Munro and Wendy Hassen reported that the deadline for the Task Force research has been moved to October 15. The Task Force is now working on a framework of questions and a membership survey. It is anticipated that the Task Force will deliver its recommendations in March or April 2015. The report of this Task Force is available on BoardSuite.

6.6 ADRIC Representative

Since Chuck Smith was unable to attend this meeting, this report was tabled until the next meeting.

7.0 New Business

7.1 ED Contract and Evaluation Process

Wendy Hassen presented the ED's contract and advised that there had been review and discussion of the contract by Board members. She advised that it will soon be finalized and would call for a Board motion and vote through e-mail in upcoming weeks.

ACTION ITEM:

Wendy, Dolores and Paul will look into what the ED evaluation process should be and bring to the Board at the next meeting. Stan will be looking into the current ADRIA Board policy provisions which may need to be reviewed in this regard.

7.2 2015 ADRIC Conference/2015 ADRIA AGM

The 2015 ADRIC Conference in Calgary was discussed during the presentation of the ED's Report. Respecting the 2015 ADRIA AGM, the Board agreed that, in light of the ADRIC Conference in Calgary in 2015, there is no need for an ADRIA Conference that same year.

Paul Conway further advised that he is already talking to other organizations about an ADRIA Conference in 2016 with other collaborative partners.

ACTION ITEM:

Paul will determine a date for the AGM as soon as possible.

7.3 Designations Statistics National

The designation statistics as of June 17, 2014, are reflected in the charts attached these meeting minutes.

7.4 Volunteer Mediators Study

[no minutes recorded]

7.5 New ADRIA Staff

Paul Conway advised, during the presentation of the ED's Report, that Jennifer Warren, whose resume is available on BoardSuite, has been hired as the Manager of Marketing, Communications and Social Media.

7.6 MoUs with ADR Not for Profit Organizations and Charities (PMAST)

Paul Conway presented a draft Memorandum of Understanding between ADRIA and Peer Mediation and Skills Training (PMAST). The benefits to the two organizations is summarized in the draft Memorandum of Understanding attached to these minutes.

Dolores Herman suggested offering students who do peer mediation training a reduced membership in ADRIA.

Stan Galbraith identified the need to ensure that the use of ADRIA's logo by PMAST would have to be limited. He further identified a need for a termination clause.

Another Board member stated that the template that would be prepared could be used for other partnering relationships with other ADR not for profit organizations and charities.

BOARD MOTION:

It is moved by Stan Galbraith, and seconded by Barrie Marshall, to approve, in principle, the Memorandum of Understanding between ADRIA and PMAST with a final template to be circulated and approved by the board for PMAST and subsequent organizations. Approved unanimously.

ACTION ITEM:

Paul to circulate a revised MOU template for Board review and approval.

7.7 Reforming the Family Justice System Initiative

Paul Conway advised that he, Joanne Munro, Tammy Borowiecki and others are involved in this initiative which is a collaboration between government, the Courts, and a number of organizations, academics and professionals that work within the family justice system in Alberta and that it is a work in progress. The ADRIA representatives are taking a leadership role in this initiative. An overview of student research activity in support of this initiative is posted on BoadSuite.

7.8 ADRIC Marketing Committee

Paul Conway advised that he now sits on the ADRIC National Membership and Marketing Committee. Possible logos in this regard were circulated to the Board.

8.0 Link to Membership

8.1 Content of next "On Board"

The board agreed that the next "On Board" should reflect the following:

- that the board affirmed its mission and vision.
- as part of its strategic plan in the coming year, ADRIA would be placing a higher focus on establishing and improving access to mediation and arbitration rosters as well as actively supporting collaborative opportunities with other ADR organizations.
- to solicit ideas from the membership regarding collaborative opportunities.
- mention that the 2015 National ADRIC Conference would take place in Calgary.

THE MEETING TERMINATED AT 3:10 PM.