ADRIA BOARD OF DIRECTORS MEETING MINUTES
HELD IN EDMONTON ON FRIDAY, JUNE 20 AND SATURDAY JUNE 21, 2014

Attending: Jim Bancroft, Q.C.; Joanne Munro, C. Med; Wendy Hassen, C. Med; Stan Galbraith, C. Med; Barrie Marshall, Q.C.; Angela Boyes, Q. Med.; Jeff Jessamine, Q. Arb.; Don Goodfellow, Q.C., C. Arb; Mike Hokanson, LLB (20th of June by phone only); Paul Conway.
Regrets: Dolores Herman, Q. Med: Chuck Smith, Q. Med;

MEETING COMMENCES: 7:50 p.m., June 20th, 2014.

1.0 Welcome

The President, Wendy Hassen, welcomed the other Board Members, the Executive Director, Paul Conway, and the accountant, Karen Sommerfeld, to the meeting.

1.2 Review of Agenda Items and Addition of Any Items

1.2.1 Board Meeting Minutes of April 16, 2014

Wendy Hassen pointed out the necessity of approving the Board Meeting Minutes of April 16, 2014 (vote by email correspondence).

1.2.2 Report on AAMS

Don Goodfellow reported that AAMS is having difficulty raising funds and has an uncertain future. Its difficulty in raising funds is likely attributable to the fact that, since it separated from ADRIA, it has no "track record" in terms in what it has achieved in the past.
Barrie Marshall suggested that, in speaking to its track record, AAMS should point to ADRIA as its principle achievement.

6.3 Treasurer's Report: (moved forward to accommodate schedule of the treasurer M. Hokanson)

Mike Hokanson advised that the financial statements have now been audited. The ED advised that he would arrange for their execution. Mike Hokanson further advised that he has compared the audited financials to the draft financials presented at the AGM and stated that, while they are

consistent in the content, the structure is somewhat different. He indicated that this was unfortunate given that the membership had seen the earlier draft financial statements and had been advised that there would be no content changes. The Board members agreed that it would be helpful to point out to the membership that, while there were some format revisions from the earlier draft financials, there was no difference in content.

Stan Galbraith questioned the blank showing next to "Reserve Fund". Karen Sommerfeld pointed out that some funds had been set aside out of the Operating Account for specified expense items and that what Ms. Sommerfeld calls "Reserve Fund" is distinct from that item in the audited financials. A board member pointed out that the use of different terminology in the future would avoid confusion.

The ED advised that he would be scheduling a meeting with the auditor in July to deal with the items referred to in the "Action Item" below.

The ED also advised that it is the goal of ADRIA to ensure that its budgets and financial statements in the future reflect costs and revenues in each of the membership and education categories to better enable ADRIA to identify trends and, if necessary, priorities for the future. A further goal is to break out this information with respect to the different business centers to permit the Board to better identify the profitability of each. Ms. Sommerfeld advised that there are a great number of general fixed operating expenses (e.g. Rent) which will present challenges in making precise allocations. Don Goodfellow and Stan Galbraith also pointed out that there may be no way to allocate many general expenses in a meaningful way. Joanne Munro advised that mere anecdotal information may not be particularly helpful.

BOARD MOTION:

It is moved by Mike Hokanson and Seconded by Stan Galbraith that the Treasurer's Report (attached to these Minutes) be accepted. Approved unanimously.

ACTION ITEMS:

The ED to set up a meeting with the auditor in July to discuss the following issues:

1. the auditor needs to ensure, in the future, that the audited financial statements are ready to be approved by the membership of ADRIA at its AGM.

2. that the content of the audited financial statements is to be restructured along business lines with a clearer delineation of revenue and expense items as they pertain to membership and education functions.
3. Mike Hokanson and, the ED, and Karen Sommerfeld will bring to the Board more concrete recommendations respecting the allocation of expenses and revenues as between membership and education functions.

ACTION ITEM:

Ms. Sommerfeld to use a different form to describe her "Reserve Fund" category in the future.

2.0 Minutes of Previous Meetings

2.1 **BOARD MOTION:**

It is moved by Jim Bancroft and seconded by Barrie Marshall to approve the Minutes of the 5th April, 2014 and the 16th of April, 2014 Meeting Minutes. Approved unanimously.

3.0 *In Camera* Session

Stan Galbraith reported that *in camera* sessions can be a useful tool for Board to deal with matters for discussion by the Board and which are not appropriate to be included in the minutes. In camera sessions encourage open and frank discussions regarding matters such as staff evaluations.

ACTION ITEM:

In camera sessions will be added as an agenda item for all future meetings.

4.0 Business Arising

4.1 Memorandum of Understanding – AAMS/ADRIA Relations

Mike Hokanson advised that he and Eric McAvity discussed proposed changes to the MoU (attached to these minutes) and that Mr. McAvity advised that he had received positive feedback from his Board respecting the earlier draft. Mr. McAvity has invited Mr. Hokanson to propose the revisions that ADRIA has in mind and provide these to him for presentation to the AAMS Board. The email string between Mr. McAvity and Mr. Hokanson is also attached to these minutes.

ACTION ITEM:

ED to provide the revised MoU to Eric McAvity for his review and anticipated adoption by the AAMS Board.

4.2 Coaches and Instructors Insurance (Agenda item 3.4 from April, 2014).

The ED reported that ADRIA's insurance agent, Marsh, had advised that, while ADRIA's coaches and instructors were covered by ADRIA' policy of insurance while providing training to outside organizations, they were not so covered in providing training to ADRIA members. The ED further advised that Marsh had advised that the additional cost of such coverage would be prohibitively expensive at $500.

The Board agreed that this made no sense and that the membership should be advised against purchasing such insurance.

Don Goodfellow raised two issues:

1. Whether arbitrators and mediators, who are members of law societies, are covered by their law society's insurance policies when performing arbitrations or mediations.
2. Whether arbitrators and mediators who are members of law societies are covered by their law societies' insurance policies when teaching arbitration or mediation.

ACTION ITEMS:

Don Goodfellow will write a letter to the Law Society of Alberta to determine the extent of coverage of lawyers performing the arbitration and mediation functions outlined in the issues above.

The ED will update the board in September on this issue.

4.3 Privacy and CASL Legislation (Agenda Item 3.9 from April 2014)

The ED reminded us of our earlier discussions on privacy issues and stated that appropriate security measures had been taken with respect to the physical security of the ADRIA premises and its contents. The ED further advised that the privacy policy is now up on BoardSuite.

The ED also commented on ADRIA's compliance with the CASL "anti-spam" legislation. He stated that problems for ADRIA were relatively small because ADRIA is a membership organization. All old members will, when they renew their memberships, have to tick off a box on their renewal forms that they are prepared to receive emails and information from ADRIA. New members will have to provide a similar acknowledgement on their forms.

The ED also reported that there is a three year compliance period respecting the incoming legislation. The ED expects ADRIA will be 100% compliant within one year.

The ED also reported that, as per the action item from the April 5, 2014 minutes, the Privacy Commissioner would be invited to address ADRIA's membership.

MEETING ADJOURNED: 8:55 P.M. FOR ORIENTATION.

BUSINESS MEETING RECONVENES AT 12:00 P.M.

4.4 Future "On Board" Issues

Wendy Hassen advised that she wrote the On Board issues while in her position as Vice President and now, as President, she wished to delegate that function. Barrie Marshall volunteered to take over this function from Wendy Hassen. Joanne Munro agreed to assist Mr. Marshall with editing.

ACTION ITEM:

Barrie Marshall to take over responsibility for future On Board issues with the editing assistance of Joanne Munro. Such issues to go out after each Board meeting.

5.1 Complaints Policy

The ED reported that while he has not yet advanced the policy aspect of this matter, the Bylaw amendment has been dealt with. The proposed policy amendment will be brought to the Board at the September meeting. Tabled to September meeting.

6. Reports

6.1 President's Report

Wendy Hassen advised that she has no report.

6.2 Executive Director's Report

The Executive Director presented his report attached to these minutes. He highlighted the fact that membership in ADRIA is approaching an all time high and that the data base is now broken down such that it accurately reflects north vs. south and out of province membership. Wendy Hassen inquired whether there is a Memorandum of Understanding or agreement between ADRIA and ADRIC. The ED advised that he wasn't aware of one but he would look into this.

The ED also identified a possible area for further growth of ADRIA through forging better ties with Mount Royal University and its training program.

The ED further advised that ADRIA is on track for surpassing 2013 regarding course registration and student days.

The ED also reported that, regarding training, ADRIA is continuing to refine its mediation and arbitration courses which ADRIA had agreed with ADRIC to do several years ago. ADRIA is, however, mindful that it is a membership organization and that it needs to eventually move out of the area of basic core training. It would, however, continue to provide education while ADRIA develops new business lines. It needs to continue to expand its liaison with other educational institutions.

Respecting designations, applications are up with as many in March as all of last year. A question was posed on whether a breakdown could be provided of the various designations.

Respecting a directory of membership, the ED will make a recommendation at the September meeting.

Don Goodfellow indicated that, in his view, ADRIA should be issuing a hard copy directory.

ACTION ITEM:

ED to attempt to determine if an MoU or agreement between ADRIC and ADRIA exists.

ACTION ITEM:

The ED to provide a breakdown of the number of C. Arbs, C. Meds, Q. Arbs, and Q. Meds and as between north and south.

ACTION ITEM:

ED to make a recommendation respecting a membership directory.

Regarding the 2015 Conference, the ED Advised that ADRIC would be coming to Western Canada for its National Conference in either 2015 or 2016. A board member indicated that ADRIC needs to be advised that it needs to do a greater amount of forward planning in this regard to ensure that venues are available and the members can build the meeting into their schedules.

Board members felt that ADRIA needs to do a better job of liaising with the Alberta representatives on ADRIC.

ACTION ITEM:

The ED will discuss this with the ED of ADRIC when he next meets with ADRIC's ED.

ACTION ITEM:

The ADRIC representatives from Alberta should be invited to have dinner with the ADRIA Board at the time of ADRIA's September 28th meeting. Jim Bancroft will assist Wendy Hassen in organizing this event. The ED will look into timing and location.

Respecting the registration for this year's AGM ED advised that ADRIA did not discount registration fees in the days leading up to the AGM as a means of increasing attendance. Don Goodfellow suggested that, in the future, any discounts should be offered only as "early bird" discounts so as to encourage early registrations.

6.4 Governance Committee

Stan Galbraith reported that he is doing a review of the ADRIA policies and bylaws and will provide his first segment of recommended changes in September for presentation.

He further reported that Deborah Howes had stepped down as Chair of the Governance Committee but had agreed to stay on as a member of the committee.

BOARD MOTION:

Moved by Stan Galbraith and seconded by Barrie Marshall – Deborah Howes to be appointed as member of the Governance Committee. Approved unanimously.

6.5 Board Committees/Tax Task Forces

Stan Galbraith advised that there are currently three standing committees:

- Governance
- Executive
- Designations

He further reported that, while there have been no Executive Committee Meetings; this is likely a good sign of the Board's diligence in dealing with Board business. Respecting the Designations Committee, Mr. Galbraith advised that there are actually two committees, one respecting arbitrators and one respecting mediators.

MEETING ADJOURNED AT 1:30 P.M. FOR BRAINSTORMING SESSION.

A number of matters discussed including the following:

- For terms of reference, approved by the Board, for these committees.
- Whether the Designations Committee should be a Board or an Operations Committee.
- The Board could be a "blended" model, e.g. the Chair appointed by the Board and Membership appointed by the Chair
- The need for an Appeal procedure when a candidate is rejected by either ADRIA's Designations Committee or ADRIC.
- The need for strong people on the committees.

Some consensus seemed to emerge that the Board's role respecting the Designations Committee should include:

1. To select the Chair
2. To draft Terms of Reference
3. The ED and Chair to make recommendations regarding the selection of the other members of the committees
4. To set staggered terms for the membership of the committees.

ACTION ITEM:

The ED to provide a draft terms of reference for Board approval.

BRAINSTORMING ENDED AND MEETING RECONVENED AT 2:10 P.M.

The ED provided a list (attached to these minutes) of other existing and possible committees. These committees will be further discussed at the Strategic Planning Committee in September.

Mediation Advocacy Task Force

Wendy Hassen and Joanne Munro reported that the Terms of Reference are now posted up on BoardSuite. Otherwise Joanne Munro provided a report (attached to these minutes) summarizing the two meetings of the Task Force, and the steps taken by the Task Force to date.

8. Staying Engaged

Stan Galbraith pointed out that it is ADRIA policy that the Board make every effort to stay engaged with its membership and, in this regard, to continually look for new ways for involving its membership in providing input and involvement in ADRIA initiatives. This item will, therefore, be a standing item on future Board agenda.

9. Learning Opportunities

The Board recognizes the importance of taking advantage of learning opportunities when available and that, accordingly, this should also be a standing item on each agenda. Consistent with this objective, the Board has agreed to meet with ADRIC's Alberta representatives at its meeting in September.

10. Calendar Review

The ED presented a draft calendar of events for the upcoming year (attached to these minutes).

11. Board of Directors Meetings

As reflected in the Agenda, the Strategic Plan Review is scheduled for the 26th and 27th of September (Calgary) and the Budget and ED Review is scheduled for the 28th and 29th November, 2014 (Edmonton).

THE MEETING TERMINATED AT 2:35 PM.