ADRIA BOARD OF DIRECTORS MEETING MINUTES
SATURDAY APRIL 5, 2014
OFFICES OF DAVIS LLP - CALGARY

Attending: Jim Bancroft, Q.C.; Joanne Munro, C. Med; Wendy Hassen, C. Med; Dolores Herman, Q. Med; Deborah Howes, C. Arb; Stan Galbraith, C. Med; Barrie Marshall, Q.C.; Mike Hokanson, LLB; Chuck Smith, Q. Med; Paul Conway
Regrets: Don Goodfellow, Q.C.

MEETING COMMENCES: 8:38 a.m., April 5, 2014

1.0 Welcome

The President, Jim Bancroft, welcomed the other Board Members, and the new Executive Director, Paul Conway, to the meeting.

Mr. Bancroft further offered congratulations to Mr. Conway on his appointment as Executive Director,

1.1 Review of Agenda Items and Addition of Any Items

At the suggestion of Deborah Howes, it was agreed that agenda items 3.1, 3.2, 4.5, and 4.6 would be dealt with collectively as part of the report of the Governance Committee.

Further, at the suggestion of Wendy Hassen, it was agreed that there would be a review of ADRIA's cheque signing procedures with a view to adopting a more streamlined process in this regard. This item was added to agenda item 4.1.1, Treasurers Report.

2.0 Minutes of Previous Meetings

The President pointed out that there were typographical errors (a missing "A" in the fourth bulleted item at page 4 and a missing "i" in the "in" under the heading "Board Motion" at page 8) in the minutes of January 18, 2014.

BOARD MOTION:

Moved by Wendy Hassen, and seconded by Dolores Herman, to approve the minutes of the meetings of December 18/19, 2013, January 18, 2014 (as amended), and January 29, 2014. Approved unanimously.

3.0 Actions Arising from Previous Minutes (Old Business)

Agenda Items 3.1, 3.2, 4.5, and 4.6 Deborah Howes, Chair of the Governance Committee, delivered her report attached to these minutes. Ms Howes summarized the recommended actions for the board, set out at page 1 of the report, and the ongoing initiatives of the Committees, set out at page 2. She further advised that there were two further items the Board has underway, namely, (6) the need for an Executive Committee and (7) an evaluation of whether the regional designations committees are committees of the Board.

BOARD MOTION:

It is moved by Deborah Howes, and seconded by Joanne Munro, to approve the nominating committee comprised of Deborah Howes, Paul Conway, and Michael Hokanson Approved unanimously.

BOARD MOTION:

It is moved by Deborah Howes, and seconded by Dolores Herman, to approve the recommendations about the conduct of meetings (attached to the Governance Committee Report). Approved unanimously.

Board members agreed respecting the value of "brainstorming" (i.e. open discussions during a suspension of Roberts Rules of Order) provided that parameters or guidelines were set to ensure that these brainstorming sessions do not otherwise disrupt the schedule of the meetings.

BOARD MOTION:

It is moved by Deborah Howes, and seconded by Wendy Hassen, to authorize the Governance Committee to rewrite the Board Policies, within 1 "Board" year, with a goal of using language that promotes the goals and values of ADRIA and provides clarity to the relationship, goals, and policies of the organization (language slightly modified from Governance Committee Report). Approved unanimously.

ACTION ITEM:

Any comments on the rewritten Board Policies to be provided by other Board members to the Governance Committee.

BOARD MOTION:

It is moved by Deborah Howes, and seconded by Joanne Munro, to implement an annual Board calendar from the AGM 2014 forward, in the format attached to the Governance Committee Report. Approved unanimously.

The Board members agreed that the format of the calendar would be of assistance to Board members, committees, and candidates for positions, in terms of setting their schedules. It was further agreed that it may also be helpful to add to the calendar "Q1" from the following year given the value of planning 18 months into the future.

BOARD MOTION:

It is moved by Deborah Howes, and seconded by Joanne Munro, to approve the additional by-law changes for a presentation to the members at the AGM (note: ADRIC director by-laws having already been approved) – see by-law changes at pages 1 and 2 of attached Governance Committee Report. Approved unanimously.

3.2 Complaints Policy/Dispute Resolution (Agenda Item 4.3 from November 25, 2013, Meeting)

This Agenda Item was tabled to the next Board of Directors meeting.

4.5 Nominating Committee (Board Member terms).

The biographical sketches of the three candidates nominated by the Nominating Committee, namely, Joanne Munro, Jeffery Jessamine, and Angela Boyes (attached to these minutes), were reviewed.

BOARD MOTION:

It is moved by Deborah Howes, and seconded by Dolores Herman, that the board accept the following nominations for election as *Elected Directors* under by-law 4.4 and ask the Executive Director to send these nominations to each full member at least 45 days before the AGM as part of the nomination process:

	3 year term

1	Joanne Munro, Mediator and Educator, Edmonton
2	Angela Boyes, Mediator, Fort MacMurray
3	Jeff Jessamine, Arbitrator, Edmonton

Approved unanimously (Joanne Munro abstaining).

Deborah Howes also reported that the Governance Committee is working on the agenda for the board orientation meeting in June and urged everyone to attend that meeting. She further reminded the board that she is stepping off the Governance Committee unless she is asked to stay on in that regard. She further expressed her willingness to do so. This is a matter to be addressed by the new board.

BOARD MOTION:

It is moved by Deborah Howes, and seconded by Stan Galbraith, that the Board accept the following nominations for election as National Director under the ADRIC by-laws and ask the ED to send this nomination to each full member at least 45 days for the AGM as part of the nomination process: Charles Smith, mediator, Fort McMurray. Approved unanimously (Chuck Smith abstaining).

DISCUSSION:

Dolores Herman raised the issue as to whether the term of the ADRIC director should be decided by ADRIA as opposed to the by-laws of ADRIC given the value of ADRIA preserving its autonomy in such matters. Chuck Smith pointed out the value of continuity to the conduct of ADRIC business affairs served by the multi year terms contemplated by the ADRIC by-laws.

Deborah Howes indicated that she has requested a copy of the ADRIC by-laws with view to obtaining the job description and requirements of the ADRIC director.

BOARD MOTION

It is moved by Deborah Howes, and seconded by Stan Galbraith, that ,under by-Law 4.6.11, the board appoint Dolores Herman and Jim Bancroft as scrutineers for the 2014 election of directors. Approved unanimously (Dolores Herman and Jim Bancroft abstaining).

3.3 ADRIC Code of Ethics and Conduct (agenda item 3.1 from January 18, 2014 meeting)

Chuck Smith pointed out that the current Code of Ethics applies only to Chartered Mediators and Qualified Mediators and not to either Chartered Arbitrators or Qualified Arbitrators.

BOARD MOTION:

It is moved by Deborah Howes, and seconded by Dolores Herman, to lift Stan Galbraith's motion (Agenda Item 3.1 from January 18, 2014 meeting minutes) from the table for discussion. Approved unanimously.

BOARD MOTION:

It is moved by Stan Galbraith and seconded by Deborah Howes that ADRIA request ADRIC to update its Code of Ethics and Conduct for its membership. Approved unanimously.

ACTION ITEM:

The President to advise ADRIC that this motion has been passed and that Chuck Smith further agrees to raise the matter at the April 23 ADRIC Board meeting.

President advised the Board that there would be a round table conference call between the regional presidents and the ADRIC Board President on the 29th of April at which time there would be a discussion of various matters of common interest to these bodies. Further advised that it is the intent of ADRIC to convene such conference calls on a quarterly basis.

3.4.1/3.4/2 Terms of Reference: Regional Chartered Mediator Accreditation Committee and Regional Chartered Arbitrator Accreditation Committee

Deborah Howes reported that these were going to be looked at and recommendations made – tabled to the next meeting

3.5 Q. Med and C. Med Definitions

3.5.1 Designations and Review Motions

BOARD MOTION:

It is moved by Dolores Herman, and seconded by Deborah Howes, that the ADRIA board of directors, through its national director, Chuck Smith, ask the ADRIC Board of Directors to have removed the words "or after" from the "III Skills Assessment, Part A" of the ADRIC document Principles, Criteria, Protocol, Competencies for the designation Chartered Mediator September 2011. Approved unanimously. (See discussion set out in attachment to these minutes)

BOARD MOTION

It is moved by Dolores Herman, and seconded by Stan Galbraith, that the ADRIA board of directors replace the length of time a formal mediation assessment can be used as part of a C. Med application to two years from three years. Discussion of this item reflected in the attachment to these minutes. Approved unanimously.

Joanne Munro advised that the information booklet for the C. Med and Q. Med designations had been updated in accordance with the January 18 Meeting Minutes.

ACTION ITEM:

This item also to be included in the letter to be sent by the President to ADRIC.

Mike Hokanson recommended a similar examination of the process respecting the C. Med and C. Arb designations.

3.6 AAMS/ADRIA Relations (Agenda Item 4.4 from the November 25, 2013 Board Meeting)

Mike Hokanson reminded the board that the previous Draft Memorandum of Understanding between AAMS and ADRIA was considered to be too formal and legalistic although it was recognized that there needed to be a statement identifying the parameters of the relationship. He advised that he and Eric McAvity had had discussions in this regard and had exchanged drafts, the latest version of which is attached to these minutes. Paul Conway and Barrie Marshall suggested the deletion of the words "despite their differences". It was also suggested that there be a brief introductory explanation of the historical evolution of AAMS and ADRIA.

ACTION ITEM

Mike Hokanson and Eric McAvity to finalize the language for this Memorandum of Understanding and put it on the agenda for the next meeting.

3.7 Directors and Officers Insurance (from Agenda Item 4.7 from the November 25, 2013 Board Meeting)

The ED reported that AON's representative, Katherine Tyssen had confirmed that instructors and coaches would be covered under ADRIA's commercial liability insurance (see attachment to these minutes).

ACTION ITEM

The ED to follow up on obtaining or confirming coverage for coaches and instructors while they are providing training to our members.

3.8 ED Report on New Operational Structure (Agenda Item 4.5 from November 25, 2013 Meeting)

Dealt with as part of the ED's report, Agenda Item 4.4.

3.9 Privacy Legislation

The ED reported that ADRIC has a National Privacy Policy and that this needs to be put up on ADRIA's website. He further reported that measures have been taken to ensure that the requirements of the National Privacy Policy are being observed.

ACTION ITEM

The ED to contact the office of the Privacy Commissioner to arrange for the Privacy Commissioner to provide an informational session or sessions to the staff of ADRIA.

ACTION ITEM

A draft policy to be available for Board review and approval at the June Board meeting.

3.10 ADRIC Administration Policy for NGS Programs (Agenda Item 3.7 from January 18 Board meeting)

See attachments 3.10.1, 3.10.2, and 3.10.3

3.11 ADRIC Board Minutes February 20, March 20 (ADRIC Board teleconference Meeting April 24th)

Chuck Smith reported that there were no ADRIC Board meetings on either the 20th of February or the 20th of March and that the last ADRIC Board meeting was on the 24th/25th of January, 2014. The minutes of the ADRIC Board of Directors meeting on those dates are attached to these minutes.

Mr. Smith advised that, respecting 9a in his report, that the ED would be serving as a member of this committee. Respecting 9C in his report he indicated that, respecting the various conferences held by ADRIC, money had been made in the major centers but not in the smaller centers. The next meeting would be held on the 23rd and 24th of October in Montreal. Respecting Item 14 in his report Mr. Smith advised that the $30,000 in marketing costs had been designated by ADRIC and that some of this money could well be applied to market the Q. and C. designations.

ACTION ITEM:

Chuck Smith to raise with ADRIC at the next ADRIC meeting the possible use of some of the marketing budget to market the Q. and C. designations.

3.12 Strategic Plan promulgated by "On Board" (Deferred)

Wendy Hassen reported that the last edition of "On Board" did not deal with strategic planning but it would be dealt with in the next "On Board".

3.13 Dashboard

Tabled to next meeting.

3.14 Arbitration Designation Committee (Agenda Item 4.2.1 from January 18, 2014 meeting)

Barrie Marshall reported that he had had his discussion with the Chair of the C. Arb. Designations Committee, John Welbourn and that the content of that discussion is reflected in his letter of the 4th of March, 2014 attached to these minutes.

3.15 Replacement of Jim Willson in Arbitration and Mediation Designation Committees

Tabled to next meeting.

4.0 Reports

4.1 Treasurer's Report

Mike Hokanson summarized the content of his report attached to these minutes.

Mike Hokanson also spoke to the need for a more comprehensive and effective policy regarding cheque runs and payments. In this regard, Deborah Howes reported on her experience with another board and how that board coped with the logistical difficulties, unnecessary "red tape", and added expenses associated with the requirement for original signatures. She pointed out the utility of permitting the ED to process payment for accounts payable for payments which ADRIA is contractually bound to make or expense submissions which are otherwise compliant with expense policy provided a cover sheet summarizing the cheques going out is sent for approval by the treasurer for audit purposes.

BOARD MOTION:

It was moved by Mike Hokanson, and seconded by Wendy Hassen, that the Board approve the following Policy statement: The ED is able to process payment for accounts payable without requiring individual invoice approval where:

- the board has approved a contract
- the board has entered into a contract for operating standard services (eg. utilities, phone, garbage etc.)
- the expense falls under a Board approved policy (eg. travel expenses)

Approved unanimously.

ACTION ITEM

ED and staff to move forward with discussions with the accountant respecting the implementation of operational matters consistent with the above new policy.

The ED also advised that he and the treasurer recognized the need for a better presentation of financial information to the Board (eg. pie charts need to have a more specific breakdown of the information presented) and would do so in the future.

4.2 ADRIA Search and Appoint Fee Schedule Agenda Items 4.2 and 4.2.2 from January 18 2014 Meeting)

Discussions between the ED and Mary Anne Harnick, the ED of ADRIC, are reflected in the exchange of emails attached to these meeting minutes.

ACTION ITEM

ED to go back to Ms. Harnick and advise her that it is the Board's view that the ED (Mr. Conway) be the representative for Alberta.

4.3 2014 Conference/AGM

Dealt with as Agenda Item 7.1

The agenda and notification respecting the 2014 AGM is attached to these minutes.

4.4 ED report

The Executive Directors report is attached to these minutes. Respecting membership, the ED reported that he would like to be providing better information respecting a breakdown of membership by area. Deborah Howes suggested that a breakdown by designation would also be helpful. Wendy Hassen also suggested inclusion of information with respect to retention rates.

ACTION ITEMS

ED to provide bar charts in addition to pie chart information and, further, will attempt to provide the type of information requested by Ms. Howes and Ms. Hassen. The ED will also adopt the policy of soliciting members who renew their memberships as to why they have renewed and inquiring as to whether there is anything ADRIA could be doing to better service their needs.

4.6 Results of the Board's Self Evaluation Survey

Dolores Herman presented the tabulated results of the 2014 Board Self Evaluation and it specifically identified those areas requiring board attention (the tabulated results are attached to these minutes with those areas requiring attention). Ms. Herman also spoke about the limitations of the survey program which she used and suggested use of either Survey Monkey or an alternate surveyed program in the future. Mike Hokanson spoke about the fact that only 7 of 10 board members responded and stressed the importance of full participation in such surveys.

Ms. Herman also requested that, if any board members have suggestions with respect to further or alternative survey questions she would be pleased to consider them for future surveys.

5.0 New Business

5.1 Memorandum of Understanding with Hekima Institute of Peace Studies and International Relations, Kenya

The ED reported that this will be discussed with ADRIC. Tabled to next meeting.

5.2 Court Mediation Fees

An extensive discussion took place with respect to concerns expressed to the President and Vice President by ADR members from Grande Prairie with respect to the $75 fee being paid to mediators participating in the Alberta Justice Provincial Court Mediation Program.

The question raised for discussion was: *Is it properly the business of ADRIA to be advocating to governmental authorities or to any group respecting compensation for mediators (our ADR profession) in order to fulfill our Vision, Mission and Values?*

Ideas shared in "Brainstorm" session:

- This is related to the value of Designations (CMed/ARb, QMed/ARb)
- The Provincial Government is currently evaluating the Provincial Court Mediation Process ADRIA should have a role in making specific recommendations – be at the table
- Business opportunities for ADRIA (rosters)
- Influence an increased profile/value of the profession
- What are other regions doing?
- Reform initiatives in Family Justice (and in other areas of government) underway

- Do we raise the question around lobby to be a regulated profession?
- We need to consider that there are individuals who are prepared to do these mediations gratuitously.

The Board agreed that promoting the value of mediation and, by inference, remuneration for such services, is an area in which ADRIA needs to be involved in order to fulfill ADRIA's vision, mission and values.

The following Actions were suggested:

1. ADRIA needs to be actively involved in the review and revamping of the Provincial Court Mediation Process
2. Strike an ADRIA committee to:
    - Conduct research about mediation compensation and pro-bono work including contacting other professional organizations to determine their practices
    - Prepare a white paper for discussion about the matter
    - Engage ADRIA members in discussion and obtain their input
    - Provide the Board with a final report

BOARD MOTION:

It is moved by Deborah Howes seconded by Stan Galbraith that the ED be appointed to liaise with the Government of Alberta to explore opportunities for ADRIA in the Government of Alberta's review of the dispute resolution processes of Alberta Justice. Approved unanimously.

ACTION ITEM

The ED to speak with and obtain the input of AAMS and any other individuals as he sees fit with respect to the above.

ACTION ITEM

Wendy Hassen and Joanne Munro to develop a terms of reference to be circulated for the committee to study compensatory and pro bono mediation work. Joanne Munro and Wendy Hassen have agreed to serve on this committee. An invitation is to be extended at the AGM to the membership for further participation on this committee.

5.3 Future "On Board" Issues

Wendy and Paul will develop an ON BOARD communicating the Strategic Plan and seeking volunteers for the committee – to go out in a few weeks.

6.0 Other Items

6.1 There were no other items

7.0 Board Calendar Review

7.1 AGM and Conference

May 22, 23 Board of Directors June 20, 21 Board of Directors September 26, 27 Deborah Howes reminded the Board that By-Law 3.1 sets out what is to be covered.:

- Reports from the President, ED, and Treasurer - a common report to be prepared in this regard and delivered by the President
- Auditors' report
- Elections and announcements

ACTION ITEM

A PowerPoint presentation to be prepared showing, for example, persons obtaining their Q and C Designations as well as those persons having participated in the various education programs.

MEETING ADJOURNED: 2:10 p.m., April 5, 2014