DRAFT 1: SESSION PLAN: MOU TASK FORCE LEADERSHIP CONSULTATION

ADRIC, its members, corporate members, affiliates and their members creates a complicated structure with competing interests.

FOCUS QUESTION:

What is\should be the relationship among ADRIC, regional affiliates and Corporate Members?

DATE: Thursday October 13th-

PARTICIPANTS: Organizational leaders from ADRIC, Regions & Corporate Members

SESSION OBJECTIVES:

- Update leaders on TF work to date (build on draft purpose\principles)
- Common understanding about current governance structures
- **Input\consensus about desired** Roles and responsibilities of each group
    - Identify possible areas for shared services – ADRIC and Affiliates

Note: participants will be invited to pre-read background information to prepare for the session

DISCUSSION OUTLINE:

8:30 – 8:40 – Review of TF work to date, [1]draft purpose\principles (***See Appendix A)***

8:40 – 9:30 – What is a Federation of Peers?

- Review current governance framework ***(See Appendix B)***
- Some Questions to Explore:
    - Are the AFFILIATES (not including ADRIC) a federation of peers with ADRIC the Framework through which the Affiliates collaborate?
    - Is ADRIC the framework through which the Affiliates and Corporate members collaborate?
    - Is ADRIC responsible for representing Corporate Interests? If not, how are they represented?

9:30 – 10:20 - Exploring Roles and responsibilities (***See Appendix C)***

10:20 – 10:30 – Wrap up and Next Steps

[1] WE may have input from other Affiliates by October to add

Appendix A:

Draft Memorandum of Understanding: Background, Purpose and Objectives - V5: May 3, 2016	Input to Date (June 21 2016)
BACKGROUND:	
While ADRIC and the seven (7) ADR Regions are separate organizations, they have a joint, collaborative history and are structurally tied together. In 1974, the Arbitrator's Institute of Canada Inc. (AIC) based in Ontario was formed. Its goal was to act as a national center of information, education and research on arbitration and mediation. Separate Regional organizations (whose members were also Mediators and Arbitrators) soon started forming: Quebec (1977), BC (1980) and Alberta (1982). Discussions between national and regional leaders led to creation of the Arbitration and Mediation Institute (AMIC) in 1984. The new AMIC Board consisted of one (1) representative from each region. Regions agreed to collect a fee from their members to fund the national organization. As part of this, AMIC Ontario was created to function as a separate organization (Ontario was previously served by AIC). Additional Regional organizations developed in Saskatchewan (1987), Manitoba (1989) and Nova Scotia, which became the Atlantic region. In 1996, the first Memorandums between AMIC and each region were signed, to "clarify their relationship and provide consistent integration". In 1994, a separate organization of Canadian corporations and law firms had come together to promote creative resolution of business disputes	

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(the use of ADR). Leaders of AMIC and Canadian Foundation for Dispute Resolution (CFDR) agreed to consolidate the two (2) organizations, which became the ADR Institute of Canada in August 2000. The goal of this union was to provide a forum to integrate ADR professionals with ADR users, combine resources to increase the profile and ability to promote ADR across the country and to provide greater ability to represent its members as the professional organization for ADR practitioners in Canada.	
PURPOSE:	
This Memorandum of Understanding sets out the relationships among: • ADR Atlantic Institute (ADRAI); • ADR Institute of Alberta (ADRIA); • ADR Institute of British Columbia (ADRIBC); [new name pending] • ADR Institute of Canada Inc. (ADRIC); • ADR Institute of Manitoba (ADRIM); • ADR Institute of Ontario (ADRIO); • ADR Institute of Saskatchewan Inc. (ADRSK); • Institut de médiation et d'arbitrage du Québec (IMAQ).	**ATLANTIC: ATLANTIC REGION** No objections to the work so far. The Board has taken no issue with the drafts created so far and feels positive about the progress – they recognize the massive work that will be expended to make this work. The delay is not a surprise and does not create any concern either. All of the discussion was positive (for example the core membership categories are considered a positive step). **Manitoba:** Oughtn't we to form the ambition to be THE Canada based NGO voice for ADR internationally? **We believe** that ADR Practices build a better and healthier province. **Our purpose**: We exist to transform dispute resolution culture in

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	Manitoba by... • Promoting ADR • Sharing knowledge • Providing training • Credentialing • Being "the hub" for ADR in Manitoba or connecting the ADR Community to each other and their clients in Manitoba. **AB:** THE ADRIA BOARD explored how to explain the relationship with Affiliates-ADRIC and Corporate Members– here are some concepts • Scope: Together, the Affiliates and ADRIC are a national and international organization, with ADRIC playing the leading role in the advancement of corporate ADR interests. While each Affiliate oversees its own geographic territory, ADRIC oversees matters of National or International interest to the Affiliates. • The Affiliates (collectively) are a national federation of peers operating collaboratively within the ADRIC umbrella (OR operating collaboratively as an integral part of ADRIC?) The Affiliates collaborate and influence the governance of ADRIC through their representatives to the ADRIC Board of Directors and the Presidents' Round Table (PRT), in addition to the many standing or ad-hoc committees that report to ADRIC and/or the PRT. To Sum up: • Are the AFFILIATES (not including ADRIC) a federation of
We are a national federation of peers.	
We share the following objectives: • Increase the understanding and use of ADR by the public, business, academia and government; • Ensure excellence and quality in the practice of ADR, including expansion of the recognition and use of ADR professional designations; • Provide excellent services to our members.	

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	peers? And ADRIC is the Framework through which the Affiliates collaborate? • Is ADRIC the framework through which the Affiliates and Corporate members collaborate? • Is ADRIC responsible for representing Corporate Interests? • ADRIC would take the lead in National and International initiatives
GUIDING PRINCIPLES:	
National Scope: We are a national organization. We focus on achieving our objectives across Canada.	**AB:** **Change***: We are a national organization. We focus on achieving our objectives across Canada* to: ***We work together within a national framework to achieve our objectives across Canada****.* *(Rationale: Current wording does not accurately reflect the scope and structure of ADRIC and affiliates)*
Diversity: We value our diversity. We recognize our uniqueness, including variations in nature, size, finances and other resources, geography, business focus, language and kinds of members represented. We respect our differences and our autonomy within our federation.	
Collaboration: Collaboration is our strength. We look for creative ways to collaborate to achieve our objectives. We leverage our strengths, rather than duplicating our efforts. We avoid actual or perceived competition with one another. We provide consistent,	

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unified and complementary messages to our members, their clients and the public.	
Transparency: We communicate openly and honestly. We share information willingly. We consult one another on matters of mutual interest and where our decisions may affect each other.	
Mutual Accountability: We are clear about our distinct roles and responsibilities. We create sound and effective structures (including this Memorandum of Understanding) and processes to frame and build our relationships. We support each other. We honour our commitments to each other. We use ADR practices in resolving issues among ourselves.	
Other:	**AB: Add a new principle "RESPECT"**

APPENDIX B: EXCERPTS FROM ADRIC BYLAWS AND "THE WAY FORWARD" 2014-16 STRATEGIC PLAN & FRAMEWORK

ADRIC BYLAWS

VI. MEMBERSHIP

2. Application for Membership

a. All persons who are Individual Members of a Regional Affiliate shall be Members in the Institute subject to such conditions as the Board may determine. Each Regional Affiliate shall collect from the Member and pay to the Institute the applicable membership fees (and any applicable taxes). Applications for membership in the Institute shall be accepted or denied by the Board and the decision of the Board shall be final and binding in accordance with these Bylaws.

b. In the event that a Regional Affiliate is removed from Regional Affiliate status in accordance with these By-laws, applications for membership in the Institute may be made directly to the Institute and persons who are Individual Members of such affiliate shall continue as Members of the Institute, subject to such conditions and time limitations as the Board may determine**.**

4. Corporate Representative

a. Each Sustaining Corporate Member is entitled to nominate one (1) Corporate Representative for that Sustaining Corporate Member, for the following purposes:

i. receiving communication and notices;

ii. exercising voting rights; and

iii. holding elected office at any level of the Institute.

VIII. BOARD OF DIRECTORS

1. Responsibilities

The property, funds and affairs of the Institute shall be managed within the limits of the By-laws by the Board.

2. Composition

a. The Board shall consist of a number of Directors not more than the sum of VIII. 2. b. i, ii and iii below.

b. The Board shall be comprised of:

i. one (1) Member in Good Standing from each Regional Affiliate (as elected by the Members in Good Standing who are members of each such Regional Affiliate, and ratified by the Board);

ii. the same number of Corporate Representatives (as elected by Sustaining Corporate Members in Good Standing, and ratified by the Board); and

iii. up to four (4) Directors appointed by the Directors then in office from among Members in Good Standing.

XV. REGIONAL AFFILIATES

1. Establishment

The Board shall have the authority to approve, on application, Regional Affiliates of the Institute, which shall have integrated status with the Institute provided that such approval shall require a majority vote.

2. Application

All applications to establish Regional Affiliates shall be submitted to the Board and shall be accompanied by a report on the anticipated number of Members and the reason for the application.

3. Administration

The affairs of a Regional Affiliate shall be managed by a regional administration committee or board of directors in accordance with the By-laws and Policies of the Institute and those of the Regional Affiliate.

4. Minutes

Minutes of all meetings of the board of directors of the Regional Affiliate and annual general or special meetings of the Regional Affiliate shall be submitted to the Institute on request. The number of members of the Regional Affiliate, or directors present shall be recorded in the Minutes of all meetings.

5. Regional Affiliate Representation on the National Board of Directors

Each Regional Affiliate shall elect one Director to the Board in accordance with VIII.2.b.i and VIII.6 above.

6. Membership Lists

a. Each Regional Affiliate shall apprise the Secretary on a timely basis of all new Members, resignations, and changes in Member contact information that come to the Regional Affiliate's attention.

b. Each Regional Affiliate shall provide the Institute with a list of all Members in Good Standing who are members of such Regional Affiliate within 30 days of the end of each quarter of the Institute's fiscal year. This membership list shall state the name, phone number, fax number, e-mail and full mailing address of each such Member in Good Standing.

7. Transfer of Responsibilities

The Board may transfer responsibilities to a Regional Affiliate as it sees fit from time to time, and may resume any such transferred responsibilities on notice to a Regional Affiliate. However, the Board retains the authority to establish national Policies in all Institute matters.

8. Removal from Regional Affiliate Status

A Regional Affiliate can be removed from Regional Affiliate status after a resolution of the Board recommending such action to an annual general or special meeting of the Members. At least thirty (30) days prior to the meeting at which such motion will be addressed, notice of the meeting and its purpose shall be given to the Members in Good Standing (other than Associate Corporate Members). Such motion will require approval of two-thirds (2/3) of the votes cast in person or by proxy at such meeting.

EXCERPTS FROM ADRIC "THE WAY FORWARD" 2014-16 STRATEGIC PLAN & FRAMEWORK

1: What is the appropriate role for Directors to play at the national level in terms of operations and policy, and what is the appropriate orientation as between provincial and national organizational interests?

Board Level

The Board is both a policy-making and an operational board. At this stage in ADRIC's development, all members of the Board are expected for example to be active on ADRIC committees between Board meetings, and to help implement many ADRIC initiatives "on the ground" on behalf of the national organization, supported by ADRIC's dedicated professional staff where appropriate.

All Directors – whether they are corporate representatives or representatives of the regional affiliates – are expected to act at all times in the best interest of the national organization.

Committee Level

ADRIC depends heavily on the work of its committees. ADRIC's work could not continue at the high levels it currently enjoys without engaged, committed volunteer participation on national committees. We depend on volunteers from across Canada to populate and propel the work of each committee. Moreover, every Director is expected to serve on one or two committees.

- All Directors – whether they are corporate representatives or representatives of the regional affiliates – are expected to act at all times in the best interest of the national organization

2: How do we enhance the relevance and value that the regional affiliates associate with ADRIC, including by supporting them in increasing our shared membership base?

We are fortunate that the Board includes regional affiliate representatives and corporate representatives from every region of the country except the Northwest Territories, the Yukon and Nunavut. While the Board is drawn from almost all parts of Canada, common themes emerged quickly during the strategic planning session on the question of enhancing value for the affiliates and our shared members. In no particular order, those common themes were:

General Theme: More Marketing of ADRIC Brand

General Theme: Continued Positioning of ADRIC as Canada's Leading ADR Organization Internationally

General Theme: Enhanced Sense of Belonging and Support within Umbrella of a Canadian ADR Organization

3 How can we (a) expand our corporate membership base and (b) promote roster use, case administration and engagement of our members in professional services?

ADR INSTITUTE OF CANADA, INC.

STRATEGIC FRAMEWORK

PURPOSE	The purpose of the Institute is to uphold the highest standards of practice in ADR across Canada.
VISION	The Institute is Canada's independent, trusted and respected ADR professional organization. We set the Gold Standard for ADR practice in Canada. Acting in the public interest, we provide leadership, value and support to competent, ethical and engaged ADR practitioners. The Institute helps organizations and people deal with conflict effectively.
STRATEGIC DIRECTIONS	Gold Standard ADR. Member Value. Advocating ADR-First.
2013-16 PRIORITIES	Clarify and align board, executive, committee and staff roles and responsibilities. Reposition and better promote the Institute's brand for members, ADR consumers, and the general public. Further solidify the Institute's stature internationally. Enhance member value through strategic initiatives, partnerships, and enhanced member supports and tools.
FOUNDATIONAL ACTIVITIES	Establishing goals and actively monitoring and measuring our success in achieving them. Building effective relationships and promoting partnerships through meaningful, transparent and deliberate engagement. Adopting best practices.
VALUES	Commitment to Excellence Fairness Respect Integrity Visionary Leadership Accountability

The Institute achieves this Strategic Plan through the work of dedicated professional staff, the Board, the Regional Affiliates, and volunteers in committees. The Institute's Board follows a written Annual Plan, which establishes the specific outcomes, initiatives and timeline to achieve the Institute's strategic objectives. The Institute strives to work collaboratively and in partnership with its Regional Affiliates, members, and corporations, governments and organizations that are consumers of ADR services across Canada.

APPENDIX C: (DRAFT WORKSHEET– TO BE FURTHER DEVELOPED)

Looking at the key functions and the roles and responsibilities of our organizations – what do you see as the Roles and responsibilities of ADRIC, Regions and Corporate Members?

Function		ADRIC Role	Regions Role		Corporate Member Role
			Larger\self sufficient	Smaller – greater reliance on ADRIC	
Professional Designations	**General**	**Designation Owner**			
	Recruiting Members to Profession				
	Reviewing\Approving Applications				
	Discipline				
	Maintenance (Ed credits)				
	Financial benefits				
Education & Training for professionals	General				
	Delivering courses				
	Sending information				
	Financial Benefits				

Function		ADRIC Role	Regions Role		Corporate Member Role
			Larger\self sufficient	Smaller – greater reliance on ADRIC	
Promoting use of and awareness of ADR	General				
	To Public				
	To Possible Clients				
	Lobbying Government				
International Work					
Promoting Membership Work	Rosters				
	Financial Benefit				
Sustaining our Organizations					
	Financial				
Membership					

Function		ADRIC Role	Regions Role		Corporate Member Role
			Larger\self sufficient	Smaller – greater reliance on ADRIC	
Accountability?					
???????					
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