Minutes of the Meeting of the Board of Directors
of the ADR Institute of Alberta (ADRIA)
held at Gowling WLG (Canada) LLP Boardroom, Calgary
on June 10th, 2017

Present: Barrie Marshall (Vice President & Chair),
Dolores Herman, QMed (Vice President & Acting Secretary),
Kevin Kelly, QArb, QMed (Treasurer),
Stan Galbraith (Past President, PRT Rep),
Wendy Hassen, CMed (ADRIC Rep),
Dora Dang, CMed, QArb (New Director),
Amin Poonja, QMed (New Director),
Michelle Simpson, CMed, CArb (Director, Governance Committee Chair),
Paul Conway (Executive Director, non-voting).

Regrets: Alasdair MacKinnon, CMed, QArb (Director).

1 Meeting called to order at 8:24 am

1.2 Review of Agenda items

- Add MRJC contract with ADRIA as an agenda item under business arising.

Moved by Wendy Hassen and seconded by Stan Galbraith to adopt the agenda as amended.
Carried unanimously

2 Minutes of Previous meeting

- March 18, 2017 Minutes –
  - under 2.1 correct typo from whit to white
  - 4.3 clarify that short and long-term goals require restructuring by adding a 3rd column entitled completed/initiated and change word complete to completed
  - 6.6 amend – There PRT to There was interest in the PRT and ADRIC Representative

Moved by Wendy Hassen and seconded by Stan Galbraith to accept the minutes as amended.
Carried

- May 23, 2017 Minutes
  - #6 Motion was made by Barrie and seconded by Michelle

Moved by Dolores Herman and seconded by Stan Galbraith that the minutes be accepted as amended.
Carried

3 Declarations of Conflict of Interest
No conflicts of interest were declared.

The Board went In Camera to conduct the Board Orientation. The meeting resumed at 12:45 pm.

4 Business arising (ADRIA)

4.1 No letters were written in regard to these issues since the last Board meeting.

4.2 There will be substantive MOU discussions at the ADRIC Conference that Barrie Marshall and Paul Conway will attend.
The Board discussed the importance of the President of ADRIA attending the ADRIC Conference. Once the ADRIC Conference agenda is released in September the Board will discuss where the best places are for the ADRIA delegates to spend their time.

4.3 Green highlights were added to the White Paper Action Plan that was circulated in March. The matrix has been amended and will be sent to the Board.
Moved by Stan Galbraith and seconded by Wendy Hassen to accept the incorporated changes to the White Paper Action Plan (version 7).

Carried

4.4 Update by ED on regular meetings between Resolution Services and ADRIA.

4.5 MRJC Update – articling student at Gowlings created a contract to reflect the ADRIA/MRJC relationship. The document was not well received, but Barrie & Paul will continue the dialogue.

5 ADRIA Bylaw and Policy Updates

5.1 Membership and voting issue update.
Policy: 3. Linkage to Ownership reformat as follows:
3.0 Linkage to Ownership
The Board acts in trusteeship for membership and serves as the connection with the ADRIA members.

Legal Ownership: The members of ADRIA.
Moral Ownership: The members of the public who benefit from the services of members.

1.0 The Board links to the ownership in the following ways:

a) Attitude
The first level of obligation is attitude: Directors act on the belief that they are trustees for the owners. The Board takes into account all appropriate considerations, loyalties and leadership in discussions.

b) Statistics
At a second level, the Board gathers statistical evidence of the members' concerns, needs and demographic information.

c) Information
The third level engages the Board in information gathering such as:
- Reviewing articles in the media for appropriate trends
- Presentations at Board meetings by appropriate people
- Dialogue with other Boards or public officials
- Other community input

2.0 The Board has determined as a policy that the following membership categories will be offered to its members: Full, Associate, LINK, Organizational and Organizational Learner, as these membership categories are defined on the ADRIA website from time to time.

3.0 The Board will spend regular time in its meetings discussing and deciding issues of membership.

4.0 The Board has a role in member complaints.

Moved by Michelle Simpson and seconded by Stan Galbraith to accept the reformatting of Policy Type 4, 3. Linkage to Ownership.

Carried

Moved by Michelle Simpson and seconded by Wendy Hassen to table 5.1.1, 5.1.2 and 5.1.3 for discussion at the September Board meeting.

Carried

6 Reports

6.2 Executive Director's Report

Action Item: The ED will develop a one-page document that can be used for by Board members for promotional purposes when they visit/interact with companies that are interested in corporate memberships.

Action Item: The ED will contact the Association des juristes d'expression française de l'Alberta (AJEFA) regarding an event in October.

6.3 Treasurer's Report

Member equity has not dropped, there has be a small increase in membership.
Revenue from courses is down due to decreased enrollments.
Moved by Wendy Hassen, seconded by Michelle Simpson to ratify the audited 2016 financial statements.

Carried

6.4 Governance Committee

Moved by Michelle Simpson, seconded by Stan Galbraith that we establish a nominating committee of the Board to appoint up to two Board members to hold office until the end of the next AGM.

Carried

Members of the nominating committee:
Dora Dang, Barrie Marshall and Paul Conway
Nominations will be put forward to the Board before the end of July.

6.6 ADRIC Report

Provided verbally by Wendy Hassen and accepted

8.7 Parenting Coordinators as Arbitrators

Michelle Simpson gave a presentation on what is happening in this field.

The Board agreed to hold a teleconference in mid July to deal with the outstanding agenda items.
Meeting adjourned at 4:22 pm