Annual General Meeting of the
ADR Institute of Saskatchewan
May 23, 2024 | 12:00 – 1:15pm
Wanuskewin Heritage Park
(with virtual attendance via ZOOM)

1. Welcome & Call to Order

   President Kristin Anderson opened the meeting by welcoming everyone to this AGM and sharing her personal land acknowledgment. President Anderson then delegated meeting management to Interim Executive Director – Scott Siemens. As is the practice at all ADRSK Board meetings, President Anderson read TRC Recommendation #57 as a reminder to the Institute of our unique position and responsibility to share in the work of reconciliation. Siemens called the meeting to order at 12:05pm with 54 registered members and guests in attendance.
2. Notice of Meeting – quorum confirmation

   Siemens confirmed the Notice of Meeting requirements had been met and that a fully constituted quorum was also confirmed with more than 5 persons physically present at the meeting.
3. Approval of Agenda

   Motion by Russ Gregory that the agenda be approved as circulated: seconded by Albert Benesh. **Carried.**
4. Approval of 2023 AGM Minutes

   Motion by Russ Gregory that the minutes of the 2023 AGM be approved as circulated: seconded by Rodger Linka. **Carried.**
5. Approval of 2023 Directors actions

   Siemens provided a verbal summary of the primary actions undertaken by the Directors over the past year.

   Motion by Russ Gregory that the actions of the Board of Directors for the ADR Institute of Saskatchewan occurring between April 27, 2023 and May 23, 2024 be ratified by the membership of the Institute: seconded by Ken Gamble. **Carried.**
6. President's report: (see AGM Package for all reports)

   President Anderson reviewed her report drawing attention to various highlights, membership initiatives, board alignment toward a policy orientation and the significant move to contract a permanent Executive Director. Anderson thanked the membership for their continued support for the Institute and for their support in her leadership role.
7. Vice President's report: (see AGM Package for all reports)

   Vice-President Alexander reviewed her report focusing on the work of the HR Committee in concluding the term of the Interim Executive Director and completing a search for a permanent E.D. The HR / Search committee hopes to have the new E.D. installed in the month of June '24.
8. Secretary's Report: (see AGM Package for all reports)

   Secretary Gregory reviewed his report and brought forward three resolutions for AGM approval.

a. **Motion** by Russ Gregory – that ADRSK Bylaw 2 (subsection 2) be amended from currently reading as *"The Board shall consist of at least three but not more than ten (10) persons as may be determined from time to time by the membership."* The Board recommends an amendment to this subsection to read as *"The Board shall consist of at least five (5) but not more than ten (10) persons as may be determined from time to time by the membership."* Seconded – Crystal Klassen. **Carried.**

b. **Motion:** by Russ Gregory – that ADRSK Bylaw 7 (subsection 3) currently reading as *"Two directors constitute a quorum at a meeting of the Board or such greater number as the Board may determine."* The Board recommends an amendment to this subsection to read as *"Quorum for Board meetings shall be two-thirds (2/3) of the total number of elected Directors, or five (5), whichever is lesser."* Seconded by Ken Gamble. **Carried.**

c. **Motion:** by Russ Gregory – Whereas the current ADRSK Bylaws contain no eligibility provisions for election to Directorship, the following provisions be created as Bylaw 2 (subsection 5):

That a Director be:

i). a member in good standing and not subject to sanction by the Institute;
ii). a resident of the province of Saskatchewan;
iii). a person who is not currently an undischarged bankrupt; and,
iv). a person without criminal conviction, or a person for whom conviction(s) has been pardoned.

Seconded by Michelle Linklater. **Carried.**

9. Treasurer's report: (see AGM Package for all reports)

Treasurer Benesh reviewed his written report and the Financial Statements provided in the AGM materials. Benesh specifically expressed appreciation for our new CPA Accountant (Michele Cruise-Pratchler) in getting our accounting corrected after the deficiencies of 2021 & 2022. **Motion** by Albert Benesh – that the 2023 Financial Statements be approved as presented. Seconded by Dominique Panko. **Carried.**
Motion by Albert Benesh – that the ADR Institute of Saskatchewan dispense with an external audit or review of the 2023 financial records. Seconded by Marie Amor. **Carried.**

10. Interim Executive Director's report: (see AGM Package for all reports)

Scott Siemens reviewed the written report highlighting areas of significant engagement including the renewal of the Centralized Board of Revision contract with the Province, the partnership with the Construction Dispute Resolution Office, enhancing the function of Board committees, implementation of improved email communications, expansion of our reach via our LinkedIn page, and establishing our own accounting processes separate from ADRIC. Ongoing new ventures include a roster with SaskPolytechnic and a partnership with First Nations University of

Canada for student memberships and dedicated delivery of the National Introductory Mediation Course. Siemens concluded his report by thanking the membership for their support during his 12 years as President and these past 2 years as Interim E.D.

11. ADR Canada Report (see AGM Package for all reports)

Siemens welcomed ADRIC President Michael Schafler to the floor. Schafler expressed his gratitude for ADRSK's role in the Federation and the many ways ADRSK has been a leader on the national stage. Schafler also thanked Interim E.D. and Past President Siemens for his work at the provincial and national level.

12. Elections:

Scott thanked all those who agreed to let their name stand for re-election / election and reviewed the process of selecting any 5 of the 8 candidates on the ballot.

a. Election scrutineers appointed were Dominique Panko and Itemobong Umoh. Ballots were distributed and collected with the following person elected to a 3-year term:

Albert Benesh
Julian Bodnar
Rodger Linka
Ronni Nordal
Marg Romanow

The following persons comprise the 2024-25 ADRSK Board of Directors – renewable term end dates as noted:

Gina Alexander	– 2025
Kristin Anderson	– 2025
Albert Benesh	– 2027
Julian Bodnar	– 2027
Rodger Linka	– 2027
Andrew Livingston	– 2026
Ronni Nordal	– 2027
Charmaine Panko	– 2026
Marg Romanow	– 2027
Itemobong Umoh	– 2025

b. Election of representative to the ADR Canada Board – **Kristin Anderson recused from the meeting for this action.**

Siemens explained the process and necessity of this action to fill the position of ADRSK - ADRIC Board representative. Siemens made three calls to the membership for any other nominees for this role, none were forthcoming.

Motion: Russ Gregory moved to appoint Kristin Anderson as the ADRSK representative to the ADRIC board from October '24 to Oct

’25 (ADRIC Board terms of service): seconded by Albert Benesh. **Motion Carried**

c. Affirmation of ADR Saskatchewan and ADR Canada committee volunteers: Kristin, the Officers, and the E.D. all noted the long list of members who sit on various committees within the Provincial and National Institutes. Scott described the continued growth seen this year and the importance of these volunteers for their “behind the scenes” contributions. All were encouraged to consider volunteer opportunities to help in the growth and standing of our Institute.

Resolution: Whereas the ADR Institute of Saskatchewan could not function without its many volunteers; and whereas said volunteers regularly go without recognition and thanks; - **BE IT RESOLVED** that the membership of the ADR Institute of Saskatchewan expressly and enthusiastically thank our many dedicated volunteers in their various provincial and national roles. **Unanimously affirmed.**

Adjourn – **Motion** to conclude by Albert Benesh, seconded by Dominique Panko, at 1:18 pm; meeting agenda concluded, no vote required.