

**Annual General Meeting of the  
ADR Institute of Saskatchewan  
Apr 26, 2023 | 12:00 – 1:00pm  
321 4<sup>th</sup> Ave N. Saskatoon, SK  
(with virtual attendance via ZOOM)**

1. Welcome & Call to Order

President Charmaine Panko opened the meeting by welcoming everyone to this AGM and delegating meeting management to Executive Director – Scott Siemens. Siemens spoke an acknowledgement of our shared Indigenous / Settler lands. As is the practice at all ADRSK Board meetings, Vice-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 12:02pm with 42 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 5 persons physically or virtually present at the meeting.

3. Approval of Agenda

**Motion** by Russ Gregory that the agenda be approved as circulated: seconded by Albert Benesh. **Motion carried.**

4. Approval of 2022 AGM Minutes

**Motion** by Russ Gregory that the minutes of the 2022 AGM be approved as circulated: seconded by Albert Benesh. **Motion carried.**

5. Approval of 2022 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 March 24, 2022 and April 26, 2023 be ratified by the membership of the Institute: seconded by Albert Benesh. **Motion carried.**

6. President's report: (see AGM Package for all reports)

President Panko reviewed her report drawing attention to various highlights, membership initiatives, board alignment toward a policy orientation and the significant move to contract an Executive Director. Panko also thanked the membership for their continued support for the Institute and for their support in her transitional leadership role.

7. Executive Director's report:

Scott Siemens reviewed the written report highlighting areas of significant engagement. The newly launched Centralized Board of Revision, the partnership with the Construction Dispute Resolution Office, creation of new policies, procedures, and structures for ADRSK as it matures as an organization (eg: media, accounting, etc.).

8. A. Finance Committee & Treasurer's report:

Albert Benesh reviewed his written report and the Financial Statements noting their deficiency due to ADRIC's inability to provide accurate accounting. Benesh assured the members there is no issue of missing funds, it's just an internal ADRIC systems failure that doesn't allow for 100% accuracy on things like membership revenues. Benesh quoted the current bank balance of \$204,687 as evidence of liquidity and noted the plans for spending down accumulated surpluses based on previous years requestions by members to enhance ADRSK's communication, media, and public presence as well as the investment in contracted leadership. Benesh also noted the Finance committee is still in the process of getting off the ground with a significant first matter of establishing our own in-house accounting as we move away from ADRIC's centralized resource. Regarding the question of an annual audit, as we cannot 100% validate our core revenues any audit would result in a qualified opinion which does not serve our purpose, so a motion to dispense with an audit will be tabled. Scott Siemens added that, with new Provincial NFP regulations coming into force in 2023, we may be required by law to conduct reviews or audits going forward depending on overall income levels.

B. Governance Committee & Secretary's report:

Russ Gregory reviewed his written report and thanked the members of the Governance Cttee for their work in developing several new internal policies adopted by the Board. The most significant work of the Cttee has been the review and proposed amendments to the bylaws which will be voted on today giving members exclusive right to approve bylaw amendments. Work has also been completed on converting core Corporate and Governance documents into electronic form and stored on the ADRSK cloud storage platform.

C. Human Resources Committee & Vice-President's report:

Vice-President Kristin Anderson also thanked the members and Board for the privilege of her role this past year and for being able to "shadow" both Charmaine and Scott in preparation for taking on the Presidency in 2023. The primary work of the Cttee thus far has been the creation of a contract for our Interim E.D. and planning for additional HR & succession policies as the Institute prepares for upcoming leadership transition. Their focus has been on how to create structures that will facilitate the Institutes continued growth and maturation. Anderson called out to the membership that if there are any persons with an HR policy background, the Cttee would very much like to hear from them. On a personal note, Anderson shared how pleased she was to have been part of organizing (and enjoying) the Fall '22 Indigenous Engagement Conference.

**Motion** by Charmaine Panko to accept the Staff, Officers' and Committee reports as presented: seconded by Kristin Anderson.

**Motion Carried.**

**Motion** by Russ Gregory to approve the amendments to Bylaw 35, 16f, and 16g as circulated in the meeting notice and meeting materials: seconded by Albert Benesh. **Motion carried.**

**Motion** by Albert Benesh to accept the 2022 Financial Statements as circulated: seconded by Russ Gregory. **Motion carried.**

**Motion** by Albert Benesh to dispense with an external audit of the 2022 financial records: seconded by Russ Gregory. **Motion carried.**

9. Stakeholder / Member Initiatives reports were shared by their representatives (see AGM package for full reports)
- ADR Institute of Canada
  - ADRIC Federation U-40
  - ADRSK MPG's – Mediation Connection
  - ADRSK @ SK-A2J
  - Early Family DRO

10. Elections:

Scott thanked Maria Fortugno for leading the nominating process in a way that provided early input from members. The result of the early canvass for nominations resulted in 4 nominees for the 3 term-vacated Board positions. With only 3 nominees allowing their name to stand for election, those nominees are acclaimed to the vacated positions on the Board.

**Motion** by Kristin Anderson to affirm the 3 willing nominees as Directors of the Institute for the term specified in the slate as distributed: seconded by Albert Benesh. **Motion Carried.**

The following persons comprise the 2023-24 ADRSK Board of Directors – renewable term end dates as noted:

Gina Alexander	– 2025
Kristin Anderson	– 2025
Albert Benesh	– 2024
Maria Fortugno	– 2024
<b>Russell Gregory</b>	<b>– 2026</b>
Rodger Linka	– 2024
<b>Andrew Livingston</b>	<b>– 2026</b>
<b>Charmaine Panko</b>	<b>– 2026</b>
Dominique Panko	– 2025
Itemobong Umoh	– 2025

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, and that the leadership transition is now in place for the President to continue as the 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 '23 to Oct '24 (ADRIC Board terms of service): seconded by Charmaine Panko. **Motion Carried**

Affirmation of ADR Saskatchewan and ADR Canada committee volunteers: Charmaine, 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 Russ Gregory, seconded by Duncan Brawn, at 1:03 pm; meeting agenda concluded, no vote required.

President Panko encouraged attendees to refresh their beverages & snacks, take a quick stretch and join the post-AGM sessions of workshops / information sharing from:

- Tim Nolan (SCMS) – value and role of mediation in Victim-Offender work;
- Michele Cruise-Pratchler (CBoR) – new opportunities for ADR practitioners in property tax and municipal development appeals;
- Ryan Fredrickson (SCDRO) – the role of ADR in the emerging realm of Construction Dispute Resolution; and
- Nathan Cole (SKSport) – what’s happening in the work of Amateur Sport Conflict and where ADR Saskatchewan fits.