

Request for Proposal – Board Governance and By-Law Consultant

Background

The ADR Institute of Ontario (ADRIO) was originally formed in 1985-86 under the name of The Arbitration and Mediation Institute of Ontario Inc., and subsequently became ADRIO in 2002. ADRIO is incorporated as a non-profit organization, and is governed by a Board of Directors under its By-Law No.1. ADRIO is one of seven Affiliates of The ADR Institute of Canada, and collaboration at the national level is guided by a Memorandum of Understanding.

ADRIO's mission is to:

- assist the public, business, non-profit communities, and government bodies at all levels to consider, design, implement, and administer alternative dispute resolution (ADR) strategies, programmes and processes;
- assist all the foregoing to locate ADR professionals with the level of skill and experience required to meet their needs;
- provide training standards and accreditation procedures that contribute to the development of a community of ADR professionals across Ontario that is competent, well-educated, and highly professional in delivering ADR services to its users;
- provide a regulatory infrastructure that includes a *Code of Ethics* and a *Code of Conduct for Mediators* that set high standards of practice, as well as providing a complaint and discipline process for any dissatisfied user of ADR services;
- provide ADR professionals throughout Ontario with educational and networking opportunities;
- speak on behalf of ADR professionals in response to current events and government initiatives.

Description of Work

ADRIO's By-Law was last revised in June 2012, and a set of updates recently recommended by the Governance Committee have been accepted by the Board. The Board is seeking an external consultant to prepare the By-Law changes for presentation to ADRIO members for voting at the Annual General Meeting coming up on June 4, 2020.

Further, other By-Law updates related to board size, the election process, etc. are being considered. The Board desires an opportunity to learn about current non-profit governance models, their pros and cons, and potential applications for ADRIO. The purpose of the learning will be to help the Board make informed decisions about further By-Law changes that can potentially be introduced in 2021.

Scope of Work

The consultant's scope of work will consist of the following tasks:

- Prepare the set of approved By-Law changes using appropriate and consistent By-Law language, so the changes are ready for ratification by ADRIO's Members at the 2020 Annual General Meeting.
- Understand the Board's learning objectives around governance models based on further By-Law changes under consideration, and other changes that may arise.
- Develop a report that examines a range of governance models – with examples, pros and cons of different board sizes, committee structure, election processes, and potential applications for ADRIO.

- Present the report to the Board at a dedicated online learning session, and facilitate a discussion on the range of governance models, their pros and cons, and potential applications for ADRIO.
- Provide to the Board opinions, with reasons, on the most appropriate governance options for ADRIO.
- Develop and write up By-Law changes as decided by the Board, subsequent to the learning session.

Deliverables and Timelines

| Deliverable | Timelines |
|--|---|
| 1. A list of Board approved By-Law changes written in appropriate and consistent By-Law language, in draft form for Board approval and ready to be presented for voting at the ADRIO AGM on June 4 | <p>April 17 – Engagement of consultant is confirmed for work to commence immediately</p> <p>April 21 – Consultant sends draft of approved written changes to the Governance Committee for review</p> <p>April 23 – Governance Committee recommends written draft for approval at the Board meeting, for presentation for voting at the AGM on June 4</p> <p>May 4 – The AGM package, including meeting notice and resolutions related to By-Law changes, goes out to the membership</p> |
| 2. A written report with descriptions, comparisons and examples of a range of relevant non-profit governance models for consideration by the ADRIO Board | <p>Between April 27 and May 8 – Executive Director and representatives of the Governance Committee are available to the consultant to provide background information</p> <p>May 13 – Consultant’s report on comparisons of relevant governance models is provided to the Governance Committee for review and questions</p> <p>May 25 – Governance Committee provides the consultant’s report to the Board</p> |
| 3. An online learning session (maximum 1.5 hours) for the Board on governance models, pros and cons, and potential applications for ADRIO | Between June 15 and July 10 (exact date to be scheduled based on Board and consultant’s availability) – An online learning session for the Board is delivered |
| 4. A second list of By-Law changes written in appropriate and consistent By-Law language, ready for review by the Governance Committee so the changes can be recommended for approval at the September Board meeting | <p>September 9 – Governance Committee meets and reviews a second set of By-Law changes by taking into consideration the outcomes of the learning session</p> <p>September 14 – By-Law changes written up by the consultant are sent to Executive Director and the Governance Committee</p> <p>September 23 – By-Law changes are presented by the Governance Committee for discussion and approval at the Board meeting</p> |

Application Process

To be considered for this consulting opportunity, please submit a written proposal to ADRIO that consists of the following components:

- A clear plan (maximum 2 pages) with details on how the consultant will approach the work to produce the deliverables within given timelines, and the costs required to complete the work.
- A resume/portfolio (maximum 2 pages) with details on the consultant's relevant project experience, knowledge and expertise.
- A list of 3 references with current contact information.

Please send your proposal to Judy Shum, Executive Director, at ed@adr-ontario.ca **by 5:00 pm on Thursday, April 16, 2020**. Only complete proposals with all required components will be considered.

Evaluation

ADRIO will evaluate proposals based on the following criteria:

- Demonstrated understanding of the scope of work
- Clear indication of ability to produce the required deliverables on time
- Relevant project experience, knowledge and expertise
- Reasonableness of proposed costs for the engagement

ADRIO will contact all consultants who have submitted proposals by Friday, April 17 with results of the evaluation. Engagement of the selected consultant will be confirmed on April 17.

Contact

For all enquiries related to this Request for Proposal, please e-mail Judy Shum, ADRIO's Executive Director, at ed@adr-ontario.ca.

Your interest is greatly appreciated.