



Council Rules 1: Council Meetings

November 2016

The following Rules have been duly adopted by council for all of its duly constituted meetings.

1.0 Authority

- 1.1 When the chair consults meeting rules, these Rules shall be consulted first, and if found inadequate, the primary document (Robert's Rules of Order (RONR)) in its current edition prevails for council meetings.

2.0 Rules

Council Members

- 2.1 It is duly noted that council is constituted by the *Architects Act*, and that each member is equally entitled to be recognized by the chair, and to vote. The Chief Executive Officer (CEO) must attend council meetings per AIBC Bylaw 3.6.

Councilor Non-disclosure Agreement

- 2.2 Council shall establish a non-disclosure agreement, which all council members shall execute before participating in council meetings of the current term. The executed agreements shall be filed with and maintained by the CEO.

First Meeting of New Council Session - Election of Officers Procedures

- 2.3 A member of council may volunteer to conduct the voting, with the consent of all councilors present. Alternatively, council can direct a staff member to draw the name from among council members present to conduct the voting. Nominations, deliberations, and voting will take place in an open (public) session.
- 2.4 The council member conducting the voting will call for nominations for president, each requiring a second. Where there is more than one nominee for a given office, a secret ballot using paper ballots will be held after the nominations and deliberations according to these rules. Where there are more than two candidates, the nominee with the lowest number of votes will be dropped from the vote, and the remaining candidates will be the subject of another secret ballot until an officer is chosen by a majority of those present. After the election of the president, the vice-president will be nominated and elected and so on.

The order of voting for officers is:

President

Vice-President

Treasurer
Registrar

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Order of Business

- 2.5 The order of business will be drafted by the Governance Committee and approved or modified by council at the point that the agenda is approved.

Development of Agenda

- 2.6 Wherever possible and practical to do so, new substantive policy items should first be tabled at a council meeting (whether a formal council meeting or a planning session) for exposure/discussion/consultation with council before being tabled for formal adoption.
- 2.7 Council may establish a standing Governance Committee, to assist council in the development and management of its agenda.
- 2.8 A council member who wishes to have a matter placed on the agenda shall, wherever possible and practical to do so, produce a submission in writing (using the format approved by council) outlining the item and a short rationale for that item along with all necessary supporting materials. The submission shall be forwarded to the CEO on or before the date and time stipulated for submissions to the Governance Committee for the next regularly scheduled council meeting so that it may be forwarded to the Governance Committee to review and to schedule the item, if appropriate, for the next or following meeting agenda.

Role of Chair

- 2.9 The role of the chair is to ensure that the meeting is run fairly and efficiently.
- 2.10 All discussion in council meetings shall be directed to the chair.
- 2.11 Either in preparation of the agenda, or during the meeting, the chair may rule on whether any item before council is properly submitted and is otherwise in order. When the chair rules an item out of order, s/he must give reasons for so doing (in writing, in the case of an item ruled out of order prior to the day of the meeting). The ruling is subject to appeal by a majority vote.

Order

- 2.12 All members of council are responsible for ensuring that these rules are respected and upheld, although council may vary from these rules by unanimous consent. Members may raise an objection to the attention of the chair as soon as they become aware of a breach of these rules. The chair then hears the objection and makes a ruling. The ruling is appealable in the same way as for Rule 2.11 above.

Making and Recording Decisions

- 2.13 To be considered for deliberation by council, a motion requires both a mover and a seconder.

- 2.14 A council member or invited guest may speak for no more than two minutes on a particular agenda item during council meetings, except for reporting on or introducing an agenda item. A council member or invited guest may speak more than once on an agenda item or any other issue only after all other council members or invited guests who wish to speak on that same item or issue have been given the opportunity to speak. A council member or invited guest may speak more than two times on any issue by consent.
- 2.15 Before putting a matter to a vote, the chair may take a poll of council members to obtain a sense of whether a matter is ready for decision.
- 2.16 Before putting a matter to a vote, the chair will ask if there is any further discussion.
- 2.17 To induce an end to debate any member may move to call the previous question. A two-thirds majority is required on the decision to call or 'force' a vote on the previous question.
- 2.18 A council member may abstain from voting and in so doing shows neither opposition nor support. However, an abstention from voting does not change the voting requirements for approval of a motion under the *Az*, which requires that all acts of council be decided by a majority of councilors present.
- 2.19 A member of council may request that a decision be revisited by council at a later meeting as prescribed above by providing pertinent facts and information that were not taken into consideration by council in making the original decision.
- 2.20 Minutes will be taken for all regular meetings and approved by council subsequent to the meeting. Minutes are not verbatim transcripts. Minutes record motions and points of order made in council, whether they were carried or defeated, and when specifically requested at the time, any votes opposing or supporting such motions and abstentions. Reasons for supporting or objecting to motions will not be recorded.

Delegations

- 2.21 Delegations may apply to be put on the agenda, in writing, 10 days or more in advance of the meeting. Such application will identify the person(s) in the delegation wishing to speak to council and will contain a synopsis of the presentation to be made to council.
- 2.22 Council may then schedule not more than 30 minutes within a council meeting for presentation(s) by one or more delegation. The time limit for a delegation may be extended by consent.

In camera meetings

- 2.23 Duly constituted council meetings shall be open to the public, and council shall strive to ensure that its discussions and votes are, wherever possible, conducted in an open meeting.

- 2.24 Notwithstanding the above, council may exclude any person who is not a councilor from any part of a meeting, and proceed to an *in camera* session upon motion and vote, if it is satisfied that a matter of confidentiality requires *in camera* deliberation.¹
- 2.25 Minutes are not taken during an *in camera* session, although the formal council minutes must indicate that the council went into an *in camera* session.
- 2.26 Discussions during the *in camera* session are confidential and councilors are reminded that they are also bound by the councilor non-disclosure agreement.
- 2.27 A motion, second and vote to go back to a public meeting must be made in order to leave an *in camera* session, with such return to be recorded on the formal council minutes.
- 2.28 Any motions arising from the *in camera* session should be brought forward in the normal course of the public meeting and voted upon if appropriate.

Conduct

- 2.29 Councilors must comply with the Code of Conduct Including Conflict of Interest Guidelines for AIBC Council, Boards, Committees Task Forces and Representatives (the “Code of Conduct for Council”), with their personal candidacy declaration and with these Rules at all times. Councilors are reminded of the duties in the Code of Conduct for Council with respect to honesty, impartiality, confidentiality, inappropriate language/actions, limits on authority, conflict of interest, use of AIBC property, respecting AIBC staff, maintaining an open mind and regular attendance.
- 2.30 These rules do not abridge or diminish the duties, obligations and expectations found in the Code of Conduct for Council, but are instead intended to reinforce and supplement them.
- 2.31 Once council has passed a motion or otherwise made a decision, all council members must work together to implement that decision, in keeping with good governance practices and the councilors’ fiduciary duties of acting with honesty, in good faith and with care, diligence and skill. No council member is permitted to undermine a council decision or make efforts to delay, hinder or otherwise work against the implementation of such decision. Council members who have disagreed with a majority decision are permitted to record their vote against such a decision and to factually communicate that they opposed the decision.
- 2.32 Only the president or the CEO (or their designate) is authorized to communicate with representatives of the government with respect to AIBC matters or to contact or respond to requests from the media. Other council members may do so only if expressly authorized to do so by council. Council members are advised to respond to media requests as follows: “It is the policy of AIBC council that individual council members may speak to the media on AIBC matters only if authorized to do so by council.”

¹ Council should ensure that appropriate consideration is given to moving an issue *in camera*, including principles found in privacy legislation and transparency expectations.

- 2.33 Requests for staff action or information must go through the president or CEO. This does not preclude a working relationship between council members and staff members who are co-operating on a specific project or committee.
- 2.34 Concerns that councilors may have with respect to AIBC staff should be directed to the CEO or, where the matter relates to the CEO, to the president.

Decorum

- 2.35 In the event that a councilor legitimately believes that another councilor is not conducting him/herself in an appropriate manner, or consistently with the interests of the AIBC, the issue may be directed to the president. In the event that such complaint relates to the president's behaviour, the issue is to be directed to the vice-president. Appropriate behavior for councilors includes complying with fundamental duties (see Rule 2.29) at all times, whether during council meetings or otherwise. Deliberate misstatements of fact and unfounded opinions about AIBC matters, in whatever medium, must be avoided.
- 2.36 In council meetings, if there is a breach of the rules by a council member, or invited guest, all members of council or invited guest are responsible for ensuring that these rules are respected and upheld.
- 2.37 On the occasion of a first breach, if it is in a meeting, the chair may call that person to order, name the person in breach, and identify the rule(s) breached, as a warning.
- 2.38 On the occasion of a first breach not within a meeting, the president will review and consider the information relating to the breach and may issue a written warning to the person, identifying the rule(s) breached.
- 2.39 On the occasion of a second breach within a meeting, the chair may again call that person to order, name that person, identify the rule(s) breached, and may call for a vote of censure to be passed by a two-thirds majority of council members present at the meeting in which the call for censure is made.
- 2.40 On the occasion of a second breach not within a meeting, the president will review and consider the information relating to the breach and may, after giving written notice to the person, identifying the rule(s) breached, move a vote of censure to be passed by two-thirds majority of council members present at the next council meeting in which the call for censure is made.
- 2.41 On any subsequent similar breaches by the same person, whether in or outside a meeting, the chair may call for a vote to exclude that person from one or more council meetings; such vote requiring a two-thirds majority of council members present at the meeting in which the call for exclusion is made.
- 2.42 If the named person persists with similar breaches, or if there is a continuing pattern of similar breaching even after being excluded from a council meeting, the chair may call on council to vote to establish a review panel comprised of three persons who do not sit on the council (at least one of which must be a member of the AIBC in good standing) to investigate the matter and prepare a

report on the named person's conduct. The report may include recommendations as to censure or further suspension of the named person. The report and a written reply to the report from the named person (should that person wish to submit a reply) shall be tabled at the next council meeting at which time council shall decide on the disposition of the matter by two-thirds majority vote of council members present at that meeting.

Administration

- 2.43 These Rules govern all duly constituted council meetings and, once adopted, replace all previous Rules adopted by council.
- 2.44 If it happens that there is a recurring problem or inefficiency under these Rules, council may consider whether a new rule, sub-rule or language within an existing rule needs to be created.
- 2.45 The CEO is instructed to update and publish the Rules.
- 2.46 In the event of a conflict between these Rules and any other AIBC processes or procedures other than those found in the *Architects Act* or AIBC Bylaws, these Rules shall prevail.
- 2.47 No council decision or action shall fail due to a technical breach of these rules and no technical objections shall be entertained unless serious issues of fairness or due process that would call into question the reputation of the institute can be objectively demonstrated.

Remote attendance/voting

- 2.48 Remote attendance whereby a council member attends the meeting by teleconference or by videoconference is permissible in order to facilitate meeting attendance.
- 2.49 Council members attending by teleconference or videoconference are considered present and in attendance at the meeting with full voting and participation rights.
- 2.50 At the meeting call to order, the meeting chair will acknowledge the remote attendance of the council members.
- 2.51 The meeting recording secretary will indicate attendance as 'remote' in the meeting minutes so as to distinguish the remote attendance from the in-person attendance.
- 2.52 At the meeting call to order, the chair shall ensure that a method of seeking recognition and obtaining the floor is provided to those attending remotely.
- 2.53 At the meeting call to order, the chair shall ensure that a method of seeking and verifying a vote (such as requesting verbal confirmation – in favour, opposed, or abstaining) is provided to those attending remotely.

Rules Amendment History (2012 – 2016):

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