ADOPTED
By electronic motion
30 May 2013

ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

Minutes of:	AIBC Council
Date:	11:00 a.m. to 3:15 p.m. Tuesday 14 May 2014
Location:	AIBC Large Boardroom
Presiding:	Grossman
In Attendance:	Barrett, Boswell, Chester, Chow, Csutkai, Currie, Green, Kemp, Macdonald, Meiklejohn, Richards, Thompson, Toole, Werker, Zacharias
Staff:	Becker, Ernest, Hendriks, Lutes, Morris, Rau, Shore, Vassilenko
Regrets:	Simons, Yustin

Item #	Detail

1.0 Welcome

2.0 Call to Order

2.1. Vice President Paula Grossman called the meeting to order.

3.0 Acceptance of the Agenda

MOTION: To add "7.2 *in camera* session" to the agenda

Barrett/Toole **CARRIED**

MOTION: To accept the agenda as amended.

Werker/Richards **CARRIED**

4.0 Consent

4.1 Internal Compliance Monitoring Reports
- 4.1.1 2.3 Financial management summary

4.2 Reports from board, committees, task forces and working groups, written
- 4.2.1 Governance Committee
- 4.2.4 Finance Committee
- 4.2.7 Executive Director

MOTION: To receive consent items 4.11, 4.2.1, 4.2.4 and 4.2.7.

Toole/Werker **CARRIED**

4.2 Reports from board, committees, task forces and working groups, verbal
- 4.2.2 Registration Board
- 4.2.3 Fee Structure Committee
- 4.2.5 Intern Architect Registration Expediting Committee
- 4.2.6 Strategic Planning Working Group

MOTION: To receive verbal reports 4.2.2, 4.2.3, 4.2.5 and 4.2.6.

Toole/Barrett **CARRIED**

4.3 Recording of electronic motions passed:
- 4.3.1 Adopted minutes of 12 March 2013
- 4.3.2 Adopted minutes of 9 April 2013
- 4.3.3 Notice of inquiry HC 11.15

Pursuant to its authority under Section 46 of the *Architects Act*, council hereby orders a disciplinary inquiry into a complaint against Mr. Herbert Challier Architect AIBC consistent with the corresponding 'draft' notice of inquiry as distributed to council. (The specific date and time in the Notice may be adjusted as required for scheduling the Inquiry among the member, legal counsel for all parties and disciplinary committee members).
Pursuant to its authority under Section 46 of the *Architects Act*, council hereby establishes a disciplinary committee to consider charges in the notice of inquiry for AIBC File No. 11.15 (as distributed to council) comprised of the following council members: Gordon Richards Architect AIBC; Eszter Csutkai Architect AIBC and David Toole, Lieutenant Governor Appointee.

4.4 Committee changes
4.5 Exam results
4.6 Register amendments for consent

MOTION: To approve consent items 4.3 through 4.6.

Richards/Meiklejohn **CARRIED**

5.0 Policy

5.1. Lifetime Achievement Award

MOTION: That Council approves the establishment of a Lifetime Achievement Award for current or former practising AIBC members (architects), in accordance with the eligibility terms and criteria stated in the submitted "Call for Nominations: AIBC Lifetime Achievement Award".

Grossman/Richards **CARRIED**

5.2. Council Rules Working Group

5.2.1. Electronic voting on confidential matters

MOTION: That Council approves the addition of the text below to the AIBC Rules for Council Electronic Voting and Meetings:

"Rules for in camera consent items and electronic meetings

In the event a submission is a matter that would normally require in camera deliberation and voting, the electronic mailing list will be comprised of voting council members, the Executive Director, General Counsel and the AIBC staff recording secretary."

Richards/Csutkai **CARRIED**

5.2.2. Council Rules revisions

A Point of Order was raised by Chester who asserted the document circulated was not the version last reviewed by the Council Rules Working Group. The Chair asked for clarification from the mover, Richards, who confirmed that council's input arising from its workshop 9 April 2013 had been incorporated. Chester advised council of his intention to resign from the Council Rules Working Group should the proposed rules be passed. The Chair continued the meeting.

MOTION TO AMEND (A): That point 2.32 be amended with the addition of "with respect to AIBC matters" after "government".

Toole/Werker **CARRIED**
Abstention: Chester

MOTION TO AMEND (B): That section on Decorum, points 2.35 through 2.42, be removed and tabled as a continuance.

Werker/Csutkai **DEFEATED**
Abstention: Chester

MOTION 1: That council approves the distributed AIBC Council Meeting Rules as amended by (A), above.

Richards/Toole **CARRIED**
Abstention: Chester. Opposed: Csutkai.

MOTION 2: That the adopted AIBC Council Meeting Rules be subjected to review by legal counsel.

Toole/Barrett **CARRIED**

5.3. Associate Options Task Force

MOTION: The AIBC Council moves that:

1. The following guiding principles for the admission and regulation of AIBC associates be adopted for future implementation:
   - **a. A reorganization of the current range of associate classes to a total of three:**
     - **Intern Architect Associate;**
     - **Retired Architect Associate (to be comprised of current retired architect and previously registered member classes); and**
     - **Architectural Technologist Associate (comprised of current architectural technologist, intern architectural technologist, building designer and residential designer classes);**
   - **b. Discontinuation of the architectural graduate and student associate classes of associates (student associate class includes the subcategories architectural students, syllabus students and architectural technologist students);**
   - **c. Replacement of all '.AIBC' designations with the three associate class designations in (a) above, and the establishment of guidelines, including bylaws, necessary for the use of these designations; and**
   - **d. Establishing limitations and conditions, through bylaw creation and enforcement, of 'independent practice' by AIBC associates, to conform with**

the expectation that work conducted by associates in the Architects Act exceptions occurs under the supervision of an architect.

2. The following implementation principles be adopted:
- **a. A transition process and timeline for implementation of the guiding principles in Motion 1 be established by the AOTF with the goal of implementing the replacement designations in Motion 1(c) by September 2013 and the balance of guiding principles by the AIBC 2014 annual meeting;**
- **b. The AOTF's mandate and terms of reference be revised to reflect the tasks required for implementation of the guiding principles, including working with staff and external consultants as necessary;**
- **c. The AOTF's composition be amended to include one intern architect associate liaison, one architectural technologist associate liaison, along with four elected council members and one LG appointee council member; and**
- **d. Staff be directed to work with the repurposed AOTF to develop required bylaws and other tasks related to implementation of the guiding principles.**

Werker/Csutkai **CARRIED**
Opposed: Kemp, Richards.

In recognition of the time, the Chair asked for and received agreement from council to extend the meeting to 3:15 p.m.

MOTION to change the order of the agenda by proceeding to the *in camera* session.

Toole/Werker **CARRIED**

MOTION to go *in camera.* Toole/Green **CARRIED**

7.0 *In Camera*

7.1 Council debrief of council's performance

7.2 *In camera* item

MOTION to come out of *in camera.* Toole/Kemp **CARRIED**

MOTION to change the order of the agenda by proceeding with item 6.1, Bylaw Review Committee Terms of Reference.

Toole/Werker **CARRIED**

6.0 Non-policy

6.1 Bylaw Review Committee Terms of Reference

MOTION: That council revises the Terms of Reference for the Bylaw Review Committee (BRC) as follows:
1. **Council accepts the resignation of Janet Lutz Architect AIBC as the BRC chairperson, thanks her for her service as the BRC chairperson, and appoints Brian Sim Architect AIBC as the BRC Chairperson.**
2. **Council appoints Brian Hart Architect AIBC and John McCormack Architect AIBC as BRC members.**

3. Council revises 'Specific Assignments' by deleting: "Committee is asked to provide its recommendations no later than February 2013 and may make interim recommendations to council as its review evolves; and" and inserting: "Committee is asked to provide its recommendations to council as its review evolves; and".

Kemp/Richards **CARRIED**

(Council resumed its agenda at item 5.4.)

5.4. Annual policy review and renewal

5.4.1. Policy series 3.0 Governing process

MOTION: That council, having reviewed policies 3.1 through 3.12, approves the recommended revisions to policies 3.1, 3.2, 3.4, 3.5, 3.6, 3.7, 3.8, 3.9 and 3.11, as well as renewal unchanged of policies 3.3, 3.10 and 3.12, all as distributed.

Grossman/Csutkai **CARRIED**

5.4.2. Policy series 4.0 Council-Executive Director Relationship

MOTION: That council, having reviewed policies 4.0 through 4.5, approves the recommended amendments to policies 4.1, 4.2, 4.4 and 4.5 as submitted; the deletion of policy 4.3 with redistribution of text to other policies as submitted; and renumbering of policies 4.4 and 4.5 to 4.3 and 4.4 respectively.

Grossman/Csutkai **CARRIED**

MOTION to go back *in camera.* Toole/Werker **CARRIED**

MOTION to come out of *in camera.* Toole/Werker **CARRIED**

8.0 <u>Adjournment</u>

MOTION to adjourn.

Kemp/Richards **CARRIED**

APPENDICES TO THE MINUTES (AS NOW ADOPTED):

A. AIBC Rules for Council Electronic Voting and Meetings
B. AIBC Council Meeting Rules
C. Council policies 3.1 through 3.12 and 4.1 through 4.4

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AIBC Council Rules for Electronic Voting and Council Meetings

*The following set of rules has been adopted by council in accordance with the legislative authority to make rules both to govern the affairs of the institute (*Architects Act*, section 5) and to regulate council meetings (*Architect Act*, section 14).*

1. General rules for consent items and electronic meetings

a. The Executive Director or his/her designate will establish and maintain an electronic mailing list address to be hosted on the AIBCs e-mail server and through which all requests for electronic meetings or balloting shall be forwarded (e_council@aibc.ca or some other such address).

b. Any and all communications relating to consent items and electronic meetings shall be transmitted ONLY through the prescribed electronic mailing list.

c. Council members, council liaisons, AIBC directors (including the Executive Director); and the AIBC staff recording secretary shall be included on the electronic mailing list.

d. Council liaisons shall be entitled to participate in debate/discussion but are not entitled to vote.

e. AIBC directors shall be entitled to answer questions and/or provide clarification or facts if so requested but otherwise do not participate in debate/discussion or votes.

2. Rules for *in camera* consent items and electronic meetings

a. In the event a submission is a matter that would normally require *in camera* deliberation and voting, the electronic mailing list will be comprised of voting council members, the Executive Director, General Counsel and the AIBC staff recording secretary.

3. Rules for "consent" items -- for which discussion and debate are not contemplated

a. The Executive Director or his/her designate shall cause any item for which a council vote is required and debate/discussion is not contemplated to be transmitted to council through the prescribed electronic mailing list address.

b. The subject line of the originating e-mail (and all subsequent derived e-mails) shall contain information identifying the e-mail as one containing a non-debatable item for council deliberation.

Adopted: 2012 01 17
Reviewed:
Revised: 2013 05 14

c. A deliberation period of no more than four business days shall be prescribed for council to consider the matter and ask any questions of fact or clarification which may better inform its vote.

    i. The originating e-mail shall establish the deadline date and time by which debate and discussion shall close and after which an electronic ballot shall be sent.

d. If during the deliberation period, substantive questions arise that, in the opinion of the president, calls into question whether that matter should be dealt with as a "consent" item, he or she may instruct the Executive Director or his/her designate to remove that item from consideration as a consent item and either:

    i. Table the matter at the next in-person council meeting; or

    ii. Instruct the Executive Director or his/her designate to present the matter to council under the electronic meeting rules established below.

        1. If the matter is tabled in an electronic meeting, the process starts afresh and not as a continuation of the previous process – all deadlines and time limits are re-set.

4. Rules for electronic meetings

a. Electronic meetings may be called in those rare circumstances where, in the opinion of the president, the circumstances are so urgent as to dictate that it would be impossible, impractical or unwise to wait till the next scheduled in-person meeting.

b. The decision as to whether an issue should be placed before council in an electronic meeting rests solely with the President.

    i. If the President decides a matter should be put before council in an electronic meeting, the President shall instruct the Executive Director or his/her designate to send an e-mail on the electronic mailing list calling the electronic meeting to order.

    ii. If, during the deliberation period, four or more of the council members request that the matter be held over and referred to an in-person meeting if after receiving a rationale from the President as to the reasons for urgency, a majority of council members vote to refer the matter to a formal council meeting, that matter shall be so referred.

c. Only one decision item may be included in any e-mail calling for discussion/debate or vote at an electronic meeting. This does not mean that council is limited to only one electronic meeting at a time, but rather that each item under consideration

electronically constitutes its own "meeting" and must be identified throughout in its own e-mail string.

d. The subject line of the originating e-mail (and all subsequent derived e-mails) shall contain information identifying: (a) it as being part of an electronic meeting; and (b) the subject matter of that meeting.

e. The text of the message shall contain a concise description of the issue to be debated/decided along with such rationale and supporting materials as are necessary to allow council to come to an informed decision.

    i. Included in the rationale will be reasons outlining the urgency of the matter and why the matter has been referred to an electronic meeting rather than waiting for the next available in-person council meeting.

f. A deliberation period of no more than four business days shall be prescribed for council to debate and discuss the matter.

    i. The originating e-mail shall establish the deadline date and time on which debate and discussion shall close and after which a ballot shall be sent.

5. Rules for electronic balloting/voting:

a. At the close of the deliberation period (whether for a consent item or an electronic meeting), the Executive Director or his/her designate shall transmit the electronic ballot via e-mail:

    i. The subject line of which will clearly identify the subject matter and the fact that it is an electronic ballot;

    ii. The text of which will;

        1. clearly indicate the date and time by which return ballots must be received, such date and time to be no less than [one] business day; and

        2. contain a "ballot" by which each council member can clearly express his or her decision (yes/no, choice amongst list of specific items, etc).

b. Each council member shall indicate his or her choice on their ballot and transmit their filled-out ballot to all on the list using only the prescribed electronic mailing list address.

    i. This rule may be modified in cases where a specialized electronic balloting system is used so long as that system can clearly identify the identity of the council member balloting and record his or her choice, the results of which can be reported to council.

c. The date and "time stamp" of the e-mail as received on the AIBC e-mail servers shall be the authoritative date and time of receipt for all communications, including ballots.

d. All ballots not returned on or before the deadline (date and time) will be considered spoiled and shall not be counted.

e. To be carried, any item up for vote will require:

    i. that the number of council members who vote (affirmative, negative, or abstain) be equal to or greater than the number required for a quorum of the entire council; and

    ii. a simple majority of affirming votes from those who cast a vote.

The forgoing rules are to be reviewed for consistency with Roberts Rules of Order upon each new edition published and available. (Per council motion 2012 January 17 item 5.1.)

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AIBC Council Meeting Rules ("Rules")

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 executive director 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 executive director.

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

Duly Constituted Council Meetings:

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 executive director 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 *Act*, 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.

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

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 executive director (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."

2.33. Requests for staff action or information must go through the president or executive director. 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 executive director or, where the matter relates to the executive director, 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 executive director 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.

3.0 POLICY CATEGORY: GOVERNING PROCESS
3.1 POLICY FOCUS: GOVERNANCE MODEL

3.1.1 Council focus is on providing leadership, direction and good governance to the Institute in compliance with legislation, AIBC bylaws, codes and its own policies. Consequently, council is principally concerned with vision, values, policies, and the future rather than management/operational matters.

This will be accomplished by the council:

3.1.2 Directing its energies to addressing issues affecting the profession through regular development of organizational outcomes and in guiding organizational thinking and behaviour through the provision of clearly stated values and principles.

3.1.3 Instilling a culture that will ensure governing with excellence. This includes the application of discipline for the council and its members.

3.1.4 Being accountable to the public, the membership and appropriate legal bodies for its performance. It will ensure that this obligation is neither usurped nor hindered by the council as a whole, or by any individual council member.

3.1.5 Representing the best interests of the public and profession as a whole and not representing or voting for the interests of one particular constituency or community.

3.1.6 Making decisions as a whole, according to Robert's Rules of Order or by adopting another decision-making process acceptable to council.

3.1.7 Regularly monitoring and reviewing its own process and performance.

3.1.8 Ensuring the viability of the organization through ongoing training, education and council development opportunities.

3.1.9 Being proactive in the identification and consequent development of relevant policies.

3.1.10 Being solely responsible for its performance.

3.1.11 Members not being individually empowered to exercise authority over staff.

3.1.12 Developing its annual work plan at the beginning of each council year that will guide and direct its work and serve as its agenda for the coming year.

3.1.13 Establishing a standing 'Governance Committee" to assist with and monitor related policies; governance implementation; and agenda development for council's meetings and planning sessions.

NB: Council, and individual members of council, have obligations; roles and responsibilities; and limitations provided/imposed by (in order of priority, and all of higher authority than these policies) the *Architects Act;* AIBC Bylaws; Code of Ethics and Professional Conduct; and Code of Conduct (including Conflict of Interest Guidelines for AIBC Council.)

3.0: POLICY CATEGORY: GOVERNING PROCESS
3.2: POLICY FOCUS: THE COUNCIL'S RESPONSIBILITIES*

3.2.1 In compliance with legislation, AIBC bylaws, codes and policies, the council is responsible for leading and guiding the organization toward achieving a vision and organizational outcomes that fulfill the mission of the organization.

Accordingly, the council's specific job functions will be to:

3.2.2 Establish and maintain effective links with its stakeholders.

3.2.3 Develop, monitor and review policies which lead and guide the organization.

3.2.4 Assure high standards of organizational performance.

3.2.5 In conjunction with the Executive Director, review all policies annually and, where warranted by compliance monitoring or the review, policies will be modified, deleted or revised

3.2.6 Ensure that it is governing effectively and in the best interests of the public and the profession.

3.2.7 Create and regularly review and renew the vision and outcomes to be achieved by the institute.

3.2.8 Plan for the succession and diversity of the council.

3.2.9 Set and follow an annual council work agenda.

3.2.10 Provide strategic direction to the institute.

* See election to council nomination form for this and other policies relating to council members' obligations.

3.0 POLICY CATEGORY: GOVERNING PROCESS
3.3 POLICY FOCUS: ROLE OF THE PRESIDENT

3.3.1 The President's primary roles are to safeguard the integrity of the council process and to represent the council.

Accordingly, the President:

3.3.2 Will ensure that the council operates in compliance with legislation, AIBC bylaws and codes, as well as within its approach to governance and to the rules/policies it establishes.

3.3.3 Will ensure that the agenda and content of council meetings will be concerned only with those matters that clearly fall within the purview of the council to decide. (see policy 3.5)

3.3.4 Will ensure that the agreed upon rules for conducting council meetings are followed unless agreement has been reached to use different procedures.

3.3.5 Is only authorized to make decisions on behalf of the council that are consistent with council policies on its governance process and on the council-executive director relationship.

3.3.6 Is empowered to preside over council meetings with all of the usual powers of that position (i.e. ruling, recognizing speakers and maintaining order).

3.3.7 Has no authority to make decisions beyond polices created by the council.

3.3.8 Has no authority to supervise or direct the Executive Director. This is the responsibility of the council as a whole.

3.3.9 Is the designated spokesperson for the council. She/He may designate others to do so as required.

3.3.10 Is responsible for coordinating and directing the work of the council.

3.3.11 Will ensure the proper governance of council.

3.0 POLICY CATEGORY: GOVERNING PROCESS
3.4 POLICY FOCUS: ETHICAL EXPECTATIONS

3.4.1 The AIBC Council expects of itself and its members ethical and businesslike conduct.

3.4.2 Council is responsible for compliance with the terms of the *Act* under which it is created and has obligations to the interests of the public and the profession. This accountability supersedes any responsibility to staff and to conflicting loyalties such as that to advocacy or interest groups and membership on other councils or staffs.

Accordingly, and in compliance with legislation, AIBC bylaws, codes and policies, council members:
(See "Code of Conduct Including Conflict of Interest Guidelines for Council" under Bylaw 3.8)

3.4.3 Will avoid any conflict of interest with respect to their legal and fiduciary responsibilities.

- 3.4.3.1 There will be no self-dealing or any conduct of private business or personal services between any council member and the organization except as operationally controlled to assure openness, competitive opportunity and equal access to "inside" information.
- 3.4.3.2 Council members will not use their positions to obtain for themselves, family members or close associates, employment within, or consultation to, the organization.
- 3.4.3.3 Should a council member be considered for employment, s/he will withdraw from council deliberation, voting and access to applicable council information regarding such matters.

3.4.4 Are prohibited from exercising or attempting to exercise individual authority over the organization.

- 3.4.4.1 Council members' interaction with the Executive Director or with staff carries no authority or formal influence.
- 3.4.4.2 Council members' interaction with the public, press or other entities will recognize the same limitation and the similar inability of any council member or council members to speak for the council.
- 3.4.4.3 The President of the council is the spokesperson for the organization. Council members and staff who are lobbied by a person, group or organization will direct the lobbyists to put their questions or concerns in writing and direct them to the President.

3.4.4.4 Comments regarding the performance of the Executive Director or staff can only be made within the context of explicit council policies and by the officially established performance review process.

3.0 POLICY CATEGORY: GOVERNING PROCESS
3.5 POLICY FOCUS: AGENDAS, COUNCIL MEETINGS & CONDUCT

3.5.1 Council meetings must be properly planned and conducted in compliance with legislation, AIBC bylaws, codes and policies; appropriately accessible and recorded.

Accordingly:

3.5.2 AGENDAS: SETTING, PLANNING CYCLE & AGENDA CONTROL (see policy 3.3)

3.5.2.1 It is the responsibility of the President to ensure that an agenda is made for each meeting. The starting and estimated finishing times should be included in the agenda.

3.5.2.2 Copies of the agenda and attachments are to be made available to the council members in advance of the meeting. *

3.5.2.3 Copies of the agenda of regular council meetings will, upon request, be made available to anyone (visitors and delegations) attending the meeting. *

3.5.2.4 Items may be put forward to be considered for placement on the council agenda by council members and the Executive Director. Following agenda development by the Governance Committee, council approval of the agenda will be required at the beginning of each meeting. Items may be proposed by a council member and added to the agenda provided a written request is made that includes a clear rationale describing that item.

3.5.2.5 Agenda items must be consistent with the job functions of the council (see policy 3.2). As it is the council's agenda, the council should be the initiator of what information it would like to receive and what reports it would like to have presented at its meetings.

3.5.3 COUNCIL MEETINGS AND COUNCIL CONDUCT *(see also policy 3.7.8)* **

3.5.3.1 As authorized by the *Architects Act* and in keeping with the fiduciary duty expectations of every council member, council will establish rules for its own behaviour and for management of its own meetings. These rules will include provisions establishing behavioral expectations of council members as the elected or appointed representatives governing the affairs of the Institute.

3.5.3.2 Council shall be permitted to conduct electronic meetings and or votes/ballots in accordance with rules established by resolution from time-to-time. ***

3.0 POLICY CATEGORY: GOVERNING PROCESS
3.6 POLICY FOCUS: STAKEHOLDER RELATIONS

3.6.1 The AIBC Council, in compliance with legislation, AIBC bylaws, codes and its own policies, will act in a manner that emphasizes accountability to the public and the membership of the Institute.

Accordingly the council will:

3.6.2 Develop communication policies (see policy series 5.0 Communications *) and practices which support the goal of achieving an informed public and membership. These will include:

3.6.2.1 Holding its meetings in public (see policy 3.5.2 re Regular Meetings) except for discussion of some matters that, of necessity (see policy 3.5.3 re *In-Camera* Meetings), must be addressed *in-camera*.

3.6.2.2 Holding an open annual meeting to report to the public and the membership.

3.6.2.3 Developing communication links with relevant stakeholder groups to provide opportunity for comment on issues of concern to them.

3.6.2.4 Account to the public and the membership for competent, conscientious and effective accomplishment of its obligations. Council will allow no officer, individual, council member, committee or task force of the council to usurp this role or hinder this commitment.

3.6.3 Establish a process for handling in a respectful, timely and positive manner queries, complaints and concerns submitted to it by correspondence or through presentation, comment or questions at

one of its council meetings. An initial response should be received by the initiator within ten days after the query, comment or concern was received by the council or the President.

3.0	**POLICY CATEGORY:**	**GOVERNING PROCESS**
3.7	**POLICY FOCUS:**	**ROLES AND RESPONSIBILITIES OF COUNCIL MEMBERS ***

3.7.1 It is the responsibility of each council member to participate actively in the business of the council.

Accordingly, council members will:

3.7.2 Oversee the management of the affairs and business of the Institute in compliance with legislation, AIBC bylaws, codes and policies.

3.7.3 Act honestly, in good faith and in the best interests of the public and members.

3.7.4 Exercise the care, diligence and skill of a reasonably prudent person under comparable circumstances.

3.7.5 Be and stay informed on matters relevant to governing the Institute.

3.7.6 Participate actively and constructively in the discussions of the council.

3.7.7 Follow the rules agreed on by the council regarding how it will govern and conduct itself.

3.7.8 Not represent the interests of special groups or individuals over the interests of the public and the Institute.

3.7.9 Not speak or act as individuals on behalf of the council unless authorized to do so by council.

3.7.10 Come to meetings prepared to discuss what is on the agenda.

3.7.11 Not interfere in the management and operations of the institute, subject to council policy or appropriate direction.

3.7.12 Attend all council meetings or notify the President of their inability to attend any council meeting.

3.7.13 Inform themselves of the proceedings, decisions, and proposed actions decided upon at missed council meetings within seven days of the meeting, and register any dissent immediately with the Executive Director's assistant.

3.7.14 Participate on council's committees, task forces and working groups.

* (note: coordinate with sworn obligations on council candidate nomination form.)

3.0	**POLICY CATEGORY:**	**GOVERNING PROCESS**
3.8	**POLICY FOCUS:**	**ANNUAL MEETING**

3.8.1 Council will hold an annual meeting of the institute, in accordance with the *Architects Act* and Bylaws.

Accordingly, the Executive Director will ensure:

3.8.2 A business meeting of the AIBC will be held annually, in Vancouver, to facilitate the greatest ease and economy of travel for the largest number of institute members.

3.8.3 Notice of the meeting time and location is delivered to every member within the mandated (by Bylaws) length of time.

3.8.4 Roberts Rules of Order will govern the procedures of this meeting.

3.8.5 There is a quorum of voting members prior to convening the meeting (5%), of current members in good standing.

3.8.6 There is recognition of those members and former members who have died since the previous annual meeting.

3.8.7 The President files the year's financial statements and delivers a report on the year's events, issues and accomplishments.

3.8.8 The Treasurer delivers a report on the financial health of the institute.

3.8.9 The auditor for the forthcoming year is appointed through a favourable vote by members in attendance.

3.8.10 Elections for council are finalized and the results (including vote counts for each candidate) announced, in keeping with the *Act* and Bylaws.

3.8.11 There is recognition of those who have demonstrated significant and remarkable commitment to the understanding and recognition of the profession and/or practice of architecture by the

awarding of an honourary membership, as voted favourably by the members in attendance.

3.8.12 A members' forum is held during the annual meeting, after the time allocated for the institute's business, for discussion of, and voting upon, advisory "members' motions" regarding matters and issues of import to the membership.

3.8.13 A process for receiving advisory "members' motions" for possible later consideration by council is established, including a designated time period for receipt of such motions.

3.8.14 Election for an invited Intern Architect representative non-voting liaison to council is finalized and the results announced in accordance with council policy.

3.8.15 Elections for an invited Architectural Technologist and an invited Building/Residential Designer representative non-voting liaison to council are finalized and the results announced in accordance with council policy.

3.8.16 There is recognition of those council members stepping down from membership on council.

BC Architects Act sections: 8 through 11, 21, 22, 23 and 39.
AIBC Bylaws: 3.4, 12.1, 17.1, 19.1, 19.2 and 20.

3.0 POLICY CATEGORY: GOVERNING PROCESS
3.9 POLICY FOCUS: ANNUAL ELECTIONS

3.9.1 The institute will annually hold elections for the governing council from amongst the members of the institute in accordance with the *Architects Act* and AIBC Bylaws, and for invited non-voting liaisons to council. This will be done in order to ensure the governance of the Institute upholds the public interest, is by the members, equally available to all members, and concerns matters of import to the members and other registrants.

Accordingly the Executive Director will ensure that:

3.9.2 An election is held annually to the governing council of the AIBC.

3.9.3 An announcement is made to all members with sufficient advance notice advising that nominations for vacancies are available and encouraging all eligible registrants to consider such a commitment.

3.9.4 All architects in good standing qualify to seek a seat on council, provided a completed nomination form, in accordance with approved procedures, is received within the prescribed period.

3.9.5 An elected term on council is two years in length, with staggered terminations so that half of the elected council members complete their two-year term annually.

3.9.6 Elections as non-voting liaisons to council, representing Intern Architects*, Architectural Technologists, and Building/Residential Designers, are conducted from among those associate categories, consistent with the rules and protocols that apply to members.

3.9.7 Nomination forms are developed for each category of position open for election with complete descriptions of criteria, submission dates, nomination requirements, obligations and commitments expected.

3.9.8 A nomination form is distributed as applicable to all persons of each participating category in sufficient time.

3.9.9 A specific closing date for receipt of completed nomination forms at the AIBC, to ensure their validity, is advertised to all members.

3.9.10 Following receipt of the completed nomination forms, an election ballot, showing nominees, will be distributed to those eligible to vote.

3.9.11 Elections will be closed following the call to order of the annual meeting, with the results for all categories to be announced to those in attendance following a complete tally by scrutineers who are appointed at the annual meeting by the President.

3.9.12 The results of the election to council shall be made public.

*Note: the position of IA liaison has a one-year term, renewable at the pleasure of council in the absence of nominations.

BC Architects Act sections: 3, 6 through 13.
AIBC Bylaws: 21.0 through 24.2

3.0 POLICY CATEGORY: GOVERNING PROCESS
3.10 POLICY FOCUS: ANNUAL ELECTION OF OFFICERS

3.10.1 Council, in compliance with legislation, AIBC bylaws, codes and policies, will annually hold elections for the officer positions on the governing council from amongst the members of the council.

Accordingly, the Council will ensure that:

3.10.2 An election is held immediately following the annual meeting at a meeting of council in which nominations are sought for the positions of President, Vice President, Treasurer and Registrar.

3.10.3 The election will be by a secret ballot, other than when election is by acclamation.

3.10.4 All elected members of council may seek nomination for any of the officer positions.

3.10.5 Appointed members of council may seek nomination to any of the officer positions except Registrar.

3.10.6 The results of the election of council officers shall be made public.

BC Architects Act section: 19.
AIBC Bylaws: 3.1, 3.4, 3.5.

3.0 POLICY CATEGORY: GOVERNANCE PROCESS
3.11 POLICY FOCUS: BOARDS/COMMITTEES/TASK FORCES

3.11.1 To achieve the mandate of the Institute, boards, committees, task forces and working groups may be established. There are two types of boards and committees within the Institute structure:

- 3.11.1.1 Those required by and deriving their authority from legislation; and
- 3.11.1.2 Those deemed necessary or valuable to fulfil the legislated mandate, mission and vision of the institute (discretionary boards and committees and/or sub-groups of council.)

LEGISLATED BOARD AND COMMITTEES:

3.11.2 Registration Board: this board reports to the Executive Director on all administrative matters; and to council on issues directly referring to governing legislation.

3.11.3 Disciplinary Committees: are created as needed to address disciplinary matters. Unless otherwise stated in the *Act*, actions and decisions of legislated committees do not require the approval of council or staff.

Additional groups may be established with appropriate terms of references, as:
DISCRETIONARY BOARDS AND COMMITTEES:

3.11.4 Are established to assist AIBC staff in developing and implementing programs in fulfilment of legislative requirements, council policy and organizational priorities. These receive their mandates and terms of reference from and report directly to the Executive Director, providing advice and assistance typically through the staff members responsible for their area of interest.

3.11.5 May include a Professional Conduct Board, a Professional Services Board, or other such boards as may best satisfy operational needs.

3.11.6 Are charged with:

- 3.11.6.1 The responsibility of identifying issues, problems and challenges that might require new or amended council policy or decision;
- 3.11.6.2 The task of providing assistance to staff in the form of advice and feedback on actions and strategies, or hands-on involvement at the request of staff in carrying out specific programs, tasks or functions; and
- 3.11.6.3 Presenting matters requiring policy direction to council through the executive director. In providing assistance to staff, the boards report directly to the staff member responsible for their area of interest.

3.11.7 Members:

- 3.11.7.1 Are appointed by and serve at the discretion of council and report to the Executive Director or her/his designate.
- 3.11.7.2 Unless otherwise provided for in legislation, boards are typically comprised of the chairs of the committees working directly under its aegis, and recommend a chair from

amongst members.

COUNCIL COMMITTEES, TASK FORCES AND WORKING GROUPS:

3.11.8 May exist to assist council in carrying out council business.

3.11.9 Report directly to council and have no authority to act or speak on behalf of council unless otherwise authorized by council.

3.11.10 Will have specific and clearly defined assignments, time-frames within which to complete their tasks, and terms of reference, all set by council.

BC Architects Act sections: 46 through 51, 69, 70 and 71.
AIBC Bylaws: 4.0, 4.1, 5.2 and 7.0.

3.0 POLICY CATEGORY: GOVERNING PROCESS
3.12 POLICY FOCUS: ROLE OF THE IMMEDIATE PAST PRESIDENT

3.12.1 The immediate Past President, while serving the remainder of an elected term as a member of Council, will continue to uphold all the requirements for sitting members of council as outlined in the *Act*, bylaws and council policy.

3.12.2 The immediate Past President, once his/her elected term has expired, may, in recognition of his/her knowledge, experience and stakeholder relationships, be an invited guest to council meetings.

Accordingly, the immediate Past President whose elected term has expired may:

3.12.3 Attend council meetings and participate in a non-voting capacity.

3.12.4 Not make motions or take part in council votes.

3.12.5 Participate in council strategic planning sessions and council working groups.

3.12.6 Be requested by the President to represent the institute at social or ceremonial events when the President is unavailable.

3.12.7 Not make decisions or public statements on behalf of the council.

4.0: POLICY CATEGORY: COUNCIL - EXECUTIVE DIRECTOR RELATIONSHIP
4.1: POLICY FOCUS: AUTHORITIES AND RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR (ED)

4.1.1 The tasks of implementation and operational policy development, based on council policies, are the responsibilities of the Executive Director as Council's single official link to the operating organization. The Executive Director is accountable for all organizational performance and exercises all authority transmitted into the organization by the council.

Consequently:

4.1.2 Council will make policies in consultation with the Executive Director regarding finances, programs and closures.

4.1.3 Council delegates to the Executive Director authority on all operational decisions.

4.1.4 The Executive Director will implement the policies of the council in compliance with legislation, AIBC bylaws and codes.

4.1.5 The Executive Director has complete authority to direct the work of staff.

4.1.6 Results to be achieved by the Executive Director are set out in council's policies. *(See policy 4.4)*

4.1.7 The parameters that guide the actions and behaviors of the Executive Director are specified within the Operational policies.

4.1.8 Council is obligated to respect and support Executive Director's decisions and choices in operational matters unless in the council's view those decisions are in violation of established council policies or decisions.

4.1.9 Authority over the Executive Director is held by the whole council, not its individual members, committees or council officers.

4.1.10 Individual council members, committees or officers may request information or assistance from the Executive Director but the ED may exercise discretion if in the ED's judgment the request is

disruptive, requires staff time or dollars not allocated for these requests, or requires a decision by council.

4.1.11 Although the Executive Director may request the advice or perspective of the council or a council member on an operational matter, the ED is not obligated to follow the given advice, nor expected or obligated to treat the advice as the wishes or decision of the council, unless otherwise specified by the council.

4.0: POLICY CATEGORY: COUNCIL – EXECUTIVE DIRECTOR RELATIONSHIP
4.2: POLICY FOCUS: EXECUTIVE DIRECTOR - COUNCIL REPORTING

4.2.1 Clear lines of communication and reporting are essential for a smooth flow of information and feedback between the Executive Director and the council.

Accordingly, the council and the Executive Director will not fail to adhere to the following principles and procedures:

4.2.2 The Executive Director makes reports to the council as a whole.

4.2.3 Should the Executive Director see a need, the ED should request a meeting of the council. The Executive Director will normally contact the President to request such a meeting, but the Executive Director can make the request of any council member.

4.0: POLICY CATEGORY: COUNCIL – EXECUTIVE DIRECTOR RELATIONSHIP
4.3: POLICY FOCUS: MONITORING & EXECUTIVE DIRECTOR PERFORMANCE REVIEW

4.3.1. It is necessary for AIBC Council to monitor and evaluate Executive Director performance. Any council evaluation of the Executive Director performance, formal or informal, may be derived only from monitoring data consistent with organizational performance as a total.

4.3.2. The purpose of monitoring is to determine the degree to which council policies are being fulfilled.

Accordingly, AIBC Council will:

4.3.3. Conduct a formal Executive Director performance evaluation annually by a Council-established formal process including timeframe and criteria.

4.3.4. Establish and follow a process and schedule for monitoring outcomes/results and operational constraints policies on a regular basis throughout each year.

4.3.5. Monitor policy compliance in one or more of three ways:

4.3.5.1. Internal report: disclosure of compliance information to the council from the Executive Director.

4.3.5.2. External report: discovery of compliance information by an impartial, external auditor, inspector or judge who is selected by and reports directly to the council.

4.3.5.3. Direct council inspection: this is a council inspection of documents, activities or circumstances, directed by the council, which meets a “prudent person” test of policy compliance.

4.0: POLICY CATEGORY: COUNCIL – EXECUTIVE DIRECTOR RELATIONSHIP
4.4: POLICY FOCUS: EXECUTIVE DIRECTOR RECRUITMENT, SELECTION, TERMINATION & COMPENSATION

4.4.1. The AIBC Council adheres to fair and equitable employment standards and practices. The Executive Director is the only staff person who is selected by, engaged by and reports to the council. It is essential that the council employ and compensate accordingly an individual in whom they have the utmost confidence and trust.

Accordingly council will:

4.4.2. Establish the criteria and qualifications they require of someone filling the position of Executive Director.

4.4.3. In recruiting a new Executive Director, do the following:

4.4.3.1. Agree on the process that will be used to recruit, screen, interview, select and engage an individual from among qualified candidates.

4.4.3.2. The candidate recruitment and preliminary screening process may be handled by a task group of the council; however, as the successful candidate will be reporting to the whole council, a committee appointed by the council will interview those short listed candidates who most closely satisfy the council's requirements.

4.4.3.3. The council as a whole will select the candidate to whom an offer of employment will be made.

4.4.3.4. The council will establish a compensation and benefits package for the Executive Director that (1) enables it to attract and engage a senior executive with the qualifications, experience and competence required for the position; (2) is competitive for similar positions in comparable circumstances; (3) clearly establishes the process and criteria for increases, if any, during the period of the Executive Director's contract; and, (4) satisfies applicable government guidelines, regulations and legislation.

4.4.4. Conduct an Executive Director performance review annually and make, or not make, appropriate adjustments to his/her compensation based on the outcome of the review.

4.4.5. Inform the Executive Director, at the beginning of each year, of the Executive Director review and evaluation process that will be followed, and of the criteria that will be used for assessing performance and making adjustments to his/her compensation and benefits.

4.4.6. A decision to alter the Executive Director's employment arrangements will be made by the whole council.

4.4.7. A decision to end, renew or extend the Executive Director's employment will be made by the council as a whole and not by an individual, committee or task group acting on behalf of the council.