



ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

Minutes of: AIBC Council
Date: 11:30 a.m. to 5:25 p.m., 17 January 2012
Location: AIBC Large Boardroom
Presiding: Richards
In Attendance: Boswell, Chester, Csutkai, Currie, Gallant, Grossman, Hendriks, Kemp, Pawson, Peddie, Soules, Spiegel, Werker, Zeibin
Staff: Becker, Christensen, Ernest, Lutes, Wiebe, Rau
Regrets: Gillies, Toy, Yustin

Item #	Detail
--------	--------

1.0 Welcome

- 1.1. The President introduced and welcomed the UBC School of Architecture and Landscape Architecture representative to Council, Matthew Soules MAIBC MRAIC.

2.0 Call to Order

The Meeting was called to order at 11:40 a.m.

Motion: that Council enter into an *in camera* session to discuss a legal matter.

Peddie/Spiegel **CARRIED**

Motion: to come out of *in camera* and resume the regular portion of the council meeting.

Peddie/Spiegel **CARRIED**

The chair stated that while the council meeting agenda is public and published, the briefing package contains advice to council which is to remain confidential.

3.0 Agenda Acceptance

The chair ruled submissions 8.1 through 8.3 out of order for reasons as summarized below:

- 8.1:** Section 5 of the *Architects Act* gives council the power to make rules for the purpose of governing the affairs of the institute. Those rules are made by council resolution and council's power to make such resolutions is subject to both the *Act* and the bylaws. Section 14 gives council the power to make rules regulating council meetings. This power is subject only to the *Act* (not the bylaws and therefore not bylaw 20) and these rules need not be made by resolution. (They can be made by resolution, by consensus or by convention over time.) Council has a long-standing practice of establishing its agenda and tabling it for approval at its meetings. Even if Robert's Rules were to be considered/applied, they allow for organizations to adopt special orders of business.

- 8.2:** The extended list appended the original submission (but not distributed to Council), contained several items that were unsubstantiated and hearsay accusations which are legally suspect and potentially actionable. If any of the grievances are in fact a concern, they must be properly documented and brought to council formally.
- 8.3:** The premise for the motion is both factually and legally incorrect. First, Council has full legal authority under the *Act* to invite guests to council meetings (ref. Notes on item 8.1, above.) Second, contrary to the assertions in the submissions, Roberts Rules (even if they were to apply) allows for inclusion of guests. Chapter XX section 61 of Robert's Rules (pp 624 and following in the 10th Edition) deals with disciplinary procedures for both assembly members and guests. It would not include guests in these provisions if they were not allowed under Robert's Rules.

The chair ruled that the information requests within submissions 8.4 through 8.6 could be handled without need for a council motion.

None of the chair's rulings were appealed.

Motion 1:

To amend the agenda as follows:

Change the title of section 8.0 Other business/open session to "New Business"

Relocate items 5.4.1 LG Appointee recommendations and 5.5 Council climate and conduct: policy recommendations to 8.7 and 8.8 respectively.

Chester/Csutkai

DEFEATED

Motion 2:

To relocate item 4.3.1 Financial compliance monitoring report and financial summary out of the consent agenda to item 6.3 to allow for questions and discussion.

Werker/Csutkai

CARRIED

The chair proposed that, given the similarity in their subjects, submissions 5.4.1 and 5.4.2 would most efficiently be discussed in tandem.

Motion 3:

To accept the agenda as so amended.

Werker/Gallant

CARRIED

Chester raised a parliamentary inquiry on the following three questions:

- 1) What are the rules of the assembly?**
- 2) What is the status of liaisons under the rules?**
- 3) What privileges do liaisons have under the rules?**

The chair ruled the questions did not suitably constitute a parliamentary inquiry.

4.0 Consent

- 4.1. Recording of previously passed electronic motions
 - 4.1.1. Adoption of the minutes of council meeting 8 November 2011
 - 4.1.2. Committee changes (at 30 November 2011)
 - 4.1.3. Register Amendments (at 30 November 2011)
 - 4.1.4. Exam Results (at 30 November 2011)
- 4.2. Committee changes (at 6 January 2012)
- 4.3. Internal compliance monitoring reports:
 - 4.3.1. *(item relocated to 6.3)*
- 4.4. Register Amendments (at 17 January 2012)
- 4.5. Exam Results (at 17 January 2012)

Motion: That Council accepts consent items 4.1, 4.2, 4.4 and 4.5.

Gallant/Hendriks

CARRIED

5.0 Policy

- 5.1. Electronic voting protocols

Motion to amend memorandum:

That the number of council members required to withdraw the item from electronic meeting in favour of an in-person meeting be revised from “a majority” to “four or more” (rule 3.4.)

Werker/Csutkai

CARRIED

That the rules be scheduled for review for compatibility with Roberts Rules of Order upon each new issue published.

Werker/Csutkai

CARRIED

Motion 1:

That having read and considered the Memorandum of 17 January 2012 entitled: Rules for Electronic Voting and Council Meetings, Council adopts the rules presented therein.

Kemp/Hendriks

CARRIED

Motion 2:

Council directs staff to include the following in the appropriate council governance policy: “Council shall be permitted to conduct electronic meetings and or votes/ballots in accordance with rules established by resolution from time-to-time.”

Peddie/Kemp

CARRIED

Opposed: Grossman

(Amended policy 3.5 and the adopted rules are appended to the minutes.)

5.2. Use of collective term ‘registrant’

At its meeting 13 September 2011, Council approved a motion to replace the term ‘registrant’ with another suitable term or terms to enhance public clarity especially with respect to registration and licensing and professional conduct expectations, which may apply differently across the categories found on the AIBC’s register.

MOTION TO AMEND:

To amend the recommended term in part 2 of the motion from “architect and other registrants” to “architect and registrants”.

Chester/Csutkai

DEFEATED

MOTION:

- 1) **That Council and staff be cautious and diligent in all AIBC communication to ensure that references to registration categories are accurate, particularly when the subject matter relates to more than one category; and**
- 2) **That staff be directed to adopt and implement the phrase ‘architect and other registrants’ in all AIBC communication, only when the entire suite of registration categories is intended. This motion is to take immediate effect with respect to new written material, with direction to amend and update such AIBC documents as Council policies, bulletins and practice notes as such documents come up for revision in the regular operational course.**

Gallant/Pawson

CARRIED

Opposed: Grossman

5.3. 2011/2012 Working Groups

- 5.3.1. New and Diverse Members 2.0:
- 5.3.2. Public Interest | Private Interest:
- 5.3.3. Associates Resolution:

Each of the working groups presented a brief verbal report on their activities to date.

5.4. Member engagement/survey

Motion: to amend the order of the agenda by discussing and voting on submission 5.4.2 before item 5.4.1.

Chester *(There was no second.)*

As per council’s accepted previous suggestion of the chair (*see 3.0*) a brief presentation was given for each of submissions 5.4.1 and 5.4.2. Subsequently Council proceeded with concurrent discussion of both proposals; arriving at the motion composed of components from each:

Motions:

1. That Council approves the expenditure of a sum not to exceed \$30,000 plus applicable taxes for the purposes of continuing the engagement strategy with members on key issues facing AIBC in the 21st Century: such funds to be drawn from the current operating budget or reserves.
2. That Council approves that an invitational tender to three firms experienced in conducting public opinion surveys and that a contract for the survey be entered into with the successful firm.
3. That Council approves the appointment of a Project Steering Committee, comprising Scott Kemp, Richard Peddie, Matthew Soules and Tim Spiegel, to manage the consultants on behalf of Council.
4. That the Executive Director nominate a senior staff member to provide logistical support and advice to the Steering Committee and successful firm as needed.
5. That Council directs the Steering Committee to report back to Council on a monthly basis on the selection of the firm, the approach, the questionnaire(s) and the results, with the intention of presenting a final report to Council at its meeting in April 2012.
6. That Council approves, from the proposed approach by the Associate Resolution Working Group:
 - a. Distribution (pending Council's review and acceptance) of the white papers to AIBC members; and
 - b. Conduct information sessions with AIBC members.

Kemp/Gallant

CARRIED

- 5.5. Council climate and conduct: policy recommendations

MOTION 1:

That Council amends its "Governing Process" (Policy 3.5) as recommended in Attachment 1.

Peddie/Spiegel

CARRIED

Abstention: Werker

MOTION 2:

That Council adopts "Rules Governing the Conduct of Council Members" as recommended in Attachment 2.

That council

Peddie/Spiegel

CARRIED

Opposed: Csutkai, Grossman. Abstention: Werker

(The amended policy 3.5 and the adopted rules are appended to the minutes.)

6.0 Non-policy

- 6.1. Council planning session 13 December 2011: not discussed.

6.2. CACB Bylaw and BEFA agreement

That Council approves (1) the proposed changes to the CACB bylaws; and (2) the agreement between the regulators and CACB which both give effect to previous resolutions of the AIBC and its fellow regulators requesting the CACB administer the national BEFA program.

Gallant/Kemp

CARRIED

6.3. Policy 2.3 Financial compliance: monitoring and summary (*relocated from 4.3.1*)

I move to congratulate the ED and FHTF on their successful management of the 2011's finances and:

- 1. Direct the FHTF to report to council next meeting: on the status of the Operations Reserve Fund (which according to my simple calculations might be in the neighbourhood of \$425,000).**
- 2. Direct the ED/FHTF to prepare a financial strategy to meet council's priorities in regards to the intern program and harmonizing the program with the rest of Canada; the modernization of legislation such as the engagement of a lobbyist and support for the Associates Committee's work; the ongoing governance education and training of council and the incoming council as per the policies for the next council meeting.**
- 3. Direct the ED to prepare a Capital budget for approval prior to any expenditure of the funds budgeted.**

Werker/Kemp

CARRIED

Motion: to accept the submitted Financial compliance: monitoring and summary.

Spiegel/Hendriks

CARRIED

7.0 In Camera

7.1. ExAC report

Council passed a motion authorizing the Executive Director to advance negotiations for the AIBC's entry into the ExAC system. The details of the motion may not be made public until after negotiations are completed.

8.0 Other business/open session

- 8.1. Question about infraction of rules – order of business
- 8.2. Dialogue on possible grievances
- 8.3. Question as to whether actions adhere to *Architects Act* and bylaws

The above items were ruled out of order (see 3.0, above) and consequently were not discussed.

- 8.4. Liability of Council members
- 8.5. Governance Policies
- 8.6. 2012 Building Code and BC government modernization strategy

The above items were deferred to the Executive Director (see 3.0, above.)

9.0 Adjournment

Motion to adjourn: Gallant/Pawson

CARRIED

Appendices to the minutes: amended policy and rules/protocols adopted

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 and invited guests 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 Task Force, 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 *Architect's 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. ***

* For details, please refer to: *Protocols for in camera meetings and disclosure of council meeting materials 2011 01 11*

** For details, please refer to: *AIBC Rules Governing the Conduct of Council Members 2012 01 17*

*** For details, please refer to: *AIBC Rules for Council Electronic Voting and Meetings 2012 01 17*



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:

- 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).
- Any and all communications relating to consent items and electronic meetings shall be transmitted ONLY through the prescribed electronic mailing list.
- Council members, council liaisons, AIBC directors (including the Executive Director); and the AIBC staff recording secretary shall be included on the electronic mailing list.
- Council liaisons shall be entitled to participate in debate/discussion but are not entitled to vote.
- 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 “consent” items -- for which discussion and debate are not contemplated

- 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.
- 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.
- 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.
 - 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.

- 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:
 - Table the matter at the next in-person council meeting; or
 - Instruct the Executive Director or his/her designate to present the matter to council under the electronic meeting rules established below.
 - 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.

3. Rules for electronic meetings

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

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

4. Rules for electronic balloting/voting:

- 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:
 - The subject line of which will clearly identify the subject matter and the fact that it is an electronic ballot;
 - The text of which will;
 - 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
 - contain a “ballot” by which each council member can clearly express his or her decision (yes/no, choice amongst list of specific items, etc).
- 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.
 - 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.
- 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.
- All ballots not returned on or before the deadline (date and time) will be considered spoiled and shall not be counted.
- To be carried, any item up for vote will require:
 - 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
 - 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.)



AIBC Rules Governing the Conduct of Council Members

1. Regular council meetings are open to members and the public. Delegations must apply to be put on the agenda, in writing, ten days in advance of the meeting.
2. On request, the council may schedule time, generally not to exceed thirty minutes in total at each meeting, for members and public participation and/or delegations. The time limit may be set at the discretion of the President.
3. The President will intervene and terminate any presentation which is not orderly or is defamatory or abusive in nature.
4. Minutes will be taken for all regular meetings and approved by council at the subsequent meeting or in the interim by majority electronic vote. Minutes are not verbatim transcripts and are not intended to advance an argument. Minutes record motions made by council, whether they were carried or defeated, and when specifically requested at the time, any votes opposing such motions. Any reasons for supporting or objecting to motions will not be recorded.
5. Any motion, or motion to amend a motion, will be considered only if it is in writing.
6. Any 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 and 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 only with permission of council.
7. Council members and invited guests must at all times (during council meetings and otherwise) be civil, and refrain from personal attacks or disrespectful or derogatory comments in reference to any other council member, invited guest, delegation, member or associate and staff members.
8. 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 councillors' 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. In addition, a member of council may request that a decision be revisited by council at a later meeting only upon submission of a written request to the Governance Task Force with pertinent facts and information that were not taken into consideration by council in making that decision.

9. Any communications at any time with, or requests for information to, AIBC staff by council members or invited guests must be made via the President to the Executive Director, except that chairs of council task forces or working groups may request information of staff assigned by the Executive Director to that task force or working group.
10. If there is a breach by any council member or invited guest under paragraphs vii, viii, or ix above,
 - a. On the occasion of a first breach, the President may call that person to order, name the person in breach, and identify the rule(s) breached.
 - b. On the occasion of a second breach, the President 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.
 - c. On any subsequent breaches by the same person, the President may call for a vote to exclude that person from that council meeting; such vote requiring a two-thirds majority of council members present at the meeting in which the call for exclusion is made.
 - d. If the named person persists or if there is a continuing pattern of breaching council rules even after being excluded from a council meeting, the President 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.

IN-CAMERA

In camera meetings of the council will be held only for matters requiring the protection of privacy of individuals and/or for personnel, real estate and legal matters where confidentiality is necessary to protect the interests of all parties involved.