Adopted
By electronic motion
3 May 2012

ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

Minutes of:	AIBC Council
Date:	11:30 to 5:00 p.m., 17 April 2012
Location:	AIBC Large Boardroom
Presiding:	Richards
In Attendance:	Boswell, Chester, Csutkai, Currie, Gallant, Gillies, Grossman, Gustavson, Hendriks, Kemp, Peddie, Spiegel, Toole, Van Duzer, Yustin, Zeibin
Staff:	Ernest, Lutes, Marburg, Rau, Tyler, Wiebe
Regrets:	Pawson, Toy

Item #	Detail

1.0 Welcome and Call to Order

The President welcomed back UBC School of Architecture and Landscape Architecture representative Leslie Van Duzer and thanked Karl Gustavson MAIBC for accepting council's appointment to fill the formerly vacant position for the remainder of the term. The President thanked council member Veronica Gillies, council member and immediate Past President Pierre Gallant, and Intern Architect Liaison David Zeibin for whom this is the last scheduled meeting before expiry of their terms.

2.0 Agenda Acceptance

MOTION 1: to relocate item 5.3 Council Meeting Rules out of agenda section 5: Policy to make it a discussion item with no motion(s).

Chester/Grossman **DEFEATED**

A discussion item, membership recognition, was accepted (time permitting) for agenda section 8: Other business/open session.

MOTION 2: to accept the agenda as amended.

Gallant/Spiegel **CARRIED**

3.0 Adoption of the Minutes of 2 April 2012

MOTION to adopt the minutes as corrected (adjusted 'regrets').

Kemp/Toole **CARRIED**

4.0 Consent

4.1. Recording of electronic motions passed
  4.1.1. Minutes of council meeting 13 March 2012
  4.1.2. Vacant council seat
4.2. Internal compliance monitoring reports
  4.2.1. 2.3 Financial compliance monitoring and summary
4.3. Committee changes
4.4. Exam results
4.5. Register amendments

MOTION: to accept the consent items.

Hendriks/Kemp **CARRIED**

5.0 Policy

5.1. 2011/12 Working Group reports

5.1.1. Associates: Resolution

MOTION: that council consider and vote by electronic meeting, for distribution to the membership by May 4, two white papers and a preamble developed and reviewed by the Associates Resolution Working Group.

Toole/Yustin **CARRIED**

5.1.2. New and Diverse Members

MOTION 1: that statistics concerning internship, registration levels, women in the profession and other trends related to the issue of New and Diverse Membership be compiled and reported as part of the annual report, similar to the reporting contained in the AIBC New & Diverse Membership Working Group 2010 / 2011 Report.

Hendriks/Gillies **CARRIED**

AMENDMENT TO MOTION 2: to replace "diverse individuals" with "diverse architects".

Hendriks/Van Duzer **CARRIED**

MOTION 2: that a standing New and Diverse Membership Task Force be created to continue the initiatives of this Working Group, to report to directly to Council, consisting of at least a Council liaison, Intern Architect, with the mandate to increase membership of the AIBC with the meaningful participation of new and diverse architects.

Hendriks/Spiegel **CARRIED**

5.1.3. Public Interest | Private Interest: no report.

5.2. Engagement Survey Steering Group Report:

Peddie reported on the status of the initiative (on schedule) and the steps taken to date.

5.3. Council Meeting Rules

MOTION: Council to reprimand Robert Chester for his statements.

Kemp/Gallant **CARRIED**

Robert Chester issued an apology.

MOTION: that council adopts "AIBC Council Rules" as the rules to govern its meetings.

Toole/Kemp **CARRIED**
Opposed: Chester, Csutkai, Grossman

(Full text of the rules as adopted, including necessary renumbering, is appended to these minutes.)

5.4. Identity, designations and competencies: council received a letter dated 26 March 2012 from Registration Board.

6.0 Non-policy

6.1. Appointment of Intern Architect Liaison for 2012/13

Council added discussion of this appointment to its agenda for the meeting 12 May 2012.

6.2. Special Meeting
6.3. Annual Meeting

The venue, format, agendas and schedules for the above events were reviewed. Council invited Intern Architect Liaison David Zeibin to prepare a written report which could be published online. Council recommended including presentation and discussion of the two white papers under development by its Associates Resolution Working Group (should those documents be ready for publication in sufficient time, see 5.1.1) under Special Meeting agenda item 6.1 Status of Associates.

7.0 *In Camera*

MOTION: to go *in camera.* Gallant/Kemp **CARRIED**

7.1. ExAC report: presented for discussion.

7.2. Executive Director's performance review

The report by the Executive Director Performance Review Committee was accepted. The Executive Director Compensation Review Committee will conduct the subsequent compensation review.

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

8.0 Other business/open session

8.1. Membership achievement recognition: prospect was presented for discussion; Kemp to develop and report.

9.0 Adjournment

ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

ARCHITECTURE CENTRE
SUITE 100 - 440 CAMBIE STREET
VANCOUVER BC CANADA
V6B 2N5

TEL: 604 683 8588 / TOLL FREE IN BC: 1 800 667 0753
FAX: 604 683 8568 / 1 800 661 2955
E-MAIL: AIBC@AIBC.CA
INTERNET: WWW.AIBC.CA

AIBC Council Meeting Rules

WHEREAS AIBC council may make rules regulating council meetings under the authority of Section 14 of the *Architects Act*, now therefore council has adopted the following *AIBC Council Meeting Rules*, as amended from time to time, to ensure efficient, democratic and sensible meeting management and decision-making in keeping with the AIBC's public interest regulatory mandate

Public Interest Paramount:

Self-governance is a privilege, not a right. So too is the privilege of exclusive practice and title granted in the *Architects Act* in return for which professional obligations of competence and conduct are expected of all AIBC registrants and AIBC council.

1. All council decisions made and actions taken shall be done first in the public interest and second in the interest of the profession as-a-whole.

    1.1. What constitutes the public interest will vary depending on context BUT as a "prime directive" for a self governing profession, at its core, the public and the legislature which own the *Architects Act*, expects:

        1.1.1. Competent and accountable practitioners who conduct themselves ethically and who place professional obligations ahead of self-interest; and

        1.1.2. A healthy and vibrant profession.

2. In the unlikely event of a conflict between the public interest and the interest of the profession as-a-whole, the public interest shall prevail.

3. Council meetings shall, to the greatest extent possible, be open to the public. Council has the right to exclude any person or person(s) from some or all portions of a council meeting where, in its sole discretion, it is in the best interests of the public or the profession as-a-whole to do so or where inclusion would unduly impair council's ability to make sound decisions in the public interest.

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

Culture:

5. Council meeting rules shall favour a less, rather than more, formal approach and shall be interpreted accordingly.

6. In all cases, common sense should prevail.

7. Council members shall treat each other, staff, guests and observers with courtesy, dignity and respect.

8. Council, invited guests, staff and others must at all times (during council meetings and otherwise) be civil and courteous, and refrain from personal attacks or disrespectful or derogatory comments.

9. While the chair has conduct of all meetings, it is up to each council member to respect and enforce these rules.

    9.1. There are a number of formulations for parliamentary procedures and business meetings rules available, ranging from the elegant and simple to convoluted and complex. No set of rules, however, can guarantee effective meetings and good behavior. As with any set of rules, they are only useful when common sense and goodwill fail.

Act and Bylaws:

Following are statutory rules (paraphrased) contained in the *Architects Act* or AIBC Bylaws:

10. Council is comprised of 10 elected members of the institute, four persons appointed by the Lieutenant Governor in Council, and one person being either the director of the School of Architecture and Landscape Architecture at the University of British Columbia or a full-time faculty member nominated by the director (*Architects Act* s. 6).

11. A person who misses three consecutive council meetings (unless excused by council) ceases to hold office (*Architects Act*, s. 12(c)).

12. A majority of council members (eight) is a quorum (*Architects Act* s. 15).

13. All acts of council must be decided by a majority of council members present (*Architects Act*, s. 16(1)).

14. Each council member present has one vote (*Architects Act*, s. 16(2)).

15. The president does not have a second or casting vote (*Architects Act*, s. 16(3)).

16. On a tie vote, the question is lost (*Architects Act*, s. 16(4))

17. The president chairs all council meetings. If the president is unable or unwilling to chair the meeting, the vice president chairs the meeting. If the vice president is unable or unwilling to chair, council members shall chose from amongst those council members present (AIBC Bylaw 3.2).

18. Council must meet at least four times a year at a time and place of its choosing (AIBC Bylaw 18.1).

19. Special meetings of council can be called by the president or executive director with at least 48 hours notice (AIBC Bylaw 18.2).

20. If there is no quorum, the meeting is adjourned to take place one week later at the same time. If there is no subsequent quorum, the meeting is adjourned indefinitely (AIBC Bylaw 19.2).

Development of agenda:

21. In keeping with the principle that every council member has a voice and a vote, council as-a-whole is responsible for setting and approving its agenda.

22. Wherever possible and practical to do so, new substantive governance or member regulatory 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.

23. Council shall establish a Governance Task Force, comprising no less than three council members plus relevant AIBC staff support, which shall assist council in the development and management of its agenda in strict accordance with council's direction.

24. Any council member who wishes to have a matter placed on the agenda shall 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. That item shall be forwarded to the executive director not less than two weeks before the next regularly scheduled council meeting so that it may be forwarded to the Governance Task Force for scheduling.

25. Should the Governance Task Force neglect or refuse to place an item on an agenda for more than two consecutive council meetings, the item shall automatically be placed on the agenda at the next council meeting, at which time council shall review the matter and vote on whether, when, and/or how the item should be entertained.

26. The chair has the right to rule any request for an agenda item out of order. Should the chair so rule, s/he shall inform the council member in writing of his or her ruling as well as the reasons for the ruling. The council member against whose submission the chair has ruled may appeal that decision in writing, providing a full written rationale as to why the appeal should succeed. The appeal shall be decided by council at the next regularly scheduled council meeting after the appeal has been made and after both the chair and the appealing council member have been given one opportunity each to speak to the ruling and the appeal.

Role of chair:

27. The chair shall be the presiding authority at all council meetings.

28. The role of the chair is to ensure that the meeting is run fairly and efficiently in accordance with these rules.

29. The chair may rule on whether any item before council is there properly and is in order. When the chair rules an item out of order, s/he must give reasons for so doing. That ruling is subject to appeal to council which will then rule after hearing from the chair as well as the proponent of the item ruled out of order.

30. All members of council are responsible to ensure that these rules are respected and upheld. They do so by raising 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 his or her ruling. That ruling is appealable in the same way as for item 29 above.

Making and recording decisions:

31. Any motion, or motion to amend a motion, will be considered only if it is in writing.

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

33. Once moved and seconded, the chair may rule a motion out of order and must state reasons for making such a ruling.

    33.1. The chair's ruling may be appealed by stating a request for an appeal along with the grounds on which the appeal is being made.

    33.2. The ruling and appeal are subject to debate by council after which council will vote whether to uphold the chair's ruling.

34. 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.

35. Council may make decision by consensus (unanimous show of hands) or through formal voting on motions.

36. Before putting a matter to a vote, the chair may take a poll of council members to get a sense of whether a matter is ready for decision.

37. As a first step and to speed up decision making, when calling a matter to vote for decision making, the chair shall first ask whether there is anyone opposed to the motion or item up for decision. If there is no-one opposed, the chair may safely then declare the motion decided.

    37.1. A council member may abstain from voting and in so doing shows neither opposition nor support. The act of abstaining does not count as opposition such that a formal vote would then be required.

38. If one or more council members indicate opposition to the motion or item for decision, the chair will then ask for a formal vote.

39. 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.

40. 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.

Delegations:

41. Council meetings are open to members and the public. Delegations must apply to be put on the agenda, in writing, 10 days 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.

42. Council may schedule not more than 30 minutes at any council meeting for presentation(s) by one or more delegation. The time limit for any delegation may be set at the discretion of the chair.

Accountability:

If there is a breach by any council member or invited guest under rules 1, 7, 8, 9, 30, 34, and 39 above:

43. On the occasion of a first breach, the chair may call that person to order, name the person in breach, and identify the rule(s) breached.

44. On the occasion of a second breach, 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.

45. On any subsequent breaches by the same person, the chair 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.

46. 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 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:

47. These rules govern all council meetings and, once adopted, replace all previous rules adopted by council.

    47.1. The Executive Director is instructed to update, edit and update any affected AIBC documents to comply with these rules.

        47.1.1. The result of the Executive Director's efforts to comply with this shall be reported in the relevant policy monitoring and update reports as they arise on council's monitoring schedule.

48. If a question not covered by these rules arises, council shall consider whether a new rule, sub-rule or language within an existing rule needs to be created to address that question and, if a new rule is needed, shall be guided by the spirit and intent of these rules.

    48.1. Council may, but is not bound to, consult with Robert's Rules of Order and such other compendia of parliamentary as well as business meeting rules for guidance in developing new rules.

49. In the event of a conflict between these rules and any other rules, processes or procedures governing AIBC Council meetings, other than those found in the *Architects Act* or AIBC Bylaws, these rules govern.

50. 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.

These rules:

- *supersede the "AIBC Rules Governing the Conduct of Council Members 2012 01 17".*
- *are made under the AIBC Council's statutory authority (s. 14[1] of the Architects Act); and*
- *cross-connect to council policy 3.8.*