ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

Minutes of:	AIBC Council
Date:	11:30 a.m. to 4:40 p.m. Tuesday 13 November 2012
Location:	AIBC Large Boardroom
Presiding:	Yustin
In Attendance:	Barrett, Chester, Chow, Csutkai, Currie, Green, Grossman, Kemp, Macdonald, Meiklejohn, Richards, Toole, Werker
Staff:	Becker, Ernest, Hendriks, Lutes, Rau, Wiebe
Monitor:	Jamie Chicanot
Regrets:	Boswell Toy

Item #	Detail

1.0 **Welcome and Call to Order:** President David Yustin called the meeting to order and welcomed monitor Jamie Chicanot.

2.0 **Acceptance of the Agenda**

MOTION TO ACCEPT THE AGENDA with:
- **Extension of the meeting time by 30 minutes for an additional *in camera* item: (8.2) Interim report from independent legal counsel; and**
- **Explanatory text deletions from items 5.1 and 7.0.**

Richards/Toole **CARRIED**

3.0 **Reports**

3.1. Report from the Governance Task Force (GTF)

Chair Paula Grossman presented an oral report on the GTF's on-going activities, including:
- Upcoming review of policy suites 3.0 and 4.0;
- Development of educational opportunities for council (note: feedback was solicited from council on the session presented by Eli Mina M.Sc., P.R.P.);
- Review councillor-submitted topics for development of council agendas; and
- Review of recommendations from the completed membership engagement survey.

3.2. Report from the President

The President reported on recent engagement meetings with government and members (Victoria); and national meetings (CALA and Architecture Canada, in Yellowknife) which included discussions about BEFA, CACB, the IRC, and included signing of an agreement between the AIBC and ExAC. He reviewed and endorsed the core principled for effective meetings by decision-making bodies, as presented by Eli Mina: order, focus, efficiency, equality, decorum and a safe meeting environment.

3.2.1. Status of Lieutenant Governor Appointments: the positions are currently open to applicants via the BC Board Resourcing and Development Office. *(http://www.fin.gov.bc.ca/BRDO/boardView.asp?boardNum=5289)*

4.0 Consent:

4.1. Recording of electronic motions passed:
- 4.1.1. Minutes of Council meeting 11 September 2012
- 4.1.2. Register Amendments, licensed members (at 17 October 2012)
- 4.1.3. Register Amendments, other (at 17 October 2012)
- 4.1.4. Exam results (at 17 October 2012)
- 4.1.5. Committee Changes (at 17 October 2012)

4.2. Internal Compliance Monitoring Reports
- 4.2.1. Policy 2.3 Financial compliance monitoring and summary
- 4.2.2. Policy 7.0 Professional Development
- 4.2.3. Policy 11.0 Registration and Licensing

4.3. Committee changes (at 5 November 2012)

4.4. Exam results (at 2 November 2012)

4.5. Register amendments for consent (at 2 November 2012)

4.6. Register amendments for information (at 2 November 2012)

MOTION: That Council approves the consent items.

Werker/Grossman **CARRIED**
Abstention: Csutkai

5.0 Policy

5.1. Council Rules Working Group

Richards provided an update on the group's topics of discussion to date.

Council directed the working group to select its chair and report the selection to the next meeting of Council.

5.2. Policy review: 8.0 Professional Conduct

The policies received their annually-required review by the Professional Conduct and Illegal Practice Board and staff. *(Full text of the amended policies 8.1 and 8.2 is appended to the minutes.)*

MOTION: That Council approves the amended Professional Conduct Policies 8.1 and 8.2.

Richards/Werker **CARRIED**

5.3. Policy review: 10.0 Illegal Practice

These policies received their annually-required review by the Professional Conduct and Illegal Practice Board and staff. *(Full text of the amended policy 10.1 is appended to the minutes.)*

MOTION: That Council approves the revised Illegal Practice policy 10.1.

Richards/Green **CARRIED**

5.4. Status of associates resolution initiative

The President reported that the formal opinion from independent legal counsel remains outstanding.

6.0 Non-policy

6.1. Financial Health

6.1.1. Task force terms of reference

MOTION That Council approves changing the title of the "Financial Health Task Force" to "Finance Committee", and accepts the amended Terms of Reference as submitted and modified.

Toole/Werker **CARRIED**

(The Finance Committee Terms of Reference are appended to the minutes.)

6.1.2. Report from the Treasurer

The Treasurer distributed and presented a report outlining its preparations for items from this council agenda and listing policy areas (with financial implications) identified for future examination by the Finance Committee and Council.

MOTION TO AMEND MOTION A

Mcdonald/ **CARRIED**
Opposed: Barrett

MOTION A, AS AMENDED: That Council directs the Finance Committee to review and report back to Council before April 2013 with recommendations, and to report to members at the Annual Meeting, on the need to recognize and reconsider the need for operating surpluses and the on-going need for special dedicated funds.

Toole/Barrett **CARRIED**

MOTION B, AS AMENDED BY GROUP CONSENT: That Council establishes a committee to review strategies for promoting interns into registration. The committee is to be populated by Jenny Chow, Ezster Csutkai, Michael Green, Gordon Richards and Scott Kemp. The Committee is to return to Council with draft Terms of Reference within one month.

Werker/ **CARRIED**

MOTION C, AS AMENDED BY GROUP CONSENT: That Council establishes a committee, populated by Michael Green, Paula Grossman and Lynne Werker, to review the structure and integration of fees, both individual and firm, so that there is an equitable balance between the sizes of practices. The committee will report to Council with draft Terms of Reference within one month.

Toole/Werker **CARRIED**

6.1.3. 2013 Operational Budget (including fees and fines)

MOTION 1: That Council acknowledges and accepts that the Finance Committee is submitting a deficit budget.

Toole/Werker **DEFEATED**

MOTION 2: That a proposed decrease in architects' fees be reduced from $28 to $20.

Toole/Meiklejohn **DEFEATED**

MOTION 3: That staff revise the operational budget for 2013 to exclude "Facilitator for Council meetings" (pg 101 of council package, pg OB-13 of budget) effectively reducing the operating expenses by $12,000.

Toole/ **CARRIED**

MOTION 4: That staff adjust the 2013 annual fees & fines equitably across all categories to produce, together with the previous motion, an effectively zero-based budget.

Green/ **CARRIED**
Opposed: Grossman

MOTION 5: That Council approves the operational budget for 2013 as presented and amended.

Kemp/Richards **CARRIED**
Opposed: Grossman

6.2. Professional Conduct and Illegal Practice records: revised guidelines

Highlights of recent review/ revisions to the "Guidelines for the Retention, Disclosure and Publication of AIBC Professional Conduct and Illegal Practice Records", October 2012 edition, were presented to Council for information.

6.3. Annotated Illegal Practice statistics

Highlights of illegal practice statistics from 2011 and 2012 (to date) were presented to council for information.

6.4. Council operational constraints committee (OCC)

MOTION: That Council creates, and approves the Terms of Reference (as amended) for, an Operational Constraints Committee.

Yustin/Kemp **CARRIED**

The following council members were appointed to the OCC: Gordon Richards; David Toole; and David Yustin.

(The Operational Constraints Committee Terms of Reference are appended to the minutes.)

6.5. Council strategic planning working group (SPWG)

MOTION: That Council creates, and approves the Terms of Reference for, a Council (annual) working group for Strategic Planning.

Yustin/Kemp **CARRIED**

The following Council members were appointed to the SPWG: Chip Barrett; Robert Chester; Scott Kemp; David Toole; and David Yustin.

6.6. CACB appointment

MOTION: That Council approves the CALA Standing Committee on CACB Matters' nominee Sean Rodrigues Architect AIBC for a three-year term (commencing November 2012) on the CALA's Canadian Architectural Certification Board.

Richards/Yustin **CARRIED**
Abstention: Csutkai, Grossman

As a point of privilege raised in recognition of the time (34 minutes past the estimates on the agenda), Chester suggested postponing agenda item 6.7 and proceeding directly to the *in camera* items in section 8.0. The Chair put the question to Council for a vote:

MOTION: To carry on with the agenda and address item 6.7 at this time. **CARRIED**

6.7. Bylaw Review Committee recommendations: Bylaw 36

MOTIONS VOTED AS OMNIBUS:

That Council supports revised 'Draft 3' (November 2012) of consensual resolution Bylaw 36 series and that the document be presented to the members for their review, consideration and comments ("member consultation");

That Council asks the Bylaw Review Committee to establish a timeline and process for member consultation and carry it out as soon as possible; and

That Council asks the BRC to report back to Council with the results of the member consultation by way of a written report and final draft of the bylaws for council's consideration at the January 2013 council meeting.

Richards/Barrett **CARRIED**

(Note: having received the updates, the resulting draft for consultation will be numbered "4".)

7.0 **Other business/open session:** no items were raised.

8.0 ***In Camera***

MOTION: to go *in camera.* Yustin/Grossman **CARRIED**

8.1. Council's debrief of council's performance – for Council discussion only.

8.2. Interim report from independent legal counsel - for Council discussion only.

MOTION to come out of *in camera.* Yustin/Grossman **CARRIED**

9.0 **Adjournment**

MOTION to adjourn.

Yustin/Grossman **CARRIED**

List of Appendices to the Minutes:

A. Professional Conduct Policies 8.1 and 8.2
B. Illegal Practice Policy 10.1
C. Terms of Reference: Finance Committee
D. Terms of Reference: Operational Constraints Committee

8.0 POLICY CATEGORY: PROFESSIONAL CONDUCT & DISCIPLINE
8.1 POLICY FOCUS: COMPLAINTS AND INVESTIGATIONS

8.1.1 The AIBC is committed to meeting its legislative requirement for receiving complaints and investigating the professional conduct of its architects and other registrants where appropriate in order to uphold and safeguard the public interest in maintaining appropriate standards of professional conduct and practice.

***Accordingly, the Executive Director will ensure that*:**

8.1.2 Reasonable steps are taken so that the complaint and investigation process accords with the appropriate principles of administrative justice and procedural fairness that apply to these stages of a professional conduct matter. The AIBC develops, implements and refines consistent, efficient and fair rules, procedures and guidelines for handling complaints and investigations.

> [NB: In March 2001, the AIBC implemented *Rules for the Professional Conduct Process* (the "*Rules*"). Rule 1.2 reads:
>
> The object of these Rules is to secure the just, speedy and inexpensive determination of every complaint on its merits as provided in the [*Architects*] *Act* and these Rules, preferably by consensual resolution but otherwise by adjudication by a Disciplinary Committee.]

8.1.3 The complaint and investigation process is monitored on an ongoing basis to ensure that the relevant *Rules*, procedures, and guidelines continue to meet a high standard of procedural fairness and administrative efficiency. The AIBC will also monitor and review the implementation and application of these *Rules*, procedures and guidelines on an ongoing basis to ensure maintenance of a high standard of procedural fairness and administrative efficiency.

8.1.4 The AIBC, through the Professional Conduct and Illegal Practice Board, will develop or refine *Rules*, procedures and guidelines on an ongoing basis to assist the AIBC staff and support committees in carrying out their tasks at the complaint and investigation stages.

8.0 POLICY CATEGORY: PROFESSIONAL CONDUCT & DISCIPLINE
8.2 POLICY FOCUS: CONSENSUAL RESOLUTION AND DISCIPLINARY INQUIRY

8.2.1 Complaints of unprofessional conduct that have proceeded through the complaint and investigation process to the AIBC's consensual resolution process or to a Disciplinary Inquiry may result in findings or admissions of unprofessional conduct by an architect or other registrant.

***Accordingly, the Executive Director will ensure that*:**

Consensual Resolution

NOTE: As a consequence of the August 2009 B.C. Court of Appeal decision in *Salway v. APEGBC*, the AIBC determined in September 2009 that it could no longer continue with its consensual resolution process until amendments to the *Architects Act* (the "*Act*") had been secured.

On March 29, 2012, the provincial government passed Bill 18 which amended the *Act* to allow for a consensual resolution process. The amendments require bylaws (to be passed by AIBC members) to establish the practices and procedures for the consensual resolution process. Depending upon AIBC Council's decision to support and promote such bylaws, and assuming no government disallowance, such bylaws could be in effect as early as March or April 2013. Policies 8.2.2 and 8.2.3 are therefore temporarily suspended, and policy 8.2.4 addresses the matter.

8.2.2 An architect or other registrant facing an allegation of unprofessional conduct is offered a reasonable opportunity to engage in consensual resolution to resolve a conduct matter before the architect or other registrant is served with a Notice of Inquiry.

8.2.3 The AIBC, through the Professional Conduct and Illegal Practice Board, will monitor and evaluate the fairness and administrative efficiency of its consensual resolution process on an ongoing basis and make such recommendations as are necessary from time to time to improve this important complaint resolution process.

Disciplinary Inquiry

8.2.4 (Until such time as bylaws have been established outlining the practices and procedures for the AIBC to resolve allegations of unprofessional conduct by way of consensual resolution or other alternative resolution) all allegations of unprofessional conduct approved by AIBC Council by way of notice of inquiry must proceed to be heard by a disciplinary committee at a disciplinary inquiry. In order to preserve some of the flexibility, cost-effectiveness and public interest elements of consensual resolution, the AIBC will make reasonable efforts, in keeping with its public interest mandate, to negotiate with architects and other registrants subject to a disciplinary inquiry to make joint submissions to a disciplinary committee with respect to agreed facts, liability admissions and/or penalty submissions.

8.2.5 Reasonable steps are taken to ensure that its Disciplinary Inquiry process accords with the appropriate principles of administrative justice and procedural fairness, and shall take such professional advice as is necessary to do so on an ongoing basis.

8.2.6 Reasonable efforts are made, through co-ordination with its external counsel, the Disciplinary Committee and the architect or other registrant facing the allegation(s) to ensure that any Disciplinary Inquiry is held in a timely manner.

8.2.7 In accord with the principles of administrative justice, a Disciplinary Committee shall provide written reasons for its decision within a reasonable period after conclusion of a Disciplinary Inquiry.

8.2.8 The AIBC, through the Professional Conduct and Illegal Practice Board, will develop or refine appropriate *Rules*, procedures and guidelines on an ongoing basis that relate to the resolution of allegations of unprofessional conduct by consensual resolution or Disciplinary Inquiry.

10.0 POLICY CATEGORY: ILLEGAL PRACTICE
10.1 POLICY FOCUS: COMPLIANCE WITH THE *ARCHITECTS ACT*

10.1.1 In the public interest and on behalf of its architects and other registrants, the Institute will make reasonable efforts to address the illegal practice of architecture through education and the enforcement of the *Architects Act* (the "*Act*"). The illegal practice of architecture relates to the unlawful use of the title "architect" or other terms implying registration with the AIBC; the actual 'practice' of architecture by an individual or business not registered with the AIBC outside of the exceptions provided in the *Act*; and the unlawful engagement of a non-architect to practise the profession of architecture.

Accordingly, the Executive Director will ensure that:

10.1.2 Sufficient resources are allocated to meet the Institute's responsibilities with respect to enforcement of the *Act*, including maintaining a dedicated annual budget allotment for the funding of appropriate legal proceedings.

10.1.3 Illegal Practice procedures and guidelines are developed and/or refined on an ongoing basis to assist AIBC staff and the Illegal Practice Committee in carrying out their tasks with respect to the intake, investigation, resolution and appropriate publication of illegal practice matters.

10.1.4 Consultation and education efforts directed at prevention of illegal practice shall be undertaken with the public, local governments ,architects and other registrants.

10.1.5 Regular, informative communication regarding illegal practice matters is provided to architects, other registrants and the public.

10.1.6 Suitable legislative and regulatory initiatives are supported to improve alignment and consistency among and between the *Act*, BC Building Code and other relevant legislation and regulations, in an effort to improve compliance with the *Act*.

10.1.7 Consultation, cooperation and information-sharing between the AIBC and other professional regulators takes place to prevent and address the illegal practice of architecture by members of other professions.

ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

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Terms of Reference:
Finance Committee

(Coordinated through the AIBC Council)

- *Council's committees, task forces and working groups exist to assist council in carrying out council business.*
- *Council's committees, task forces and working groups report directly to council and have no authority to act or speak on behalf of council unless otherwise authorized by council.*

Type of Committee	Standing
Established:	2000
Chair Appointed by:	Council
Term:	1 year
Members Appointed by:	Council
Term:	1 year
Members to Include:	Treasurer, LG Appointee, Council member-at-large,

Members*:			**Appointment Date**
1.	Lynne Werker, Architect AIBC	Treasurer **– Chair**	May 2012
2.	David Toole	LG Appointee to Council	May 2012
3.	Cal Meiklejohn, Architect AIBC	Council member-at-large	July 2012
4.			

Staff:			
1.	Michael Ernest, Architect AIBC	Executive Director	June 2009
2.	Karen Morris, CGA	Manager of Finance & Administration	April 2010

*Where possible, all standing committee members shall be "financially literate" [1] and at least one member should have "accounting or related financial expertise."

[1] The Council has defined "financially literate" as the ability to read and understand a balance sheet, income statement and cash flow statement in accordance with the Canadian GAAP. Where there is a requirement for a Council member to have accounting or financial expertise, this means the Council Member shall have the ability to analyze and understand a full set of financial statements, including the notes attached thereto in accordance with the Canadian GAAP.

Mandate:

- To conduct ongoing overview of all aspects of the AIBC financial position and long term financial strategies to ensure the Institute's financial health.

Specific Assignments:

Policy

1. Review and recommend financial policies and strategies for the Institute.
2. Ensure policy is in place to protect and preserve the Contingency Reserve Fund.
3. Ensure policy is in place regarding adequate, appropriate types of insurance coverage and information technology security.

Financial Health

4. Ensure that the Council receives timely, meaningful reports that keep it properly informed of the Institute's financial situation and that provide the information needed for decision-making.
5. Ensure that all financial reports to the Council clearly display the financial results of each principal area of activity and include actual-to-budget variance and year-to date; and reflect events to date and known factors which may influence either revenue or expense components.
6. Review and recommend Council's acceptance and approval of all periodic and annual financial statements, prior to those statements' distribution to Council.
7. Review periodically the Institute's long range financial plans to ensure stability and consistency with strategic directions for the organization.
8. Manage reduction of long term debt in a manner most advantageous to the Institute's interest.
9. Prepare annual Finance report.

Budget

10. Review annual fees and operating budget and make recommendations, prior to their distribution to Council, for Council adoption each November.
11. Review the budget development process and guidelines for the Institute and make recommendations to the Council for revisions as required.
12. Review the budget for consistency with the Institute's long range financial plans.

Audit

13. Review audited statements and reports.
14. Meet with the auditor after completion of the annual audit.
15. Recommend council's acceptance and approval of final audited statements and reports.
16. Review any complaints concerning accounting controls.

Liaison with Internal and External Groups/ Associations:	• Auditors • Bankers • Insurers • Senior Staff • Governance Committee
Scheduled Meetings:	• Quarterly, and as needed • Time TBA • AIBC Offices
Dates (2012 – 2013):	TBA

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Terms of Reference:
Operational Constraints Committee

(Coordinated through the AIBC Council)

- *Council's committees, task forces and working groups exist to assist council in carrying out council business.*
- *Council's committees, task forces and working groups report directly to council and have no authority to act or speak on behalf of council unless otherwise authorized by council.*

Type of Committee	Standing (Reference: Policy 3.1.13)
Established:	November 2012
Chair Appointed by:	Council
Term:	Annual
Members Appointed by:	Council
Term:	Annual
Members to Include:	President, LG Appointee, and a council member-at-large

Members:			**Appointment Date**
1.	David Yustin Architect AIBC	President	November 2012
2.	David Toole	LG Appointee	November 2012
3.	Gordon Richards Architect AIBC	Council member-at-large	November 2012

Staff:		
1.	TBD	Title

Mandate:	• In compliance with good governance practices, to provide advice to Council on matters relating to Operational Constraints (Council's policies section 2.0) as well as the Executive Director's performance and compensation.
Specific Assignments:	• Executive Director's performance and compensation review • Consider establishing a formal, independent review of the Executive Director's performance and compensation every fifth year • Risk management • Monitor compliance of Council policies section 2.0 – Operational Constraints • Monitor all Council-directed activities requested of the Executive Director • Monitor any ED to Council or any intra-council issues • Report findings and recommendations on ED performance and compensation reviews to Council at least six weeks prior to the end of each calendar year
Liaison with Internal and External Groups/ Associations:	• Council • Finance Committee • Staff • May consult with a human resources and/or governance professional *(*caution: may have budgetary implications)*
Scheduled Meetings:	• When: as needed • Time: TBA • Place: AIBC Offices