ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

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| **Minutes of:** | Council |
| **Date:** | 11:30 am, Tuesday 10 May 2011 |
| **Location:** | AIBC Boardroom |
| **Presiding:** | Gallant |
| **In Attendance:** | Belsheim, Boswell, Currie, Gillies, Grossman, Hendriks, Kemp, Levar, Meiklejohn, Nacionales, Pawson, Peddie, Richards, Spiegel, Toy, Werker, Wilkinson |
| **Staff:** | Ernest, Lutes, Marburg, Morris, Rau, Wiebe |
| **Regrets:** | Van Duzer, Weih |

| Item # | Detail |
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**1.0 Welcome**

**2.0 Call to Order:** The Meeting was called to order at 11: 45 am.

**3.0 Acceptance of the Agenda:**

The agenda was accepted.

**Spiegel/Pawson** **Carried**

**4.0 Consent Items**

4.1. Recording of items approved by electronic vote
- 4.1.1. Register Amendments and NCARB ARE results 2011 April
- 4.1.2. Committee Changes 2011 April 07
- 4.1.3. Notice of Inquiry 09.11

**Motion 1: Pursuant to its authority under Section 46 of the *Architects Act,* Council hereby orders a Disciplinary Inquiry into a complaint against Mr. Robert Mackenzie MAIBC and Robert Mackenzie Architect Inc., 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 Inquiry members.)**

**Motion 2: Pursuant to its authority under Section 46 of the Architects Act, Council hereby establishes a Disciplinary Committee to consider the charges in the Notice of Inquiry for AIBC File No. 09.11 (as distributed to Council) comprised of the following Council members or alternates as may be necessary given potential conflicts of interest or scheduling realities: Paula Grossman MAIBC; Scott Kemp MAIBC; and Owen Pawson BArch LL.B (LG Appointee.)**

**Richards/Spiegel** **CARRIED**
**Abstention: Meiklejohn**

- 4.1.4. Adoption of council meeting minutes of 2011 March 8
- 4.1.5. Addition to council meeting minutes of 2010 March 16

4.1.6. Committee changes 2011 April 19
4.2. Assessments of the council meeting 2011 March 8
4.3. Internal Compliance Monitoring Reports:
4.3.1. Financial compliance monitoring and summary
4.3.2. Policies 3.3 (all); 3.5.1.1; 3.5.2.2; 3.5.2.3.and 3.9.11
4.3.3. Policies 3.5.1.2; 3.5.1.3; 3.5.2.4; 3.8 (all); 3.9 (all); and 3.11.5 through 3.11.10.
4.4. Committee changes 2011 May 02
4.5. Register Amendments, NCARB ARE and AT Exam Results, 2011 May 03

**Motion: Adoption of the consent items listed above.**

**Peddie/Meiklejohn** **Carried**

## 5.0 Policy Discussion Issues

5.1. Annual Policy Review/Revision: 2.0 Operational Constraints Revised policies 2.2, 2.3, 2.4, 2.6, 2.7, 2.11 and 2.12

The listed policies received review and recommendations for revision by Council's Financial Health Task Force.

**That Council supports and adopts the recommended updated policies 2.2, 2.3, 2.4, 2.6, 2.7, 2.11 and 2.12.**

**Spiegel/Meiklejohn** **Carried**

*(The amended policies are appended.)*

The FHTF was requested to review and consider procedures related to the reporting and repercussions of budget variances or unbudgeted expenses.

5.2. Competency, Identity and Designations

The Associates Committee, working with and through the Registration Board was given the following two tasks by Council: (1) to look at and recommend titles and designations; and (2) to make recommendations relative to outcomes and/or credentials-based certification standards for entry to associate categories. Those tasks have been completed and consultation with members and associates has taken place.

**Motion 1: That Council tables recommendations 1 through 5 and 7 through 9 for discussion at Council's strategic planning retreat.**

**Meiklejohn/Gillies** **Defeated**

**Motion 2: To defer discussion on recommendations 8 and 9 until after Council's strategic planning retreat.**

**Kemp/Richards** **Carried**

**That Council approves the motions below:**

1. **That associate classes, Certified Architectural Technologist and Certified Residential Technician, be created.**

2. **That the designation CAT be assigned to the Certified Architectural Technologists and the designation CRT be assigned to the Certified Residential Technicians.**

3. **That the current Building Design associates and Architectural Technology associates be transferred into the CAT class.**

4. **That the current Residential Design associates be transferred into the CRT class.**

5. **That, once transfers have been completed and any transitional periods have run their course, the classes of associates currently known as Architectural Technologists, Building Designers and Residential Designers be closed and discontinued.**

6. **That the titles and associated "dot.AIBC" designations be phased out – such phase out not to take longer than X months from the date of adoption of this motion. (X can be 6 or 12 months depending on discussion).**

7. **That transition provisions for moving between the former and new classes and use of titles and designations be developed, implemented, and published by the Registration board.**

**Kemp/Richards** **Carried**
**Opposed: Grossman, Levar, Meiklejohn, Werker**

5.3. Council Working Group Final Reports

5.3.1. Advocacy and Regulation – Chair: Cal Meiklejohn: nothing further to report.

5.3.2. Engagement and Communications – nothing further to report.

5.3.3. Legislative Renewal – Chair: Scott Kemp: no motions are anticipated. A summary of the working group's discussions-in-progress is expected to be prepared and circulated to Council prior to the Annual Meeting.

5.3.4. New and Diverse Members – Chair: Nacionales: Council received a preview of support materials still in the process of being developed (to include an outline and relevant statistics) for the working group's session on 2011 May 24.

## 6.0 Non-policy Discussion Issues

6.1. BCIT's Proposed Professional Degree in Architecture

The Program Head of BCIT's Architectural Science Degree briefed council on the rationale behind a proposed program and requested a statement in support of its development.

**That Council supports the development of British Columbia Institute of Technology's proposed Bachelor of Architecture (5 year) professional degree program.**

**Levar/Richards** **Carried (Unanimous)**

6.2. Report from Tri-National meetings: a verbal report was presented for information only.

6.3. Monitoring policies 3.0 and 4.0 (Council self-assessment): the President reminded Council members of their duty to monitor their own compliance with these policies.

6.4. Council Schedule

Council reviewed the dates and times of its anticipated meetings and planning sessions, including:

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| 6.4.1. | 25-27 June 2011 | Strategic planning session *(Ed. note: in the meeting 24 May 2011 Council requested that the dates be amended to 18-20 June.)* |
| 6.4.2. | 24 May 2011 | First meeting of Council immediately following the Annual Meeting and Members' Forum |
| 6.4.3. | 12 July 2011 | First regular meeting of Council; subsequent regular meetings scheduled as follows:<br>2011 - 13 September and 8 November<br>2012 - 17 January and 13 March |

6.5. Annual Meeting: agenda and protocols: reviewed for information only.

6.6. Staff Compensation: Benchmarking

As per council's motion (11 January 2011), the FHTF submitted an examination and compilation of data from independent surveys relevant to the AIBC's operational context. The report compared related AIBC's employee compensation levels.

**That Council: (a) receives and accepts the FHTF`s AIBC staff compensation bench-marking report dated 02 MAY 2011; and (b) agrees to make the above noted-report available upon a request made to the Executive Director.**

**Spiegel/Hendriks** **Carried**

## 7.0 ***In Camera***

Council passed the following motions for publication on the record:

7.1. Council meeting procedures and conduct

**To request that the Governance Task Force consider the recommendations contained for implementation in the "AIBC Council Planning Session Report of Proceedings" prepared by Patti Hunter of the Benchmark Group, dated April 12, 2011.**

**Hendriks/Gillies** **Carried**

7.2. Disciplinary Inquiry 09.08

**Pursuant to its authority under Section 46 of the *Architects Act,* Council hereby orders a Disciplinary Inquiry into a complaint against Mr. Ian McDougall MAIBC and McDougall**

**Architects 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 Inquiry members).**

**Kemp/Pawson** **Carried**
**Abstention: Meiklejohn, Spiegel**

**Pursuant to its authority under Section 46 of the *Architects Act,* Council hereby establishes a Disciplinary Committee to consider the charges in the Notice of Inquiry for AIBC File No. 09.08 (as distributed to Council) comprised of the following Council members or alternates as may be necessary given potential conflicts of interest or scheduling realities: Lynne Werker MAIBC; Joan Hendriks MAIBC; and Richard Peddie Ph.D. (L.G. Appointee).**

**Kemp/Pawson** **Carried**
**Abstention: Meiklejohn, Spiegel**

**8.0 Adjournment**

**Pawson/Spiegel** **Carried**

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| **2.0:** | **POLICY CATEGORY:** | **OPERATIONAL CONSTRAINTS** |
| **2.2:** | **POLICY FOCUS:** | **FINANCIAL PLANNING/BUDGETING** |

2.2.1 The institute's finances shall be managed prudently in accordance with Generally Accepted Accounting Principles best practices for the sector, with full disclosure to and oversight by council.

2.2.2 The institute's annual operating budgets shall enable the AIBC to fulfill its legislated mandate, reflect council's strategic priorities, and protect the organization from foreseeable financial risk.

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

2.2.3 Three-year operational and capital budgets are provided for council's consideration, no later than 6 weeks before the end of the calendar year, which contain sufficient detail and disclosure of planning assumptions to enable assessment of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails.

2.2.4 Budgets support the organization's operational plans.

2.2.5 Budgets are planned without deficit unless authorized by the council.

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| **2.0:** | **POLICY CATEGORY:** | **OPERATIONAL CONSTRAINTS** |
| **2.3:** | **POLICY FOCUS:** | **FINANCIAL MANAGEMENT** |

2.3.1 With respect to the ongoing management of the organization's financial health, the Executive Director will prevent the organization from being placed at undue risk.

***Accordingly, the Executive Director will not:***

2.3.2 Allow expenditures materially in excess of council approved budgets.

2.3.3 Upon discovery of a projected material budget variance, fail to report this situation to the council in a timely manner, provide recommended corrective action and be governed by their decision if/as appropriate.

2.3.4 Indebt the organization in an amount greater than can be repaid within the conditions set by the council.
2.3.5 Invest or hold the organization's funds in instruments other than Schedule A Banks, the Municipal Finance Authority, and Government of Canada Treasury Bills/Bonds or Provincial Bonds, or as otherwise determined and approved by council.
2.3.6 Use any Contingency Reserve Funds without council approval.
2.3.7 Allow cash to drop below the amount needed to service: payroll; operating costs and obligations; and debts in a timely manner.
2.3.8 Allow tax and other required payments or filings to be overdue or inaccurately filed.
2.3.9 Fail to submit to the council, on a quarterly basis, a financial statement that summarizes the financial condition of the organization to date and indicates the level of compliance with the council's financial planning/budgeting and financial management policies.
2.3.10 Fail to ensure that organization-issued cheques have the signature of the Executive Director and one officer of the council or one designated council member (as per Bylaw 3.5).
2.3.11 Commit the organization in any manner to unbudgeted expenditures greater than $20,000 without prior council approval, and will report to council in a timely fashion, unbudgeted expenditures or commitments of amounts greater than $10,000.

**2.0: POLICY CATEGORY: OPERATIONAL CONSTRAINTS**
**2.4: POLICY FOCUS: ASSETS MANAGEMENT**

2.4.1 The AIBC shall manage its assets prudently in order that they be appropriately protected, maintained, and not be unnecessarily at risk, consistent with best practices for like organizations.

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

2.4.2 Adequate property, liability, third party, and Directors and Officers liability insurance, commensurate with policies for comparable organizations, is in place.
2.4.3 Steps are taken in order that the organization, its council and staff are not exposed to foreseeable claims of liability.
2.4.4 Any asset purchase, commitment or activity complies with council policies and is consistent with those contemplated in the approved budgets and plans.
2.4.5 Real property is acquired, encumbered, or disposed of only with council approval.
2.4.6 There are adequate controls in place to protect the organizations' assets.

**2.0: POLICY CATEGORY: OPERATIONAL CONSTRAINTS**
**2.6: POLICY FOCUS: EMPLOYEE SALARY, BENEFITS AND PERQUISITES**

2.6.1 In compliance with legislation, AIBC bylaws, codes and policies with respect to employment compensation and benefits to employees, consultants and contract workers, the AIBC will not cause or allow undue financial risk or negative public image.

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

2.6.2 Have his/her own compensation and benefits set and changed by council only.
2.6.3 Establish compensation and benefits which:
  2.6.3.1 Are fair and competitive, commensurate with like organizations of size, type and complexity in geographic and professional market for the skills required.
  2.6.3.2 Create no obligations over a longer term than revenues can be safely projected, in no event longer than three years.
  2.6.3.3 Are consistent with established AIBC employment policies.
2.6.4 Establish no deferred or long-term compensation and benefits which cause unfunded liabilities to occur, or in any way commit the organization to benefits which incur unpredictable future costs.

2.6.5 Refrain from placing management personnel or employees in a supervisory role directly above an immediate family member.
2.6.6 Ensure a transparent and fair process for awarding all contracts.
2.6.7 Annually review and 'benchmark' the pertinent market sectors apropos salaries, benefits and perquisites.

**2.0: POLICY CATEGORY: OPERATIONAL**
**2.7: POLICY FOCUS: CONTRACTORS**

2.7.1 In compliance with legislation, AIBC bylaws, codes and policies with respect to contracting services to consultants, specialists, contract workers, and volunteers, the AIBC will not cause or allow jeopardy to the fiscal integrity or public image of the Institute.

***Accordingly, the Executive Director will not:***

2.7.2 Engage in any conflict of interest with respect to the Executive Director's contractual responsibility including without limitation:
- 2.7.2.1 Allowing or engaging in self-dealing or any conduct of private business or personal services between the Executive Director and his/her family, private business associates, and the institute except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
- 2.7.2.2 Failing to withdraw from the selection process, should a member of the Executive Director's family or private business associates be considered for employment by or contract with the Institute.

2.7.3 Act on agreements that are not signed and agreed to by both parties.
2.7.4 Enter into agreements with any party without exercising due diligence.

**2.0 POLICY CATEGORY: OPERATIONAL CONSTRAINTS**
**2.11 POLICY FOCUS: SPECIAL LEVIES**

2.11.1 Council may occasionally require a special levy to address unanticipated and/or emergency financial requirements. In that event the members of the AIBC will be consulted and will be required to approve the assessment of a special levy, and any accompanying penalty for non-payment of the levy.

***Accordingly, council will ensure that:***

2.11.2 Any proposed special levy is considered and passed in accordance with the Act, Bylaws and Council Policy and, following its passage, is distributed according to the rules for all members review.
2.11.3 Any proposed special levy is presented as a bylaw for member consideration and vote at a special meeting held for that purpose.
2.11.4 The Executive Director is directed to assess a fee for non-payment of special levies.

***Consequentially:***

2.11.5 If a member or other registrant fails to pay the fee assessed for non-payment of a special levy, the member or other registrant will be removed from the register.
2.11.6 If a member or other registrant who has been removed from the register for non-payment of an assessed special levy, subsequently pays the special levy and the fee for non-payment, the member or other registrant may apply for and obtain registration reinstatement as set out in AIBC Bulletins #1 and #2.

**2.0 POLICY CATEGORY: OPERATIONAL CONSTRAINTS**

## 2.12 POLICY FOCUS: CONTINGENCY RESERVE FUND

2.12.1 The Council of the Institute may occasionally be required to address unanticipated and emergency financial requirements. In anticipation of such an event, the Council will develop a contingency reserve fund from which it may draw to satisfy such requirements.

***Accordingly, the council will:***

2.12.2 Ensure that a proposed special contingency reserve fund (CRF) is held separate from operational funds and will not be used for ongoing operational requirements.

2.12.3 Ensure that any contributions to such a fund are made only from surplus operating funds following satisfaction of all registrant programs and needs at the end of the fiscal year.

2.12.4 Direct the Executive Director when it will be appropriate to assign funds from the contingency reserve fund and in what amount.

2.12.5 Ensure that the CRF will contain a target amount of $350,000 cover (i) Senior severances and related costs; and (ii) Insurance coverage deductibles in the event(s) of damages and/or civil suits.