ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

Minutes | AIBC Board

Date/Time:	September 12, 2023 / 11:02 a.m. to 1:00 p.m.
Location:	Videoconference
Presiding:	Laquinte Francis
In Attendance:	Crawford, Deal, Guiry, Halverson, Laquinte Francis, McDonald (*as of 12:02pm*), McLean, Racich, Rodrigues, Rothnie, Scott, Wilson
Regrets:	Azizi, Foit
Staff:	Gatensby, Kokol, Lutes, MacQueen, Morris, Sands, Sheina, Torres, Tough, Vernon, Woff

Item #	Detail

1.0 Welcome and Call to Order

Board Chair Laquinte Francis called the meeting to order at 11:02 a.m.

2.0 Acceptance of the Agenda

MOTION: That the Board accepts the agenda as presented.

Deal / McLean **CARRIED**

3.0 Consent Receipt

3.1 Reports: Board Chair, Board Advisory Groups, CEO & Registrar
- 3.1.1 Board Chair
- 3.1.2 Governance
- 3.1.3 Finance and Audit
- 3.1.4 Human Resources (*no report*)
- 3.1.5 CEO & Registrar

MOTION: That the Board receives the reports submitted under 3.1.

Rodrigues / Racich **CARRIED**

3.2 Policy Compliance: 1.11 Financial Management/Statements

MOTION: That the Board receives the financial management compliance report and statements in accordance with Policy 1.11.

Deal / Rodrigues **CARRIED**

4.0 Consent Approval

4.1 Adoption of Electronic Resolutions

Submission 1 - Budget Request (July 17, 2023)

MOTION: That the Board approve an unbudgeted annual expenditure of up to $92,000 ($35,000 in 2023) for a net new staff position to support new PGA-related professional conduct and illegal practice processes, and increase resources dedicated to general PGA implementation.

Submission 2 - Board Advisory Group Terms of References (July 24, 2023)

MOTION: That the Board approves the attached Terms of Reference including memberships for the following Board standing Advisory Groups for the 2023/24 Board year:

- **Finance and Audit Advisory Group;**
- **Governance Advisory Group; and**
- **Human Resources Advisory Group.**

Submission 3 - Board Meeting Minutes (July 24, 2023)

MOTION: That the Board approves the Board Meeting Minutes of June 13, 2023 as distributed.

Submission 4 - Statutory Committee Terms of References (August 28, 2023)

MOTION: That the Board approves the following terminology updates to the terms of references of the Credentials Committee, Nomination Committee, and Discipline Committee:

- **'council' to 'Board' and 'councillor' to 'Board Member'**
- **'Immediate Past-President' to 'Immediate Past Board Chair'**

Submission 5 - Use of AIBC Seal (August 28, 2023)

MOTION: That the Board authorizes use of the AIBC Seal on the following documents, in compliance with AIBC Bylaw 2.111:

- **Architect AIBC Certificate of Registration;**
- **Architectural Technologist AIBC Certificate of Registration;**
- **Certificates of Practice; and**
- **All such ceremonial certificates or documents as the CEO & Registrar, in their discretion, determine appropriate.**

Racich / Guiry **CARRIED**

4.2 2024 Annual General Meeting

MOTION: That the Board designates:

a) the date of the 2024 AIBC Annual General Meeting to be June 4, commencing at 12:00 p.m. PST, and;

b) the place of the 2024 AIBC Annual General Meeting to be Vancouver, for the purposes of conducting an electronic meeting as authorized under Bylaw 2.115.

Rothnie / Halverson **CARRIED**

5.0 Non-Policy

5.1 Risk Register Status Report

Vernon provided an overview of the process of developing a risk register, and the process for managing the risks, including how risks are added, removed or archived. For this current report, dated August 2023, Vernon noted that the risks assigned to the *Architects Act* and the transition to the *Professional Governance Act* are resolved and the risks have been archived. There remain however, risks related to the PGA implementation, which are described in the risk register and the draft 2024-2028 Strategic Plan.

5.2 Bylaw Advisory Group Transition

Vernon indicated that with the AIBC's Bylaws now fully-transitioned under the PGA, the Bylaw Review Advisory Group work has continued on updating the Code of Ethics to reflect modern, appropriate professional standards. After review, it is recommended that the group transition from general bylaw review to focusing on analysis, research, and advice on professional standards. As indicated in Bylaw 2.87 above, the CEO is authorized to establish operational advisory groups and therefore a Board motion is not required.

5.3 Board Equity, Diversity, and Inclusion Task Force

Laquinte Francis indicated, as background, that when the Equity Diversity and Inclusion (EDI) Task Force was originally formed by Council in 2021, it was given two specific assignments, including to prepare an AIBC Equity, Diversity and Inclusion Action Plan. The term for the Task Force expired in the spring of 2023 before work formally resumed on the Action Plan.

MOTIONS:

1) **That the Board approve the Board Equity, Diversity, and Inclusion Task Force Terms of Reference, as attached.**

2) **That the CEO publish the Terms of Reference approved in motion 1).**

Guiry / Deal **CARRIED**

6.0 Policy

6.1 Statutory Committee Membership

Laquinte Francis declared a potential conflict of interest.

The AIBC's Investigation Committee (the "Committee") is established under AIBC Bylaw 3.6 and appointments to the Committee are made by the Board pursuant to AIBC Bylaw 3.10, while Bylaw 3.13 requires that the Board Publish the terms of reference for each Committee.

MOTIONS:

1) **That the Board appoint Byung Hee Kang Architect AIBC and Robyn Fenton Architect AIBC to the AIBC's Investigation Committee and approve the updated Committee Terms of Reference in accordance with AIBC Bylaws 3.10 and 3.13.**

2) **That the Board instruct the CEO to publish the updated Terms of Reference approved in motion (1), in accordance with AIBC Bylaw 3.13.**

Rothnie / Racich **CARRIED**
Abstain: Laquinte Francis

6.2 CEO Performance Review & Planning Process

Laquinte Francis presented the 2023 CEO performance review and planning process that will be undertaken. As per Board policy, the Board will conduct a formal CEO performance evaluation annually by a Board established process including timeframe and criteria. The process is led by the Human Resources Advisory Group (HRAG), with staff support.

7.0 New Business

No new business.

8.0 *In Camera*

MOTION: to go *in camera*.

Halverson / Deal **CARRIED**

8.1 2024-2028 Strategic Plan Review

MOTION: to go *ex camera*.

Guiry / Rothnie **CARRIED**

MOTIONS:

1) **That the Board approve, in principle, the 2024-2028 Strategic Plan including the mandate, vision, goals, outcomes and strategies, as proposed and described in the attached document, and as amended following Board review and discussion at its September 12 meeting, if applicable.**

2) **That the Board approve publication of the draft 2024-2028 Strategic Plan in order to provide for Registrant feedback to the Plan, which will be provided to the Board for review.**

Rodrigues / Crawford **CARRIED**

9.0 Adjournment

MOTION to adjourn. (1:00 p.m.)

Deal / Halverson **CARRIED**