ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

Minutes | AIBC Board

Date/Time:	June 11, 2024 / 11:03 a.m. to 1:00 p.m.
Location:	Videoconference
Presiding:	Laquinte Francis
In Attendance:	Azizi, Deal, Guiry, Halverson (*until 12:15pm*), McLean, Racich, Rodrigues Rothnie, Wilson
Regrets:	Crawford
Guest:	Ian McDonald Architect AIBC, Chair, Nomination Committee (*for item 7.1 only*)
Staff:	Gatensby, Kim, 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 11:03 a.m.

2.0 Acceptance of the Agenda

MOTION: That the Board accepts the agenda with the addition of item 6.1 Board Retreat.

Halverson / Deal **CARRIED**

3.0 Consent Receipt

3.1 Reports: Board Chair, Standing Advisory Groups, CEO & Registrar
- 3.1.1 Board Chair
- 3.1.2 Governance Advisory Group
- 3.1.3 Finance and Audit Advisory Group
- 3.1.4 CEO & Registrar

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

Rodrigues / Azizi **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.

Rodrigues / Racich **CARRIED**

Consent Approval

3.3 Adoption of Electronic Resolutions

Submission 1 - AIBC Bylaw Amendments, including Professional Standards in Schedule A: Code of Ethics and Professional Conduct

Motion: That the Board

a) Approves the AIBC Bylaws as set out in Attachment B; and

b) Authorizes the Registrar or designate to forward the proposed Bylaws with a cover submission to the Office of the Superintendent of Professional Governance for filing with the Minister of Post-Secondary and Future Skills pursuant to section 37 of the *Professional Governance Act*.

Submission 2 – Award of the Michael A. Ernest AIBC Intern Architect Bursary

Motions:

1) That the Board approve the award of the AIBC Intern Bursary in the name of Michael A. Ernest in the amount of $1,000 to [*name included in original Board submission]* Intern Architect AIBC.

2) That the Board approve the award of the AIBC Intern Bursary in the name of Michael A. Ernest in the amount of $1,000 to [*name included in original Board submission]* Intern Architect AIBC.

McLean / Wilson **CARRIED**

3.4 Board Meeting Minutes, April 9, 2024

MOTION: That the Board approve the Board Meeting Minutes of April 9, 2024 as distributed.

Racich / Deal **CARRIED**

4.0 Non-Policy

No items.

5.0 Policy

5.1 Officer Election: Treasurer

In accordance with Rule 5.4 of Schedule F: Board Rules for Board Election, the Chair appointed Lay Board Member Laura Wilson to conduct the voting.

The following nomination was made for Treasurer: Matthew Halverson

No further nominations. **Elected by acclamation.**

5.2 Board Advisory Group Terms of References

Rodrigues indicated that the memberships of three standing advisory groups will be reconstituted as they are one-year terms. The Board is requested to review the terms of reference and advise the Board Vice Chair, by the end of June, which advisory group they may wish to participate on for the 2024/25 Board year.

5.3 Board Policy Amendments

Vernon summarized the policy amendments, which are required in response to the transition to the *Professional Governance Act*. The full policy suite review provides an opportunity to modernize and refine the policy suite, while also reducing redundancy and duplication of the policies themselves, and policy statements that are found in other AIBC regulatory documents, such as the Bylaws and the Code of Ethics.

MOTIONS:

1) **That the Board approve the following new Board Policies as attached, in keeping with Bylaw 2.4:**

   2.1 Governance Model and Board Duties
   2.2 Board Officer Roles
   2.3 Board Member Duties and Responsibilities
   2.4 Board Operations
   2.5 Annual General Meeting and Board Election
   3.1 Personnel and Contract Relations
   3.2 Personal Information Management
   3.3 Financial and Asset Management
   3.4 Information Technology and Electronic Communications Usage
   3.5 Chief Executive Officer Selection, Authority, Monitoring and Reporting
   3.6 Communications and External Relations

2) **That the Registrar be instructed to publish the new Board Policies listed in motion 1), in keeping with Bylaw 2.5.**

3) **That the Board repeal the following Board Policies and protocol, which are superseded with the Board Policies listed in motion 1):**

   1.1 General: Personnel Relations
   1.2 General: Emergency Executive Replacement
   1.3 General: Employee Salary, Benefits and Perquisites
   1.4 General: Contracting Integrity
   1.5 General: Philosophy of Management / Leadership
   1.6 General: Retention, Disclosure, and Publication of Records
   1.7 General: Non-Disclosure/ Confidentiality/Oath
   1.8 General: Information Technology (IT) Usage
   1.10 General: Financial Planning/Budgeting
   1.11 General: Financial Management
   1.12 General: Assets Management
   1.13 General: Reserve Funds
   1.13 Board Correspondence
   1.14 Communications and External Relations: Stakeholder Relations
   1.15 Communications and External Relations: Government Relations
   1.16 Communications and External Relations: Registrant Engagement

1.17 Communications and External Relations: Business Relations
1.18 Communications and External Relations: Media Relations
1.19 Communications and External Relations: Crisis Communications
1.20 Communications and External Relations: Public Outreach and Advocacy
1.21 Communications and External Relations: Electronic Communications Usage
2.1 Governance Model
2.3 Financial Planning/Budgeting
2.4 Special Levies
2.5 Reserve Funds
2.6 Role of the President
2.8 Contracting Integrity
2.9 Board Meetings, Schedule, Consent Agenda
2.10 Council Member Responsibilities and Benefits
2.11 Annual Meeting
2.12 Annual Elections
2.16 Council Member Expenses, Honorarium and Remuneration
2.17 Communications and Engagement: Stakeholder Relations
2.18 Communications and Engagement: Registrant Engagement
2.19 Communications and Engagement: Government Relations
2.20 Communications and Engagement: Media Relations
2.21 Communications and Engagement: Crisis Communications
2.22 Communications and Engagement: Public Outreach & Advocacy
2.26 Role of the Treasurer
3.9 Legislation and Bylaws: Bylaw Amendments Consultation
4.1 Authority and Responsibilities of the Chief Executive Officer
4.3 Monitoring and Chief Executive Officer Performance Review
4.4 Chief Executive Officer Recruitment, Selection, Termination and Compensation
4.5 Communication Reporting - Chief Executive Officer to the Council
Board Protocol 2: In Camera Council Meetings and Disclosure of Council Briefing Materials

4) That the Board repeal the following Board Policies:

1.9 General: Operational Boards/Committees
1.22 Professional Practice: Pro Bono Publico Services
1.23 Professional Practice: Advisory Design Panels
1.27 Professional Practice: Terms of Engagement
1.28 Professional Development: Mandatory Continuing Education
1.29 Professional Development: Sustainability
1.37 Registration and Licensing: Registration of Firms and Certificates of Practice
1.38 Registration and Licensing: Honorary Membership
2.7 Ethical Expectations
2.13 Annual Elections of Officers
2.14 Council Boards/ Committees
2.23 Role of the Council Liaison and the Registrar
2.25 Role of the Registrar in Maintaining the Register
3.2 Professional Practice: Canadian Handbook of Practice
3.3 Professional Practice: Specialist Designations
3.4 Professional Practice: Contractors and Certificates of Practice
3.5 Professional Practice: Building Code Letters of Assurance
3.8 Professional Development: National Continuing Education Framework
3.10 Legislation and Bylaws: Rules and Rulings Notification

Wilson / Racich **CARRIED**

5.4 Conduct Review Committee

Vernon indicated that the Conduct Review Committee is an interim step towards the audit and practice review committee. Recruitment of Lay and Registrant committee members is underway.

MOTIONS: That the Board:

a) approves the establishment of a Conduct Review Committee, and associated Terms of Reference, in accordance with sections 32(3) and 75(6)(f)(ii) of the *Professional Governance Act*; and,

b) instructs the Registrar to publish the Terms of Reference approved in motion (a), in accordance with AIBC Bylaw 3.13.

Racich / Deal **CARRIED**

6.0 New Business

6.1 Board Planning Retreat

The Chair indicated that information regarding the upcoming Board retreat, including an agenda, is forthcoming. The Board is requested to attend the full retreat beginning Thursday and concluding Saturday.

7.0 *In Camera*

MOTION: to go *in camera*.

Racich / Guiry **CARRIED**

7.1 Board Appointment: Nomination Committee Report

Board Member Halverson departed the meeting following discussion of a perceived conflict of interest.

Guest Ian McDonald, Chair of the Nomination Committee was admitted to the meeting. Following discussion, Mr. McDonald departed the meeting.

(See MOTIONS Ex Camera below)

7.2 2024 AGM: Registrant Advisory Resolution

MOTION: to go *ex camera*.

Deal / Rodrigues **CARRIED**

7.1 Board Appointment: Nomination Committee Report

MOTION #1:

That the Board receive the Nomination Committee Report in relation to the Board vacancy, submitted in accordance with Section 6(4)(e) of the *Professional Governance Act General Regulations.*

MOTION #2:

WHEREAS Section 26(4) of the *Professional Governance Act* allows that a vacancy on the Board may be filled by way of a temporary appointment, and WHEREAS the vacancy is effective as of the adjournment of the 2024 Annual General Meeting, on June 4, 2024;

BE IT RESOLVED that the Board appoints Shamus Sachs Architect AIBC as a Registrant Board Member, for a temporary term effective June 11, 2024, and ending at the time of the next election cycle and immediately following the adjournment of the 2026 Annual General Meeting.

Rodrigues / Racich **CARRIED**

8.0 Adjournment

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

Deal / Wilson **CARRIED**