Terms of Reference
Governance Committee

- The AIBC operates under a policy governance model through which council and operational boards and committees are established to assist AIBC council and staff in developing and implementing policies and programs in fulfillment of legislative requirements, council policy and organizational priorities.

- AIBC boards and committees are governed by the Architects Act, institute bylaws, council policies (1.9 and 2.14), the AIBC Council Code of Conduct, and the Volunteer Handbook, as applicable.

Established: 2000

Type: Council: Standing (Policy 2.1)

Chair:
  Appointed by: Council
  Term: 1 year (to May 2020)

Members:
  Appointed by: Council
  Term: 1 year (to May 2020)

Committee Selection Criteria: Elected or Appointed Council Members (current); Council Liaisons

Committee Composition Requirements: President, Vice President (Chair), Immediate Past-President, LG Appointee, and Council Member-at-large
## Committee Members

<table>
<thead>
<tr>
<th></th>
<th>Name</th>
<th>Title</th>
<th>Position</th>
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<tbody>
<tr>
<td>1.</td>
<td>Sean Rodrigues</td>
<td>Architect AIBC</td>
<td>Vice President – Chair</td>
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<td>2.</td>
<td>Ian McDonald</td>
<td>Architect AIBC</td>
<td>President</td>
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<td>3.</td>
<td>Danica Djurkovic</td>
<td>Architect AIBC</td>
<td>Immediate Past-President</td>
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<td>4.</td>
<td>Michelle Rupp</td>
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<td>LG Appointee</td>
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<td>5.</td>
<td>Stuart Rothnie</td>
<td>Architect AIBC</td>
<td>Council Member-at-large</td>
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<td>6.</td>
<td>Marguerite Laquinte Francis</td>
<td>Architect AIBC</td>
<td>Council Member-at-large</td>
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## Staff

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<tr>
<th></th>
<th>Name</th>
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<tbody>
<tr>
<td>1.</td>
<td>Mark Vernon CPA, CA, CPA (IL)</td>
<td>CEO</td>
</tr>
<tr>
<td>2.</td>
<td>Tracy Tough</td>
<td>Manager, Office of the CEO</td>
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### 1.0 Mandate:
- The Governance Committee is mandated to keep the governance of the AIBC effective and current.

### 2.0 Specific Assignments:
- Conduct a continuing review of council’s policies
- Prepare the agenda for council’s meetings
- Gather, review and analyze council members’ comments on council performance and prepare recommendations to council for revisions to policy as required
- Council member evaluation and conduct
- Ensure each committee, task force or other committee formed by council has a terms of reference and annual work plans
- Ensure council members have the necessary experience and competencies to fulfill tasks assigned
- Develop annual committee work plan
• Monitor interim progress of strategic plan outcomes prior to CEO reporting progress to the council semi-annually

• Monitor Entity Risk Register, prior to CEO reporting progress to council semi-annually, thereby ensuring systems and controls are in place sufficient to address any significant risks identified.

3.0 Deliverables:
• Per committee work plan
• Governance Committee report and presentation for Annual Meeting, when appropriate

4.0 Reporting:
• Reporting to Council and Members per sections 5.0 and 6.0 (respectively) of the Guidelines and Procedures for Council Committees, Task Forces and Working Groups

5.0 Liaison with Internal and External Groups/Associations:
• Council
• Finance Committee
• Staff

6.0 Scheduled Meetings:
• When: Approximately ten days prior to each scheduled council meeting
• Place: AIBC offices and/or, video/teleconferencing

7.0 Quorum:
• A quorum for any meeting of the Committee will be the majority of the members of the Committee present in person, and/or by video/teleconferencing.

8.0 Amending the Terms of Reference
• The Terms of Reference may be revised by the Council upon the recommendation of the Committee or CEO or upon a change of members.