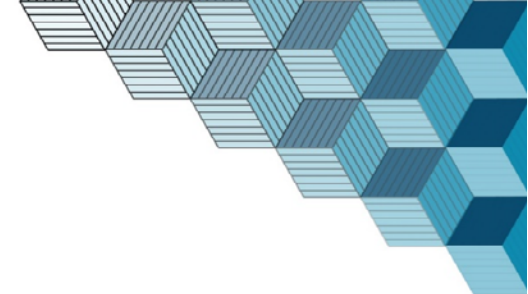


Bylaw Amendments Fall 2020



Proposed amendments to the AAA bylaws fall into the following categories

1. Housekeeping – simple, largely administrative items that we want to address while we have an opportunity
2. Nominations – simplification of the two-tier process
3. Council election procedures – an update to reflect current practices
4. Governance – structural governance matters
5. Membership – elimination of a use of a post nominal
6. Professional Liability Insurance – adding the requirement for insurance

HOUSEKEEPING

In the document minor changes are suggested to tidy up elements for more efficient and effective administration. These items do not reflect any significant change in policies.

Type of Amendment	Change being made	Rationale	Reference in new draft
Past president breaking a tie vote	Edit role of scrutineers to include “Any” Past President who remains a voting member.	<p>The current bylaws suggest only the most recent Past President shall cast a vote to break the tie. However, the requirement for scrutineers does not mandate that the most recent Past President be included in the contingent of scrutineers. It is more efficient if the reference is changed to “any” past president. It is possible that the most recent Past President is serving as a scrutineer but would not absolutely have to be this person.</p> <p>If the most recent Past President is not immediately available, then there could be a significant problem. Better to simplify this to Any past president.</p> <p>Further, if the role of Past President is to be eliminated as one of the governance changes, then there will be no Immediate Past President available.</p>	3.11

HOUSEKEEPING (cont'd)

Type of Amendment	Change being made	Rationale	Reference in new draft
Update EVDS to SAPL	Update the reference to the architecture program at the University of Calgary from Faculty of Environmental Design to School of Architecture, Landscape and Planning	The name of the U of C program has changed. This change reflects this.	4.2(1)
Clarify ex-officio Council representative	Add an Intern Interior Design Member to Council as ex-officio	Current bylaws refer to a single intern representative on council as ex-officio. In practice, we have interpreted this to mean one IA and one IID. We have welcomed two intern reps for several years. While the bylaws are being amended we decided to fix this issue to reflect current practice.	4.2 (5) and (6)

NOMINATIONS

Nominations process	<p>Change the two-step nomination process to one deadline that is simpler and more equitable for all candidates.</p> <p>There shall be a single deadline for members to submit their names. Council will have one month to review the names for basic eligibility (member in good standing, no outstanding discipline matters) before announcing the slate of candidates to the membership.</p>	<p>The two-step nomination process has not been effective. Currently the first candidates to express interest can self-nominate themselves (90 days prior to AGM). Subsequent candidates (60 days prior to AGM) are required to find four members to sign a nomination form on their behalf.</p> <p>This has created an artificial two-tier system that appears to serve no real purpose. Late candidates almost never come forward but if they do, it seems unfair that they have to face a bigger hurdle to get their name on the ballot than those who were able to self-declare their desire to stand for Council. A simpler, more democratic process is warranted.</p>	3.2
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COUNCIL ELECTION PROCEDURES

Council election procedures	Remove outdated references to paper ballots.	The AAA has been exclusively using electronic (online) voting for the past several years. The references in the bylaws to paper voting procedures are no longer relevant and should be removed to avoid confusion.	3.7 – 3.13
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GOVERNANCE

In 2019 a Governance Model Renewal Task Force was established by the Council to make recommendations about the future governance model practices, structures and processes of the AAA.

The goal was to ensure that leading governance practices were incorporated into the AAA to support Council in its desire to become a strategy-focused, high performance governing body.

There is a desire to adopt a new committee model that supports the redefined role and responsibilities of Council.

It was recommended that a change in the bylaws be made to create an officer and committee chair structure that ensures all positions support the work of Council and allow for succession planning.

Further, there should be an alignment of Council's size and composition to ensure that Council can perform its strategic and regulatory roles and functions.

Type of Amendment	Change being made	Rationale	Reference in new draft
Nominating Committee	<p>Eliminate the nominating committee.</p> <p>All references to "Nominating Committee" changed to "Council".</p> <p>Delegate authority for the recruitment and nominating process to Council itself.</p> <p>All references to Nominating Committee changed to Council.</p>	<p>Council, under authority of existing section 5.4(2), has the right to appoint committees as they consider necessary. Under this authority, in 2020 they established a Governance Committee to support the work of the Council. One of the tasks of this committee will be to develop a nominating process that engages membership for the purposes of recruiting candidates with the knowledge, skills and abilities required to perform Council's role.</p> <p>This committee need not be included in the bylaws. Leaving the specific terms of reference for this committee out of the bylaws allows for future adaptation of this committee as required to meet the stated goals, without making bylaw changes each time. It is onerous to change bylaws each time.</p>	<p>3.2(1) – Nominations process</p> <p>3.5 – Late nominations [just changing name of committee to Council]</p>
Composition of Council	<p>Increase number of voting Council members.</p> <p>Registered Architects increase by 2.</p> <p>[Current legislation does not allow for the addition of more voting LIDs.]</p>	<p>Adding two more Registered Architects, will trigger a requirement under the <i>Architects Act</i> section 8(1)(b) for an appointment of a second public member. This aligns the AAA with other regulatory bodies in Alberta who have public protection as their mandate.</p> <p>Increasing the number of voting Council members opens up opportunity for additional representation of the membership.</p> <p>These three additional voting members will enhance the ability of Council to exercise their responsibility to hear discipline</p>	<p>4.1(1)</p>

GOVERNANCE (cont'd)

Type of Amendment	Change being made	Rationale	Reference in new draft
Composition of Council (cont'd)		appeal matters as is their duty. Currently there is a requirement under legislation for 6 Council members to attend an appeal hearing. Coordinating schedules and respecting potential conflicts of interest has been problematic, leading to delays in the process. This is not favorable to the investigated member.	
	The task force recommended removal of the positions of Vice President and Past President	<p>The term of President is currently very short (just 1 year). The leadership of the AAA is not well-served by such a short amount of time to become familiar with the requirements of the position and be able to effectively fulfill the role.</p> <p>The role of Past President has been largely symbolic, while the role of the Vice President has not been well defined.</p> <p>The position of VP and Past President are removed from the list of officers in the election of officers under section 4.6 in 2021.</p> <p>See below for changes to length of office.</p>	4.4
	Election of Officers and Chair appointments	<p>This is consistent with the change to section 4.1(1) to eliminate the position of Vice President in the election of officers under section 4.6 in 2021.</p> <ul style="list-style-type: none"> • Eliminate VP title and appointment • Eliminate Past President title and appointment • Include President appointment 	4.6
Length of Office	<ul style="list-style-type: none"> • Remove Vice President Reference • Remove Past President Reference • Edit President Term length 	<p>This is consistent with the change to section 4.1(1) to eliminate the position of Vice President in the election of officers under section 4.6 in 2021.</p> <p>To support continuity, the President term will be 1 year, renewable 2 times (up to 3 years total).</p> <p>Following the current Vice President's term as President in 2021-2022, the President will be elected from within Council. This position will be reviewed each year and the individual may be re-elected, up to a maximum of 3 years.</p>	4.7(1)

GOVERNANCE (cont'd)

Type of Amendment	Change being made	Rationale	Reference in new draft
Other Representatives	Include an academic ex officio member from Athabasca University RAIC Centre for Architecture on Council.	The AAA recognizes this educational institution, based in Alberta as key educational stakeholders in the province, contributing to the education and development of architects. The AAA wishes to acknowledge the value they bring to the province and to include them as equal ex officio members with the University of Calgary and Mount Royal University.	4.2(4)
	Remove student representatives from Council	<p>The Governance Model Renewal Task Force concluded that obtaining student perspective is not best achieved by individual student representation at Council.</p> <p>As a result, it has been decided that the (ex officio) student representative positions be removed and be replaced by a broader member and stakeholder engagement strategy/process. We will work with the universities to identify opportunities for meaningful student engagement.</p> <p>The removal of two student representatives will make space in the budget for the addition of two additional voting members.</p>	4.2
Temporary absences	Remove Vice President reference	<p>This is consistent with the change to section 4.1(1) to eliminate the position of Vice President in the election of officers under section 4.6 in 2021.</p> <p>Allow Council to appoint another member of Council to serve in the place of the President.</p>	4.8
Vacancies on Council	Remove Vice President reference	<p>This is consistent with the change to section 4.1(1) to eliminate the position of Vice President in the election of officers under section 4.6 in 2021.</p> <p>Council shall elect from amongst themselves a person to act as President if President is not able to retain office for any reason.</p>	4.9(1)

GOVERNANCE (cont'd)

Type of Amendment	Change being made	Rationale	Reference in new draft
Duties of Officers	Remove Vice President reference	This is consistent with the change to section 4.1(1) to eliminate the position of Vice President in the election of officers under section 4.6 in 2021.	4.14(1)
Executive Committee	Remove Executive Committee	<p>In modern governance models, Executive Committees are rarely recommended.</p> <p>AAA has established two new committees of Council to focus on specific work:</p> <ul style="list-style-type: none"> • Finance, Audit & Risk Management Committee • Governance and Human Resources <p>The task force recommends that the Executive Committee be eliminated, and its responsibilities be redistributed to the Finance Committee, Governance Committee or Council as a whole.</p> <p>These two new committees offer opportunity for more active engagement by Council members than either the Executive committee or the VP position alone.</p>	5.3(1)

MEMBERSHIP

Student Members	Eliminate the post-nominal AAA in the permitted Student Member title	The reason for this is to avoid any perception by the public that the individual is a professional entitled to practice.	7.8(1)
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PROFESSIONAL LIABILITY INSURANCE

Adding a requirement for professional liability insurance in the bylaws is in keeping with the vote on guiding principles for legislation by AAA members in 2014 for liability insurance to be a requirement for all authorized entities. At that time, the members voted overwhelmingly in favor of making insurance mandatory for firms actively practicing architecture.

It is the intent to embed this requirement in updated legislation, however we do not have a timeline for updates to the *Architects Act* or General Regulation.

Type of Amendment	Change being made	Rationale	Reference in new draft
Professional Liability Insurance	<p>Add requirement for firms to carry professional liability insurance.</p> <p>Authorize Council to specify the amounts and process.</p> <p>Intent is for the requirement to be coverage of a minimum of \$250,000 per claim with \$500,000 aggregate.</p>	<p>Although it is an unwritten expectation and a demand of most major clients that firms regulated by the AAA carry professional liability insurance, the AAA Council is aware that some of our member firms do not carry such insurance.</p> <p>In the view of the AAA Council this is an unacceptable risk to the public.</p> <p>Alberta is the only remaining province that does not require that its member firms carry liability insurance. It has become a national standard and Alberta does not measure up.</p>	<p>16 (1) and 16 (2)</p>