

<b>Committee Name:</b>	Alberta Association of Architects (AAA) Council	<b>Type:</b>	Governing Body
<b>President:</b>	Appointed by AAA Council	<b>Vice President:</b>	Appointed by AAA Council
<b>Responsible to:</b>	Government of Alberta as per the Architects Act		
<b>Administration Support:</b>	Executive Director		
<b>Authority and Purpose:</b>	Authority for Council comes from the <i>Architects Act</i> and <i>General Regulation</i> , as well as the AAA Bylaws.  The Council shall manage and conduct the business and affairs of the AAA and exercise the powers of the AAA in the name of and on behalf of the AAA.		
<b>Composition:</b>	AAA Registered Members; minimum of 9 members		
<b>Term of Office:</b>	2-year terms; maximum of 6 consecutive years		

## SPECIFIC AREAS OF RESPONSIBILITY

<b>Mandate:</b>	The mandate of the Council is to be the governing body to regulate the professions of Architecture and Licensed Interior Design under the Architects Act.
<b>Deliverables:</b>	The AAA Council responsibilities are set out in the <i>Architects Act</i> and the <i>General Regulation</i> as well as AAA Bylaws.  The AAA Council Terms of Reference further sets expectations and governance principles for the Council as a whole, and for individual councillors.
<b>Meetings, Timeframes and Deadlines:</b>	AAA Council meets a minimum of six (6) times per year as per the AAA Bylaws.
<b>Proposed Approval / Review Date:</b>	Annually in January Last reviewed and approved by Council January 17, 2019.

## PURPOSE

The purpose of this terms of reference is to outline the expectations and duties of the AAA Council and of its individual councillors.

## 1.0 STATEMENT OF GOVERNANCE PRINCIPLES

The AAA Council has a duty to:

### 1.1 Set Direction

- Provide the association with strategic vision and value through:
  - Providing insight, advice, and support to the Executive Director and management team
  - Conducting useful two-way discussions with the Executive Director about key decisions facing the AAA
  - Recognizing its ultimate responsibility to:
    - Regulate the professions of Registered Architects and Licensed Interior Designers; and
    - Oversee the Executive Director and the AAA's performance; guides and judges the Executive Director.
  - Prioritizing environmental scanning and staying on the pulse of trends and factors relevant to the AAA
  - Seeking sufficient industry and financial expertise to add value to decisions
  - Taking time to define the roles and behaviours required by Council and the boundaries of the Executive Director and Council responsibilities
  - Questioning the organization's thoughts and actions in the context of a predicted future state
  - Managing risk through a systematic approach
  - Adopting and embracing a culture and commitment to continued governance improvement
  - Setting and regularly reviewing the organization's vision, mission and values; and
  - Continually monitoring and measuring the organization's strategic progress and success.
- Set and regularly review the association's vision, mission, and values.
- Delegate authority to the Chief Staff Officer (Executive Director) for the leadership and day-to-day management of the association.

### 1.2 Meet Regulatory Obligations

- Ensure the regulatory responsibilities and obligations of the association established by the *Architects Act*, *General Regulation* and *Bylaws* are being carried out.
- Approve and monitor policies that are intended to require and support compliance with the laws, regulations, agreements, policies and procedures by which the association is bound.

### 1.3 Make Certain the Necessary Resources are Available

- Give balanced consideration to the needs and interests of all stakeholders.
- Check to see that the association's priorities are adequately reflected in the annual budget.
- Develop policies concerning the management of the association's funds.
- Strive to have a Council whose composition reflects the strategic needs of the organization.

### 1.4 Provide Accountability through Oversight

- Contract with an outside auditor for the annual audit.
- Develop a risk management policy and plan.
- Regularly monitor and evaluate the organization's programs.
- Provide the Executive Director with regular performance reviews.

### 1.5 Conduct Effective Council Operations

- Govern and communicate with transparency, accountability, and integrity toward all stakeholders.
- Make certain the Council has access to the information and knowledge required to provide informed and relevant leadership.
- Speak with one voice once a decision has been made.

## 2.0 EXPECTATIONS OF THE COUNCIL

### 2.1 Manage the Business and Affairs of the Organization

The Council is:

- Committed to ensuring that the organization is viable and continually strives to demonstrate its values and mission to its members, stakeholders, and the wider community.
- Responsible to oversee the affairs and performance of the Association.

### 2.2 Manage Council and the Council Committees

The Council is responsible for maintaining, implementing and achieving good governance practices that include:

- The adoption of an engaged governance model that prioritizes Council's strategic role and aligns the organization's structure, process, competency, leadership style and culture with its governance aims.
- A process to evaluate the performance of the Council, committees and individual councillors in fulfilling their responsibilities.
- A process for the new councillor orientation and ongoing Council development.
- A periodic review of the composition of the Council.
- Appointment of the Council President.
- The adoption of a governing style that strives to make good decisions in an environment that celebrates diversity and welcomes a variety of points of view.

#### 2.2.1 Council Membership Criteria

Beyond the specific criteria outlined in the AAA Bylaws, the Council actively engages in succession planning, recruiting Council members aligned with the desired Council competency matrix

#### 2.2.2 Council President, Past President, Vice President and Treasurer

As per the AAA Bylaws, Council shall meet as soon as reasonably possible after the annual general meeting to attend to the business of election of officers and chair appointments.

- The Council shall elect the chair of the Governance & Human Resources Committee.
- The Council shall elect a treasurer from existing Council members who will be responsible for the oversight and integrity of the organization's financial reporting systems, as well as the proper maintenance of the nonfinancial records of the organization. The treasurer is the chair of the Finance, Audit & Risk Management Committee.

#### 2.2.3 Chair Appointments

The Council shall make appointments from time to time as per the governing legislation including the positions of Registrar, Chair of Registration Committee, and Chair of Reinstatement Committee.

#### 2.2.4 Council Meetings

- As per the AAA Bylaws, the Council must meet at least six (6) times per year on such dates and at such times and places as it decides. The President may call a meeting of the Council at any time.
- Notice of date, time and place of the Council meetings shall be given by the Executive Director to each member of the Council at least 24 hours before the meeting.
- The Council President and the Executive Director should establish the agenda for Council meetings; each Council member is free to suggest items for the agenda.
- The AAA administration will distribute sufficiently in advance of Council meetings written materials to permit meaningful review and preparation by councillors.
- Should the Council wish to consider any matters in-camera, management, any guests, and ex-officio members will be excused and following the meeting, the Council President will inform the Executive Director of any action items and/or decisions made by the Council during that in-camera session.

#### 2.2.5 Assessing Council Performance

The Council and committees will conduct an annual self-evaluation to determine whether it, its members, and its committees are functioning effectively.

## **2.2.6 Access to Staff and Contractors**

- Council members have complete and open access to the Executive Director for consultation.
- Council recognizes the importance of management in strategic discussions and seeks two-way discussions about key decisions facing the organization.
- Direction on work priorities is to come only from the Council President.
- Unless otherwise specified, Council member access to other staff or contractors shall be through the Executive Director.

## **2.2.7 Public Communications**

The Council believes that, in general, management should speak for the association and that the Council President should speak for the Council.

## **2.2.8 Professional Advisors**

As part of the Council's independence, it has the authority to hire independent legal, financial, or other advisors at the expense of the organization. Any such retainer should be made upon consultation with the Council President and shall be reported to the Council at its next meeting.

## **2.3 Establish and Monitor the AAA Strategic Plan**

The Council is expected to see that the association develops and implements a long-term vision and strategic plan that is consistent with the regulatory obligations, values and mission of the organization.

The Council will participate with management in the association's strategic planning process including:

- Providing input to management on emerging trends and issues within the community and the association.
- Ensuring that the association develops a strategic plan.
- Reviewing and approving the strategic plan.
- Overseeing management's implementation of the strategic plan.
- Evaluating the association's performance against the strategic plan.
- Monitor the association's progress toward its goals and through management, revise and alter the organization's direction, in light of changing circumstances.

## **2.4 Human Resources Management**

The Council has responsibility for:

- The appointment, termination, and succession of the Executive Director; and all terms associated with this position.
- Both monitoring position performance of and providing counsel to the Executive Director in the execution of his/her duties.
- Ensuring that succession planning programs are in place for senior management, including programs to train and develop members of the management team.
- Being aware of matters relating to all the organization's employees, including:
  - The compensation policy/program for employees.
  - Material new benefit programs or material changes to existing programs.
  - Material benefits granted to retiring employees outside of benefits received under approved pension and other benefit programs.

## **2.5 Risk Management**

The Council is expected to:

- Monitor the association's performance against the strategic, operating and capital plans and financial budgets, including assessing operating results to evaluate management performance and whether the association is meeting its objectives.
- Receive, at least annually, reports from management on matters relating to proper financial accounting, reporting and disclosure, insurance of assets, directors and officers' liability insurance, and employee health and safety.

- Assess and monitor management control systems by evaluating and assessing the information provided by management and others.

## 2.6 Financial Accountability

The Council is expected to:

- Review and approve the association's financial objectives, plans, and actions including significant capital allocations and expenditures.
- Approve annual and longer-term capital and operating budgets to meet the goals established in the strategic plan.
- Require the engagement, at all times, of an independent, external auditor.
- Review management's variance reports from approved program and budget plan focusing on year end results of the association.
- Monitor operational and financial results.
- Approve the annual audited financial statements and all other financial statements that are to be published by the association for general distribution.
- Review key issues regarding material corporate insurance policies.
- Review the commencement and progress of any litigation that is expected to have a material impact on the association.

## 3.0 COUNCIL EXPECTATIONS OF THE EXECUTIVE DIRECTOR

The Council appoints the Executive Director and delegates authority to the Executive Director to enable him/her to meet the primary responsibility of providing leadership to the organization.

The Executive Director is accountable to Council, and any of his or her management group is expected to:

- Formulate strategies and plans for the organization's business and to present them to the Council for approval. Once approved, these become the goals and objectives of the association.
- Build and maintain an administrative structure for the association that will enable it to fulfill its mission.
- Honestly and candidly keep the Council fully informed as to the association's progress and of any material deviations from the goals, objectives, or policies established or approved by the Council.
- Act honestly and in good faith with a view to the best interests of the association while exercising the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- Continually evaluate the performance of management with respect to these goals and objectives.

## 4.0 EXPECTATIONS OF INDIVIDUAL MEMBERS OF THE COUNCIL

As a member of the Council, each councillor will:

- **Understand the organization's strategic goals and plans.**
- **Display high ethical standards and integrity** in personal and professional dealings and be willing to act upon and remain accountable for Council room decisions. Strictly respect confidentiality concerning matters of a confidential or otherwise sensitive nature brought to the councillor's attention as a result of his or her roles and responsibilities as a councillor.
- **Display a willingness to learn.** Possesses a sincere desire to develop Council competencies and enhance one's knowledge of a broad range of issues. Aim to develop the depth of knowledge to understand and question the assumptions upon which the strategic plans of the association are based and form an independent judgment on such plans. Participate in councillor orientation and development programs presented by the association.
- **Be available.** Demonstrate a willingness and availability for individual consultation with the Council President, Executive Director, or other councillors.
- **Provide informed and thoughtful counsel.** Bring valuable perspective and expertise to the Council and management on a broad range of issues. When possible, advise the Executive Director or Council President in advance of introducing significant and previously unknown information at a Council meeting. Be available as a resource to management and the Council.

- **If unable to attend a meeting**, be responsible for reading the Council package and notifying the Council President of any relevant issues or concerns.
- **Arrive prepared.** Read the agenda and related background documents before arriving at the meeting. Take individual initiative to obtain additional information if necessary, for decision making.
- **Attend meetings.** Maintain a good attendance record for Council and committee meetings. Arrive on time for meetings and stay until the scheduled conclusion. As per the AAA Bylaws, if an elected member of the Council fails to attend three (3) consecutive meetings of the Council, that individual becomes disqualified as a member of the Council and a vacancy on the Council is created, unless the Council otherwise directs.
- **Actively participate in meetings.** Refrain from engaging in side conversations and conducting other business during the meeting. Both actively ask questions and listen to others while positively contributing to the meetings.
- **Honor commitments.** Perform the work they committed themselves to do between meetings.
- **Comply with policy and/or job descriptions.** Become knowledgeable of the association's bylaws, policy, job descriptions and committee mandates and demand compliance with same.
- **Be an ambassador.** Be a positive ambassador of the association to the community at large.

## 5.0 GENERAL COUNCIL MATTERS

### 5.1 Code of Conduct

Every Council member must subscribe to the Code of Conduct prescribed by resolution of the Council for the purpose of confirming the intention of the Council, and assuring its membership of the Council's commitment, and to the integrity and honesty of Council members.

### 5.2 Confidentiality

Councillors and Council committees shall abide by the association's Confidentiality Policy.

### 5.3 Conflict of Interest

Councillors and Council committees shall abide by the association's Conflict of Interest Policy.

## 6.0 COUNCIL COMMITTEE MATTERS

The Council may, from time to time, establish or maintain any committees it determines necessary to provide more detailed review and oversight of important areas of responsibility including:

- Appointment of Chairs of Practice Review Board, Registration Committee, Joint Board of Practice, and other Committees.
- Advisory bodies.

### 6.1 Committee Terms of Reference

Each committee shall have its own terms of reference, established by the Council. The terms of reference will set forth the purposes, goals and responsibilities of the committees.

### 6.2 Committee Meetings

The chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's terms of reference. Any Councillor shall be welcome to attend any Council committee meeting as an observer.

## **6.3 Individual Councillor expectations**

- Each councillor is expected to be willing to participate on at least one committee and to become knowledgeable about the duties, purpose, and goals of each committee served.
- Understand the process of committee work and the role of management and staff supporting the committee.

Adopted by the Alberta Association of Architects Council, effective March 21, 2018.

Reviewed and approved by Council: January 23, 2020

### **Sources:**

- CSAE. Council Governance Classics. Canadian Society of Association Executives, Toronto: undated
- Gill, Mel D. Governing for Results. Trafford Publishing, Victoria: 2005
- Kelly, Hugh M. Duties and Responsibilities of Directors of Not-For-Profit Organizations. Toronto: Canadian Society of Association Executives, 2004
- Wood Edwards, Linda. Exceptional Council Members, Exceptional Councils of Not-For-Profit Organizations. Toronto: Canadian Society of Association Executives, 2008