



**ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA**

## Board Policy

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<b>POLICY CATEGORY:</b>	<b>2.0 Board Operations</b>
<b>POLICY FOCUS:</b>	<b>2.1 Governance Model and Board Duties</b>
<b>DATE OF POLICY:</b>	<b>June 2024</b>

### Preamble

**2.1.1** The Board of the AIBC is the elected and appointed group responsible for leading and guiding the Institute in the fulfillment of its public interest mandate. The Board is comprised of seven elected Registrant Board Members, four government-appointed Lay Board Members, and a non-voting position for the Immediate Past Board Chair.

**2.1.2** The AIBC governance framework is empowered and informed by:

- *Professional Governance Act (PGA)*
  - *PGA Architects Regulation*
  - *PGA General Regulation*
- AIBC Bylaws including Schedules
  - Code and Ethics and Professional Conduct
  - Board Code of Conduct
  - Bylaw 2.4: The Board may establish Board Policy and procedures to guide the Policy Governance of the AIBC.
- Board Policy
- 5-Year Strategic Plan

**2.1.3** References to defined terms in AIBC Bylaws in this and other Board Policies include:

- “Board Policy” means Board-approved policy in relation to the operations of the Board, limitations the Board places on the CEO performance, and the relationship between the Board and the CEO.
- “Policy Governance” means the AIBC’s governance model focusing the Board on leadership, regulatory direction and good policy governance rather than operational matters.

### Policy Statement

**2.1.4** Board focus is on providing leadership, regulatory direction, and good Policy Governance in compliance with legislation, AIBC Bylaws and its own policies. Consequently, the Board is principally concerned with ensuring that it is governing effectively and in the best interests of the public by leading and guiding the organization toward achieving a vision and organizational outcomes that

fulfill the mandate of the organization rather than management/operational matters.

Accordingly, the Board will:

- 2.1.5** Direct its energies to addressing public interest issues through regular development of organizational outcomes and guide organizational thinking and behaviour through the provision of clearly stated vision, values and strategic goals.
- 2.1.6** Instill a culture that will ensure governing with excellence. This includes the application of discipline for the Board and its members, reviewing all Board decisions and policies regularly to ensure they satisfy the criteria for protecting the public, making decisions as a whole according to rules of order and in keeping with Bylaws including Administrative Guidelines, being solely responsible for its performance and regularly monitoring and reviewing its own process and performance, planning for the succession and diversity of the Board, and ensuring that Board Members have the appropriate competencies for fulfilling their roles and responsibilities.
- 2.1.7** Be accountable to the public, Registrants, and appropriate legal bodies for its performance. Ensure that this obligation is neither usurped nor hindered by the Board as a whole, or by any individual Board Member. Represent the best interests of the public and not represent or vote for the interests of one particular constituency or community.
- 2.1.8** Establish Board standing advisory groups including Governance Advisory Group, Finance and Audit Advisory Group, Human Resources Advisory Group, and Equity, Diversity and Inclusion Advisory Group with associated terms of reference.
- 2.1.9** Carry out the following specific duties as and when required:
- Hire the Chief Executive Officer and conduct annual performance review;
  - Make, amend, or repeal Bylaws, including the Code of Ethics and Professional Conduct;
  - Establish, approve, and monitor budgets and fees, ensuring the financial health of the Institute;
  - Appoint Committee members;
  - Monitor and provide oversight of organizational priorities including risk identification and mitigation, progress on strategic priorities, statutory compliance, and regulatory and organizational effectiveness.
  - In conjunction with the Chief Executive Officer, develop and monitor Board Policies. Review Board Policies on a three-year cycle and, where warranted, policies will be modified, deleted or revised.

**Note:** Board, and individual Board Members, have obligations; roles and responsibilities; and limitations provided/imposed by (in order of priority, and all of higher authority than these policies) the *Professional Governance Act* including the Oath of Office, and AIBC Bylaws including Schedules.

#### Revision and Approval Log

June 11, 2024	Approved by AIBC Board