



ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

Board Policy

POLICY CATEGORY:	2.0 Board Governance and Operations
POLICY FOCUS:	2.2 Board Officer Roles
DATE OF POLICY:	June 2024

Policy Statement

- 2.2.1** The Board Chair's primary roles are to safeguard the integrity of the Board process and to represent the Board.
- 2.2.2** The Board Vice Chair's primary role is to exercise the powers and perform the duties of Board Chair if the Board Chair is absent, unable, or unwilling to act.
- 2.2.3** Following the Board officer election in accordance with Bylaws and Board Rules for Board Elections the Board Chair and Board Vice Chair terms are two years as set out in Bylaw.
- 2.2.4** The Board Chair is recognized for the additional duties assigned to them in carrying out the role by way of an honorarium. In exercising the duties of the Board Chair, the Board Chair will be provided with an annual honorarium of \$20,000 (to be indexed for annual cost of living).
- 2.2.5** The Treasurer's primary role is to ensure that policy and procedures are in place for the ongoing overview of all aspects of the AIBC financial position and long-term financial strategies to ensure the Institute's financial health.
- 2.2.6** Following the Board officer election in accordance with Bylaws and Board Rules for Board Elections, the elected Treasurer will serve a one-year term. A Treasurer may not serve for more than three consecutive years.

Accordingly, the Board Chair:

- 2.2.7** Will take all necessary steps to ensure that the Board operates in compliance with legislation and Bylaws, as well as within its approach to governance and to the rules/policies it established.
- 2.2.8** Will take all necessary steps to ensure that the agenda and content of Board meetings are concerned only with those matters that clearly fall within the purview of the Board or are otherwise appropriate for Board consideration and review.
- 2.2.9** Will take all necessary steps to ensure that the agreed upon rules for conducting Board meetings are followed, unless agreement has been reached to use different procedures.
- 2.2.10** Is only authorized to make decisions on behalf of the Board that are consistent with Board Policies on its governance process and on the Board-Chief Executive Officer relationship.

- 2.2.11** Presides over all Board and General Meetings of the AIBC with all of the usual powers of that position (i.e., ruling, recognizing speakers, and maintaining order).
- 2.2.12** Chairs the Human Resources Advisory Group.
- 2.2.13** Has no authority to make decisions beyond policies created by the Board.
- 2.2.14** Has no authority to supervise or direct the Chief Executive Officer (CEO), as this is the responsibility of the Board as a whole.
- 2.2.15** Acts as the CEO's primary contact for the Board and Institute related matters.
- 2.2.16** Is the designated spokesperson for the Board. They may designate others to do so as required.
- 2.2.17** Is responsible for coordinating and directing the work of the Board.
- 2.2.18** Ensures the Vice Chair is appropriately briefed on significant issues and able to assume the role of Board Chair if required.
- 2.2.19** Provides feedback for Lay Board Members to the provincial Crown Agency and Board Resourcing Office (CABRO) on request.
- 2.2.20** Can act as signing officer for organization-issued cheques.

Accordingly, the Board Vice Chair will:

- 2.2.21** Exercise the power and perform the duties of the Board Chair if the Board Chair is absent or unable to act.
- 2.2.22** Chair the Governance Advisory Group and ensure that the mandate and specific assignments identified in the terms of reference are carried out.
- 2.2.23** The Vice Chair assists the Board Chair in providing leadership and guidance to other Board Members.
- 2.2.24** Can act as signing officer for organization-issued cheques.

Accordingly, the Treasurer:

- 2.2.25** Will be the primary Board signatory on organization-issued cheques.
- 2.2.26** Will, in accordance with financial management and related Bylaws, submit a copy of the duly audited financial statements by the Auditors of the Institute to the Board prior to each Annual General Meeting.
- 2.2.27** Will deliver a report on the financial health of the AIBC at each Annual General Meeting.
- 2.2.28** Will chair the Finance and Audit Advisory Group and ensure that the mandate and specific assignments identified in the terms of reference are carried out.
- 2.2.29** Has no authority to make financial decisions beyond policies created by the Board.

2.2.30 Will review and may approve Board members' expenses (subject to policy 2.4). The Treasurer will ensure they conform to Board Policy 2.4 statements in order to approve them.

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