



Board Policy

POLICY CATEGORY:	2.0 Board Governance and Operations
POLICY FOCUS:	2.4 Board Operations
DATE OF POLICY:	June 2024

Board Meetings

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- 2.4.1** Board meetings must be properly planned and conducted in compliance with legislation, AIBC Bylaws including Board Rules for Board Meetings, and be appropriately accessible and minuted.
- 2.4.2** In keeping with the fiduciary duty expectations of every Board Member, the Board will establish Board Rules for its own behaviour and for management of its own meetings. These Board Rules will include provisions establishing behavioral expectations of Board Members as the elected or appointed representatives governing the affairs of the Institute.
- 2.4.3** Further to the *in camera* meetings section of Bylaw Schedule E: Board Rules for Board Meetings, and in accordance with general democratic principles and with the Board's own established governance policy, *in camera* meetings or portion of meetings are exceptional, used only for consideration of:
- regulatory matters (e.g. admission or discipline) relating to named individuals or entities;
 - performance review of the Chief Executive Officer (Board's sole employee);
 - real estate opportunities and dealings; and
 - legal matters.
- 2.4.4** Staff who attend regular meetings should attend *in camera* meetings other than those *in camera* meetings dealing with performance review and compensation of the Chief Executive Officer, or where the privacy concerns of a named individual or business matter would dictate otherwise.

Disclosure of Board Briefing Materials

- 2.4.5** Generally speaking, Board policy and governance theory/practice (as well as democratic principles) call for governing Boards to make decisions openly. Accordingly, as the AIBC is a regulator in the public interest, access to its meetings and pertinent materials should be as public as possible.
- 2.4.6** Balancing that public interest in openness and access to information are public interest considerations relating to persons' protection of privacy and the ability for governing bodies to make informed decisions on policy matters without fear or favour and with the ability to consider all possible (if not probable) options – whether politically palatable or not. The British Columbia

Freedom of Information and Protection of Privacy Act (FIPPA) attempts to strike a balance in which, among other things:

- Third-party privacy rights/expectations should be respected. FIPPA recognizes the fact that, when third parties (whether registrants, stakeholders, or members of the public) correspond with the Board for any of number of reasons, they will often do so in expectation that the matters they raise or the information or advice they provide, be handled in confidence. These expectations are reasonable and at times necessary if the Board is to regulate effectively in the public interest.
- Personal privacy rights/expectations should be respected. While much attention and focus is placed on the fact that FIPPA deals with freedom of information and access to information, it is important to note that the legislation also deals with and codifies privacy as an important interest that must be protected. Again, a balance of access to information and protection of privacy must be struck.
- Policy advice given to governing bodies is not subject to disclosure, at least until after the relevant final decision has been made, in order to enable a full range of advice to be considered. This means that those who are called upon to give policy advice to the Board, and the Board itself in considering policy options, must be free to raise a host of possible options without fear that in so doing, they will offend or be influenced by one or more constituent or interest groups. Also, those advising the Board must be free to provide unvarnished analysis and advice – giving the Board the best possible information on which to make decisions.

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2.4.7 In practical terms, the following types of information contained in Board briefing materials are therefore not subject to publication.

- Information relating to the regulation (admission or discipline) of named individuals or entities. This would include, for example, anything relating to investigations of conduct matters or prosecution of illegal practice matters until such time as a Citation (conduct matters) or court action (illegal practice) is made.
- Reports and/or recommendations received by the Board from/relating to third parties who have a reasonable expectation of privacy. This category is relatively broad. It can include letters to the Board from government (political or line agencies), allied professional bodies, Registrants or members of the public providing advice/perspective on, or raising policy or regulatory issues with the Board. Whether the person initiated the communication with an expectation of privacy is a judgement call based on the content and context of the communication. In situations where there is doubt, and as a matter of good practice, communication with the originator to discuss possible publication should be undertaken before a decision to publish is made.
- Policy advice given to/received by the Board from AIBC committees, task forces, working groups or like groups.

- 2.4.8** Board briefing packages can be divided into confidential and publishable parts using the principles contained in this policy as a guide.

Board Member Orientation and Knowledge Development

- 2.4.9** In accordance with Board policy 2.1 Governance Model, ongoing learning and training of the Board is essential for the AIBC to meet its public protection mandate and reach strategic goals.
- 2.4.10** The AIBC is committed to directly enhancing skills and knowledge training of Board Members to ensure they are well-equipped to fulfill their governance role.

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- 2.4.11** An orientation and knowledge development program includes a combination of mandatory and elective programming. The majority of the orientation program is mandatory, while Board Member participation in the knowledge development program is encouraged and supported.
- 2.4.12** Board Members' knowledge development is integrated into the annual Board Member assessment process undertaken in the spring each year, whereby competency and knowledge gaps, along with an appropriate plan to address them, is discussed between the Board Chair and the Board Member.
- 2.4.13** Board Members and the Board-as-a-whole have a responsibility to fulfill their fiduciary role and serve the public interest by attending the mandatory governance workshop and participating in the orientation and knowledge development program according to this policy, and as described in the Board Orientation and Knowledge Development Guidelines.

Board Correspondence

- 2.4.14** The purpose of this policy is to ensure that correspondence to the Board and/or Board Chair is addressed expeditiously and appropriately and under clear understandings and processes, and to keep the Board informed of such matters.
- 2.4.15** This policy applies similarly to all incoming correspondence, including (but not limited to) that arriving by post, e-mail, on-line transmission, fax, courier or personal delivery.

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- 2.4.16** An email address will be posted on the AIBC's website for those wishing to contact the Board by electronic means. Written correspondence can be mailed to the Executive Office, the details of which will also be posted to the AIBC's website.
- 2.4.17** Board Members' personal information, including telephone numbers, addresses, emails, and other electronic information, will not be made available publicly.

- 2.4.18** The Chief Executive Officer & Registrar (CEO) will cause a ‘log’ to be kept of the status of ‘Board correspondence’, which will be monitored by the Governance Advisory Group and will be shared more frequently with the Board Chair upon request.
- 2.4.19** Correspondence directed to the Board or Board Chair and which is of routine nature, will be received by the Executive Office, and will be forwarded to the party(ies) as addressed (save as under the 2.4.24 and 2.4.25), usually electronically but occasionally personally, and with personally identifiable information redacted. To assist in a timely response to the writer, the CEO may include a draft response, and/or information that is recommended to be included in a response from the Board or Board Chair. The writer will receive a response to the correspondence over the signature of, or on behalf of, the Board Chair.
- 2.4.20** Correspondence directed to the Board or Board Chair, including to the email address ‘board@aibc.ca’, which is not of a routine nature and requires Board action within the Board’s mandate, will be received by the Governance Advisory Group, and with personally identifiable information redacted. The correspondence may be presented for Board action on the next available agenda. A staff report may or may not accompany the correspondence. The writer will receive an acknowledgment of the correspondence over the signature of the Board Chair advising that a formal response is pending the Board’s review.
- 2.4.21** Board Members, including the Board Chair, in receipt of correspondence directly from its writer need to bear in mind the foregoing policies and re-direct such correspondence (without further circulation, discussion or action) to the CEO for processing according to this policy.
- 2.4.22** The CEO will not unreasonably withhold correspondence from the Board. The CEO, in conference with the Board Chair, may exclude and disregard any correspondence that is defamatory, obscene, and/or promotes criminal activity. Further, any correspondence to the Board unrelated to the Board’s governance mandate will be treated as per policy 2.4.25.
- 2.4.23** Correspondence that is copied, and not directed, to the Board or Board Chair, such as inclusion in the “cc” of an email, will not normally be sent a response from the AIBC, and may be forwarded to the Board Chair for their information. The correspondence will be included in the Board correspondence log (save as under the ‘exceptions’ following) for review by the Governance Advisory Group.
- 2.4.24** Correspondence, formal or informal, received by the AIBC, including to the email address ‘board@aibc.ca’, pertaining to an alleged, potential, or active professional conduct complaint, investigation, or disciplinary matter of any kind will be handled operationally in accordance with the prevailing “Rules”. Such correspondence will not be circulated to or discussed with the Board or any Board Member, in order to protect the integrity of statutory and bylaw provisions; confidentiality requirements; and the proper resolution of the matter. The writer will receive advice regarding the appropriate distribution of the correspondence. The correspondence will be included in the Board correspondence log, with personally identifiable information redacted.
- 2.4.25** Correspondence, formal or informal, received by the AIBC, including to the email address ‘board@aibc.ca’, regarding a matter which is not the business of the Board but is operational, will be handled by the CEO or designate as appropriate to the matter. The CEO may, at their discretion,

elect to alert and/or inform and/or advise the Board of the correspondence. The writer will receive advice regarding the appropriate distribution of the correspondence. The correspondence will be included in the Board correspondence log, with personally identifiable information redacted.

Board Performance Monitoring and Assessments

2.4.26 A foundational pillar of good governance is performance monitoring. The Board monitors the performance of the AIBC in multiple ways, including its own performance as a governing Board. An essential characteristic of effective Board performance is the degree to which it assesses how well the Board puts into practice its understanding of its essential purpose and role.

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2.4.27 The Board will evaluate its performance in the following ways:

- Board meeting assessment – following each Board meeting, Board Members will complete an online survey intended to gather information related to the functioning, content, and effectiveness of the Board meetings.
- Board Member self-assessment – annually, each Board Member will complete a self-assessment, which will be reviewed with the Board Chair for the purpose of creating an integrated Board development and succession plan.
- Board assessment – annually, each Board Member will complete a Board assessment to assess the degree to which the Board focuses its activities and decision-making on providing guidance, monitoring and direction rather than on management and operational issues.

2.4.28 The Governance Advisory Group will oversee the Board evaluation processes listed in 2.4.27, including review of the collated results of each and ensuring steps are taken to remedy any concerns that may arise.

Board Member Expenses

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2.4.29 Board Members are entitled to reimbursement of any reasonable, receipted expense incurred during the course of exercising their duties and fulfilling their mandates.

Accordingly:

2.4.30 The CEO may approve Board Member expense claims up to \$300 (subject to 2.4.31).

2.4.31 An expense claim must be submitted within two months from the date the expense is incurred.

- 2.4.32** Board Members must seek and obtain pre-approval of expenses beyond \$300 from the Treasurer. The Treasurer will review and may approve Board Members' expenses (subject to 2.4.33 and 2.4.34). The Treasurer will ensure they conform to these policy statements to approve them.
- 2.4.33** In the absence of the Treasurer the Board Chair will review and may approve Board Members' expenses.
- 2.4.34** The Board Chair will review and may approve the Treasurer's expenses.
- 2.4.35** If a Board Member's expense claim is denied by the Treasurer, in whole or in part, the Board Member may appeal to the Board Chair in writing stating the reasons why the claim is in accordance with this policy. The Board Chair's decision, based solely on this policy, is final.

Revision and Approval Log

June 11, 2024	Approved by AIBC Board