



Board Policy

POLICY CATEGORY:	2.0 Board Governance and Operations
POLICY FOCUS:	2.6 Role of the Immediate Past Board Chair
DATE OF POLICY:	November 2024

Preamble

Under the *Professional Governance Act* (PGA) and AIBC Bylaws, the Immediate Past Board Chair (IPBC) is a non-voting Board Member and is the individual who has most recently served as Board Chair.

This policy seeks to authorize Registrant Board Member transition to the role of IPBC in compliance with the PGA and Bylaws. The policy also describes the role of the IPBC generally.

A likely scenario that this policy seeks to address is when the IPBC completes their Board Chair term but has time remaining in their Registrant Board Member term. Since PGA Section 23(4) states that the IPBC “is a non-voting registrant board member”, the person cannot logically also be a Registrant Board Member with voting rights. This dual role (being the IPBC with voting rights) is not authorized under the PGA. This is not an issue if the incoming IPBC is completing their Registrant Board Member term in the same year as the close of their Board Chair term, as they can transition to the statutory non-voting IPBC position. It is an issue, however, if the incoming IPBC has time remaining in their Registrant Board Member term. For the purposes of this policy, the IPBC in this latter scenario is referred to as the ‘past Board Chair in waiting’.

It is the AIBC’s view that statutory amendment is required to address this conflict between legislative language in the PGA.

Policy Statement

- 2.6.1** The Immediate Past Board Chair is a non-voting member of the AIBC Board, in accordance with the *Professional Governance Act* and Bylaws.
- 2.6.2** A Board Chair completing their two-year term as Chair who is also a Registrant Board Member with time remaining in the term will not be disenfranchised by having voting rights stripped. The elected term is therefore respected such that the Board Member retains their voting rights for the duration of their term and remains a Registrant Board Member.
- 2.6.3** In the circumstance described in 2.6.2, the incumbent IPBC would remain as IPBC until such time the ‘past Board Chair in waiting’ is no longer a Registrant Board Member. Alternatively, another Past Chair may be appointed, as provided for in Bylaw, albeit on the grounds of a person being “absent, unwilling, or unable to act”.

- 2.6.4** In circumstance where the Board Chair resigns their officer position (while retaining the Registrant Board Member position), thereby defaulting to IPBC and potentially replacing the current IPBC, the process described in 2.6.3 would apply (i.e., the incumbent IPBC would remain as IPBC until such time the ‘past Board Chair in waiting’ is no longer a Registrant Board Member).
- 2.6.5** When both the IPBC position and the ‘past Board Chair in waiting’ position have individuals in place, Board Advisory Groups may appoint the ‘past Board Chair in waiting’ instead of the IPBC to those advisory group compositions requiring the IPBC as a member. As per Bylaw 2.26, only the IPBC may be appointed to a Committee; the ‘past Board Chair in waiting’ is not eligible for appointment to a Committee.

Accordingly, Immediate Past Board Chair:

- 2.6.6** May not make motions nor vote when a matter requires a Board vote.
- 2.6.7** May not make decisions or public statements on behalf of the Board or the Institute.
- 2.6.8** May participate in Board strategic planning sessions and be appointed to Board Advisory Groups, working groups, or the Nomination Committee.
- 2.6.9** Must comply with the Board Member duties and responsibilities listed in Board Policy 2.3, while also receiving the benefits listed in policy 2.3.

Revision and Approval Log

November 2024	Approved by AIBC Board