



Professional Engineers
and Geoscientists of BC

Association of Professional Engineers & Geoscientists of the Province of British Columbia

Council Governance Policies

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Policy CG-1 Governance Principles

POLICY TYPE: COUNCIL GOVERNANCE
DATE APPROVED: September 9, 2005, Motion (CO 05-45-2)
DATE AMENDED: February 5, 2010, Motion (CO-10-51)
MONITORING DATE:

1. The duties and objects of the Association of Professional Engineers and Geoscientists of the province of British Columbia (hereinafter called the Association) are defined in the Engineers & Geoscientists Act, 2008 (hereinafter called the Act) and the Association Bylaws (hereinafter called the Bylaws). The Act takes precedence over the Bylaws.
2. Members have been granted the privilege of self-regulation of their two professions in the public interest. In return for this privilege members are given an exclusive right to practise and an exclusive right to title and the Association is expected to cover all the costs of self-regulation.
3. The role of the Association is to provide the trusteeship and leadership of the engineering and geoscience professions through the initial licensing of new applicants and ensuring the ongoing competency and ethical behaviour of professional engineers and professional geoscientists for today's and tomorrow's needs.
4. Council is accountable to the public (via the Ministry of Advanced Education) and the members of the Association, for both governance and the management of the Association, as specified in the Act and Bylaws.
5. The volunteer elected by the members as President of the Association is the chair of Council, as specified in the Act.
6. The Executive Director & Registrar is the chief executive officer of the Association, operates within a prescribed code of conduct, and is accountable to Council for:
 - Administration of the Act;
 - Management and operation of the Association;
 - Keeping Council well informed on issues requiring Council's decision; and
 - Keeping Council informed of policy development trends and specifics in Government.
7. Council is responsible for determining and approving all policies of the Association. The details of Governance Policies are the responsibility of Council. The details of Administrative Policies are the responsibility of the Executive Director & Registrar.
8. Council structures committees, task forces, branches, divisions and their reporting relationships in a way that best serves the Association in carrying out its mandate. Council committees and task forces are used for policy development and governance. In general, Council delegates work to:
 - Council committees and Task Forces for policy matters; and
 - The Executive Director & Registrar for operational matters.

9. It is Council's responsibility to conduct annual performance reviews of itself, the Executive Director & Registrar, all committees, and task forces, as well as an annual review of their effectiveness.
10. Council management of Governance Policies:
 - The Governance Committee is responsible for an annual review of all governance policies, which should cover all routine changes to policy. These changes will require ratification by Council before they come into force.
 - In an exceptional case Council may suspend a governance policy for a limited period of time, if supported by a two-thirds vote of Council. Council will immediately ask the Governance Committee to review the issue and recommend changes to the relevant policy.¹

¹ This is consistent with Roberts Rules for suspending a rule

Policy CG-2 Council Job Description

POLICY TYPE: COUNCIL GOVERNANCE
DATE APPROVED: September 9, 2005, Motion (CO 05-45-2)
DATE AMENDED: February 5, 2010, Motion (CO-10-51)
MONITORING DATE:

Council, as defined in the Act, consists of elected members, government appointees and, if required, Council appointees. Council is required under the Act to govern, control and administer the affairs of the association and to exercise all rights and powers vested in it by the Act and Bylaws. Council also represents the Association to the public generally being guided by standard or pre-determined messaging. Under the Act, Council hires an Executive Director & Registrar.

Council can delegate actions to Committees, Task Forces or the Executive Director & Registrar, consistent with the Act but cannot delegate responsibility. It is the responsibility of the Council to:

1 Understand and Fulfill Responsibilities

It is sound practice for the Council of the Association to understand its responsibilities and evaluate objectively, on a regular basis, its effectiveness in fulfilling those responsibilities.

2 Exercise Independent Judgment

It is sound practice for Council to exercise independent judgment in directing and overseeing the operations of the Association.

3 Delegation of Responsibility, Authority and Accountability to Council Committees and the Executive Director

It is sound practice for Council to:

- (a) Establish the responsibilities and authority of Council committees and task forces, including their accountability requirements;
- (b) Establish the responsibilities, authority and accountability requirements of the Executive Director & Registrar and
- (c) Understand the responsibilities, authorities and accountability requirements delegated by the Executive Director & Registrar to others.

4 Selection, Evaluation, Compensation and Succession of the Executive Director

It is sound practice for Council to:

- (a) Appoint an Executive Director & Registrar who is suitably qualified and capable of managing the operations of the Association;
- (b) Evaluate, on a regular basis, the effectiveness of the Executive Director & Registrar in managing the operations of the Association in accordance with the strategic and business objectives and managing the risks to which the Association is exposed;

- (c) Satisfy itself, on a regular basis, that the compensation plans are competitive and assist in providing proper incentives to management and staff to act in the best interests of the Association to achieve its objectives and provide for the prudent management of operations;
- (d) Plan for the succession of the Executive Director & Registrar; and
- (e) Require the Executive Director & Registrar to provide assurance there are succession plans in place for other critical senior management positions.

5 Establish Standards of Conduct and Ethical Behaviour

It is sound practice for Council to:

- (a) Establish standards of conduct and ethical behaviour for the Council members, senior management and other personnel, and obtain, on a regular basis, reasonable assurance that the Association has an ongoing, appropriate and effective process for ensuring adherence to those standards;
- (b) Have a policy and process in place and communicated to all personnel, that provides for staff to have confidential access to Council to report matters of serious concern regarding the operations of the Association.

6 Oversee Strategic Management

It is sound practice for Council to:

- (a) Establish the objectives of the Association, and consider and approve the strategic and business plans for significant operations, and review those plans at least once a year to ensure that they remain appropriate and prudent in light of current, and anticipated, business and economic environment, and available Association resources;
- (b) Regularly evaluate actual operating and financial results against forecast results, in light of the Association's objectives, business strategy and business plans; and
- (c) Obtain, on a regular basis, reasonable assurance that there is an ongoing, appropriate and effective strategic management process.

7 Oversee Risk Management

It is sound practice for Council to:

- (a) Develop and adopt a Risk Management Policy;
- (b) Understand significant risks to which the Association is exposed;
- (c) Understand and assess the Association's ability to accept risk;
- (d) Establish appropriate and prudent risk management policies for those risks;
- (e) Review those policies once a year to ensure that they remain appropriate and prudent;
- (f) Obtain, on a regular basis, reasonable assurance that there is an ongoing, appropriate and effective risk management process and that the policies for significant risks are being adhered to.

8 Oversee Financial Management

It is sound practice for Council to:

- (a) Understand the capital, liquidity and funding needs of the Association;

- (b) Establish appropriate and prudent financial management policies, taking into account significant operations;
- (c) Review those policies on an established timetable or annually to ensure that they remain appropriate and prudent;
- (d) Obtain, on a regular basis, reasonable assurance that the Association has ongoing, appropriate and effective processes and that the financial management policies are being adhered to.

9 Oversee the Independent Audit Function

It is sound practice for Council to:

- (a) Establish the mandate, responsibilities, duties and authorities of the Audit Committee;
- (b) Establish the mandate of the independent audit function, including direct access to the Audit Committee;
- (c) Ensure sufficient resources are allocated to the independent audit function, approve its plan and review its effectiveness each year;
- (d) Seek from the independent audit function, on a regular basis, validations that the Association's processes, policies, procedures and controls are being monitored and adhered to, and that appropriate action is being taken to address any significant weaknesses or breakdowns that have been identified.

10 Affirm a Control Environment and Ensure the Association is in Control

It is sound practice for Council to obtain, on a regular basis, reasonable assurance that the Association:

- (a) Has a control environment; and
- (b) Is in control.

11 Standards of Conduct and Ethical Behaviour with Staff

It is sound practice for Council to:

- (a) Have a policy and process in place and communicated to all personnel, that provides for staff to have confidential access to the Executive Committee of Council through the President to raise matters of serious concern regarding the Executive Director and Registrar.

Policy CG-3 President's Job Description

POLICY TYPE: COUNCIL GOVERNANCE
DATE APPROVED: September 9, 2005, Motion (CO 05-45-2)
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MONITORING DATE:

The President, as Chair of Council, assures the integrity of the Council's processes and policies and represents Council to outside parties. The President is the only Council member authorized to speak on behalf of the Council (beyond simply reporting Council decisions) unless another person is specifically authorized for a particular task. This ensures one spokesperson and one consistent set of messages.

1. The President ensures that the Council's behaviour is consistent with the Act, the Bylaws, the Code of Ethics, its own policies, and rules legitimately imposed upon it from outside the Association. This includes ensuring the Council Code of Conduct is adhered to as well as dealing with any issues that arise should a Council member be in breach of any of the above mentioned.
 - 1.1 Council meeting discussion content will be limited to those issues, which, according to Council policy, clearly belong to the Council to decide.
 - 1.2 Deliberation will be timely, fair, orderly, and thorough, but also efficient and to the point.
 - 1.3 Council meetings will be conducted in accordance with Robert's Rules of Order except where there is a specification in the Act or Bylaws that overrides them.

2. The President has the authority to make decisions that fall within the topics covered by Council policies, except where the Council specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions of these policies.
 - 2.1 As the Chair of Council meetings, the President has all the commonly accepted authority of that position (e.g. ruling, recognizing).
 - 2.2 The Executive Director & Registrar reports to Council as a whole. Therefore, the President has no authority to supervise or direct the Executive Director & Registrar, unless specifically delegated this authority by Council for a defined task.
 - 2.3 The President may represent Council to outside parties (including media) for the purpose of announcing Council-stated positions and stating the Chairperson's decisions and interpretations within the area delegated to the President. This may be delegated to another Council member or to the Executive Director for a specific task. The President may delegate this authority, but remains accountable for its use.

3. The President is Chair of the Executive Committee.
4. Where in the conduct of Council business, the President has a personal view to express, then the Vice President or Council-appointed replacement shall chair the meeting for the conduct of the particular matter before Council.
5. The election of an individual as President shall not be construed by the President as a mandate to advance one's personal opinions or a particular mandate.
6. Part of the President's job duties will be an annual review of councillor job performance, where requested.

Policy CG-4 Vice President's Job Description

POLICY TYPE: COUNCIL GOVERNANCE
DATE APPROVED: September 9, 2005, Motion (CO 05-45-2)
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MONITORING DATE:

The Vice President usually acts in the role of President Elect, although the Bylaws allow for an election challenge by 25 members in good standing.

1. Under the Act, the Vice President is designated by Council to have all the powers and rights of the President during the President's absence.
2. The Vice President is generally expected to take on leadership of key longer-term issues of Council, since he or she is expected to be a member of the Council Executive for three years.
3. The Vice President is Chair of the Finance Committee and is responsible for the direction and priorities in the upcoming year's budget.
4. The Vice President is a member of the Executive Committee.
5. The Vice President participates in inter-association meetings as a member of the Council Executive.

Policy CG-5 Past President's Job Description

POLICY TYPE: COUNCIL GOVERNANCE
DATE APPROVED: September 9, 2005, Motion (CO 05-45-2)
DATE AMENDED: February 5, 2010, Motion (CO-10-51)
MONITORING DATE:

1. The Past President is a member of the Governance Committee.
2. Under the Bylaws, the Past President is the Chair of the Nominating Committee.
3. The Past President is a member of the Executive Committee.
4. The Past President participates in inter-association and external joint executive meetings as a member of the Council Executive.
5. It is the duty of the Past President to support the current President and assist them where necessary in their role as President and Chair of Council.

Policy CG-7 Council Support Structure

(combined version of former CG-6 & CG-7 Policies)

POLICY TYPE: COUNCIL GOVERNANCE
DATE APPROVED: September 9, 2005, Motion (CO 05-45-2)
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MONITORING DATE: March 2010

Preamble

Council is granted authority to exercise the powers conferred on the Association in the *Engineers & Geoscientists Act*. By exercising all rights and powers vested in it by the Act or the bylaws, Council must govern, control and administer the affairs of the Association and may pass resolutions necessary for the this purpose.

Council may establish committees, joint practice boards, and task forces to help deliver on its duties. Council may also establish branches (regional groups) and divisions (special interest groups). A complete list of all APEGBC Committees, Joint Practice Boards, Task Forces, Branches and Divisions can be found in Appendix A to this policy.

1.0 Committees

Council committees are established to help Council do its job. Their function is to bring the experience, expertise and judgment of a group of interested and informed peers to bear on specific areas of Council’s responsibility. Council committees can assist Council by reviewing and researching issues and providing recommendations to Council on strategic or policy matters. Committees are also established to oversee core areas of the Association’s business, e.g., Registration, Professional Practice, Investigations & Discipline.

There are three types of committees that support the work of Council:

- a) **Statutory Committees** are established in the Act & Bylaws. Statutory committees report the results of their actions to Council while depending on the Executive Director for support for their processes and administration.
- b) **Committees of Council** are standing committees established by Council to provide strategic or policy advice. Council committees generally have no authority to make decisions on behalf of Council or to provide direction to staff, unless specifically set out in their TORs. Council Committees are accountable to Council for their operation and results. Decisions of these committees must be ratified by Council.
- c) **Advisory Committees** are standing committees that advise and assist Council or the Executive Director and staff in carrying out their functions. Recommendations made by these committees are brought forward to Council when they concern the policy work of Council or to staff when they concern operations.

2.0 Task Forces

Task Forces are struck when Council, Committees or the Executive Director has a specific issue to review within a specified time-frame.

3.0 Joint Practice Boards

Joint Practice Boards (JPBs) are established by Council to solve problems and to provide advice that facilitates the effective and efficient collaboration of professions in their respective fields of practice to ensure protection of the public interest with respect to health, safety and the environment. This is usually done under the guidance of a Memorandum of Understanding. The reason for establishing a Joint Practice Board will be examined by Council before work on an MOU is initiated. The draft MOU will be reviewed by Council and the final MOU will be approved by Council. Joint Practice Boards shall follow the general guidance provided for committees and task forces.

JPB's operate at arm's-length from Council. Results are reported, as appropriate, to their respective governing Councils and all decisions reached by a JPB must be ratified by both Councils. Administrative support is provided jointly by the two organizations.

4.0 Committees, Task Forces and Joint Board Operations

4.1 Terms of Reference & Work Plans

Council committees and task forces will have well-defined mandates, including purpose, composition, working procedures, reporting, accountability and a termination and/or review date. These will be set out in the Terms of Reference (TORs) of the committee or task force. Expectations and authority will be carefully stated in order not to conflict with authority delegated to other committees or individuals.

Terms of Reference of all committees should be reviewed bi-annually or as required. Terms of Reference for task forces should have an expiry date, although they can be extended in order to complete the assigned task.

Committees should have an annual work plan that contributes to the achievement of their purpose. This should be updated at least once a year. Task forces should have a work plan for the duration of their task and it should be consistent with the TORs that establish the group.

Council will approve all Terms of Reference and revisions thereto; Terms of Reference for any new committees or task forces should be reviewed and approved by Governance Committee prior to going forward to Council for approval.

4.2 Communications

Committees, Joint Practice Boards and Task Forces shall not speak externally or act on behalf of Council unless specifically delegated to do so by Council in their TORs. Committees, Joint Practice Boards and task forces may communicate existing (Council-approved) policies or positions without prior permission from Council.

4.3 Reporting

All committees and task forces will submit a concise report to Council periodically and as required in the TORs. A concise annual report and work plan for the subsequent period will be prepared by the target date established from year to year for Council review and external reporting.

Committees, Joint Practice Boards or task forces can raise specific policy issues with Council's from time to time that relate to the purpose of the committee, joint practice board or task force.

Committee, Joint Practice Board and Task Force Chairs may be invited, at the Association's expense, to attend the Annual General Meeting to contribute to the annual conference, conduct workshops, and/or solicit member input to support their purpose.

Each committee chair should schedule an annual meeting with the Executive Director to review the relationship of the committee and staff.

4.4 Term Appointments

The standard term for a member of a committee is two years with two renewals possible, for a total of six years. Terms may extend beyond six years at Council's discretion. Task Force members are appointed for a specific time. All appointments shall be made by Council to ensure that the Association's Directors and Officers Insurance covers all appointees.

4.5 Funding and Staff Support

Committees and task forces will have a senior staff liaison person assigned to them and may also have staff support to provide formal minutes, agendas and council reports. Committees and task forces may use the association offices or facilities for meetings and other support such as IT, phone, photocopying.

Except as specifically defined in approved Terms of Reference, no committee or task force has authority to commit the funds or resources of the Association. Only committee and task force members' expenses will be reimbursed in accordance with the Expense Reimbursement Policy.

4.6 Minutes & Notice of Meetings

Each committee chair will review the draft minutes and/or reports before they are circulated. Meetings shall be called by the Chair in conjunction with the staff liaison. The President and Executive Director will be given notice of each committee meeting. The President may attend any committee meetings without invitation. In this situation, the President will not have a vote.

4.7 Relationship to APEGBC Staff

Council committees and task forces may advise Council or the Executive Director & Registrar consistent with the TORs, but shall not give direction to or exercise authority over staff. The Executive Director & Registrar works for the full Council, he or she will not be required to obtain approval of a committee or task force before an administrative action is taken.

4.8 Follow-up to Work of Committee or Task Force

A Council committee or task force that has helped the Council create policy on some topic will not normally be used to monitor organizational implementation and performance of that same policy. The Council retains responsibility and authority to monitor organizational performance.

4.9 Code of Conduct

All committee and task force members shall abide by the same Code of Conduct that governs the Council (set out in CG-8).

5.0 Divisions

Divisions are groups of members who share a common interest in the practice of professional engineering or professional geoscience. They provide a forum for sharing experiences, examining issues on specific areas of professional practice and identifying matters that warrant Council's attention. Council may create Divisions by resolution and delegate to them such power and authority as Council sees fit (see Appendix A for list of APEGBC Divisions). Council has established general Terms of Reference to guide each Division in developing their individual Terms of Reference. See Appendix B for the General Division Terms of Reference.

6.0 Branches

Branches are geographical groups of members of the Association. Council may create Branches by resolution and delegate to them such power and authority as Council sees fit (see Appendix A for list of APEGBC Branches). Council has established general Terms of Reference to guide each Branch, as well as a "Guide to Branch Executive Handbook". See Appendix C for the General Branch Terms of Reference.

7.0 Registered Charities

The Association can set up registered charities. Major administrative costs (audit) are paid for by the charity, not the Association. The Association provides staff support and bookkeeping at no charge to the charity. (See Appendix A for a list of APEGBC Registered Charities).

8.0 Intellectual Property

During the course of committee, branch or division activities, a wide variety of documentation is often developed for distribution to the membership and other associated professions. Authorship of materials produced by volunteers under the auspices of the Association has historically been attributed to the committee or task force of origin in particular and to the Association in general, with the Association maintaining sole ownership of the material and all rights of reproduction. There may also be instances where Association sponsored materials which are produced by

committee volunteers have the potential for broader application outside the Association's jurisdiction if the material concerns a subject matter of general interest. The Association retains all rights to these materials.

APPENDIX A (CG-7)

Council Structure – updated September 2009

Committee	Authority	Chair	Support Staff
Regulatory Committees			
Registration Committee	Council	Councilor	Director, Registration
Board of Examiners	Act	n/a	
Applications Committee	RegCom	n/a	
Geoscience Committee (Registration)	Council	Committee Elected	Director, Registration
Practice Review Committee	Council	Appointed	Director, Prof. Standards & Development
Investigation Committee	Act	Appointed	Director, Investigation & Discipline
Discipline Committee	Act	Appointed	Director, Investigation & Discipline
Structural Qualifications Board	Council	Committee Elected	Director, Registration
Governance Committees			
Executive Committee	Council	President	Executive Director & Registrar
Audit Committee	Council	Councillor	Director, Internal Affairs
Governance Committee	Council	Committee Elected	Executive Director & Registrar
Nominating Committee	Bylaws	Past President	Executive Director & Registrar
Advisory Committees			
Editorial Board	Council	Appointed	Director, Communications & Engagement
Mentoring Committee	Council	Appointed	Director, Communications & Engagement
Climate Change Task Force			Director, Communications & Engagement
Fairness Panel			Director, Registration
Building Codes Committee	Council	Appointed	Director, Prof. Standards & Development
Legislative Review Task Force			Director, Investigation & Discipline
Standing Awards Committee			Director, Communications & Engagement
Registration Task Force	RegCom	Appointed	Director, Registration
Seismic Peer Review Committee	Council	Appointed	Director, Prof. Standards & Development
Seismic Technical Review Board	Seismic Peer Review Cmte	Appointed	Director, Prof. Standards & Development
Professional Practice Committee	Council	Councilor	Director, Prof. Standards & Development
CPD Committee	Council	Appointed	Director, Communications & Engagement
Building Envelope Committee	Council	Appointed	Director, Investigation & Discipline
Consulting Practice Committee	Council	Appointed	Director, Prof. Standards & Development
Environment Committee	Council	Appointed	Director, Investigation & Discipline
Sustainability Committee	Council	Appointed	Assoc. Dir., Mbr Svcs & Communications
Joint Practice Boards			
ABCP/APEGBC Joint Practice Board	Council	Appointed	Director, Prof. Standards & Development
AIBC/APEGBC Certified Professionals Program Specialist Designation Working Group	Council		Director, Prof. Standards & Development
AIBC/APEGBC Enhanced Building Envelope Services Specialist Designation Working Group	Council		Director, Investigation & Discipline

APEGBC Council Governance Policies

Branches	Bylaws		
Burnaby/New West		Branch Elected	Director, Communications & Engagement
Central Interior		Branch Elected	Director, Communications & Engagement
East Kootenay		Branch Elected	Director, Communications & Engagement
Fraser Valley		Branch Elected	Director, Communications & Engagement
Northern		Branch Elected	Director, Communications & Engagement
Okanagan		Branch Elected	Director, Communications & Engagement
Peace River		Branch Elected	Director, Communications & Engagement
Richmond/Delta		Branch Elected	Director, Communications & Engagement
Sea-to-Sky		Branch Elected	Director, Communications & Engagement
South Central		Branch Elected	Director, Communications & Engagement
Tri-City		Branch Elected	Director, Communications & Engagement
Vancouver		Branch Elected	Director, Communications & Engagement
Vancouver Island		Branch Elected	Director, Communications & Engagement
Victoria		Branch Elected	Director, Communications & Engagement
West Kootenay		Branch Elected	Director, Communications & Engagement

Divisions	Bylaws		
Advancement of Women in E&G (DAWEG)		Division Elected	Director, Communications & Engagement
E&G In the Resource Sector (DEGIRS)		Division Elected	Director, Communications & Engagement
Environmental Professionals (DEP)		Division Elected	Director, Communications & Engagement
Municipal Engineers Division (MED)		Division Elected	Director, Communications & Engagement

Foundations	Public Charity		
APEGBC Foundation Trustees		Appointed	Director, Communications & Engagement
Engineers' Benevolent Fund		Appointed	Director, Communications & Engagement

Appendix B (CG-7)

(General) DIVISION TERMS OF REFERENCE

Preamble – These general Division TORs are intended to set guidelines for how APEGBC Divisions interact with Council and provide some general rules for the structure, responsibility and authority of Divisions as set out by APEGBC Council. These General Terms of Reference are not intended to replace each Division’s individual Terms of Reference.

Title	Divisions
Type	Divisions are made up of members of the Association that represent specific aspects of the professions of engineering and professional geoscience.
Establishment	<p>Council may create Divisions by resolution and delegate to them such power and authority as Council sees fit.</p> <p>Each division shall have specific approved Terms of Reference (TORs) that define the purpose, composition, authority, duties and budget of the Division. Council shall approve each specific Division’s TORs and review as required.</p>
Purpose	<ol style="list-style-type: none"> 1. Divisions provide a forum for the identification, examination, discussion and resolution of specific problems, challenges and emerging issues and opportunities within areas of professional practice. 2. Divisions provide a communications link between Council and the membership and may be asked by Council to participate in specific communication exercises. 3. Divisions are advisory to Council and convey the opinions of members to Council on professional practice matters. 4. Divisions may organize professional development, social and networking functions for the members in the division. 5. Divisions may be asked by Council to implement an outreach program to universities, colleges or schools, to local, provincial or federal government officials and in support of other programs as defined from time to time by Council.
Membership	<ol style="list-style-type: none"> 1. Division Membership is open to any member or EIT/GIT, or MAPS members of the Association upon payment of a nominal annual fee. Membership is voluntary. 2. Divisions may have affiliate members (non-members of the Association), but these shall not exceed 10% of the total Division membership. 3. Affiliate members may not vote and may not hold the positions of Chair, Vice Chair, Treasurer or Secretary. 4. Division Affiliate Membership does not confer license to practice privileges as a professional engineer or professional geoscientist. 5. Each Division may have further defined guidelines governing membership to fulfill their Division’s specific needs

Terms of Office of Division Executives Division business is the responsibility of the division executive which would ordinarily consist of: Chair, Past Chair, Vice Chair, Treasurer and Secretary and any other positions that the Division deems appropriate.

Division executive positions are filled by an election amongst the members of the division (subject to Section 2 of Membership). Positions are held for one year but incumbents can stand for re-election. The maximum length of term on the Division's Executive, regardless of position, is 6 years.

- Authority (as delegated by Council)**
1. Divisions do not speak externally on behalf of Council unless delegated to do so by Council, although divisions may communicate an existing (Council-approved) policy or position without prior permission from Council.
 2. Division executives are communication links between Council and members in their sector, and as such must communicate messages consistent with the Council.
 3. Divisions, when planning continuing professional development events similar to those provided by the Association, must review the outline, target audience and pricing for the event with Association staff to ensure alignment and consistency.
 4. Divisions can bring specific policy issue to Council's attention, at any time via their senior staff liaison person, using the Briefing Note format.
 5. Divisions can provide suggestions on operational issues to the Executive Director and Registrar via their senior staff liaison person.

- Duties and Responsibilities**
1. Divisions shall submit an annual activity report to the Association by **July 21** of each year so that the information may be included in the APEGBC Annual Report
 2. Divisions must submit annual financial statements. **Those Divisions who submit annual financial statements within 12 months before Sept. 1** each year will be eligible to send a representative to APEGBC's AGM in October subsidized by the Association.
 3. Divisions shall communicate via newsletters with the members in the division at least twice a year, using electronic means whenever possible.
 4. Divisions should organize social functions on an overall cost recovery basis. Revenues from events in excess of costs in some function can be used to subsidize other functions. In general, the Association will not subsidize division social functions.
 5. Divisions should ensure that all functions (social, CPD, etc.) do not create undue risk to participants or the Association and any extra expenses (such as insurance, etc.) shall be payable by the Division. APEGBC waivers are to be used where activity involves some risk of injury to the participants.
 6. Divisions shall establish and maintain a bank account requiring two (2) signatories for expenses.
 7. The division executives are solely accountable for all division expenses and are responsible to keep expenses within the current budget.
 8. Divisions shall coordinate with the Council through the staff liaison when organizing events involving any level of government to ensure alignment with the overall government relations strategy.
 9. Divisions should allocate some effort to recruiting potential Division members, professional APEGBC members and volunteers.

- Budget/Staff support**
1. Divisions are financially autonomous and responsible for managing their own budget.
 2. The Association may assign a Council liaison person to a Division.
 3. Association staff support will be provided for the Division's website. No other staff support will normally be provided; however, divisions may request staff support through the Executive Director for special initiatives.
 4. The Association collects the Division Membership Fee on behalf of the Division at a time which coincides with the collection of the annual

- membership fee, at no cost to the Division.
5. Divisions shall have access to the on-line registration module for event registration.
 6. Divisions may use the Association offices for meetings and whatever other support is required within budget constraints (IT, phone, photocopying, etc.).

**Meeting
Frequency**

1. Divisions are required to hold a Division Annual General Meeting each year.
2. Frequencies of Division executive meetings and division functions are at the discretion of individual divisions with a minimum of 2 times a year.

Quorum

Quorum for Division Executive meeting is 50% + 1 based on the total number of executive members.

**Executive's
Guidebook**

A guidebook to facilitate Division operations will be developed in the near future.

Annual Review

The Governance Committee will review annually the general Division TORs and each specific Division's TORs for approval by Council.

Approved by Council: February 1, 2008 (CO-08-41)

Appendix C (CG-7)

(General) BRANCH TERMS OF REFERENCE

Title	Branches
Type	Geographical groups of members of the Association. (Guideline for Branch reps are available in the Guide to Branch Executive handbook)
Purpose	<ol style="list-style-type: none"> 1. Branches provide a communications link between Council and the membership and may be asked by Council to participate in a particular communications exercise. 2. Branches reflect the opinions of members to Council on matters relating to the Association. 3. Branches present certificates to new members and gold seals to life members in their branch event. 4. Branches may organize professional development, social and networking events for the members in the branch and/or to enhance community profile. 5. Branches may be asked by Council to implement an outreach program to local schools, local, provincial or federal elected officials and other programs as defined from time to time by Council. 6. Branches provide representatives to the Nominating Committee, as defined in the bylaws.
Establishment	Branches are geographical groups of members of the Association.
Membership	Members of the Association whose home/office addresses are in the geographic area or as otherwise instructed by the member.
Method of Appointment	Council approves the general Branch structure as recommended by the Governance Committee. Branches are responsible solely to Council.
Terms of Office (of Branch executives)	Branch executive positions are elected by members of the branch and are normally one year, which can be renewed.
Authority (as delegated by Council)	<ol style="list-style-type: none"> 1. Branches may not speak externally on behalf of Council unless delegated to do so by Council, although branches may communicate an existing (Council-approved) policy or position without prior permission from Council. 2. Branch executives are communication links between Council and members in their region, and as such must communicate messages consistent with those of the Association. 3. Branches, when planning continuing professional development events similar to those provided by the Association, should review the pricing for the event with Association staff to make sure it is consistent (and not competing). 4. Any Branch can bring a specific policy issue to Council's attention, at any time via their senior staff liaison or Council liaison. 5. Any Branch can provide suggestions on operational issues to their senior staff liaison person who is responsible for managing the budget as set by Council, allocating staff resources and determining procedures for operational issues.
Duties and Responsibilities	<ol style="list-style-type: none"> 1. Branches shall have an annual work plan that is complementary to and consistent with the Council strategic plan and annual work plan.

2. Branches shall have an annual budget that is consistent with the branch work plan.
3. Branches shall have an annual report and annual financial statement that is consistent with the branch work plan by **July 21** of each year. Branches that provide such reports and statements by **July 21** will ensure eligibility for grants for the coming year.
4. Branches that provide an annual report and annual financial statement by **September 1** will be eligible to send representatives to the branch meeting/AGM in October.
5. Branches shall communicate via newsletters with the members in the branch at least twice a year, primarily through electronic means if available.
6. Branches should, on average, organize events on a cost recovery basis. Revenues from events in excess of costs in some event can be used to subsidize other events as appropriate. In general, branch events will not be subsidized by Association budget.
7. Branches should ensure that all events (social, CPD, etc.) should not incur undue risk to participants or the Association and any extra expenses (such as insurance, etc.) should be covered by the event income.
8. Branches shall have a bank account requiring 2 signatories for expenses.
9. The branch executives are solely accountable for all branch expenses and are responsible to keep expenses within the current budget.
10. Branches should organize events to promote the professions to members and the public as appropriate. Branches should coordinate with the Council through the staff liaison when organizing events involving any level of government (to avoid overlaps, etc.),
11. Branches should recruit new members to join APEGBC and volunteer with the Branch.

Organization

Branch business is the responsibility of the branch executive which would ordinarily consist of:

- Chair
- Past Chair
- Vice Chair
- Treasurer
- Secretary
- Event coordinators
- Communications coordinator
- Members at-large

Policies/Bylaws

Policy CG-7 of the Council Governance Policies

Procedures

The Branch structure will be reviewed regularly by the Governance Committee to add, merge or stand-down Branches where appropriate. The Branch Manual established by the branches in consultation with the staff liaison, and approved by the Governance Committee, will govern the detailed procedures.

Budget/staff support

1. Eligible branches shall receive an annual grant from the Association and are responsible for managing their expenses within approved parameters (annual report, annual financial statement, annual work plan).
2. The Association shall assign a Council liaison person to a Branch.
3. Staff/Association support shall be available for branch communications, web pages and programmed events consistent with Council priorities upon request.

4. Branches shall have access to the on-line registration module for event registration.
5. Branches may use the Association offices for meetings and whatever other support is required within budget constraints (IT, phone, photocopying, etc.).
6. The President will make an annual visit to the Branches at the request of the Branches. (This may be done by web-casting or other media if appropriate).

Meeting Frequency

1. For eligible branches, two representatives shall be invited to attend the APEGBC Annual General Meeting at the Association's expense.
2. Branch representatives shall meet twice a year face-to-face, one of which is at the same time as the Annual General Meeting.
3. Branches shall hold a Branch Annual General Meeting at a specified time.
4. Frequencies of Branch executive meetings and branch events are at the discretion of individual branches though meetings should be held a minimum of 4 times per year.

Quorum

Quorum for Branch Executive meeting is 50% + 1 based on the total number of executive members.

Minutes/reports

Branches shall provide an annual report, annual financial statement and bank statement to the Association by **July 21**.
Branch executive committee meeting minutes are the responsibility of the secretary of branch executive and should be kept with the Branch.

Annual Review

The Governance Committee will review the Branch TOR as part of annual review of all TORs for approval by Council.

Approved by Council: June 15, 2007 (CO-07-60)

Policy CG-8 Code of Conduct for Council Members

POLICY TYPE: COUNCIL GOVERNANCE
DATE APPROVED: September 9, 2005, Motion (CO 05-45-2)
DATE AMENDED: December 5, 2008 (Motion CO-09-12-1)
MONITORING DATE:

Council members and the Council as a whole are expected to behave in an ethical, businesslike and lawful manner. This includes fiduciary responsibility, proper use of authority, respect for confidentiality and appropriate decorum. Council members should treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

The duties and objects of the Association, set out in the Act, are:

- 4.1 (1) It is the duty of the association
- (a) to uphold and protect the public interest respecting the practice of professional engineering and the practice of professional geoscience,
 - (b) to exercise its powers and functions, and perform its duties, under this Act, and
 - (c) to enforce this Act.
- (2) The association has the following objects:
- (a) subject to subsection (1), to uphold and protect the interests of its members and licensees;
 - (b) to establish, maintain and enforce standards for the qualifications and practice of its members and licensees.

The following Code of Conduct shall bind council Members, including elected, appointed and ex-officio members and all Council members will be expected to sign a copy of it at the beginning of their term:

1. Council members must always act in the public interest. In addition, Council members must represent un-conflicted loyalty to the interests of the membership as a whole, unless that conflicts with the public interest. Council members may present the views of a particular segment of the membership as part of the discussion of an issue, but should not advocate on behalf of a particular segment of members. When voting on an issue, Council members should vote in the best interests of the membership as a whole, unless that conflicts with the public interest. Council members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
2. Council members shall disclose any real or potential conflict of interest.
3. Council members may not attempt to exercise individual authority over the organization except as explicitly set forth in Council policies.
 - Unless specifically delegated by Council, individual Council members or subsets of Council do not have authority to direct the Executive Director & Registrar or staff.

- Unless specifically delegated by Council, Council members have no authority to speak on behalf of Council to the public, media or other entities, other than to report on Council decisions.
 - Council members shall not make or imply judgments of the Executive Director & Registrar or staff performance except through the Council and/or the appropriate committee.
4. Council members may not use Council information for their own direct benefit or advantage.
 5. Information discussed at Council must be kept confidential whenever required, in keeping with the best interests of the Association.
 - That part of a meeting where financial information, negotiation strategies, or personnel matters are discussed shall be kept confidential. The proceedings of any meeting of the Council or any part of a meeting of the Council or any committee or task force of Council, which is conducted in camera or is defined as Closed, including the minutes or any records, shall be kept in confidence by all attendees.
 6. Council members will deal with outside entities or individuals, with staff, and with each other in a manner reflecting fair play, respect, and straightforward communication.
 7. A Council member who has been served with a Notice of Inquiry by the Association as the result of a Complaint and subsequent Investigation should immediately resign from Council as well as all Committees and Task Forces, until the Complaint is resolved.
 8. A Council member who is found guilty in a Discipline hearing should resign from Council as well as all Committees and Task Forces, until the penalty has been discharged.

Policy CG-9 Conflict of Interest

POLICY TYPE: COUNCIL GOVERNANCE
DATE APPROVED: September 9, 2005, Motion (CO 05-45-2)
DATE AMENDED:
MONITORING DATE:

Each Council member must avoid conflict of interest. Council members must disclose potential conflicts. If there is any doubt as to whether there is a conflict, it is better to disclose the potential, then discuss and agree the appropriate action with Council.

1. There must be no conduct of private business or personal services between any Council member and the association except as procedurally controlled to assure openness, competitive opportunity and equal access to information.
2. When Council must decide upon an issue, about which a Council member has an unavoidable conflict of interest, that member shall declare the conflict, and then absent him/herself, without comment, from the vote and the deliberation.
3. Council members must not use their position to obtain for themselves or for their family members, employment within the Association.
4. Should a Council member be considered for employment in the Association, she/he must withdraw temporarily from Council deliberation, voting, and access to applicable Council information.
5. Members of Council will disclose, on an annual basis, their involvement with other organizations, vendors, or any other associations that might produce a conflict of interest.

Policy CG-10 Implementation of Council's Code of Conduct

POLICY TYPE: COUNCIL GOVERNANCE
DATE APPROVED: September 9, 2005, Motion (CO 05-45-2)
DATE AMENDED: December 5, 2008 (Motion CO-09-12-1)
MONITORING DATE:

Council members must carry out duties in good faith and with a reasonable degree of diligence, care and skill. If a Council member is deemed by a two-thirds majority of the Council members to be negligent in carrying out his/her duties, the Council will exercise its right to sanction the offender using the following guidelines, which are based on progressive discipline concepts:

1. The President and one other person will promptly discuss the offence with the offending Council member. No permanent record will be kept of this discussion.
2. After a second occurrence of the same offence, a letter will be sent to the Council member outlining the circumstances and expected corrective actions.
3. The Vice-President will perform this role, in the event that the President is the offending Council member.
4. Continued offence will result in a motion of censure being brought to the Council. After such a motion, the Council member may voluntarily resign or, upon a vote of a two-thirds majority of Council, the member shall be removed from all committee and task force membership.
5. Continued offence by a member of the Council will result in removal from office by Council.
6. In circumstances of an extreme nature, the offending Council member will be immediately removed from office by a unanimous vote of Council.
7. In all cases the individual offender will not be allowed to vote, as this would be a conflict of interest.

Policy CG-11 Council Planning Process

POLICY TYPE: COUNCIL GOVERNANCE
DATE APPROVED: September 9, 2005, Motion (CO 05-45-2)
DATE AMENDED:
MONITORING DATE:

Strategic Plan

It is the responsibility of the Executive Committee to prepare the Strategic Plan for approval of Council. It should have a five to ten year view, consistent with the slow rate of change and conservative nature of regulatory bodies. The Strategic Plan should be reviewed and updated every three years or if a significant event happens. The Strategic Plan will be published on the website.

Annual Work Plan

It is the responsibility of the Executive Committee to prepare the Council Annual Work Plan for approval by Council. It should have a two to five year view and should be updated annually. It should include components of the implementation of the strategic plan. It will be used to assess Council performance at the end of the Council year. It will also be used as context for creating the Executive Director's Annual Objectives.

Council Performance Review

It is the responsibility of the Governance Committee to review performance of Council as a whole and that of individual Councillors. Where possible this will consist of 360-degree feedback. Once each year the Council will set aside reasonable and sufficient time to discuss Council's performance.

Council Orientation

The purpose of the orientation is to acquaint Council members with the Association's Act, Bylaws, policies, processes, and individual and group responsibilities. The initial orientation should take place prior to the first Council meeting. A Council manual will be prepared by the Governance Committee and kept up-to-date for this purpose.

While orientation should be an ongoing process, there are critical areas that should be highlighted which fall into three major headings:

1. Orientation to the Association

- The legislative framework, including the Engineers and Geoscientists Act and the Association Bylaws as well as other relevant legislation.
- Broad general scope of the association, including the strategic plan, history, demographics and key issues of the Association.

- Roles, relationships, and structure of the Association, including Committees, Task Forces, Branches and Divisions.

2. **Orientation to the Council**

Discussion will focus on the following areas:

- The role of the Council as a governance unit. The importance of the Council and its contribution to the Association.
- The role of staff as a management unit.
- A review of the Council governance model and governance policies and the basic values underlying the work of the Council
- An introduction to the Council's calendar
- The Council's relationship with other organizations

3. **Orientation to the individual role of the Council member**

This section of the orientation can be handled in a less formal atmosphere. Orientation to individual expectations of the Council members should include the following:

- Specific responsibilities, expectations and benefits of the Council members' job
- Level of authority and accountability of individual Council members
- Role of committees and task forces, and resources available to committee members
- Methods of reporting and communicating performance expectations for individual Council members

Policy CG-12 Role of the Executive Director & Registrar

POLICY TYPE: COUNCIL GOVERNANCE
DATE APPROVED: September 9, 2005, Motion (CO 05-45-2)
DATE AMENDED:
MONITORING DATE:

The Executive Director & Registrar is the senior management officer of the Association and is also a member of the Council (ex-officio, non-voting). The Executive Director & Registrar is responsible for the implementation and administration of the Engineers & Geoscientists Act, as well as the management of the staff organization. The Executive Director & Registrar shall:

1. Ensure the Association is compliant to Federal and Provincial legal requirements.
2. Keep Council is sufficiently briefed of all options and background information in order that Council is able to make informed decisions, including:
 - a. Keeping Council informed of emerging policy issues.
 - b. Submitting regular monitoring data to Council in a timely, accurate, and understandable fashion, including but not limited to the demographics of membership, a summary of Registration results, the results of Investigation and Discipline cases, and the results of Practise Reviews, as well as any trends they should be aware of.
 - c. Keeping Council informed of media coverage (good and bad).
 - d. Keeping Council informed of material external and internal changes particularly changes in assumptions upon which any Council policy has previously been established.
 - e. Advising Council if, in the Executive Director's opinion, the Council is not in compliance with its own policies.
3. Manage the Association's assets to ensure financial stability including:
 - a. Having comprehensive liability and property insurance coverage to meet any liability, property, and casualty claims against the Council, staff, volunteers, and the association.
 - b. Protecting intellectual property, information, and files from loss or damage of any kind.
4. Provide background research, guidance and support to key Council Governance Committees:
 - a. Executive
 - b. Governance
 - c. Nominating
 - d. Finance
 - e. Geoscience
5. Manage the implementation of the budget; prepare a regular forecast for Council and keep Council informed of any significant deviations from the budget.

6. Develop and implement written administration policies and procedures including personnel policies and procedures that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
7. Review and recommend the appointment of senior management.
8. Establish and maintain an annual Board approved plan for the development and succession of senior management.
9. Develop and maintain good working relationships with key peers in:
 - a. Other relevant professional organizations within British Columbia.
 - b. The Engineering and Geoscience profession across Canada and in the US.
10. Develop and maintain good working relationships with senior members of key BC Ministries.

Policy CG-13 Executive Director's Performance and Compensation

POLICY TYPE: COUNCIL GOVERNANCE
DATE APPROVED: September 9, 2005, Motion (CO 05-45-2)
DATE AMENDED:
MONITORING DATE:

Each year, Council will conduct a formal performance review of the activities and accomplishments of the Executive Director & Registrar.

1. Prior to the Council review, the Executive Committee will meet with the Executive Director & Registrar to discuss performance against objectives, as well as any other feedback, such as 360-degree feedback. The Committee will write a formal report to Council on the results of the review. This report shall also include the Committee's recommendations regarding the future employment of the Executive Director & Registrar with the Association. If there is a disagreement on the content of the report, the Executive Director & Registrar may write formal comments to Council. The final report, including any comments from the Executive Director, shall be submitted to the Council for ratification by motion. This report shall become part of the personnel file for the Executive Director & Registrar and a signed, written copy shall be provided to him/her.
2. Immediately after the ratification of the performance review by Council, the HR and Compensation Committee will meet to review data on comparable compensation and to make a recommendation on salary for the Executive Director & Registrar for the next year. The Director, HR and Administration will provide this data. Compensation should reflect current and appropriate salary, based on the geographic and relevant market data. The President shall provide written confirmation of any agreements on salary to the Executive Director & Registrar, with a copy to the Director, HR and Administration for payroll changes.
3. Council may also recognize and reward extraordinary performance on the part of the Executive Director & Registrar.