



# Council Governance Manual

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The Association of Professional Engineers,  
Geologists and Geophysicists of Alberta

## TABLE OF CONTENTS

<b>100 INTRODUCTION</b>	<b>1</b>
Section 101 APEGGA Council Governance Manual	1
Section 102 APEGGA Governance Structure	2
Section 103 APEGGA Governance Model Principles	3
<b>200 COUNCIL GOVERNANCE POLICIES</b>	<b>6</b>
Section 201 Introduction	6
Section 202 Council Governing Principles and Practices	8
Section 203 Council's Role and Responsibilities	9
Section 204 Council Meetings	10
Section 205 Council Members' Roles and Responsibilities	12
Section 206 Council Members' Code of Conduct	14
Section 207 The Roles of Council's Public Members	15
Section 208 Executive Committee's Role and Responsibilities	16
Section 209 Role and Responsibilities of Council Officers	17
Section 210 Council Stewardship and Performance Assessment	19
Section 211 Council Connection with Members	20
<b>300 POLICIES PERTAINING TO COMMITTEES</b>	<b>21</b>
Section 301 Committee Governing Principles	21
Section 302 Committee Reporting Structure	22
Section 303 Council and Standing Committee Roles	23
Section 304 Establishment of Committees	24
Section 305 Operation of Committees	25
Section 306 Council – Committee Relationships	26
<b>400 COUNCIL – STAFF RELATIONSHIP POLICIES</b>	<b>27</b>
Section 401 Mutual Expectations	27
Section 402 Executive Director's Role and Responsibilities	28
Section 403 Delegation to the Executive Director	29
Section 404 Executive Director Performance Monitoring and Assessment	30
<b>500 ENDS POLICIES</b>	<b>31</b>
Section 501 Governing Principles	31
Section 502 Strategic Planning	32
<b>APPENDIX A – RELEVANT LEGISLATION</b>	<b>33</b>
Section A101 Legislation Pertaining to Council	33
Section A102 Legislation Pertaining to Council Meetings	35
Section A103 Amendments to APEGGA's Legislation	37
Section A104 Establishment of Committees	39

## **100 INTRODUCTION**

### **Section 101 APEGGA Council Governance Manual**

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The APEGGA Council Governance Manual was first published in 1997 following an extensive review of possible governance models by a Council task force. Council agreed to adopt the Carver model of governance, modified where appropriate to meet the specific needs of APEGGA. A comprehensive review of the governance model and manual was completed in 2005.

The objectives of this manual are:

- to serve as a guide to Council governance principles and practices
- to serve as a reference on APEGGA's governance structure and relevant roles and responsibilities

Governance Manuals are issued to Members of Council and the executive staff of the Association. The manual is updated as appropriate and deletions, additions, and revisions are distributed to those individuals holding official copies of the manual. The manual is also available on the APEGGA website.

It is expected that all Council Members will read, understand and agree to abide by the Council Member's code of conduct and the governance policies contained within this manual. Continuing support for the established governance model will be re-affirmed at the first post-election meeting of the new Council.

Candidates for Council will be provided with an executive summary of the governance policies and the code of conduct, preferably before agreeing to allow their names to stand for election.

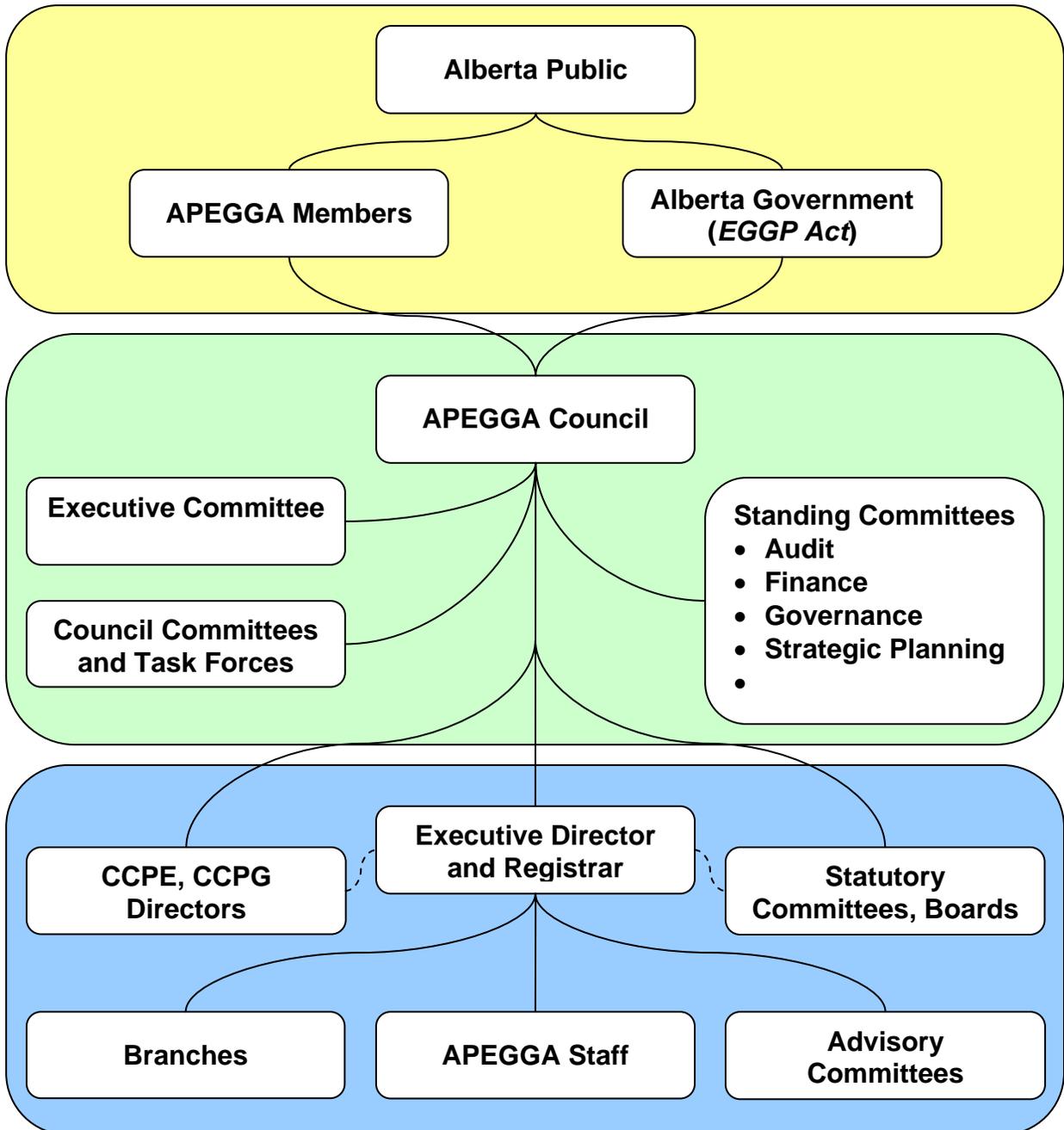
For a more in-depth understanding of the Association, the Governance Manual should be read in conjunction with *The Engineering, Geological and Geophysical Professions (EGGP) Act, Regulations and By-Laws* as well as the current versions of the *Council Policy Manual, Strategic Plan, Business Plan* and the *Council and Committee Roster*.

## INTRODUCTION

### Section 102 APEGGA Governance Structure

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#### APEGGA Governance Structure



## INTRODUCTION

### Section 103 APEGGA Governance Model Principles

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Council has three primary responsibilities: maintaining effective connection with the Members and the Alberta Government, creating written policies that govern the Association and assuring executive performance. Council is acting as the Board of Directors of APEGGA and has engaged an Executive Director, who acts as the CEO of the organization. The Executive Director is responsible for leading the staff organization which carries out the day-to-day work.

APEGGA has chosen to follow the Carver model for board governance, modifying it where necessary to meet specific needs. The adopted model is based on the following principles, which have been adapted for APEGGA from the publication: *Basic Principles of Policy Governance* by John Carver and Miriam Mayhew Carver, 1996, John Wiley & Sons.

#### **1. Council governs on behalf of the Members of APEGGA**

Self-governance of our professions has been delegated to APEGGA and its Members by the Provincial Government, acting on behalf of the public, through professional legislation. APEGGA is accountable to the Government and the public for the performance of the statutory functions and fulfillment of the regulatory responsibilities defined in the legislation.

Council represents APEGGA Members just as a corporate board represents its shareholders. The Members entrust Council to lead and govern the organization. Council, then, is accountable to APEGGA's Members and must establish and maintain an excellent relationship with them.

#### **2. Council speaks with one voice**

For Council to lead effectively and make authoritative decisions, it must take a unified position on issues. Diversity of perspective is critical to making good decisions – debate is expected. Once a decision is made, however, it is important that all Councilors support the decision. The authority to make decisions belongs to Council as a whole, not to individual Councilors.

Council may establish committees or task forces to help Council do its work, but must avoid taking on work that properly belongs to staff. Individual Councilors have no authority over the Executive Director or APEGGA staff and must avoid attempting to influence staff directly. Council as a whole, speaking with one voice, provides direction to the organization.

#### **3. Council decisions are primarily policy decisions**

Council focuses on creating policies and leaves implementation to the staff organization. Policies embody Council's beliefs, commitments, values and vision. Council ensures that policies are appropriately documented, understood and implemented. Policies generally deal with ends, limitations on means, Council-staff relationships or Council governance processes.

**4. Policy formulation begins broadly, adding levels of detail only as needed**

Policies are intended to permit reasonable action within defined boundaries – they are not prescriptive. Council defines its objectives in sufficient detail to assure sufficient control, and then delegates action. With respect to the ends and means limitations policies, the Executive Director is empowered to act and Council commits to accept reasonable interpretations of its guidance. With respect to Council governance processes and Council-staff linkage policies, the interpretation and action between Council meetings is delegated to the Executive Committee.

**5. Council defines expectations and delegates action**

Effective leadership requires that Council define expectations through establishing policies and then assessing performance, rather than confining itself to reacting to proposals, such as business plans and budgets brought forward by staff. This practice maintains a focus on the achievement of policies while avoiding rubber-stamp approvals of staff proposals and plans.

**6. Ends determination is vital**

APEGGA exists to make a difference for its stakeholders. Determining ends, what is to be accomplished for whom and at what cost, is a principal duty of Council. Policies regarding the desired ends and strategic programs which will be used to achieve those ends are developed and documented in APEGGA's annual strategic planning process.

**7. Council defines limitations on means rather than prescribing action**

Council is accountable for the way the organization conducts itself. Rather than attempt to define the expected conduct, activities, methods and practices in detail, Council focuses on establishing the boundaries of acceptability. For example, Council approves a program budget while entrusting the details of the program to staff.

**8. Council governs itself**

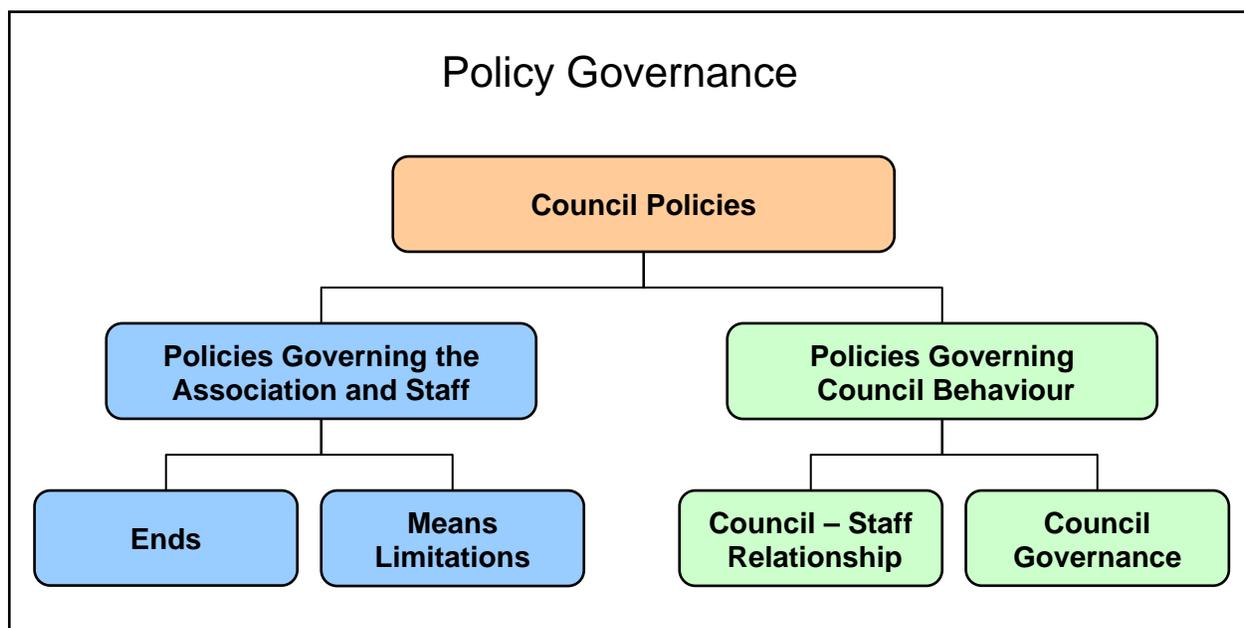
Council defines and abides by its expectations regarding its own governance. These expectations are policies and are documented in this *Council Governance Manual*. Council governance policies include a code of conduct, management of the Council agenda, linkage with Members, delegation of authority to the President and Executive Committee and self-assessment of performance.

**9. The relationship between Council and the Executive Director is one of mutual empowerment, respect and trust**

Council and the Executive Director constitute the leadership team. The roles of Council and the Executive Director are different, but complementary, and are mutually respectful and supportive. The Executive Director is charged with achieving the ends while working within the established limitations on means. It is important to provide enough direction to ensure achievement of Council’s objectives while avoiding becoming so detailed as to impair the effectiveness of the Executive Director.

**10. Executive Director performance is assessed against established policy criteria**

Under this governance model, the performance of the Executive Director is assessed against performance criteria established through policies on ends and means limitations. Council requires that monitoring mechanisms and reports are established to enable appropriate assessment of performance.



## **200 COUNCIL GOVERNANCE POLICIES**

### **Section 201 Introduction**

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At its June 1995 meeting, APEGGA's Council identified one of its goals as being “an improved process which would enable Council to effectively govern APEGGA in a manner that emphasizes strategic leadership, proactivity and long-term visioning.” Based on the understanding that the primary goal was to allow the Council the opportunity to devote more time to the long-term goals and leadership issues of the Association as a whole, a task force of Council Members and the Executive Director explored options which would afford that opportunity. The process of developing a revised governance model began with an examination of the role, responsibility and accountability of each of the entities within the Association.

The results of that exercise are contained in this Council Governance Manual. The principles and practices outlined herein recognize that the Council must focus on Council work. Council has under its direction and control, through the Executive Director, a vast resource of competent committee volunteers and staff. These people are equipped to carry out the day-to-day tasks required to meet the goals and objectives that Council sets for the Association. The revised APEGGA governance model focuses Council on strategic leadership and enables it to get to its real role: ensuring that APEGGA remains relevant through delivery of real value for the public, the Members and other stakeholders in a manner that is consistent with APEGGA’s mission, vision and values.

#### **Mission**

We serve the public interest by regulating the practices of engineering and geoscience in Alberta, by providing leadership for our professions, and by upholding our Members in their professional practices.

#### **Vision**

We will be a valued agent of excellence in professional practice and an internationally respected leader of the engineering and geoscience professions.

## **Guiding Principles**

APEGGA and its Members are guided by the following principles:

<b>Public Interest</b>	The protection of the public is paramount in all that we do.
<b>Professionalism</b>	Skilled and ethical practice is provided by our Members.
<b>Relevance</b>	Value is delivered to our Members and stakeholders.
<b>Trust</b>	Our professional reputation and ability to serve society is founded on earned public trust.
<b>Fairness</b>	Everyone is treated fairly and with dignity and respect.
<b>Transparency</b>	Processes are fair, impartial, and accountable to Members and the public.

## COUNCIL GOVERNANCE POLICIES

### Section 202 Council Governing Principles and Practices

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Council conducts its activities in a way which emphasizes strategic leadership, long-term planning, a proactive approach and a clear distinction between Council, staff and APEGGA Member roles. Council works closely with staff, but identifies with and is accountable to the Association's membership. In this spirit, the Council will:

1. Keep its **major** involvement with the intended long-term impact of the Association, not with the administrative means of achieving that impact.
2. **Inspire, direct and control** the Association through the careful deliberation and establishment of policies. Policies are statements which address the following:
  - *Ends (Results and Priorities)*: properly chosen, well-targeted outcomes to be produced by the Association
  - *Means Limitations*: principles limiting the choice of staff practices, activities, methods and circumstances
  - *Council-Staff Relationship*: delegation of responsibility to the Executive Director and staff, and assessment of Association performance
  - *Council Governance Process*: Council's role, responsibilities and procedures, including those of the Executive Committee and President
3. Strive towards the **self-discipline and commitment** needed to govern with excellence. Truly governing with excellence includes:
  - adherence to the governance model and its boundaries
  - ensuring that every meeting is a demonstration of Council leadership and results in progress towards the stated policies and goals of the Association
  - a commitment to assessment and continuous improvement in managing performance
  - attendance at Council and committee meetings as appropriate
  - recognizing that the Executive Director and staff are similarly committed to, and capable of, professional excellence
  - respect for the combined wisdom of Council when decisions are taken, regardless of personal opinion; once a decision is made, Council speaks with one voice at all times and in all places
4. Be **accountable** to the Alberta Minister of Human Resources and Employment specifically, and to the membership of APEGGA generally, for competent, conscientious and effective accomplishment of its obligations as a body.

## **COUNCIL GOVERNANCE POLICIES**

### **Section 203 Council's Role and Responsibilities**

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Under the *EGGP Act*, Council is established as the governing body of the Association. Council is APEGGA's ultimate authority and, therefore, accountable for the Association's overall performance.

Council has the following specific responsibilities:

#### **1. Stakeholder Representation**

- Ensure that protection of the public interest is held paramount.
- Ensure that the perspectives of the Members are appropriately represented.

#### **2. Strategic Leadership**

- Assess the external environment and identify changes and challenges in society, government and technology that may impact the Association and its Members, and ensure that these challenges are addressed.
- Formulate governance policies and a strategic plan to guide the Association in current and future initiatives and ensure continuing relevance of the professions and the Association.
- Establish broad budget and business plan objectives to be used by the Executive Director in preparing a fiscal year operating budget that recognizes priorities that Council has established, and ensure that the budget materially reflects those priorities.
- Ensure sustainability of the Association including succession planning for key leadership roles.

#### **3. Stewardship**

- Assess the performance of the Association and the Executive Director.
- Assess performance against the strategic plan, the business plan and the fiscal year operating budget.
- Assess its own performance, including the performance of the President, Executive Committee and other Council committees.

#### **4. Council Governance**

- Maintain discipline regarding its own conduct.
- Recognize that Council as a whole provides direction to the organization.
- Uphold and respect the decisions of Council.
- Recognize the role of the President as the official spokesperson for Council.
- Delegate matters to Council committees for assistance and advice in doing the work of Council; retain responsibility for making decisions and authorizing action.

## COUNCIL GOVERNANCE POLICIES

### Section 204 Council Meetings

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Council meetings focus on the work of Council (see Council's Role and Responsibilities). Council meeting time is recognized as being a valuable and non-renewable resource. Each Councilor assumes responsibility for proceeding through the agenda in a timely and efficient manner.

#### 1. Openness and Transparency

Council meetings are open to any Member of APEGGA and to the public. Reasonable notice of intent to attend is expected so that appropriate arrangements can be made. Meetings are reported in *The PEGG*, to the extent that the Editor believes items are of interest to readers.

#### 2. Agenda Content

The President is responsible for establishing the agenda in collaboration with the Executive Director and for ensuring that Council is able to deal effectively with priority issues.

A Council Member may put forward an agenda item to the President with reasonable notice prior to the next meeting. Only those issues which are within Council's chosen areas of responsibility shall consume Council time.

The order of business includes appropriate provision for discussion of longer-term policy and strategy issues. Attention is also given to current matters, including the activities of Council committees and operational matters that require the attention of Council. A consent agenda may be used to deal with matters requiring Council approval but not requiring discussion. A comprehensive agenda package is distributed prior to the meeting to enable Council to be informed and prepared for the meeting.

#### 3. Preparation

Council Members are obligated to prepare for meetings and to participate productively in discussion, always within the boundaries of discipline established by Council for itself. This obligation includes, but is not limited to: reading the Agenda package *in toto*, paying particular attention to the consent agenda items, and reviewing supporting documentation or previous agendas as required. Each Council Member has a duty to vote in an informed capacity.

#### 4. Conduct of Council Meetings

- Meetings are conducted using *Robert's Rules of Order*. A staff member is available to act as resource to both Council as a whole and to individual Councilors.
- Council Members have an obligation to put forward differing opinions and pertinent information which may not be in front of the meeting.
- Council Members are expected to respect the time of Council and avoid restating opinions, while ensuring that all perspectives are heard.
- Council Members are expected to resist revisiting decisions taken in previous meetings unless new information has been received.

## **5. Confidential Documents**

All documentation provided for the advice of Council is clearly marked "Confidential" and is treated as such until released by Council or the Executive Director.

## **6. In-camera Sessions**

In-camera sessions are held to discuss confidential matters. These include:

- matters before the Courts
- matters requiring advice from legal counsel
- matters dealing with staff matters
- reports from the Investigative Committee, Discipline Committee, Appeal Board and Practice Review Board
- matters involving third parties or Members where the rights of personal privacy may be in question
- matters of such a nature that to hold public debate would be detrimental to the best interests of APEGGA or the public generally

Recommendations arising out of in-camera sessions are reported to, and voted on, by a regular meeting of Council and the decision entered into the minutes.

Attendance at in-camera sessions is limited to Council, involved staff and others such as legal counsel invited to participate for a specific item.

## **7. Minutes**

All decisions of Council are clearly recorded in the minutes which, once approved, are available for public scrutiny during normal business hours and published on the APEGGA website. The vote count is recorded for all motions and key elements of the discussion leading to decisions are synopsisized. In keeping with the need for Council to speak with one voice, the vote of any individual Councilor is not recorded unless there is a need to show an abstention.

## **8. Council Post-meeting Caucus**

Following adjournment of the Council meeting, a short debrief is held to permit Council to comment privately on its own collective performance and other matters of concern. Initially, Council and the Executive Director are present. For the second part of the Caucus, the Executive Director is excused. No formal decisions of Council are taken and no minutes are kept. The President is accountable for following up on any action items.

## **9. Other Meetings of Council**

Council may meet for other purposes than to conduct the formal business of Council. The annual strategy retreat and information sessions on matters of general interest to Council are examples of this sort of meeting. These meetings are not public, but may be open to invited guests. Minutes need not be kept.

## **COUNCIL GOVERNANCE POLICIES**

### **Section 205 Council Members' Roles and Responsibilities**

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As elected representatives of the professions, Council Members have the following duties:

#### **1. Fiduciary Duty / Duty of Care**

- Act honestly and in good faith.
- Act in the best interests of the Association.
- Avoid conflict of interest.
- Subordinate personal interest to the interests of the Association.

#### **2. Duty of Knowledge**

- Understand the principles and policies of legislation governing EGGs in Alberta and the inherent responsibilities attached to self-governance.
- Understand APEGGA's mission and vision statements and the Strategic Plan.
- Understand the governance model and the rationale for, and effective use of, the four classes of policies.

#### **3. Duty of Diligence**

- Act in the best interests of the Association.
- Be as fully informed about Association issues as reasonably possible.
- Identify external factors which may impact the Association.
- Prepare for, attend and participate in meetings of Council, assigned committees and special meetings such as strategy conferences.
- Vote on matters brought before a meeting.

#### **4. Duty of Skill and Prudence**

- Use individual expertise in the best interests of the Association.
- Act cautiously and anticipate probable consequences of Association actions.
- Exercise the care, diligence and skill of a reasonably prudent person.

#### **5. Duty to Manage**

- Establish policies, provide guidance and measure results.
- Delegate implementation to the Executive Director.

#### **6. Duty to Participate**

- Participate in the development and renewal of APEGGA's strategic vision and plan.
- Serve on selected APEGGA task forces or committees.
- Attend the Annual General Meeting and the Summit Awards® Gala.
- Attend Association and Branch meetings as a representative of Council.
- Act as mentors for new Council Members and assist in their orientation.
- Attend selected other events such as government functions on behalf of Council.

**7. Duty to Represent Council**

- Provide a fair hearing to any Member of the Association regarding matters related to the policies of the Association or the administration of its affairs.
- Provide explanations if facts are known.
- Present Council decisions and actions in a positive and supportive manner.
- If unable to provide an adequate explanation, direct concerns to the Executive Director or the President.

## **COUNCIL GOVERNANCE POLICIES**

### **Section 206 Council Members' Code of Conduct**

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Council expects of itself, and of its Members individually, consistent professional conduct. This commitment includes proper use of authority and appropriate decorum . Councilors who do not choose to accept this breadth of responsibility should resign.

1. It is expected that the conduct of all Councilors is exemplary and a model for integrity and professional conduct. All Councilors, staff, Members and stakeholders are treated fairly, and with dignity and respect.
2. Council Members discuss all issues freely and openly at Council meetings, presenting both supporting and contrary points of view.
3. When Council has reached a decision, Council Members, speaking with one voice, support that decision. Council Members are expected to present Council's positions in a supportive manner.
4. Council Members are individually and collectively responsible for ensuring that discussions during Council meetings focus primarily on issues that pertain to Council.
5. Council Members, including those on the Executive Committee, may not attempt to exercise individual authority over the Association except as explicitly set forth in Council policies.
6. In responding to questions on Association policy or administrative matters, Council Members are expected to provide an accurate explanation if they have the relevant facts or else to refer the matter to the President or the Executive Director as appropriate.
7. Council Members must respect the privacy of all Member information and abide by the terms of the Association's policy on privacy as published on the APEGGA website.

## **COUNCIL GOVERNANCE POLICIES**

### **Section 207 The Role of Council's Public Members**

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Public Members, while they are not Professional Members of the Association, are appointed to serve on Council by the Minister of Human Resources and Employment. As such, their role is unique, serving as a window through which the public is able to assess objectively the effectiveness of the Association in fulfilling its mandate.

Public Members contribute significantly to the governance process by helping Council to focus on the higher-level policy issues. They also bring an external viewpoint to Council aimed at enhancing the quality and appropriateness of its policies and decisions. Public Members provide an assurance to the public that the Association conducts its affairs with the knowledge that its policies and procedures are being monitored externally.

1. Public Members are expected to participate in the Association's working committees and task forces where it is appropriate for them to do so.
2. Public Members are expected to prepare an annual report for the Minister to be incorporated into the Association's annual report.

## **COUNCIL GOVERNANCE POLICIES**

### **Section 208 Executive Committee's Role and Responsibilities**

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The Executive Committee consists of the President, the immediate Past-President, the President-Elect, Vice-President and the Executive Director. The Chair of the Executive Committee is the President.

1. The Executive Committee is accountable to Council.
2. The Executive Committee has the delegated authority and power of the Council with respect to any decisions or actions necessary between Council meetings. The Executive Committee acts on behalf of Council subject to the restrictions established in Council Governance Policies.
3. The Executive Committee's authority does not extend to supervising, or otherwise directing, the Executive Director except when acting on behalf of Council between Council meetings.
4. The President is responsible for establishing the agenda for Executive Committee meetings in collaboration with the Executive Director.
5. The Executive Committee considers the wide variety of issues and opportunities facing the professions and the Association and provides a strategy and priority focus on matters coming before Council.
6. The annual review of the performance and compensation package for the Executive Director is carried out by the Executive Committee.
7. The Executive Director is responsible for administering all staff salaries and staffing within the approved budget, excluding himself or herself. Salary adjustments for executive staff are shared with the Executive Committee for information.

## COUNCIL GOVERNANCE POLICIES

### Section 209 Roles and Responsibilities of Council Officers

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#### President's Role and Responsibilities

The President's role is parallel to that of the Chair of a corporate board of directors. The primary function of the President is to help Council do its work and accomplish its objectives.

The President is the official spokesperson for Council and is accountable for ensuring that Council's position and perspective on matters are fairly and appropriately represented. The President is authorized to make reasonable interpretations of Council policies in exercising this authority but may not make policy statements that go beyond what has been supported by Council. The job of the President is to use this authority to assure integrity in the Council process.

Accordingly:

1. The job of the President is to ensure that the Council and the Executive Committee conduct business in a manner that is consistent with Council's own rules and those legitimately imposed on it from outside the organization, including:
  - setting the Council meeting agenda in collaboration with the Executive Director, limiting its content to only those issues which, according to Council policy, belong to Council and not the Executive Director, staff or committees
  - ensuring that deliberation is timely, fair, orderly and thorough, but also efficient, limited in time and kept to the point
  - ensuring that the meeting is run in accordance with *Robert's Rules of Order*, as required in the By-Laws, and that an appropriate party, usually a member of staff, is available to act as parliamentarian
2. The President is accountable to Council.
3. As the elected leader of the Association, the President is expected to represent APEGGA in a variety of venues including:
  - liaison with key government officials
  - liaison with leaders of sister associations and technical societies
  - representing APEGGA at key meetings of sister associations and technical societies
4. The President is expected to provide leadership to Council, the Association and the professions while acting within the intent of the governance model and the limitations established through Council policies. The President is uniquely well-positioned to understand the challenges and opportunities available to the professions and must demonstrate leadership in ensuring that these challenges and opportunities are addressed proactively.

5. Acting on behalf of Council, the President identifies the need for Council committees (standing committees, task forces and working groups) to help Council do its work and recommends that they be established. The President also identifies appropriate Members for the committees taking into consideration factors such as assurance of continuity, the need for specific skills and the interests of Councilors. The proposed slates of Members of Council committees are recommended to Council for Council's consideration and approval.

### **President-Elect's Role and Responsibilities**

1. The President-Elect, with the support of the Executive Director, is responsible for chairing the Strategic Planning Committee and leading the strategic planning process.
2. The President-Elect has all the powers and responsibilities of the President during the President's absence.

### **Vice-President's Role and Responsibilities**

The Vice-President has all the powers and responsibilities of the President during the absence of both the President and President-Elect.

### **Past-President's Role and Responsibilities**

The Past-President is responsible for:

- chairing the Nominating Committee
- chairing the Governance Committee

## **COUNCIL GOVERNANCE POLICIES**

### **Section 210 Council Stewardship and Performance Assessment**

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#### **1. Council Self-Assessment**

Council regularly conducts a self-assessment to help identify ways to improve and to provide assurance of its continuing effectiveness. The focus of the assessment is on the performance of Council and includes the performance of the President and Council committees and task forces.

The Governance Committee is responsible for developing appropriate methods for monitoring and assessing Council performance and effectiveness.

Council holds itself accountable for the effectiveness of the strategic goals and planning process. The Strategic Planning Committee has been established to assist Council in this work.

#### **2. Association Performance Assessment**

A key responsibility of Council is providing direction to, and monitoring performance of, the staff organization that has been established to accomplish the business of the Association. Monitoring performance is done against policy criteria and objectives which are explicitly stated in advance, generally as part of the annual strategic and business planning processes. The focus of the review is on the overall performance of the organization and not that of any individual. Particular attention is paid to performance against Council priorities and targets for the year.

The Executive Director is accountable for, and reports annually on, the performance of the staff organization. Council may identify and implement additional means of assessing Association performance including obtaining external reports and direct inspection by Council.

#### **3. Executive Director Performance Assessment**

The performance of the Executive Director of the Association is assessed against performance criteria established by Council through policies on ends and means limitations. The Executive Committee, acting on behalf of Council, is charged with bringing focus to and defining the specific performance expectations to be considered, conducting the performance assessment and determining appropriate compensation.

Results are to be reported in confidence and in general terms to Council with due respect for privacy, fairness and dignity.

## COUNCIL GOVERNANCE POLICIES

### Section 211 Council Connection with Members

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Council is elected by, and governs on behalf of, the Members of the Association. Our professions are self-governing professions and it is critically important that the perspectives of the Members of the professions are fairly and comprehensively represented in Council decision-making.

1. Council will ensure that Members are consulted as a key part of planning for any significant change in the governance of the professions.
2. Decisions on recommendations regarding substantive changes to *The Engineering, Geological and Geophysical Professions Act, Regulations and By-Laws* may be taken to a ballot of the Members to ensure as complete a perspective as possible.
3. Key initiatives and issues facing the professions will be communicated widely and in a timely fashion.
4. Council as a whole, individual Councilors and APEGGA staff will ensure that Members and prospective Members of the Association are treated with fairness, dignity and respect at all times.

## 300 POLICIES PERTAINING TO COMMITTEES

### Section 301 Committee Governing Principles

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The term “committees” refers to standing committees, special committees, task forces, boards and working groups collectively.

Committees are one of four types: Statutory Committee, Committee of Council, Advisory Committee and Joint Board.

#### 1. Statutory Committee

- Statutory committees are established in *The Engineering, Geological and Geophysical Professions Act*. These are: the Appeal Board, Board of Examiners, Discipline Committee, Investigative Committee and Practice Review Board.
- Statutory committees operate at arm’s-length. Arm’s-length refers to decisions being rendered independently from Council and not to a prohibition against communication between the entities.
- Statutory committees report the results of their actions to Council while depending on the Executive Director for support for their processes and administration.

#### 2. Committee of Council

- Committees of Council are standing committees, task forces and working groups established by Council to help Council do its job.
- Council committees have no authority to make decisions on behalf of Council or to provide direction to staff, unless specifically so delegated.
- Council committees are accountable to Council for their operation and results.

#### 3. Advisory Committee

- Advisory committees are committees, task forces and working groups that advise and assist the Executive Director and staff in carrying out their jobs.
- Advisory committees are accountable to the Executive Director for their operation and results.

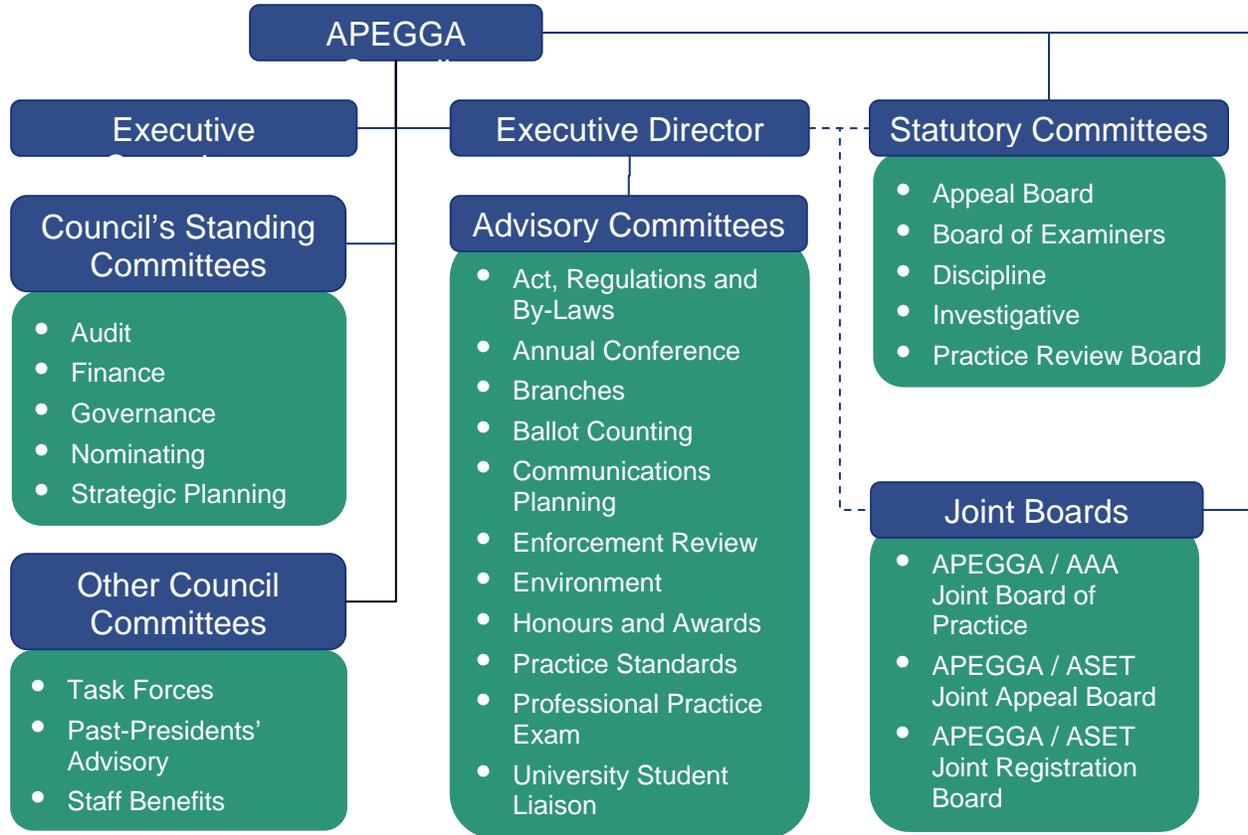
#### 4. Joint Boards

- Joint boards are established in *The Engineering, Geological and Geophysical Professions Act*.
- Joint boards operate at arm’s-length.
- Results are reported, as appropriate, to their respective governing Councils. Support is provided jointly by the constituent member organizations.

Details of terms of reference, membership and accountability are contained in the *Council and Committee Roster*.

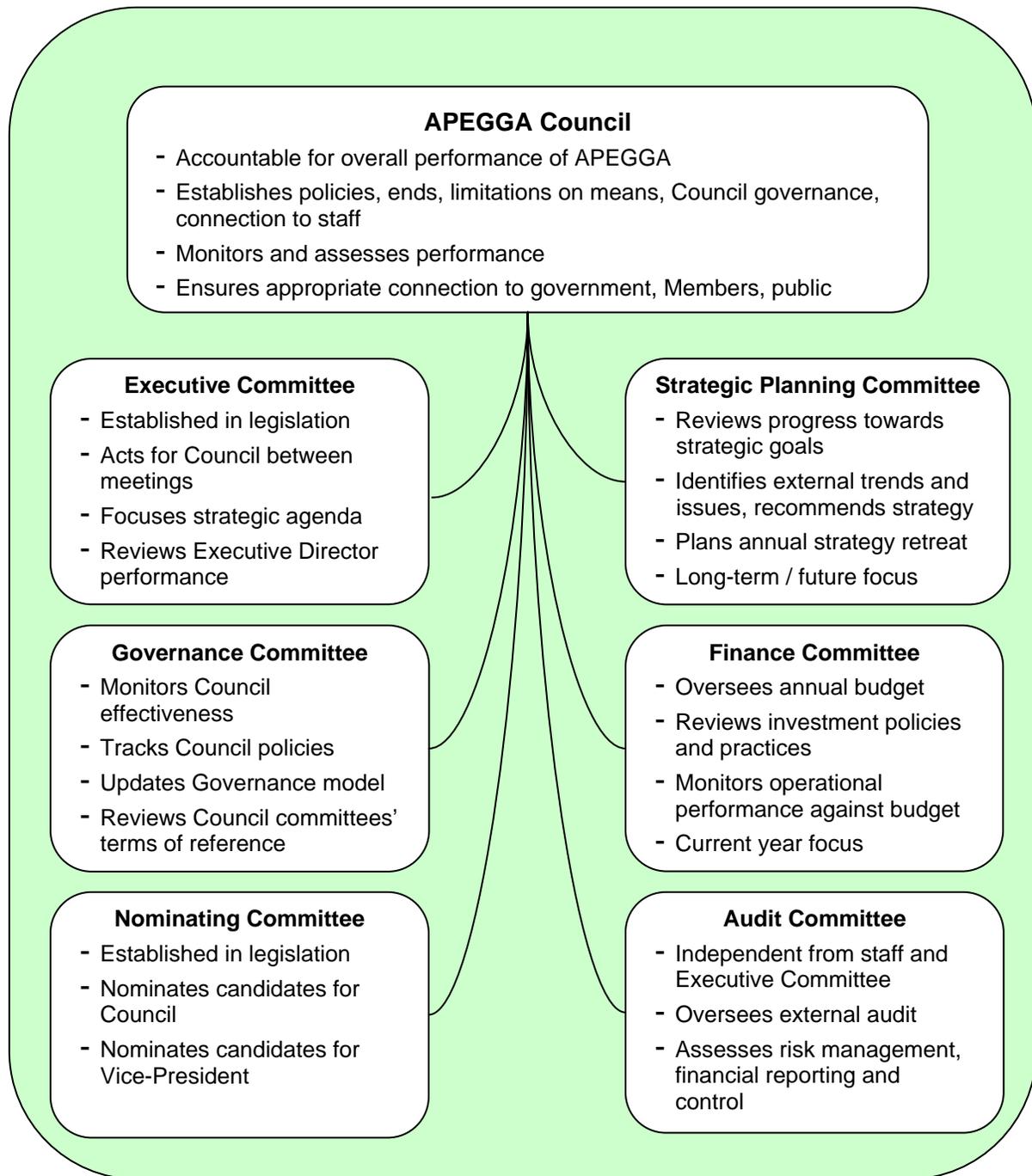
**POLICIES PERTAINING TO COMMITTEES**

**Section 302 Committee Reporting Structure**



## POLICIES PERTAINING TO COMMITTEES

### Section 303 Council and Standing Committee Roles



## POLICIES PERTAINING TO COMMITTEES

### Section 304 Establishment of Committees

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1. The statutory committees (Appeal Board, Board of Examiners, Discipline Committee, Investigative Committee and Practice Review Board) are established in *The Engineering, Geological and Geophysical Professions Act*. The Executive Committee is established in the Regulations.
2. With the exception of the statutory committees, the Executive Committee and the joint boards, Council approves the terms of reference of all committees, task forces and boards. Working groups are less formal and may be established as needed by Council, Executive Committee or the Executive Director.
3. The Members and the Chair of all statutory committees are approved by Council taking into consideration the recommendations of each committee's Chair and of each committee's APEGGA staff support personnel.
4. Unless otherwise indicated in the terms of reference, the Members and the Chair of Council committees are approved by Council on the recommendation of the President. Appointments are made annually to meet the needs of Council and take into consideration factors such as assurance of continuity, the need for specific skills and the interests of Councilors. The President is an ex-officio member of all Council committees except the Audit Committee.
5. The Executive Director has the delegated authority of Council to appoint Members and Chairs of advisory committees and joint boards and to appoint Members to represent APEGGA in other organizations.
6. Details of committees' terms of reference, membership and accountability are contained in the *Council and Committee Roster*.

## **POLICIES PERTAINING TO COMMITTEES**

### **Section 305 Operation of Committees**

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The following general provisions apply to all committees, task forces and boards unless specifically over-ridden in the terms of reference. Where used in this section, the term “committees” is taken to include task forces and boards.

1. The Executive Director or his/her designate will provide process and administrative support for all committees,
2. Committees and their Members cannot exercise authority over staff.
3. Committees meet at the call of the Chair as required to fulfill the committee mandate, usually in consultation with support staff.
4. Notice of meetings should be provided at least two weeks in advance of the meeting, unless otherwise agreed by the committee.
5. Attendance by non-Members of the committee at all or any portion of a committee meeting is by invitation of the committee Chair.
6. Meetings are chaired by the committee Chair or in the Chair’s absence, by a Member of the committee chosen among its Members.
7. A quorum for the transaction of business at any meeting of the committee is a majority of committee Members.
8. Meetings may be conducted with Members present or by teleconference or other means which permit persons participating in the meeting to communicate with each other.
9. A written resolution, signed by all committee Members entitled to vote, is as valid as one passed at a meeting.
10. Committees will review and reassess the adequacy of their terms of reference as they deem appropriate and propose recommended changes to Council.

## **POLICIES PERTAINING TO COMMITTEES**

### **Section 306 Council – Committee Relationships**

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#### **1. Council’s Relationship with Committees**

Council relates to committees in a way which respects each committee's competence and responsibility for carrying out its functions. Recognizing that Council's primary focus is on strategic leadership, the Council:

- concerns itself with policy issues that impact the Association or the public as a whole, leaving the implementation details related to those policies to the committees and staff
- acknowledges that committees are comprised of individuals chosen for their ability to deal with the necessary details of matters for which they are responsible
- respects the fact that committees have spent considerable time and effort in reviewing and discussing an issue prior to arriving at a position on the issue

#### **2. Committee Recommendations to Council**

When any committee recommends an action that requires a policy decision on the part of Council, the committee will provide Council with a summary of the recommendation, highlighting the policy matters, and also provide appropriate supporting documents. Council will be afforded appropriate time to consider the matter and provide comment to the committee before making its decision.

#### **3. Council Practice Regarding Approval of Documents**

When approving Practice Standards, Guidelines and similar documents, Council’s primary role is to consider policy recommendations inherent in the proposed document.

- In general, the use of words such as “shall”, “will” or “must” implies rule-making on the part of Council and signals a Council policy decision.
- Such policy recommendations shall have been reviewed with legal counsel, if necessary, prior to being put forward for Council approval.
- The document shall be clear and unambiguous so that any Member can appreciate the key concepts.
- Council refrains from involving itself in minor editorial changes to text relying on APEGGA staff to ensure that the intent of the wording does not change.

## **400 COUNCIL – STAFF RELATIONSHIP POLICIES**

### **Section 401 Mutual Expectations**

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The Council and the Executive Director constitute a leadership team; their roles are differentiated but are mutually supportive and respectful. This is particularly the case for the President who chairs the Council and the Executive Committee and who works very closely with the Executive Director in maintaining and enhancing the roles of both the Council and the Executive Director.

The Executive Director relies on the Council to confront and resolve issues of Council governance and the Council relies on the Executive Director to confront and resolve issues of management. Each can reasonably expect the other to exhibit leadership. The Council has the right to expect performance, honesty and straightforwardness in its Executive Director. The Executive Director has the right to expect the Council to be clear about the rules and to play by them, to speak with one voice and to get its own job done. Each is expected to stay within their respective mandate and role.

## COUNCIL – STAFF RELATIONSHIP POLICIES

### **Section 402 Executive Director's Role and Responsibilities**

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The Executive Director is acknowledged as the Chief Executive Officer (CEO) of the Association and Council's single official link to the operating organization. The Executive Director is accountable for all Association performance and the authority exercised is as delegated by Council.

As Council governs primarily by establishing Association policies, the Executive Director's role is summarized as:

- accomplishing Council's objectives as established by its policies
- operating the Association within the boundaries established by Council's policies, including those responsibilities set out under Part 6, Section 21 of the *By-Laws*

The Executive Director participates as an equal and effective member of the Executive Committee along with the elected officers.

The Executive Director is also the Registrar of the Association with duties as defined in *The Engineering, Geological and Geophysical Professions Act*.

The Executive Director must be a Professional Member of the Association.

## **COUNCIL – STAFF RELATIONSHIP POLICIES**

### **Section 403 Delegation to the Executive Director**

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Council leads by setting strategic direction and policies to the level of detail needed. It is the purview of the Executive Director to implement those directions and policies. "Ends" policies direct the Executive Director to achieve certain results. "Means Limitations" policies constrain the Executive Director to act within defined boundaries. All Council authority delegated to staff is delegated through the Executive Director so that all authority and accountability of staff can be phrased, insofar as Council is concerned, as authority and accountability of the Executive Director.

1. The Executive Director is authorized to make decisions, take actions and develop activities which are consistent with Council's policies. Council must respect the Executive Director's choices made within this framework. Council may increase the level of detail in any policy when it determines that added clarity is needed. This does not prevent Council from obtaining information about activities in the delegated areas.
2. Only Council, or the Executive Committee acting on Council's behalf as per Regulation 29(2), has authority over the Executive Director. The Executive Director works collaboratively with the Council as a whole. Committees and individual Council Members have no authority over the Executive Director. Information or support may be requested by a Council Member or committee. The Executive Director, acting on his/her judgement, may choose to comply with or refuse any such request.
3. The Executive Director does not perform, allow, or cause to be performed, any act which is unlawful, insufficient to meet commonly accepted business and professional conduct or the "prudent person" test, or contrary to explicit Council constraints on executive authority. The Executive Director complies with all Association policies.
4. The conduct of the Executive Director will be exemplary and a model for integrity and professional conduct.
5. All Councilors, staff, Members of APEGGA and stakeholders will be treated fairly, and with dignity and respect.
6. The Executive Director is accountable to Council and to those who Council formally delegates to act on its behalf on specific matters.

## **COUNCIL – STAFF RELATIONSHIP POLICIES**

### **Section 404 Executive Director Performance Monitoring and Assessment**

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The Executive Director is the sole channel through which Council policies and decisions are implemented by the Association. Monitoring executive performance is synonymous with monitoring Association performance against Council policies and performance criteria. Monitoring will be as automatic as possible, using sufficient Council time to provide appropriate assurance of Association performance, while enabling Council to spend the majority of its time on future-focused activities.

1. The purpose of monitoring is to determine the degree to which Council expectations and performance criteria, as defined in its policies, are being met.
2. Performance criteria are reviewed and approved by Council annually in advance of the year. They bring focus to Council's expectations of the organization. The Executive Committee, acting on behalf of Council, is charged with defining the specific performance expectations to be considered and ensuring that Council is able to deal with the matter in a timely fashion.
3. Performance may be monitored in several ways. Examples of appropriate means are:
  - an internal report from the Executive Director to the Council or Council's delegate
  - an external report assessing executive performance against policies of the Council
  - direct inspection by Council, in whole or in part, of compliance with Council policies
4. The annual performance assessment of the Executive Director is carried out close to the end of the year with the following objectives:
  - to permit in-depth discussion of performance and allow frank dialogue regarding issues and concerns with both executive and Council performance
  - to provide a foundation for adjustment of compensation

Council delegates this work to the Executive Committee recognizing that this committee has a broad perspective on the Association's strengths and challenges and is well positioned to ensure continuity in the assessment process.

5. Results of the annual performance assessment are reported in confidence to Council with due respect for privacy, fairness and dignity. The strengths of the Association, and any concerns requiring the attention of Council, are addressed.

## 500 ENDS POLICIES

### Section 501 Governing Principles

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APEGGA exists to produce worthwhile results for the public and its Members. Leadership for those results begins from an external perspective, since the Association does not operate in isolation from its environment, and must accomplish the following objectives:

- ensuring the sustainability of the Association
- ensuring the relevancy of the Association's services and products
- nurturing trust through communication, accountability and stewardship

Protection of the public interest as provided for in *The Engineering, Geological and Geophysical Professions Act* is the paramount and overriding objective of APEGGA. The following summary of the intent of professional legislation is abstracted from the Government of Alberta's June 1990 publication: *Principles and Policies Governing Professional Legislation in Alberta*.

Self-governance is a privilege delegated to the professions by the Government of Alberta with the fundamental purpose of providing for regulation of the professions in the public interest. It is expected that standards, procedures and controls are established which, to the fullest extent possible:

- protect service users and the public from incompetent or unethical providers of services
- promote quality, efficiency and cost-effectiveness in the provision of professional services
- balance the rights and responsibilities of professionals, service users and the public
- enable service users to exercise informed judgement and freedom of choice with respect to professional services

Council is diligent in ensuring that the intent of the enabling legislation is met and that APEGGA remains relevant through delivering real value for the public, the Members and other stakeholders in a manner that is consistent with APEGGA's mission, vision and guiding principles.

Council accomplishes all of this through establishing **ends policies** that embody the long-range vision for the organization and articulate clear and concise expectations regarding what is to be achieved for whom and at what cost. These policies are strategic in nature and stay at the highest level possible to define results while providing just enough detail to guide the Association, all without unduly limiting the Executive Director's ability to act.

## **ENDS POLICIES**

### **Section 502 Strategic Planning**

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The primary means used by Council to define its ends policies is the *Strategic Plan*. The *Strategic Plan* articulates the desired ends, or results and priorities, and policies of the Association and frames high-level strategic programs or themes in a clear, concise and compelling manner. The *Strategic Plan* is published on the APEGGA website.

Council has adopted a strategic planning process to ensure regular review, updating and documentation of its strategic plan. The Strategic Planning Committee, led by the President-Elect, is responsible for:

- monitoring and assessment of progress towards strategic goals
- regular identification and examination of the impact of external trends and issues
- recommendations regarding revisions and updates to the strategic plan
- planning and preparing for the annual review of the plan

## APPENDIX A – RELEVANT LEGISLATION

### Section A101 Legislation Pertaining to Council

Effective: 7/96

Last Revised: 4/04

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APEGGA's Council is established by *The Engineering, Geological and Geophysical Professions Act* - Part 2, Sections 12, 13 and 14.

#### Council

- 12(1) There is hereby established a governing body of the Association called the Council.
- (2) The Council shall manage and conduct the business and affairs of the Association and exercise the powers of the Association in the name of and on behalf of the Association.
- (3) The Council shall submit annually to the Minister in a form satisfactory to the Minister a report on those matters of the business and affairs of the Association that the Minister requires.
- (4) The Minister shall, on receipt of the annual report of the Association, lay it before the Legislative Assembly if it is then sitting, and if it is not then sitting, within 15 days after the commencement of the next sitting.

#### Registrar

13 The Council shall appoint a Registrar for the purposes of this Act.

#### Council members

14(1) Subject to subsection (2), the Council shall include the president, 2 vice-presidents, the immediate past-president and at least 12 other professional members, the number of which shall be prescribed by the bylaws, each of whom shall be elected by the professional members at the time, in the manner and for the period provided for in the bylaws.

- (2) The Council shall consist of
- (a) at least 16 professional members among whom there shall be not less than
    - (i) 2 professional engineers,

(ii) 2 professional geologists, and

(iii) one professional geophysicist, and

(b) when the total number of elected professional members does not exceed 20, 3 members of the public, who shall be appointed by the Minister, after consultation with the Association, for a 3-year term of office.

(3) For each 10 elected professional members by which the membership of the Council exceeds 20, an additional member of the public shall be appointed by the Minister, after consultation with the Association, for a 3-year term of office.

(4) A member of the Council appointed under subsection (2)(b) continues to hold office after the expiry of the member's term of office until the member is reappointed or the member's successor is appointed.

(5) The Minister may, after consultation with the Council, revoke the appointment of a member of the Council made under subsection (2)(b).

(6) The Minister may pay to a member of the Council appointed under subsection (2)(b) travelling and living expenses incurred by that member for the member's attendance at any meeting of the Council while away from the member's usual place of residence and fees in an amount prescribed by the Minister.

(7) The powers, duties and operations of the Council under this Act, the regulations and the bylaws are not affected by

(a) the fact that no member of the public is appointed as a member of the Council pursuant to subsection (2)(b),

(b) the revocation under subsection (5) of the appointment of a member of the public, or

(c) the resignation from the Council of a member of the public.

(8) The failure of a member of the public appointed under subsection (2)(b) to attend a meeting of the Council shall not be construed to affect or restrict the Council from exercising at that meeting any powers or performing any duties under this Act, the regulations or the bylaws.

## **APPENDIX 1 – RELEVANT LEGISLATION**

### **Section A102 Legislation Pertaining to Council Meetings**

Effective: 7/96

Last Revised: 4/03

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The Regulations, Part 4, Sections 25 - 28, state:

#### **President and Vice-presidents - election and powers**

**25(1)** The President of the Association must be elected annually by the professional members of the Association, and holds office until a successor is elected.

**(2)** The President shall act as the presiding officer at meetings of the Council and at meetings of the Association.

**(3)** The President may vote at meetings of the Council or the Association only in the event of a tied vote.

**(4)** The 2 Vice-presidents must be elected annually by the professional members of the Association and must be designated as First Vice-president and Second Vice-president on the basis of the number of votes cast for each of them.

**(4.1)** The First Vice-president is deemed to be the President Elect and must be the sole nominee for the office of President in the succeeding year.

**(5)** The First Vice-president or, failing the First Vice-president, the Second Vice-president, has all the powers of the President during the absence of the President for any cause.

#### **Election of Council**

**26(1)** The professional members of the Council, other than those mentioned in section 25, must be elected annually by the professional members of the Association.

**(2)** The term of the members referred to in subsection (1) is 3 years and the elections must be conducted so that as close as possible to 1/3 of the positions come up for election each year.

## **Vacancy**

**27(1)** Where there is a vacancy in the Council, the remaining members of the Council shall appoint a professional member to fill the vacancy until the next regular election.

**(2)** Where a vacancy is filled at a regular election, the person elected holds office for the unexpired portion of the term of office of the person being replaced.

## **Quorum**

**28** A quorum for meetings of the Council is

**(a)** at least one of the President, the 2 Vice-presidents or the immediate Past President, and

**(b)** 6 other professional members of the Council.

The By-Laws, Part 3, Sections 12 and 13, state:

## **Council meetings**

**12(1)** Council shall meet at the call of the president or on request in writing to the Executive Director signed by not less than 4 councilors.

**(2)** The time and place of Council meetings shall be fixed by the president or by the councilors, whichever called the meeting.

**(3)** Professional members of the Association shall be informed as to the time and place of Council meetings and may attend meetings of the Council as observers if advance notification of their attendance is given to the Executive Director.

**(4)** If any member of Council is unable to attend a meeting of Council he shall so inform the Executive Director or the executive secretary prior to the meeting.

**(5)** If any member of Council absents himself from 3 consecutive meetings of Council without the approval of Council, Council may declare his seat to be vacant.

## **Expenses**

**13** Members of Council and, at the discretion of Council, appointed representatives of the Association, members of committees of the Association, members invited for special purposes and the representatives of other organizations shall be paid the reasonable out-of-pocket expense of attending meetings of the Council or of the Association or when travelling on business of the Association.

## **Honorarium President**

**13.1** An honorarium shall be paid to the President, or the President's nominee in an amount and under such conditions as may be determined by the Council from time to time.

## **APPENDIX 1 – RELEVANT LEGISLATION**

### **Section A103 Amendments to APEGGA's Legislation**

Effective:

Last Revised: 4/03

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#### **Amendments to the *EGGP Act***

The Act is amended by a Government bill, not by a Private Members' bill.

Members of the Association have no legal authority to vote on proposed amendments to the Act.

The standard procedures with respect to amendments to the Act, and one which is politic from the point of view of the Council as well as the government, is to allow for full discussion by the Members of any proposed amendments and to hold a vote at the annual meeting preceding any approach to the government so that discussions with government may be on the basis of demonstrated support by the Members.

Discussions with the government almost inevitably lead to some further amendments and the extent to which allowance should be made for further discussion with Members is a matter of judgement by the Executive Committee and/or Council.

#### **Amendments to the Regulations**

The Regulations are governed by Section 19 of *The Engineering, Geological and Geophysical Professions Act* and are amended in Accordance with Section 19(3):

(3) A regulation under subsection (1) does not come into force unless it has been approved by

(a) a majority of the professional members

(i) present and voting at a general meeting, or

(ii) voting in a mail vote conducted in accordance with the bylaws,  
and

(b) the Lieutenant Governor in Council.

#### **Amendments to the By-Laws**

The By-Laws are governed by Section 20 of *The Engineering, Geological and Geophysical Professions Act* and are amended in accordance with Section 20(3):

**(3)** A bylaw under subsection (1) does not come into force unless it is approved by a majority of the professional members

(a) present and voting at a general meeting, or

(b) voting by a mail vote conducted in accordance with the bylaws.

## APPENDIX 1 – RELEVANT LEGISLATION

### Section A104 Establishment of Committees

Effective: 7/96

Last Revised: 4/04

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#### Committees Established under the *EGGP Act*

Council, the Appeal Board, Board of Examiners, Discipline Committee, Investigative Committee, and Practice Review Board are established under the *EGGP Act*.

#### Committees Established under the Regulations

The Enforcement Review Committee, Executive Committee, and the ASET/APEGGA Joint Registration Board and ASET/APEGGA Joint Appeal Board are established under the *Regulations*.

#### Committees Established under the By-Laws

The Nominating Committee and Ballot Counting Committee are established under APEGGA's *By-Laws*.

#### Committees Established under the *Government Organization Act*

The Joint Board of Practice, concerning procedures between the Alberta Association of Architects and APEGGA, is established under the *Government Organization Act*.

#### Other Committees (as per the *Regulations*)

##### Other boards, committees and task forces

**30(1)** In addition to the Discipline Committee, Investigative Committee, Board of Examiners, Practice Review Board, Appeal Board and Executive Committee, the Council may appoint any other standing or special committees, task forces or boards that it considers necessary to serve the interests of the Association, and shall at the time of the appointment, delegate any authority it considers necessary for the committees, task forces or boards to perform their function.

**(2)** Except for the Discipline Committee, Investigative Committee, Board of Examiners, Practice Review Board, Appeal Board and Executive Committee, the Council shall determine the terms of reference for all committees, task forces or boards.