



Professional Engineers
and Geoscientists of BC

Council Governance Policies

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Policy CG-1 Governance Principles

The Association of Professional Engineers and Geoscientists of the province of British Columbia (“APEGBC”) exists to fulfill the duties and objects as outlined in the Engineers & Geoscientists Act (the “Act”). The protection of the public interest in the practice of the professions as provided for in the Act is the paramount and overriding duty of APEGBC. The Act takes precedence over APEGBC’s Bylaws (the “Bylaws”), and both take precedence over policies and procedures.

The functions and responsibilities of the Council and its Committees are subject to the provisions in the Act and Bylaws. Council must be diligent in its efforts to ensure that the requirements as well as the intent of the enabling legislation is met and that APEGBC remains relevant through delivering real value for the public, the members and licensees of APEGBC (hereafter referred to as “Members”) and other stakeholders in a manner that is consistent with APEGBC’s mission, vision and guiding principles. APEGBC’s mission is to serve the public interest through the regulation of the practices of engineering and geosciences in British Columbia and, where consistent with this duty, promote the professions and protect the interest of its Members.

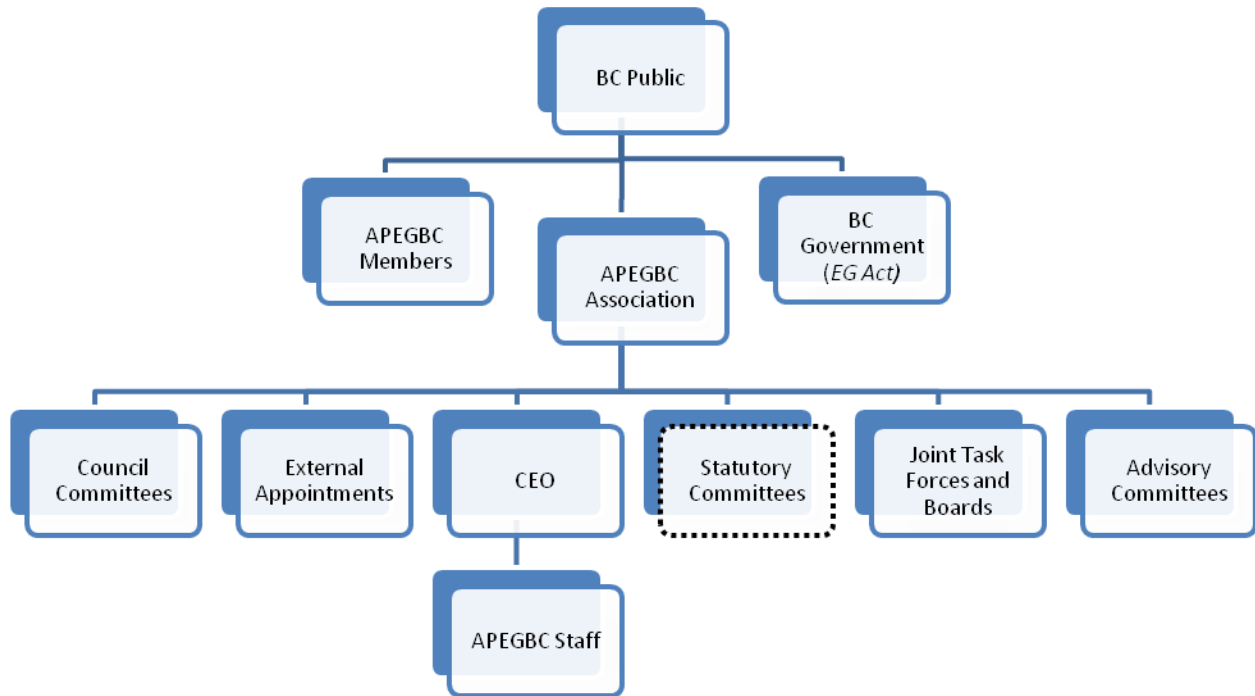
Council is accountable to the public (via the responsible Ministry) and the Members of APEGBC, for both governance and the management of APEGBC, as specified in the Act and Bylaws. It is expected that all Council members will read, understand and agree to abide by the Council member’s Code of Conduct and the governance policies contained within this manual.

Council is responsible for determining and approving all of APEGBC’s policies. The details of Governance Policies are the responsibility of Council. The details of any administrative policies are the responsibility of the CEO & Registrar.

It is Council’s duty to structure Committees, Task Forces, Branches, Divisions and their reporting relationships in a way that best serves APEGBC in carrying out its duties and objects from the Act. Committees and Task Forces are used for policy development and governance.

For a more in-depth understanding of APEGBC, the Governance Policies should be read in conjunction with the Act, the Bylaws, including the Code of Ethics, and other Council policies. As well, the current versions of the Strategic Plan, Council Workplan, Budget and Annual Report should be kept in mind.

Policy CG-2 Governance Structure



Council Structure

1. The Council consists of the President, all Vice Presidents, the immediate Past President, four (4) appointed Council members and ten (10) elected Council members.
2. If a member of the Council dies, resigns or is incapable of acting, a member of APEGBC or holder of a limited licence must be appointed to fill the vacancy, if the Council member is an elected member. If the Council member is a government appointee, the vacancy must be filled by appointment made by Order of the Lieutenant Governor in Council. If the Council member is an elected member, the Council should follow the Procedure for Replacement of Elected Council Members (Vacancy).
3. Council acknowledges the need for complete separation of specific cases before the Registrar, the Investigation Committee or the Discipline Committee from any involvement by Council or Council members but maintains oversight of the investigation and discipline roles of the Registrar, the Investigation Committee and the Discipline Committee. This separation of roles is outlined in the Oversight of the Investigation and Discipline Committees Policy and the Council Correspondence Management Policy.

Policy CG-3 Council Job Description

Under the Act, Council is established as the governing body of APEGBC. Council also represents APEGBC to the public generally, guided by standard or pre-determined messaging. Council is APEGBC's ultimate authority and is therefore accountable for APEGBC's overall performance.

Council can delegate actions to Committees, Task Forces or the CEO & Registrar, consistent with the Act, but cannot delegate responsibility. It is the responsibility of the Council and each of its members to:

1. Stakeholder Representation

- 1.1 Ensure that protection of the public interest in the practice of the professions is held paramount.
- 1.2 Ensure that the perspectives of the Members are appropriately represented and subject to 1.1, that the Members' interests are upheld and protected.

2. Strategic Leadership

- 2.1 Formulate governance policies and a strategic plan to guide APEGBC in current and future initiatives and ensure continuing relevance of the professions and of APEGBC.
- 2.2 Establish broad budget and business plan objectives to be used by the CEO & Registrar in preparing a fiscal year operating budget that recognizes priorities that Council has established, and ensure that the budget materially reflects those priorities.
- 2.3 Approve the appointment of the CEO & Registrar.

3. Stewardship

- 3.1 Assess the performance of APEGBC and the CEO & Registrar.
- 3.2 Assess performance against the Strategic Plan, the Business Plan and the fiscal year operating budget.
- 3.3 Assess its own performance, including the performance of the President, Executive Committee and other Council Committees.
- 3.4 Ensure sustainability of APEGBC including succession planning for key leadership roles.

4. Council Governance

- 4.1 Exercise independent judgment in directing and overseeing the operations of APEGBC.
- 4.2 Recognize that Council as a whole provides direction to the organization.
- 4.3 Uphold and respect the decisions of Council.
- 4.4 Recognize the role of the President as the official spokesperson for Council.
- 4.5 Delegate matters to Council Committees and Task Forces for assistance and advice in doing the work of Council; retain responsibility for making decisions and authorizing action.

5. Establish Standards of Conduct and Ethical Behaviour

- 5.1 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 APEGBC has an ongoing, appropriate and effective process for ensuring adherence to those standards.
- 5.2 Have a policy and process in place, and communicated to all personnel, that provides for staff to have confidential access to Council, through the President, to raise matters of serious concern regarding the CEO & Registrar.

Policy CG-4 Roles and Responsibilities of Council Officers

President's Role and Responsibilities

The President must act consistently with the Engineers and Geoscientists Act and the Bylaws, and the statutory duties therein.

The President is the official spokesperson for Council and is responsible for 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. In the absence of the President, these duties are assumed by the Vice President.

1. The President shall use his/her best efforts to ensure 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 adherence to the Council Code of Conduct, as well as dealing with any issues that arise should a Council member be in breach of any of the above mentioned. The President shall use his/her best efforts to ensure that:
 - 1.1 Council meeting discussion content is limited to those issues, which, according to Council Governance Policy, clearly belong to the Council to decide.
 - 1.2 Deliberation is timely, fair, orderly, and thorough, but also efficient and to the point.
 - 1.3 Council meetings are conducted in accordance with *Robert's Rules of Order* as required in the Bylaws, except where there is a specification in the Act or Bylaws that overrides them.
2. The President's duties may include but are not limited to:
 - 2.1 Holding the position of Chair of Council meetings, having all the commonly accepted authority of that position (e.g. ruling, recognizing), including:
 - 2.1.1 Presiding over meetings of Council to keep the meeting going in a legal and democratic manner.
 - 2.1.2 Ensuring Council discussions are focused on the agenda.
 - 2.1.3 Encouraging full Council member participation.
 - 2.1.4 Being the role model in good governance for the rest of the Council.
 - 2.1.5 Establishing the agenda for meetings in collaboration with the CEO & Registrar.
 - 2.1.6 Having a strong working knowledge of the Council Governance Policies and *Robert's Rules of Order*.
 - 2.1.7 Conducting reviews of Council member job performance, where requested.
 - 2.2 Holding the position of Chair of the Executive Committee, having all the commonly accepted authority of that position (e.g. ruling, recognizing);
 - 2.3 Voting to break the tie when the votes of the Council members are equally divided;

- 2.4 Conveying information from the Executive Committee to Council as required on any matter of special concern, as required in the Executive Committee Terms of Reference;
- 2.5 Liaising with the CEO & Registrar. The CEO & Registrar reports to Council as a whole, therefore the President has no authority to supervise or direct the CEO & Registrar. However the President may convey directions to the CEO & Registrar from the Executive Committee and/or Council;
- 2.6 To the extent possible, representing APEGBC as the elected leader of the organization in a variety of venues including:
 - 2.6.1 Liaison with key government officials.
 - 2.6.2 Liaison with leaders of sister associations/societies.
 - 2.6.3 Representing APEGBC at key meetings of sister associations/societies.
 - 2.6.4 Reporting to the Membership at large on a regular basis as determined by Council, e.g. through articles in APEGBC's magazine or other APEGBC media.
- 2.7 Representing Council to outside parties (including media) for the purpose of announcing Council-stated positions and interpretations. This may be delegated to another Council member or to the CEO & Registrar for a specific task, although the President remains accountable notwithstanding delegation;
- 2.8 Providing leadership to Council, the Association and the professions while acting within the intent and limitations of the Council Governance Policies;
3. If the President has a personal view that he or she wishes to express during the debate of Council business, then, in accordance with Robert's Rules of Order, the Vice President or other Council-appointed non-partisan member of Council shall chair that portion of the meeting for the conduct of the particular matter before Council.

Vice President's Role and Responsibilities

The Vice President must act consistently with the Engineers and Geoscientists Act and the Bylaws, and the statutory duties therein.

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 a member of the Executive Committee, abiding by the Executive Committee Terms of Reference;
3. The Vice President may have additional duties, including but not limited to representing APEGBC and/or Council at Induction Ceremonies and performing Branch visits, as designated by Council.

Past President's Role and Responsibilities

The Past President must act consistently with the Engineers and Geoscientists Act and the Bylaws, and the statutory duties therein.

1. The Past President is a member of the Governance Committee.
2. The Past President is the Chair of the Nominating Committee as required by the Bylaws.

3. The Past President is a member of the Executive Committee, abiding by the Executive Committee Terms of Reference;
4. The Past President should support and assist the President where requested in fulfilling the role as President and Chair of Council.
5. The Past President may have additional duties, including but not limited to representing APEGBC and/or Council at Past Presidents' Forum, as designated by Council.

Executive Committee Role and Responsibilities

The purpose and composition of the Executive Committee are set out in the Executive Committee's Terms of Reference.

The Executive Committee must act consistently with the Act, the statutory duties provided therein, and the Executive Committee Terms of Reference. The Executive Committee is accountable to Council.

The Executive Committee's duties may include but are not limited to:

1. Acting on behalf of Council on matters relating to the overall administrative, financial, human resources, operational and national affairs of the Association requiring action between regular meetings of Council and to report to Council on such actions for information or ratification.
2. Assisting and working with the CEO & Registrar between Council meetings on matters requiring a Council decision before acting on behalf of APEGBC and to report to Council on such actions for information and/or ratification at the next meeting.
3. Meeting with the CEO & Registrar to discuss performance against objectives. The Executive Committee will write a formal report to Council on the results of the review. Upon ratification of the report, the Executive Committee will obtain and review data on comparable compensation and will make an offer on salary to the CEO & Registrar for the next year.
4. Assigning, as necessary, individual members or Task Forces to handle issues or tasks as defined within a set Terms of Reference. To assign, as necessary, external resources to advise on matters within the purview of the Executive Committee. Task Forces and external resources may report to the Executive Committee or Council as appropriate.
5. Recommending to Council the need for, and structure of, any Committee or Task Force deemed necessary as may arise from the work of the Executive Committee.
6. Dealing with matters referred to it by Council.

Policy CG-5 Council Support Structure

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

1. Committees

- 1.1 Council Committees are committees made up exclusively of Council members, such as the Executive Committee and the Governance Committee, that have been delegated certain responsibilities and tasks by Council and that report to Council
- 1.2 Advisory 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. Advisory Committees can assist Council by reviewing and researching issues and providing recommendations to Council on strategic, policy or practice matters.
 - 1.2.1 Advisory Committees generally have no authority to make decisions on behalf of Council or to provide direction to staff, unless specifically set out in their Terms of Reference ("TORs"). Advisory Committees are accountable to Council for their operation and results. Decisions of these Committees must be ratified by Council.
- 1.3 Statutory Committees are established by the Engineers and Geoscientists Act or the Bylaws to perform various regulatory functions such as registration, practice review, investigation and discipline. Council makes all appointments to these committees and receives regular information reports on these Committees' work. These committees are granted independent authority under the Act and bylaws to make decisions but under the Registration bylaw and Practice Review Guide, Council has certain specified duties in relation to applications for registration or licensure and practice reviews.

2. Task Forces

Task Forces are struck when Council or Committees have a specific issue to review within a specified time-frame.

3. Joint Practice Boards

Joint Practice Boards (JPBs) are established by Council in conjunction with the regulator of another profession 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 (“MOU”) between the professions. The reason for establishing a Joint Practice Board will be examined by Council before work on a 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.

JPBs generally 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. Committees, Task Forces, Joint Practice Boards and Working Group Operations

4.1 Terms of Reference & Work Plans

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 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. TORs for Task Forces should have an expiry date, although they can be extended in order to complete the assigned task.

If appropriate, 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 Terms of Reference that establish the group.

Council will approve all Terms of Reference and revisions thereto; TORs for any new Committees or Task Forces should be reviewed and approved by the Governance Committee prior to going forward to Council for approval.

4.2 Communications

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

4.3 Reporting

Where requested by Council or as required in their Terms of Reference, Committees and Task Forces will submit a concise report to Council. 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 for external reporting.

Committees, Joint Practice Boards, Working Groups, or Task Forces can raise specific policy issues with Council from time to time that relate to the purpose of the Committee, Joint Practice Board, Working Group, or Task Force. Committee, Joint Practice Board, Working Group, and Task Force Chairs may be invited, at APEGBC’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.

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 provide statutory protection from person liability and to ensure that the APEGBC'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 APEGBC's 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 APEGBC. Only Committee and Task Force members' expenses will be reimbursed in accordance with the Expense Reimbursement Policy.

4.6 Minutes & Notice of Meetings

Preparation and circulation of minutes of meetings for approval at the next meeting are the responsibility of staff. Meetings shall be called by the Chair in conjunction with the staff liaison. The President may attend any Committee meetings, as a non-voting ex-officio member, with the exception of statutory committee meetings.

4.7 Relationship to APEGBC Staff

Council Committees and Task Forces may advise Council or the CEO & Registrar consistent with the TORs, but shall not give direction to, or exercise authority over, staff. The CEO & 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-6).

5. 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. Divisions provide a communications link between Council and the Membership, and may be asked by Council to participate in specific communication exercises. Divisions are advisory to Council and convey the opinions of members to Council on professional practice matters.

Council may create Divisions and delegate to them such power and authority as Council sees fit. Each division shall have specific approved 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.

Division business is the responsibility of the Division Executive which would ordinarily consist of the: Chair, Past Chair, Vice Chair, Treasurer and Secretary and any other position that the Division deems appropriate. Division Executive positions are filled by an election amongst the members of the Division. Positions are held for one year but incumbents can stand for re-election. The suggested length of term on the Division's Executive, regardless of the position, should be 6 years. Divisions shall submit an annual activity report to APEGBC so that the information may be included in the APEGBC Annual Report. Divisions must submit annual financial statements. Other responsibilities to be covered in the division's Terms of Reference.

6. Branches

Branches are geographical groups of Members of APEGBC. Council may create Branches and delegate to them such power and authority as Council sees fit (Council has established a "Guide to Branch Executive Handbook" to guide each Branch).

Branches provide a communications link between Council and the Membership and may be asked by Council to participate in a particular communications exercise. Council approves the general Branch structure as recommended by the Governance Committee. Branches are responsible solely to the Council.

Branch Executive positions, which ordinarily include the Chair, Past Chair, Vice Chair, Treasurer, Secretary, Event-coordinators, Communications coordinator, and Members-at-large, are elected by members of the Branch and are normally one year, which can be renewed. Branches shall have an annual work plan that is complementary to and consistent with the Council Strategic Plan and annual work plan. Branches shall have an annual budget that is consistent with the Branch work plan. Other Branch responsibilities shall be included in the Branch TORs.

7. Registered Charities

APEGBC may establish registered charitable organizations, typically under the BC *Societies Act*, and Council members typically are the "members" of the society. In fulfilling their duties as members of such societies, Council members shall adhere to these Governance Policies, as well as the requirements under the *Societies Act* and/or other applicable legislation and policies.

8. Intellectual Property

All authorship of materials produced by Council, Division, branch and Committee members, staff and volunteers working under the auspices of APEGBC is the property of APEGBC unless there is an express written agreement to the contrary. APEGBC maintains sole ownership of the material and the copyright in the material and all rights of reproduction.

Policy CG-6 Code of Conduct for Council Members

N.B. The APEGBC Procedure "Implementation of Council's Code of Conduct" does not form part of Policy CG-6, but is appended for information. It describes the procedure arising from an alleged breach of the Code of Conduct.

Preamble

The following Code of Conduct shall bind Council members, including elected, appointed and ex-officio members. All Council members will be expected to sign a copy of the Oath or Affirmation of Office, also set out in this policy, at the beginning of their term.

Code of Conduct

1. **Professional Behaviour.** Council members are expected to behave in an ethical, businesslike and lawful manner. They should conduct themselves honestly and ethically, and in a manner that maintains and enhances the public's trust in the engineering and geoscience professions. Council members shall act impartially and with integrity, and shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Council members should always observe proper decorum and should treat one another and staff with respect and courtesy.
2. **Council Decisions.** Council members should discuss all issues freely and openly at Council meetings, presenting both supporting and contrary points of view, regardless of their memberships in any committees reporting on the issues. They should vote in the public interest in the practice of the professions, and – unless there is a conflict with the public interest – in the best interests of the membership as a whole. They are expected to accept and respect Council decisions. Unless specifically delegated to do so, they are not authorized to speak on behalf of Council regarding its decisions.
3. **Conflict of Interest**
 - 3.1 Council members must avoid conflicts of interest, and must disclose any real, perceived or potential conflict of interest. If in doubt, they should disclose to the President or the CEO potential or perceived conflicts, so as to discuss and agree upon the appropriate action. Should a Council member be under consideration for employment with APEGBC, or should a Council member seek to, or participate in a proposal to, engage in any private business or personal services with APEGBC, she/he must withdraw from Council deliberations, voting, and access to information, so as to assure procedurally-controlled access to information and competitive opportunity. For clarity, members of Council are not in a conflict of interest once the provision of their services to APEGBC has been procured following APEGBC's procurement policy and practices that offer a fair competitive opportunity for all qualified service providers.
 - 3.2 A Council member who has been served with a *Notice of Inquiry* by APEGBC on matters that are relevant to the work of Council or a committee, should immediately cease participating in the related work of the Council or committee until the complaint is

resolved.

- 3.3 When Council must decide upon an issue about which a Council member has an unavoidable conflict, that member shall declare the conflict, and absent himself/herself without further comment from the deliberation and vote.
4. **Discipline Hearing.** A Council member who is found guilty in a *Discipline Hearing* is expected to resign from Council.
5. **Confidentiality.** Councillors should not divulge any confidential information unless authorized to do so or required to do so by law. The proceedings of any parts of meetings of Council or a committee that are deemed to be confidential, including in-camera and closed (i.e. in-camera, but attended by the appropriate staff) portions, including the minutes and records, shall be kept in confidence by all attendees.
6. **Individual Authority.** Council members may not attempt to exercise individual authority over APEGBC except as explicitly set forth in Council policies. Unless specifically delegated to do so, Council members do not have authority to direct the CEO & Registrar or staff or other members of Council; and they have no authority to speak on behalf of Council to the public, media or other entities.
7. **Reporting of Non-Compliance.** A Council member shall report any serious non-compliance of this Code committed by another Council member, when such an offence becomes known to or is reasonably suspected by that Council member. A report must be made to the President unless the non-compliance involves the President, in which case the report must be made to the Vice-President.

[APEGBC assures every Council member that it will not carry out or, to the fullest extent reasonably within its power, permit any retribution or retaliation of any kind for reports made in good faith regarding known or reasonably suspected instances of non-compliance with this Code.]

Oath or Affirmation of Office

As a member of the Council of the Association of Professional Engineers and Geoscientists of the Province of British Columbia, I declare and affirm that I will carry out my roles and responsibilities to the best of my ability and in the best interest of the public and the engineering and geoscience professions, and that I will adhere to and be bound by the Code of Conduct for Council members.

So help me God [Those persons affirming may omit this phrase].

Policy CG-7 Role of the Chief Executive Officer & Registrar

The Executive Director (Chief Executive Officer) & Registrar is appointed by Council as the senior management officer of APEGBC and reports directly to Council. The CEO & Registrar is responsible for the implementation and administration of the Engineers & Geoscientists Act, as well as the management of the staff organization. The CEO & Registrar performs duties consistent with the Act.

1. Areas of Authority

- 1.1 The CEO & Registrar holds the key staff leadership position in the organization.
- 1.2 The position encompasses the roles of CEO & Registrar as set out in the Act, Bylaws and policies of APEGBC.
- 1.3 Under the authority of Council, the CEO & Registrar assumes complete responsibility for carrying out the duties and objects of the Act, Bylaws & policies as directed by Council, and implementation of the Strategic Plan and Council work plan.
- 1.4 The CEO & Registrar has the authority to direct the implementation of APEGBC's programs and services, is responsible for the management of all staff members and volunteers, and directs the affairs of APEGBC so that budget and sustainable financial management plans are adhered to.

2. Summary of Functions & Responsibilities

- 2.1 The CEO & Registrar's responsibilities include:
 - 2.1.1 Directing the day-to-day operations in a manner that achieves performance targets through an effectively and efficiently functioning organization.
 - 2.1.2 Assisting with Strategic Planning by conducting periodic internal and external environmental scans to identify emerging issues that may affect APEGBC or its relationships with key stakeholders.
 - 2.1.3 Implementing the Strategic Plan, annual work plan, and budget established by Council, and ensures all financial reporting requirements are met, including ensuring the financial sustainability of APEGBC.
 - 2.1.4 Facilitating the research, planning, development, implementation and evaluation of initiatives aimed at enhancing the effectiveness of public interest protection.
 - 2.1.5 Hiring, training, delegating to, supervising, evaluating and releasing of staff.
 - 2.1.6 Establishing and maintaining an effective Leadership Team of senior staff.
 - 2.1.7 Implementing Council policies.
 - 2.1.8 Attending all Council, Executive Committee and Governance Committee meetings.
 - 2.1.9 Acting as an advisor to Council and Council's Committees. The CEO & Registrar is Council's single official link to the operating organization and is accountable for all APEGBC performance.
 - 2.1.10 Interpreting Council decisions and policy to staff.
 - 2.1.11 Maintaining sound accounting procedures that facilitate regular audits and transaction tracking.

Appendix A - Relevant Legislation

PART 1: LEGISLATION PERTAINING TO COUNCIL

APEGBC's Council is established by the *Engineers and Geoscientist Act*, sections 7, 8 and 9, and bylaw 3, which are set out below:

ACT

Registrar and executive director

- 7(1) The council must appoint a registrar, who must be a member of the association.
- (2) The council must appoint an executive director.
- (3) The offices of registrar and executive director are held at the pleasure of the council and may be held by the same person.

Functions of council

- 8(1) The powers conferred on the association are to be exercised by the council.
- (2) Subject to this Act and the bylaws of the association, the council
 - (a) must govern, control and administer the affairs of the association,
 - (b) must exercise all rights and powers vested in it under this Act, and
 - (c) may pass resolutions necessary for the purposes of paragraphs (a) and (b).

Membership on and appointment to council

- 9(1) The council consists of the president, all vice presidents, the immediate past president and councillors appointed under subsection (4) or (7) or elected under subsection (6).
- (2) Despite subsections (4), (6) and (7), a councillor whose term of office has expired may continue to hold office until a successor is appointed or elected.
- (3) The council includes
 - (a) 4 councillors appointed under subsection (4),
 - (b) a further number, set by bylaw of the association and being at least 8, of councillors elected by the members and holders of limited licenses under subsection (6), and
 - (c) the councillors, if any, appointed under subsection (7).
- (4) The Lieutenant Governor in Council must appoint 4 councillors who are not members of the association and, subject to subsection (8), each serves for a 2 year term.
- (5) [Repealed 2007-8-23.]
- (6) The association must conduct a ballot of members and holders of limited licenses each year, in the manner determined by the council, to elect the councillors who are to be elected by the members and holders of limited licenses and
 - (a) each year the election must be for 1/2 the number of councillors to be elected by the members and holders of limited licenses,
 - (b) in the event of a tie vote, the winner is the candidate with greater seniority as a member or holder of a limited licence, and

- (c) each councillor elected by the members and holders of limited licenses must, subject to subsection (8), serve for a 2 year term.
- (7) If no member of a Faculty of Applied Science, Engineering or Geoscience in British Columbia or no professional geoscientist is elected under subsection (6) or section 6 (1) or (4), the council must appoint a member of a Faculty of Applied Science, Engineering or Geoscience in British Columbia or a professional geoscientist to the council for a one year term.
- (8) If a member of the council dies, resigns or is incapable of acting,
- (a) the other members of the council must appoint a member of the association or holder of a limited licence to fill the vacancy if the councillor is an elected member, and
 - (b) the vacancy must be filled by appointment made by the Lieutenant Governor in Council if the councillor is a government appointee.

BYLAWS

Election of council

- 3 (a)(i) The members and limited licensees shall elect 10 councillors.
- (ii) Nominations for the office of president and offices of vice president and for elected members of the council shall be made by a nominating committee.
- (a.1) The immediate past president shall be the chair of the nominating committee. In the event that the immediate past president is unable to act then a chair shall be appointed by council or filing that the chair shall be elected by the members present at the meeting.

No member of council may serve on the nominating committee, except in the capacity of chair.

Members of the committee shall be selected as follows:

- (i) Each year the council shall direct that the duly constituted geographical branches appoint 8 members to the nominating committee
 - (ii) The council shall appoint additional members to the committee to bring the total number of members to 12.
- (b) The nominating committee shall nominate one or more candidates for the office of president and at least one more candidate than there are offices of vice president to be filled. Such nominations shall be made, in the case of president, from members or limited licensees who shall have served for at least 2 full years as a councillor prior to the date of taking office and, in the case of vice president, from members or limited licensee's who shall have served for at least one full year as a councillor prior to the date of taking office, provided that in each case such members or limited licensees are available.
- (c) Providing that in each case candidates are available, the nominating committee shall nominate at least 3 more candidates than there are vacancies to be filled on the council, with at least one candidate from each of the groups of disciplines of:
- (1) Engineering:
 - (i) civil and surveying
 - (ii) electrical and computer
 - (iii) mechanical, industrial, naval and marine, and nuclear
 - (iv) mining, geological, geophysical, petroleum and metallurgical

- (v) chemical, forest, agricultural and bio-resource, biomedical, structural and environmental.
- (2) Geoscience:
 - (i) geology, geophysics and geochemistry.

Nominees in any discipline that is not listed shall be assigned to one of the 6 groups of disciplines at the discretion of council.

In the case of a vacancy in the council due to the incapacity, resignation or death of an elected member of council, the other members of council shall appoint a member or limited licensee of the association to fill the vacancy until the next regular election when the vacancy shall be filled through election by members and limited licensees of the association.

- (d) The list of candidates, nominated by the nominating committee, signed by the chair of the nominating committee and accompanied by the written consent of the nominees shall be placed in the hands of the registrar and shall be published at least 90 days prior to the annual meeting.
- (e) Nominations of candidates for president, vice presidents, and councillors may also be made in writing by any 25 or more members or limited licensees. Such nominations, signed by the members or limited licensees making the nomination and accompanied by the written consent thereto of the nominees, shall be in the hands of the registrar not later than 30 days after publication of the list of candidates nominated by the nominating committee.
- (f) The registrar shall prepare a ballot containing the names of all candidates nominated by the nominating committee and those nominated by 25 or more members or limited licensees.
- (g) The election of president, vice presidents, and the 10 councillors shall be by ballot. President and vice presidents shall be elected for a 1 year term. Half of the elected councillors shall be elected each year for a 2 year term except as provided under subsections (c) and (k).
- (h) Voting shall be closed at noon on the 15th day prior to the annual meeting. Ballots received after that time shall not be counted.
- (i) Voting for more than the number of officers or councillors to be elected shall render that part of the ballot invalid. Voting for less than the full slate of candidates shall not invalidate the ballot.
- (j) Ballots shall be counted at least 10 days prior to the annual meeting under the supervision of 3 members appointed by council.
- (k) The successful candidates for the offices of president, and vice president and for members of council shall be those who have received the largest number of votes. When there is more than one office of vice president, the candidate receiving the largest number of votes shall be elected first vice president and the candidate receiving the second largest number of votes shall be elected second vice president. If there are any vacancies in council to be filled the candidate or candidates receiving the next highest number of votes shall be elected for the unexpired term or terms to be filled. In the event of a tie vote between 2 or more candidates, the person or persons to be declared elected shall be the senior in membership or licensure of the association.

On completion of the counting of the ballots, the chair of the ballot-counting committee shall deliver to the president or to the registrar the results of the poll, together with the tally sheets. The president or the registrar shall inform each candidate in the election of the results and the results shall be announced at the annual meeting by the chair of the

meeting. The officers and councillors so elected shall take office at the close of the annual meeting.

PART 2: LEGISLATION RELATING TO COUNCIL MEETINGS

Sections 6 and 12 of the *Engineers and Geoscientists Act* and bylaw 6 govern the conduct of Council meetings and are set out below:

ACT

President and vice presidents

- 6(1) The president must be elected annually by the members of the association and holders of limited licenses, and holds office until a successor is elected.
- (2) The president, if present, presides at all meetings of the association and the council unless the president requests the meeting to appoint some other person to preside.
- (3) The president, or the person appointed in the president's place, votes only when the votes of the members are equally divided.
- (4) One or more vice presidents, one of whom must be designated by the council to have all the powers and rights of the president during the president's absence, must be elected annually by the members of the association and holders of limited licenses.
- (5) A vice president may hold office until a successor is elected.

BYLAWS

Proceedings of council

- 6 (a) The council of the association may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as it sees fit. Questions arising at any meeting shall be decided by a majority of votes. Three councillors may at any time summon a meeting of the council, giving 7 days' notice to all members of the date, hour and place and purpose of such meeting.
- (b) The quorum necessary for the transaction of the business of the council shall be 50% of the members of council.
- (c) A resolution assented to and adopted in writing under the hands of the councillors or passed by electronic means, although not passed at a council meeting, shall be of the same force and effect as if it had been duly passed at a council meeting.
- (d) In the absence of both the president and the vice presidents the councillors present may choose one of their number to be chair of the meeting, and the chair so chosen shall exercise all the functions and authority of the president for the transaction of business at that meeting.
- (e) The council may delegate any of its powers to committees. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the council.

- (f) The council may appoint the chair of any committee. If council does not appoint a chair then the committee shall elect one of their number as chair. If at any meeting the chair is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chair of the meeting.
- (g) A committee may meet and adjourn as it sees fit. Questions arising at any meeting shall be determined by a majority of the members present, and in the case of an equality of votes, the chair shall have a casting vote.
- (h) The council shall cause minutes to be made in books provided for the purpose of recording:
 - (1) All appointments of officers, examining board, and staff made by the council.
 - (2) The names of the councillors present at each meeting of the council and of any committee of the council.
 - (3) All resolutions and proceedings of all meetings of the association and of the council and of committees of the council.

PART 3: AMENDMENTS TO APEGBC'S LEGISLATION

The *Engineers and Geoscientists Act* is a provincial statute and can only be amended by the Legislature. APEGBC members and licensees do not vote on proposed amendments to the Act but are typically advised of and consulted on proposed changes, subject to any confidentiality requirements imposed by government.

The creation and alteration of Bylaws is governed by sections 10 and 11 of the *Engineers and Geoscientists Act* and bylaw 13. Members and licensees are consulted on proposed amendments to bylaws in accordance with the Bylaw Consultation Policy:

ACT

Bylaws

- 10(1) The council may pass, alter and amend bylaws, consistent with this Act, for the following:
 - (a) the election of the council;
 - (b) the government, discipline and honour of the members, licensees and certificate holders of the association, including the establishment of a code of ethics;
 - (b.1) without limiting paragraph (b), the practice and procedure for proceedings before the discipline, practice review or conduct review committee;
 - (b.2) the direct supervision of former members and licensees by members;
 - (c) the establishment of quality management programs for members, licensees and certificate holders;
 - (d) the establishment by the council of a professional practice review program for members, licensees and certificate holders, including the creation of a practice review committee to conduct practice reviews as directed by the council, as recommended by the investigation committee or subcommittee or as referred by the registrar;
 - (d.1) the establishment by the council of a conduct review program for members, licensees and certificate holders, including the creation of a conduct review committee to perform conduct reviews as directed by the

- council, as recommended by the investigation committee or subcommittee or as referred by the registrar;
- (e) the circumstances in which members, licensees or certificate holders, or a class of members, licensees or certificate holders, must hold professional liability insurance and the amount and category of professional liability insurance that must be held;
 - (e.1) the establishment and administration of a professional liability insurance program in any category including, without limitation, for providing the council with the power to establish terms, conditions, policies and procedures for categories of professional liability insurance;
 - (e.2) the circumstances and manner in which members, licensees or certificate holders, or a class of members, licensees or certificate holders, must disclose
 - (i) whether professional liability insurance is held, and
 - (ii) whether the insurance is applicable to the services in question;
 - (f) the management and maintenance of the association and its property, both real and personal, the investment of its funds, banking, the borrowing of money, the appointment of staff and their remuneration and generally for the carrying on of the general business of the association;
 - (g) the establishment, levying, payment and remission of
 - (i) [Repealed 2010-3-2.]
 - (ii) admission fees,
 - (iii) application fees,
 - (iv) licence fees,
 - (v) professional liability insurance fees, and
 - (vi) any other fees except, with respect to members, licensees and certificate holders, late fees, annual fees and reinstatement fees, including, without limitation, for providing the council with the power to establish, levy, require payment of, and authorize remission of, those fees;
 - (h) [Repealed 2002-35-4.]
 - (i) the establishment and regulation of standards of admission to membership and the enrolment and qualifications of candidates for admission to membership;
 - (i.1) the establishment of standards of practice or a code of conduct for members and licensees;
 - (j) the establishment and enforcement of standards for certificate holders;
 - (k) the classification of the different disciplines of professional engineering and professional geoscience and the designation of the different grades of membership in the association and limitation of the rights of members within the different disciplines and grades;
 - (k.1) the designation of specialized areas of professional engineering or professional geoscience;
 - (k.2) the qualification and certification of members, licensees or certificate holders as specialists in areas of professional engineering or professional geoscience designated under paragraph (k.1);
 - (k.3) the prohibition of members, licensees or certificate holders from holding themselves out as specialists in a designated area of professional engineering or professional geoscience unless the member, licensee or certificate holder is certified under a bylaw made under paragraph (k.2);
 - (l) the subjects of study, the examinations to be passed and the experience required as a preliminary to or on application for membership in the association, or for a licence issued under this Act;

- (m) the establishment and monitoring of compliance with standards of training and experience required for licensees, and the enrolment and qualifications for a limited licensee, including limited licenses for applied science technologists;
 - (m.1) the establishment and enforcement of professional development requirements to assist in promoting and maintaining the competency and proficiency of members and licensees;
 - (m.2) the establishment of an alternative complaint resolution process to assist, in appropriate circumstances, in the resolution of complaints;
- (n) the resignation of members;
 - (n.1) the establishment of requirements and procedures for the reinstatement of former members, licensees and certificate holders, including, without limitation, the imposition of conditions on reinstatement and direct supervision of former members, licensees and certificate holders;
- (o) the calling and conduct of meetings of the association and of the council, the necessary quorums, voting, the appointment of committees and their powers and other matters in that connection;
- (p) the assistance, pecuniary or otherwise, to be given to individuals and organizations if, in the opinion of the council, the assistance will be of benefit to the public, the association or its members;
- (q) the promotion of better public relations in the manner and by the means the council sees fit, including, without limitation, the publication of books, papers and periodicals;
- (r) the creation of divisions, committees and regional groups, and the delegation to them of those powers and authority the council sees fit;
- (s) the establishment, development and administration of ancillary bodies and the qualifications for admission to these bodies;
- (t) all other purposes reasonably necessary for the management, regulation and well-being of the association.

(1.1) For the purposes of bylaws under subsection (1) (e), (e.1) or (e.2), the council, by bylaw, may

- (a) establish classes of members, licensees or certificate holders,
- (b) specify different categories of professional liability insurance, and
- (c) require that different classes of members, licensees or certificate holders hold different categories of professional liability insurance.

(1.2) The council may make bylaws under subsection (1) establishing standards of practice, a code of conduct or a quality management program that have been developed in concert with the governing body of another profession.

(2) A bylaw does not come into force until

- (a) the requirements of section 11 have been met, and
- (b) the 45 day period set by section 11 (3) ends.

Ratification of bylaws

11 (1) A bylaw does not come into force unless ratified by at least 2/3 of the votes cast by ballot taken under section 12 (7).

(2) The executive director must file with the minister a copy of each bylaw, certified under the seal of the association, within 14 days after ratification.

(3) A bylaw may be disallowed by the Lieutenant Governor in Council within 45 days after the filing of it under subsection (2).

BYLAWS

Change of bylaws

- 13 (a) The introduction of new bylaws and the amendment or repeal of existing bylaws shall be effected in the manner prescribed in sections 10 and 11 of the Act.
- (b) Any request by a member or members or limited licensee or limited licensees of the association for the introduction of a new bylaw, or the amendment or repeal of an existing bylaw, shall be given in writing to the registrar and shall be considered by the council within 60 days of the receipt of such request. If necessary a ballot shall be taken as provided in section 12 of the Act, and if the proposed new bylaw, amendment or repeal of existing bylaw is approved by a two-thirds majority of the votes cast, such action shall be considered as a mandate to the council.

Appendix B - Relevant Policies and Procedures

APEGBC Procedure Implementation of Council's Code of Conduct

IMPLEMENTATION OF COUNCIL'S CODE OF CONDUCT (Referred to in Council Governance Policy CG-6)

This Procedure details how allegations of breaches of the Code of Conduct will be addressed and is based on progressive discipline concepts.

- 1.0 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.
- 2.0 Upon receipt of a second allegation of the same offence, the President will assess the allegation. The President may confer with the CEO who may arrange for independent advice, if necessary or requested, on how to address the issue(s) identified in the allegation. At the direction of the President, the report may be investigated internally by staff, by Council or an appropriate Committee, or be referred to another appropriate authority.
- 3.0 Following the procedure identified in 2.0 above, if warranted, the President will issue a letter to the Council member outlining the circumstances and expected corrective actions.
- 4.0 Continued offence will result in a motion of censure being brought to an in-camera meeting of the Council. The offending Council member should not be present or vote, since this would represent a conflict of interest. The President conveys the results of the motion to the Councillor. If the motion of censure is carried by a two-thirds majority, the President shall request the Council member to resign from Council. If the member declines to do so, the member shall be removed from all Committee and Task Force memberships, except in cases of ex officio memberships that cannot be removed.
- 5.0 In the event that the President is alleged to be the offending Council member, the Vice-President will perform the roles of the President as identified above.

Approved by Council:

September 13, 2013 (CO-13-113)

Revised and Approved by Council:

September 12, 2014 (CO-14-76)

APEGBC Procedure

Replacement of Elected Council Members (Vacancy)

REPLACEMENT OF ELECTED COUNCIL MEMBERS (VACANCY)

(referred to in Council Governance Policy CGP-2)

The Engineers and Geoscientists Act, Section 9 (8) states:

*“If a member of the council dies, resigns or is incapable of acting,
(a) the other members of the council must appoint a member of the association to fill the
vacancy if the councillor is an elected member.”*

The objective and duty of Council in filling a vacancy on Council is to appoint the best qualified member or limited licensee with the requisite character, knowledge, and expertise and the willingness and ability to undertake the responsibilities of the position.

1.0 Term of Office

The appointed member shall serve on the Council until the next regular election when the vacancy shall be filled through election by members and limited licensees of the Association.

2.0 Role of Council Member

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.

3.0 Eligibility

- 3.1 To be eligible, a nominee for the Council member position must be a member or limited licensee in good standing of APEGBC.
- 3.2 The precedent and preference is for a recent APEGBC Council member, or prominent member or limited licensee who is knowledgeable of current Council issues.
- 3.3 Notwithstanding the foregoing, in all cases the candidate deemed by Council to be the most knowledgeable and suitable shall be selected.

4.0 Appointment Process

- 4.1 If a member of the Council dies, resigns, is incapable of acting or is removed from office, APEGBC Executive Committee shall identify and approach potential candidates to determine their interest and willingness to serve. The Executive Committee will prepare a report to Council with its recommendations and the reasons for them. The Executive Committee will make best efforts to recommend to Council a minimum of two candidates for consideration for appointment.
- 4.2 Council will consider the recommendations of the Executive Committee and decide who to appoint.

5.0 Executive Committee Decision Making Process

- 5.1 In identifying and considering potential appointees, the Executive Committee should use a skills matrix assessment of Council and potential appointees.

- 5.2 In identifying and considering potential appointees, the Executive Committee should also consider prior experience on Council, other board experience, and such other factors or criteria as it considers relevant.

Approved by Council: September 13, 2013 (CO-13-114)

APEGBC Policy

Oversight of the Investigation and Discipline Committees

OVERSIGHT OF THE INVESTIGATION AND DISCIPLINE COMMITTEES

(referred to in Council Governance Policy CGP-2)

1.0 Purpose & Scope

Record policy on involvement by Council or Councillors with investigation and discipline cases before the Registrar, the Investigation Committee or the Discipline Committee.

2.0 References

- *Engineers and Geoscientists Act* Sections 8, 28-38

The *Act* assigns the roles of investigation and possible discipline of members to the Registrar and the Investigation Committee, and the Discipline Committee respectively. The *Act* thus mandates a separation between the APEGBC Council and the “police work” and “judges’ work” of the two independent committees to protect the integrity of statutory processes and confidentiality requirements set out in the *Act*.

3.0 Policy

- 3.1 Council acknowledges the need for the complete separation of specific cases before the Registrar, the Investigation Committee or the Discipline Committee from any involvement by Council or councillors.
- 3.2 Council maintains oversight of the Registrar, the Investigation Committee and Discipline Committee by receipt of quarterly reports from the Chairs of the Investigation Committee and Discipline Committee.

4.0 Reports

- 4.1 Quarterly reports and an annual report will come forward to Council from the Chairs of the Investigation Committee and Discipline Committee.

Approved by Council: February 5, 2010 (CO-10-33)

APEGBC Policy

Council Correspondence Management Policy

COUNCIL CORRESPONDENCE MANAGEMENT POLICY (referred to in Council Governance Policy CGP-2)

1.0 Purpose & Scope

- 1.1 Record policy on involvement by Council or Councillors with investigation and discipline cases before the Registrar, the Investigation Committee or the Discipline Committee when presented with correspondence addressed to Council on such cases.
- 1.2 Record policy on processing other correspondence addressed to Council.

2.0 References

- Oversight of the Investigation and Discipline Committees Policy

3.0 Policy

- 3.1 Any correspondence that pertains to an Investigation or Discipline case, file or complaint, shall be directed to the Penalty Review Panel Chair or Investigation Committee or Registrar, as appropriate, to protect the integrity of statutory processes and confidentiality requirements set out in the Act.
 - 3.1.1 For any correspondence handled under 3.1 above, the writer will receive advice regarding the policy and information on where his/her correspondence has been directed.
- 3.2 Other correspondence addressed to President or Council shall be processed as follows:
 - 3.2.1 Correspondence addressed to Council shall be provided to Council together with an appropriate acknowledgement for signature by the President.
 - 3.2.2 Correspondence related to the policy role of Council shall be forwarded to the Executive Committee and, if relevant to Council, will be provided for Council information together with the President's reply.
 - 3.2.3 Correspondence addressed to Council related to operations will be provided to Council together with a response drafted by the relevant staff member.

Approved by Council: April 23, 2010 (CO-10-73)