

Saskatchewan Association of Architects

Council Manual

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Section 1.0 Overview and Context

1.1 Introduction

We acknowledge that the land on which we gather is Treaty 2, 4, 5, 6, 8, and 10 territory, traditional lands of the Cree, Saulteaux, Nakota, Lakota, Dene and Dakota peoples, and the homeland of the Métis Nation.

We recognize the enduring relationship that exists between Indigenous peoples and their traditional territories. We honor the contributions, cultures, and histories of First Nations, Métis, and Inuit peoples, who have cared for this land since time immemorial.

As a regulatory body operating within these territories, we commit to fostering respectful relationships and understanding, and to engaging in meaningful consultation and collaboration with Indigenous communities. We strive for reconciliation, justice, and equity in all our endeavors.

This governance manual is a resource that enables the Saskatchewan Association of Architects (SAA) Council to govern in a manner that is strategic, effective, and efficient in accordance with good governance standards and the organization's purpose, *The Architects' Act 1996* (the Act) and SAA Bylaws (the Bylaws). The manual serves for the benefit and guidance of Councillors, the Executive Director (ED), and other staff or consultants as may from time to time support the functioning or operation of Council.

This manual is the governing reference point to ensure Council's oversight, decision-making, and individual fiduciary obligations are undertaken in the public interest and in the best interests of SAA, its members*, employees, volunteers, and stakeholders.

The manual serves several purposes including:

- Providing an orientation resource for new Councillors,
- Providing an easily accessible record of the organization's governance work,
- Enabling Councillors to keep governing documents organized,
- Ensuring consistency in how Council governs and operates, and
- Clarifying where responsibility lies for specific issues and policy decisions.

It is expected that all Councillors will read, comprehend or seek clarification, and always act in accordance with the policies, processes, and procedures documented here. In the event of any conflict or ambiguity between this manual, the Bylaws, or the Act, the Bylaws and the Act shall prevail. Discrepancies should immediately be brought to the attention of the ED and the Governance and Nominations Committee Chair.

As Council believes in continuous improvement, a comprehensive review and update of the manual is led by the Governance and Nominations Committee for Council review and approval at least biennially. Specific sections may be updated as needed at any time, subject to approval by Council.

Recommendations for any additions, deletions, or modifications should be made in writing to the Chair of the Governance and Nominations Committee.

*The terms member, regulated member, and voting member used in this manual have the same definitions as those found in section 1(1)(h), (k), and (m) of the Bylaws.

1.2 Overview

SAA is a self-governing regulator and member association, mandated by the Province of Saskatchewan

under the Act to regulate the practice of architecture in the province. The mission of SAA is to provide regulation, leadership, and guidance in the practice of architecture for the benefit of the public and membership.

Specifically, in accordance with Section 4 of the Act, the objects of SAA are:

- to ensure for the public the proficiency and competency of members who practice architecture;
- to promote and increase the knowledge, skill and proficiency in all things related to the practice of architecture.

SAA is dedicated to serving the public interest, fostering trust, and promoting fairness for those we regulate. We are committed to upholding the highest standards of integrity, transparency, and accountability in all our endeavors.

We recognize our social responsibility towards the environment and are dedicated to minimizing the effects of climate change through sustainable regulatory practices and promoting environmental stewardship.

SAA is committed to fostering a diverse, equitable, and inclusive culture where all members, regardless of race, ethnicity, gender identity, sexual orientation, age, ability, socioeconomic status, or background, feel welcomed, valued, and supported. We believe that embracing diverse perspectives enhances our profession and enriches our community. Through proactive initiatives and ongoing education, we strive to remove barriers, promote equal opportunities, and create a culture of respect, collaboration and belonging for architects and aspiring architects across Saskatchewan. Together, we are building a future where architecture reflects the richness of our society and serves as a platform for positive change.

The Act and the Bylaws govern the administrative and operational activities and decisions of Council. They allow SAA to undertake activities which promote and protect the interests of SAA and of the profession as long as doing so does not impede or interfere with SAA's primary object to protect the public. The advocacy work of SAA is done within the context of the protection of the public mandate.

SAA is governed by a Council of up to ten members: at least seven (7) elected resident architects ("Elected Councillors"), the Past-President (at the discretion of Council), and may include two (2) members of the public appointed by the Lieutenant Governor in Council ("Public Councillors").

1.3 Governance Model

The governance model for SAA Council is a policy governance model. Council governs through policies that establish the organization's goals, governance approach, and oversight of the ED. The policies in this manual also define the relationship of Council with the ED. Council delegates to the ED the responsibility to manage the day-to-day operations and determine the tasks and activities to be used to achieve the established organization goals.

1.4 Strategic Plan

Council approves a three (3) year strategic plan with established goals to govern the direction of SAA's work. The strategic plan is supported by corresponding strategies and operational plans for implementation by staff to achieve the goals. Progress on the plan is reported quarterly by the ED to Council. Council reviews the plan annually and revises or adjusts the plan periodically if required to respond to changes in the external environment.

The full Strategic Plan will be available here when completed.

1.5 Annual Calendar

The calendar reflects the fiscal year of January to December. It represents the key activities that fall under each of the committees and the overall responsibilities of Council. As terms of reference are updated to include new or revised activities, this calendar should be updated accordingly and used as a planning tool.

YEAR-AT-A-GLANCE

Section 2.0 Council Operations

2.1 Introduction

This section outlines how Council operates to carry out its duties of stewardship and accountability, including its procedures for holding Council meetings. It is important for each Councillor to review and adhere to these procedures. They will be used as a reference point for the President, Vice President, Committee Chairs, and ED in managing meetings, protocols, and overall Council conduct.

2.2 Governance Standards

Council is responsible for overseeing the affairs and operational performance of SAA and supervising the ED who is responsible for ensuring day-to-day operations at SAA are conducted effectively. Council and each Councillor must at all times prioritize the best interests of the public and SAA as a whole over personal, individual, political or specific interests.

As a policy governance board, Council and each Councillor have specific obligations to:

- Adhere to their legal, fiduciary and ethical responsibilities and accountabilities for the governance of SAA; and
- Protect the confidentiality and security of information while remaining responsive, transparent and accessible to the members and SAA.

Council maintains a clear distinction between Council's responsibility for governance and policy oversight, and the ED's role as the executive within SAA. Council provides direction and monitors the performance of SAA through the strategic plan and the establishment of policies and procedures, metrics, checks and balances that ensure the ED manages the day-to-day operations in accordance with the Mission, Vision, Goals, and regulatory requirements.

2.3 Council – ED Relationship

Two key governance relationships for a professional regulator include;

1. The relationship between Council and the ED
2. The relationship between the President of Council and the ED.

Developing and maintaining a strong relationship between Council/President and the ED is essential to good governance and high performance for regulatory organizations.

The ED of SAA is the senior staff person responsible for the overall operations of the organization. The ED reports to Council which is responsible for providing governance oversight and establishing the overall strategic direction of the organization. The ED is the sole employee of Council.

A strong relationship between Council and the ED is crucial to maximizing organizational success. However, the relationship between Council and the ED may be fraught with many inherent difficulties and challenges. As such, Council and the ED need to both work hard to develop healthy and strong relationships that help to advance organizational goals.

While the SAA's operational tasks, decisions, and day-to-day implementation are the responsibility of the ED, Council needs to provide high-level strategic direction for SAA. Council is responsible for developing a strategic plan for the organization and the ED and their staff is responsible for developing an operational plan that is based on Council's strategic plan. The ED shall provide updates to Council consisting of sufficient information on the implementation and maintenance of the operational plan so all

parties may ensure that it continues to align with Council's strategic plan. Council may direct the ED to ensure that ED is following the direction set back Council but should enable and empower the ED to make the operational and day-to-day decisions with minimal direction from Council.

Council and the ED should strive for a mutual "No Surprises" Rule. This means that if a serious problem for the organization is developing, then the ED needs to advise the President and the two of them can jointly develop a plan for informing the Council. Conversely, the President needs to commit to the ED that if there are serious concerns by the Council or by the President about the ED's performance, then the President will advise the ED at the earliest reasonable opportunity.

Organizational effectiveness is enhanced when a strong relationship exists between Council and the ED and between the President and the ED. However, the distinction between the roles of Council and the ED must be maintained. Council and the ED shall adhere to the following principles with respect to their relationship and responsibilities:

- Respect each other's roles, interests, accountabilities, lines of authority and decision-making processes;
- Promote mutual understanding by sharing information in a way that promotes transparency, openness, and trust;
- Prioritize building and maintaining the quality of the relationship between Council and the ED, and through the ED, between Council and staff; and
- Accept joint accountability for the quick and effective resolution of issues or conflicts.

2.4 Council Meetings

Council must meet a minimum of six (6) times per year but may meet more often if necessary to transact Council's business and carry out its duties effectively. Typically, an additional meeting is held specifically for strategic planning. Additional Council meetings may be called as required by the President or, in their absence or unavailability, by the Vice President and may be requested by two (2) Councillors in writing.

It is expected that Councillors attend four (4) in-person meetings per year. Of these, two (2) meetings will be held in Regina and two (2) in Saskatoon. Meetings may be conducted electronically to accommodate the diverse geographic locations of Councillors.

The scheduled meetings of Council are set annually and provided well in advance to ensure adequate preparation and participation. Council's regular meeting schedule (including the date, time, and location) for an upcoming meeting year is typically approved by Council at the first Council meeting following the AGM (AGM). Notice of upcoming regular Council meetings is also provided at the previous regularly scheduled Council meeting.

Council may cancel or change the date, time, or location of any meeting if Council determines the circumstances require it.

2.4.1 Meeting Decorum

All persons attending a Council meeting (whether in-person or electronically) are expected to behave in a respectful and civil manner. The President may order the removal of any person in attendance due to improper conduct or public safety.

2.4.2 In-Camera Meetings

In-camera meetings only involve Councillors and are held at every Council meeting. The ED may be invited by Council to attend in-camera meetings except when discussing matters related to the ED.

In-camera meetings are typically held to deal with the following matters:

- ED appointment, performance, compensation, and succession planning matters;
- Matters that may impact someone's personal privacy;
- Internal governance matters, such as Council evaluations;
- Information that is required by law to be kept confidential;
- Meetings with external advisors or consultants where needed (e.g., auditors, legal counsel, HR and compensation consultants); or
- Any sensitive matter that a Councillor may wish to address.

Councillors who may have a conflict of interest in the matter being discussed should not participate in the in-camera meeting but may be allowed to provide background information if agreed to by Council.

No written or recorded records are to be made of the in-camera discussion. The discussion is to be kept in strict confidence and not to be shared outside of the in-camera meeting. Any conclusions reached in an in-camera session must be brought forward as a resolution in the minutes of a regular council meeting. Motions and resolutions are often made in-camera; they do need to be recorded in the minutes to be binding on council and the organization.

Following any in-camera meetings, the President may review the outcomes of the meeting with the ED as appropriate.

2.4.3 Council Meeting Agenda and Supporting Documents

The President or where appropriate, the Vice-President, in consultation with the ED, develops the agenda for each Council meeting. Councillors may recommend items to be added to the agenda through the President, or through the ED subject to approval by the President.

In developing meeting agendas, the President (in consultation with the ED) has flexibility to decide the nature of business and order of discussion.

Under normal circumstances, the ED makes best efforts to distribute the agenda and supporting materials to Councillors at least five (5) business days in advance of a meeting. If the President, in consultation with the ED, determines that circumstances warrant, supporting materials may be distributed separately from the agenda or handed out at the meeting.

2.4.4 Order of Business

As a general rule, Council shall deal with matters in the order established by the order of business and as shown on the agenda. The President has the discretion to alter the order established to facilitate the business of the meeting.

The general order of business for regular Council Meetings is as follows:

- a) Call meeting to order
 - a. President's Welcome
 - b. Land Acknowledgement
 - c. Roll call/confirmation of quorum
 - d. Note of guests in attendance
 - e. Conflict declaration
- b) Approval of Agenda
- c) Approval of Consent Agenda/items therein
 - a. Prior Minutes, standing reports (committees, management), resolutions to ratify (e-votes)
- d) President's Remarks and Upcoming Highlights

- e) ED's Upcoming Priorities
- f) Committees' Upcoming Priorities requiring Council input
- g) Strategic Topic for Discussion
- h) Other Business
- i) Adjourn
- j) Council in-camera

2.5 President and Vice-President Roles and Responsibilities at Council Meetings

The President presides over all meetings of Council. Should the President not be available or able to chair the meeting for any reason, the Vice-President acts in the President's place. Should neither the President or Vice President be present or available, Council elects an acting chair for the meeting until such time the President or Vice-President is available.

The duties of the presiding chair with respect to the conduct of Council meetings shall include:

- Calling the meeting to order;
- Announcing each item of business and directing Council on the purpose (e.g. information, discussion, approval, decision);
- Summarizing outcomes of discussions and next steps;
- Deciding, subject to appeal, all questions of order and procedure;
- Preserving order and decorum;
- Managing proceedings and discussions within the time allocated; and
- Managing debate and contentious discussions towards the achievement of consensus.

2.6 Participation in Meetings

2.6.1 In-person and Electronic Meetings

Meetings shall be designated as in-person, electronic (attended via video and/or audio) or a hybrid of both. Councillors are expected to attend in-person meetings in person or seek approval from the President in extenuating circumstances. For electronic meetings, or for Councillors who must attend in-person meetings by electronic means, Councillors are expected to use reliable video or audio technology that allows them to attend the full meeting, ensures they can be heard and are able to fully communicate.

Councillors who attend by electronic means are deemed to be present at the meeting and counted in quorum, provided they are in contact for the majority of the meeting.

When attending a meeting electronically, Councillors must take care to be in a private area that enables them to maintain the confidentiality of Council information and avoid distractions.

2.7 Council Meeting Procedures

2.7.1 Quorum

A quorum for meetings is a majority of the number of Councillors then in office. A meeting of Council, where notice has been given, and at which a quorum is present, is competent to exercise all or any of the authorities, powers, and discretion vested in or exercisable by Council generally.

The President calls the meeting to order after the time fixed for the meeting, once quorum is present. If quorum is not present within thirty (30) minutes after the fixed time for the meeting, the Secretary records the name of Councillors present and the President adjourns the meeting. If a quorum is lost during a

meeting and not regained within fifteen (15) minutes, the President adjourns the meeting.

2.7.2 Procedural Rules

Council shall adhere to the following meeting procedural rules.

1. If a question of procedure should arise during the course of a meeting that is not specifically covered by these rules, it shall be determined by the President with reference to Robert's Rules of Order.
2. After the meeting of Council is called to order, the business of Council shall be dealt with in the order set out in the meeting agenda or notice, unless the order is amended by the President or Councillors requesting items to be removed from the Consent Agenda for discussion.
3. Every Councillor, before speaking to a question or motion, shall first receive recognition from the President and then the Councillor shall speak through the President.
4. When a Councillor wishes to speak to any question, motion, or item, they shall raise their hand to obtain the President's attention and wait to be recognized. The President shall maintain and call out the list of those recognized to speak in the order in which their intentions come to the President's attention.
5. All remarks and comments must be relevant to the question under consideration and the President shall be the judge of such relevancy. The President shall maintain order and decide all questions of order at meetings. A Councillor may appeal the decision of the President on a question of order, or on a question on how the business of a meeting should be conducted. Such appeal will be voted on by Council, with a majority determining the appeal. Once Council has voted on the appeal, the decision is final and cannot be reconsidered.
6. In order to proceed to a vote, all substantive motions must have a mover and a seconder. If there is no seconder, the motion may not proceed.
7. All notices of motion and motions shall be worded in the affirmative, where possible, and shall express fully and unambiguously the intention of the mover.
8. All substantive motions and resolutions shall be in writing, and wherever possible provided to the President and ED in advance of the meeting.
9. The wording of substantive amendments during the meeting shall be dictated verbally by the mover or the President, agreed to by Council and included in the minutes of the meeting.
10. Any Councillor can request a recorded vote immediately prior or immediately subsequent to the taking of the vote. Otherwise, voting shall be by a show of hands. Each Councillor shall have one (1) vote.
11. In case of a tie vote at a meeting of Council, the President does not have the deciding vote. Further deliberations and a subsequent vote may take place upon the motion of a dissenting Councillor.
12. Repealing, rescinding or altering any decision of Council shall require a two-thirds (2/3) majority of Councillors present and eligible to vote.
13. Corrections of the Minutes require a majority vote of Council.
14. A direction to the ED shall be authorized by the majority of the Councillors present.
15. Actions to be pursued by Council arising from the agenda shall be clearly identified at the meeting.

2.7.3 Voting

Decisions are made by a majority of votes. Unless a Councillor has declared a conflict of interest, each Councillor has equal voting privileges. Councillors should only abstain from voting if required to do so due to a conflict of interest, or if they are insufficiently prepared to make an informed decision due to circumstances beyond their control. Voting by proxy is not permitted.

Where a Councillor has declared a conflict of interest with respect to a particular agenda item, that

Councillor is not entitled to vote on that agenda item. Depending on the issue, that Councillor should remove themselves from the discussion unless otherwise agreed to by the remaining Councillors.

Voting by those present at the meeting is conducted by a show of hands, a roll call (voice), electronically, or otherwise in such manner that clearly evidences a Councillor's vote and is accepted by the President.

In the event of a tie vote, the motion is considered to have failed. However, a Councillor who voted against the motion may move to have further deliberations and a subsequent vote. In the event of a second tie vote, the motion is considered failed.

A declaration by the President that a motion has been carried and an entry to that effect in the minutes of the meeting are evidence of the action taken, without proof of the number or proportion of the votes recorded in favour or against such resolution. Councillors' individual votes in favour of or against the motion are not recorded in the minutes.

2.8 Communication of Council Decisions

Once a decision has been reached by Council, it becomes the decision of Council as a whole, with a unified voice. It shall then be communicated in accordance with Council Communications Policy (Section 5.4) and not disclosed or discussed publicly by individual Councillors prior to its authorized release by the President, in consultation with the ED as appropriate. Regardless of whether a Councillor voted against the motion, it is critical for clarity of direction and trust in Council that the decision be communicated as a decision by Council as a whole. Councillors who contravene a Council decision or speak publicly against such direction in public may be found in breach of the Code of Conduct.

2.9 Urgent Matters

Whenever there is a matter of urgency that requires Council's immediate attention, the President may direct the ED to circulate a consent resolution to Councillors which deals with the matter.

A consent resolution approved electronically (via email or other means) and consented to by all Councillors entitled to vote on that resolution has the same force and effect as if passed at a properly constituted Council meeting. The consent resolution is to be ratified at the next regular Council meeting.

2.10 Minutes

2.10.1 Official Records

The Secretary ensures there are minutes of the proceedings for all Council meetings. The Secretary ensures that the minutes and records are stored and maintained as the official records of Council. The Secretary may delegate this responsibility to the ED or other Councillors or staff, provided they maintain oversight to ensure records are accurately and securely kept on behalf of SAA.

All minutes must set out the date, time and location of Council meeting, the attendance of Councillors, a summary of the discussion, and a record of Council's decisions, as well as any follow-up action items arising out of the meeting. Opinions or views expressed by participants at Council meetings are considered personal information and confidential and must not be recorded in the minutes. Minutes once approved will be made available for public access.

2.10.2 Approval and Distribution of Minutes

Minutes of Council meetings are approved at the next Council meeting or by consent resolution, following which such approved minutes are stored in a way so as to be accessible to the Councillors, members and the ED.

Minutes of In Camera Sessions: The Council Secretary or the President records only the results of any decisions or actions item arising.

2.11 Records Retention

All Council records including Councillors' Consent to Act and Councillors' letters of resignation are securely stored and retained. The retention of records complies with Council's Privacy and Confidentiality Policies and is maintained by the Secretary or their delegate for as long as required by legislative and financial requirements. Once records are no longer needed, they are properly disposed of through shredding for physical documents or other appropriate means for electronic records.

Members may submit written requests to the Council for access to these documents. Council will process and approve such requests in accordance with applicable laws and policies.

Section 3.0 Terms of Reference

3.1 Council Terms of Reference

Council is responsible for overseeing the activities, policies, governance and regulatory functions of SAA in accordance with the Act, Bylaws, and policies approved by Council and other relevant laws and regulations in Canada and Saskatchewan.

Council is committed to upholding the highest standards of transparency, accountability, and integrity in carrying out its duties.

Council's primary mandate is to safeguard the public interest by regulating and overseeing registered architectural professionals within Saskatchewan. According to the Act, the objects of SAA and thereby Council are:

- to ensure for the public the proficiency and competency of members who practise architecture;
- to promote and increase the knowledge, skill and proficiency in all things related to the practice of architecture.

Council may delegate its work to the ED and/or to committees but retains responsibility for oversight and decision-making and is ultimately accountable for meeting SAA's goals in pursuit of its purposes.

3.1.1 Council Composition

In accordance with the Act and Bylaws, Council is comprised of no fewer than seven (7) and no more than ten (10) individuals, seven (7) of which must be Elected Councillors and two (2) of which may be Public Councillors, which are appointed by the Lieutenant Governor in Council.

Elected Councillors must live in Saskatchewan and be registered as regulated members of SAA for at least three (3) years prior to election. At least two (2) Councillors must reside in Regina and another two (2) must reside in Saskatoon.

The Public Councillors must reside in Saskatchewan, and one (1) must be a member of faculty at either the University of Regina or University of Saskatchewan. Council may consider requesting an amendment to the Act to include representatives of First Nations University and Saskatchewan Polytechnic.

3.1.2 Term of Office and Term Limits

The term of office of appointed and Elected Councillors is three (3) years.

Elected Councillors may be re-elected by voting members for up to three (3) consecutive terms (total of

nine (9) years). After which, following one (1) year away from Council, an individual may stand for election to Council again. Public Councillors, as per the Act, may serve for up to two (2) consecutive terms.

Officers ((President, Vice President(s), Treasurer, Secretary (or Secretary-Treasurer)) serve for one (1) year and may be re-elected for two (2) terms of one (1) year (following their re-election if necessary) for up to a total of three (3) years, subject to their term limit as Councillor. It is expected that Officers will serve a minimum of two (2) terms.

3.1.3 Meetings

Regular Council meetings are held a minimum of six (6) times a year. Council may hold additional meetings at the call of the President or at the written request of any two (2) Councillors.

Council meetings may be held in-person, virtually, a combination of both, or by other means as determined appropriate by Council. Materials for Council meetings, including the agenda and pertinent background information, shall be made available a minimum of five (5) business days in advance whenever possible.

The quorum for the transaction of business at a Council meeting is a majority of the Councillors in office at the time of the meeting.

Council meetings shall follow the agenda, procedures, and protocols outlined in Section 2.0.

3.1.4 Council Resolution

Council makes decisions by Council Resolution. A Council Resolution is the written record of a decision that is made by Council by means of a vote. Decisions are made by majority vote of the Councillors present for the vote and eligible to vote.

3.1.5 Council and Councillor Obligations

The role of Councillors elected by voting members is to bring the professional's perspective to ensure policy reflects best practices, in compliance with the Act, Bylaws, and regulations, and in consideration of the public interest.

The role of Councillors appointed by the Government's Lieutenant Governor is to bring the public's perspective on behalf of government, to ensure policy reflects best practices in compliance with the Act, Bylaws, and regulations, and in consideration of the public interest.

Every Councillor shall:

- act honestly and in good faith with a view to the best interests of SAA and the public;
- exercise the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances;
- act in accordance with the Act and the regulations thereunder; and
- act in accordance with the Bylaws.

Annually, each Councillor must attend any orientation sessions provided by SAA. If a Councillor is unable to attend the sessions, they are to review any recording made of these sessions and inform the ED once completed.

Prior to meetings, a Councillor is expected to be thoroughly prepared by reviewing any available materials presented for discussion, review, or approval at the meeting.

Each Councillor will annually sign the following policies which include the fiduciary obligations of SAA

Councillor to the organization and the collective interests of its members to acknowledge having read and agreed to the content within:

- Code of Conduct
- Conflict of Interest Policy
- Confidentiality Policy
- Communications Policy

These policies are detailed in Section 5.0 Council Policies.

3.1.6 Council's Collective Duties and Responsibilities

3.1.6.1 Strategy, Risk, and Financial Oversight

- Approves the annual operating budget for SAA operations to ensure that it supports SAA in achieving its purposes and strategic direction;
- Reviews and receives quarterly (minimum) and annual financial statements and ensures that the annual financial results are reported fairly and in accordance with the Accounting Standards for Not-for-Profit Organizations (ANSPRO);
- Ascertains that the appropriate systems are in place to maintain the integrity and security of SAA's internal financial controls and information management systems and other systems as appropriate;
- Recommends to the members an external auditor, oversees the independence of the external auditor, and reviews external audit plan and results every three (3) years; and
- Identifies and implements mitigation activities to minimize organizational risk including the reputation and public profile of SAA and its Council.

3.1.6.2 Organizational Oversight

- Reviews, considers, and approves any changes to SAA organizational structure;
- Approves the position description, terms of reference, and compensation structure for the ED; and
- Oversees the annual evaluation of the ED and succession planning.

3.1.6.3 Governance

- Establishes, reviews periodically, and revises when necessary that appropriate structures, policies, procedures, and other key governance practices are in place, well documented, and current;
- Provides oversight to ensure that Council and operational activities are conducted at all times within applicable policy, laws and regulations, and to the highest ethical standards;
- Establishes and oversees the work of the committees and/or task forces in keeping with the Bylaws;
- Ensures there is an equitable and transparent process for the selection of committee and task force Chairs and committee members;
- Approves terms of reference for committees and task forces annually and as required to implement revisions;
- Receives, reviews, requests revisions if warranted, and approves committee and task force reports;
- Requests annual work plans and year-end evaluations are completed for each committee;
- Establishes and implements a thorough and transparent process for the selection of Council President, Vice-President(s), Treasurer and Secretary or Secretary-Treasurer to ensure proper performance and succession planning;

- Ensures the performance reviews of Council, President, Committees, and individual Councillors are conducted annually, in accordance with their terms of reference; and
- Conducts annual mandatory Council orientation session(s) to ensure all Councillors are familiar with SAA and its policies.

3.1.7 Consent Resolution (Resolutions in Writing)

For urgent matters, a Consent Resolution in writing whether by email or other electronic transmission that is signed (including electronic signatures) by all Councillors entitled to vote on that resolution is as valid and effectual as if it had been passed at a duly called and constituted meeting of Council.

3.1.8 Documentation and Reporting

All relevant and historical Council documents will be stored electronically in a secure location accessible to Councillors and the ED.

The approved terms of reference for Council are made available to all Councillors upon election, appointment, or application for nomination.

The President will review the draft Council meeting minutes provided to them by the Secretary or their delegate at least three (3) weeks prior to the next Council meeting. The reviewed draft minutes will be included in the next Council package for Council approval.

Upon approval by the Councillors with or without amendment, the minutes are signed by the President and an attending Councillor; the signed minutes are evidence of the meeting and the proceedings which were taken at the meeting. A copy of the approved minutes is stored electronically in a secure location accessible to Councillors and the ED.

3.1.9 Council Remuneration

Members of Council are volunteers with no expectation of honorarium or compensation. They will be reimbursed for approved expenses incurred while engaged in the affairs of SAA according to the Bylaws.

3.2 Elected Councillor Terms of Reference

3.2.1 Position

Elected Councillor

3.2.2 Term of Office

Elected Councillors are elected for three (3) years with the possibility of re-election by voting members for two (2) additional consecutive terms up to a maximum of nine (9) consecutive years.

3.2.3 Authority

Elected Councillors have no authority to direct staff, or to speak on behalf of SAA unless the authority is specifically delegated by Council.

3.2.4 Accountability

Council is accountable to its members and stakeholders, for SAA's performance, and for the effective stewardship of financial resources.

3.2.5 Time Commitment

It is expected that each Councillor will commit the time required per month to fulfil their duties and obligations to SAA, including preparation and attendance at Council meetings, committees, and special events.

3.2.6 Responsibility

Councillors are responsible for fulfilling their fiduciary duties and acting in the best interests of SAA and to uphold the primary objectives of the Act.

Each Councillor will annually sign and acknowledge having read and agreed to the following policies:

- Code of Conduct
- Conflict of Interest Policy
- Confidentiality Policy
- Communications Policy

These policies are detailed in Section 5.0 - Council Policies.

3.2.7 Principal Duties

3.2.7.1 Governance

- Prepare for, attend, and participate in Council's regular meetings;
- Attend and participate in the AGM and Special General Meetings (SGM);
- Contribute to the work of the Council as a member of one (1) or more Committees;
- Listen to the views of all Councillors, express their own, identify common interests and alternatives, and strive to reach consensus;
- Support governance decisions once made, and speak with a unified voice;
- Participate in regular reviews of SAA's Vision, Mission, and Values and in the regular review and development of the Strategic Plan;
- Help Council to monitor the performance of SAA in relation to its Vision, Mission, and Values;
- Participate in the approval of the annual budget and monitor the financial performance of SAA;
- Suggest possible nominees for the Governance Committee;
- Participate in the evaluation of Council itself and of individual Councillors; and
- Ensure that there is a succession plan in place for Officers of Council.

3.2.7.2 Human Resources

Councillors shall:

- Participate in the recruitment of the ED;
- Participate in the evaluation of the performance of the ED;
- Participate in establishing total compensation (base salary and benefits) for ED;
- Participate in ongoing human resource decision making as it relates to the performance of the ED; and
- Ensure that there is a succession plan in place for the ED.

Councillors may provide oversight to ensure the health, wellbeing, and a positive organizational culture for all SAA staff and volunteers where requested by the ED. However, Council recognizes that it does not have decision-making authority over the administrative staff of SAA, except for the ED, nor authority over decisions about the day-to-day administration of SAA. Council shall also refrain from making requests directly of staff.

3.2.8 Removal of an Elected Councillor

An Elected Councillor may be removed from Council by:

- Special resolution by the regulated members at the next AGM or SGM; or
- Two-thirds (2/3rds) majority vote by Council.

An Elected Councillor may be removed from office if the Councillor is:

- Not fulfilling their duties;
- Not in good standing with SAA;
- Subject of a complaint that has been referred to a hearing or awaiting a decision; or
- Incapacitated or otherwise unable to fulfill their duties for an extended portion of their term.

An Elected Councillor may resign by giving written notice to Council.

3.3 Public Councillor Terms of Reference

3.3.1 Position

Public Councillor, appointed by the Government's *Lieutenant Governor in Council*.

3.3.2 Term of Office

Public Councillors are appointed for three (3) years with the possibility of reappointment for one (1) additional consecutive term, up to a maximum of six (6) consecutive years. A Public Councillor holds office until that person's successor is appointed.

3.3.3 Authority

Public Councillors have and may exercise the same rights and duties as Elected Councillors.

Public Councillors have no authority to direct staff, or to speak on behalf of SAA unless the authority is specifically delegated by Council.

3.3.4 Accountability

Council is accountable to its members and stakeholders, for SAA's performance, and for the effective stewardship of financial resources.

3.3.5 Time Commitment

It is expected that each Councillor will commit the time required per month to fulfil their duties and obligations to SAA, including preparation and attendance at Council meetings, committees, and special events.

3.3.6 Responsibility

Councillors are responsible for fulfilling their fiduciary duties and acting in the best interests of SAA and to uphold the primary objectives of the Act.

Each Councillor will annually sign and acknowledge having read and agreed to the following policies:

- Code of Conduct
- Conflict of Interest Policy
- Confidentiality Policy

- Communications Policy

These policies are detailed in Section 5.0 - Council Policies.

3.3.7 Principal Duties

In accordance with the Act, at least one (1) Public Councillor shall be a member of the Discipline Committee.

3.3.7.1 Governance

- Prepare for, attend, and participate in Council's regular meetings;
- Attend and participate in the AGM and Special General Meetings (SGM);
- Contribute to the work of the Council as a member of one (1) or more Committees;
- Listen to the views of all Councillors, express their own, identify common interests and alternatives, and strive to reach consensus;
- Support governance decisions once made, and speak with a unified voice;
- Participate in regular reviews of SAA's Vision, Mission, and Values and in the regular review and development of the Strategic Plan;
- Help Council to monitor the performance of SAA in relation to its Vision, Mission, and Values;
- Participate in the approval of the annual budget and monitor the financial performance of SAA;
- Suggest possible nominees for the Governance Committee;
- Participate in the evaluation of Council itself and of individual Councillors; and
- Ensure that there is a succession plan in place for Officers of Council.

3.3.7.2 Human Resources

Councillors shall:

- Participate in the recruitment of the ED;
- Participate in the evaluation of the performance of the ED;
- Participate in establishing total compensation (base salary and benefits) for ED;
- Participate in ongoing human resource decision making as it relates to the performance of the ED; and
- Ensure that there is a succession plan in place for the ED.

Councillors may provide oversight to ensure the health, wellbeing, and a positive organizational culture for all SAA staff and volunteers where requested by the ED. However, Council recognizes that it does not have decision-making authority over the administrative staff of SAA, except for the ED, nor authority over decisions about the day-to-day administration of SAA. Council shall also refrain from making requests directly of staff.

3.3.8 Removal of a Public Councillor

A Public Councillor may be removed from Council by:

- Special resolution by the regulated members at the next AGM or SGM; or
- Two-thirds (2/3rds) majority vote by Council.

A Councillor may be removed from office if the Councillor is:

- Not fulfilling their duties;
- Not in good standing with SAA;
- Subject of a complaint that has been referred to a hearing or awaiting a decision; or
- Incapacitated or otherwise unable to fulfill their duties for an extended portion of their term.

A Public Councillor may resign by giving written notice to the Minister.

3.4 President Terms of Reference

3.4.1 Position

Council President

3.4.2 Term of Office

The President is elected annually. However, the President is generally expected to serve two (2) consecutive one (1) year terms and may serve up to a maximum of three (3) consecutive terms for a total of three (3) years, subject to their term limits as a Councillor.

The President will hold office until the first meeting of Council held after the AGM.

At the invitation of Council, the President may serve a 4th year on Council as Past-President.

3.4.3 Authority

The President has no formal authority to direct Council or the affairs of SAA, unless specifically authorized. The President may not, on behalf of the organization, enter contracts without the approval of Council.

3.4.4 Accountability

The President is selected from the elected Councillors and is accountable to Council.

3.4.5 Time Commitment

The President will commit the hours necessary to fulfill their duties and obligations in addition to those required as a Councillor. The commitment includes working closely with the ED and Committee Chairs to prepare for and attend Council meetings, general meetings, special events, and other meetings as necessary.

3.4.6 Responsibility

The President is responsible for the effective functioning of Council in its role of governing SAA. Their primary role is to preside at all meetings of Council to manage the affairs of Council, oversee the Council and individual Councillors in the fulfillment of their governance and fiduciary accountabilities, including ensuring Council functions effectively and meets its obligations and responsibilities, in accordance with the Act, Bylaws, and this manual.

The President may be an ex-officio member of all committees. Unless they are specifically appointed members of any committee such as the Professional Practice and Oversight Committee, the President shall not be counted in the quorum for a committee meeting and shall not be entitled to vote.

The President, as are all Councillors, is responsible for fulfilling their fiduciary duties and acting in the best interests of SAA and to uphold the primary objects of the Act.

3.4.7 Principal Duties

In addition to the duties of every Councillor, the President has the following responsibilities:

3.4.7.1 Managing the Council

- Chairs all meetings of Council including in-camera and the AGM, unless a designate is appointed;
- Works with the ED in the preparation of Council's meeting agenda, information packages, related events, and annual calendar;
- Calls special meetings, as required, at any time in accordance with the Bylaws;
- Encourages Councillor participation in meetings, strategic planning, and other events and relationships as needed to further the goals of SAA;
- Promotes the fiduciary duties, rules of conduct and behavioural expectations, and policy obligations of Councillors and takes timely corrective action where required;
- Receives progress reports from committees based on the outcomes of their action plans and otherwise ensures committees follow through on their responsibilities;
- Maintains communication with all Councillors and Committee Chairs to optimize the effectiveness of Council and its committees; and
- Oversees, with the Governance and Nominations Committee, the Council and Individual Council evaluation process.

3.4.7.2 ED Guidance and Support

- Act as the primary liaison with the ED to address relevant Association items;
- Oversee the process, in collaboration with the ED, to review and update the strategic plan;
- Lead in the annual evaluation of the performance of the ED in conjunction with the Governance and Nominations Committee; and
- Collaborate with the ED to demonstrate Council support and collaborative transparency to the staff through participation in programs and events.

3.4.7.3 Administrative

- Is one (1) of the signing authorities for cheques, contracts, and documentation on behalf of SAA;
- Reviews draft meeting minutes on a timely basis and co-sign final minutes following Council approval;
- Receives reports from the Professional Practice and Oversight (Professional Conduct) and Discipline Committees at the conclusion of the investigation or hearing; and
- Oversees the preparation of an annual statement from Council for presentation at the AGM and inclusion in the annual report.

3.5 Vice-President Terms of Reference

3.5.1 Position

Vice-President of Council

3.5.2 Term of Office

The Vice-President is elected annually. However, the Vice-President is generally expected to serve two (2) consecutive one (1) year terms and may serve up to a maximum of three (3) consecutive terms for a total of three (3) years, subject to their term limits as a Councillor.

The Vice-President will hold office until the first meeting of Council held after the AGM.

If the Vice-President is considering fulfilling the role of President, in the interest of continuity, the term limits of the Vice-President should align with those of the President.

Council may appoint one (1) or two (2) vice-presidents. If two (2) Vice-Presidents are appointed, the

responsibilities of the role will be shared.

3.5.3 Authority

The Vice-President has no formal authority to direct Council or the affairs of SAA, unless specifically authorized. The Vice-President may not, on behalf of the organization, enter contracts without the approval of Council.

3.5.4 Accountability

The Vice-President is selected from the elected Councillors and is accountable to Council.

3.5.5 Time Commitment

The Vice-President will commit the hours necessary to fulfill their duties and obligations in addition to those as a Councillor, including the obligations and duties of the President when the President is not available.

The Vice-President is eligible to stand for selection to the role of President but is not designated as President-elect unless Council passes a resolution to this effect.

3.5.6 Responsibility

The Vice-President is responsible for supporting the President and carrying out the duties of the President in their absence. Working with the President, the Vice-President shares accountability for the effective functioning of Council in its role of governing SAA.

The Vice-President shall chair Council meetings in the absence of the President.

The Vice-President, as are all Councillors, is responsible for fulfilling their fiduciary duties and acting in the best interests of SAA and to uphold the primary objects of the Act.

The Vice-President will chair a minimum of one (1) committee which may be the Governance and Nominations Committee and/or the Professional Practice and Oversight Committee.

3.5.7 Principal Duties

In addition to the duties of every Councillor, the Vice-President has the following responsibilities:

3.5.7.1 President Support

- Provides support to the President;
- Assumes the duties and responsibilities of the President when required;
- Chairs Council meetings in the absence of the President (and adheres to the terms of reference for the Chair);
- Meets regularly with the President to discuss work of Council, and gain knowledge to possibly assume the role of President;
- Performs duties as may be assigned by Council or the President; and
- Is available to support the ED in the absence of the President.

3.6 Treasurer Terms of Reference

3.6.1 Position

Treasurer

3.6.2 Term of Office

The Treasurer is elected annually. However, the Treasurer is generally expected to serve two (2) consecutive one (1) year terms and may serve up to a maximum of three (3) consecutive terms for a total of three (3) years, subject to their term limits as a Councillor.

The Treasurer will hold office until the first meeting of Council held after the following AGM.

This position may be held jointly with the Secretary position.

To the extent possible, given Council's composition, the Treasurer should be experienced in corporate financial management. If not, the Treasurer is accountable for consulting with designated financial professionals as required to fulfill the responsibilities of the role.

3.6.3 Authority

The Treasurer has no formal authority to direct Council or the affairs of SAA, unless specifically authorized. The Treasurer may not, on behalf of the organization, enter contracts without the approval of Council.

3.6.4 Accountability

The Treasurer is selected from the elected Councillors and is accountable to Council.

3.6.5 Time Commitment

The Treasurer will commit the hours necessary to fulfill their duties and obligations in addition to those as a Councillor.

3.6.6 Responsibility

The Treasurer is responsible for ensuring the financial information provided to Council is accurate to allow Council to make appropriate decisions managing SAA and safeguarding SAA's assets for long-term financial sustainability.

The Treasurer also provides guidance to the ED for good fiscal planning.

The Treasurer is also appointed by Council Resolution as the Chair of the Finance and Audit Committee.

The Treasurer, as are all Councillors, is responsible for fulfilling their fiduciary duties and acting in the best interests of SAA and to uphold the primary objects of the Act.

3.6.7 Principal Duties

In addition to the duties of every Councillor, the Treasurer has the following responsibilities:

- Serves as Chair of the Finance and Audit Committee;
- Oversees the development of the annual budget in partnership with the ED;
- Oversees the rendering of financial statements to the Councillors, members, and others, when required;

- Provides regular financial reporting to Council and alerts Council to any important discrepancies between planned and actual figures and reviews the financial statements prior to their release to Council;
- Oversees the development of high-level financial policies and their review by Council;
- Ensures three (3) weeks prior to the AGM that financial statements are prepared by the accountant or auditor appointed by membership;
- Presents the budget and financial statements of SAA to the membership at the AGM;
- Oversees that the implementation of current and acceptable financial practices is in place for SAA;
- Meets annually with the public accountant to finalize the financial statements of SAA;
- Reviews and recommends the appointment of the public accountant at the AGM;
- Ensures such financial records, reports and returns, including books of account, are kept as necessary to comply with the Act and the Income Tax Act; and
- Provides Council with supporting documentation that government tax filings and remittances have been submitted on a timely basis, including reviewing all filings.

3.7 Secretary Terms of Reference

3.7.1 Position

Secretary

3.7.2 Term of Office

The Secretary is elected annually. However, the Secretary generally expected to serve two (2) consecutive one (1) year terms and may serve up to a maximum of three (3) consecutive terms for a total of three (3) years, subject to their term limits as a Councillor.

The Secretary will hold office until the first meeting of Council held after the following AGM.

This position may be held jointly with the Treasurer position.

3.7.3 Authority

The Secretary has no formal authority to direct Council or the affairs of SAA, unless specifically authorized. The Secretary may not, on behalf of the organization, enter contracts without the approval of Council.

3.7.4 Accountability

The Secretary is selected from the elected Councillors and is accountable to Council.

3.7.5 Time Commitment

The Secretary will commit the hours necessary to fulfill their duties and obligations in addition to those as a Councillor.

3.7.6 Responsibility

The Secretary will work closely with the ED to prepare and attend Council meetings and other events.

The Secretary, as are all Councillors, is responsible for fulfilling their fiduciary duties and acting in the best interests of SAA and to uphold the primary objects of the Act.

The Secretary may be the Chair of the Professional Resources Committee.

3.7.7 Principal Duties

In addition to the duties of every Councillor, the Secretary has the following responsibilities or may delegate the following duties:

- May act as the Registrar of SAA;
- If also the Registrar, may also be the Chair of the Registration and Licensing Committee;
- Handling the correspondence of SAA and the timely reporting and response by Council;
- Recording Secretary role: minute taking or arranging for minute taking at Council meetings, ensuring the prompt distribution of the minutes of the meetings, and recording Council attendance;
- Ensuring timely notification and distribution of materials and meeting notices to Council;
- Ensures at least fifteen (15) days' notice of the AGM is provided to members including financial statements, list of voting members, and members of Council;
- Ensuring accessible and secure custody and storage of all records and documents (policies and Bylaws) of Council;
- Ensuring an up-to-date register of Councillors including Councillor appointment dates, term of appointments and Councillor bios; and
- Ensuring an up-to-date Council planning calendar outlining matters to be on the Council's agenda over the course of a year.

3.8 Past President Terms of Reference

3.8.1 Position

Past President

3.8.2 Term of Office

At the invitation of Council, the outgoing President may be appointed by Council to serve an additional year on Council as Past President.

The Past President will hold office for one (1) year and be a voting Councillor.

3.8.3 Authority

The Past President has no formal authority to direct Council or the affairs of SAA, unless specifically authorized. The Past President may not, on behalf of the organization, enter contracts without the approval of Council.

3.8.4 Accountability

The Past President is appointed by the Councillors and is accountable to Council.

3.8.5 Time Commitment

The Past President will commit the hours necessary to fulfill their duties and obligations in addition to those as a Councillor.

3.8.6 Responsibility

The Past President's role is to provide for continuity by providing historical context for issues.

The Past President, as are all Councillors, is responsible for fulfilling their fiduciary duties and acting in the best interests of SAA and to uphold the primary objects of the Act.

The Past President shall be a member of the Professional Practice and Oversight Committee.

3.8.7 Principal Duties

In addition to the duties of every Councillor, the Past President may have the following responsibilities:

- When asked by the President, participate with entities strategic to furthering the mandate of SAA.

3.9 Executive Director Role

3.9.1 Position

Executive Director

3.9.2 Accountability

The ED plays a crucial role in leading SAA towards its mission and ensuring effective governance.

The ED is accountable to Council.

3.9.3 Responsibility

The ED is the senior executive officer of SAA and responsible for the overall leadership, management, and administration of SAA.

Their principal duties and responsibilities are described in the ED's job description [\(latest version here\)](#) which is subject to periodic review and updating.

Section 4.0 Committees

4.1 Council Committees

4.1.1 Overview

Pursuant to Section 13(1) of the Act, Council may establish committees (including ad-hoc committees and task forces) to undertake work delegated by Council. Such work may include, but is not limited to, drafting policy, oversight of financial and human resource matters, or attention to a special issue or project. Standing committees carry over year to year while task forces and ad-hoc committees typically focus on a specific issue and are time limited. Committees provide advice to Council and may make recommendations to Council but do not make decisions for Council nor do they make financial commitments on behalf of SAA or Council unless specifically delegated such authority through Council resolution.

The Finance and Audit Committee and Governance and Nominations Committee are standing committees of Council that provide advice to Council on matters related to the finances and the governance of the Council and SAA, respectively.

The Professional Practice and Oversight Committee, Professional Resources Committee, and Registration and Licensing Committee are committees that oversee the principal objects in the Act for the profession. These committees operate under the supervision of Council and have been delegated specific powers by Council, including the responsibilities as needed for the Discipline Committee and Professional Conduct Committee, as stated in the Act.

For any new committee, ad hoc committee, or task force, terms of reference must be developed either by the committee members or the Governance and Nominations Committee, reviewed by the Governance

and Nominations Committee, and recommended to Council for approval. Once approved by Council, committee terms of reference are reviewed annually by each committee, usually at the first meeting following the AGM or as specified in the Council calendar. Any revisions to the terms of reference need to be reviewed by the Governance and Nominations Committee, then approved by Council.

Each committee is also required to prepare an annual workplan outlining its planned activities for the year, for approval by Council. As specified in the Council calendar, usually at the last Council meeting prior to the AGM, each committee will present an annual performance evaluation reporting on the work completed by the committee against the workplan and its terms of reference.

4.1.2 Committee Composition

Committee composition is defined in each committee's terms of reference. It is expected that all Councillors serve on at least one (1) committee. This ensures that Councillors are engaged in SAA, and that they can contribute their expertise and knowledge to specific matters of SAA.

The Council President and the ED are ex-officio and non-voting members of all committees.

SAA members or other external subject matter experts who are not elected Council members may serve as volunteer members of committees if so appointed by Council. Volunteer committee members may be appointed to a committee as voting or non-voting members. If non-voting, such volunteers shall not count to comprise quorum for the Committee. Such volunteers will abide by all fiduciary obligations and policies that apply to Councillors.

Council appoints all Committee Chairs from the Councillors, who serve a one (1) year term, and may serve additional terms as appointed by Council, within their term limit as a Councillor.

It is expected that all committee members will have read the Council's policies on Code of Conduct, Conflict of Interest, Communications, and Confidentiality in Section 5.0, and will abide by the requirements of these policies and will inform the Council President immediately if they believe any violation (unintentional or otherwise) of these policies has occurred.

The committees include the following:

- Finance and Audit Committee;
- Governance and Nominations Committee;
- Professional Practice and Oversight Committee;
- Professional Resources Committee; and
- Registration and Licensing Committee.

A list of the current committees, their composition, staff support, and advisors is found in the Council Governance folder.

4.2 Finance and Audit Committee Terms of Reference

4.2.1 Purpose and Authority (Mandate)

The purpose of the Finance and Audit Committee is to monitor, review, oversee, and make recommendations to Council on all aspects of SAA's financial matters and ensure Council fulfills its accountability for SAA's long-term financial health.

The Committee is accountable to Council. It fulfills its functions as needed and consults with and/or advises the Council of its actions, as appropriate. The Committee may make recommendations to the Council for approval and may not take actions, make resolutions, or binding commitments without Council

approval.

The Committee is not authorized to make expenditures unless specifically delegated such authority by Council resolution. The Committee does not direct the ED or staff on matters outside of its terms of reference unless delegated such authority by Council resolution.

4.2.2 Composition and Term Limits

Council appoints members to the Committee for a one (1) year term, which occurs at the first Council meeting after the AGM. The Committee will be composed of a minimum of three (3) people, two (2) of whom must be Councillors who are not the Council President. SAA members or other external subject matter experts who are not elected Councillors may serve as volunteer Committee members if so appointed by Council. Volunteer committee members may be appointed as voting or non-voting members. If non-voting, such volunteers shall not count to comprise quorum for the Committee. Such volunteers will abide by all fiduciary obligations and policies that apply to Councillors.

The Council Treasurer shall be the Chair of the Committee.

The Council President and ED may attend all meetings as an ex-officio member.

Council will take into consideration regional representation, gender and ethnic diversity, and related experience and skills when considering potential Committee members.

Members of the Committee will serve a one (1) year term commencing on their appointment and ending upon the first meeting of Council following the next AGM. Committee members may be reappointed for additional terms, not to exceed their term as a Councillor. Members who are not Councillors may serve a maximum of nine (9) consecutive years.

Should a vacancy occur on the Committee, for whatever reason, Council may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term.

4.2.3 Meetings

The Committee will meet a minimum of four (4) times per year, in advance of Council meetings, to prepare timely reporting. The meetings can be held virtually, in-person or a combination of both. An agenda shall be prepared by the Chair and provided to the Committee Members at minimum five (5) business days in advance of the meeting. Minutes will always be recorded by an assigned committee member.

Quorum for meetings is a majority of the number of voting members then on the Committee.

4.2.4 Responsibilities

The responsibilities of the Finance and Audit Committee revolve include but are not limited to the following:

4.2.4.1 Financial Health

- Review and update SAA's internal financial controls and procedures to ensure they remain adequate;
- Monitor execution of internal financial controls and procedures;
- Report on internal financial controls and procedures to Council and registrants;
- Working collaboratively with the ED, create and present quarterly reports to Council that informs Council of SAA's financial situation;

- Ensure that all financial reports to Council clearly display the financial results of each principal area of activity and include actual-to-budget variance and year-to date, and reflects events to date and known factors which may influence either revenue or expense components;
- Review and recommend Council's acceptance and approval of all periodic and annual financial statements, prior to those statements' distribution to Council;
- Annually review SAA's long range financial plans, investments, and contracts to ensure stability and consistency with the strategic directions for SAA; and
- Prepare an annual finance report and presentation for the AGM.

4.2.4.2 Budget and Audit

- Review budget recommendations from other Committees and make recommendations to Council for inclusion in the annual operating budget;
- Review the annual operating budget and make recommendations, prior to its distribution to Council for Council adoption;
- Review the budget for consistency with SAA's long range financial plans;
- Recommend appointment of the auditor to Council; meet with the auditor after completion of the annual audit;
- Review audited statements and reports;
- Recommend Council's acceptance and approval of final audited statements and reports; and
- Review and address any deficiencies concerning accounting controls as identified by the auditor.

4.2.4.3 Risk Management

- Review information related to SAA's financial and operational risks, and the ED's processes and internal control framework to mitigate these risks;
- Assess whether SAA has appropriate systems in place to identify and manage risk;
- Review SAA's business continuity and disaster recovery plans for adequacy and effectiveness; and
- Monitor compliance with Freedom of Information and Privacy Act obligations.

Perform such additional tasks as may be delegated to the Committee by Council through resolution from time to time.

4.2.5 Other Duties and Responsibilities

4.2.5.1 Work Plan

The Committee will review and approve its goals and work plan for the year's activities at its first meeting of the year. The work plan will be provided at the following Council meeting for Council's consideration and approval.

4.2.5.2 Reporting

The Committee will report to Council, in writing, at a minimum of four (4) Council meetings per year, following the Committee's preparation of a recommendation for action. The Committee will report to members at the AGM in the form of a written report.

4.2.5.3 Review

The Committee will review its mandate and terms of reference annually with a view to refreshing and reconfirming its focus and to confirm that its mandate continues to align with SAA's Vision, Mission, and Mandate and current strategic plan. The Committee shall advance any proposed modifications of its terms of reference to Council for approval.

4.2.5.4 Evaluation

The Committee will review its performance and provide a written report on the accomplishment of its goals and work plan at the Council meeting prior to the AGM.

4.2.5.5 Other Resources

Approved by Council:

4.3 Governance and Nominations Committee Terms of Reference

4.3.1 Purpose and Authority (Mandate)

The purpose of the Governance and Nominations Committee is to:

- Assist Council in fulfilling its governance responsibilities.
- Assist Council with developing recruitment strategies and recruiting qualified candidates for the annual Council election.
- Evaluate Council's performance.
- Support Council in fulfilling its responsibilities relating to human resources oversight, including ED strategic direction, organizational effectiveness and performance, workplace culture and safety.
- Does the nomination aspect of the committee do anything else besides recruitment ie assess members to receive honors or rewards/recognition?

The Committee is accountable to Council. It fulfills its functions as needed and consults with and/or advises the Council of its actions, as appropriate. The Committee may make recommendations to the Council for approval and may not take actions, make resolutions, or binding commitments without Council approval.

The Committee is not authorized to make expenditures unless specifically delegated such authority by Council resolution. The Committee does not direct the ED or staff on matters outside of its terms of reference unless delegated such authority by Council resolution.

4.3.2 Composition and Term Limits

Council appoints members to the Committee for a one (1) year term, which occurs at the first Council meeting after the AGM. The Committee will be composed of a minimum of three (3) people, two (2) of whom must be Councillors who are not the Council President. SAA members or other external subject matter experts who are not elected Councillors may serve as volunteer Committee members if so appointed by Council. Volunteer committee members may be appointed as voting or non-voting members. If non-voting, such volunteers shall not count to comprise quorum for the Committee. Such volunteers will abide by all fiduciary obligations and policies that apply to Councillors.

The Council Vice-President shall be the Chair of the Committee. If there is more than one (1) Vice-Presidents, Council shall choose one (1) of the Vice-Presidents to act as Chair.

The Council President and ED may attend all meetings as an ex-officio member.

The Council will take into consideration regional representation, gender and ethnic diversity, and related experience and skills when considering potential Committee members.

Members of the Committee will serve a one (1) year term commencing on their appointment and ending upon the first meeting of Council following the next AGM. Committee members may be reappointed for additional terms, not to exceed their term as a director. Members who are not Councillors may serve a maximum of nine (9) consecutive years.

Should a vacancy occur on the Committee, for whatever reason, the Council may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term.

4.3.3 Meetings

The Committee will meet a minimum of once per quarter. The meetings can be held virtually, in-person or a combination of both. An agenda shall be prepared by the Chair and provided to the Committee Members at minimum five (5) business days in advance of the meeting. Minutes will always be recorded

by an assigned committee member.

Quorum for meetings is a majority of the number of voting members then on the Committee.

4.3.4 Responsibilities

The responsibilities of the Governance and Nominations Committee include but are not limited to the following:

4.3.4.1 Council Composition and Recruitment

- Assist Council in regularly reviewing and updating the description of its roles, areas of responsibility, and what is expected of individual Councillors;
- Develop, implement, and review the Councillor nomination process for recruiting qualified candidates. This will be completed by the Committee, or if deemed appropriate by Council, by an ad hoc sub-committee. Duties will include but are not limited to:
 - Lead in assessing the current and anticipated needs of Council's composition by developing a matrix to determine Councillor's attributes, skills, abilities, influence, and other factors such as diversity and geographic representation;
 - Solicit recommendations from Councillors to identify potential Councillor candidates, and explore their interest and availability for Council service through research, interviews, and cultivation;
 - In cooperation with the Council President, contact each Councillor eligible for re-election to assess their interest in continuing Council membership;
 - Work with each Councillor and each candidate to identify what they might be able to contribute to SAA;
 - Provide information to candidates about SAA, expectations, and Council governance prior to election to the Council; and
 - Nominate individuals to be presented as candidates for election as members of the Council;
- Review committee compositions at least annually and support Council in assigning Councillors to committees following the AGM each year;
- Consider and recommend to Council any new committees that the Committee believes may be appropriate; and
- Implement and complete succession planning strategies for Council leadership roles (President, Vice President, Secretary, Committee Chairs) through recruitment and Councillor development.

4.3.4.2 Council Effectiveness and Evaluation

- Provide ongoing counsel and support to the Council President and other Officers on steps they might take to enhance Council effectiveness;
- Regularly review the Council's practices regarding Councillor participation in meetings and activities related to Council, conflict of interests, confidentiality, etc., and suggest needed improvements;
- Review and make recommendations to Council regarding the process to be used for the annual Council evaluation, including one (1) or more of the following:
 - Evaluation of Council as a whole against its terms of reference;
 - Council President and Councillor evaluations; and
 - Committee and Committee Chair evaluation; and
- Implement and oversee the annual evaluation process, summarize recommendations, and facilitate a planning discussion with the Council to identify actions to address any gaps arising from the evaluation.

4.3.4.3 Council Orientation and Education

- Review and revise the process for new Councillor orientation, including review of the Council manual, and information needed during the early stages of Council service with each Councillor; and
- Identify and recommend continual learning opportunities and orientation opportunities to Council.

4.3.4.4 Council Governance

- Confirm that the activities and decisions of Council are consistent with SAA, as defined in the Act and the Bylaws;
- Review the Council Manual to confirm that it remains up to date with best practices; and
- Advise Council on the adequacy and effectiveness of its key governing documents and policies; recommend as needed new policies and changes to Council for approval.

4.3.4.5 Public Appointees

- Makes a recommendation to Council for SAA representative to the Regulatory Organizations of Architecture in Canada (ROAC);
- Implement a nomination process and make recommendations to Council regarding the public appointment of regulated members to the following Boards/Councils/Panels and any others that may be formed and required over time:
 - Saskatchewan Bid Depository (if continued);
 - Saskatchewan Construction Panel;
 - Municipal Heritage Advisory Committees (Saskatoon and Regina);
 - Regulatory Organizations of Architecture in Canada (formerly CALA);
 - Saskatchewan Construction Association Advisory Panel;
 - Senate Appointees – University of Regina and University of Saskatchewan; and
 - Saskatchewan – Polytechnic.

4.3.4.6 Human Resources Oversight

In lieu of a Human Resources Committee, the Governance Committee will provide oversight of HR policies, decisions, compensation practices, and performance management for SAA. This includes:

- Confirm that SAA's policies and practices are in line with the cultural values, the strategic plan, Labour Standards, and the need to attract, engage, and retain appropriate staff or contractors;
- Review SAA's compensation structure and benefits packages to consider whether it is adequate to attract and retain high quality contractors and staff, including directing periodic market benchmarking and analysis; and
- Review and revise organizational policies annually to keep pace with the applicable legislation and best practices.

4.3.4.7 Executive Director

- Initiate and implement the process needed to recruit and hire the ED;
- Review the ED's compensation package and make recommendations to Council for approval;
- Annually, in collaboration with the ED, establish ED performance objectives in line with SAA's strategic plan;
- Complete and document an annual ED evaluation process;
- Review any professional development requests by the ED and recommend to Council for approval; and
- Review the ED succession plan and recommend to Council for approval.

Perform such additional tasks as may be delegated to the Committee by Council through resolution from

time to time.

4.3.5 Other Duties and Responsibilities

4.3.5.1 Work Plan

The Committee will review and approve its goals and work plan for the year's activities at its first meeting of the year. The work plan will be provided at the following Council meeting for Council's consideration and approval.

4.3.5.2 Reporting

The Committee will report to Council, in writing, at a minimum of four (4) Council meetings per year, following the Committee's preparation of a recommendation for action. The Committee will report to members at the AGM in the form of a written report.

4.3.5.3 Review

The Committee will review its mandate and terms of reference annually with a view to refreshing and reconfirming its focus and to confirm that its mandate continues to align with SAA's Vision, Mission, and Mandate and current strategic plan. The Committee shall advance any proposed modifications of its Terms of Reference to Council for approval.

4.3.5.4 Evaluation

The Committee will review its performance and provide a written report on the accomplishment of its goals and work plan at the Council meeting prior to the AGM.

4.3.5.5 Other Resources

Approved by Council:

4.4 Professional Practice and Oversight Committee Terms of Reference

4.4.1 Purpose and Authority (Mandate)

The purpose of the Professional Practice and Oversight Committee is to protect the public through monitoring the proficiency and competency of Members who practice architecture; to promote the increase of knowledge, skill, and proficiency in the practice of architecture; and to monitor, review, oversee, and make recommendations to Council on matters involving public and/or member complaints, and instances of reported illegal practice.

The Committee may also fill the role of the Professional Conduct Committee as described in the Act. When required, the Committee will recommend members for an ad-hoc Discipline Committee to Council.

The Committee is accountable to Council. It fulfills its functions as needed and consults with and/or advises the Council of its actions, as appropriate. The Committee may make recommendations to the Council for approval and may not take action, make resolutions, or binding commitments without Council approval.

The Committee is not authorized to make expenditures unless specifically delegated such authority by Council resolution. The Committee does not direct the ED or staff on matters outside of its terms of reference unless delegated such authority by Council resolution.

4.4.2 Composition and Term Limits

The Council appoints members to the Committee for a one (1) year term, which occurs at the first Council meeting after the AGM. The Committee will be composed of a minimum of four (4) people, two (2) of whom must be Councillors who are not the Council President.

SAA members or other external subject matter experts who are not elected Councillors may serve as volunteer Committee members if so appointed by Council. Volunteer committee members may be appointed as voting or non-voting members. If non-voting, such volunteers shall not count to comprise quorum for the Committee. Such volunteers will abide by all fiduciary obligations and policies that apply to Councillors.

The Chair of the Committee shall be a Councillor appointed by Council.

The Council President and ED may attend all meetings as an ex-officio member.

The Council President and ED will assign a qualified staff person to the Committee as a non-voting working member.

The Council will take into consideration regional representation, gender and ethnic diversity, and related experience and skills when considering potential Committee members.

Members of the Committee will serve a one (1) year term commencing on their appointment and ending upon the first meeting of Council following the next AGM. Committee members may be reappointed for additional terms, not to exceed their term as a Councillor. Members who are not Councillors may serve a maximum of nine (9) consecutive years.

Should a vacancy occur on the Committee, for whatever reason, the Council may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term.

4.4.3 Meetings

The Committee will meet a minimum of once per quarter. The meetings can be held virtually, in-person or a combination of both. An agenda shall be prepared by the Chair and provided to the Committee Members at minimum five (5) business days in advance of the meeting. Minutes will always be recorded by the staff person.

Quorum for meetings is a majority of the number of voting members then on the Committee.

4.4.4 Responsibilities

The responsibilities of the Professional Practice and Oversight Committee include but are not limited to the following:

- Identify practice-related topics that require further clarification and identify trends, issues, and matters related to the practice of architecture that SAA should consider and address;
- Work with the Committee's staff working member to develop practice bulletins and council policies;
- Develop and maintain standards, guidelines, and resources on matters relating to practice competency;
- Review the Bylaws as they relate to the profession and make recommendations of proposed amendments to Council and, if accepted, to the members at the AGM;
- Implementation of the Bylaws and any approved Bylaw amendments related to members;
- At the request of Council, implement the process for consideration and review of a complaint of professional misconduct or incompetence against a member in accordance with the Act by establishing an ad-hoc Professional Conduct Committee; no member of the ad-hoc Professional Conduct Committee can be a member of the ad-hoc Discipline Committee; and
- Following a review of a complaint, if appropriate, make a recommendation to Council to form an ad-hoc Discipline Committee, in accordance with the Act; no member of the ad-hoc Discipline Committee can be a member of the ad-hoc Professional Conduct Committee.

Perform such additional tasks as may be delegated to the Committee by Council from time to time.

4.4.5 Other Duties and Responsibilities

4.4.5.1 Work Plan

The Committee will review and approve its goals and work plan for the year's activities at its first meeting of the year. The work plan will be provided at the following Council meeting for Council's consideration and approval.

4.4.5.2 Reporting

The Committee will report to Council, in writing, at a minimum of four (4) Council meetings per year, following the Committee's preparation of a recommendation for action. The Committee will report to members at the AGM in the form of a written report.

4.4.5.3 Review

The Committee will review its mandate and terms of reference annually with a view to refreshing and reconfirming its focus and to confirm that its mandate continues to align with SAA's Vision, Mission, and Mandate and current strategic plan. The Committee shall advance any proposed modifications of its Terms of Reference to Council for approval.

4.4.5.4 Evaluation

The Committee will review its performance and provide a written report on the accomplishment of its

goals and work plan at the Council meeting prior to the AGM.

4.4.5.5 Other Resources

SAA will provide a staff person to support the Committee's activities, including administrative support, reporting to members and stakeholders, financial management, communications, and support for special projects. The staff person will provide input for the development of the committee's annual initiatives and meeting agendas.

Approved by Council:

4.5 Professional Resources Committee Terms of Reference

4.5.1 Purpose and Authority (Mandate)

The purpose of the Professional Resources Committee is to provide oversight and make recommendations to Council on all matters of professional development, education, recognition, as well as on public and member-based communications and activities in direct response to the objects outlined in the Act.

The Committee is accountable to Council. It fulfills its functions as needed and consults with and/or advises the Council of its actions, as appropriate. The Committee may make recommendations to the Council for approval and may not take actions, make resolutions, or binding commitments without Council approval.

The Committee is not authorized to make expenditures unless specifically delegated such authority by Council resolution. The Committee does not direct the ED or staff on matters outside of its terms of reference unless delegated such authority by Council resolution.

4.5.2 Composition and Term Limits

Council appoints members to the Committee for a one (1) year term, which occurs at the first Council meeting after the AGM. The Committee will be composed of a minimum of four (4) people, two (2) of whom must be Councillors and one (1) of whom must be a student member. SAA members or other external subject matter experts who are not elected Councillors may serve as volunteer Committee members if so appointed by Council. Volunteer committee members may be appointed as voting or non-voting members. If non-voting, such volunteers shall not count to comprise quorum for the Committee. Such volunteers will abide by all fiduciary obligations and policies that apply to Councillors.

Council will designate a Councillor to be Chair of the Committee.

The Council President and ED may attend all meetings as an ex-officio member.

A qualified staff person will be assigned to the Committee as a non-voting working member.

The Council will take into consideration regional representation, gender and ethnic diversity, and related experience and skills when considering potential Committee members.

Members of the Committee will serve a one (1) year term commencing on their appointment and ending upon the first meeting of Council following the next AGM. Committee members may be reappointed for additional terms, not to exceed their term as a director. Members who are not Councillors may serve a maximum of nine (9) consecutive years.

Should a vacancy occur on the Committee, for whatever reason, the Council may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term.

4.5.3 Meetings

The Committee will meet a minimum of once per quarter. The meetings can be held virtually, in-person or a combination of both. An agenda shall be prepared by the Chair and provided to the Committee Members at minimum five (5) business days in advance of the meeting. Minutes will always be recorded by the staff person.

Quorum for meetings is a majority of the number of voting members then on the Committee.

4.5.4 Responsibilities

The responsibilities of the Professional Resources Committee include but are not limited to the following:

4.5.4.1 Continuing Education

- Provide oversight of the Continuing Education and grant/bursary and scholarship programs; and
- Provide oversight for any mentoring or internship programs.

4.5.4.2 Internship in Architecture Program

- Oversees the implementation of the Internship in Architecture Program

4.5.4.3 Public Representation

- Implement a nomination process and make recommendations to Council regarding the public appointment of regulated members to the following Boards/Councils/Panels and any others that may be formed and required over time including the:
 - Prairie Design Awards;
 - Design Council of Saskatchewan;
 - Saskatchewan Buildings & Accessibility Standards; and
 - Municipal Heritage Advisory Committee.

4.5.4.4 SAA Conference and AGM

- The SAA Conference and AGM Planning Committee is a sub-committee of the Professional Resources Committee.
- The Chair and/or Vice-Chair of the Committee will participate on the SAA Conference and AGM Planning Committee and will report on the committee's activities to Council.

4.5.4.5 Communications

- Oversee that SAA's website is current for members and public; present proposed upgrades/major changes to Council for approval;
- Review and approve newsletters to be released to members;
- Annually review SAA memberships and sponsorships;
- Present changes as part of the annual budget process; and
- Release timely, relevant information to members.

Perform such additional tasks as may be delegated to the Committee by the Council through resolution from time to time.

4.5.5 Other Duties and Responsibilities

4.5.5.1 Work Plan

The Committee will review and approve its goals and work plan for the year's activities at its first meeting of the year. The work plan will be provided at the following Council meeting for Council's consideration and approval.

4.5.5.2 Reporting

The Committee will report to Council, in writing, at a minimum of four (4) Council meetings per year, following the Committee's preparation of a recommendation for action. The Committee will report to members at the AGM in the form of a written report.

4.5.5.3 Review

The Committee will review its mandate and terms of reference annually with a view to refreshing and reconfirming its focus and to confirm that its mandate continues to align with SAA's Vision, Mission, and Mandate and current strategic plan. The Committee shall advance any proposed modifications of its Terms of Reference to Council for approval.

4.5.5.4 Evaluation

The Committee will review its performance and provide a written report on the accomplishment of its goals and work plan at the Council meeting prior to the AGM.

4.5.5.5 Other Resources

SAA will provide a staff person to support the Committee's activities, including administrative support, reporting to members and stakeholders, financial management, communications and support for special projects. The staff person will provide input for the development of the committee's annual initiatives and meeting agendas.

Approved by Council:

4.6 Registration and Licensing Committee Terms of Reference

4.6.1 Purpose and Authority (Mandate)

The purpose of the Registration and Licensing Committee is to provide oversight and make recommendations to Council on all matters of registration and licensing of new members, member status changes, firm licensing and other related activities on behalf of SAA in alignment with the Act.

The Committee is accountable to Council. It fulfills its functions as needed and consults with and/or advises the Council of its actions, as appropriate. The Committee may make recommendations to Council for approval and may not take actions, make resolutions, or binding commitments without Council approval.

The Committee is not authorized to make expenditures unless specifically delegated such authority by Council resolution. The Committee does not direct the ED or staff on matters outside of its terms of reference unless delegated such authority by Council resolution.

4.6.2 Composition and Term Limits

The Council appoints members to the Committee for a one (1) year term, which occurs at the first Council meeting after the AGM. The Committee will be composed of a minimum of three (3) people, two (2) of whom must be Councillors.

SAA members or other external subject matter experts who are not elected Councillors may serve as volunteer Committee members if so appointed by Council. Volunteer committee members may be appointed as voting or non-voting members. If non-voting, such volunteers shall not count to comprise quorum for the Committee. Such volunteers will abide by all fiduciary obligations and policies that apply to Councillors.

Council will designate a Councillor to be the Chair of the Committee.

The Council President and ED may attend all meetings as an ex-officio member.

A qualified staff person will be assigned to the Committee as a non-voting working member.

The Council will take into consideration regional representation, gender and ethnic diversity, and related experience and skills when considering potential Committee members.

Members of the Committee will serve a one (1) year term commencing on their appointment and ending upon the first meeting of Council following the next AGM. Committee members may be reappointed for additional terms, not to exceed their term as a director. Members who are not Councillors may serve a maximum of nine (9) consecutive years.

Should a vacancy occur on the Committee, for whatever reason, the Council may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term.

4.6.3 Meetings

The Committee will meet a minimum of once per quarter. The meetings can be held virtually, in-person or a combination of both. An agenda shall be prepared by the Chair and provided to the Committee Members at minimum five (5) business days in advance of the meeting. Minutes will always be recorded by the staff person.

Quorum for meetings is a majority of the number of voting members then on the Committee.

4.6.4 Responsibilities

The responsibilities of the Registration and Licensing Committee include but are not limited to the following:

4.6.4.1 Registration and Licensing

- Oversee the Broad Experience Foreign Architect (BEFA) program;
- Oversee the registration and the issuance of licences for members; and
- Oversee any complaints regarding the registration and issuance of licences.

Perform such additional tasks as may be delegated to the Committee by the Council through resolution from time to time.

4.6.5 Other Duties and Responsibilities

4.6.5.1 Work Plan

The Committee will review and approve its goals and work plan for the year's activities at its first meeting of the year. The work plan will be provided at the following Council meeting for Council's consideration and approval.

4.6.5.2 Reporting

The Committee will report to Council, in writing, at a minimum of four (4) Council meetings per year, following the Committee's preparation of a recommendation for action. The Committee will report to members at the AGM in the form of a written report.

4.6.5.3 Review

The Committee will review its mandate and terms of reference annually with a view to refreshing and reconfirming its focus and to confirm that its mandate continues to align with SAA's Vision, Mission, and Mandate and current strategic plan. The Committee shall advance any proposed modifications of its Terms of Reference to Council for approval.

4.6.5.4 Evaluation

The Committee will review its performance and provide a written report on the accomplishment of its goals and work plan at the Council meeting prior to the AGM.

4.6.5.5 Other Resources

SAA will provide a staff person to support the Committee's activities, including administrative support, reporting to members and stakeholders, financial management, communications, and support for special projects. The staff person will provide input for the development of the Committee's annual initiatives and meeting agendas.

Approved by Council:

Section 5.0 Council Policies

This section of the Council Manual includes the following policies:

- Code of Conduct
- Conflict of Interest
- Confidentiality Policy
- Communications Policy

Each Councillor is required to read and agree to abide by these policies upon their appointment to Council, and each year thereafter, as confirmed by their annual signature on this form.

Certification

I have read the Council's Policies on Code of Conduct, Conflict of Interest, Confidentiality and Communications as presented. I agree to abide by the requirements of these policies and to inform the Council President immediately if I believe any violation (unintentional or otherwise) of these policies has occurred by me or another person or entity.

I have also read the Council Manual and agree to adhere to and abide by the content within.

Signature _____

Name (please print) _____

Date _____

5.1 Code Of Conduct

SAA is committed to conducting its affairs openly, ethically, and in compliance with all applicable laws. The Code of Conduct provides Councillors with a framework to guide ethical conduct in a way that upholds the integrity of SAA and the high standards of professional conduct members and the public expects from Councillors of a regulatory body. SAA will review allegations of wrongdoing or impropriety and, where warranted, will take appropriate disciplinary action.

It is the responsibility of every Councillor to build and maintain this code of conduct by supporting and actively participating in its implementation.

5.1.1 Expected Behaviour of Councillors on the Council

Councillors shall:

- Not act in a manner that may be reasonably perceived as violence, harassment, discrimination, inequitable or disrespectful treatment towards others;
- Communicate in a professional, respectful and courteous manner with members, SAA volunteers and staff, other Councillors, and the public;
- Represent SAA accurately and respect decisions made by Council while preserving the value of fair comment and differences of opinion;
- Ensure that all communications are accurate and not issue any communication that the Councillor knows, or ought to have known, to be false;
- Conduct themselves in a manner which reflects the values and ethics of SAA;
- Be an advocate for the organization and its mission whenever the opportunity arises in their own personal and professional networks;
- Carry out their duties and responsibilities with collegiality, fairness, honesty, integrity, good faith, and the prudence of a reasonable person and act in the best interest of SAA;
- Be trustworthy and ethical in all aspects of business;
- Uphold the law and the bylaws, policies, and procedures adopted by Council;
- Not use the influence of the Councillor's office for any purpose other than for the exercise of the Councillor's official duties; and
- Attend the orientation training offered by SAA and any other training organized at the direction of Council for the benefit of Councillors throughout the Councillor's term.

5.1.2 Council Meetings

The Council is committed to teamwork and consensus decision-making. To this end, Councillors shall:

- Attend and vote at Council meetings as required;
- Undertake ongoing efforts to develop and maintain their competencies;
- Participate fully and frankly in deliberations and discussions of the Council;
- May engage in general communication with other members outside of meetings, while ensuring that such interactions do not create factions, lobby for a position, or otherwise influence or inhibit the flow of open discussion in meetings;
- Be courteous and respectful of the opinions of others and when sharing one's own opinions;
- Develop and advocate for policies and procedures that foster fair, consistent, and equitable treatment for all Councillors, staff, and members;
- Be prepared and well-informed in advance on all matters coming before the Council;
- Be responsible for fulfilling the commitments they make while on the Council;
- Endeavour to participate in the Council's decision-making process free from bias;
- Support the decisions of Council, even if they are contrary to one's own view. Council will communicate externally with a united voice;

- Ensure communications accurately reflect the facts of Council decisions;
- Not disclose or discuss differences of opinion on Council with those who are not on Council;
- Maintain the confidentiality of information received in the course of the Councillor's duties and not use such information for any purpose outside that of understanding the work of Council;
- Not use confidential information for personal benefit or for the benefit of any other individual organization;
- Disclose one's involvement with other organizations, businesses, or individuals where such a relationship might be viewed as a conflict of interest (see Conflict of Interest Policy); and
- Refrain from speaking on behalf of the council or SAA without Council authorization.

5.1.3 Council and the ED

- Respect each other's roles, interests, accountabilities, lines of authority, and decision-making processes;
- Promote mutual understanding by sharing information in a way that promotes transparency, openness, and trust;
- Prioritize building and maintaining the quality of the relationship between Council and the ED, and through the ED, between Council and staff; and
- Accept joint accountability for the quick and effective resolution of issues or conflicts.

5.1.4 Violations

If any Councillor violates this policy, SAA will employ disciplinary measures that reflect the severity of the offence, up to and including immediate revocation of duties and removal from the Council.

5.2 Conflict Of Interest Policy

SAA recognizes that its Councillors have diverse professional, personal, and financial interests.

Based on this understanding, Council has adopted a conflict of interest policy in which Councillors must disclose obligations or situations which may influence the way they carry out their respective responsibilities. It is essential that everyone adheres to this policy to protect the reputation and integrity of SAA.

Councillors have an obligation to adhere to their fiduciary duties and to conduct business within guidelines that prohibit conflicts of interest. The purpose of this policy is to provide general direction so that Councillors can seek further clarification on issues related to potential, perceived or actual conflict of interest.

Councillors must exercise the utmost good faith in all actions and transactions involved in their duties, and not use their positions with SAA or knowledge gained therefrom for their personal benefit. No Councillor may be a member of Council and a paid staff member of SAA at the same time. The interests of SAA and meeting the Objects of SAA must have priority in all decisions and actions.

A conflict of interest may be actual or potential, real or perceived, direct or indirect. A conflict of interest occurs when a Councillor derives or is perceived to derive a personal or professional benefit, financial gain or similar gain for another person with a connection to that Councillor (e.g., immediate family member, or person with recent or current intimate relationship with the Councillor) as a result of, or in connection with, their role as a member of Council.

5.2.1 Areas of conflict of interest

A conflict of interest is a situation where a reasonable person would consider the individual to have an interest that may conflict with their ability to act in good faith and in the best interest of SAA.

A conflict of interest exists where:

- a reasonable person knowing the relevant facts would conclude that the exercise of the Councillor's judgment was likely to have been influenced by the personal interest of the Councillor or by the interest of a related person or a related corporation of that Councillor;
- a reasonable person knowing the relevant facts would perceive that the exercise of the Councillor's judgment was likely to have been influenced by the personal interest of the Councillor or by the interest of a related person or a related corporation of that Councillor;
- the Councillor is a person who holds a position with another organization such that:
 - a reasonable person knowing the relevant facts would conclude that the exercise of the Councillor's judgment was likely to have been influenced by that Councillor's responsibilities or duties to that other organization; or
 - a reasonable person knowing the relevant facts would perceive that the exercise of the Councillor's judgment was likely to have been influenced by that Councillor's responsibilities or duties to that other organization.

Conflicts of interest may arise with any of the following third parties but is not limited to these:

- Persons and firms supplying goods and services to SAA;
- Persons and firms from whom SAA leases property and equipment;
- Persons and firms with whom SAA is dealing or planning to deal with in connection with the gift, purchase or sale of real estate, securities, or other property;
- Recipients of funds from SAA;
- Agencies, organizations, and associations that affect the operations of SAA; or
- Family members, friends, and other employees.

5.2.2 Disclosure Procedure at a Meeting

It is the responsibility of Councillors to regularly scrutinize their transactions, professional relationships, personal employment and outside business interests and relationships for potential conflicts.

Any Councillor who thinks or knows of the existence of an actual or potential conflict of interest must disclose it as soon as possible to Council. Council must then determine whether a conflict exists and is material. If there is a material conflict, the Councillor may be asked to physically leave for the relevant portion of the meeting. The Councillor must abstain from participation in the discussion (unless the council agrees that the Councillor has relevant facts to be provided prior to the discussion or physically leaving) or voting on the matter; refrain from influencing the voting in any way, before and/or during the meeting; and leave the meeting until discussion and voting on the matter has concluded. The minutes of Council will record the existence of a conflict of interest and the actions taken to address it.

Failure to disclose a conflict of interest or potential for a perceived conflict of interest is subject to disciplinary action up to and including immediate removal of the Councillor.

5.2.3 Disclosure Procedure for Non-Meeting Context

It is the responsibility of Councillors to regularly scrutinize their transactions, professional relationships, personal employment and outside business interests and relationships for potential conflicts.

Any Councillor who suspects or knows of the existence of an actual or potential conflict of interest at any time must disclose it immediately to the President, ideally in writing. Depending on the urgency of the

conflict, the President can either bring the matter to the next Council meeting for consideration (as described in the previous section) or convene the Officers (Vice-President, Secretary, and Treasurer or Secretary/Treasurer) either in-person or virtually to review the matter and determine how to proceed.

The outcome will be recorded as an information item for the next Council meeting minutes along with the actions taken.

5.3 Confidentiality Policy

One of a Councillor's fiduciary obligations is a duty to maintain the confidentiality of information acquired by virtue of their position. This aspect of Councillors' fiduciary duty continues after leaving Council. As long as the information remains the property of SAA, Councillors must keep it confidential and cannot use it to serve their own interests.

This policy describes how Councillors are expected to deal with confidentiality while on Council. This policy is not intended to prevent disclosure where it is required by law.

5.3.1 Requirements

1. Councillors must use confidential information only for performing services as an SAA Councillor.
2. Councillors may not disclose, use for their own purpose, or make accessible confidential information regarding SAA's affairs received in their capacity as Councillors, or confidential information belonging to or obtained through their affiliation with SAA, to any person other than to those to whom SAA has expressly authorized such disclosure.
3. Discussions containing confidential information must be considered confidential.
4. Councillors must not make any statement to the news media, social media or the public unless authorized to do so by Council. (See the Communications Policy for more information).
5. Councillors must consistently demonstrate professionalism, sound judgement, and diligence when handling any SAA confidential information. To prevent unauthorized or improper disclosures, Councillors should ensure that this information is not exposed on devices, printers, desks, in vehicles, home filing systems, or in disposal bins. In public spaces, Councillors must take precautions to avoid discussions or phone conversations about confidential information and ensure that this information is not displayed on devices or improperly discarded.
6. A Councillor's confidentiality obligations remain in place indefinitely following the end of their term or their departure from Council.
7. At the end of a Councillor's term in office or departure, they must return, or arrange removal of access to, and securely dispose of at SAA's request, all documents, papers, and other materials regardless of medium that may contain or be derived from confidential information, in their possession.
8. Breaches of confidential information are subject to disciplinary action up to and including immediate removal from the Council (Bylaw X).

5.4 Communications Policy

The purpose of this policy is to guide Councillors in the management of traditional and social media, to ensure that it accurately reflects SAA's mission and maintains the integrity and values of SAA. It addresses all formats of communication used by a Councillor regarding SAA.

Council recognizes the value in having consistent messaging to ensure a cohesive public presence. To this end, the President is the official spokesperson for Council. The President or Council may appoint a Councillor as a delegated spokesperson for specific matters. The President or delegate shall speak on behalf of Council, ensuring that all statements reflect the current strategy, plans, and policies approved by Council and not their personal views or opinions on the matter.

Unless so appointed, no Councillor is authorized to speak publicly or respond to media or public inquiries on behalf of SAA on any matter.

5.4.1 Social Media

Social media platforms, including but not limited to Facebook, X, Instagram, are digital tools for online communication and networking that are continuously evolving. This Policy applies to all social media platforms that are currently available and those that emerge in future.

Only the ED, or staff as delegated by the ED, is authorized to post content on SAA's social media channels. Sharing, liking, or forwarding original content posted by SAA is acceptable.

SAA does not regulate, restrict, or direct the private or personal views or opinions of Councillors. SAA Councillors and Committee members who have a social media presence in a personal capacity, or on behalf of another organization outside of their role with SAA, must manage the way they post to ensure that the content is not perceived as an official act or representation of SAA, nor post any confidential SAA information as outlined in the Confidentiality Policy. When making a public comment, it is the responsibility of the Councillor to clearly indicate when the comments are personal or private views and opinions and not views of the profession.

All Councillors, Committee members, and staff representing SAA must not upload content, or participate in social media activities in the following situations:

- Post images, videos or text that is false, misleading, obscene, defamatory, profane, discriminatory, libelous, threatening, harassing, abusive, hateful, or embarrassing to another person or entity including about SAA.
- Share any other person's private personal information.
- Share strategic, tactical, proprietary, or otherwise confidential SAA information.
- Post opinions on social media on behalf of SAA.
- Post anonymously or under false screen names.
- Post copyrighted materials owned by others.
- Quote more than short excerpts of someone else's work. They must attribute such work to the original author and/or source or provide link to others' work rather than reproduce it.
- Post on social media on behalf of SAA without authorization to do so.
- Refer to or cite or identify others without their express approval to do so.
- Post or comment on discipline issues, legal issues, media related issues or potential crisis issues without authorization to do so.

Any Councillor, Committee member or staff representing or doing work for SAA who views content that is inappropriate on a website, social media platform or in traditional media which may require a response from SAA, should inform the ED immediately.

5.4.2 Media Inquiries and Spokesperson

Media inquiries made to Council will be directed by the ED to the President, the appointed Council spokesperson, or will be answered by the ED as authorized. The appointed Council spokesperson shall consult with Council prior to responding to media requests for interviews on significant or sensitive

matters. If the situation is urgent and consultation with the whole Council is not possible, at a minimum the Council spokesperson should consult with the President.

The President or Council spokesperson must be careful to only speak on matters within the jurisdiction and mandate of Council, and the subject areas for which they are appointed spokesperson. The President or Council spokesperson must also be cognizant of and compliant with the confidentiality and process provisions under the Council's Confidentiality Policy as well as the *Personal Information Protection and Electronic Documents Act* (PIPEDA) and *Freedom of Information and Protection of Privacy Act* (FOIP).

5.4.3 Release of SAA Information

Council media releases and information to media outlets must be approved by the President and where possible, Council as a whole; circulated immediately to Council upon release, then stored in Council's secure storage folders and made available to SAA Councillors upon request.

5.5 Privacy Policy

This Privacy Policy serves to outline the rules for the collection, use, disclosure, and retention of personal information that SAA has access to in the transaction of business. SAA complies with PIPEDA, and applicable provincial privacy legislation.

SAA takes the necessary actions to ensure that personal information in any format (paper or electronic) is protected so that the relationship of trust between the individual and the organization is upheld.

"Personal information" for this purpose is defined as being any information that can be used to distinguish, identify, or contact a specific individual. Business contact information and certain publicly available information (such as names, addresses and telephone numbers as published in telephone directories, including on-line public databases) are not considered personal information.

SAA is responsible for ensuring that its Councillors, employees, and volunteers comply with this Policy and with all applicable legislation. SAA designates the ED or their delegate as the Privacy Officer who is responsible for co-ordinating SAA's compliance with this policy and with SAA's obligations under PIPEDA and other applicable legislation.

5.5.1 Collection of Personal Information

When SAA directly collects personal information, the purposes for which the personal information is collected will be identified at or before the time of collection.

SAA limits the collection of personal information to that which is necessary for the purposes identified. Information is collected by fair and lawful means.

Personal information is not used or disclosed for purposes other than those for which it was collected, except with the consent of the person or as required by law. Personal information is retained only as long as necessary for the fulfillment of those purposes. SAA does not trade, rent, or sell any personal information to third parties.

5.5.2 Obtaining Consent for the Collection, Use or Disclosure of Personal Information

The knowledge and consent of a person is required for the direct collection, use or disclosure of personal information except where mandated by law.

This consent may be either expressed or implied. Express consent can be given verbally, electronically or in writing. Implied consent is consent that can reasonably be inferred from an individual's action or inaction.

At any time, an individual may opt out of receiving communications (printed and/or electronic) from SAA by contacting SAA.

5.5.3 Ensuring Accuracy of Personal Information

SAA is required to make every reasonable effort to ensure that any personal information in its possession is accurate, complete, and up to date as necessary for the purposes for which it is to be used.

Upon request, a person is informed of the existence, use and disclosure of their personal information and is given access to that information. An individual may ask SAA to correct any errors or omissions in their personal information by directing the request to the Privacy Officer.

5.5.4 Openness Concerning Policies and Practices

This Policy is available on SAA's website.

5.5.5 Record Retention and Disposal

SAA retains and disposes of all records containing personal information in accordance with PIPEDA.

Council is responsible for staying abreast of and complying with PIPEDA including amendments to the Act, its requirements for the protection of privacy, and the disclosure and retention of personal information. Council may request a privacy impact assessment or data transfer impact assessment from legal counsel from time to time to confirm compliance.

5.5.6 Physical and System Security

Councillors are required to keep all information related to SAA matters confidential as per the Confidential Policy (Section 5.3). Access to SAA's electronic and physical records is protected by appropriate security measures.

5.5.7 Privacy Breach Response

Councillors, employees, and volunteers are required to immediately report any breach of privacy, or suspected breach of privacy to the Privacy Officer. A breach of privacy includes unauthorized external or internal access to SAA's physical records or electronic records, misdirected communications, including mail, fax, and electronic communications, and the loss or theft of physical records and electronic records stored on portable data storage devices.

If required, the Privacy Officer co-ordinates a review of the matter with SAA's external legal counsel and Council as applicable and investigates all reported privacy breaches or suspected privacy breaches. Where a privacy breach has occurred, SAA may notify the affected individual(s) and may report the breach to the Office of the Information and Privacy Commissioner and/or to the police.

5.5.8 Complaints

SAA is committed to having an accessible and responsible process for dealing with complaints, should it receive concerns about SAA's compliance with PIPEDA. Concerns or complaints regarding SAA's collection, use or disclosure of an individual's personal information, or a breach or potential breach of an individual's privacy, is referred to the Privacy Officer.

If SAA is unable to resolve a privacy concern, it may refer the concern to the Office of the Privacy Commissioner of Canada (OPC).

5.5.9 Website Privacy

SAA develops and reviews its policy regarding privacy for those using its website and posts the policy on the website.

5.6 Financial Policy

5.6.1 Assignment of Responsibility

Council has the power to make expenditures, including grants, gifts, and loans, whether or not secured or interest-bearing, and to enter contracts on behalf of SAA in furtherance of the purposes of SAA.

The ED is not authorized to enter any contracts except by prior authorization by Council. Such authorization includes approved budget items.

The ED is responsible for holding SAA funds, as received, in trust.

The ED or their delegate as appointed by the ED is responsible for:

- Managing the day-to-day finances of SAA programs, activities, and Councillor expenses;
- Maintaining a regular dialogue with SAA's Secretary/Treasurer;
- Supporting the Committees for basic financial information; and
- Preparing financial information in collaboration with the Treasurer or Secretary/Treasurer at each semi-annual Council meeting.

5.6.2 Signing Authority

Council may, from time to time by Resolution, appoint signing officers who are authorized to sign cheques, contracts, banking documents and audited financial statements on behalf of SAA.

5.6.3 Investment Authority

In accordance with section 6.3 of the Act, Council may invest the property of SAA in any form of property or security in which a prudent investor might invest. All decisions are subject to the Bylaws, and may be subject to additional restrictions if deemed necessary. The standard of care required of the Councillors is that they will exercise the care, skill, diligence, and judgment that a prudent investor would exercise in making investments considering the purposes and distribution requirements of SAA.

The Councillors may delegate a degree of authority with respect to the investments of SAA to a third-party investment advisor and may obtain investment advice or counsel and may rely on it to make decisions.

5.6.4 Annual Operating Budget

The draft annual budget is developed by the ED in collaboration with the Treasurer and the Finance and Audit Committee. The draft budget is review by Council in October/November and approved by Council in December.

5.7 Expenditures and Signing Authority Policy

This Policy establishes the guidelines for the prudent management of financial resources and to delineate the authority for approving expenditures within SAA.

SAA acknowledges its fiduciary responsibility to ensure transparency, accountability, and fiscal prudence in managing its financial affairs. This policy outlines the procedures for authorizing, approving, and documenting expenditures, as well as specifying the signing authority for financial transactions.

Council holds the ultimate authority over all financial matters within SAA. Council delegates the day-to-day management of finances to the ED who is responsible for implementing this policy.

5.7.1 Expenditure Approval Process

All expenditures must be in accordance with the approved budget. Expenditures that are not within the approved budget over \$5,000 must be presented to Council for approval.

5.7.1.1 Authorization Levels

The following expenditure and signing authority limits have been established:

Position	Operating and service contracts and leases within budget	Expenses and Purchase Orders within budget	Expenses and contracts outside budget
Council	Unlimited	Unlimited	Unlimited
ED	Unlimited	Unlimited	\$5,000

5.7.2 Signing Authority

The following individuals are designated as authorized signatories for financial transactions:

- President of Council
- Vice-President of Council
- Treasurer or Secretary Treasurer
- Executive Director

Each authorized signatory may only sign cheques or approve financial transactions within their respective authorization level.

- Payments up to \$5,000 require one (1) signature.
- Payments over \$5,000 must have two (2) signatures.

5.7.3 Contracts

All contracts should have a defined duration. Any extensions or renewals for contracts that exceed \$10,000 are subject to Council approval.

Where multi-year contracts exceed the allowable limit for the designated signing authority, these contracts must be presented to and approved by the higher signing authority as per the Finance Signing Authority Policy or by Council.

5.7.4 Documentation and Record-Keeping

Original receipts or invoices must accompany all requests for reimbursement or payment except for meals and mileage which uses the current National Joint Travel Rates.

All expenditures must be supported by appropriate documentation and approved in accordance with the authorization levels specified in this policy.

The ED or delegate appointed by the ED shall maintain accurate records of all financial transactions, including approvals and supporting documentation.

5.7.5 Compliance

All Councillors and SAA employees and volunteers are expected to adhere to this policy.

5.7.6 Enforcement

Non-compliance with this policy may result in disciplinary action, up to and including termination of employment or removal from Council.

5.8 Safe Disclosure Policy

SAA is committed to integrity and ethical behaviour in a positive, inclusive, supportive environment. SAA fosters and maintains an environment where Councillors, employee(s), and volunteers can work safely, and anyone can seek advice on or make a disclosure of wrongdoing without fear of retaliation. SAA is committed to protecting the identity of anyone making a disclosure and to protecting them from reprisal for making a disclosure.

This Policy sets out the duty of all Councillors and SAA employees and volunteers to report misconduct or suspected misconduct of any kind, including but not limited to fraud, financial impropriety, unethical or inappropriate behaviours; the investigation procedures; and ensures that anyone who makes a report in good faith is protected from retaliation.

5.8.1 Duty to Report Misconduct

It is the duty of all Councillors and SAA employees and volunteers to report as soon as possible any reasonable belief of misconduct or suspected misconduct of any kind, including fraud, financial impropriety, unethical or inappropriate behaviours. This duty includes misconducts such as but not limited to:

- A violation of any applicable law in Saskatchewan and/or Canada
- Providing false or misleading information, accounting irregularities or withholding material information on SAA's financial statements, tax returns or other public documents
- Pursuit of material benefit or advantage in violation of SAAs Conflict of Interest Policy
- Misappropriation or misuse of SAAs resources such as funds or assets
- Unauthorized alteration, mismanagement, destruction or manipulation of electronic or paper documents and records
- Harassment, discrimination, physical, psychological, or emotional abuse or threats.

5.8.2 Acting in Good Faith

Anyone filing a complaint alleging misconduct must do so in good faith without any malice or the intent or desire to defraud others and has reasonable grounds for believing the information disclosed indicates wrongdoing.

Making allegations which prove to have been made maliciously or knowingly to be false could result in disciplinary action up to and including termination or removal from Council.

5.8.3 No Retaliation

Regardless of outcome, it is the policy of SAA to support the complainant(s) and their right to express concerns in good faith. No individual who makes a report in good faith shall suffer harassment, retaliation of adverse employment consequences if they are an employee.

Anyone who is found to have retaliated against someone who has made a report in good faith is subject to discipline up to and including termination or removal from Council.

5.8.4 Reporting of Misconduct

Individuals who wish to make a report of suspected misconduct involving the ED, Council Members, the Council President or volunteers/committee members, should bring the matter to the attention of the Responsible Party. Typically, the Responsible Party will be either the Council President or the Governance Committee Chair. The Council President or Governance Committee Chair must not be involved in any investigation in which they are either the Complainant or Respondent. If neither the Council President nor the Governance Committee Chair can participate in the process, the Vice-President will become the Responsible Party.

Reports involving Councillors or the ED are reported in writing to the Council President, and reports involving the Council President are reported in writing to the Governance Committee Chair. All such complaints are kept confidential, and information is shared strictly on a need-to-know basis or as required by law.

Reports involving SAA staff should be brought to the attention of the ED.

5.8.5 Investigation Procedures

The Responsible Party is accountable for determining the investigative approach and ensuring the resolution of all reported complaints and allegations concerning misconduct. As required, the investigation may include internal and external resources including but not limited to a third-party investigator, legal council and police.

All reported misconduct will be considered and reviewed. Where further investigation is required, the Responsible Party will advise the complainant and respondent in writing and will endeavor to do complete the investigation within sixty (60) business days of advising of the need to undertake further investigation. Where additional time is required, the Responsible Party will advise the complainant and respondent in writing.

The Complainant(s) and Respondent(s) have the right to present relevant information during the investigation.

The Responsible Party determines the appropriate action to be taken at the completion of the investigation. Possible actions may result in suspension of duties, termination of employment, removal, and/or possible legal action depending on the severity of the action.

Reports are retained by the ED according to SAA's Privacy Policy and document management system and in accordance with all applicable laws.

5.8.6 Respect and Confidentiality

SAA does everything it can to protect the privacy of the individuals involved, and to ensure that the Complainant and the Respondent are treated fairly and respectfully. SAA protects this privacy including all records so long as doing so remains consistent with the enforcement of this Policy, SAA's Privacy Policy, and adherence to the law.

5.8.7 Reporting of Retaliation

Individuals who believe that retaliatory action has been taken against them, because they have reported misconduct, are to forward all information and documentation to support their complaint to the Responsible Party. Reports of retaliation are kept confidential to the extent possible, consistent with the need to conduct an adequate investigation within sixty (60) days of receiving the report.

If the result of the investigation indicates that there is a credible case of retaliation or threat of retaliation, the Responsible Party refers the findings to Council and recommends measures to safeguard the interests of the Complainant. Council decides if any appropriate disciplinary action needs to be taken against the Retaliator.

If the investigation reveals no credible case of retaliation or threat of retaliation, the Complainant is advised of other informal mechanisms for conflict resolution. Regardless of the outcome, the Complainant receives the outcome of the investigation in writing from the Responsible Party. Council is informed of the outcome.

5.9 Councillor Expense Reimbursement Policy

Councillors are reimbursed for all reasonable travel expenses necessary for attending meetings while engaged in the business of SAA. As per the Bylaws, expenses shall not apply to regular attendance at functions to which normal attendance as a member of SAA would be expected. Travel is to be planned and carried out in an efficient and cost-effective manner.

Reimbursement covers meal and other out-of-pocket travel expenses within Canada. International travel is not covered unless required by SAA and approved in advance.

5.9.1 Meal/Per Diem Allowances

Meal and Per Diem rates are set in alignment with the current [National Joint Council Travel Directive](#). Meal Allowances are refreshed bi-annually, in October and April. Categories are Breakfast, Lunch, Dinner, and Incidentals.

When travel is for a full day, the total reimbursement for meals does not exceed the Full Day rate, even though each meal may be more or less than the individual meal allocations.

Where travel is for a partial day, only meals that are applicable to that portion of the day spent on travel status may be claimed.

Where a meal is provided without charge to the Councillor or is paid by SAA, no claim for that meal may be made.

5.9.1.1 Mileage Rate

Mileage rates are set based on the National Joint Council's [Appendix B](#), which refreshes every quarter.

Mileage is determined using online maps services to measure travel distance to and from destination, not the actual readings on the odometer.

5.9.1.2 Parking and Transportation Costs

Parking fees and transportation charges including ferry costs and tolls are reimbursed when a Councillor's private vehicle is used. Other transportation costs such as taxis, shuttles, passenger trains, and public transit are also reimbursed. Receipts are required in all cases.

5.9.1.3 Airfare

Economy fare flights are to be procured by the Councillor, not SAA, to ensure timely booking.

5.9.1.4 Accommodation

Accommodation should be booked for the minimum nights necessary to meet required attendance (in most instances this would be two (2) nights - night before and night after the meeting).

5.9.1.5 Social Events

Councillors will not be paid for time spent or reimbursed for expenses incurred attending social events including, without limitation, networking events and receptions.

SAA will not re-imburse for alcohol.

5.9.1.6 Professional Dues and Membership Fees

Councillors' Professional dues and membership fees will not be reimbursed by SAA.

5.9.1.7 Expense Administration

A fillable pdf version of SAA's expense claim form is available on SAA's Server as well as via SAA's office. SAA's expense claim form will be updated to reflect all changes made to the National Joint Council Travel Directive.

Expense Claims that have been authorized as within the budget should be sent to the Executive Director. Expenses will be vetted by office staff, and reimbursement issued.

Expense Claims not authorized as within the budget need to be sent first to the Treasurer/Secretary for review.

5.10 Council Professional Development Policy

Investment in councillor development and council education enhances individual performance and increases overall Council effectiveness. SAA is committed to providing opportunities for continuous learning for Councillors.

SAA provides an orientation for all new Councillors. This orientation helps new Councillors gain an understanding of SAA's mandate, strategy, operations and Council responsibilities. The Orientation process is outlined in Section 6.2.

In addition, educational topics can be included as part of council meetings. Topics may be selected based on Council self-assessment, governance review, special requests or reasons such as emerging issues. Complex topics which may require more time for discussion may be incorporated into council workshops, retreat opportunities or special meetings.

Councillors are also encouraged to engage in continuous learning using external council governance resources, industry news, and other relevant news and information sources. Some useful council governance resources include the following:

CPA Canada: <https://www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/not-for-profit-governance>

Institute of Corporate Directors: www.icd.ca

Savvy Director: <https://savvy.directorprep.com/>

Muttart Foundation: <https://muttart.org/publications/board-development-workbooks/>

5.11 Sponsorship and Gift Acceptance Policy

SAA accepts sponsorships in accordance with this policy to financially support the fulfillment of its mission. This policy provides guidance to ensure the integrity and independence of SAA is maintained should it enter into a sponsorship agreement.

Potential sponsorship products, and services, must be relevant to the membership of SAA. No sponsorship will be accepted that attempts to influence any decision or direction to be made by Council.

Any sponsorship inquiry will be reviewed by the Finance and Audit Committee who will make a recommendation to the Council which will vote on the recommendation.

Councillors will not accept or seek on behalf of themselves or any other person, any significant service, benefit or gift from anybody offered as a result of carrying out their duties for SAA.

5.12 Councillor and Officer Insurance Coverage

SAA has obtained Directors' and Officers' liability insurance that covers Councillors. This insurance protects Councillors and Officers from personal liability for acts performed in good faith as part of their duties on Council. It covers losses or costs associated with claims made against Councillors or Officers while serving on Council. A copy of the Summary of Insurance is available upon request.

Section 6.0 Processes

6.1 Council Oversight of Risk Management

Council is responsible for ensuring there is a comprehensive framework for the oversight and management of risk at SAA. The framework ensures that risks are identified, assessed, managed, and monitored effectively to safeguard SAA.

Council, in collaboration with senior management, will conduct regular risk assessments to identify potential risks in key areas such as operational (including cybersecurity), organizational, compliance, financial, external/environmental and strategic. This risk assessment will identify and prioritize risks based on likelihood and impact of the risk. A risk mitigation plan will be developed including a monitoring approach.

Council will ensure that the risk management framework and procedures are regularly reviewed and continue to support a culture of risk awareness and continuous improvement.

6.2 Councillor Orientation

New councillors are provided an orientation to ensure they can be effective contributors to Council discussions and deliberations. An initial orientation is provided by the ED and the President through a presentation or meeting. This orientation provides information about the councillors' role, fiduciary accountabilities, governance framework and Council responsibilities. It also provides an overview of SAA's purposes and structure to ensure the councillor understands the mandate, values, vision, and strategic directions of SAA. As well, orientation requires new councillors to read this manual.

After being elected, new Councillors will be required to sign several documents which will be provided in advance for review. These documents are to be signed prior to or at their first Council meeting. These documents are part of the orientation process as well as meeting legal requirements. Current councillors may also be invited to attend the orientation sessions as a refresher. All Councillors are required to sign these important documents on an annual basis.

6.2.1 Orientation Plan

The following table presents the orientation procedure for new Councillors, which may be reviewed and adjusted as needed.

6.2.2 Councillor Orientation Procedure

Timing	What	Who	Notes
Recruitment (Nominations process)	Prior to election candidates will have received the following: <ul style="list-style-type: none"> • Councillor Posting • Architect's Act and SAA Bylaws • Individual Councillor Terms of Reference • Council Terms of Reference • Strategic Plan 	Governance and Nominating Committee assisted by ED	
After election confirmed and before	New Councillor Welcome Package sent to Council	Package prepared and sent by ED or	New Councillor to sign and send to ED:

Timing	What	Who	Notes
attendance at first Council Meeting	<p>member:</p> <ul style="list-style-type: none"> Welcome Letter from President Link to Council Manual Council Planning Calendar <p>Separate documents sent for signature:</p> <ul style="list-style-type: none"> Consent to Act as a Councillor Code of Conduct Conflict of Interest, Confidentiality, and Communications Policies* <p>Orientation presentation meeting held</p> <p>Additional documents or links sent for info:</p> <ul style="list-style-type: none"> Documents for first Council meeting if portal activation not completed Councillors' contact list List of Committees and members Current year Council Evaluation <p>Access provided to Council portal.</p> <p>Council President contacts new councillors to review Council agenda</p>	<p>designate (Council Secretary)</p> <p>Welcome letter signed by President</p> <p>Pres/ED</p> <p>ED</p> <p>President</p>	<ul style="list-style-type: none"> Consent to Act as a Councillor form Code of Conduct, Conflict of Interest, Confidentiality, and Communications Policies Orientation speaking notes
After first Council meeting	<ul style="list-style-type: none"> Introduction to staff Introduction, access, and walkthrough of Council portal Orientation to committee of which they are a member – by committee chair Check-in with Council President 	<p>ED</p> <p>President</p> <p>Committee President</p>	<p>Documents to be completed by Council member and returned to ED:</p> <ul style="list-style-type: none"> Council composition skills matrix

Timing	What	Who	Notes
	<ul style="list-style-type: none"> Invitations to attend other committee meetings 		
Three (3) months after Council appointment and ongoing	<ul style="list-style-type: none"> Follow-up and seek feedback from new councillor on orientation program and identify any gaps Build an understanding of Org operations, programs 	President, ED, or Governance President ED	Provide backgrounders or papers on key issues and other materials if needed

6.3 Councillor Recruitment and Nominations

As per section 4.3, the Governance and Nominations Committee will develop and implement a nominations process to produce a high-quality candidate pool for Council. The process will include but is not limited to:

- Lead in assessing the current and anticipated needs of Council's composition by developing a matrix to determine Councillor's attributes, skills, abilities, influence, and other factors such as diversity and geographic representation;
- Solicit recommendations from Councillors to identify potential Councillor candidates, and explore their interest and availability for Council service through research, interviews, invitations to join committees/ task forces, and other forms of cultivation;
- In cooperation with the President, contact each Councillor eligible for re-election to assess their interest in continuing Council membership;
- Work with each Councillor and each candidate to identify what they might be able to contribute to SAA;
- Provide information to candidates about SAA, expectations, and Council governance prior to election to the Council; and
- Nominate individuals to be presented as candidates for election as members of the Council.

6.3.1 Officer Elections

In accordance with the Bylaws, the Officers¹ are the President, Vice- President(s) and Secretary-Treasurer, or a Secretary and a Treasurer. The Officers are elected annually by Council from among the Councillors. This process outlines the approach used by Council to ensure an equitable, fair, and transparent process for the election of Officers each year.

The Officers are elected annually by a simple majority vote by Councillors, at the first Council meeting after the AGM.

Council selects the date of the first Council meeting following the AGM and notifies all Councillors in advance.

Each year before the AGM, the Governance Committee contacts each Councillor to ascertain their interest in standing for a position as an Officer, and confirm their understanding, relevant experience, and capacity to perform the responsibilities of the role; and presents the names of all nominees for each

¹ Bylaws to be slightly modified Section 5.2

Officer position at a Council meeting before the AGM.

The Chair of the Governance Committee, or in their absence or ineligibility (for example, if standing for election as an Officer), a Councillor designated by Council:

- Organizes and conducts the election by blind ballot for those roles where there is more than one (1) nominee;
- Announces the results without indication of actual vote counts; and
- Destroys all ballots after a Council motion to destroy.

The Council approves the election of the Officers and as per the Bylaws, notifies Members of the names of the Officers for the term.

6.3.2 Term of Office

All Officers serve a one (1) year term, with the expectation that they may be re-elected for two (2) subsequent terms (see the Terms of Reference for the individual Officer positions). Officers may serve, if re-elected, for up to a total of three (3) years, subject to their term limit as Councillor.

6.3.2.1 Replacement of Officer

If an Officer is unable to serve their full term, Council elects a replacement without delay for the remainder of the term. The equitable nominations and elections process described herein is followed to ensure a transparent process.

6.3.2.2 Removal of Officer

Council may remove a Councillor from an Officer position, by a majority vote.

6.4 Council Evaluation Process

Council undertakes annual evaluations of its collective and individual governance effectiveness, as a commitment to good governance, and to foster healthy dynamics and continuous improvement. The evaluations can include evaluations of Council as a group, individual Councillors, the President, committees, and/or committee chairs and the effectiveness of the relationship between the ED and Council. The methods may be self-evaluation, peer evaluation (for individual Councillors) or third-party assessment, using surveys, interviews, in-camera discussions, or any combination of methods as recommended by the Governance Committee.

Several months before the end of each governance year ninety (90) days prior to the AGM and Council elections), the Governance Committee discusses and agrees to an evaluation approach, including possible areas of focus, methods, and costs. The Committee recommends the evaluation approach to Council for implementation and reporting by the last Council meeting before the AGM.

6.4.1 Council Effectiveness

This component is typically conducted on an annual or a biennial basis, as recommended by the Governance Committee. The purpose of the evaluation is for the Councillors to reflect on Council's composition, dynamics, operations, and structure with respect to its effectiveness in the short- and long-term. The subjects covered in the evaluation may include:

- overall Council functioning;
- strategic direction and strategic planning;
- financial management and risk oversight;
- Council skills, expertise, and gaps; or
- effectiveness of Council meetings, Committees, and the President.

6.4.2 Councillor Self-Assessment and Peer Evaluation

This component may be conducted from time to time at the discretion of Council. The purpose of this evaluation is for Councillors to assess their own performance as a Council Councillor and to provide input on their peers' effectiveness as a Councillor. Councillors are evaluated not only on the knowledge and expertise that they bring to Council, but also how well prepared they are at meetings and how well they interact with other Councillors. The self-assessment process has the most impact when it results in Councillors asking themselves how they can improve and what more they could be doing. This evaluation is typically conducted by an on-line survey.

6.4.3 Findings

The findings of the overall Council evaluation are presented at a Council meeting and an action plan is prepared, led by the Governance Committee, for Council development in the coming year.

The individual peer evaluations are kept confidential and shared only between the individual Councillor and President. Following the presentation of overall results, the President reviews individual results with each Councillor and they set mutual expectations for the coming year.

6.5 President or Officer Succession Planning Process

6.5.1 Sudden Vacancy Process

The following process applies in the event of an unexpected departure of the President due to resignation, termination, extended absence, or other cause.

Immediately upon the announcement of the vacancy of the President position, Council will appoint a Vice President to serve as interim President or, if circumstances prevent a Vice President from serving, will appoint another Councillor. Depending upon the length of the remaining term, Council may appoint the Interim President as the new President. When appointing the Vice President(s) during the usual annual process, Council is reminded that a Vice President may be selected to fill the President position should there be an unexpected vacancy.

In the sudden vacancy of an Officer, Council will appoint (or elect) a replacement without delay for the remainder of the term.

6.5.2 Planned Vacancy Process

All Officers are elected or re-elected by Council each year, for a one (1) year term with the expectation that they will continue to serve for a minimum of two (2) years up to a maximum of three (3) years or until the end of their term limit as a Councillor.

It is expected that the President provides Council with notice of their intent to step down at least six (6) months in advance. All other Officers are to inform the Governance Committee of their intention to step down during the Governance Committee's Officer Election Process prior to the next AGM.

The following outlines the steps to be followed for a Planned President Vacancy:

- The Governance Committee is responsible for overseeing the President succession plan and submitting its recommendations to Council for approval.
- The succession planning process starts at least six (6) months prior to the end of the incumbent President's term.

- At the beginning of the process, the Governance Committee reviews the President Terms of Reference, which outlines the key competencies and attributes required for the President and submits any recommended revisions to Council for approval.
- The Governance Committee determines whether the incumbent President wishes to stand for re-election to another term (if eligible), and whether there is Council support for the incumbent President to do so.
 - If there is support, the Governance Committee recommends the incumbent President for another one (1) year term, to be elected or appointed by Council.
 - If there is not support, the Governance Committee recommends that a successor nomination process be initiated, as described in the following.

6.5.3 Successor Nomination process

- If a Vice-President wishes to stand for election as President, and there is Council support for them to do so, there is no need to establish a task force to identify potential candidates.
- If no Vice-President is available to serve, Council establishes a small ad-hoc task force to identify potential candidates from among Councillors. The task force may be a subset of members of the Governance and Nomination Committee and are responsible for identifying and assessing potential candidates for the President position. No member of the task force may be a potential candidate.
- The task force develops a list of interested and eligible candidates for the President position from among the Councillors.
- The task force evaluates the eligible candidates using the key competencies and attributes required for the President position; and identifies those most suitable.
- If there is more than one (1) potential successor from the process, Council elects a new President by majority vote. If only one (1) successor emerges, the Council appoints the President.
- The task force develops a transition plan for the new President, including a timeline, communication plan, and orientation.
- The outgoing President works closely with the incoming President to ensure a smooth transition of leadership and transfer of knowledge.
- If a new President has not been appointed prior to the departure of the current President, Council appoints an interim President in accordance with the Sudden Vacancy Process.

6.5.4 Communication and Transparency

The Governance Committee informs Council about these processes to ensure transparency, fairness, and accountability. The Committee also provides regular updates to Council on progress. If required, Council works with the ED to establish a communication plan to inform staff, members, and the broader community, about the succession planning process and the selection of a new President or Officer.

6.6 ED Evaluation Process

The intent of the performance management process is to ensure that both the ED and Council have clarity on the ED's performance goals, and to enable Council to objectively evaluate the ED's performance while providing feedback for learning and development. The performance evaluation process is separate from the compensation review process though it will inform any merit-based increase.

The process includes:

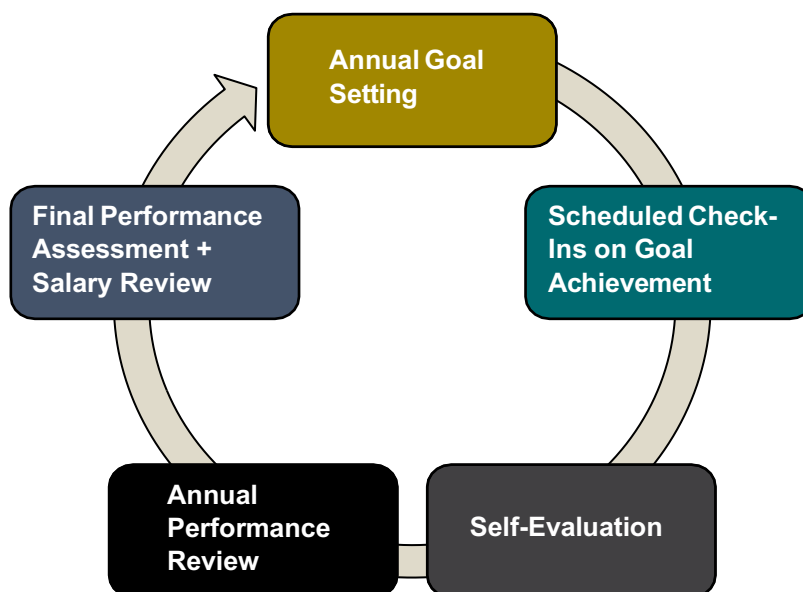
- A formalized annual performance evaluation
- Annual ED goal setting and confirmation of performance standards aligned with strategic goals and operational priorities
- Two-way feedback opportunity to ensure alignment of expectations

The President and Secretary-Treasurer initiate the process each year. The ED Performance Review document sets the procedure to be followed unless a different process is adopted through Council resolution.

The following documents are reviewed as inputs to the process:

- ED's Annual Goals: as approved by Council, including any special projects, priorities or initiatives or developmental objectives set out in the previous year's evaluation;
- ED's Employment Contract;
- ED's Position Description;
- ED's Reports, financial reports, operational reporting and strategic plan updates to Council throughout the year; and
- Feedback from staff, Council, stakeholders and partners – may be obtained through a third-party process (e.g. 360-degree review) or informally, as recommended by the President and Secretary-Treasurer and agreed with the ED.

This process follows the Council year and not the calendar year – to ensure that the Secretary-Treasurer and President are a part of the annual goal setting, ongoing performance check-ins, and annual review process.



6.7 ED Succession Planning Process

Council will ensure that provision is made for continuity of leadership for SAA. Through the Governance Committee, Council will have in place and annually review a timely documented procedure for succession should the ED position become vacant due to resignation, retirement, termination, illness or death. The succession plan will also specify the procedure of appointing an interim ED, should the ED be absent from SAA for an extended leave of absence due to personal health or other reasons.

It is expected that for a planned retirement, the ED will provide twelve (12) to eighteen (18) months advanced notice.

For relatively short durations of absence (e.g. holidays, conference), the ED will appoint an Acting ED and advise the President.