

# AIA Council Meeting Minutes

**Type of meeting** Quarterly  
**Date** November 23, 2021  
**Time** 9:00 a.m. – 4:30 p.m.  
**Location** Video Conference Call with Zoom  
**In attendance** **Elected Members**  
Adrian Kerry  
Georgina Knitel  
Boyd Laing  
Jessi Roselle  
Meghan Soehn  
Drew Lockwood  
  
**Public Members**  
Cassandra Haraba  
Al Schuld  
Larry Staples  
**CEO** David Lloyd  
**Secretary** Ty Faechner

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## Item 1 Call to Order; Introductions

**Item type:** Administrative  
**Result:** Meeting called to order at 9:02 a.m.

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## Item 1 Establish Quorum

**Item type:** Administrative  
**Result:** Quorum established.

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## Item 1 Agenda Adoption

**Item type:** Administrative  
**Main Motion:** CH moves that the council adopt the November 23 agenda as presented.  
**Result:** Carried unanimously.

**Item 1      Conflict of Interest Declarations**

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**Item type:**    Administrative

**Result:**        **No conflicts of interest declared.**

**Item 1      Approve Previous Minutes**

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**Item type:**    Administrative

**Attachments:** June 15, 2021 Minutes

**Main Motion:** CH moves that council accept the June 15, 2021 minutes as presented.

**Result:**        **Carried unanimously.**

**Item 1      Introductions**

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**Item type:**    Administrative

**Result:**        **No Introductions.**

**Item 2      Council Education: Public Members**

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**Item type:**    Action

**Attachments:** Public Members and Chair session with Greg Sim (PRO Course PPT 3C – Public Council Members).

**Item 4      Council Education: Strategic Foresight Planning**

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**Item type:**    Action

**Attachments:** Strategic Foresight Planning session with Richard Dixon (2022-2025 AIA Strategic Plan Placemat: 2022-2025 Strategic Plan Briefing Note).

**Main Motion:** JR moves to accept the draft AIA 2022-25 Strategic Plan as presented, for follow-up with Richard Dixon to refine and expand on strategic responses and measurable outcomes.

**Result:**        **Carried unanimously.**

**Item 6      CEO Succession Planning**

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**Item type:**    Action

**Attachments:** CEO Succession Plan, CEO Succession Plan Briefing Note

**Main Motion:** CH moves to accept the AIA Council CEO Succession Plan in compliance with Bylaw 3.1(17).

**Result:** **Carried unanimously.**

**Item 8**      **Decisions about Bylaws 2.2.2(2), 3.1(10)(a), 3.5.2(2)(g)**

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**Item type:**      Action

**Attachments:** Revising Bylaw Amendments – Briefing Note

**Main Motion:** LS moves to confirm bylaw 3.1(10)(a) as amended June 15, 2021.

**Result:**      **Carried unanimously.**

**Main Motion:** LS moves to confirm bylaw 2.2.2(2) as amended June 15, 2021.

**Result:**      **Carried unanimously.**

**Main Motion:** CH moves to hold an electronic vote on December 16, 2021, to revise bylaw 3.5.2(2)(g) to “Each accounting financial review will include the following items: (g)The CEO must maintain a contingency fund of \$250,000 for any item approved by the council, including extraordinary expenses and shortfalls in revenue, and must provide whole council with a plan to replenish the depleted fund within a reasonable time”.

**Result:**      **Carried unanimously.**

**Item 10**      **Financial Reports**

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**Item type:**      Action

**Attachments:** Financial Reports with David Lloyd and Jennifer Wrusch

1. AIA letter June 2021 Final
2. Budget vrs Actuals Oct 31, 2021
3. CEO Expense Review\_November\_Meeting
4. Chequing\_Rec\_October\_21
5. Financial Oversight Nov 23 2021 Briefing Note
6. Financial Reporting 3.5.2.2 (j) (iv)
7. GIC\_Sept\_21
8. Income Statement Comparison Jan\_Oct\_2020\_2021
9. January-June30 2021 Financial Statements
10. Savings\_Rec\_October\_21
11. Scotia\_Business\_Account\_Oct\_21
12. Scotia\_Savings\_Account\_Oct\_21

**Main Motion:** LS moves to accept Sigma Accounting’s review of Institute finances in compliance with Bylaw 3.5.

**Result:** Carried unanimously.

## **Item 10 Staff Reports For Information**

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**Item type:** Administrative

**Attachments:** Staff reports for information:

1. Process Maps
2. November 2021 Council Webinar Report
3. Legal Chase Statistics, 17B-11-2021
4. Renewal Comparison 2021-2020
5. Council Update Nov23\_2021 – Practice Exams
6. Briefing Document\_October18\_2021

## **Item 12 CEO Compensation Review**

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**Item type:** Confidential

**Attachments:** None

**Main Motion:** CH moves that the council move proceedings to in camera.

**Result:** Carried.

**Main Motion:** CH moves that the council leave in camera proceedings.

**Result:** Carried.

## **Item 14 Chair Replacement**

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**Item type:** Action

**Result:** CH resigns as Chair of AIA council effective immediately.

**Main Motion:** LS moves to appoint Boyd Laing as interim Chair in accordance with Bylaw 2.2.2(3).

**Result:** Carried.

## **Item 15 Adjournment**

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**Item type:** Administrative

**Result:** Meeting adjourned at 4:14 pm