



2 Governance Process

Rev Date : Rev No : Ref No
12/10/2014 3 56079

The purpose of the Council, on behalf of Albertans is to ensure that the Alberta Institute of Agrologists achieves appropriate results for the appropriate people at an appropriate cost, and avoids unacceptable actions and situations.

2.1 Governing Style

Rev Date : Rev No : Ref No
12/10/2014 3 56079

The Council will govern with an emphasis on outward vision, commitment to obtaining ownership input, encouragement of diversity in viewpoints, strategic leadership, clear distinction of Council and staff roles, collective decisions, and a proactive, future focus. This means Council will not be preoccupied with the present or past, or with internal, administrative detail.

More specifically, the Council will:

2.1.1 Group Responsibility

Rev Date : Rev No : Ref No
9/29/2008 1 10394

Cultivate a sense of group responsibility. The Council, not the staff, will be responsible for excellence in governing. The Council will be an initiator of policy, not merely a reactor to staff initiatives. The Council will use the expertise of individual members to enhance the ability of the Council as a body to make policy, rather than to substitute their individual judgements for the group's values.

2.1.2 Written Policies

Rev Date : Rev No : Ref No
12/10/2014 2 56079

Direct, control and inspire the Institute through the careful establishment of broad written policies reflecting the owners' values and perspectives. The Council's major policy focus will be on the intended long term impacts outside the operating Institute, not on the administrative means of attaining those effects.

2.1.3 Discipline for Governance

Rev Date : Rev No : Ref No
12/10/2014 2 56079

Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles and respect of roles, regular self-evaluation and ensuring the continuity of governance capability. Although the Council can change its governance process policies at any time, Council will adhere to the policies while in force.

2.1.4 Fulfilling Commitments

Rev Date : Rev No : Ref No
9/29/2008 1 10398

Council shall not allow any member or committee of the Council to prevent the Council from fulfilling its commitments.

2.1.5 Council Openness

Rev Date : Rev No : Ref No
10/27/2011 2 33571

Council shall act in an open and transparent manner except for issues of confidentiality as determined by Council and shall post the dates of council meetings and the agenda cycle to the web site.

Rev Date : Rev No : Ref No
12/10/2014 2 56079

2.1.6 AIA Member Attendance Rules

The Council will advise the CEO to notify members that they may attend any Council meeting, with the understanding that:

1. They will be observers only
2. They do so at their own expense
3. Attendance may require a pre-meeting reservation
4. Council may require observers to excuse themselves from the meeting room while Council discusses a confidential issue.

Rev Date : Rev No : Ref No
12/6/2010 2 28439

2.2 Council Contributions

Specific outputs of the Council, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the Council will concentrate its efforts on the following outputs:

Rev Date : Rev No : Ref No
9/29/2008 1 10450

2.2.1 Link With Ownership

The link between the organization and the owners.

Rev Date : Rev No : Ref No
1/22/2011 2 28439

2.2.2 Written Governing Policies

Written governing policies which, at the broadest levels, address Ends, EL's, GP's and Council CEO Relationship.

Rev Date : Rev No : Ref No
9/29/2008 1 10455

2.2.3 Organizational Performance

Assurance of organizational performance through structured monitoring of the CEO as outlined in policies on Council-CEO Relationship.

Rev Date : Rev No : Ref No
1/22/2011 2 28440

2.2.4 Duties Under the Act

Any function delegated directly to Council by the Act including;

- appoint or elect chair of the council
- appoint individual as registrar
- appoint a hearings director
- appoint complaints director
- establish an officials directory
- establish a register of regulated members
- establish a continuing competence program

Rev Date : Rev No : Ref No
12/10/2014 2 56080

2.2.5 Restricted Reserve Funds

To designate restricted reserve funds:

1. An appropriated fund of at least \$350,000.00 shall be maintained for the study, implementation and protection of the Agrology Profession Act, Regulations and Bylaws.
2. A contingency fund of at least \$100,000.00 shall be maintained for the purpose of addressing shortfalls in revenue and capital costs.

Rev Date : Rev No : Ref No
12/1/2013 1 10459

2.3 The Chair's Role

The Chair assures the integrity of the Council's process, and, secondarily, represents the Council. The Chair is the only Council member authorized to speak for the Council (beyond simply reporting Council decisions), other than in specifically authorized instances.

2.3.1 Assigned Result

Rev Date : Rev No : Ref No
12/1/2013 1 10460

The assigned result of the Chair's role is that: the Council behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

2.3.1.1 Meeting Discussion Content

Rev Date : Rev No : Ref No
9/29/2008 1 10461

Meeting discussion content will include only those issues that, according to Council policy, clearly belong to the Council to decide or monitor.

2.3.1.2 Information to be Avoided

Rev Date : Rev No : Ref No
9/29/2008 1 10461

Information that is neither for monitoring performance nor for Council decisions will be avoided or minimized and always noted as such.

2.3.1.3 Council Deliberation

Rev Date : Rev No : Ref No
9/29/2008 1 10462

Deliberation will be timely, fair, orderly and thorough, but also efficient and kept to the point.

2.3.1.4 Procedural Guide

Rev Date : Rev No : Ref No
9/29/2008 1 10463

The procedural guide in case of dispute shall be Robert's Rules of Order.

2.3.2 Authority of the Chair

Rev Date : Rev No : Ref No
9/29/2008 1 10464

The Chair has authority to make reasonable interpretations of Council policies on Governance Process and Council-CEO Relationship, with the exception of:

1. employment or termination of a CEO and
2. instances where the Council specifically delegates portions of this authority to others.

2.3.2.1 Chair of Meetings

Rev Date : Rev No : Ref No
9/29/2008 1 10465

The Chair is empowered to preside at Council meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).

2.3.2.2 Limits of Authority

Rev Date : Rev No : Ref No
9/29/2008 1 10466

The Chair has no authority to make decisions about policies created by the Council within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the CEO.

2.3.2.3 Representing Council

Rev Date : Rev No : Ref No
9/29/2008 1 10467

The Chair may represent the Council in announcing Council-stated positions, and in stating Chair's interpretations within the area delegated to the Chair (consistent with policies in Governance Process and Council-CEO Relationship areas).

2.3.3 Delegation of Authority

Rev Date : Rev No : Ref No
9/29/2008 1 10468

The Chair may delegate this authority, but remains accountable for its use.

Rev Date : Rev No : Ref No
12/10/2014 4 56080

2.4 Council Committee Principles

Council committees, when used, will be assigned so as to reinforce the wholeness of the Council's job and so as never to interfere with delegation from Council to CEO.

Rev Date : Rev No : Ref No
12/10/2014 1 56081

2.4.1 Do Council Work

Council committees are to help the Council do its job, never to help or advise the staff. - Committees ordinarily will assist the Council by preparing policy alternatives and implications for Council deliberation. In keeping with the Council's broader focus, Council committees will not direct current staff operations.

Rev Date : Rev No : Ref No
10/31/2011 1 10470

2.4.2 Committee Representation

Council committees may not speak or act for the Council except when formally given such authority by Council for specific and/or time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.

Rev Date : Rev No : Ref No
12/10/2014 3 56081

2.4.3 Authority Over Staff

Council committees cannot exercise authority over staff. Because the CEO works for the full Council, he or she will not be required to obtain approval of a Council Committee before an executive action, except where the committee has been delegated specific authority to act on behalf of the Council. Committees have authority to use normal staff resource time for administrative support around meetings.

Rev Date : Rev No : Ref No
1/22/2011 1 10472

2.4.4 Monitoring Restrictions

A Council Committee that has helped the Council create a policy will not then be assigned to monitor compliance with that policy. This separation of responsibility for policy development and responsibility for monitoring policy compliance is to prevent a Committee from identifying with a part of the organization rather than the whole. The Council retains responsibility and authority to monitor organizational performance.

Rev Date : Rev No : Ref No
1/22/2011 2 28440

2.4.5 Commitment of Resources

Except as defined in written Terms of Reference, no Committee has authority to commit the funds or resources of the Alberta Institute of Agrologists. Committee expenses will be reimbursed in accordance with Council Policy GP-6.

Rev Date : Rev No : Ref No
12/10/2014 1 56081

2.4.6 Policy Application

This policy applies to any group that is formed by Council action, whether or not it is called a committee, and whether or not it includes Council members. It does not apply to committees formed under the authority of the CEO. All committee members shall abide by the same Code of Conduct as governs the Council.

Rev Date : Rev No : Ref No
9/29/2008 1 10478

2.5 Council Committee Structure

A committee is a Council committee only if its existence and charge come from the Council, regardless of whether Council members sit on the committee. The only Council committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

Rev Date : Rev No : Ref No
12/10/2014 2 56082

2.5.1 Ownership Linkage Committee Terms of Reference

The Ownership Linkage Committee will assist the Council in fulfilling its responsibilities regarding connection with the owners.

2.5.1.1 Products

Rev Date : Rev No : Ref No
11/8/2012 1 10479

2.5.1.1.1 Ownership Linkage Plan

Rev Date : Rev No : Ref No
10/29/2012 2 41442

An updated ownership linkage plan, annually in accordance with our governance cycle, with input from the Council.

2.5.1.1.2 Linkage Plan Monitoring

Rev Date : Rev No : Ref No
11/8/2012 2 41442

An evaluation of the effectiveness of the plan annually in accordance with our governance cycle, with input from the Council

2.5.1.1.3 Ownership Ends Input

Rev Date : Rev No : Ref No
11/8/2012 2 41442

An organized written presentation of information collected from groups within the ownership, in a format useful to the board for Ends deliberations, annually in accordance with our governance cycle.

2.5.1.1.4 Council Education Plan

Rev Date : Rev No : Ref No
10/29/2012 2 41442

A proposed Council Education Plan to enhance Council's abilities to review and revise AIA Ends Policies annually in accordance with our governance cycle.

2.5.1.2 Authority

Rev Date : Rev No : Ref No
12/10/2014 4 56082

The committee has the authority to commit resources for external assistance in ownership linkage activities in consultation with the CEO and as reflected in the annual budget. The Committee has authority to use staff time for administrative support as included in the ownership linkage plan.

2.5.1.3 Composition

Rev Date : Rev No : Ref No
11/8/2012 3 41442

The Committee shall normally be composed of three Council members appointed by the Council. The Chair shall be appointed by the Council.

2.5.1.4 Term of Office

Rev Date : Rev No : Ref No
9/29/2008 1 10491

Members shall be appointed for a one-year term and, at Council's direction, may be reassigned after one year if needed.

2.5.2 Audit Committee Terms of Reference

Rev Date : Rev No : Ref No
12/10/2014 2 56082

The Audit Committee enhances the Council's effectiveness and efficiency in fulfilling its external and direct inspection monitoring responsibilities of fiscal policy.

2.5.2.1 Products

Rev Date : Rev No : Ref No
9/29/2008 1 10493

Products

2.5.2.1.1 Ends Priorities & Auditor

Rev Date : Rev No : Ref No
9/29/2008 1 10494

Alternatives with their implications for Council decision regarding:
1. Determining relative priority of various desired Ends.
2. Selection of auditors to perform a financial review.

2.5.2.1.2 Council Spending Review

Rev Date : Rev No : Ref No
12/10/2014 2 56082

Review of the appropriateness of the Council's own spending, in such areas as expense reimbursement, Council development, and periodic random audit of Council expense accounts.

2.5.2.1.3 Financial Planning Inspection

Rev Date : Rev No : Ref No
9/29/2008 1 10496

An opinion of CEO compliance with the Financial Planning policy based on a direct inspection of the budget.

2.5.2.1.4 Financial Condition & Asset Protection Inspection

Rev Date : Rev No : Ref No
9/29/2008 1 10497

An opinion of CEO compliance with the EL-3 Financial Condition and EL-4 Asset Protection policies."

2.5.2.2 Authority

Rev Date : Rev No : Ref No
12/10/2014 3 56082

The Committee has no authority to spend or commit funds other than for reasonable meeting costs, and to use reasonable staff time to provide access to necessary information. The Committee has authority to use staff time for administrative support as included in the ownership linkage plan.

2.5.2.3 Composition

Rev Date : Rev No : Ref No
12/30/2009 3 21185

The Committee shall normally be composed of three Council members appointed by the Council. The Chair shall be appointed by Council and the term of office shall be one year.

2.5.3 Governance Action Committee Recommendations Terms of Reference

Rev Date : Rev No : Ref No
12/10/2014 3 56082
8

The Committee will assist Council in improving Council's processes and the use of supporting resources to optimize Council's time and ensure effective governance of AIA.

2.5.3.1 Products

Rev Date : Rev No : Ref No
12/10/2014 1 56084

Products

2.5.3.1.1 Council Meeting Review

Rev Date : Rev No : Ref No
9/22/2017 1 56084

Following each Council meeting, provide recommendations for improvement (if necessary) based upon a review of the Council meeting and consideration of feedback from Council's Governance Coach.

2.5.3.1.2 Governance Action Plan

Rev Date : Rev No : Ref No
12/10/2014 1 56084

- Annually, a proposed Governance Action Plan including, but not limited to:
1. areas of focus with steps to improve governance for the coming year, and
 2. governance resources available, including educational materials and training, external expertise, and Council support systems.

2.5.3.2 Authority

Rev Date : 12/10/2014 Rev No : 2 Ref No : 56085

The Committee has no authority to spend or commit funds other than those funds related to reasonable meeting costs. The Committee has authority to use staff time for administrative support as included in the ownership linkage plan.

2.5.3.3 Composition

Rev Date : 10/29/2012 Rev No : 2 Ref No : 41442

The Committee shall normally be composed of a minimum of three Council members including:

1. the Council Chair
 2. three other members appointed by Council of which one shall be a newer Council member.
 3. the Council Chair shall chair the committee
- Committee members shall be appointed annually.

2.6 Council and Committee Travel Expenses

Rev Date : 12/10/2014 Rev No : 4 Ref No : 56085

Council members shall be reimbursed for expenses incurred to attend Council and Council Committee meetings, as well as any meeting attended at the direction of the Council.

2.6.1 Expense Claims

Rev Date : 12/10/2014 Rev No : 5 Ref No : 56085

Expense claims are to be submitted as soon as possible following a meeting and in all cases, prior to the next Council Meeting. Expenses shall be submitted on the official expense form and shall be reimbursed with receipts for the following:

- All travel (at government rates)
- Meals
- Accommodations
- Communications
- Conference Registration fees
- Branch and Networks event fees when in attendance

2.7 Code of Conduct

Rev Date : 9/29/2008 Rev No : 1 Ref No : 10533

The Council expects ethical, businesslike and lawful conduct of itself and its members. This includes proper use of authority and appropriate decorum when acting as Council members. Council expects members to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

2.7.1 Loyalty to Ownership

Rev Date : 9/29/2008 Rev No : 1 Ref No : 10534

Council Members must have loyalty to the ownership, un-conflicted by loyalties to staff, other organizations or any personal interest as members of the Institute.

2.7.2 Accountable Conduct

Rev Date : 9/29/2008 Rev No : 1 Ref No : 10538

Council Members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Council Members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

2.7.3 Conflict of Interest

Rev Date : 9/22/2017 Rev No : 3 Ref No : 56085

Shall not let Council be unaware of any actual or anticipated non-compliance with any policy of Council, regardless of Council's monitoring schedule or fail to notify council of non-compliance prior to any public reporting.

2.7.3.1 No Self-dealing

Rev Date : Rev No : Ref No
12/10/2014 4 56085

There must be no self-dealing or any conduct of private business or personal services between any Council Member and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise "inside" information.

2.7.3.2 Disclosure

Rev Date : Rev No : Ref No
12/10/2014 4 56090

Council Members will disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.

2.7.3.3 Removal from Discussion

Rev Date : Rev No : Ref No
12/10/2014 4 56090

When the Council is to decide upon an issue, about which a Council Member has an unavoidable conflict of interest, that Council Member shall absent herself or himself without comment from not only the vote, but also from the deliberation.

2.7.3.4 No Personal Benefit

Rev Date : Rev No : Ref No
12/10/2014 4 56090

Council Members will not use their Council position to obtain employment in the organization for themselves, family members, or close associates. Should a Council Member apply for employment, he or she must take a leave of absence from the Council. If hired, he or she must first resign from the Council.

2.7.4 Council Confidentiality

Rev Date : Rev No : Ref No
9/29/2008 1 10542

Council Members will respect Council confidentiality.

2.7.5 Individual Authority

Rev Date : Rev No : Ref No
12/10/2014 2 56091

Council Members may not attempt to exercise individual authority over the organization

2.7.5.1 CEO Interaction

Rev Date : Rev No : Ref No
12/10/2014 2 56091

Council members' interactions with staff must recognize that individual Council members have no authority to instruct or evaluate employees, and no authority to insert themselves into employee operations.

2.7.5.2 Public Interaction

Rev Date : Rev No : Ref No
12/10/2014 2 56091

The Council Chair or designate is the only person authorized to speak to the media on behalf of the Council. Council members shall not presume to speak for the Council when interacting with the public. Council members shall only report actual Council policy decisions when interacting with the public.

2.7.5.3 Employee Communication

Rev Date : Rev No : Ref No
9/29/2008 1 10548

Council Members shall not encourage direct communication with employees who attempt to bypass administration but shall encourage employees to utilize reporting lines within the administration to bring their concerns to the Council.

2.7.6 Documentation Familiarity and Deliberation Preparation

Rev Date : Rev No : Ref No
12/10/2014 3 56092

Council Members shall be prepared for Council deliberation, and familiar with the incorporating documents, by-laws, regulations, and policies of the organization as well as the rules of procedure and proper conduct of a meeting so that any decision of the Council may be made in an efficient, knowledgeable and expeditious fashion.

2.7.7 Educational Activities

Rev Date : Rev No : Ref No
9/29/2008 1 10551

Council Members shall regularly take part in educational activities that will assist them in carrying out their responsibilities.

2.7.8 Meeting Attendance

Rev Date : Rev No : Ref No
10/31/2011 2 33572

Council members shall attend meetings in accordance with section 3.05 of the AIA bylaws.

2.7.9 Communicating Council Decisions

Rev Date : Rev No : Ref No
9/29/2008 1 10535

Council members will speak externally with one voice, respecting Council decisions as the result of a democratic Council process.

2.7.10 Conduct Violation Process

Rev Date : Rev No : Ref No
9/29/2008 1 10537

A Council Member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next Council meeting. The complaining party must be identified. If the complaining party is a Council Member, he or she and the respondent Council Member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Council. Council Members who are found to have violated the Code of Conduct may be subject to censure.

2.8 Investment in Governance

Rev Date : Rev No : Ref No
12/10/2014 3 56134

Consistent with its commitment to excellence in governance, the Council will invest in its governance capacity.

2.8.1 Member Information on Council

Rev Date : Rev No : Ref No
9/29/2008 1 10553

General membership and candidates for Council membership shall be provided with information that clearly outlines the role of the Council, the necessary qualifications and the Council's expectations of Council members.

2.8.2 Skill & Issue Update

Rev Date : Rev No : Ref No
1/22/2011 2 28442

The Council recognizes that continual updating of skills and awareness of new issues are vital to a members contribution to the Council. Therefore, it is expected that new Council members shall receive a complete orientation to ensure familiarity with the organization's issues, the organization's structure, and the Council's process of governance and that Council members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.

2.8.2.1 Council Presentations

Rev Date : Rev No : Ref No
9/29/2008 1 28771

Council shall annually determine which of the AIA appointed representatives on external boards and committees will be called upon to make presentations to Council to further Council's awareness and understanding of the relevant issues and trends.

2.8.3 Outside Monitoring

Rev Date : Rev No : Ref No
9/29/2008 1 10558

Outside monitoring assistance may be arranged so that the Council can exercise sufficient control over organizational performance. This includes, but is not limited to fiscal audit.

2.8.4 Annual Council Budget

Rev Date : Rev No : Ref No
1/22/2011 2 28443

The Council will establish and be accountable for an annual budget for its own governance functions, which shall include, in addition to the costs of Council and Council Committee Meetings, funds for: attendance at conferences and conventions, fiscal audit and monitoring assistance, ownership linkage costs including focus groups and surveys, training costs in support of governance improvement and legal fees.

2.8.5 Governance Policies

Rev Date : Rev No : Ref No
12/10/2014 2 56134

Council will establish governance process policies that will serve as measurable standards against which the Council's performance can be evaluated.

2.8.5.1 Meeting evaluation

Rev Date : Rev No : Ref No
12/10/2014 1 56135

Council will evaluate and discuss the Council's process and performance at each meeting.

2.8.5.2 Annual Self Evaluation

Rev Date : Rev No : Ref No
9/29/2008 1 10565

Under the leadership of the Chair, at least annually the Council will conduct a self-evaluation. As a result of this evaluation, the Council will include in its governance action plan specific goals and objectives for improvement of identified areas.

2.8.5.3 Self Monitoring Schedule

Rev Date : Rev No : Ref No
12/10/2014 5 56134

Council will monitor its adherence to its own Governance Process policies regularly. Upon the choice of the Council, any policy can be monitored at any time. However, at minimum, the Council will monitor its own adherence to each policy annually.

2.9 Council Linkage with Albertans

Rev Date : Rev No : Ref No
12/30/2009 2 21188

The government of Alberta has granted to the AIA the authority to self-regulate the profession of Agrology in the best interests of Albertans. Therefore, the AIA is morally accountable to Albertans. When making governance decisions, Council Members shall maintain a distinction between AIA member interests as users of the organization's services, and their duty to speak for the interests of Albertans.

2.9.1 Public Input

Rev Date : Rev No : Ref No
9/29/2008 1 10569

The Council shall gather data in a way that reflects the diversity amongst the community of Albertans. It shall meet with, gather input from, and otherwise interact with the broad base of communities, and acknowledge diversity. It shall recognize that diversity assures a broad base of wisdom, and shall seek to make decisions considering that input.

2.9.2 Linkage Plan

Rev Date : Rev No : Ref No
12/10/2014 1 56135

Council will establish and maintain an ownership linkage plan, in order to ensure that Council has intentional and constructive dialogue and deliberation with the owners, primarily around the organization's Ends. The plan will include selection of representative owners for dialogue, methods to be used, and questions to be asked of the owners. The information obtained from this dialogue with owners will be used to inform the Council's policy deliberations. All Council members are accountable to Council for participating in the linkage with owners as identified in the plan.

Rev Date : Rev No : Ref No
12/10/2014 1 56135

2.9.3 Successful Linkage

Council will consider its ownership linkage successful if, to a continually increasing degree:

- When developing or revising Ends, Council has access to diverse viewpoints that are representative of the ownership regarding what benefits this organization should provide, for whom, and the relative priority of those benefits.

Rev Date : Rev No : Ref No
9/29/2008 1 10401

2.10 Council Linkage with Other Organizations

The Council shall identify other organizations with which it requires good working relationships in order to share and enhance its role as "owner representative" in determining the most appropriate Ends.

Rev Date : Rev No : Ref No
10/27/2011 1 33572

2.10.1 External Communications

Council shall establish mechanisms for maintaining open communication with other organizations regarding Ends. Such mechanisms may include, but are not limited to:

1. Council meeting invitations
2. Joint meetings

Rev Date : Rev No : Ref No
12/10/2014 2 56134

2.10.2 Council Representation in Other Organizations

Council shall consider the merits of representation annually

Rev Date : Rev No : Ref No
10/27/2011 1 33572

2.10.2.1 External Appointees Reporting

The council's representatives to other organizations shall provide information reports as appropriate, to be determined by the Council at the time of appointment.

Rev Date : Rev No : Ref No
10/27/2011 1 33572

2.10.2.2 Council Approval of Representative

In the event that council's representative is to be appointed to the board of another organization, the representative must first be approved by council.

Rev Date : Rev No : Ref No
12/10/2014 4 56136

2.11 Council Planning Cycle and Agenda Control

Council will follow an annual agenda which

1. completes a re-exploration of Ends policies annually and
2. continually improves Council performance through Council education and enriched input and deliberation.

Rev Date : Rev No : Ref No
12/10/2014 3 56136

2.11.1 Agenda Cycle

Council shall maintain control of its own agenda by developing each year a multi-year cycle and an annual schedule which includes all elements of Council's work. [See attached cycle.]

Rev Date : Rev No : Ref No
12/10/2014 4 56136

2.11.1.1 Ends Review

Review the Ends in a timely fashion so that the CEO can build a budget.

Rev Date : Rev No : Ref No

2.11.1.2 Ownership Consultation and Ends Education

12/10/2014 3 56136

Consultations with selected ownership groups, or other methods of gaining ownership input, shall occur prior to the Ends review. A scheduled time for education related to ends determination shall occur (for example, presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups, and staff).

Rev Date : Rev No : Ref No

2.11.1.3 Policy Content Review

2/12/2015 4 56136

Content review of selected Executive Limitations, Governance policies, Council-CEO Relationship policies, ENDS, consistent with a multi-year schedule that includes all policies.

Rev Date : Rev No : Ref No

2.11.1.4 Council Self-Monitoring

12/10/2014 4 56136

Monitoring of the Council's own compliance with its Governance Process and Council policies, and for review of the policies themselves.

Rev Date : Rev No : Ref No

2.11.1.5 CEO Monitoring

9/22/2017 4 56136

The Council reviews monitoring compliance by the CEO for Executive Limitations and Ends policies, and for review of the policies themselves. Monitoring reports will be provided and read in advance of the Council meeting, and discussion will occur only if reports show policy violations, if reports do not provide sufficient information for the Council to make a determination regarding compliance, or if policy criteria are to be debated. Occurrences of non-compliance will be identified and addressed immediately upon becoming aware.

Rev Date : Rev No : Ref No

2.11.1.6 GP Education Time

12/10/2014 4 56136

Education about the process of governance and linkage.

Rev Date : Rev No : Ref No

2.11.2 Agenda Preparation

11/8/2012 1 10425

Based on the annual schedule, Council delegates to the Chair the authority to fill in the details of the meeting content. The detailed agenda shall be prepared jointly by the Council Chair and the Chief Executive Officer. Potential agenda items shall be carefully screened to ensure that they relate to the Council's job description, rather than simply reviewing staff activities.

Rev Date : Rev No : Ref No

2.11.3 Required Approvals Agenda

12/10/2014 1 56138

Council will attend to Required Approvals Agenda items as expeditiously as possible throughout the year. When an item is brought to the Council via the Required Approvals Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated, the Council will not discuss the item prior to approval. An exception will be made only if a majority of the Council votes to remove the item from the Required Approvals Agenda for discussion.

Rev Date : Rev No : Ref No

2.12 Governance Succession

12/1/2013 2 28443

In keeping with Council's commitment to excellence in governance, Council shall strive to solicit for positions on Council candidates who have characteristics that will enable them to govern, not to manage, the organization. These characteristics include:

1. Professional Beliefs: A strong belief in the virtue of the Profession of Agrology, and the Code of Ethics and Code of Practice.
2. Ownership Linkage Commitment: Commitment to linking with the ownership. Understanding that they stand in for an ownership of diverse people; willing to actively seek to access and understand that diversity.
3. Systems Thinking: Ability to think in terms of systems and context — to see the big picture.
4. Value Based Thinking: Interest in and capability to discuss the values underlying the actions taken in the organization, and to govern through the broader formulations of these values.
5. Supports Delegation: Willingness to delegate the operational detail to others.
6. Visioning: Ability and willingness to deal with vision and the long term, rather than day-to-day details.
7. Participation Style: Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.
8. Honors Decisions: Willingness and commitment to honour Council decisions.
9. Criteria Based Judgement: Commitment not to make judgments in the absence of previously stated criteria.
10. Time Commitment: Willingness to learn how Council works, and give the time and care required for Council. Typically the time required of Council in a year includes five one-day meetings, an orientation session, the annual provincial meeting and conference, and associated preparation and travel time. Most Council members find that preparation and time outside of meetings is 10 hours per meeting.
11. Conduct Compliance: Uphold Council's Code of Conduct (as published in their GP2.7 Policy).
12. Terms of Service: A willingness to serve for a minimum of three years.
13. Computer Literacy and Access: Computer literacy and regular access to email and Internet.

2.13 AIA Honours and Awards

Rev Date : 2/17/2010
Rev No : 3
Ref No : 22390

To recognize outstanding professional service, Council has created honours and awards which may be presented annually. Honours and Awards may be presented for the following:

2.13.1 Distinguished Agrologists Award

Rev Date : 12/30/2009
Rev No : 2
Ref No : 21190

An AIA "Distinguished Agrologist" Award to a member of the Institute for professional distinction associated with an outstanding accomplishment in Agrology, which is recognized provincially within the Province of Alberta.

2.13.2 Outstanding Young Agrologist Award

Rev Date : 12/30/2009
Rev No : 2
Ref No : 21190

An AIA "Outstanding Young Agrologist" Award to a member of the Institute who is under the age of 35 at the time of award presentation and is being recognized for the outstanding achievement(s) in and service to Agrology within the Province of Alberta. The nominee must have been a member of the AIA for at least five years.

2.13.3 Outstanding Young Registered Technologist In Agrology Award

Rev Date : 2/4/2014
Rev No : 1
Ref No : 49843
4

An AIA "Outstanding Young Registered Technologist in Agrology Award" to a member of the Institute who is under the age of 35 at the time of award presentation and is being recognized for the outstanding achievement (s) in and service to Agrology within the province of Alberta. The nominee must have been a member of the AIA for at least 5 years.

2.13.4 Professional Recognition Award

Rev Date : 12/30/2009
Rev No : 3
Ref No : 21190

An AIA "Professional Recognition" Award to a member of the Institute who is being recognized for their special service or has made a significant contribution to the betterment of the AIA.

2.13.5 Professional Registered Technologist Recognition Award

Rev Date : 2/4/2014
Rev No : 1
Ref No : 49843

An AIA "professional recognition" award to a member of the Institute who is being recognized for their special service or has made a significant contribution to the betterment of the AIA.

Rev Date :
Rev No :
Ref No :

2.13.6 Honorary Member Award

12/30/2009 3 21190

An AIA "Honorary Member" Award to an individual who would not be eligible for membership in the Institute and has achieved recognition of distinction associated with outstanding accomplishment in or contributions to any field of Agrology in Alberta.

2.13.7 Lifetime Member Award

Rev Date : Rev No : Ref No
12/10/2014 3 56138

A lifetime member award shall be awarded to an individual no more than once every three years. The lifetime member award shall be presented at the AGM. The award shall grant the member full membership privileges in the Institute. No future membership fees will be charged to lifetime members once the award has been granted. The award shall be chosen by the AIA Council and shall be nominated only by the Council members. Nomination suggestions may be obtained by the Council from all AIA members. The award will be based on the following criteria:

1. A minimum of 25 years as a member of the Institute
2. Significant and documented achievement that has assisted AIA in the capacity as a professional organization OR, Significant and recognized achievement in the "practice of agrology" by the recommended candidate
3. Recognition by at least three reference letters from AIA members supporting the nomination and providing reasons for the nomination
4. There must be no record of any unethical or unprofessional conduct pertaining to the nominated member.

2.14 Special Rules of Order

Rev Date : Rev No : Ref No
10/2/2008 1 10957

Council meetings will be conducted in an orderly, effective process, led and defined by the chair.

2.14.1 Meetings Considerations and Conduct

Rev Date : Rev No : Ref No
12/10/2014 3 56138

All meetings shall be run with the following:

1. By-law obligations respecting Council meetings must be satisfied
2. Timely meeting starts and meeting quorum: Council meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
3. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
4. Council members must keep their comments relevant to the issues under consideration.
5. Council meetings will be conducted at a level of informality considered appropriate by the chair, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject.

2.14.2 Proposals Requiring Action

Rev Date : Rev No : Ref No
12/10/2014 3 56139

Proposals that the Council take action, or decide a particular matter, shall, unless otherwise agreed to by unanimous consent, be made by main motion of a Council member, discussed, and then voted on. Motions do not require a second to proceed to discussion and subsequent vote. A motion to amend a main motion may be amended but third level amendments are out of order. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion and if carried shall set the main motion (the initial proposal) aside accordingly.

2.14.3 Chair Engagement

Rev Date : Rev No : Ref No
12/10/2014 1 56139

The chair of Council may to the same extent as any Council member, make motions, engage in debate, or vote on any matter to be decided.

2.14.4 Speaking to pending motion

Rev Date : Rev No : Ref No
10/2/2008 1 10958

Council members may speak to a pending motion on as many occasions, and at such length, as the chair may reasonable allow.

2.14.5 Timing to Vote on a Motion

Rev Date : Rev No : Ref No
10/2/2008 1 10958

A vote on a motion shall be taken when discussion ends but any Council member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.

2.14.6 Majority Vote

Rev Date : Rev No : Ref No
10/2/2008 1 10959

A majority vote will decide all motions before Council excepting those matters in the by-laws which oblige a higher level of approval.

2.14.7 Motion to adjourn meeting

Rev Date : Rev No : Ref No
10/2/2008 1 10959

A motion to adjourn a Council meeting may be offered by any Council member or, on the conclusion of all business, adjournment of the meeting may be declared by the Chair.

2.14.8 Vote Noted on Record

Rev Date : Rev No : Ref No
10/2/2008 1 10959

A Council member may request to have his or her vote on the record.

2.14.9 Roberts Rules of Order as a Resource Guide

Rev Date : Rev No : Ref No
12/7/2010 2 28443

When further rules of order are to be developed by the Council, the Council will consider the Roberts Rules of Order as a resource guide.