

# AIA Council Meeting Minutes

**Type of meeting** Quarterly  
**Date** December 7-8, 2020  
**Time** **Day 1:** 8:30 a.m. – 5:15 p.m.  
**Day 2:** 8:30 a.m. – noon  
**Location** Video Conference Call with Zoom  
**In attendance** **Elected Members**  
Bob Burden  
Adrian Kerry  
Georgina Knitel  
Boyd Laing  
Sonja Raven  
Jessi Roselle  
Meghan Soehn  
**Public Members**  
Cassandra Haraba  
Al Schuld  
Larry Staples  
**CEO** David Lloyd  
**Secretary** Ty Faechner

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## Item 1 Call to Order; Introductions – Day 1

**Item type:** Administrative  
**Result:** Meeting called to order at 8:35 a.m.

### Establish Quorum

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

### Conflict of Interest Declarations

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**Item type:** Administrative  
**Result:** Conflicts of interest declared for Item 18 by BL and SR.

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## Agenda Adoption

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**Item type:** Administrative

**Main Motion:** CR moves that the council adopt the December 7-8 agenda as presented.

**Result:** **Carried as amended.**

## Approve Previous Minutes

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**Item type:** Administrative

**Attachments:** October 3-4, 2020 Minutes

**Main Motion:** BB moves that council accept the October 7-8, 2020 minutes as correct.

**Result:** **Carried by unanimous consent.**

## Item 2 Council Education and Developments in Regulation

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**Item type:** Administrative

**Attachments:** 2020 12 - Trends in Professional Regulators – AIA with Richard Dixon

## Item 4 Council Education – Council and statutory decisions – making and reporting

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**Item type:** Administrative

**Attachments:** 2020 12 7 Making Administrative Decisions with Cassandra Haraba

## Item 6 Decision about Review of the council self-evaluation information

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**Item type:** Action

**Attachments:** Council briefing note – Performance Management Plan

**Main Motions:** LS moves to postpone the decision on recommended action that council move to direct the CEO to engage a regulatory consultant to develop a Performance Management Plan for council to item 17.

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

## **Item 7      Decision about Aligning Code of Ethics to Act**

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**Item type:** Action

**Attachments:** Adopting Council Briefing Note – Code of Ethics

**Main Motion:** CH moves that the council move to reformat the Code of Ethics to remove the word “guidelines” and words and phrases incongruent with the Agrology Profession Act, as set out in the Code of Ethics Original – Markup and finalized in the Code of Ethics 2010-20.

**Result:** **Carried**

## **Item 8      Decision about Approving an Institute Auditor for 2021**

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**Item type:** Action

**Attachments:** 2020 12 7 - Council Briefing Note - Approving Institute Auditor

**Main Motion:** CH moves that the Council accept Sigma Accounting Group continue as the financial reviewer for AIA in 2021 for the financial year of 2020 and for a full financial audit in 2022 for the financial year of 2021 year.

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

## **Item 10      Decision about Postponed from October – Bylaw changes re Chair/Vice-Chair**

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**Item type:** Action

**Attachments:** Minutes from Final Meeting 3 October 7- 8 2020, Item 19

**Main Motion:** JR moves to authorize the CEO to amend the AIA Bylaws, section 2.7.2, in accordance with section 1.2.2, to allow all Council members (Public, PAg, and RTAg) to be eligible to be elected as Chair and Vice-Chair of the council at the 2021 election and subsequent elections.

**Result:** Carried.

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**Item 10**      **Decision about Removing References to Vice-Chair**

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**Item type:** Action

**Attachments:** 2020 12 7 - Council Briefing Note - Bylaw Amendments

**Main Motion:** BL moves to postpone a decision on, the AIA Bylaws section 2.7 in accordance with section 1.2.2 to remove references to the Vice-Chair position so that the position ends at the 2021 Chair election, to the February 2021 council meeting.

**Result:** Carried.

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**Item 10**      **Decision about Vice-Chair**

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**Item type:** Action

**Attachments:** 2020 12 7 - Council Briefing Note - Bylaw Amendments

**Main Motion:** CH moves to direct the CEO to approach Field Law to seek further clarification on the proper exercise of discretion of the Vice-Chair for keeping or removing the position of Vice-Chair.

**Result:** Carried.

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**Item 10**      **Decision about Rotating Chair**

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**Item type:** Action

**Attachments:** 2020 12 7 - Council Briefing Note - Bylaw Amendments

**Main Motion:** CH moves to direct the CEO to seek a legal opinion from Field Law about selecting rotating chairs and alternate methods of selecting a chair.

**Result:** Carried.

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**Item 10**      **Decision about Bylaw amendments**

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**Item type:** Action

**Attachments:** 2020 12 7 - Council Briefing Note - Bylaw Amendments

**Main Motion:** BL moves to direct the CEO to review the AIA Bylaws and clarify and streamline them, in accordance with section 1.2.2.1, and email

council the redrafted bylaws along with the three-column amendment chart when complete.

**Result:** Carried.

**Item 12 Decision about Retaining a Council Strategic Planning Facilitator and Performance Management Plan Consultant**

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**Item type:** Action

**Attachments:** 2020 12 7 - Council Briefing Note - Strategic Plan Consultant  
2020 12 7 - Council Briefing Note - Council Performance Mgmt Plan (Sharepoint)

**Main Motion:** CH moves to hire Richard Dixon as a consultant to facilitate a strategic plan and performance management plan for council.

**Result:** Carried.

**Item 13 Decision about Council Candidates 2021**

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**Item type:** Action

**Attachments:** 2020 12 7 - Council Briefing Note - 2021 Council Elections (Sharepoint)

**Main Motion:** CH moves to appoint BB as chair of council.

**Result:** Carried.

**Main Motion:** CH moves that council approve the proposed candidate list and supporting documentation vetted by the nomination committee comprising:

Boyd Laing, PAg  
Ryan Puhlmann, PAg  
Samantha MacKay, PAg  
Drew Lockwood, RTAg

**Result:** Carried.

**Item 16 CEO Updates**

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**Item type:** Information

**Attachments:** CEO Reports (Sharepoint):

1. Registration Renewals Update
2. In-Training program update
3. Reminder that CEO will present a Financial Plan and a Strategic Plan to Council by January 31st, 2021 (as per Bylaws 3.2.1 and 3.2.9)
4. Mandatory registration, practice standards
5. Alberta Chamber Resources Discussion
6. Office renovations and downsizing
7. Prairie Province Agrology Initiatives

**Main Motion:** CH moves to accept the CEO updates for information.

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

**Item 14 In Camera Item about Confidential HR Report**

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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 17 Adjournment Day 1**

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**Item type:** Administrative

**Result:** Meeting adjourned at 5:00 pm

**Item 18 Call to Order - Day 2**

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**Item type:** Administrative

**Result:** **Meeting called to order at 8:32 a.m.**

**Establish Quorum**

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**Item type:** Administrative

**Result:** **Quorum established.**

## Conflict of Interest Declarations

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**Item type:** Administrative

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

## Item 19 Council Education in Employment Responsibilities

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**Item type:** Administrative

**Attachments:** None. Presenter - Craig Neuman, HR Lawyer

## Item 21 Decision about Council Oversight of Institute Management: CEO Annual Reports for Meeting 4 (Bylaws 3.1 and 3.2)

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**Item type:** Information

**Attachments:** Meeting 4 Quarterly Management Reports (Bylaws 3.1 and 3.2) (Sharepoint):

1. Financial Targets (income versus expenses) (Bylaw 3.2.10)
2. Spending (Budget limits, planning adherence) (Bylaw 3.2.17)
3. Collecting (Bylaw 3.2.18)
4. Making Required Payments (Bylaw 3.2.19)
5. Credit Card expenditures (Bylaw 3.2.14)
6. CEO Expenses (Bylaw 3.2.15)
7. Complaints about Institute Operations (Bylaw 3.2.8)

**Main Motion:** LS moves that the Council accept the following Quarterly reports as confirmation of appropriate Institute management because the CEO has provided satisfactory evidence of compliance with the Bylaw conditions on the sub-delegation of authority to the CEO:

1. Financial Targets (income versus expenses) (Bylaw 3.2.10)
2. Spending (Budget limits, planning adherence) (Bylaw 3.2.17)
3. Collecting (Bylaw 3.2.18)
4. Making Required Payments (Bylaw 3.2.19)
5. Credit Card expenditures (Bylaw 3.2.14)
6. CEO Expenses (Bylaw 3.2.15)
7. Complaints about Institute Operations (Bylaw 3.2.8)

**Result:** Carried.

**Item 23**      **Decision about Council Oversight of Institute  
Management: CEO Annual Reports for Meeting 4  
(Bylaws 3.1 and 3.2)**

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**Item type:** Action

**Attachments:** Meeting 4 Quarterly Management Reports: Money Matters (Bylaws 3.1 and 3.2) (Sharepoint):

1. Financial Protection (Bylaw 3.2.24),
2. Information (Bylaw 3.2.25),
3. Privacy (Bylaw 3.2.26),
4. Conflict of Interest (Bylaw 3.2.27), and
5. Audit Committee Direct Inspect Report.

**Main Motion:** BB moves that the Council accept the following Meeting 4 reports as confirmation of appropriate Institute management because the CEO has provided satisfactory evidence of compliance with the Bylaw conditions on the sub-delegation of authority to the CEO:

1. Financial Protection (Bylaw 3.2.24),
2. Information (Bylaw 3.2.25),
3. Privacy (Bylaw 3.2.26),
4. Conflict of Interest (Bylaw 3.2.27), and
5. Audit Committee Direct Inspect Report.

**Result:** Carried.

**Item 24**      **Adjournment – Day 2**

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**Item type:** Administrative

**Results:** Meeting adjourned at 11:12 am