

AOLS Policy: Review and Conduct of Council and Committee Members

Version	Date	Author	Comment
0.1	March 29, 2022	Brian Maloney, Executive Director	Draft for Consultation
0.2	April 27, 2022	Kevin Wahba, Registrar	Update to draft for consultation
1.0	April 27, 2022	Brian Maloney	Built in changes/comments from other reviewers
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Policy Description:

This policy is intended to guide the practice of Council, Committee and Task Force members. It establishes acceptable conduct and puts in place measures to ensure that this conduct is met. It does so without changes to the Surveyors Act, but if the Act is opened, consideration should be given to modifying and formalizing this policy in legislation.

Code of Conduct

Applicability

This code applies to all Council, Committee, and task force members of the Association of Ontario Land Surveyors, which are referred to as Members going forward. The term “Committee” in this document also represents task forces.

Conflict of Interest

All members should avoid conflicts of interest if possible. They shall at all times preserve their ability to perform their functions impartially, objectively, and independently. If a conflict of interest arises the Member shall declare their conflict with the rest of Council or the Committee and recuse themselves from the meeting or hearing. If the conflict of interest is questionable, the matter should still be raised with the rest of the Council or the Committee and their participation should be considered by the Council or Committee.

A potential conflict of interest arises when a Member or that Member’s business stands to gain a benefit from an action taken by Council or the Committee, there exists a personal or close professional relationship between parties effected by the action or if the member has another interest that impairs, or could be seen to impair, the independence or objectivity of the member of Council in protecting the public interest. Instances when a member is employed by the same firm as another party effected by an action taken by Council or the Committee should be considered when determining if a potential conflict or appearance of a conflict of interest exists but may not, in of itself, constitute a conflict of interest.

Minutes shall record any conflicts of interest and where members have recused themselves or abstained from a vote. The reason for the conflict of interest is not required to be indicated with an abstention.

Use of Position for Personal Gain

No Member shall use the position on Council or a Committee for personal gain.

Member in good standing

Only Members in good standing can participate in Council or the Committees. A member who has been found guilty of professional misconduct by the Discipline Committee shall not be considered for a position on Council or the Committees.

Confidentiality

The following is paraphrased from the Surveyors Act:

Every Member engaged in the administration of this Act shall preserve secrecy with respect to all matters that come to the person's knowledge during the person's duties, employment, inquiry or investigation and shall not communicate any such matter to any other person except,

(a) as may be required in connection with the administration of this Act and the regulations and by-laws or any proceedings under this Act or the regulations;

(a.1) in accordance with the Association's policies and practices with respect to the collection, use and disclosure of personal information as set out in the by-laws;

(b) that the person may communicate any such matter to his or her counsel; or

(c) with the consent of the person to whom the information relates.

In accordance with Council's transparency policy, Council issues minutes of its meetings to the broader membership. Items in the public minutes can be discussed if they are consistent with the published minutes. Additionally, there will be consultations undertaken by Council and Committees and normally these are open for conversation.

Members shall take reasonable precautions to maintain the security of confidential documents that they are provided.

Public Communications

Normally public communications will fall to the President, Executive Director, or Registrar. Where a member is approached by the media, they will normally be expected to refer the matter to the President, Executive Director, or Registrar. Members should avoid making press releases or public statements to the press unless their media role has been approved by Council.

Social media content issued under the name of the AOLS shall be vetted by appropriate Committees or individuals consistent with the AOLS Social Media Strategy.

Meeting Preparation

Members are expected to come to meetings and hearings prepared. This means reviewing material provided and completing tasks assigned that were agreed to by Members. Where a Member is unable to come to a meeting prepared, they should avoid participating in the conversation.

Meeting Engagement

Members are expected to listen actively when in meetings and participate in the decision making.

Politeness and courtesy towards others

Members are expected to treat other members politely and with courtesy. While debating on topics is encouraged, remarks should relate to the problem at hand and should not be raised in a personal or disrespectful fashion.

Engagement with AOLS staff

AOLS staff report to the Executive Director, who reports to Council. While staff are generally anxious to help Members, Members should not normally request work of AOLS staff directly. Where significant work is required that is outside of their normal duties, it should be cleared with the Executive Director before there is an expectation of work to be undertaken.

Honesty

Members are expected to act with honesty and integrity and deal in facts. If speculation is required, this is to be declared and made obvious.

Attestations/Sign-off

Members will be expected to review this policy annually and sign-off that they agree with this policy in the form of Appendix I.

Respect for Role

Members will read and understand their terms of reference for their role and work within that role.

Training

Committees shall identify the training required by members in their Terms of Reference; Members commit to taking the training within a reasonable time frame to be able to participate effectively.

Diversity, Equality, and Inclusivity

Members shall consciously consider any negative consequences of decisions or policies that could affect a subset of the members or the public; Members shall encourage participation from members and the public with a variety of backgrounds and perspectives.

Decision Making Solidarity

Members are expected to not speak against any decisions or policies made by Council or their Committee even though they may not have supported it.

Participation in reviews

Council and Committee members will participate in annual self-assessments of their Council/Committee performance and of their performance.

Breaches in Code of Conduct

Breaches in the Code of Conduct reflect poorly on the Member and the AOLS and as such should be addressed.

- For minor breaches by Council members, at the discretion of the Executive Committee, the Council member will be advised of the breach in writing and asked to commit to not offend again or be asked to resign if not willing to commit to this.

- For major breaches by Council members, at the discretion of the Executive Committee, the member shall be referred to the Registrar with a formal complaint, which will follow the ordinary complaints process.
- For minor breaches by Committee members, at the discretion of the Committee Chair, the Committee member shall be advised of the breach in writing and asked to commit to not offend again or be asked to resign if not willing to commit to this. Failing either of these, the matter will be brought to Council for consideration, which could result in removal from the Committee or other actions related to the Committee member such as training.
- For major breaches by Committee members, at the discretion of the Committee Chair, the matter be referred to Council for consideration, which could result in removal from the Committee or other actions related to the Committee such as training or referral to the Registrar.

Reviews of Council and Committees

The following reviews will take place

- Annually an anonymous survey of the effectiveness of Council and each Committee shall be conducted with all members of the Council or Committee and results shall be shared with the Council or Committee members. Committee chairs, at their discretion may share the results with Council. (See Appendices II and III)
- Every Council or Committee member shall be required to undertake an annual self-assessment of their performance on Council or the Committee which will not be shared. (See Appendix IV)
- Second-year Council members shall undergo an external review of their performance at the start of their term, which will involve reviews by other Council members. Results will only be provided to the Council member subjected to the review and will be anonymous. They will be questions similar to those in Appendix IV with appropriate adjustments.
- The President shall undergo an external review of their performance after two Council meetings, which will involve reviews by other Council members. Results will only be provided to the President. (See Appendix V)
- At the discretion of Council, Committee chairs shall undergo an external review of their performance in their second year as chair, which will involve reviews by other Committee members. Results will only be provided to the chair subjected to the review. (See Appendix V)

Appendix I – Sign-Off

I, _____, have read and understand the Code of Conduct for Council and Committee members and agree to abide by it.

Name

Date

Signature

Appendix II – Council Review

The following questions are designed to help Council understand their effectiveness.

1. Council members have a full and common understanding of the Council's governance roles and responsibilities
2. The Council makes decisions that are consistent with Council's principles, vision, mission, and purpose
3. The Council understands and performs the Council's governance role and does not become overly involved in management or administrative issues
4. The Council ensures the strategic plan is being implemented and makes decisions that are consistent with the strategic plan
5. The Council focuses much of its attention on long term, significant policy issues, rather than short-term administrative matters
6. The Council attends to policy-related decisions, which effectively guide operational activities
7. The Council delegates policy discussions where appropriate to a Committees or Task Force for recommendations before making a decision
8. The Council collaborates regularly with its Committees on their progress, health, etc.
9. The Council ensures that Council's accomplishments and challenges are clearly communicated to its members and stakeholders
10. The Council reviews operating financial reports on a regular basis that are understandable, accurate, and timely
11. The Council requires an annual audit, considers all recommendations made in the independent auditor's report and management letter; and monitors progress with respect to the same
12. The Council regularly examines its effectiveness in governing, including polling members on its effectiveness
13. The Council expects and hears reports on how the AOLS has used its financial and human resources
14. The Council is well-informed and kept up to date about it programs, Committees, and services
15. The Council spends considerable time listening to updates without recommendations that require the Council's attention
16. The Council effectively monitors the strategic plan through review of regular reports outlining the programs'/ministries'/ services' performance indicators and outcomes

17. The Council periodically challenges itself to adopt new innovative ideas for the issues it faces and subsequently modifies or discontinues ineffective current programs/services/policies
18. The Council has all of the necessary qualifications and skills sets represented on the Council for excellent governance
19. The Council has the diversity in its membership to ensure a broad range of perspectives and experiences (gender, visible minorities, high profile members, innovative thinkers, etc)
20. The process of how Council members are selected provides for a high-quality and effective Council (through the current Nominations Committee process)
21. The Council has a Nomination Committee that effectively recruits members to ensure diversity of its members – ethnicity, skills, gender, innovation in profession, age, etc.
22. The Council has a Nomination Committee that recruits members who intentionally connect with their local communities, government, membership, etc.
23. The Council has a roster of skills and gifts documented for each member to ensure nominees for committees (including the Executive) are selected by their strengths
24. The Council is the right size for effective Council discussion and decision-making
25. All Council members have an opportunity to contribute
26. The Council provides a comprehensive orientation program to new Council members that prepares them to contribute effectively to the Council
27. The Council has a succession plan for its most senior positions including the ED, President, and Vice-President
28. The Council has a clear understanding of where the Council's role ends and the Executive Director's (ED) role begins
29. The Council has clear understanding of where the Council's role ends, and the Registrar's role begins
30. The Council provides direction to the ED by setting the agenda for the Council meetings, developing new policies for the AOLS, or referring to or clarifying existing Council policies
31. The ED provides direction to the Council by suggesting policies, setting the agenda, and ensuring that critical matters are covered
32. A climate of mutual trust and respect exists between the Council and the ED
33. The Council has communicated to the ED the kinds of information and level of detail it requires from the ED on material happenings in the organization and related external matters

34. The Council holds the ED accountable for the actions of the AOLS and the tasks assigned by the Council to the ED
35. The Council is largely influenced by the ED and the direction he/she gives the Council
36. The Council has significant influence over the ED and the direction he/she will take in managing the AOLS
37. The Council has developed formal criteria and an objective and systematic process for evaluating the ED on an annual basis; it does the same in a more comprehensive fashion every five years
38. The Council or committee of the Council has formally evaluated the ED within the past twelve months
39. The Council understands the ED is the spokesperson for the administration and management of the AOLS and suggests options for the President to consider with the Council members
40. Council members are well prepared for meetings
41. Council members will express their opinions or ask questions that help them make a decision (even when they are in the minority)
42. Council members respect and support the decisions of the majority even if they do not agree with them
43. Council does a good job of considering the public when making decisions
44. Council focuses on outcomes as opposed to "how" to protect the public
45. Council has access to good information before making decisions
46. All members of Council understand their role as outlined in the *Surveyors Act*
47. All councillors declare conflicts when they arise and Council acts in a non-biased fashion
48. Council does a good job protecting the public
49. What are the top three strengths of the Council? (Open Field)
50. What are the top three weaknesses of the Council? (Open Field)
51. In your estimation, what two things needs to change in the Council to make it more effective or make it more relevant to the long-term development of the surveying profession to protect the public? (Open Field)

Appendix III – Committee Review

1. Committee members have a full and common understanding of the Committee's terms of reference and policies
2. The committee makes decisions that are consistent with committee's terms of reference and policies
3. The committee focuses its attention on items and actions that relate to their terms of reference
4. The committee is effective at setting policies required
5. The committee is adequately resourced
6. The committee collaborates with other committees as required
7. The committee considers the AOLS strategic plan in structuring its activities
8. The committee monitors its performance with regular reports considering services' performance indicators and outcomes
9. The committee periodically challenges itself to adopt new innovative ideas for the issues it faces and subsequently modifies or discontinues ineffective current programs/services/policies
10. The committee has all of the necessary qualifications and skill sets represented
11. The committee has the diversity in its membership to ensure a broad range of perspectives and experiences (gender, visible minorities, high profile members, innovative thinkers, etc.)
12. The committee is the right size for effective discussion and decision-making
13. All committee members have an opportunity to contribute
14. The committee or staff provides a comprehensive orientation program to new committee members that prepares them to contribute effectively to the committee
15. Committee members are prepared for meetings/hearings
16. Conversations between committee members are respectful
17. Committee members will express their opinions or ask questions that help them make a decision (even when they are in the minority)
18. Committee members respect and support the decisions of the majority even if they do not agree with them
19. The committee does a good job of considering the public when making decisions

20. The committee has access to good information before making decisions
21. All committee members declare conflicts when they arise and act in a non-biased fashion
22. What are the top three strengths of the committee? (Open Field)
23. What are the top three weaknesses of the committee? (Open Field)
24. In your estimation, what two things needs to change in the committee to make it more effective or make it more relevant to the long-term development of the surveying profession to protect the public? (Open Field)

Appendix IV – Member Questions

1. I have a good understanding of Council/committee activities and operations
2. I understand and support the AOLS' mission/vision/purpose
3. I support the Council's/committee's mission and purpose in the overall governance of the AOLS
4. I have a good working knowledge of the Council's Policy/Governance Manual
5. I am familiar with the AOLS's Strategic Plan and Annual Operations Plan and take them into account in Council decisions
6. I understand the Council's role and annual work plan (assumes the Council has an annual work plan)
7. I understand and respect the role of:
 - Committees
 - Council
 - Registrar
 - Discipline
8. I support most of the Council's/committee's decisions and activities
9. I come prepared for meetings
10. I pay attention during meetings and participate fully in the debates
11. I raise issues and concerns when needed
12. I treat others on the Council/committee respectfully
13. I have the necessary training and knowledge to fulfill my roles

Appendix V – President/Chair Questions

1. The President/Chair ensures that all sides of an issue are heard, and that adequate debate takes place
2. The President/Chair is well prepared for meetings
3. The President/Chair is skilled at managing different points of view
4. The President/Chair ensures the Council/committee has the necessary information or advice to make decisions
5. The President invests time in building relationships with the ED
6. The President/Chair invests time in building relationships with the Council/committee members
7. The President invests time in building relationships with the committee chairs
8. The President and the Council understand the President's role as the spokesperson for the AOLS
9. The committee chair conducts the meetings in a way that moves the business of the committee forward
10. The President represents the Council to its stakeholders and helps to build strong relationships with key stakeholders
11. The Chair/President treats Council/committee members respectfully
12. The President represents the AOLS to other land surveying associations and helps to build strong relationships with these Associations