
Council Policy

Policy Name	Duties of members of the OAA Council
Issue Date	March 2, 2023
Revision Dates	N/A

Overview

Each member of the Council shall comply with the provisions of the *Architects Act*, the regulations and the bylaws and shall exercise the powers and discharge the duties of their office honestly and in good faith and shall exercise the same degree of care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances in furtherance of the objects of the Association, in order that the public interest may be served and protected.

Excerpt OAA Bylaws – Section 7

The OAA Council acts collectively and exercises its powers and responsibilities as a group. No individual Councillor has the power to act on their own.

Each member of the Council shall:

- (a) familiarize themselves with the Act, the regulations and the by-laws and with such other records and documents as may be necessary as background knowledge for the purpose of performing the duties of their office;
- (b) understand the difference between governing and managing, and not encroach on Management's area of responsibility;
- (c) declare conflict(s) of interest – real or perceived – and demonstrate an understanding and sensitivity to conflict of interest issues: specifically, disclose any interest they may have, other than as a member of the Council, in any matter coming before the Council, a committee or task force and thereafter withdraw from its meeting and not vote nor be counted in the quorum in respect of such matter;
- (d) respect confidentiality: specifically, ensure that confidential matters coming to their attention as a member of the Council are not disclosed by them except as required for the performance of their duties or as may be directed by the Council and preserve secrecy with respect to all matters that come to their knowledge in the course of their duties in accordance with the Act;
- (e) attend every meeting of the Council and take part in the discussions and decisions taken at its meetings unless unavoidably detained by illness, urgent prior commitment or other emergency;
- (f) serve on the committees which the Council may appoint under the provisions of the Act;
- (g) be present at and participate in the annual or other general meetings of the members of the Association;
- (h) provide liaison personally or as an alternate to at least one committee or task force; attend meetings of the designated committee unless unavoidably detained by illness, urgent prior commitment or other emergency;

- (i) provide guidance to such committee or task force and its Chair whenever necessary and, if requested, prepare a written report for the next meeting of the Council as to the activities, concerns and intentions of the committee or task force;
- (j) take an active role in the affairs of the societies in the electoral district within which they have an address of record, including appearances at society meetings as a representative of the Council;
- (k) perform such duties as may be requested by the Council with respect to liaison with other organizations and to act as a representative on joint committees and task forces and at other functions in the electoral district within which they have an address of record;
- (l) devote whatever time is reasonably necessary to properly perform their duties as a member of the Council;
- (m) perform such other duties as from time to time may be agreed upon between them and the Council.

