



Operational Procedures

Procedure Reference **Council Meeting Rules and Procedures**

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Meetings of the Council of the Ontario Association of Architects (OAA) are conducted in accordance with Robert's Rules of Order unless otherwise provided in the OAA Bylaws or approved by Council policy and procedure.

This document outlines the rules and procedures governing the conduct of OAA Council meetings.

Role of the Chair

The Chair leads Council meetings and is responsible for ensuring that business is conducted in an orderly, fair, and efficient manner in accordance with the OAA Bylaws, Robert's Rules of Order, and any applicable Council policies and procedures. Specifically, the Chair:

- Presides over Council meetings and maintains order and decorum.
 - Recognizes speakers, maintains the speakers' list, and ensures members are given a fair opportunity to participate in debate.
 - Calls for the vote, determines the result, and announces Council's decision.
 - Exercises their discretion by limiting or disallowing remarks that are repetitious or off-topic and redirecting the conversation to the pending item/motion.
 - At their discretion may permit non-board members, including speakers, to speak during the meeting or make presentations.
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Core Responsibilities of Councillors

A Council member's core responsibility is to provide governance, oversight, and policy direction in accordance with the *Architects Act*, Regulations and Bylaws.

- Prepare for meetings by reading materials in advance.

- Attend and participate actively in meetings.
- Ask questions when clarification is needed.
- Remain on topic; refrain from questions and comments not germane to the item being considered.
- Debate motions respectfully and constructively.
- Vote on motions and other business
- Exercise independent judgment in the best interests of the organization.
- Follow the Bylaws, legislation, and meeting procedures.
- Maintain confidentiality where required, especially for in-camera matters.
- Avoid conflicts of interest and act with integrity.
- Speak with one voice once a decision has been made by Council.

Motions – Decision Making at the Council Table

- In general, motions to be voted on by the Council are contained within the individual reports to Council. Motions are moved by the Council member bringing the report forward. A seconder may also have been prearranged as identified in the report or may be identified when the motion is presented at the meeting.
- Where a report is presented by a member of staff, a motion for consideration may be contained in the report and a mover and seconder identified during the meeting.
- A motion may also be introduced at the meeting by any member of Council for an item that is “*For Discussion*” and a motion has yet to be identified.

Who can make a motion and when?

Where a motion has not yet been identified, the following sets out who may make a motion and when.

- A council member may make a motion when the Chair recognizes them and no one else has the floor i.e. it is their turn to speak AND there is not already a main motion on the floor.

Exceptions:

If there is a main motion already on the floor a Councillor may make a motion to amend or defer/delay the motion on the floor. That secondary motion must be voted on before returning to the main motion.

A motion regarding *point of order*, *adjournment* or *question of privilege* (i.e. there is an urgent or immediate matter affecting the meeting) can be introduced by any Council member at any time.



Sequence of Actions pertaining to a motion

The following summarizes the sequence of actions for considering items that require direction from Council.

- ✓ The Chair introduces the item as set out on the agenda.
- ✓ The Councillor responsible introduces the motion.
- ✓ The Chair recognizes a seconder for the motion.
- ✓ The Chair restates the motion.
- ✓ The Chair opens the floor for debate.
- ✓ Once debate has concluded, the Chair calls the vote.
- ✓ The Chair announces the result.

Discussion and debate within Council meetings

- The maximum time for a Councillor's comments in debate on a motion **is two minutes**.
- The Chair shall keep a speakers' list of those wishing to speak to a specific item or motion; and
 - a) the speakers' list shall be built in the order that the Chair notes a Councillor's intention to speak by raising their hand; and
 - b) any Councillor who has not spoken to an item/motion shall be given preference on the speakers' list over any Councillor who has already spoken.
- '*through the chair*' is required, which is a procedural rule that requires all questions, comments and queries to be directed to the Chair.
- An item *For Information Only* which no Council member indicates will be the subject of a question or an original main motion is considered to be dispensed upon approval of the agenda for that meeting.

OAA Council Quorum requirements

Quorum is required for Council to legally conduct business.

Under Robert's Rules of Order **quorum is the majority of the sitting members of the Council**.

The number of Council members that constitute quorum may change from year to year depending on the number of LGIC appointees and whether the immediate past president remains in office. If there is a vacancy on Council, that seat does not count toward quorum.

The *Architects Act* sets out the total number of eligible seats on council.

- 16 elected members of council
- Up to 5 Lieutenant Governor in Council Appointees
- Immediate past president, if they are not an elected member of Council. *



*The maximum number of sitting Councillors there can be in a given year is 22 -- **Quorum would be 12.**

If the IPP is still serving a three-year term, the maximum number of sitting Councillors in that given year is 21 -- **Quorum would be 11.**

Vote requirements to pass a motion

The by-laws set out the requirement for a motion to pass.

*S14. Questions arising at any meetings of the Council shall be decided by a **majority of votes**. In case of an equality of votes, the Chair, in addition to their original vote, shall have a second or casting vote.*

Important Note: Motions pass by a **majority of votes cast, not** by a majority of the quorum.

Abstaining from the Vote

Under Robert's Rules of Order, abstaining from a vote is allowed and should only be done **for specific reasons**. The following guides when a Councillor **should** and **may** abstain:

- ✓ Conflict of interest
- ✓ Bias or lack of objectivity
- ✓ Insufficient information
- ✓ Not present for full discussion

Abstentions are not counted as votes.

For example, 20 votes cast: *10 in favour, 5 opposed, 5 abstentions. Motions carries.*

Reopening a matter that has already been decided.

As set out in the OAA Bylaws a motion receiving two-thirds majority vote is required to re-open a matter in the same calendar year.

15. No question or matter that has been decided by a majority of votes at a meeting of the Council in a calendar year shall be reviewed or re-examined at any subsequent meeting of the Council in the same calendar year unless at least two-thirds of the members of the Council present at that subsequent meeting agree to do so.

In Camera vs. Open Session

Section 16 of the OAA Bylaws states:

All Council meetings shall be open to the public except for the in-camera portion of any Council meeting. Matters to be considered in-camera include:

- 1) *Issues related to Association personnel;*



- 2) *Litigation or matters in anticipation of litigation;*
- 3) *Negotiations with a government, other association or governing body for architects or other professionals;*
- 4) *Financial and personal matters where Council believes the need for privacy outweighs the public interest in disclosure; and*
- 5) *Any other matter identified by the Executive Committee and agreed to by Council.*

Meeting guests and observers

OAA members, staff and the public may join the open portion of a Council meeting. These individuals attend with 'observer status'.

- Observers do not participate in the meeting or engage in Council discussions when the meeting is in session.
- Members of Council should not direct questions or comments to council meeting observers.
- If there is a question pertaining to a report that may have been written by a staff member or in collaboration with a staff member, the question should be posed *'through the chair'*.
- If a guest has been asked to present information, questions should also be asked *'through the chair'*.

In Camera | In Camera Session

Each meeting agenda will include time for an in-camera session.

The session is conducted without staff present and serves the following purposes:

- to discuss matters related to the performance of the Executive Director or Registrar
- to discuss matters of internal governance and relations among the Council to discuss relations between the Council and senior staff
- to conduct a discussion of a matter in private that may be prejudicial to, or influenced by, staff.

While the practice of meeting without management allows Directors to discuss issues privately, the session is not intended to rehash the agenda, or to have discussions

or make business decisions where input from the Executive Director and/or management is important for good decision-making. It is also not intended to discuss general items of concern that do not fit within the stated definition.

Following the meeting the President's advises the Executive Director of any matters for information and/or action of the administration.

Point of Order

Point of order is a tool used in a meeting to alert the Chair to a concern over the conduct of a meeting, specifically where rules or decorum may have been broken.

Any member of the Council may raise a point of order at any point during a meeting and may interrupt another speaker during debate or discussion if they feel a point of order is urgent. Senior staff at the table may also raise a point of order.



Common, appropriate uses include:

- Off-topic discussions: The current speaker is off-topic.
- Rule breaches: Meeting rules and/or agreed to procedures are being broken.
- Disruptive behaviour: Another member is engaging in inappropriate or unproductive conduct.
- Missing quorum: Not enough members are present to conduct official business.
- Time limits: Speaker has exceeded their allocated time.

The point is resolved before business continues and it is at the discretion of the Chair to decide whether the rule has been broken or submit it to the judgment of the rest of the Council. A point of order must be raised at the time the rules are thought to be broken (not after the fact).

Purpose and format for Meeting Minutes

According to Robert's Rules of Order, meeting minutes should focus on recording what was 'done' at a meeting, not what was 'said'.

They are a record of the decisions made by the Council along with the action and direction given.

They are not intended to be a verbatim transcript of the meeting; there is no need to record who said what during discussion and debate.

- ✓ Do record and identify when a specific guest is asked to speak.
- ✓ Do record when a Council member speaks as distinct from a staff member, or when a staff member has been asked to provide information or present on a matter.

